

BYLAWS
EISENHOWER COLLEGE
ALUMNI ASSOCIATION, INCORPORATED

ARTICLE I – NAME

- §1. This organization shall be known as the Eisenhower College Alumni Association, incorporated.
- §2. The principal offices of the Eisenhower College Alumni Association, Inc., shall be located in such places as may from time to time be designated by the Board of Directors.

ARTICLE II – OBJECTIVES

- §1. To promote the ideals of Eisenhower College and the World Studies Education as intended by President Dwight David Eisenhower in the establishment of Eisenhower College and supported by the Congress of the United States under Public Law 90-563.
- §2. To sponsor alumni activities and promote regional chapters.
- §3. To facilitate the exchange of employment and social information among the Eisenhower Alumni Association members.
- §4. To provide scholarships or other support to students and faculty, wherever located who, in the judgment of the alumni, best exemplify the goals of Eisenhower College, its World Studies program, and the ideals of Dwight David Eisenhower.
- §5. To operate in such other ways as are consistent with Public Law 90-563 and the title of Alumni of Eisenhower College, the National Living Memorial to Dwight David Eisenhower.
- §6. The objectives and purposes now and in the future are to fall within the meaning and under the purview of Section 501(c)(3) of the United States Internal Revenue Code as it now exists or may hereafter be amended.

ARTICLE III – MEMBERSHIP

- §1. All persons who hold degrees, in course or honorary, from Eisenhower College of Seneca Falls, New York, shall automatically be granted membership in the Eisenhower College Alumni Association, Inc.
- §2. All persons who have completed at least one (1) full semester as a regularly enrolled student shall be invited membership in the Association.

- §3. All persons who have served as faculty, trustees, administrators or staff for Eisenhower College of Seneca Falls, New York, shall be invited membership in the Association.
- §4. Any other person may be elected as a member of the Association by a two-thirds majority vote of the directors at a Board of Directors meeting or by a two-thirds majority vote of the Association members at a special or general Association meeting.
- §5. All Association members shall have the right to vote at Association meetings and serve on the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

- §1. The control, direction and management of the affairs of the Association shall be vested in the Board of Directors, who shall pursue such policies and principles as shall be in accordance with the provisions of the Articles of Incorporation, of these Bylaws, and the statutes of the State of New York.
- §2. The Board of Directors shall be empowered to enter into just contracts on behalf of the Association, to hire or terminate such employees as it deems necessary to effectuate the purposes of the Association and to solicit and accept contributions for the Association's charitable purposes.
- §3. The Board of Directors shall consist of up to fifteen (15) members. If any vacancy shall occur in the number of Directors, the Board shall elect, by majority vote, a Director to fill the remainder of the unexpired term. The Board may not act on any other matter until there are nine (9) Directors.
- §4. The term of office shall be for three (3) years. Each year, at least three (3) positions on the Board of Directors shall be filled by a general election of the membership. A Director may succeed himself/herself and there shall be no limit to the number of terms a Director serves.
- §5. Members shall be elected or re-elected to the Board of Directors only from nominations by other members.
- §6. The Directors shall not receive any pecuniary benefit or any emolument whatsoever from the Association, but they may be reimbursed for actual expenses incurred in discharging the business of the Association.
- §7. An Officer may be removed from his or her position as an officer by six (6) votes of the other Directors at a meeting called in accordance with Article V below. Directors not in attendance shall be given the opportunity to vote by mail.
- §8. A Director may be removed from his or her position on the Board of Directors by seven (7) votes of the other Directors at a meeting called in accordance with Article V below.

Directors not in attendance shall be given an opportunity to vote by mail. A Director also may be removed by a two-thirds vote of the members attending a general meeting called in accordance with Article V below.

- §9. The Directors may confer emeritus status upon former members of the Board of Directors in recognition of their service to the Association. This status must be conferred through a unanimous vote of the Board of Directors.
- §10. The Board of Directors shall be established in the following manner. Upon adoption of these Bylaws the officers of the former Eisenhower College Alumni Association shall become Directors of the Eisenhower College Alumni Association, Incorporated. These Directors shall appoint six (6) additional Directors to the Board of Directors. The Board of Directors shall elect officers as provided herein. The term of office for the former Officers shall conclude with the first general election in the Spring of 1984. Candidates for the three (3) vacancies shall be voted on in the manner consistent with these Bylaws. This election shall begin the annual election of one-third of the Board of Directors. A second set of three (3) Directors, chosen by lot from among the six (6) remaining original Directors, shall conclude their terms in the Spring of 1985. The last three (3) Directors from the original group shall conclude their terms in the Spring of 1986.

ARTICLE V – MEETINGS AND ELECTIONS

- §1. The Board of Directors shall meet at least two (2) times each year. Five (5) of the Directors present shall constitute a quorum. Directors shall be notified by written notice served personally upon or mailed or emailed to the known address of each Director at least two (2) weeks in advance of the Board meetings unless each Director waives the written right of a particular meeting. Failure of a Director to notify the Secretary or Chair of the Director's address releases the Chair from the obligation of locating a Director to notify him or her of a particular Board meeting.
- §2. All meetings of the Board of Directors shall be held at such time and place as the Board shall from time to time order or direct. Any one or more members of the Board may participate in a meeting thereof by means of conference telephone, electronic video conferencing or similar communications system by means of which all persons participating in the meeting can hear one another.
- §3. Special meetings of the Board of Directors shall be held at any time upon the call of the Chair of the Board or by the written request of two (2) Directors made to the Chair of the Board. Written notice shall be served personally upon or mailed to the known address of each Director at least five (5) days prior to the meeting. Such notice may be waived by written waiver signed by not less than two-thirds of the membership of the Board of Directors.
- §4. If any member of the Board of Directors shall be absent without cause from three (3) consecutive board meetings, he/she may be deemed to have resigned as a Director and the vacancy so caused shall be filled as herein provided for filling vacancies in the

membership of the Board of Directors. A Director shall be removed in accordance with Article IV, §8.

- §5. There shall be a general meeting of the membership called by the Chair to elect Directors and conduct other business each year. All members are to be notified of this meeting at least sixty (60) days in advance. Directors may be voted on by mail or in person by the members. Twenty-five (25) members present constitutes a quorum. Failure to notify the Secretary or the Chair of one's address releases the Board of Directors from the obligation to notify him or her of a particular general meeting.
- §6. Special meetings shall be called by the Chair at the written request of sixty (60) members. All Association members are to be notified of this meeting at least thirty (30) days in advance. Sixty (60) members present constitutes a quorum. Failure to notify the Secretary or the Chair of one's address releases the Board of Directors from the obligation to notify him or her of a particular special meeting.
- §7. Elections shall be conducted by the Nominations Committee as provided in Article VI, §2 A.
- §8. Meeting shall be conducted in accordance with Robert's Rules of Order as they are now written or hereafter revised unless suspended by a two-thirds vote of the Board of Directors for Directors meetings or two-thirds present membership at a general meeting.

ARTICLE VI – COMMITTEES

- §1. There shall be standing committees of the Association; their chairs shall be appointed by the Chair of the Board of Directors from among the Directors (with the exception of the chair of the Nominations Committee) and subject to the approval of a majority of the Board of Directors for a one (1) year term unless otherwise designated by the Board Chair. The Board Chair may also remove committee chairs subject to the approval of a majority of the Board of Directors (with the exception of the Nominations Committee as noted in Article VI, §2 A). The Board Chair shall serve ex-officio on all committees.
- §2. There shall be the following standing committees:
 - A. **Nominations Committee** This Committee shall administer the annual elections and shall consist of a chair and two (2) members. The Nominations chair shall be chosen by the Board Chair after soliciting nominations from the Directors and subject to their confirmation by a simple majority.

This Committee shall be responsible for soliciting candidates from the Board of Directors and submitting to the membership nominations for directors as specified in these Bylaws. The Committee shall mail a ballot consisting of a slate of candidates with a biographical sketch of each nominee to the membership, at least two (2) months prior to the annual meeting, having secured the consent of the nominated candidate. The Committee shall tabulate the election returns and inform the

membership of the results in writing. The Committee chair may be removed by the Board Chair only with the approval of a majority of the members of the Board of Directors through written ballot in person or by mail. Committee members, other than the Committee Chair, must be confirmed by a simple majority of the Board of Directors.

B. **Scholarship Committee** This Committee shall consist of a Chair and at least one (1) member. This Committee shall administer the Eisenhower College Alumni Association Scholarship Program pursuant to Article II, §4.

- §3. The Board Chair may, from time to time, appoint and remove ad hoc committees as may be necessary and the Committee Chair shall be appointed or removed by the Board Chair subject to confirmation by the Board of Directors.
- §4. The Board of Directors may, by a vote of at least six (6) Directors, add, delete or modify the duties of standing committees.

ARTICLE VII – OFFICERS

- §1. The officers of the Association shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. The officers shall be elected by the Board of Directors from among the Directors. A majority of the votes cast shall elect. Upon request by a majority of the Directors of the Board present or by mail, such election shall be by written ballot. Officers shall take office during the Board meeting at which they are elected and shall serve to the conclusion of the next annual meeting thereafter and until their successors are duly elected and qualified. The Board may dismiss officers in a manner consistent with Article IV, §6.
- §2. The duties of the officers shall be such as usually attach to such office including the duties described below.

Chair of the Board – The Chair shall preside at all meetings of the Association and of the Board of Directors. The Chair shall appoint and shall remove standing and ad hoc committee members in accordance with Article VI of these Bylaws.

Vice Chair of the Board – This Vice Chair shall preside at meetings of the Association and of the Board of Directors when the Chair is absent or otherwise unable to do so.

Secretary of the Board – The Secretary shall attest documents, keep accurate minutes of the Board of Directors' meetings and general membership meetings, keep the alumni files current, and such other duties as may be required of him or her by the Chair of the Board of Directors.

Treasurer – The Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors, shall have the care and custody of the general

fund, securities, properties and assets of the Association. The Treasurer shall deposit the funds and securities in his or her care in such bank or banks, trust companies or depositories as the Board of Directors shall designate and shall, subject to the discretion of the Board of Directors, make disbursements and dispose of the same, taking proper vouchers for such disbursements.

The Treasurer shall carefully account for all transactions of his or her office and make full report of the same at any time upon demand of the Board of Directors, and shall present a financial report at each annual meeting of the Association in such form and detail as may be prescribed by the Board of Directors. No Association accounts may be established without the Treasurer's consent and direction.

ARTICLE VIII – GENERAL

- §1. If any Article or Section of these Bylaws is found to be illegal under Federal or New York State Law, the other sections will remain binding.
- §2. Liability and Indemnification of Officers and Directors. The Association shall indemnify every Officer and Director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an Officer or Director of the Association whether or not such person is an Officer or Director at the time such expenses are incurred. The Officers and Directors of the Association shall not be liable to the members for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or bad faith. The Officers and Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such Officers or Directors may also be Association members) and the Association shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive or any other rights to which any Officer or Director of the Association may be entitled.

ARTICLE IX – ADOPTION AND AMENDMENT OF BYLAWS

- §1. These Bylaws shall be adopted upon majority vote of the Board of Directors.
- §2. These Bylaws may be amended at any regular or special meeting of the Association by a majority vote of the members present or by mail. All Association members shall receive a copy of the proposed amendments thirty (30) days in advance of any vote.