

COLGATE UNIVERSITY ALUMNI CORPORATION

BYLAWS

Originally Adopted October 2, 1964

As In Effect September 20, 2008

ARTICLE I

NAME

Section 1 The name of this Corporation is

COLGATE UNIVERSITY ALUMNI CORPORATION

ARTICLE II

PURPOSE; MANAGEMENT

Section 1 The purpose of this Corporation is to promote the general welfare of Colgate University (“Colgate” or “University”) by developing an active and enduring interest and involvement in the affairs of the University by its alumni and friends.

Section 2 The management of this Corporation shall be vested in a Board of Directors, which shall have all necessary powers to conduct the affairs of this Corporation under these Bylaws. The Board of Directors will be referred to as the Alumni Council. The Alumni Council shall be comprised of fifty-six (56) Directors who shall each be referred to as Alumni Council Members. Fourteen (14) of those Alumni Council Members hold their seats as Directors by virtue of their election as Officers of the Corporation.

The Alumni Council shall provide a forum for alumni sentiment by approving or disapproving all projects put forth on behalf of the alumni and by maintaining an organization which shall be a means of promoting close association among Colgate alumni wherever situated. The Alumni Council will initiate and carry out any undertaking reasonably within the province of Colgate alumni.

Section 3 The term “Alumni” as used herein shall mean both male and female members of this Corporation.

ARTICLE III

MEMBERSHIP AND MEETINGS

Section 1 Membership in this Corporation shall be open to:

- (a) All former students who have completed satisfactorily at least one (1) semester at Colgate and whose classes have graduated. Each member shall have all the benefits and privileges of membership, including the right to vote at annual and special meetings of the members, and shall be eligible to become an Alumni Council Member in the manner prescribed by these Bylaws.
- (b) Those persons who have been awarded Honorary Degrees by Colgate. Such persons shall have no voting privileges at annual and special meetings of the members, nor shall they be eligible to become Alumni Council Members.
- (c) Those persons who have been elected Honorary Members of this Corporation by the Alumni Council. Honorary Members shall have no voting privileges at annual and special meetings of the members, nor shall Honorary Members be eligible to become Alumni Council Members.

Section 2 Annual Meeting

- (a) The annual meeting of the members shall be held at Hamilton, New York during Reunion Weekend of each year for the election of the nine (9) Directors referred to in Article IV, Sections 1(a) and (c) of these Bylaws and only the transaction of such other business as may have been specified in the notice of meeting. The President shall prepare the agenda for the annual meeting of the members, and it shall be made part of the notice of the meeting.
- (b) One hundred (100) members of the Corporation entitled to vote shall constitute a quorum at the annual meeting.

Section 3 Special meetings of the members of this Corporation may be called at any time:

- (a) By a majority of its Alumni Council Members;
- (b) At the call of the President; or
- (c) Upon the written request of at least one hundred (100) members of the Corporation entitled to vote.

One hundred (100) members entitled to vote shall constitute a quorum at such a meeting. At special meetings no subject not stated in the notice of meeting to be the object for which the meeting is called shall be considered.

Section 4 Notice of the annual meeting and any special meetings of the members shall be given in accordance with the Not-for-Profit Corporation Law of the State of New York or, in the absence of any provision in such Law, in such manner as the Alumni Council shall determine.

ARTICLE IV

THE ALUMNI COUNCIL

Section 1 The Alumni Council's fifty-six (56) Alumni Council Members shall be comprised of:

- (a) twenty-eight (28) Directors who shall be elected by a vote of all eligible members in each annual election of this Corporation in the manner provided herein, with seven (7) new Directors to be elected each year;
- (b) six (6) Directors who shall be elected as Alumni Trustees by the Alumni Council, usually one (1) each year;
- (c) eight (8) "at large" Directors, all of whom shall be elected by a vote of all eligible members in each annual election of this Corporation in the manner provided herein, with two (2) new Directors to be elected each year; and
- (d) fourteen (14) Directors who shall also serve as Officers who shall be the President, Vice President, Treasurer, Legal Counsel, Executive Secretary, and nine (9) Regional Vice Presidents, all of whom shall be elected by the Alumni Council.

Each Director's term on the Alumni Council, other than the term of the six (6) Alumni Trustees and the term of the Executive Secretary, shall be four (4) years and until their successors are elected, and with the exception of the Executive Secretary such Directors may not be re-elected until one (1) year has elapsed following the completion of their term on the Alumni Council.

Any Alumni Council Member who is elected as an Alumni Trustee shall serve a term of three (3) years beginning with the Board of Trustees' ratification of that Alumni Council Member's election at the Trustees' Spring meeting. If an Alumni Trustee is elected to a second three (3)-year term by the Board of Trustees, that Alumni Council Member shall continue to serve on the Alumni Council as an Alumni Trustee for that period. No person shall be nominated as a candidate for Alumni Trustee who has not served as an Alumni Council Member.

In addition to the fifty-six (56) elected Alumni Council Members, all Past Presidents of the Corporation shall continue to serve on the Alumni Council as Life Members. Life Members shall have all the rights of elected Alumni Council Members, including without limitation the right to participate and vote at all meetings of the Alumni Council and the right to serve as members of the Alumni Council's standing committees and ad hoc committees with the right to participate and vote.

Section 2 There shall be three (3) regular meetings of the Alumni Council each year:

- (a) A meeting shall be held in Hamilton, N.Y. in the Fall of each year;
- (b) A meeting shall be held in the month of January each year, in a place to be designated by the Alumni Council; and
- (c) A meeting shall be held in Hamilton, N.Y. in the Spring of each year.

Twenty-eight (28) Alumni Council Members shall constitute a quorum at such regular meetings.

Section 3 Special meetings of the Alumni Council may be held:

- (a) Upon the call of the President;
- (b) Upon the written request of at least five (5) Alumni Council Members filed with the Executive Secretary.

Five (5) days notice of such special meetings shall be given to the Alumni Council Members; such notice shall specify the business to come before the meeting, and no other business shall be transacted at that meeting. The presence of at least fifteen (15) Alumni Council Members shall constitute a quorum at such special meetings.

Section 4 Any Alumni Council member may attend and participate in any regular or special meeting of the Alumni Council by conference telephone if and only if such Member was scheduled to attend such meeting in person, but was prevented from doing so by extraordinary circumstances not personal to the individual such as weather, airline strikes or other transportation difficulties, and the attendance of any such Member is necessary to have a quorum for such meeting.

Section 5 Vacancies

- (a) If any Alumni Council Member shall fail to attend two (2) successive meetings of the Alumni Council without excuse acceptable to the Alumni

Council, the Alumni Council may at any meeting declare the seat of that Alumni Council Member vacant.

- (b) Should a vacancy occur in the membership of the Alumni Council, such vacancy may be filled for its unexpired term by appointment by the President, pursuant to the approval by majority vote of the Alumni Council. Such appointed Alumni Council Members shall be eligible for election to the Alumni Council without any interval of time following completion of their term of appointment.
- (c) Any Alumni Council Member, except a Life Member, who is appointed a Trustee of the University (except as an Alumni Trustee) shall not be eligible to continue as a member of the Alumni Council. The vacancy created shall be effective immediately upon the appointment and may be filled as set forth in this section.

ARTICLE V

OFFICERS

Section 1 The Officers of this Corporation shall be a President, Vice President, Treasurer, Legal Counsel, Executive Secretary (ex officio), and nine (9) Regional Vice Presidents. The Executive Secretary shall function in a non-voting capacity on the Alumni Council. During his or her term of office, an Officer shall not be or become an Officer or Trustee of the Colgate University Corporation.

Section 2 Timing of Election

The President, Vice President, Treasurer, Legal Counsel, and Executive Secretary shall be elected by the Alumni Council at the Alumni Council's Spring meeting next preceding the expiration of the term of the then current Officer (which expiration shall be the earlier of the end of Reunion or the June 30th immediately following such Spring meeting). Regional Vice Presidents shall be elected by the Alumni Council at the Alumni Council's Spring meeting.

The President and Vice President must be elected from the present or past membership of the Alumni Council. Past Alumni Council Members are eligible to serve as President or Vice President only if they have served on the Alumni Council in any of the four (4) years prior to the election.

Section 3 Term of Office

- (a) The term of office for the President shall be two (2) consecutive years, which shall be the maximum that person may serve as President, except that a person becoming President by virtue of a vacancy pursuant to

Article V, Section 4(a) shall be eligible to serve a full two (2)-year term as President immediately following the term during which the vacancy occurred.

- (b) The term of office for the Vice President shall be two (2) consecutive years, which shall be the maximum that person may serve as Vice President.
- (c) The term of office for the Treasurer and Legal Counsel shall be two (2) consecutive years. The Treasurer may serve two (2) consecutive two (2)-year terms, and Legal Counsel may serve three (3) consecutive two (2)-year terms.
- (d) The term of office for the Executive Secretary shall be one (1) year. The Executive Secretary may serve an indefinite number of one (1)-year terms based on re-election by the Alumni Council each Spring.
- (e) Regional Vice Presidents shall serve for a single term of four (4) years.

Section 4 Powers and Duties

- (a) President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Corporation, Alumni Council and Executive Committee, and shall perform all duties and things incident to the office of President and such other duties as may be assigned to the President by these Bylaws and the Alumni Council. In the event a vacancy shall occur in the office of the President by whatever manner, including resignation or disability, the Vice President shall thereupon become the President and assume and discharge all of the duties and things incident to the office of the President.
- (b) Vice President. During any temporary absence of the President, the Vice President shall assume the responsibilities and discharge all the duties and things incident to the office of the President. The Vice President also shall oversee long-range planning programs of the Corporation consistent with the goals of the University.
- (c) Treasurer. The Treasurer shall be responsible for the administration of the financial affairs of the Corporation and shall perform all duties as may be assigned to the Treasurer by the Alumni Council.
- (d) Legal Counsel. The Legal Counsel shall be responsible for the administration of the legal affairs of the Corporation and shall perform all duties as may be assigned to the Legal Counsel by the Alumni Council.
- (e) Executive Secretary. The Executive Secretary shall be the chief administrative officer of the Corporation and, subject to the final authority

of the Alumni Council, shall assume such responsibilities and perform such functions as may be assigned to the Executive Secretary. The Executive Secretary shall act as Secretary at all meetings of the Corporation, Alumni Council and Executive Committee, shall be responsible for keeping and preserving records of the Corporation and the minutes of all Alumni Council meetings and those of the Executive Committee, and shall perform such other functions as may be assigned to the Executive Secretary by the Alumni Council. The Executive Secretary shall be a non-voting Member of the Alumni Council. In the absence of the President and Vice President, the Executive Secretary shall preside at all meetings of the Corporation, Alumni Council and Executive Committee.

- (f) Regional Vice Presidents. The Regional Vice Presidents shall have such duties and powers as the Alumni Council may from time to time assign to them.

Section 5 Vacancies

Except as otherwise provided in these Bylaws, a vacancy in any of the above Offices may be filled by the Alumni Council at any regular or special meeting properly called in accordance with these Bylaws.

Section 6 Removal Without Cause

Any Officer elected or appointed by the Alumni Council may be removed by the Alumni Council with or without cause.

ARTICLE VI

STANDING AND AD HOC COMMITTEES

Section 1 Committee Appointments

Subject to the approval of the Alumni Council, the President shall appoint members of the following standing committees of the Alumni Council:

- (a) an Admissions Committee, Advancement Committee, Athletics Committee, Career Services Committee, Communications Committee, and University Relations Committee, which shall each consist of at least five (5) Alumni Council Members, including the Chair;
- (b) an Awards Committee and a Nominations Committee which shall each consist of at least seven (7) Alumni Council Members, including the Chair; and

- (c) a District Clubs Committee, which shall include at least all nine (9) Regional Vice Presidents. The President shall also appoint a Chair.

The President shall also appoint members of ad hoc committees as specified herein.

Section 2 Admissions Committee

It shall be the function of this Committee to assist the University's Admissions Office by encouraging and supporting alumni participation in the admissions process, including working with the Admissions staff for purposes of determining how best to recruit, train and retain alumni admissions volunteers, offering non-evaluative interviews, representing the University at college fairs, hosting events in support of the University's objectives, and promoting connectivity between the Admissions staff and the District Clubs Committee to enhance the alumni admissions volunteer network.

Section 3 Advancement Committee

It shall be the function of this Committee to promote all of the University's advancement goals by, among other things, recruiting and organizing alumni to participate as donors and advancement volunteers.

Section 4 Athletics Committee

It shall be the function of this Committee to provide advice and support to the Department of Athletics and Physical Education as requested in an effort to, among other things: (i) promote student and alumni interest in and attendance at varsity events; (ii) maintain and enhance close cooperation with alumni athletic team support groups; and (iii) publicly recognize the efforts and achievements of both student athletes and Department staff.

Section 5 Awards Committee

In honor of alumni, faculty and other University employees who have manifested outstanding commitment and service to the University, it shall be the function of this Committee to recommend to the Alumni Council those persons the Committee considers eligible for the Wm. Brian Little '64 Alumni Award for Distinguished Service, Maroon Citations, the Ann Yao '80 Memorial Young Alumni Award, and the Colgate University Corporation Humanitarian Award. In addition, the Committee shall confer with the Dean of Faculty to select the recipient of the annual Distinguished Teaching Award. The Committee also shall confer with the University's Dean of Admissions to select the recipient of the annual Alumni Admissions Representative of the Year Award. Those

recommendations and selections shall be made in accordance with the rules adopted by the Alumni Council governing such awards.

The Committee may also recommend to the Alumni Council from time to time those persons the Committee considers worthy of and eligible for consideration for the bestowal of Honorary Degrees by the University. The names of the persons so nominated shall be transmitted to the University's Board of Trustees for its consideration and action.

The meetings of this Committee shall be open only to the members of this Committee.

Section 6 Career Services Committee

It shall be the function of this Committee to assist and support the Career Services Office in helping today's students prepare for the successful transition from the University to fulfilling careers. The Committee's efforts in this regard shall include mentoring, fostering internships, networking, participating in mock interviews, and advising on career and graduate school opportunities.

Section 7 Communications Committee

It shall be the function of this Committee to identify, understand and actively employ all available resources to develop and improve the ongoing communications among the University's alumni, students, faculty and administration.

Section 8 District Clubs Committee

It shall be the function of this Committee to strengthen lifelong connectedness between the University and its alumni by promoting communications and the exchange of ideas among various District Club officers, the Alumni Council's Regional Vice Presidents, and the University's Alumni Affairs Office. The Committee shall meet annually to select recipients of awards, including the Carleton O. Miller '14 Memorial Cup for "Outstanding District Club Achievement" and the Harold S. Miller '42 Memorial Cup for "Most Improved District Club," in each of the following District Club size categories: Gateway Club (1-150 alumni), Small Club (151-300 alumni), Medium Club (301-600 alumni), Large Club (601-1000 alumni), and Metropolitan Club (over 1000 alumni); and The District Clubs Award for Distinguished Individuals.

Section 9 Executive Committee

- (a) There shall be an Executive Committee consisting of fourteen (14) members. They shall be the President, Vice President, Executive

Secretary, Treasurer, and Legal Counsel, and the Chair of each of the following Committees: Admissions, Advancement, Athletics, Awards, Career Services, Communications, District Clubs, Nominations, and University Relations.

- (b) The Executive Committee may exercise the powers and authorities of the Alumni Council during the intervals between the meetings of the Alumni Council. All actions taken by the Executive Committee shall be reported to the Alumni Council at the Alumni Council meeting next succeeding such actions, which shall be subject to revision or alteration by the Alumni Council except insofar as the rights of third parties may be affected. Executive Committee members may participate in meetings of the Executive Committee by conference telephone.
- (c) Additional Functions
 - (i) It shall be a function of this Committee to recommend to the Nominations Committee in advance of the Nominations Committee's January meeting next preceding the expiration of the term of the then current Vice President, not less than three (3) nor more than six (6) candidates for Vice President (having first received recommendations from the individual Alumni Council Members).
 - (ii) It shall be a function of this Committee to recommend to the Alumni Council at the January meeting next preceding the expiration of the term of the then current Treasurer, Executive Secretary and Legal Counsel, a candidate for Treasurer, Executive Secretary and Legal Counsel.
 - (iii) It also shall be a function of this Committee to recommend to the Alumni Council at the Fall meeting next preceding the expiration of the term of a current Alumni Trustee, a candidate for Alumni Trustee.
 - (iv) It also shall be a function of this Committee, whenever a vacancy shall occur as to the Executive Secretary, Treasurer, Legal Counsel or Alumni Trustee, to recommend to the Alumni Council at its next regular or special meeting called for the purpose of filling such vacancy(ies) a candidate for each such position as to which a vacancy exists; if a vacancy shall occur as to the Vice President, this Committee shall recommend to the Nominations Committee in advance of the Nominations Committee's next meeting not less than three (3) nor more than six (6) candidates for Vice President (having first received recommendations from the individual members of the Alumni Council). All such candidates to fill

vacancies shall be eligible for election to that position following the expiration of the term of the vacancy being filled.

Section 10 Nominations Committee; Election Procedures

- (a) It shall be the function of this Committee to recommend to the Alumni Council:
 - (i) At or before its January meeting each year, nine (9) candidates for the Alumni Council referred to in Article IV Section 1(a) and (c) of the Bylaws and a candidate for each Regional Vice President whose current term expires after the next Spring meeting;
 - (ii) At its meeting in January each year next preceding the expiration of the term of the then incumbent President, only the then incumbent Vice President as a candidate for President;
 - (iii) At its meeting in January each year next preceding the expiration of the term of the then incumbent Vice President, a candidate or candidates for Vice President after having first received the recommendations of the Executive Committee. In recommending a candidate or candidates for Vice President, the Committee shall not be limited in its consideration to those candidates recommended to it by the Executive Committee.
 - (iv) In case a vacancy shall occur in the office of Vice President, the Nominations Committee shall recommend to the Alumni Council as expeditiously as possible a candidate or candidates for Vice President after having first received the recommendations of the Executive Committee. In recommending a candidate or candidates for Vice President, the Committee shall not be limited in its consideration to those candidates recommended to it by the Executive Committee.
- (b) Nomination and Election of Alumni Council Members.
 - (i) In recommending annually the seven (7) candidates for the Alumni Council referred to in Article IV, Section 1(a) of these Bylaws, the Committee shall recommend one (1) candidate from each of seven (7) membership groups determined as follows: the entire membership shall be divided into seven (7) membership groups by consecutive graduation class so that each group will contain as nearly as practicable an equal number of members. In recommending annually the candidates for the Alumni Council referred to in Article IV, Section 1(c) of these Bylaws, the

Committee shall recommend two (2) “at large” candidates who may be members of any of the seven (7) membership groups.

- (ii) In selecting these candidates, the Committee shall consider varied Colgate volunteer service, a demonstrated commitment to Colgate over time, meaningful personal or professional accomplishments or contributions to the greater community, a readiness and willingness to become more involved on behalf of the University, and a consistent history of giving financial support to Colgate. The Committee shall endeavor to ensure that the nominees recommended for election to the Alumni Council would, if elected, result in an Alumni Council that reflects and represents both graduating class distribution and the diversity of the alumni membership as a whole.
- (iii) Upon approval by the Board of the candidates so recommended the Executive Secretary shall cause the names of the seven (7) candidates for the Board and the membership groups from which they were nominated and the two "at large" candidates to be listed either (i) in the first issue of The Colgate Scene or any successor publication following the January Board meeting in which the listing can be accomplished (giving due consideration to publication deadlines and the need to obtain consents and information from the nominees) or (ii) in a notice mailed to every member on or before March 1 following the January Board meeting. Such published or mailed notice shall summarize the method for nominations by petition as set forth herein and shall state that if no such nominations are made for a directorship, the Executive Secretary is authorized by the By-Laws of the Corporation to cast a unanimous ballot at the annual meeting for the single candidate nominated for each such directorship.
- (iv) Any member whose name shall not have been listed as one of the nine (9) candidates referred to in Article VI Section 10(b)(i) shall be eligible for election as a Member of the Alumni Council from either the membership group that includes his or her graduation class or “at-large,” provided that a petition to nominate him or her that states the membership group or “at large” for which he or she is to be nominated and is signed by not less than seventy-five (75) members entitled to vote, shall have been delivered to the Executive Secretary no later than thirty (30) days following either (A) the publication in The Colgate Scene or any successor publication of the list of Alumni Council candidates or (B) the mailing of the notice to every member, as the case may be, and in any event no later than April 10th.

- (v) During any particular year, no member may sign more than one (1) petition in each membership group and one (1) petition for an “at large” candidate. No member shall be nominated unless his or her consent in writing to nomination has been obtained.
 - (vi) If any candidates are nominated by petition, the Executive Secretary, not less than thirty (30) days before the date of the annual meeting, shall mail to every member a ballot for the contested position(s). In order to cast a ballot, a member must sign and return it. Any ballot cast by mail must be received by the Corporation not later than the day prior to the annual meeting. Any ballot returned by hand must be filed not later than fifteen (15) minutes after the opening of the annual meeting. Only nominations made as provided in these Bylaws shall be voted upon at the annual meeting. In the event that there is no contest for one (1) or more positions, the Executive Secretary shall cast a unanimous ballot for the single candidate nominated for each such position at the annual meeting.
- (c) Elections of the President, Vice President, Executive Secretary, Treasurer, Legal Counsel and Alumni Trustee when there is more than one (1) candidate
- (i) Each candidate shall have the opportunity to submit a brief resume to the Executive Secretary for distribution to each Council Member between the meeting at which the nomination is made and the meeting at which the election is to be held.
 - (ii) At its January meeting, the Council shall nominate for the position of Alumni Trustee(s), such nominee(s) to be referred to the Nominations Committee of the Board of Trustees.
 - (iii) Elections of the Alumni Council’s President, Vice President, Executive Secretary, Treasurer and Legal Counsel shall be conducted at the Alumni Council’s Spring meeting in the following manner: Each Alumni Council Member will receive a blank ballot on which the Alumni Council Member shall write the name of the candidate of the Alumni Council Member’s choice. The ballots will be collected and tabulated by the President, the Executive Secretary and the Chair of the Nominations Committee. If the Chair or the President or the Executive Secretary is a candidate for the position being voted on, the President shall appoint an alternate who is not a candidate from the Nominations Committee. To be elected, a candidate must receive a majority of the votes cast by the

Alumni Council Members present. Neither absentee nor proxy ballots will be accepted. If no candidate receives a majority of the first ballot, the candidate with the fewest number of votes will be eliminated from the election and the balloting will continue. The same procedure shall be followed until one (1) candidate receives a majority. All balloting shall be in privacy, and no Alumni Council Member shall be required to indicate for whom that Alumni Council Member voted. The President shall announce the results.

(d) Elections of the President, Vice President, Executive Secretary, Treasurer, Legal Counsel, and Alumni Trustee when there is only one (1) candidate

In the event there is only one (1) candidate for any of the position(s) of President, Vice President, Executive Secretary, Treasurer, Legal Counsel and Alumni Trustee, the President shall direct the Executive Secretary to cast a unanimous ballot for the single candidate nominated for such position(s) and thereupon such candidate(s) shall be elected to such position(s).

- (e) It shall also be a function of this Committee to examine the annual elections of Directors and the elections of Officers and Alumni Trustees, and to recommend any changes to those election procedures to the Executive Committee.
- (f) The meetings of this Committee shall be open only to members of this Committee.

Section 11 University Relations Committee

It shall be the function of this Committee to promote interaction and facilitate understanding among alumni, administration, faculty and students through the encouragement of constructive dialogue on matters of student and academic affairs, alumni relations, and all other issues brought to its attention that do not fall within the jurisdiction of another Committee of the Alumni Council.

Section 12 Ad Hoc Committees

The Alumni Council or the Executive Committee may authorize the appointment of ad hoc committees as it may determine to be advisable or necessary. The President is authorized to appoint to such committees Alumni Council Members, members of the Corporation, and others.

Section 13 Miscellaneous Committee Matters; Nominations From the Floor

- (a) In addition to their membership on the Executive Committee, the President and Vice President shall be members of all other Committees ex officio.

They shall have the right to vote on matters before the Executive Committee, but not on matters before any other Committees.

- (b) All Members of the Alumni Council are eligible to attend and participate in all Committee meetings, except the meetings of the Nominations and Awards Committees and any ad hoc committee whose attendance is limited to the members of the ad hoc committee. However, only the members of each standing or ad hoc committee shall have the right to vote on matters coming before that committee.
- (c) The maximum term of the Chair of any standing committee or ad hoc committee shall be two (2) years.
- (d) Nominations may be made from the floor of the meeting of the Alumni Council at which recommendations are made to the Alumni Council by the Nominations Committee and by the Executive Committee with respect to the President, Vice President, Executive Secretary, Treasurer, Legal Counsel and any Alumni Trustee. Such nominations shall be valid only if made by an Alumni Council Member and seconded by another Alumni Council Member at such meeting.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify and hold harmless each present and former Director and Officer of the Corporation, or, if deceased, such person's personal representative, and the Corporation may advance expenses to such person and obtain insurance, to the full extent authorized or permitted by the laws of the State of New York relating to indemnification of directors and officers as may from time to time be in effect. Any such indemnification shall not be exclusive of any other right to which such person may be entitled by resolution of the Alumni Council, agreement, or otherwise.

ARTICLE VIII

AMENDMENTS

The Bylaws of this Corporation may be amended:

- (a) At any regular meeting of the Alumni Council, upon
 - (i) the giving of fifteen (15) days written notice by the Executive Secretary to the Alumni Council Members specifying the proposed amendment, and
 - (ii) at least twenty-eight (28) Alumni Council Members being present, and

(iii) the affirmative vote of two-thirds of those Alumni Council Members present and voting;

or

(b) At any special meeting called for such purpose, upon

(i) fifteen (15) days written notice given by the Executive Secretary to the Alumni Council Members stating the specific proposals to be voted upon,

(ii) at least twenty-eight (28) Alumni Council Members being present, and

(iii) the affirmative vote of at least two-thirds of those Alumni Council Members present and voting.

Amended January 1984
Amended January 1986
Amended September 1986
Amended May 1987
Amended September 1987
Amended January 1988
Amended February 1992
Amended September 1992
Amended October, 1993
Amended February 1994
Amended May 1995
Amended September 1998
Amended April 2001
Amended January 2004
Amended January 2005
Amended April 2005
Amended April 2008
Amended September 2008

RuthAnn Loveless
Executive Secretary

Date: _____