

Proposed Amendments to Association Bylaws for July 11, 2026 Annual Meeting

In accordance with the Association Bylaws (Article XV), the Board Development Committee conducted a review of the Bylaws as required at least every five (5) years. There were several changes noted and these were presented to, and accepted by, the Association's Board of Trustees at its April 25, 2026 meeting.

The final step in the process is for the amendments to be accepted by "a two-thirds vote of those members of the Association in attendance at the annual meeting" (Article XVI, section 5). *Please note that only members who are at the Annual Meeting (held during the Reunion 2026 Culminating Celebration from 4-7 PM on Saturday July 11) will be eligible to vote.*

There are two (2) amendments. Amendment 1 contains "housekeeping" bylaw changes. The second amendment proposes a new section (11) to Article V. Additions are in red and deletions are crossed out). These amendments are independent of each other and will be voted on separately.

Amendment 1

A. ARTICLE I. THE ASSOCIATION

- Section 5. Fiscal year. The Fiscal year of the Association ends **at 11:59 P.M. on** ~~with~~ the 30th day of June.

B. ARTICLE II. MEMBERSHIP

- Change title to **ASSOCIATION MEMBERSHIP**
- Section 3. Associate membership shall include individuals who did not graduate but attended SUNY Potsdam and who make application to the Board of Trustees (as defined in Article III of these Bylaws and hereinafter referred to as the Board), for membership and are accepted by **the Office of Alumni Relations** ~~consensus of the Board~~ **and reported to the Executive Committee.**

C. ARTICLE VII. REMOVAL FROM OFFICE

- Section 2. Any Officer or Trustee in jeopardy of being removed shall have the **right opportunity** to testify to the Board either in person or via **a** written statement. **However, the Officer or Trustee shall not be present during the subsequent discussion or vote on the matter.**

D. ARTICLE VIII. EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall be comprised of the Officers of the Board. **At the discretion of the President, a Board committee chair or chairs can be added to the Executive Committee. This appointment will end no later than the next Annual Meeting.**

E. ARTICLE XV. REVIEW OF BYLAWS

These bylaws shall be reviewed at least every five (5) years by a committee deemed appropriate by the Board. **Any recommended changes will follow the procedure in ARTICLE XVI. If no changes are recommended, this will be noted in the minutes of the Board of Trustees where this is reported.**

F. ARTICLE XVI. AMENDMENTS

- Section 1. Amendments to these Bylaws may be **acted on** ~~made~~ only at the annual meeting.
- Section 2. Amendments shall be proposed in writing at least sixty (60) days prior **to the next annual meeting** and ~~accepted by~~ the Board **will make its recommendations** at least forty-five (45) days prior to the next annual meeting.
- Section 3. Notice of the intent to amend the Bylaws shall be sent to the **Association Membership** ~~at large~~ at least thirty (30) days prior to the meeting at which action may be taken, and copies of the Amendments will be available upon request.
- Section 4. Amendments shall be **presented** ~~read~~ by the secretary **or the secretary's designee** at the annual meeting along with the recommendations of the Board.

Amendment 2 - Add to Article V. OFFICERS

Section 11. In extenuating circumstances that materially impair the Association's ability to conduct officer elections or ensure an orderly leadership transition - including, but not limited to, institutional emergencies, legal or regulatory constraints, significant organizational restructuring, or other extraordinary events - the Board of Trustees may recommend an extension of the terms of the current Executive Officers.

Any such extension:

- **Shall require approval of the Association membership, in a manner consistent with ARTICLE X.;**
- **Shall not exceed one (1) additional year;**
- **Shall be exercised only for the purpose of ensuring continuity of governance and the best interests of the Association; and**
- **Shall not be used to avoid or delay elections absent a clearly documented necessity.**

No officer's term may be extended under this provision more than once.