



Stony Brook University Alumni Association

Bylaws of the Alumni Association of the State University of New York at Stony Brook, Inc.

ARTICLE I: Name

The name of this corporation is the Alumni Association of the State University of New York at Stony Brook, Inc., also known as the Stony Brook Alumni Association (SBAA), hereinafter referred to as the Association.

The Association exists to reach, serve and engage Stony Brook University alumni, students, and other constituencies to foster a lifelong intellectual and emotional connection between the University and its graduates, and to provide the University with goodwill and support.

ARTICLE II: Nature

The Association is a non-profit, "no member" corporation incorporated in the State of New York, and is exempt from taxation pursuant to Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III: Office

The principal office of the Association shall be the Alumni Relations Office on the campus of The State University of New York at Stony Brook, hereinafter referred to as the University.

ARTICLE IV: Definitions

For purposes of these bylaws, certain terms are defined as follows:

Alumni Relations Office shall mean the office of the Alumni Association, currently provided by and located at the University, or such other office as may be designated by the University or the Board.

Annual Meeting shall mean the annual meeting of the Board of Directors of the Association, typically held in June of each year unless otherwise determined.

Board or Board of Directors shall mean the Board of Directors of the Association.

Executive Committee shall mean a committee of the Board comprised of all the officers of the Association. The Executive Director shall serve as an ex-officio member of the Executive Committee.

Executive Director shall mean the person hired to serve as the Executive Director of Alumni Relations, which position or successor position is established and employed by the University.

ARTICLE V: Board of Directors

Section 1 – Number:

The property, affairs, and business of the Association shall be managed by a Board of Directors consisting of no less than fifteen (15) members and no more than twenty-five (25) members. In addition, the President of the University or his/her designee and the Executive Director of Alumni Relations shall serve as an ex-officio non-voting member of the Board. The Board may also include one undergraduate and one graduate or professional school student who shall, to the extent possible, reflect the diversity of the University population and have full voting rights (not included in the 25 seat allocation). The Executive Director of Alumni Relations shall serve as the staff liaison to the Board and shall attend and participate in all Board and committee meetings, including “executive sessions,” unless otherwise determined by the Board to carry out the direction of the Board. No member(s) of the University’s Governing Board (also known as the “Stony Brook Council”) may concurrently serve as a member of the Association’s Board. University faculty, staff, and students may serve as members of the Board but they shall not comprise a majority of the Board membership.

Section 2 – Method of Election:

At a regularly scheduled meeting of the Board, the Nominating Committee shall propose an appropriate number of vetted persons to serve as Directors. The Committee shall distribute the name(s) of the nominee(s) to each Director at least ten (10) days before the meeting at which voting occurs. The new Directors shall be elected by a majority of Directors present at the meeting. All outgoing Directors shall be eligible to vote. Newly elected Directors shall assume office at the Annual Meeting unless as necessary when elected to fill an unexpired term.

Section 3 – Term of Office:

Directors shall serve for a term of three (3) years (or until the end of the term of his or her predecessor if he or she has been elected to succeed a person who has not completed his or her term). Directors shall be divided into three (3) classes as nearly equal in number as possible, and one class shall be elected each year at the Annual Meeting of the Board. Directors may serve a maximum of three consecutive three-year terms (not including service as an Officer). If necessary, new Directors may be elected at any regular or special meeting of the Board if needed. After serving three terms, a Director may be reconsidered for nomination/election in future years, provided that Director has not been on the Board for a minimum of five (5) years.

Section 4 – Vacancies:

On recommendation of the Nominating Committee, an unexpired term of office may be filled by the existing Board by a majority of those present at any regular or special Board meeting.

Section 5 – Duties and Powers:

The Board shall have the power to hold meetings at such times and places as it deems advisable, to appoint committees, to employ necessary employees, to authorize proper operating expenditures, and to take such other action as may be necessary or proper to carry out the purposes of the Association and those activities authorized by the New York State Education Law. Annually, after provision for operating expenses, the Board shall allocate to the Executive Director the power to administer Association funds in accordance with the purposes listed in the Bylaws and the Certificate of Incorporation. The Board shall directly authorize, on behalf of the Association, all sums exceeding \$5,000, unless otherwise approved within the annual operating budget.

Section 6 - Meetings:

- (a) Regular Meetings – The Board shall meet at least quarterly. The regular meeting in the second quarter of the calendar year shall be designated as the Annual Meeting.
- (b) Special Meetings – Special meetings of the Board may be called by the President of the Board in accordance with section (d) below or upon the request of five (5) or more Directors. In unusual circumstances, a telephone conference call may be substituted for a special meeting.
- (c) Place of Meetings – The President shall designate the time and place of all regular and special meetings.
- (d) Notice of Meetings – Written or printed notice stating the place, day and hour of all meetings shall be delivered to each Director by hand, first-class mail, or by electronic means to each Director, no less than thirty (30) days before the date of such meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice.
- (e) Quorum – A majority of the Directors shall constitute a quorum for the transaction of any Association business.
- (f) Board action shall require the vote of a majority of those Directors present at a meeting at which a quorum is present.
- (g) Any Board action may be taken without a meeting, if a majority of the Board consents in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the Board.
- (h) Directors may participate in a meeting of the Board or its committees by means of telephone conference call. Participation by telephone shall constitute presence at the meeting for quorum and voting purposes.
- (i) Resolutions passed by a majority of those present shall be deemed a resolution of the entire Board.
- (j) An Executive Session of the Board shall include all Directors and the Executive Director, unless otherwise determined by a two-thirds vote of the members present.

Section 7 - Removal:

- (a) Any Director with three or more absences without advanced notice from regularly scheduled meetings in one year may be removed by majority vote of the Directors at any regular or special meeting, provided there is a quorum.
- (b) Directors, Officers and members of any committee not acting in the best interest of the Association or University and its constituents, whether at a function of the Association or otherwise, are subject to removal by majority vote at any regular or special meeting, provided there is a quorum.

Section 8 - Committees:

Standing Committees of the Board shall include, but not be limited to, the following:

- (a) *Audit and Governance Committee* – An Audit and Governance Committee, consisting of three (3) members of the Board, shall be *elected* annually by the Board. The Audit and Governance Committee ensure that an annual, independent audit of the Association is performed by a qualified independent auditor. This committee shall also be responsible for ensuring the Association’s governance is effective, ethical, and consistent with applicable laws and regulations, as well as the Association’s Bylaws and policies, and applicable University policies.
- (b) *Executive Committee* – An Executive Committee of the Board shall consist of all Officers of the Association and the Executive Director. The President shall serve as the Chair of the Executive Committee. Except as set forth in Article V section 2, Article X and Article XII, the Executive Committee may exercise the powers of the Board in between Board meetings and shall report any such action to the Board at its next meeting.

- (c) *Business and Finance Committee* – A Business and Finance Committee consisting of at least three (3) members of the Board shall be appointed annually by the President. The Treasurer shall serve as the Chair of the Business and Finance Committee. The Business and Finance Committee shall be responsible for the oversight of the Association’s budget and finances, including the development the Association’s annual operating budget, as well as oversight/approval of affinity marketing agreements, and resource planning.
- (d) *Nominating Committee* – A Nominating Committee, chaired by the Immediate Past President, shall be comprised of the President, the President-elect, and three (3) or more Directors not up for re-nomination. The Vice President for Advancement shall serve as an ex-officio, non-voting member of the Committee. The Nominating Committee shall be responsible for submitting for Board approval, the names of prospective Directors to fill vacant positions for regular and unexpired terms, as well as nominees for election of the offices of Secretary/Parliamentarian, Treasurer, Vice President, and President-elect. The Nominating Committee shall establish criteria for selecting Board Directors and Executive Officer candidates, consistent with the mission of the Association, these Bylaws, and the needs of the Board.
- (e) Other standing and/or special *ad hoc* committees, task forces, and/or advisory groups may be created as needed by the Board or President.

Section 9 - Compensation:

No Director shall receive any compensation from the Association for services performed in his/her Board capacity, but Directors may, upon request, be reimbursed for reasonable expenses incurred in the performance of their official Board duties.

Section 10 - Reports:

At the last regular meeting of the calendar year, or at the direction of the Board at a subsequent meeting, the Immediate Past President shall present the Board with an annual report of the Association’s activities. The Board shall also be provided an audited financial report. The reports shall be filed with the records of the Association and copies thereof attached to the minutes of the meeting maintained by the Secretary of the Association.

Section 11 -Liability:

Absent fraud, bad faith, or undisclosed conflict, no Director shall be personally liable for any debt, obligation or liability of the Association. The Association shall defend and indemnify any Director made, or threatened to be made, a party to any action or proceeding, whether criminal, civil, or investigative in nature, by reason of the fact that he/she, was a Director or Officer of the Board, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees. However, the Association may not indemnify any Board Officer or Director whose conduct for which indemnification is sought has been found by a court of competent jurisdiction to constitute bad faith, deliberate dishonesty, improper personal gain, or to warrant criminal conviction. Furthermore, no Board Officer or Director shall engage in sexual harassment as defined by the policies set forth by Stony Brook University and the State of New York.

Section 12 - Conflict of Interest:

Each member of the Board has a fiduciary obligation to act in the best interests of the Association. A member of the Board may not participate in any deliberation or vote on any matter relating to current or proposed Association business with any individual with whom or entity with which the Board member has a direct or indirect personal or financial interest that may conflict with the proper discharge of the member's Board duties. Board members having a direct or indirect personal or financial interest that could create a conflict of interest with any Association agreement, transaction or relationship, shall disclose that interest to the Chair of the Governance Committee and Board President who shall disclose the same to the

Board for resolution. Any Director, other than the conflicted Director, may move for a resolution that the conflict may be waived. A conflict may be waived by a vote of two-thirds of the quorum present at the meeting which the vote is taken. Once the issue of a conflict of interest is raised, the Board member involved may not participate in any vote with respect to the matter involved, irrespective of whether the conflict is waived, but may participate in discussions with respect to the matter once the conflict has been waived and prior to any vote on such matter. In addition, as a duty of an Officer or Director to the Board it is encouraged to come forward with credible information on illegal practices or violations of adopted policies of the Association, with confidence that the organization will protect the individual from retaliation. Such concern may be reported to the Chair of the Governance Committee, Executive Board, Executive Director of Alumni Relations, Vice President of Advancement or in the greatest extremes President's Office of the University.

Any Director who has not returned the annual conflict of interest statement shall not be eligible to vote on any matter until such time as the signed statement is returned.

ARTICLE VI: Board Officers

Section 1 - Number:

The Officers of the Board shall be a President, President-elect, Immediate Past President, Vice President, Treasurer, and Secretary/Parliamentarian. Any Officer of the Board, other than the President or Immediate Past President, may be elected to the position of President-elect. No person may hold more than one office of the Association simultaneously. No Executive Officer shall serve more than two (2) consecutive one-year terms in the same position unless the nominated successor has not yet been elected. Ex Officio members of the Board shall not be eligible to service as Officers of the Board.

Section 2 - Election and Term of Office:

All Officers of the Board shall be elected by a majority vote of the members of the Board for a one-year term. Vacancies may be filled at any regular meeting of the Board, on recommendation of the Nominating Committee and with at least ten (10) days notice to all Directors. Persons elected to fill such vacancies shall serve until the next election of Officers. To be eligible for election as an Officer, a nominee must have served on the Board for at least two (2) full years prior to taking office at the Annual Meeting and has demonstrated capacity to serve and lead the organization. To be eligible for election as President, a nominee must have served as an Officer for at least one (1) year.

Section 3 - Duties:

The duties of the Officers shall be those typically discharged by members of such offices and shall include further duties as may be assigned from time to time by the Board or the President. The President or the President's designee shall chair all Board meetings. The Immediate Past President's shall present the Annual Report on the Association's activities to the Board.

ARTICLE VII: Board Staff Liaison

The Executive Director shall serve as the staff liaison to the Board; may execute, in the name and on behalf of the Association, any documents or financial decisions required of the Association, and shall perform such other duties incidental to the office as are requested by the Board. The Executive Director (or designee) shall serve as the staff liaison to all Association committees and task forces. The Vice President for Advancement shall exercise the same authority in the absence of the Executive Director or when otherwise necessary to carry out the direction of the Board.

ARTICLE VIII: Membership; Friends of the Alumni Association

Regular membership in the Association shall be open to any person who has received an undergraduate, graduate or professional degree from the University or from Southampton College of Long Island University (now known as Stony Brook Southampton). Former students who did not graduate from the

University are also eligible for non-degree alumni status so long as they completed at least one (1) three-credit course of study. Honorary Association membership may be bestowed upon any individual the Board deems appropriate in recognition of that individual's contributions or service to the University or the Association. "Friend of the Association" status shall be accorded to all current University faculty and staff. Only regular members of the Association shall be eligible to serve as Directors/Officers, unless otherwise provided in these Bylaws.

ARTICLE IX: Affiliated Organizations and Chapters of the Association

The Board, at its discretion, may charter affiliates and/or chapters of the Association, upon such terms as it may prescribe.

ARTICLE X: General Fiscal Provisions

Unless otherwise provided by the Board, the annual accounting period of the Association shall be from July 1 to June 30th in suit with the Stony Brook Foundation, which the Association is in agreement with for the Foundation to serve as its fiscal agent. No indebtedness shall be incurred and no payments shall be made, except as authorized by these Bylaws or Board vote. All checks, drafts, notes or other orders for the payment of money shall be signed on behalf of the Association by the President, Treasurer, or Executive Director. Expenditures greater than \$ 10,000 shall require two signatures or Board vote, unless otherwise predetermined in the approved budget for the fiscal year of the expenditure.

ARTICLE XI: Notice and Waiver of Notice

Any member of the Board of Directors may, at any time, waive in writing any notice required to be given under the provisions of these By-laws.

ARTICLE XII: Amendment of By-laws

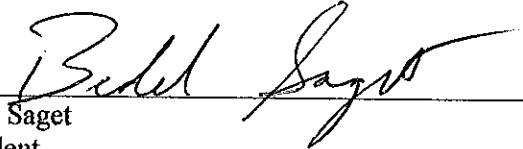
These bylaws may be amended, adopted or repealed by motion presented by any Director at any meeting of the Board, provided such amendment is proposed and provided to all Board members at least thirty (30) days prior to the meeting at which the vote is to occur. Amendments require a two-thirds majority vote of a Board quorum for adoption.

ARTICLE XIII: Effective date

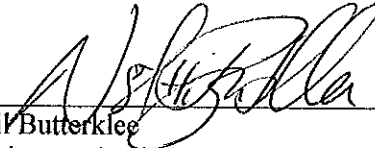
These By-laws shall be effective immediately upon adoption and shall not be retroactive.

These amended bylaws were approved via ~~on-line ballot~~ on the 9th of March, 2019.
Board Meeting NFB

Signatures:



Bedel Saget
President



Neil Butterklee
Chairman, Audit & Governance