



BYLAWS
Of
BERNARD M. BARUCH COLLEGE ALUMNI ASSOCIATION, INC.

PREAMBLE

The purpose of the BERNARD M. BARUCH COLLEGE ALUMNI ASSOCIATION, INC. shall be to promote the general welfare of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK, its students, faculty, and alumni and the alumni of its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK, and to support the principle of free public higher education without any distinctions or discriminations.

ARTICLE I - MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

There shall be four classes of membership: Active, Associate, Honorary, and Life.

Section 2. ACTIVE MEMBERS

a. Each graduate of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK and its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK holding a degree or a diploma, or a certificate of either, may upon or at any time after graduation become an Active Member by enrolling or causing oneself to be enrolled pursuant to these Bylaws.

b. Each person who has received from the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK or its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK a degree, or a diploma, or a certificate issued on the basis of academic work equivalent to at least twenty eight credits may become an Active Member by enrolling or causing oneself to be enrolled pursuant to these Bylaws.

c. Each former undergraduate student who has successfully completed at least thirty credits or its equivalent and each former graduate student who has successfully completed at least nine credits or its equivalent at the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK or its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK but left in good standing without earning a degree, diploma or certificate may become an Active Member after four years have elapsed from the date of such former student's first attendance at the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK by enrolling or causing oneself to be enrolled pursuant to these Bylaws.



Section 3. ASSOCIATE MEMBERS

- a. Each member of the senior class of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK may become an Associate Member by enrolling or causing oneself to be enrolled pursuant to these Bylaws.
- b. Each former student who shall have duly qualified for admission to a course of study leading to a degree or a diploma or a certificate of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK or its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK who has duly completed, by attendance at either, at least one full college year of credits and who has left either, at least one full college year of credits and who has left either in good standing but whose class has not yet been graduated may become an Associate Member by enrolling or causing oneself to be enrolled pursuant to these Bylaws.
- c. An Associate Member may become an Active Member after one's class has been graduated by enrolling or causing oneself to be enrolled pursuant to these Bylaws.
- d. Each full time member of the faculty or full time member of the administrative staff of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK who is not otherwise eligible to become an Active Member as provided in Section 2 a. or b. hereof may become an Associate Member by enrolling or causing oneself to be enrolled pursuant to these Bylaws.

Section 4. HONORARY MEMBERS

The Board of Directors may from time to time elect persons Honorary Members of the Alumni Association who are not otherwise eligible to become Active Members or Associate Members.

Section 5. LIFE MEMBERS

The Board of Directors may from time to time establish requirements under which only Active Members may become Life Members.

Section 6. ASSOCIATE AND HONORARY MEMBERS

Associate and Honorary Members shall have all the privileges of membership except those of voting, making nominations, and holding office.



Section 7. MEMBERSHIP PROCEDURE

Any person meeting the requirements of this Article shall become an Active or Associate Member by submitting an application to the secretary of the of the Alumni Association together with dues for the year in which one applies for membership. Dues shall be contributed in accordance with a dues schedule as adopted from time to time by the Board of Directors.

Section 8. MEMBERSHIP RIGHTS AND PRIVILEGES

Active Members in good standing ("good standing" shall mean currently paid up dues for at least sixty days prior to any date on which the status of membership shall be in question), shall be eligible to hold office and vote on all matters submitted to the membership, except as provided herein. Active Members in good standing shall also receive subscriptions to Alumni Association publications and such other benefits as may from time to time become or be made available to the membership.

ARTICLE II - CONSTITUENT SOCIETIES, CHAPTERS AND AFFILIATES

Section 1. CONSTITUENT SOCIETIES

Members of the Association shall also be members of such constituent societies as hereafter may be formed along school lines, e.g. School of Business, School of Liberal Arts, School of Education, MPA, which may be recognized as constituent societies by the Board of Directors. Each constituent school society shall include all alumni of other Baruch schools who may voluntarily join because of professional or other interests.

Section 2. CHAPTERS

Members of the Association numbering 25 or more, who reside in any city, community, or region outside of the City of New York, may organize a local chapter which shall, upon the approval of the Board of Directors of its application therefore, become a Chapter of the Alumni Association.

Section 3. AFFILIATES

Members of the Association may organize, upon the approval of the Board of Directors, affiliate groups whose interests are directed at the development or enhancement of a specific curricular core or extracurricular activity at the College or share a common interest.

Section 4. REQUIREMENTS AND CONDITIONS

The Board of Directors shall determine the requirements for admission of all such groups. The Board of Directors may from time to time impose such conditions and provide such financial assistance to all such groups as it shall determine to be in the best interest of the association.



ARTICLE III – FISCAL YEAR

Section 1. FISCAL YEAR

The fiscal year on which the Alumni Association's books shall be kept and on which dues payments shall be based and any adjustments in dues made shall be July 1 to June 30 unless changed by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS

The Board of Directors shall consist of not more than forty-eight elected directors who shall be elected by and from the Active Members of the Alumni Association plus the additional directors provided in Section 3 herein.

Section 2. ELECTION OF DIRECTORS

- a. Sixteen directors shall be elected at each Annual Meeting. In addition, any vacancies in unexpired terms shall be filled.
- b. Each director shall be elected for a term of three years.

Section 3. ADDITIONAL DIRECTORS

- a. All officers of the Alumni Association shall be directors during their respective terms of office.
- b. Each president of the Alumni Association shall be eligible for nomination as a director for life during the election held at the end of the president's last year in office as president, provided that such person shall be eligible to vote as a life director only if the person is a dues paying member in good standing of the Alumni Association.

Section 4. HONORARY DIRECTORS

The Board of Directors shall have the power to elect not more than twenty Honorary Directors for a term of three years who shall have the right to attend and speak at Board meetings but shall not have any vote.

Section 5. VACANCIES

The Board of Directors shall promptly fill all vacancies on the Board of Directors and all elective offices and elective committees which shall be effective until the next annual election subject to the restrictions contained in Section 2 of this Article.



Section 6. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to do and perform all acts to further the several objectives for which the Alumni Association has been formed. It shall have power to establish committees not otherwise provided for by these Bylaws with such powers and duties as it may prescribe.

Section 7. MEETING DATES

The Board of Directors shall hold at least six regular meetings each year, and the last regular meeting in each year shall take place not more than fourteen days nor less than seven days prior to the date of the Annual Meeting of the Alumni Association. At this meeting there shall be included on the agenda the transaction of such business, including adoption of reports, as may be necessary in preparation of matters reserved for action and decision at said Annual Meeting.

Section 8. SPECIAL MEETINGS

Special meetings of the Board of Directors shall be called by the president or upon the written request of not less than five directors. Such meetings shall consider only such business as shall be contained in the notice of the meeting.

Section 9. QUORUM

The directors shall by resolution designate the number of directors to constitute a quorum for the transaction of business at Board meetings provided that in the absence of such a resolution, a quorum shall consist of the minimum number of directors for such purposes that is permitted under the laws of New York State, but not less than five directors.

Section 10. ROBERT'S RULES OF ORDER

All meetings of the Board of Directors shall be conducted pursuant to Robert's Rules of Order.

Section 11. INDEMNIFICATION

a. The Alumni Association, subject to the conditions hereafter set forth, shall defend, indemnify and hold each officer and director harmless against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the Alumni Association, provided in relation to such matters that such officer or director acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Alumni Association and, in a criminal action or proceeding, in addition, that he/she had no reasonable cause to believe that his/her conduct was unlawful, and further provided that such indemnification is authorized under the laws of New York State.



b. To be eligible to be defended, indemnified, and held harmless, an officer or director shall give prompt notice to the president and the secretary of the association of the commencement of an action, suit, of proceeding.

c. The Board of Directors may impose such conditions as it may determine in its sole discretion, for an officer or director to be eligible to be defended, indemnified, and held harmless.

Section 12. DISCLOSURE

Every member of the Board of Directors shall make full disclosure to the Board of all business transactions with the Alumni Association for which he/she expects to receive financial compensation, prior to the commencement of such transaction. Additionally, any president or acting president of the Board shall make full disclosure of all business transactions with Baruch College for which he/she expects to receive financial compensation, prior to the commencement of such transaction.

ARTICLE V - OFFICERS

Section 1. OFFICERS

The officers shall be a President, First Vice-President, Second Vice-President, Third Vice-President, a Secretary, and a Treasurer.

Section 2. ELIGIBILITY

a. To be eligible for election and to serve as an officer, a nominee must have served as a director no less than one year, or portion thereof if the election occurs within the person's first year in office as a director.

b. The officers shall be elected from among the Active Members in good standing at the Annual Meeting. No person shall be eligible for election unless one holds a degree or a diploma of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK or its predecessor, the BERNARD M. BARUCH SCHOOL OF BUSINESS AND PUBLIC ADMINISTRATION OF THE CITY COLLEGE OF NEW YORK.

c. No Active Member who is a full time member of the faculty or administrative staff of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK shall be eligible to hold the office of president or acting president.

Section 3. DUTIES OF THE PRESIDENT

The president shall preside at all meetings of the Board of Directors and at all membership meetings and discharge the usual duties attendant upon the office.



Section 4. DUTIES OF VICE-PRESIDENTS

- a. In the event of the absence, disability or death of the president, the vice-president, in the order of the official rank, shall act as president with all the powers of the president.
- b. Either the first vice-president, second vice-president or third vice -president shall be a member, ex-officio, by appointment by the president, of each appointed committee.

Section 5. DUTIES OF SECRETARY

The secretary shall cause to be taken minutes of the proceedings of all meetings of the Board of Directors, all membership meetings, and of all committees as may be required. He/She shall be the custodian of the seal and the records of the Alumni Association which shall be maintained at the Alumni Association Office. The Alumni Office shall send out notices of all meetings of the Board of Directors and of all membership meetings and keep the roll of members and shall perform such other duties as the President and Board of Directors may from time to time prescribe.

Section 6. DUTIES OF TREASURER

The treasurer shall be responsible for the safekeeping of the finances of the Alumni Association and shall be responsible for maintaining the books and financial records thereof. He/She shall submit a written report to the Alumni Association at the Annual Meeting and whenever so directed by the president or the Board of Directors. He/She shall be bonded for the faithful performance of his/her duties by the Alumni Association.

Section 7. TERM OF OFFICE

Officers shall commence their respective terms of office on July 1st of the year in which they are elected and shall serve for one year, or until successors shall be elected.

ARTICLE VI – MEETINGS OF THE ALUMNI ASSOCIATION

Section 1. ANNUAL MEETING

The Annual Meeting shall be held between May 1 and June 30 of each year at a time and place set by the Board of Directors on not less than 20 days' written notice to each member.



Section 2. SPECIAL MEETING

Special meetings shall be called by the president on resolution of the Board of Directors or on the written request of not less than twenty-five Active Members in good standing from at least five college classes, stating the object, which shall be stated in the notice of such meeting. No business shall be transacted at such special meeting except as set forth in such notice.

Section 3. QUORUM

One hundred Active Members in good standing shall constitute a quorum at all Annual or Special meetings provided that if a lesser number is permitted under the laws of New York, the minimum lesser number, but not less than twenty-five Active Members, shall constitute a quorum at all Annual or Special meetings. If a quorum is not present, the meeting may be adjourned by those present to a future date not less than twenty nor more than thirty days later, and the secretary shall thereupon give at least five days written notice to each member.

Section 4. VOTING ELIGIBILITY

Each Active Member in good standing shall be entitled to vote at any regular or special meeting except that no member shall be eligible to vote unless one has been an Active Member for sixty days. All Life Members shall be entitled to vote at all meetings.

Section 5. VOTING LIST

The treasurer shall prepare and have available at every regular or special meeting a list of the Active Members qualified to vote at such meeting, or, at one's option, as list of Active Members not qualified to vote.

ARTICLE VII – ELECTIONS

Section 1. NOMINATING COMMITTEE

There shall be a Nominating Committee of six Active Members of the Alumni Association. At each Annual Meeting, three new members shall be nominated for a period of two years. The Nominating Committee shall nominate candidates for directors, officers, the Nominating Committee, and the Auditing Committee to be elected at the Annual Meeting, a list of which together with a list of any nominations made as hereinafter provided shall be sent with the notice of such Annual Meeting by May 15 of each year. During a Nominating Committee member's membership on the Nominating Committee and one year thereafter, the Nominating Committee member shall not be eligible for nomination by the committee as an officer or member on the nominating committee. Interim vacancies on the Nominating Committee shall be promptly filled by the Board of Directors until the next Annual Meeting.



Section 2. NOMINATIONS BY NOMINATING COMMITTEE

On or before March 15 of each year, the Nominating Committee shall transmit in writing to the secretary of the Board of Directors the names of all persons nominated for election as officers, directors, and members of the Nominating Committee and the Auditing Committee. The list of nominees shall be kept by the secretary for the inspection of any member. The secretary shall make this list available for the information of the general membership immediately thereafter together with the contents of Section 3 of this Article.

Section 3. NOMINATION BY OTHERS

Any ten active members in good standing may propose in a nomination over their own individual signatures, addressed to the secretary, the names of nominees, with the written consent of each such nominee, for election to any of the offices or committees to be voted upon at the Annual Meeting, and such nominations shall be filed with the secretary and the Alumni Director on or before April 15 of each year. The names of such candidates shall be printed on the same ballot with those of the nominees of the Nominating Committee but in a separate column and under the designation of the respective offices for which they have been severally nominated. The name of no nominee shall be duplicated on said ballot as a nominee for the same office without his/her consent.

Section 4. NOTICE

A notice will be placed in the first newsletter/ mailing of the fiscal year to the general membership setting forth the provisions of Section 2 and 3 of Article VII of these Bylaws.

Section 5. PROXIES

The Nominating Committee shall prepare an official proxy form listing all candidates which form shall be the official form to be circulated to the membership before the Annual Meeting.

Section 6. NOMINATIONS AT ANNUAL MEETING

If the Nominating Committee fails to nominate a full slate to fill membership on the Board of Directors or any elective office or the Nominating Committee or Auditing Committee, nominations to fill such vacancies shall be accepted at the Annual Meeting.

Section 7. LIMITATIONS OF NOMINATIONS

Except as provided herein, no nomination shall come before any Annual or Special Meeting.



Section 8. ELECTIONS

All elections held pursuant to these Bylaws shall be decided by plurality vote.

Section 9. TERM OF OFFICE

Each officer elected at the Annual Meeting shall serve for one year commencing July 1st except herein otherwise provided.

ARTICLE VIII – COMMITTEES

Section 1. STANDING COMMITTEES

Immediately after election, the President shall appoint Active Members in good standing to the following Standing Committees whose duties shall be those hereinafter set forth together with such other duties as may be specifically delegated by the President and/or the Board of Directors.

a. AWARDS AND SCHOLARSHIP COMMITTEE

This Committee shall recommend each year to the Board of Directors persons for awards and scholarships to be given by the Alumni Association.

b. BUDGET COMMITTEE

This Committee shall prepare an annual budget for approval by the Board of Directors.

c. BYLAWS AND LEGAL COMMITTEE

This Committee shall include at least three lawyers each admitted to practice at least five years in the State of New York and shall give opinions on questions of law and represent the Alumni Association as required by the Board of Directors or the President. The Committee shall review and draft any proposed changes or additions to the Bylaws and submit the same to the Board of Directors for such action as the Board of Directors shall determine. No new Bylaws shall be adopted without first having been considered by the Committee except as provided in Article X.

d. CLASS ORGANIZATION AND SOCIAL COMMITTEE

This Committee shall work with officers of each alumni class to keep each class functioning as a class unit and shall be in charge of all social functions of the Alumni Association.



e. COLLEGE AFFAIRS AND COLLEGE ATHLETICS COMMITTEE

This Committee shall promote the best interests of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK and the Alumni Association and maintain active contact between the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK and the Alumni Association and shall stimulate alumni interest in the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK athletics activity. The president shall select the Alumni Association representative to any Faculty-Student, Intercollegiate or Athletics Committee of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK from among the members of this committee.

f. EXECUTIVE COMMITTEE

This Committee shall consist of the officers and the chairpersons of all committees who shall have the authority of the Board of Directors between meetings of the Board. It shall report any action taken at the next meeting of the Board of Directors.

g. FINANCE COMMITTEE

This Committee shall consist of three Active Members in good standing together with the president, secretary, and the treasurer, who shall be ex-officio members, and shall have the power to act in behalf of the Alumni Association of the Board of Directors in the deposit, investment, or reinvestment of any and all funds owned or held in trust by the Alumni Association. At each meeting of the Board of Directors, this committee, through either its chairperson or the treasurer, shall report any actions taken by the Committee since the preceding meeting of the Board of Directors.

h. MEMBERSHIP COMMITTEE

This Committee shall have responsibility for the retention and enlargement of membership in the Alumni Association.

i. OFFICE AND PERSONNEL COMMITTEE

This Committee oversees the operation of the Alumni Association office.

j. PLACEMENT COMMITTEE

This Committee shall promote the economic welfare of the alumni and student body through cooperation with the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK.



k. PLAN AND SCOPE COMMITTEE

This Committee shall originate projects and plan activities for consideration by the Board of Directors, The Committee shall consist of four members of the Board of Directors.

l. PUBLIC RELATIONS AND PUBLICATIONS COMMITTEE

This Committee shall publicize the best interests of the BERNARD M. BARUCH COLLEGE OF THE CITY UNIVERSITY OF NEW YORK community and shall have general supervision over all publication of the Alumni Association and shall advise the Board of Directors concerning publications.

Section 2. AUDITING COMMITTEE

This Committee shall be composed of three persons with a college degree and experience in accounting or finance, who shall recommend to the Board of Directors the appointment of one or more auditors to conduct an annual audit of the books and records of the Alumni Association.

Section 3. OTHER COMMITTEES

The president may appoint such other special or temporary committees as he/she deems necessary with such duties as may be prescribed by him/her or by the Board of Directors.

Section 4. COMMITTEE PROCEDURE

Each Committee shall promptly after its appointment adopt such rules and regulations as may be necessary for the conduct of its proceedings which shall be filed in the Alumni Association office and shall make periodic reports to the Board of Directors.

ARTICLE IX – REMOVAL OF OFFICERS AND DIRECTORS

Section 1. MANDATORY

- a. No officer or director may continue to hold office unless in good standing.
- b. An officer or director shall be deemed to have vacated his/her office after being absent from more than three consecutive meetings of the Board of Directors upon the vote of a majority of the Board of Directors.



Section 2. BY IMPEACHMENT

- a. Specific charges in writing of conduct unbecoming an officer or director shall be submitted to the Executive Committee by any Active Member. Such person shall be notified in writing of said charge at least twenty days before the meeting of the Executive Committee is held to consider the charges and shall be invited to attend.
- b. The Executive Committee upon a majority recommendation shall refer the matter to the Board of Directors.
- c. By a majority vote of the Board of Directors such person shall be temporarily suspended from his/her office for a period not to exceed three months pending determination of such charges. The president shall appoint a Special Investigating Committee for this purpose.
- d. The Special Investigating Committee shall present its findings and recommendations in writing to the Board of Directors.
- e. Upon an affirmative vote of two-thirds of the members of the Board of Directors present at a regular or special meeting, such person shall be forthwith removed from office.
- f. Each person so removed from office may appeal to the general membership upon presentation of a petition for the call of a special meeting for such purpose signed by at least fifteen Active Members in good standing within forty-five days from the date of the vote of the Board of Directors. A two-thirds vote of the Active Members in good standing present at such special meeting shall reverse the decision of the Board of Directors.

ARTICLE X – AMENDMENTS

Amendments to these Bylaws may be proposed at any Annual or Special Meeting by resolution of the Board of Directors or in writing by any ten Active Members in good standing who shall transmit such proposed amendments to the secretary for submission to the Board of Directors at least sixty days before the meeting of the Alumni Association at which the same are to be acted upon, The Board shall consider all such proposed amendments and report its opinions thereon to the Alumni Association. Notices of meetings at which amendments are to be voted upon shall set forth the proposed amendments. The affirmative vote of two-thirds of the Active Members in good standing present and voting at such Annual or Special Meetings shall be required to adopt amendments.



ARTICLE XI – NOT FOR PROFIT, TAX EXEMPT STATUS OF THE ASSOCIATION

Section 1. NOT FOR PROFIT PURPOSE

The Association shall not operate for profit, no part of the net earnings of the Association shall inure to the benefit of any member, director, or officer, except to the extent permitted under the Not-For-Profit Corporation Law.

Section 2. DISSOLUTION

In the event of the dissolution of the Association, all remaining assets and property of the Association, after necessary expenses, shall be distributed to the BERNARD M. BARUCH COLLEGE or the Board of Higher Education in the City of New York or any successor thereof, organized and operated exclusively for educational purposes and qualified under Section 501(c)3 of the United States Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

Amended June 9, 2021