

**BY-LAWS OF THE ALUMNI ASSOCIATION  
OF THE COLLEGE OF SAINT ROSE**

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**Section 5.**

**List of Members at Meeting**

A list or record of members entitled to vote, certified by the Secretary or President, shall be produced at any meeting of the Membership upon the request therefore of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of Voting Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

**Section 6.**

**Action by Members without a Meeting**

Whenever Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous consent of all of the thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Voting Member or the Voting \_\_\_\_\_ officer, director, employee or agent by signing such consent or causing his/her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member.

**Section 7.**

**Past President**

The Council shall meet at least once a year. They shall select a member to act as Chair of the Council and as a Representative to the Alumni Association Board of Directors. The Council shall perform duties as the Board of Directors or Alumni Association President may designate. The Council may assist the Alumni and the Colledu6nB MeB MeB MeB MeB MeB MeB MeB MeB Meba3( ,(ni Associa

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**Section 2.**

**Director Duties**

The Directors shall be responsible for the transaction of business for the Association. Directors may participate in a meeting of the Board by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting. Furthermore, each Director shall serve on a minimum of one (1) Association committee in which does not provide a conflict of interest for their service.

**ARTICLE III ELECTIONS & SUCCESSION**

**Section 1.**

**Elections**

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Policies and Procedures Manual of the Association and revised as needed to pursue the mission of the Association.

### **Section 2. Other Committees**

The Board President and/or the Board of Directors have the authority to establish such other committees as may be necessary from time to time.

### **Section 3. Committee Rules**

The established rules shall constitute the governance of committee proceedings whereas:

- (a) Each committee shall consist of at least three (3) directors.
- (b) Membership shall be appointed by the President annually based upon the skills and interest of the Board and Regular Member.
- (c) Chairpersons shall be appointed by the President, as defined in Article VI Section 2 of the Constitution whereas (i) the Chair of the Executive Committee shall be designated as the President of the Association, (ii) the Chair of the Finance Committee shall be designated as the Treasurer of the Association, and (iii) the Chair of the Governance Committee shall be designated as the Parliamentarian of the Association.
- (d) The representative from the Alumni Office is considered an *ex officio* member of all standing committees herein provided or created in the future.
- (e) Duties of the Committees shall be housed within the established Policies and Procedures Manual of the Association and revised as needed to pursue the mission of the Association.

## **ARTICLE V CHAPTERS**

### **Section 1. Chapter Organization**

An alumni chapter of the College may be registered as a Chapter of the Association upon the approval of its constitution by the Board of Directors. Officers of a chapter shall be members of the Association and serve as members of the Advisory Board. The names of such individuals shall be registered with the Secretary of the Association.

### **Section 2. Chapter Governance**

All governance documents adopted or proposed to be adopted by any Chapter Organization must be submitted to the Association for review and approval prior to adoption or amendment.

### **Section 3. Chapter Liability**

The Association shall not be liable for any debt contracted by a chapter.



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**Section 4.**

**Chapter Dissolution**

The Board of Directors may disband any nonfunctioning chapter.

**ARTICLE VI**