

**BY-LAWS OF THE
FIORELLO H. LAGUARDIA COMMUNITY COLLEGE
ALUMNI ASSOCIATION**

Approved January 18, 2011

ARTICLE I- NAME and OFFICES

The corporation shall conduct its business under the name Fiorello H. LaGuardia Community College Alumni Association (“the Association”) and the principal office of the corporation shall be in Long Island City in the City of New York, County of Queens, State of New York. The Corporation may also have offices at such other places within this state as the board of directors (“the Board”) may from time to time determine or the business of the corporation may require.

ARTICLE II- PURPOSES

The purposes for which this corporation has been organized are as follows:

To develop, cultivate and maintain a quality professional network of Fiorello H. LaGuardia Community College Alumni, in an effort to assist, promote and raise funds for the continuous education, goals and interests fostered by the institution.

ARTICLE III-MEMBERSHIP

Section 1. QUALIFICATIONS FOR MEMBERSHIP

1. Membership shall be open to any student who successfully completes the academic requirements for the Associate Degree or Certificate of Fiorello H. LaGuardia Community College and has paid the required annual or lifetime membership fee.
2. Membership may also be open to any student who has completed 12 or more credits towards an Associate Degree or Certificate of Fiorello H. LaGuardia Community College, is no longer enrolled, and who petitions the Board for said membership and if accepted pays the required membership fees.
3. All members who meet the terms and conditions as well as the current requirements set by the Board of Directors shall be active members of the Alumni Association, participate in all benefits and shall have the right to vote.

Section 2. MEMBERSHIP MEETINGS

1. The annual membership meeting of the corporation shall be held between October 1st and November 30th each year at a time and place set by the Board. The meeting will be conducted by the Alumni Association's Membership Committee and will be chaired by the Alumni Association President.
2. The presence at any membership meeting of not less than fifteen (15) members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the By-Laws, and the Secretary shall have notice of the scheduled date of the meeting to be sent to all members. A quorum as herein before set forth shall be required at any adjourned meeting.
3. A membership roll showing the list of members as of the record date, certified by the Association Secretary, shall be produced at any meeting of members upon the request thereof or any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

Section 3. NOTICE and WAIVER

Written notice of any meeting shall be given personally, by fax or by electronic communication, at least three (3) days prior to the meeting date, or by mail at least seven (7) days prior to the meeting date, unless waivers of notice are signed. No notice of any meeting need be given to anyone who submits to the Secretary, a signed waiver of notice either before or after the meeting, or who attends such meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 4. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent to the chair of the Membership Committee. A simple majority will prevail and electronic mail is acceptable.

Section 5. PROXIES

Every member entitled to vote at a meeting may authorize another person or persons to act for him/her by proxy for that meeting. Only one (1) vote per member is allowed, and the authorized person/s must provide valid proxy to the Secretary. No proxy shall be valid after the meeting unless otherwise provided in the proxy. Every proxy shall be revocable at the discretion of the member executing it in writing, except as otherwise provided by law

Section 6. ORDER OF BUSINESS

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Report of the Membership Committee
4. Reports of officers and Board Committees
5. Old and unfinished business
6. New business
7. Adjournments

Section 7. MEMBERSHIP DUES

Membership dues shall be determined by the Board of Directors as they deem necessary and shall become effective on the 1st of September following such action.

ARTICLE IV-BOARD OF DIRECTORS

Section 1. POWERS AND COMPOSITION

The corporation shall be managed by the Board of Directors who shall be responsible for the general supervision and fiscal affairs of the Corporation. The Board of Directors shall consist of the President of the College and six (6) members of the College administration and six (6) elected officers from the Alumni Association. The six members of the College administration will be appointed for a two (2) year term by the President of the College. The President of the College, who shall serve as Chairperson of the Board of Directors, shall be a non-voting member of the Board of Directors except to break a tie. At all meetings of the board, the chairperson, or in his/her absence, his/her designee, shall preside.

Section 2. VACANCIES

If a vacancy occurs on the Board, such vacancy will be filled, until the next regular election by the majority vote of the remaining Board of Directors. In the event that the vacancy occurs with one of the six members of the administration, the Chairperson shall appoint a new director. With respect to officers that are elected, the President of the Alumni Association will make the recommendation to the Chairperson who shall appoint a new director for the remainder of the term.

Section 3. RESIGNATIONS

A director of the Board of Directors may resign at any time by giving written notice to the board, the chairperson, the president or the secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4. QUORUM AND ACTION

1. Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.
2. Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

Section 5. PLACE AND TIME OF BOARD MEETINGS

The annual meeting of the Board of Directors shall be held between April 1st and June 30th each year. The Board of Directors and Executive Committee may hold their meetings at the office of the corporation or at such other places as it may from time to time determine.

Section 6. NOTICE OF MEETING OF THE BOARD, ADJOURNMENT

Regular meetings of the board may be held at such time and place, as it shall from time to time determine. Written notice of any meeting shall be given personally, by fax or by electronic communication, at least three (3) days prior to the meeting date, or by mail at least seven (7) days prior to the meeting date, unless waivers of notice are signed. No notice of any meeting need be given to anyone who submits to the Secretary, a signed waiver of notice either before or after the meeting, or who attends such meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors.

Section 7. INSURANCE

The College will purchase appropriate insurance for the protection of the Directors, officers and employees of the Board and Alumni Association.

Section 8- INDEMNIFICATION

The College will indemnify Directors, officers, employees, and agents of the Board and Alumni Association from any and all liability for their acts in their respective capacities, to the full extent permitted by New York law.

ARTICLE V- OFFICERS OF THE ASSOCIATION

Section 1. QUALIFICATIONS AND OFFICERS

All officers, with the exception of the Chairperson, must be elected by a majority vote of the general membership present to vote. Unless otherwise provided for in the certificate of

incorporation, the officers of the corporation shall consist of a Chairperson, Association President, Executive Vice President, Vice President of Marketing, Vice President of Fiscal Affairs, Association Secretary, and Association Parliamentarian and such other officers as the Board of Directors may determine who shall have such duties, powers, and functions as herein after provided. All elected officers must have completed an Associate Degree or a certificate from Fiorello H. LaGuardia Community College and must be current or lifetime dues paying members. All elected officers shall be voting members of the Board of Directors.

Section 2. REMOVAL AND RESIGNATION

Any officer elected by the general membership can be removed by a majority vote of the general membership. Anyone appointed by the chairperson may be removed by the chairperson with or without cause.

Section 3. CHAIRPERSON-DUTIES

The President of the college will serve as Chairperson of the Board and Chief Executive Officer of the Corporation. He/She shall preside at all meetings of the board and shall have the general management of the affairs of the corporation and shall see that all orders and resolutions are carried in effect. During the absence or disability of the chairperson, the person designated by the Chairperson to serve in their absence will assume responsibilities as chairperson.

Section 4. PRESIDENT-DUTIES

The President of the Alumni Association shall represent the interests of the general membership on the Board of Directors and be responsible for advancing the Association's mission. The President shall preside at the Membership Committee meetings and general membership meetings.

Section 5. EXECUTIVE VICE PRESIDENT-DUTIES

The Executive Vice President of the Alumni Association in the absence of the President will assume the powers and functions of this office regarding the Membership and General Membership meetings. He/She shall also be responsible for strategic initiatives as designated by the President.

Section 6. VICE PRESIDENT OF MARKETING-DUTIES

The Vice President of Marketing shall be responsible for all Public Relations activities of the Association. He/she shall also be in charge of marketing and preparation of communications materials, be it paper or electronic (e.g., Alumni Association web site, email, social media, and newsletters). He/she shall be the liaison for the Alumni Association with the Alumni Relations Office for collaborating with College Marketing/Communications.

Section 7. VICE PRESIDENT OF FISCAL AFFAIRS-DUTIES

The Vice President of Fiscal Affairs shall have the custody of all the money and funds of the Association and keep or cause to be kept accurate books of account of all official financial transactions. The VP of Fiscal Affairs shall deposit on behalf of the Association and in its name all funds of the Alumni Association in banks or other financial institutions as the College Business Office shall designate from time to time.

Section 8. ASSOCIATION SECRETARY-DUTIES

The Secretary of the Alumni Association shall keep all minutes of the Board of Directors, Membership Committee Meetings, Executive Committee meetings and General Membership meetings. The Secretary will submit copies of the minutes to the; he/she shall keep a copy of the membership roll containing the names alphabetically arranged of all persons who are members of the corporation showing their places of residence and the time when they became members.

Section 9. ASSOCIATION PARLIAMENTARIAN-DUTIES

The Association Parliamentarian shall be responsible to see that all meetings of the board, Executive Committee and General Membership are conducted in strict accordance with Roberts Rules of Order. He/she shall also be responsible for continuous research on operational improvements.

Section 10. IMMEDIATE PAST PRESIDENT-DUTIES

The Immediate Past President shall serve in an ex-officio advisory capacity to the next elected Board.

Section 11. TERMS OF ELECTED OFFICE

1. Elected Officers shall serve a term of two years only per elected office. Each appointed Director shall serve for two years at the pleasure of the College President.
2. Elected officers may not seek reelection to the current office on a consecutive basis.
3. Upon the expiration of the President's term of office, the President shall serve in an ex-officio advisory capacity to the next elected Board as Immediate Past President for one year.
4. The terms of office as adopted by these by-laws shall commence at the conclusion of the current term of the officers elected in 2010. Officers may seek to run in the next election under the terms as noted herein.

Section 12. COMPENSATION

No officer shall receive any compensation from the Alumni Association for services performed in his or her official capacity, but officers may be reimbursed for reasonable expenses incurred in the performance of official duties on the affirmative approval of the Chairperson.

ARTICLE VI- COMMITTEES OF THE BOARD

Section 1- Committees and Procedures Defined

1. The Board of Directors shall establish permanent committees for governance functions, standing committees related to programmatic functions, and ad hoc committees to address specific issues or situations of short duration, as needed. The permanent committees of the Association shall consist of the Executive Committee, Budget Committee, Events Committee and the Membership Committee. The Chairperson of the Board of Directors, upon the recommendation of the President of the Alumni Association, shall appoint members and the chairs of all permanent and ad hoc committees other than the Membership and Budget Committee chairs.
2. Each committee shall meet upon call of its chair or of any two of its members upon such notice as is provided in Article IV, Section 7 of these bylaws or other notice as the committee may determine. Committee meetings may be held in person, via video or telephone conference. A majority of members of a committee shall be present to constitute a quorum. Acts and decisions of the committees shall be by majority vote of those present at the time of the vote. All committee activities shall be subject to review by the Board. The committees shall keep regular minutes of their proceedings and shall report these proceedings to the Board at or before the next scheduled Board meeting.

Section 2-Executive Committee

1. The Executive Committee shall consist of the the President of the College as the Chair of the Board, the President and the Executive Vice President of the Association, the chairs of the Budget and Events committees and one Vice President of the College appointed to the Board by the College President. A quorum for the Executive Committee shall require the presence of at least three of the following individuals: the Chair of the Board, the President of the Association a College Vice President. In the interim between regularly scheduled Board meetings, the executive committee shall exercise all the duties and powers of the Board of Directors with the exceptions of any action related to the Certificate of Incorporation, any amendments to these Bylaws, or any action otherwise prohibited by law. A Budget Committee chaired by the Vice President of Fiscal Affairs shall be responsible for preparing the annual budget and presenting such to the board for its approval.

Section 3- Budget Committee

1. Chaired by the Vice President of Fiscal Affairs and will be responsible for preparing the annual budget and presenting such to the board for its approval.

Section 4- Events Committee

1. Shall be responsible for planning the annual calendar of events and activities.

Section 5-Membership Committee

1. Chaired by the Association President, this committee shall oversee all aspects of Membership to the Association as outlined in Article 3 of these by-laws.
2. This committee shall oversee the elections of officers of the Association under the following guidelines:
 - a. All officers must be elected at the General Membership meeting preceding the end of the term of the current office holder.
 - b. All Candidates for office must have completed an Associate Degree or a Certificate from Fiorello H. LaGuardia Community College.
 - c. Any dues paying member may propose, in writing to the Membership Committee, the Alumni President or the Alumni Secretary, the names of candidates for any office with a minimum of ten (10) supporting signatures by current dues paying members. Candidates can self nominate provided they obtain a minimum of ten (10) supporting signatures by current dues paying members. The nominations shall be filed with the Secretary no later than September 15th.
 - d. The Membership Committee shall present to the Executive Committee the names of candidates which will consist of at least one nominee for each office.
 - e. The names of such candidates shall be printed on a ballot. Ballots shall be mailed to all eligible members during September for the purpose of voting at the General Membership Meeting.
 - f. No candidate will be permitted to run for more than one office.
 - g. The Membership Committee shall certify the results.
3. The Association Executive Vice-President and the Association Secretary shall be members of this committee in addition to and upon the Alumni Association President's recommendation of any other directors chosen by the Chairperson.

ARTICLE VII-SENATE REPRESENTATION

The Board of Directors will nominate and elect any elected member from the Board of Directors to represent the Alumni Association in the College Senate. The Board shall also nominate and elect an alternate senator. The College Senate representation process will be in compliance with Senate By-laws from Section II, 3b in Senate Procedures.

ARTICLE VIII - STAFF

The Executive Committee assumes the authority to hire Administrative staff necessary to carry out the goals and missions of the Association.

ARTICLE IX- BOOKS AND RECORDS; FINANCIAL MATTERS

Section 1-Books

The Association shall maintain at its principal office or at the college business office, correct books of account of the activities and financial transactions of the Association, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of each of the meetings and written consents of the Board of Directors, tax filings and any committee minutes. Such books are the property of the Association and are subject to inspection by the Board of Directors and any dues paying member.

Section 2-Bank Accounts; Deposits

All funds of the Alumni Association shall be deposited in an account or accounts in the name of the Alumni Association at such bank or financial institution.

Section 3-Signatories

All checks, drafts, bids, agreements, securities, deeds, leases, mortgages, notes, assignments, bills of sale, certificates, applications, and other corporate legal documents and forms shall be made or signed by at least two of the following persons: the Chair, the Association President, the Vice President of Fiscal Affairs or by such other person or persons as may be authorized periodically by the Board of Directors.

ARTICLE X- COOPERATION WITH COLLEGE AND UNIVERSITY

The Association shall plan and conduct all fundraising and related advancement activities in close cooperation with the College President and the College's Office of Institutional Advancement, in concert with College and University policies.

ARTICLE XI-CONSTRUCTION

Should there be any conflict between the provisions of the certificate of incorporation and the By-laws, the provision of the certificate of incorporation shall govern.

ARTICLE XII – BY-LAWS AND PROCEDURE FOR AMENDMENTS

Section 1

The Board of Directors, by a two-thirds (2/3) vote, shall have the right to amend the By-laws of the Fiorello H. LaGuardia Community College Alumni Association.

Section 2

Amendments to these By-laws can be submitted at any time by members of the Board of Directors or by any member in good standing for consideration at the next meeting of the Board of Directors.

Section 3

If any By-laws regulating an impending election of directors is adopted or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the By-laws so adopted, amended or repealed, together with a concise statement of the changes made.