

By-Laws
For the
Southern Nevada Chapter
of the
CCNY Alumni Association

Version 3.0
14 September, 2008

Southern Nevada Chapter By-laws (V 3.0)

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Southern Nevada Chapter the City College of New York Alumni Association

Article I: Membership

Section 1: Any Nevada resident who is a member or associate member of the City College of New York (CCNY) Alumni Association (AA) in good standing is considered to be a member of the Southern Nevada Chapter (SNC).

Section 2: Any non-Nevada-resident member or associate member of the CCNY AA in good standing may become a member of the SNC by providing contact information to the SNC.

Article II: The Board of Directors

Section 1: A Board of Directors (Board) shall be the governing body of the SNC. The Board shall oversee all chapter activities and provide for the smooth operation of the SNC.

Section 2: The Board of Directors shall be comprised of officers and directors of the SNC. The total number of officers and directors shall not exceed 16.

Section 3: Directors shall be elected from the membership annually. Each director shall serve for one (1) year.

Section 4: Directors may seek reelection without limit.

Section 5: The President shall chair Board meetings. Board meetings shall convene monthly unless resolved otherwise by the Board.

Section 6: Should a director position become vacant, the Board of Directors may act to appoint a member to fill that vacancy. The appointment shall be in effect for the duration of the term.

Section 7: In order to provide for special on-going needs of the SNC, the Board of Directors may create and/or dissolve standing and special committees not otherwise provided for by these By-laws. The Board may also create and/or dissolve officer positions other than the charter officer positions mandated by these By-laws.

Section 8: The Board of Directors may schedule general membership meetings.

Section 9: The Board of Directors shall also call a special general membership meeting within 60 days of being presented with, at a Board meeting, a written petition signed by a majority of the SNC members.

Section 10: A quorum is necessary for the Board of Directors to transact SNC business at a Board meeting. A quorum shall be defined as more than one-half the number of Board members, either present or represented by proxy. A Board member may participate in a meeting by using a two-way, real-time, telecommunication device in lieu of physical presence.

Section 11: Membership in the Board of Directors shall be terminated if:

Subsection 11.1: A Board member resigns and notifies the President of such resignation.

Subsection 11.2: A Board member is no longer an SNC member in good standing in

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accordance with Article VIII.

Subsection 11.3: A Board member fails to attend two (2) successive regular Board meetings or three (3) regular Board meetings in a calendar year, these absences occurring without notifying the President or a designee, and without issuing a proxy to another Board member. This provision shall not apply if a member is too ill. Such determination shall be made by a 2/3 super-majority of all board members, i.e., not just by a quorum.

Subsection 11.4: Membership on the Board of Directors of the SNC shall be terminated for engaging in activities detrimental to the interest of the SNC or the CCNY AA as determined by a 2/3 super-majority vote of all Board members, i.e., not just a quorum.

Subsection 11.5: If the terminating Board member is an officer, then Article III, Sections 3 and 4 shall be invoked, as applicable.

Section 12: Any Board member who is unable to attend a Board meeting shall give a voting proxy to a proxy holder who is a Board member. The proxy holder shall then represent the proxy giver for the purposes of voting and determining a quorum.

Subsection 12.1: No proxy holder shall vote more than one proxy.

Subsection 12.2: Proxies shall be written, signed and dated. They shall only stipulate one proxy holder by name or office. They shall also stipulate the meeting at which the proxy shall be exercised. Proxies shall be delivered by mail, e-mail, fax, or courier or submitted in person to the Secretary.

Subsection 12.3: The Secretary shall determine each proxy's validity and record each proxy representation in the meeting minutes.

Subsection 12.4: The President may not be a proxy holder.

Subsection 12.5: If the proxy holder named in the proxy cannot accept that proxy, then that proxy shall be assigned to an eligible Board member who is selected randomly.

Section 13: Roberts Rules of Order shall be the procedural authority for Board of Directors meetings.

Article III: Officers

Section 1: Officers of the SNC shall be a President, a Vice-president, a Secretary and a Treasurer. The Presidential line of succession is established in that order. Additional officer positions may be created when the Board of Directors determines that a need exists.

Section 2: When a special skill is needed, the President, with affirmation by a majority of the Board of Directors in meeting, may appoint a qualified Board member to a specialized office. Such appointment shall be effective while the specialized skill is needed. The appointee shall serve at the pleasure of the President and the Board of Directors.

Section 3: Should the President no longer be able to serve, duties of the President shall be assumed in accordance with the Presidential line of succession, continuing for the unexpired term of office.

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Section 4: Should an officer (other than the President) no longer be able to serve, the President (or acting President), with consent of the Board of Directors, shall appoint a member to fill the duties of that position, continuing for the unexpired term of office.

Section 5: All chapter officers, except those appointed to specialized offices, shall be elected by secret ballot. Officers shall be elected for a term of two (2) years. Officers may be reelected to the same office for up to two (2) consecutive two (2) year terms.

Section 6: The President shall oversee all chapter activities, chair the Executive Committee, and serve as ex-officio (non-voting) member of all committees. The President shall also represent the SNC to sister alumni chapters, the CCNY Alumni Association, and to other organizations, both civic and private.

Section 7: The Vice-president shall assist the President. The Vice-president shall act for the President when requested to do so by the President or when the President is not available.

Section 8: The Secretary shall keep minutes of chapter and Board of Director meetings, a roll of current members along with contact information, lists of voting eligibility, and the seal and records of the chapter. The Secretary shall distribute notices of meetings; receive and distribute appropriate material from members and other organizations; correspond with the CCNY Alumni Association and other chapters and organizations; validate proxies; and perform all other duties appropriate to that office.

Section 9: The Treasurer shall receive and deposit all monies into Chapter accounts in one or more banks approved by the Board of Directors. All accounts must provide for return of canceled checks or photocopies thereof. The Treasurer shall keep a detailed log of all income and expenditures and render a financial report at each Board of Directors meeting and membership meeting.

Subsection 9.1: The Treasurer shall reimburse members for expenditures that are approved by the Board of Directors. Reimbursement details shall be recorded and evidenced by receipts and vouchers that shall be kept for at least seven (7) years.

Subsection 9.2: Checks written on Chapter accounts shall require two (2) authorized signatures. The President, Treasurer, and a designated Board member shall be authorized to sign checks. No one benefiting from a transaction shall sign a check. The Treasurer shall manage the signature authority and street address on all Chapter accounts.

Section 10: An office of the SNC may be deemed vacant for any reason under Article VIII or Article II, section 11. In addition, the Board of Directors may vote to terminate the duties of an officer who is unable or unwilling to fulfill the functions of the office. This determination shall require a 2/3 super-majority vote of all Board members, i.e., not just a quorum.

Article IV: Chapter Meetings

Section 1: A General Membership meeting of the Chapter may be held at a time and place to be determined by the Board of Directors. SNC Members shall be given notice of the General Membership meeting at least 60 days before the meeting date. The notice shall stipulate the reason(s) for the meeting and provide a meeting agenda.

Section 2: Roberts Rules of Order shall be the guiding procedural authority governing all Chapter meetings.

Article V: Committees

Section 1: A permanent Executive Committee shall be created consisting of all the officers. The President shall chair the Executive Committee.

Section 2: The following permanent standing committees shall be formed:

- Program Committee
- Finance Committee
- Membership Committee

Section 3: The Program Committee shall plan and execute events and may participate in events that serve the interests of the SNC and the community. The Program Committee may also participate in appropriate events in support of the CCNY Alumni Association.

Section 4: The Finance Committee shall oversee all Chapter financial matters, including budgeting, banking, auditing, and funding. The Treasurer shall be a permanent member of the Finance Committee.

Section 5: The Membership Committee shall oversee matters that involve membership, including efforts to maintain current members, bring in new members and drop members who leave the area or fail to maintain standards of membership set forth. The chair of the Membership Committee shall provide a current membership list to the Secretary and the Chair of the Nominating committee by the first day of the month in which elections are held.

Section 6: In order to fill special needs, ad-hoc committees may be created by the Board of Directors. An example of this is the Nominating committee. The Board of Directors may dissolve ad-hoc committees when their function is completed or no longer benefits the chapter. The term of each ad-hoc committee is at the discretion of the Board of Directors.

Section 7: A Nominating Committee shall be created as an annual ad-hoc committee. The Nominating Committee is charged with formulating a slate of candidates who are members of the SNC in good standing and who are willing to serve if elected. A candidate for election may not serve on the Nominating Committee.

Section 8: The composition of committees and selections of chairs, other than for the Executive Committee, is at the discretion of the Executive Committee. The Board of Directors must consent to each chair selection.

Section 9: Standing committees shall meet, as necessary, between meetings of the Board of Directors. Committee chairs shall report activities to the Board of Directors at Board meetings.

Section 10: Roberts Rules of Order may be used as the guiding procedural authority governing committee meetings.

Article VI: Elections and Voting

Section 1: Overview. Elections shall be held annually. Voting shall be by secret ballot. Every eligible voter shall have one (1) yea or nay vote per candidate and per ballot issue as applicable. A write-in vote for a candidate shall imply a nay vote for all other candidates for that seat.

Section 2: Eligibility and Validation. All members in good standing shall be eligible to vote. The Membership Committee chair shall provide a roster of members eligible to vote to the

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Board of Directors at the meeting in the month in which elections are held. The Board of Directors shall approve the roster, with revisions it deems appropriate, and forward it to the Nominating Committee for use in distributing ballots.

Section 3: Candidates. The Nominating Committee shall provide a list of one or more candidates for each position (director or officer), as appropriate for the election. Each candidate shall be eligible to vote, and shall be deemed qualified and willing to serve in the position. The list of candidates shall be presented in a draft ballot to the Board of Directors by the date of its meeting in the election month.

Section 4: Ballots. The Nominating Committee shall be responsible for publishing and distributing ballots with the advice and consent of the Board of Directors. Ballots shall contain:

- A list of officers in odd-numbered years.
- A list of directors each year.
- Issues to be voted on by the membership as determined by the Board of Directors
- One or more names for each position shall be provided, each with a space for marking yea or nay, and a blank line so that a voter can write in a name.
- No balloting method that will allow a voter to be identified. For mailed ballots, the ballot-return envelope shall be pre-printed such that the return address and addressee are both the address of the Nominating Committee.

Section 5: Authentication of Ballots. The Nominating Committee shall present a draft ballot to the Board of Directors at its meeting in the election month. The Board of Directors shall then approve the draft ballot, with any editorial changes to the text. The Nominating Committee shall distribute copies of a roster of eligible voters to the Board of Directors for approval. The Nominating Committee shall immediately distribute the final ballots, as amended, to SNC members on the Board-approved roster of voters.

Section 6: Ballot Counting. Elections close on the last day of the election month. Ballots received after the election month shall be deemed invalid. The Nominating Committee shall count ballots within the first week after the election month. The Nominating Committee shall inform all candidates and the President of the election results as soon as ballots are counted. The candidate in each category with the most votes wins.

Section 7: Change of Command. Elected officers and directors shall assume office at the first Board of Directors meeting following the voting month. When a new president is elected, the past president shall open the meeting and call for approval of the minutes of the last meeting. After approval of the minutes, the president-elect and all elected officers and directors shall assume office.

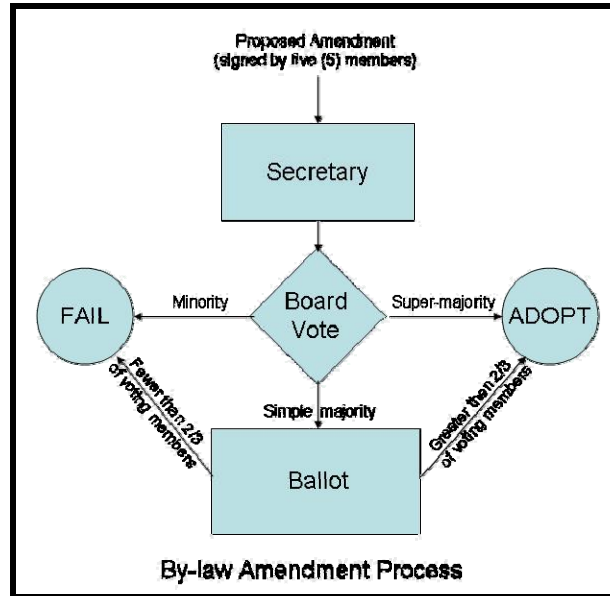
Article VII: Amendments

Section 1: Amendments to these By-laws may be ratified in two ways: (1) by 2/3 majority of voting members in good standing, or (2) by a 2/3 vote of the entire Board of Directors, i.e., not just a quorum.

Section 2: An amendment to these By-laws may be proposed by at least five (5) members of the SNC. Such amendment must be clearly written and signed by proposing members, and be presented to the Secretary. The Secretary will make copies of the amendment and distribute them to all Board members. The Board will vote to accept, reject, or modify the proposed amendment at the next Board of Directors meeting. If the Board of Directors ratifies

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the amendment by a 2/3 super-majority of all Board members, the amendment shall be adopted. If a simple majority of all Board members, but not a 2/3 super-majority votes for the amendment, then the proposed amendment shall be placed on the ballot at the next general election and may be accompanied by short statements, written by members, both for and against the proposed amendment. If a proposed amendment fails to receive a simple majority of Board votes, it fails and is not placed on the ballot. An amendment on the ballot is adopted if at least 2/3 of the votes counted are in favor of adoption. See the figure below.



Section 3: An adopted amendment to these By-laws shall become effective immediately upon passage unless an alternative effective date is stipulated in the amendment.

Article VIII: Termination of Membership

Membership in the SNC shall be terminated for any reason stated below.

Section 1: Any member may terminate membership in the SNC. The instrument of termination shall be signed written notice, fax, or e-mail delivered to the SNC Secretary.

Section 2: Membership in the SNC shall be terminated for failure to maintain membership in the CCNY AA.

Section 3: Membership in the SNC may be terminated for failure to act in accordance with the SNC By-laws, or with appropriate decorum, or for engaging in activities detrimental to the interests of the SNC. Such termination shall be effective when affirmed by a 2/3 super-majority of all Board members, i.e., not just a quorum.