

ALUMNI STUDENT FEDERATION BOARD OF GOVERNORS

P R E A M B L E

Whereas there is a recognized need to generate within our alumni and students a sense of identity with SUNY Empire State College as an entity; and whereas under an international commitment there should emerge an association of individual alumni student associations designed to establish and maintain programs mutually beneficial to the College, its alumni, and students; be it resolved that a federation of alumni and student leadership be established and henceforth known as the

C O N S T I T U T I O N

ARTICLE 1: Name.

The name of this organization shall be the Alumni Student Federation Board of Governors.

ARTICLE 2: Purpose.

The purpose of the Board is to serve as liaison with the College, as an advocate for students and alumni, and to coordinate and provide programs in order to enhance the advancement of the College and thereby the Federation.

ARTICLE 3: Office.

The principal office of the Federation shall be located in the city of Saratoga Springs, New York and the county of Saratoga, the site of the College's Coordinating Center.

ARTICLE 4: Membership.

An organized group of alumni and students in good standing (meaning they are not subject to any form of sanction, suspension or disciplinary censure) shall be eligible for membership in the Federation. The student representative to the College Council and the student co-chair of the Student Affairs Committee shall be standing members of the board.

ARTICLE 5: Dues.

Dues may not be imposed as a condition of membership.

ARTICLE 6: Board of Governors.

The policies, affairs, and any property of the Federation shall be managed and controlled by the Board of Governors

The Director of Alumni and Student Relations, representing the President of Empire State College shall be an ex-officio, non-voting members of the Board of Governors.

The nomination, election, term, powers, and duties of the Board of Governors shall be as provided in the By-laws.

ARTICLE 7: Officers.

The officers of the Federation shall be a President, a Vice President, a Secretary, and a Treasurer, elected by the Board of Governors from its members. The powers and duties of the officers shall be as provided in the By-laws.

The Officers constitute the Executive Committee of the Board of Governors.

ARTICLE 8: Director of Alumni and Student Relations.

The Director is responsible for the conduct of a College-wide alumni program as a staff member of the College's Office of Advancement and directly oversees the board.

ARTICLE 9: Meetings.

There shall be semi annual meetings of the Federation for reporting the affairs of the Federation and for the transaction of other business as may properly come before the meeting. Special meetings of the Federation may be called. The procedures for call, notice, and conduct of such annual and special meetings shall be as provided in the By-laws. The Executive Committee shall meet as often as needed.

ARTICLE 10: By-laws.

The Federation shall adopt by-laws which shall set forth procedures for the internal administration of the Federation, consistent with the provisions of this Constitution.

ARTICLE 11: Amendments.

The Constitution may be amended by a two-thirds vote of the members of the Board of Governors.

ARTICLE 12: Dissolution.

In the event of the dissolution of the Federation, the Board of Governors shall, after paying or making provisions for the payment of all the liabilities of the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organizations organized and operated exclusively for educational purposes, as shall at the time qualify as an exempt organization under the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Governors shall determine.

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BY-LAWS

ARTICLE 1: Offices.

Headquarters of the Federation shall be located in the Office of Advancement of Empire State College at the College's Coordinating Center in Saratoga Springs, New York.

ARTICLE 2: Board of Governors.

Section 1: Powers and Duties. The Board of Governors shall be responsible for the control and management of the affairs, properties, and interests of the Federation and may exercise all powers of the Federation, except as are expressly conferred upon or reserved to the member associations. The nature of the business and purposes of the Board of Governors shall encompass:

- (a) Maximum use of the abundant resources of the alumni and students, including the talents, services, and appropriate financial assistance, to the attainment of the purposes of SUNY Empire State College;
- (b) Promotion, establishment, and maintenance of appropriate communications and other relationships between the College, the Federation, the Foundation, the College Council and the College's Student Affairs Committee;
- (c) Promotion of a unifying interest and loyalty of present, former and prospective students and others interested in the welfare of Empire State College, and the stimulation of their willingness to participate actively in the programs and activities of SUNY Empire State College;
- (d) Assistance to the College in attracting outstanding students, faculty, and administrators to it;
- (e) Assisting to project and interpret SUNY Empire State College, including its goals, activities, accomplishments, and position of leadership, to the community, state, nation and world.

Section 2: Number. The number of members on the Board of Governors shall be as provided in Article 6 of the Constitution.

Section 3: Election and Term.

- a) The members of the Board of Governors shall be vetted and elected based on formal suggestions by college staff, alumni and students. The term of a member shall be two years. A member may not serve more than three terms consecutively unless by special arrangement with the Office of Alumni and

Student Relations. All members of the Board of Governors shall serve two years subsequent to their appointment.

- b) The Director of Alumni and Student Relations, in coordination with the board president, may appoint four to six at large voting members to serve a single two year term.

Section 4: Meetings.

- (a) The Board of Governors may provide for the holding of other meetings of the Board and may fix the time and place thereof which may include attendance by teleconference, email or other electronic means.
- (b) Notice of any meeting of the Board of Governors shall be sent 30 days prior to the meeting. The notice shall include the date, time, place, and agenda.

Section 5: Presiding Officer. The President of the Federation shall preside at all meetings of the Board of Governors. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, a Chairperson shall be chosen by the Board members present.

Section 6: Quorum and Adjournments.

- (a) At all meetings of the Board of Governors, the presence of a majority of the entire Board shall constitute a quorum for the transaction of business.
- (b) A majority of the Board members present at the time and place of any meeting, although less than a quorum, may adjourn the meeting.

Section 7: Manner of Acting.

- (a) At all meetings of the Board of Governors, each Board member present shall have one vote. Voting by written proxy shall be permitted.
- (b) The action of the majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board. Tie votes shall be resolved by a process of caucus and repeat voting.
- (c) The business of the Board may be conducted by mail, email or online meetings.

Section 8: Vacancies. Any vacancy on the Board of Governors shall be in accordance with its by-laws.

Section 9: Resignation. Any member of the Board of Governors may resign at any time by giving written notice to the President, the Secretary of the Board or the Director of Alumni and Student Relations. Unless otherwise specified, such resignation shall take effect upon receipt.

Section 10: Removal. Any member may be removed by a majority vote of the Board of Governors at any time and a successor named if the member fails to participate or gives cause for his or her removal.

Section 11: Contracts. No contract or other transaction between the Federation and any other person, firm, or corporation shall be impaired, affected, or validated; nor shall any member of the Board of Governors be liable in any way, by reason of the fact that any one or more of the Board members is or has interest in, or is affiliated or connected in any way with said firm or person, provided that such facts are fully disclosed and made known to the Board in writing. Any Board member, personally and individually, may be a party to or may be interested in any contract or transaction of the Federation, and no Board member shall be liable in any way by reason of such interest, provided that the fact of such interest be fully disclosed and made known to the Board and provided that the Board shall authorize, approve, or ratify such contract or transaction by the vote, exclusive of the vote of any such Board member, or a majority of a quorum, notwithstanding the presence of any such Board member at the meeting at which such action is taken.

Such Board member may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law applicable thereto.

Section 12: Committees. The Board of Governors may designate committees as they deem desirable with such powers and authorities as may be desired. Each committee shall serve at the pleasure of the Board.

Section 13: Representation. The Board of Governors shall take steps to see that the Federation is appropriately represented on related committees, organizations, and associations.

Section 14 Alternates (Substitutes) When a member of the Board of Governors is unable to participate in a meeting due to an unexpected medical or personal event, an alternate may be assigned to attend the meeting in the member's place. Alternates may vote if they replace a Governor's vote.

Section 15 Guests In an effort to broaden our base of volunteers as well as to allow for more alumni student input at meetings, guests shall be encouraged to attend. Guest suggestions shall be made to the Director of Alumni and Student Relations by college staff and board members. The director will coordinate the details of their attendance. No more than four (4) guests will be allowed at each meeting. Guests may freely contribute to all discussion, but cannot vote.

ARTICLE 3: Officers.

Section 1: Officers. The officers of the Federation shall be as provided in its Constitution. Not more than one office may be held by the same person at the same time. The officers constitute the Board's Executive Committee. The Board must ratify the Executive Committee's actions.

Section 2: Nominating Committee. A nominating committee shall present the candidates for each office. The convener of the Nominating Committee shall be the immediate Past President who will select two other board members. The convener can call for volunteers for this committee or select as appropriate. The slate of officers shall be determined based on nominations sent to the convener prior to the board meeting.

Section 3: Election.

- (a) Nominations for officers shall be from among persons who have served on the Board for at least one year and have attended two meetings. Ex-officio members, alternates, or delegates may not hold office.
- (b) The Federation shall be empowered to conduct elections via mail ballot.
- (c) Elections shall be held every two years prior at the spring meeting.
- (d) Officers, so elected, will take office at the fall meeting.
- (e) A quorum for the election of officers shall be a majority vote of the voting members of the Board of Governors.

Section 4: Term. Each officer shall hold office for two years or until the election of his or her successor. No officer shall serve longer than two consecutive terms.

Section 5: Resignation. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt.

Section 6: Removal. Any officer may be removed by a majority vote of the Board of Governors at any time and a successor elected if the officer fails to participate or gives cause for his or her removal.

Section 7: Vacancies. A vacancy in any office may at any time be filled for the unexpired portion of the term by the Board of Governors. The Board president may appoint a new officer when a vacancy occurs for any reason.

Section 8: Duties. Officers shall have such powers and duties as generally pertain to their respective offices or as may be designated by the Board.

- (a) President: The President shall preside at all meetings, preserve order, enforce the Constitution and By-laws, direct and appoint all committees,

call Executive Committee meetings, appoint a Parliamentarian (as appropriate), be an ex-officio member of all committees, and represent the Federation at meetings of the College Council. The President shall make an annual written report to the College President after the spring meeting to include committee updates and updates from the Treasurer.

- (b) Vice President: The Vice President shall act in place of the President during his or her absence or disability.
- (c) Secretary. The Secretary shall record all proceedings.
- (d) Treasurer: The Treasurer shall preside over the Student Activity Fee Committee and shall submit a written report at the spring meeting as part of the President's annual report. The Treasurer must be a student and the term is annual and renewable based on the student's enrollment status.
- (e) The immediate Past President shall be an ex-officio member of the Board of Governors.

ARTICLE 4: Committees.

Section 1: Executive Committee.

- (a) Powers and Duties: The Executive Committee shall act on behalf of the Board of Governors when it is not feasible to convene a meeting of the Board. Provisions for the manner of acting, presiding officer, quorum, and adjournment as set forth for the Board shall also pertain to its Executive Committee.
- (b) Membership. The membership of the Executive Committee of the Board of Governors shall consist of: the President, Vice President, Secretary, Treasurer, and immediate past president. The Director of Alumni and Student Relations shall serve in ex-officio capacity.
- (c) Meetings: Meetings of the Executive Committee may be called at any time by the President.

Section 2: Committees. The President shall appoint the committees from among the Board members. Committee members may be Governors or any other engaged alumna/us or student. The Executive Committee is a standing committee of the board, see Article 7: Officers.

- (a) Suggested committees for the board can include, but are not limited to the following:
 - Awards
 - The Awards Committee oversees the annual alumni awards program, calls for nominations, reviews applications, recommends winners to the board

and plans the awards ceremony. The committee chair shall submit a written report to the board president each spring to be included in the annual report to college president.

Nominating

The Nominating Committee develops/maintains the orientation manual for new members, reviews/updates by laws, board duties, committee lists. The committee will also annually review the board make up to ensure equal representation based on geography, gender, diversity and academic programs. The committee chair shall submit a written report to the board president each spring to be included in the annual report to college president.

Advancement/Pay It Forward

The Advancement/Pay It Forward Committee focus their efforts on community engagement, student leadership engagement, volunteer events and programs, enrollment management opportunities, coaching program and giving opportunities. The committee chair shall submit a written report to the board president each spring to be included in the annual report to college president.

Diversity

The Diversity Committee will work with the Chief Diversity Officer to align the work of the board with college needs and strategic plans. The committee chair shall submit a written report to the board president each spring to be included in the annual report to college president.

ARTICLE 5: Fiscal Year.

The fiscal year of the Federation shall begin on July 1 and terminate on June 30.

ARTICLE 6: Procedure.

The conduct of all meetings shall be in accordance with the provision of the Constitution and By-laws. In the absence of a provision, the President may consult a Parliamentarian.

ARTICLE 7: Amendments.

These By-laws may be amended by a two-thirds vote of the members of the Board of Governors. No proposed amendment may be voted upon at a meeting unless the exact language thereof shall have been submitted to the Board of Governors not less than 30 days prior to the date of the meeting.