

Bylaws of Alumni Association of the Rensselaer NY School District

Chapter I: Structure of the Organization

1.1 All Officers

A. Directive Statements of all Officers

1. The officers of the ASSOCIATION are responsible for the everyday details that result in the smooth operation of the ASSOCIATION.
2. Officers shall serve without compensation.
3. Officers shall know the Constitution and Bylaws of the ASSOCIATION and carry out the purposes and practices of the ASSOCIATION in accordance with the Constitution and Bylaws.
4. A member can only hold one office at a time.
5. All officers shall, at the expiration of their terms, or whenever directed to do so by the President-elect, deliver and surrender to their successors, or to the President-elect, all books, records and any other property, in their possession or under their control, in any way relating to such office of the ASSOCIATION.

1.2 Executive Officers

A. Directive Statements of Executive Officers

1. The executive officers of this ASSOCIATION shall consist of President, Vice-President, Secretary, Treasurer and Ex-officio Advisor(s) who shall be elected yearly at the Annual Meeting.
2. The Executive Committee will be made up of the executive officers.
6. Each executive officer, when elected, shall hold office until a successor shall be duly elected.
7. No executive officer may serve more than five (5) consecutive terms in the same office except that in the case of the Nominating Committee being unable to find replacement nominees and there being no other nominees "from the floor", additional terms may be served.

B. Duties and Responsibilities of Executive Officers

1. The following duties shall be the responsibility of the President:

A President should not only be pleasant and firm as a presiding officer but should also set the pace in getting the work done. The President is not partisan while serving, seeing that members are equal, regardless of the question of the debate. The President is expected to:

Bylaws of Alumni Association of the Rensselaer NY School District

- Preside over all meetings of the ASSOCIATION, whenever possible, or designate another executive officer to preside over the meeting.
- Represent the ASSOCIATION to the public at meetings, fundraising events, public events, etc. whenever possible, or designate another executive officer to represent the ASSOCIATION.
- Sign all contracts, agreements and obligations legally authorized by the ASSOCIATION.
- Countersign all checks and drafts drawn upon the bank wherein shall be deposited the money and funds of the ASSOCIATION.
- Be one of two signers on all financial documents.
- Sign all official documents and correspondence.
- Appoint standing and special committees, chairpersons and temporary appointments for vacant offices.
- Chair the Executive Committee; be a member of the Finance Committee.
- Prepare the Annual Report.

2. The following duties shall be the responsibility of the Vice President:

The Vice President should work closely with the President to ensure a smooth transition should it be necessary for them to take over the position. The Vice President is expected to:

- Assume the duties of the President in the absence, disability, resignation or death of the President.
- Assist the President, but not substitute for them unless requested by the President.
- Become acquainted with the President's plans for the year and be prepared to assume their duties and responsibilities.
- Coordinate with the Rensselaer City School District (RCSD) staff, faculty and guidance department the selection and presentation of the ASSOCIATION's graduation awards to recipients each year.
- Be a member of the Executive Committee.

3. The following shall be the duties of the Secretary:

The record is the source of all official statements of definite action, motions, directives and assignments. Accurate minutes are critical if

Bylaws of Alumni Association of the Rensselaer NY School District

questions are raised on what was agreed upon. The Secretary is expected to:

- Keep a full, true and correct report of all the ASSOCIATION meetings.
- Make sure that all official, approved copies of meeting minutes are filed in the ASSOCIATION's archives. The ASSOCIATION's archives are located in the RCSD Superintendent's office.
- Take attendance at meetings.
- Maintain a list of active members.
- Notify the members of all regular and special meetings as prescribed by these Bylaws.
- Maintain all official records.
- When requested to do so by the President, attend the meetings of any standing or special committees and record the minutes of such meetings.
- Be a member of the Executive Committee.

4. The following shall be the duties of the Treasurer:

The Treasurer shall be the lead director for overseeing the financial condition and affairs of the ASSOCIATION. The Treasurer shall properly perform all duties required by the Executive Committee or President. The Treasurer is expected to:

- Deposit all money, drafts and checks in the name of and to the credit of the ASSOCIATION in the banks and depositories designated by the Executive Committee.
- As instructed by the Executive Committee, endorse for deposit all notes, checks, and drafts received by the ASSOCIATION, making proper vouchers for them.
- Disburse ASSOCIATION funds and issue checks and drafts in the name of the ASSOCIATION, as instructed by the Executive Committee.
- Be one of two signers on all financial documents.
- Keep accurate and complete financial records for the ASSOCIATION.
- Prepare and submit to the Executive Committee an annual budget.
- Submit to the President and the Executive Committee, at monthly meetings and as requested, an account of all transactions by the

Bylaws of Alumni Association of the Rensselaer NY School District

Treasurer, Executive Officers and members, the financial condition of the ASSOCIATION.

- Prepare and submit to the Executive Committee and members, annual reports detailing the ASSOCIATION's financial status.
- Prepare and submit to the IRS and the Executive Committee, all annual-filing forms.
- Maintain a list of active members.
- Communicate with RCSD Business Officers as needed.
- Perform all other duties and carry out other responsibilities as prescribed by the Executive Committee or the President.
- Chair the Finance Committee, be a member of the Executive Committee.

5. The following shall be the duties of the Ex-officio Advisor(s):

Preferably, but not necessarily, the Ex-officio Advisor(s) should be a past officer of the ASSOCIATION and/or a faculty/staff member of RCSD. The Ex-officio Advisor(s) is (are) expected to:

- Advise in the business of the ASSOCIATION.
- Provide continuity from one administration to the next.
- Be a member of the Executive Committee.

1.3 Non-executive Officers

A. Directive Statements of Non-executive Officers

1. The non-executive officers of this ASSOCIATION shall consist of a Historian and a Webmaster/Database Administrator.
2. The non-executive officers will be appointed by the Executive Committee with consent of a majority of the members present at the meeting when such appointment is announced.
3. Appointments will be made every year by the incoming Executive Officers after their installation.
4. Each non-executive officer, when elected, will hold office until a successor is duly appointed.
5. Non-executive officers will not be members of the Executive Committee but may, occasionally, be invited by the Executive Committee to attend an Executive Committee meeting. If invited to attend an Executive Committee meeting the non-executive officers may provide input at the meeting but shall have no right to vote at such meeting.

Bylaws of Alumni Association of the Rensselaer NY School District

B. Duties and Responsibilities of Non-executive Officers

1. The following shall be the duties of the Historian:

- Receive pictures, news clippings, programs, etc., from alumni and RCSD faculty/staff that pertain to alumni and RCSD activities.
- Archive the items received in scrapbooks with notations about the items.
- Provide the scrapbooks for display at ASSOCIATION events.

2. The following shall be the duties of the Webmaster/Database Administrator:

- Develop technical resources to maintain the ASSOCIATION's database of members' contact information. Ensure appropriate people that are approved by the Executive Committee have rights to view the information and a limited number of officers/active members have the ability to add/update/delete the information.
- Develop the capability to record donations online.
- Manage mass imports/exports or changes to the database.
- Ensure backup of the data.
- Research platforms to keep pace with or improve technology. Migrate to an updated or new platform with Executive Committee approval.

1.4 Honorary Officers

A. Directive Statements of Honorary Officers

1. The Honorary Officers of this ASSOCIATION shall consist of any Executive or Non-executive Officer title.
2. To be eligible for an Honorary Officer position, the nominee must be an active member and have served at least five (5) terms in that office.
3. The Honorary Officers will be appointed by the Executive Committee with consent of a majority of the members present at the meeting when such appointment is announced.
4. Multiple members can hold an Honorary Officer title at the same time.
5. A member can only hold one Honorary Officer position. If they are eligible for more than one, they will be appointed as an Honorary Officer to the higher level title.
6. Appointments will be a lifetime honor.
7. Honorary Officers will be listed on the ASSOCIATION's website and in ceremonial programs for ASSOCIATION events (i.e., Hall of Fame Induction program). They will not be listed on official letterhead, official forms (membership, Hall of Fame nominations, etc.), or pamphlets.

Bylaws of Alumni Association of the Rensselaer NY School District

8. Honorary Officers will not be members of the Executive Committee but may, occasionally, be invited by the Executive Committee to attend an Executive Committee meeting. If invited to attend an Executive Committee meeting the Honorary Officers may provide input but shall have no right to vote at such meeting.

B. Duties and responsibilities of Honorary Officers

1. To help and advise the current Executive and Non-executive Officers when the current officers have questions about past decisions.

CHAPTER II: COMMITTEES

2.1 The President shall, at the annual meeting of the ASSOCIATION or within thirty days thereafter, appoint the following committees. The President shall be an Ex-officio member of all committees. Ideally, committees should have an odd number of members for committee voting purposes. If a committee has an even number of members and a vote within the committee is deadlocked, the President shall be the deciding vote. The Committee Chairperson and the President are the only people who can call a committee meeting.

2.2 Standing Committees

- A. **Amendment Review.** The purpose of this committee will be to review the Constitution and Bylaws documents at least every two years to make sure that they accurately reflect the ASSOCIATION's direction and to determine if any sections need clarification. This committee will also review active member's proposed amendments to the Constitution and Bylaws documents to make sure that they accurately reflect the ASSOCIATION's direction or will provide needed clarification. The committee will be composed of three (3) to five (5) active members, with at least one of the members being an Executive Officer of the ASSOCIATION.
- B. **Strategic Communications.** The purpose of this committee is to provide guidance for presenting consistent information for the ASSOCIATION in printed form as well as on the website and social media.
- C. **Executive.** The purpose of this committee shall be to manage the affairs of the ASSOCIATION on behalf of its members. This committee will be composed of the ASSOCIATION's Executive Officers.
- D. **Finance.** The purpose of this committee, consisting of at least three (3) members, shall be to yearly, prior to the Annual Meeting, examine the books of the Treasurer and Secretary and report their findings at the Annual Meeting of

Bylaws of Alumni Association of the Rensselaer NY School District

the ASSOCIATION. This committee shall prepare an annual budget with assistance from the incoming officers for presentation at the Annual Meeting. This committee shall also coordinate audits of the ASSOCIATION's finances every three (3) years or upon the installation of a new Treasurer, whichever comes first.

- E. **Hall of Fame.** The purpose of this committee is to organize and schedule the Hall of Fame induction ceremony that will be held in the Spring of each year that approved candidates are being inducted.
- F. **Hall of Fame Selection.** The purpose of this committee will be to review submitted Hall of Fame applications to determine if the person being nominated meets the requirements for induction into the Hall of Fame. Members of this committee are selected by the President and cannot be a person being nominated or submitting an application to nominate another person.
- G. **Nominating.** The purpose of this committee is to present to the ASSOCIATION members a ballot of candidates for each elected office and to select two (2) Election Tellers who will be responsible for tabulating the ballots. The members of the Nominating Committee should not be candidates on the ballot. The Election Tellers can not be members of the Nominating Committee or candidates on the ballot. This committee will consist of at least three (3), but no more than five (5), active members.

2.3 Special/Ad-Hoc Committees

- A. **Special/Ad-Hoc.** The Executive Committee may appoint Special/Ad-Hoc Committees as required by the needs of the ASSOCIATION.

CHAPTER III: MEETINGS

3.1 Meeting Structure. All meetings will be conducted in accordance with Robert's Rules of Order. The rules of order and order of business may, from time to time, not inconsistent with these bylaws, be altered or suspended by majority vote at any regular meeting. The following Order of Business shall be used for all regular meetings of the ASSOCIATION: Call to Order, President's welcome and comments, Report from Secretary and Approval of Minutes of preceding meeting, Presentation and approval of Treasurer's Report, Correspondences, President's Report, Vice President's Report, Superintendent's Report, Old Business, New Business, Adjournment.

3.1 General Meetings. The ASSOCIATION shall hold general meetings to which all members are invited to attend. General meetings of the ASSOCIATION, when held, are

Bylaws of Alumni Association of the Rensselaer NY School District

on the first Tuesday of each month except the September meeting which is on the second Tuesday. Regular meetings will not be scheduled for January, July or August.

3.2 Annual Meetings. The September meeting of the ASSOCIATION is designated as the Annual Meeting. The Executive Committee shall prepare an annual report of the affairs for the year ending the last day of August. This report shall be a summary of the activities, accomplishments and financial transactions during the preceding year.

3.3 Location. The General and Annual meetings of the ASSOCIATION shall be held at a meeting room within the RCSD buildings. Committee and Special meetings will be held at a location designated by the person in charge of the meeting.

3.4 Minutes. Minutes of each general and annual meeting shall be recorded and approved by members. The minutes will be distributed to all attendees of the meeting for review and to provide any necessary clarifications to the Secretary for updating the document as necessary. Approval of the minutes will be voted on at the following meeting. Approved minutes will be placed on the ASSOCIATION's website as soon as possible after the approval. The original minutes document will be filed in the ASSOCIATION's archives. The ASSOCIATION's archives are located in the RCSD Superintendent's office.

3.5 Quorum. The quorum necessary for the transaction of business shall be six (6) active members, including at least two (2) elected officers. Active members attending the meeting live via an interactive online meeting platform (e.g., Zoom, Google Meets) will be considered part of the Quorum if they are able to be seen and have entered their full name when logging into the online meeting platform..

3.6 Voting.

- A. Only active members are allowed to vote. See Chapter IV: Membership for the definition of an active member.
- B. For adoption of an amendment to the ASSOCIATION's Constitution document, two-thirds ($\frac{2}{3}$) of active members must vote in favor of the amendment for the changes to be accepted and enacted.
- C. For adoption of an amendment to the ASSOCIATION's Bylaws document, a majority of active members must vote in favor of the amendment for the changes to be accepted and enacted.
- D. Voting for all other ASSOCIATION business needs a consent of a majority of the active members that have voted on the item for it to pass.
- E. See Chapter VI: Executive Officers Elections, 6.4 Casting Ballots for information on voting for Executive Officers.

Bylaws of Alumni Association of the Rensselaer NY School District

- F. Active members attending a meeting live via an interactive online meeting platform (e.g., Zoom, Google Meets) may vote if they are able to be seen and have entered their full name when logging into the online meeting platform.

3.7 Special Meetings. The President may call special meetings of the ASSOCIATION at any time, at their discretion. The Secretary shall send written notice of a special meeting of the ASSOCIATION to each member at least one week prior to each meeting. No business shall be transacted at a special meeting other than that specified in the call for such meeting. Each call for a special meeting shall be entered in full upon the minutes of such meeting. In an emergency, electronic message notification may be used to advise the membership and to hold a vote if necessary. If electronic message notification is used, the reason for the message and any vote that occurs will be reported at the next regular meeting.

CHAPTER IV: Membership

4.1 All RCSD graduates, former RCSD students that have completed their high school career, RCSD faculty (past and present), RCSD staff (past and present), other employees of RCSD (past and present) and parents/guardians of RCSD students are eligible to become members of the ASSOCIATION by completing a Membership Application. Membership is for life unless the member is disqualified by the Executive Committee.

4.2 Members shall agree with and support the ASSOCIATION's Constitution and Bylaws. They are encouraged to do this by attending ASSOCIATION meetings or events, or volunteering to help with committee projects or other activities of the ASSOCIATION.

4.3 A member shall be disqualified if they cause harm to the ASSOCIATION or for unethical conduct. Disqualification will be the responsibility of the Executive Committee and automatic if criminality is involved. If deemed appropriate by the Executive Committee, and after at least six (6) months, a disqualified member may be reinstated for just cause.

4.4 Membership categories

- A. **Active.** Members who provide support through annual contributions (donations), attendance to at least two (2) meetings, participation and support of at least two (2) various programs or assistance with at least two (2) activities of the ASSOCIATION. Active members should have a sense of the purposes of the

Bylaws of Alumni Association of the Rensselaer NY School District

ASSOCIATION and what its current activities are. Active status is limited to the ASSOCIATION's fiscal year in which the above active criteria are met. Active members will have voting rights.

- B. **Inactive.** Members who do not provide support through annual contributions (donations), attendance at meetings, participation and support of various programs or otherwise assist in the activities of the ASSOCIATION. Inactive member status is limited to the ASSOCIATION's fiscal year in which the above inactive criteria are met. Inactive members will not have voting rights.

CHAPTER V: BUSINESS/FINANCIAL

5.1 Fiscal Year. The Fiscal Year of the ASSOCIATION shall be July 1 to June 30.

5.2 Income. The ASSOCIATION shall derive income from donations, special fundraising activities and grants from organizations responding to an application by the ASSOCIATION. All monies received via mail shall be recorded by the Secretary and given to the Treasurer to record and deposit to the accounts of the ASSOCIATION.

5.3 Loans. Without authorization by a resolution of the Executive Committee, the ASSOCIATION is prohibited from making or accepting loans in its name. The authorization of the Executive Committee for the ASSOCIATION to perform these acts can be general or specific.

5.4 Checks, Drafts, Notes. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the ASSOCIATION must be signed by designated Officers or agents of the ASSOCIATION and in a manner, as will from time to time, to be determined by resolution of the Executive Committee.

5.5 Donations. All donations issued in the name of the ASSOCIATION are to be distributed for the following:

- A. Qualifying current student-related activities and their associated costs and materials that enhance, improve and promote the educational, emotional, physical, and spiritual well-being of, or are in the best interest of, currently enrolled RCSD students.
- B. Organizations acting on behalf of currently enrolled RCSD students that enhance, improve and promote the educational, emotional, physical, and spiritual well-being of, or are in the best interest of, currently enrolled RCSD students.

Bylaws of Alumni Association of the Rensselaer NY School District

- C. Qualifying events that enhance, improve and promote the educational, emotional, physical, and spiritual well-being of, or are in the best interest of, currently enrolled RCSD students.
- D. The preservation of historical RCSD veterans' materials, documents, monuments, photos, and flags displayed and/or residing at the RCSD campus.
- E. The preservation of RCSD historical documentation and associated costs and materials, both past and present.

No donation shall exceed \$250.00 without a motion by an active member and a subsequent vote that is approved at an ASSOCIATION meeting. No donation shall be issued for ASSOCIATION members, active or inactive, RCSD staff and/or volunteers, alumni, or any other persons not currently an enrolled RCSD student or for a program not promoting or directly positively impacting the educational, emotional, physical, and spiritual well-being of, or in the best interest of, current, enrolled RCSD students.

5.6 Deposits. All funds of the ASSOCIATION not otherwise used will be deposited to the credit of the ASSOCIATION in banks, trust companies, or other depositories designated by the Executive Committee.

5.7 Voting Securities Held by the ASSOCIATION. After presenting to the Executive Committee, the Treasurer, or another Executive Officer or agent designated by the Executive Committee, will, with full power and authority, act and vote on behalf of the ASSOCIATION at any meeting of security holders or interest holders of other corporations or entities in which the ASSOCIATION may hold securities or interests. At the meeting the Treasurer or other designated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the ASSOCIATION holds.

5.8 Contracts. The Executive Committee may give authority to any Officer or agent to make any contract or execute and deliver any instrument in the name of the ASSOCIATION and on its behalf, and that authority may be general or specific.

5.9 Loans. The ASSOCIATION may not lend money to, or guarantee any obligation of, or otherwise assist any member of the ASSOCIATION, active or inactive, enrolled RCSD student, RCSD staff and/or volunteers, alumni or any subsidiary of the ASSOCIATION.

CHAPTER VI: EXECUTIVE OFFICERS ELECTIONS

Bylaws of Alumni Association of the Rensselaer NY School District

6.1 Candidates. All nominees must be active members of the ASSOCIATION. Nominations may be made by any active member. All nominations will be reviewed by the Nominating Committee to determine eligibility and ascertain the person's willingness to serve if elected. Nominees deemed to be qualified by the Nominating Committee and willing to serve if elected will become a candidate for a single Executive Office position on the ballot.

6.2 Election Ballot. The ballot will contain all eligible candidates for each Executive Office. Each Executive Office will be voted on individually.

6.3 Date of Election. Election of the Executive Officers will be held yearly at the Annual Meeting.

6.4 Casting Ballots. Active members must be physically present at the Annual Meeting to cast their votes for the candidates. If they cannot physically attend the Annual Meeting, they must request an absentee ballot from the Nominating Committee at least a month (30 days) prior to the Annual Meeting. Absentee ballots must be received at the address listed on the ballot at least two weeks (14 days) prior to the Annual Meeting.

6.5 Counting of Ballots. Absentee ballots will be opened and tallied at the Annual Meeting by the Election Tellers who were previously selected by the Nominating Committee. In person ballots will be filled out on paper by active member attendees of the Annual Meeting and submitted to the Election Tellers for tallying with the Absentee Ballots. The candidate that receives a majority of the votes for their Executive Office position will win that position. The results of the voting will be announced under the New Business section of the meeting.

6.6 Inauguration. Once elected, officers shall assume their duties immediately.

6.7 Vacancy. If an officer cannot complete their term, the President may appoint someone in their place after consultation with the Nominating and Executive Committees. Vacancy in office shall be filled for the unexpired term by a majority vote of those present at the next regular meeting. The President may make Pro tempore appointments to fill a vacancy in office until such election is held. Vacancy of the President's office is automatically filled by the Vice President for the remainder of the term. Should an officer misuse their office, not fulfill their duties or need to be removed for just cause, they shall have their office taken away by the President in consultation with the other Executive Officers. Should the President be in question, it shall be the duty of the Vice President to take action, in concert with the other Executive Officers, to

Bylaws of Alumni Association of the Rensselaer NY School District

relieve them of their office. The Vice President shall then take over as President until the next election.

CHAPTER VII: CONFLICT OF INTEREST

7.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt ASSOCIATION's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or member of the ASSOCIATION, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

7.2 Definitions. Any Officer, member or member of a Committee with governing Executive Committee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person (the "Interested Person").

A person has a financial interest (the "Financial Interest") if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or insistent interest in any entity with which the ASSOCIATION has a transaction or arrangement;
- B. A compensation agreement with the ASSOCIATION or any entity or individual with which the ASSOCIATION has a transaction or arrangement; or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASSOCIATION is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the appropriate governing Executive Committee or committee decides that a conflict exists.

7.3 Procedures

- A. Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Executive Committee and members of committees with governing Executive Committee delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists.** After disclosure of the Financial Interest and all material facts, and any other discussions with the Interested Person, the Interested Person shall leave the governing Executive

Bylaws of Alumni Association of the Rensselaer NY School District

Committee or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An Interested Person may make a presentation at the governing Executive Committee or committee meeting but after the presentation the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Chair of the governing Executive Committee or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After executing due diligence, the governing Executive Committee or committee shall determine whether the ASSOCIATION can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Executive Committee or committee shall determine by a majority vote of the disinterested governing Executive Committee or committee members whether the transaction or arrangement is in the ASSOCIATION's best interest, for the ASSOCIATION's benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest. If the governing Executive Committee or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing Executive Committee or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

Bylaws of Alumni Association of the Rensselaer NY School District

7.4 Records of Proceedings. The minutes of the governing Executive Committee or committees with Executive Committee delegated powers shall contain:

- A. The name(s) of the person(s) who disclosed or otherwise were found to have a Financial Interest In connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing Executive Committee's or committee's decision as to whether a conflict of interest existed.
- B. The names of the persons present for the discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7.5 Compensation

- A. A voting member of the governing Executive Committee who received compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.
- C. A voting member of the governing Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.

7.6 Annual Statements. Each Executive Committee member, Non-executive Officer and member of a committee with governing Executive Committee delegated powers shall annually sign a statement that affirms such person:

- A. Has received a copy of the Conflict of Interest policy.
- B. Has read and understands the policy.
- C. Has agreed to comply with the policy.
- D. Understands the ASSOCIATION is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Bylaws of Alumni Association of the Rensselaer NY School District

7.7 Periodic Reviews. To ensure the ASSOCIATION operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the ASSOCIATION's written policies, are promptly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in an excess benefit transaction.

7.8 Use of Outside Experts. When conducting the periodic reviews, the ASSOCIATION may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Executive Committee of its responsibility for ensuring periodic reviews are conducted.

CHAPTER VIII: BYLAW AMENDMENTS

8.1 Amending the Bylaws

- A. Amendments can only be submitted by active members.
- B. Proposed amendments should contain the following information:
 - 1. Person(s) submitting the amendment
 - 2. The Chapter and Section of the Bylaws that the amendment pertains to
 - 3. Is the amendment a change to an existing Chapter/Section or an addition of a new Chapter/Section
 - 4. The reason for the amendment
- C. Proposed amendments will be reviewed by an appointed Amendment Review Committee to make sure the proposed amendment accurately reflects the ASSOCIATION's direction or provides clarification to the current Bylaws.
- D. Proposed amendments deemed by the Amendment Review Committee to accurately reflect the ASSOCIATION's direction or that provide needed clarification will be forwarded to the Executive Committee for approval to present to the ASSOCIATION's active members for a vote.
- E. Proposed amendments approved by the Executive Committee will be presented to the ASSOCIATION's active members for a vote. Active members must receive these proposed amendments thirty (30) days prior to the meeting at which the vote will be held. The proposed amendments will be sent to active members by email or United States Postal Service, depending on the contact information that is available for the member, along with instructions on providing feedback on the amendments and how to vote on the amendments.

Bylaws of Alumni Association of the Rensselaer NY School District

8.2 Adoption and Ratification

- A. The Bylaws shall be amended by an affirmative vote of two-thirds ($\frac{2}{3}$) of the majority of the active members.
- B. All approved amendments shall become part of the Bylaws immediately.
- C. All submitted amendments will have a document attached to the original submission with the following information:
 - 1. Date received by the Amendment Review Committee
 - 2. Any modifications made by the Amendment Review Committee and/or Submitter(s)
 - 3. Date and outcome of the Amendment Review Committee's review
 - 4. Date and outcome of the Executive Committee's review, if not rejected by the Amendment Review Committee
 - 5. Date and outcome of the ASSOCIATION members' vote on the amendment, if not rejected by the Amendment Review Committee and/or Executive Committee
- D. These documents will be stored in the ASSOCIATION's archives. The archives are located in the RCSD Superintendent's office. The documents will be kept in perpetuity.
- E. If an amendment submitted by an active member is rejected by the Amendment Review Committee or the Executive Committee, they will be notified in writing of the rejection and the reason for the rejection.