

By-Laws of the Hartwick College Alumni Association

Preamble

The Alumni Association's By-Laws were adopted May 23, 1976 and most recently amended on May 14, 2005.

ARTICLE I

Management

Section 1.1. Management.

Management of the Association shall be vested in a Board of Directors, an Executive Committee and the Director of Alumni Relations of Hartwick College pursuant to the following provisions:

- A. the Board of Trustees of Hartwick College shall have the authority to approve or disapprove of the policies of the Association in whole or in part;
- B. the Board of Directors shall consider, make recommendations relating to and assist in the planning and implementation of the activities and policies of the Association and the Hartwick College Office of Alumni Relations;
- C. the Executive Committee shall consider, make recommendations relating to and assist in the planning and implementation of the activities and policies of the Association and the Hartwick College Office of Alumni Relations;
- D. the Executive Committee shall be empowered to act on any items of business of the Association when, in the judgment of the President of the Association and the Director of Alumni Relations, such action cannot or should not be delayed until a regular or special meeting of the Board of Directors, and provided such action is not in violation of the Association's Constitution and these By-Laws;
- E. all funds received by the Association for any purpose shall be given directly to Hartwick College; and
- F. the term "Chairperson" as used herein shall include within its meaning a male or female person.

Section 1.2. Board of Directors.

- A. The Board of Directors shall consist of twenty-four (24) people elected from the membership of the Association, and up to four (4) additional people, who are Association members, appointed by the President of Hartwick College, all to serve four (4) year terms. In addition, four (4) Young Alumni Directors, elected in accordance with Section 3.3, shall each serve four-year terms and the immediate past president of the Association may serve as a Director for a period of two years. Vacancies shall be filled in accordance with Section 3.4. Finally, in the event that the four year term of a Director expires while that Director is serving as an Officer of the Association, that Officer shall remain a Director until he or she completes his or her term(s) as an Officer.

- B. The following persons shall be *ex officio* non-voting members of the Board of Directors:
1. Any member who is also a member of the Board of Trustees, whether Term or Alumni;
 2. The steering committee chairperson or president of each recognized network, chapter, branch or club of the Association;
 3. The President of the Hartwick College Student Senate and the President of the Hartwick College Student Alumni Association.

Section 1.3. Executive Committee.

The Executive Committee shall consist of:

- A. the Officers of the Association;
- B. the chairs of the standing committees with the exception of the chair or co-chairs of the Nominating/Recognition Committee.
- C. up to three additional Directors appointed by the President of the Association; and
- D. the Director of Alumni Relations.

ARTICLE II

Officers

Section 2.1. Officers.

The Officers shall consist of:

- A. a President;
- B. a Vice President

Section 2.2. Duties.

- A. The President of the Association shall preside at all meetings of the Alumni Association, Board of Directors and Executive Committee, and shall perform such other duties as usually pertain to such office. The President of the Association shall contact any Director who has failed to attend two consecutive regular meetings of the Board of Directors to determine such person's ability and willingness to be an active member of the Board of Directors. At his or her discretion, the President may request that such person resign in order that an active replacement may be appointed pursuant to Section 3.4.
- B. The Vice President of the Association shall in the absence of the President of the Association assume all duties of the President.

ARTICLE III

Elections

Section 3.1. Election of Directors.

The election of member to the Board of Directors shall be conducted by mailing ballots to all members in or about July of each year and counting the number of votes returned to and received by the Alumni Office prior to the fall meeting. The elected members shall be notified by the Office of Alumni Relations of their election prior to the fall meeting and they shall take office beginning with the fall meeting. The Board of Directors shall be notified by the Office of Alumni Relations of the elected members either prior to or at the fall meeting.

Section 3.2. Election of Officers.

Nominations for Vice President of the Association shall be solicited by the Nominating/Recognition Committee. The Nominating/Recognition Committee shall have no more than one voting member from the Executive Committee. Candidates for Vice President must be current voting members of the Alumni Board of Directors and names submitted to the Nominating/Recognition Committee beginning at the fall meeting and ending 30 days prior to the Spring Meeting.

The Nominating/Recognition Committee shall collect the names and biographical data of the candidates. During the spring committee meetings the Nominating/Recognition Committee shall recommend one candidate for Vice President. The standing Vice President will be nominated for President. The candidates will be presented to the Board of Directors at their Spring Meeting for a confirmation vote. Officers will be elected for two-year terms by a majority of the votes cast by the Board of Directors. If a majority vote is not achieved, the Nominating/Recognition Committee will reconvene and continue to submit a slate of candidates until confirmed by a majority vote.

Section 3.3. Number of Directors to be Elected Annually.

A. A maximum of five (5) Directors shall be elected annually. When there are more candidates seeking election to the Board than there are seats on the Board to be filled, the seats will be filled by those candidates who receive the most votes. A Director may be elected for no more than two successive four-year terms.

B. One (1) Young Alumni Director shall be elected annually by the current year's graduating class. Such Young Alumni Director shall serve a four-year term. The election of the Young Alumni Director shall be conducted at a time and in a manner determined by mutual agreement of the Director of Alumni Relations and the President of the Hartwick College Student Senate.

Section 3.4. Vacancies

In the event that a Director resigns or becomes unable to serve for any reason, the President of the Association may appoint a member of the Association to complete the unexpired term. In the event of a vacancy in the office of Vice President, the Nominating/Recognition Committee, at its next regular meeting or at a special meeting called by the President, shall recommend a new Vice Presidential candidate to the Board of Directors. A confirmation vote shall then be held by the Directors in accordance with these bylaws and the confirmed candidate shall complete the unexpired term. In the event of a vacancy in the office of President, the Vice President shall automatically become President, and a new Vice President shall be selected in the manner described above.

Section 3.5. Confirmation of Alumni Trustee.

An Alumni Trustee shall be selected annually in the same manner as set forth in Section 3.1 above and in accordance with Article VI below. Nominees for Alumni Trustee shall be deemed confirmed if at least one-half of the Association members who vote in the confirmation process, vote to confirm the nominee. The Alumni Trustee shall serve a three-year term. The said term may be extended by the Executive Committee for up to an additional three years if such an extension is desired by the Alumni Trustee and he or she meets the criteria for reappointment established by the Board of Trustees. A vacancy in the position of Alumni Trustee caused by any reason will be filled by an appointment from the President of the Association. The appointee shall serve as alumni Trustee for the unexpired term.

ARTICLE IV
Meetings

Section 4.1. Annual Meeting of the Association

The Association shall hold its annual meeting at Homecoming/Reunion Weekend. Written notice of the meeting, including the date, time and place, shall be given not less than sixty (60) days prior to the meeting. Notification of the Annual Meeting may be included in Homecoming/Reunion Weekend communications. The Annual Alumni Awards, as determined by the Nominating/Recognition Committee, will be given as part of this meeting.

Section 4.2. Quorum and Voting at Annual Meeting of the Association.

Twenty-five (25) members shall constitute a quorum at the annual meeting of the Association. Only members shall be permitted to vote on any item of business conducted at the annual meeting. Each member present shall be entitled to one vote.

Section 4.3. Regular and Special Meetings of the Board of Directors.

The Board of Directors shall meet in the spring, winter and fall of each year and at such other times as may be deemed necessary by the President and Vice President of the Association. Written notice via facsimile or electronic mail of the meetings, including the date, time and place, shall be given not less than thirty (30) days prior to regular meetings, and not less than ten (10) days prior to special meetings. Notice of special meetings shall indicate the purpose for which the meeting is being called.

Section 4.4. Regular and Special Meetings of the Executive Committee.

The Executive Committee shall meet in the spring, winter and fall of each year and at such other times as may be deemed necessary by the President of the Association. Written notice of the meetings via facsimile or electronic mail including the date, time and place, shall not be given not less than thirty (30) days prior to regular meetings and not less than ten (10) days prior to special meetings. Notice of special meetings shall indicate the purpose for which the meeting is being called.

Section 4.5 Dates, Times and Places.

The dates, times and places for meetings of the Board of Directors and Executive Committee shall be fixed by the President and Vice President of the Association and the Director of Alumni Relations. The dates of the fall, winter and spring meetings shall coincide with Homecoming/Reunion Weekend, the winter meeting of the Board of Trustees and the spring meeting of the Board of Trustees unless otherwise agreed upon by the President, Vice President and the Director of Alumni Relations. Special meetings of the Executive Committee may be held via teleconference.

Section 4.6. Cancellation.

Special meetings of the Board of Directors and Executive Committee may be canceled by the President of the Association at any time.

Section 4.7 Quorums and Voting.

Eleven (11) Directors shall constitute a quorum at regular and special meetings of the Board of Directors. Each Director present shall be entitled to one vote. Five (5) members of the Executive Committee shall constitute a quorum at regular and special meetings of the Executive Committee. Each member of the Executive Committee present shall be entitled to one vote.

ARTICLE V
Committees

Section 5.1. Standing Committees

The following shall be standing committees of the Association.

- A. Giving Committee
- B. Communications Committee
- C. HART Committee
- D. Homecoming and Reunion Committee
- E. Networking Committee
- F. Nominating/Recognition Committee
- G. Nursing Committee

Section 5.2. Additional Committees

The President of the Association may create additional committees as she or she deems necessary.

Section 5.3. Appointments

The President of the Association shall appoint the members and chairs of all committees. Chairs of the committees must be voting members of the Board of Directors. Alumni Association members and the students, faculty and administration of Hartwick College may serve on the committees.

Section 5.4. Past Presidents Committee

All past presidents of the Association shall serve as an advisory body to the Board of Directors, Executive Committee and President of the Association regarding any matters deemed appropriate by the President. Additional functions or responsibilities may be assigned to the committee by the President. The President shall appoint a chairman of the committee from among its membership. Meetings of the committee shall be called by the chairman or at the request of the President.

ARTICLE VI

Selection of Nominees for Alumni Trustees

A maximum of two candidates for Alumni Trustee shall be designated by the Executive Committee and their names and biographical data shall be forwarded to the appropriate committee or subcommittee of the Board of Trustees. If there are two candidates, the committee or subcommittee shall select a primary nominee and an alternate nominee. If the candidate designated as primary nominee declines nomination, the candidate designated as alternate nominee shall become the primary nominee. The willingness of a candidate to be a nominee shall be determined only after the designation of candidates as primary nominee and alternate nominee. Only the name and biographical data of the primary nominee shall appear on the ballot for confirmation as Alumni Trustee.

ARTICLE VII

Networks, Chapters, Branches or Clubs

The Board of Directors and the President and Vice President of the Association shall cooperate with the Director of Alumni Relations in seeking to establish and sustain networks, chapters, branches or clubs in such geographic locations or areas as may be practicable.

ARTICLE VIII

Amendments

These by-laws may be amended by a majority of the votes cast by the Board of Directors at any meeting called for such purpose. Any member may submit in writing to the Executive Committee via the Office of Alumni Relations a proposed amendment or amendments. The proposed amendment or amendments shall be sent to and received by the Office of Alumni Relations not less than forty-five (45) days prior to the meeting at which it is to be considered, and notice of the proposed amendment or amendments shall be given to the Board of Directors not less than thirty (30) days prior to such meeting if it is a regular meeting and not less than ten (10) days prior to such meeting if it is a special meeting.