

Cohoes High School Alumni Association
By-Laws

ARTICLE I--NAME

This Association shall be called the COHOES HIGH SCHOOL ALUMNI ASSOCIATION, hereafter referred to as the "Association".

ARTICLE II--PURPOSE

This Association is established to promote and to foster fellowship and loyalty among the alumni of Cohoes High School and to provide financial assistance, through its scholarships and awards, to graduating seniors of Cohoes High School to encourage them to pursue their personal goals.

ARTICLE III--MEMBERSHIP

- Section 1. All graduates of Cohoes High School are hereby declared eligible to be members of the Association; upon payment of the annual dues, they will be declared a "member in good standing".
- Section 2. Members of the Cohoes High School faculty who are not graduates of the High School, and such other persons as may be selected by the Board, may be declared honorary members of the Association.

ARTICLE IV--BOARD OF DIRECTORS

- Section 1. The Association will be governed by a Board of Directors appointed by the officers, hereafter referred to as the "Board". Consistent with our customs and practices, the Board will consist of up to 15 appointed representatives, four of whom will serve as officers of the Association. The Superintendent of the District and Principal of the High School will serve as honorary non-voting members of the Board.
- Section 2. The officers of the Association will consist of a President, Vice-president, Secretary, and Treasurer.
- Section 3. Members of the student body may be appointed by the President to serve the Board in an advisory capacity.
- Section 4. The Board will conduct a minimum of 5 meetings per year. Board members may be removed for absence from at least 3 meetings.

Article IV (continued)

- Section 5. The Board shall have the power to make such regulations, not inconsistent with the by-laws and certificate of incorporation, as shall be necessary for the protection of the property of the Association, and for the preservation of good order in the conduct of its affairs.
- Section 6. The Board shall keep a record of its proceedings and shall publish a summary of its actions in the Association newsletter.
- Section 7. The Board shall have no power to make the Association liable for any debts.
- Section 8. The presence of a simple majority of members shall constitute a quorum at any meeting of the Board.
- Section 9. Officers of the Board shall be elected for 2-year terms of office.
- Section 10. In the case of a vacancy in an office, it shall be filled by vote of the Board until the next regular election.
- Section 11. Any officer of the Board of Directors may be removed from office for just cause at any meeting of the Board by affirmative vote by a simple majority of the Directors then present.

ARTICLE V--INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted by the laws of New York State as they may now or hereafter exist, the Association shall indemnify any officer or director of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer or director of the Association, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or, in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE VI--INTERESTED OFFICERS AND DIRECTORS

- Section 1. No transaction in which an officer or director has a personal or adverse interest shall be void or voidable solely for this reason, or solely because the officer or director is present at or participates in the meeting of the Board of Directors or committee thereof which approves such transaction, or because his or her vote is counted, if the material facts as to his or her interest and as to the transaction are disclosed or are known to the Board of Directors or the committee, and are noted in the minutes.
- Section 2. All officers and directors shall complete and sign a Conflict of Interest/Statement of Disclosure annually.

ARTICLE VII--MEETINGS

- Section 1. An annual meeting of the Association shall be held each year at a time to be determined by the Board.
- Section 2. Special meetings of the Board may be called by the president and/or upon the request of 51% of the members of the Board.
- Section 3. All meetings shall be conducted in accordance with Robert's Rules of Order.
- Section 4. Meetings will be held in person or via teleconferences/videoconferences or other types of technology-aided gatherings.

ARTICLE VIII--ELECTIONS

- Section 1. Only members-in-good-standing of the Association may be candidates for office. Officers of the Association are elected by the Board of Directors.
- Section 2. Votes for officers shall be cast by in-person ballot or voice vote. If there is only one nominee for an office, the nominating committee chairperson may declare the sole nominee to be elected.
- Section 3. The officers and general Board members shall assume their duties immediately upon being elected/appointed.

ARTICLE IX--PRESIDENT

- Section 1. The President shall serve as the chief administrative officer of the organization and shall serve as presiding officer at all meetings of the Board of Directors and of the Association; in his/her absence or inability to preside, the Vice-president shall preside. In the event that both the President and Vice-president are absent or unable to preside, the secretary shall preside.
- Section 2. If, for any reason, the President is unable to carry out the duties of his/her office, the Vice-president will immediately succeed to hold that office.
- Section 3. The President shall serve as a member of all standing committees and will be responsible for making all committee appointments, including chairperson.
- Section 4. The President shall communicate with the alumni via a regular column in the Association newsletter and/or website.

ARTICLE X--VICE-PRESIDENT

- Section 1. The Vice-President shall be fully knowledgeable of and prepared to assume the duties of the President at all times.
- Section 2. The Vice-President shall automatically and immediately succeed to the office of President in the event of that officer's resignation, death, or incapacity to fulfill his/her duties.
- Section 3. The Vice-President may serve as chairperson/member of standing committees.

ARTICLE XI--SECRETARY

- Section 1. The Secretary shall serve as the recording clerk for the Board, keeping a record of all meetings and of all matters for which a record shall be deemed advisable by the Board. These records shall then be distributed to all Board members, who will approve the minutes at the following meeting.
- Section 2. The Secretary shall serve as custodian of all records, except those specifically assigned to other officers, including minutes, reports of officers, committees, and official correspondence. The Secretary certifies copies of these documents as necessary.

Article XI (continued):

- Section 3. The Secretary shall ensure that the by-laws, rules of order, and current minutes book are available for reference at all meetings.
- Section 4. The Secretary shall issue the notice of meetings and serve as correspondence secretary unless a separate position is established for that function.
- Section 5. The Secretary shall prepare the order of business/agenda for the presiding officer, to be distributed to all Board members.
- Section 6. The Secretary shall preside over the election of a temporary chairman for a meeting if both the President and Vice-president are absent.

ARTICLE XII--THE TREASURER

- Section 1. The Treasurer shall be responsible for the proper disbursement and recording of Association funds activities, serving as the custodian of the funds, keeping careful records of all receipts and making no disbursements without the authority of the Board.
- Section 2. The Treasurer shall prepare a monthly summary of fiscal activities of the Association which shall be provided at each meeting of the Board.
- Section 3. The Treasurer shall be responsible for any and all reports required by taxing authorities.

ARTICLE XIII--COMMITTEES

- Section 1. The Association shall maintain as standing committees a Communications Committee (newsletter, website, etc.) and an Awards Committee.
- Section 2. The President shall appoint all committee chairs for a term of one year.

ARTICLE XIV--ALUMNI FUND

- Section 1. The Association shall maintain a fund to promote/support awards for graduating students of Cohoes High School.
- Section 2. Recipients of awards shall be determined by criteria for each award and recommendation of the Cohoes High School principal and faculty and input from Board members of the Association.

ARTICLE XV--INTRODUCTION OF NEW MEMBERS

During the annual commencement ceremony, the President of the Association, or his/her designee, shall invite graduates to become members of the Alumni Association.

ARTICLE XVI--AMENDMENTS

- Section 1. To amend the by-laws, prior notice of changes must be given to all members. Procedures for voting will be outlined with such notification.
- Section 2. Changes to by-laws will be approved by the Board prior to notification of the general membership.

ARTICLE XVII--DISSOLUTION

In the event of the dissolution of the Association, all property and funds held in the name of the Association shall revert immediately to the Superintendent of Schools of the Cohoes City School District.

Adopted: August 11, 2022