

RHODE ISLAND COLLEGE ALUMNI ASSOCIATION

BYLAWS

Effective June 20, 2020

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of the corporation is Rhode Island College Alumni Association (the "Corporation").

Section 2. Principal Office. The principal office of the Corporation shall be located on the campus of Rhode Island College, (the "College") in Providence, Rhode Island. The Corporation may have such other offices or places of business as the Board of Directors may from time to time establish or the activities of the Corporation may require.

Section 3. Registered Agent and Office. The registered agent and registered office of the Corporation may be changed from time to time by the Board of Directors in compliance with the provisions of applicable law. The registered office of the Corporation need not be identical with its principal office.

ARTICLE II

PURPOSES, POWERS AND NON-PROFIT STATUS

Section 1. Purposes.

The Corporation is organized for the following purpose(s):

- A. To organize and serve as an alumni association for the College, to provide opportunities for the professional, social, and intellectual growth of its alumni; to develop and encourage interest in and foster a sense of loyalty and pride in the College; to promote the ideals and goals of the College, and to work towards the overall betterment of the institution.
- B. To carry on and perform all such works and, further, to carry on any other educational or charitable works which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and Chapter 7-6 of the General Laws of Rhode Island to the extent that such activities operate for the benefit of, perform the functions of, carry out the purposes of, or to the support the mission and purposes of the College.

- C. No more than an insubstantial part of the activities of the Corporation shall be in furtherance of non-exempt purposes.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- E. Any other provisions herein notwithstanding, the Corporation will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not have the power to do anything or take any action which would cause it to cease to qualify as a nonprofit corporation under State law or as an organization exempt under sections 501(c)(3) and as a supporting organization described in section 509(a)(3) of the Code.

Section 2. Powers. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities, which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions by entities from both the public and private sectors, whether financial or in-kind contributions.

Section 3. Non-Profit Status. The Corporation is not organized for profit, and no part of the net income or profit of the Corporation shall inure to the benefit of any Active Member, officer, or director. In the event of the liquidation of the Corporation, whether voluntary or involuntary, no Active Member, officer, or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets, and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Board of Directors or, in default thereof, an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the College, or one or more organizations that would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, such property to be used by the College or such Section 501(c)(3) organizations to accomplish the purposes for which the Corporation is organized.

ARTICLE III MEMBERSHIP/ALUMNI

Section 1. Members. The Corporation shall have members.

Section 2. Classes of Members.

General Eligibility. All graduates of the Rhode Island Normal School, Rhode Island College of Education, Rhode Island College, and honorary degree recipients are eligible to be members of the Association and are considered "alumni."

The members of the Corporation shall be comprised of two classes of membership as follows:

- A. Active Member. All alumni who donate to the Annual Fund in either: [a] the current year, or [b] the most recently completed fund year are considered Active Members.
- B. Honorary Member. Persons who are not alumni, but who have demonstrated various interests in the College may be elected as Honorary Members of the Association by the board. Honorary Alumni shall have all rights and privileges afforded to Active Alumni, excepting the right to vote on any matter and the right to serve as an elected member of the Corporation.

The Corporation shall have such other classes of members, with such powers, as the Board of Directors, from time to time, may determine.

Section 3. Annual Meeting. The Annual Meeting of the Active Members shall be held on such date as may be selected by the Board of Directors for such purpose. If the election of directors shall not be held at any such Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Active Members as soon thereafter as is convenient.

Section 4. Special Meetings. Special meetings of Active Members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than ten percent (10%) of the Active Members.

Section 5. Place of Meeting. The place of the annual or any special meeting of Active Members of the Corporation shall be within the State of Rhode Island and may be designated in the notice of meeting at the direction of the person or persons calling the meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation.

Section 6. Notice of Meeting. Written notice stating the day and hour of the meeting, the place if other than the principal office of the Corporation, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by facsimile or by other electronic transmission, by the Secretary at the direction of the person or persons entitled to call the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, and addressed to the member at the member's address appearing on the records of the Corporation. The record date for any meeting shall be four (4) days prior to the date thereof, and only such persons who are Active Members as of the record date shall be entitled to notice of and to vote on matters raised at such meeting.

Section 7. Quorum. Fifteen (15) Active Members shall constitute a quorum at a meeting of Active Members. If less than a quorum of the Active Members is present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally noticed. Active Members present at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Voting. Each member entitled to vote who is present in person at a meeting of members shall be entitled to one vote upon each matter submitted to a vote at such meeting. An affirmative vote of the majority of the members present at a meeting shall be the act of the members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise all the powers of the Corporation except those specifically reserved to the members in these bylaws. The Board of Directors may delegate to any committee or to any officer or agent such powers as it deems advisable, provided that such delegation of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2. Directors.

- A. Officers: Four (4) officers, elected pursuant to Article IV, Section 3, shall be voting members of the Board of Directors, *ex-officio*. Officers are elected by vote of the

Board of Directors at the Annual Meeting of members. The term for officers shall be two (2) years. Officers shall serve no more than two (2) consecutive terms.

- B. Seven (7) individuals who are Active Members shall be elected directors by Active Members in attendance at the annual meeting of the Corporation subject to the provisions of Section 3 hereof unless such a larger or smaller number of directors is determined by the voting members at the Annual Meeting. The term of office for members of the Board of Directors shall be two (2) years. Directors shall serve no more than two (2) consecutive terms. Half of the directors serving under this provision will be elected in even-numbered years; the other half in odd-numbered years.
- C. Up to four (4) individuals who are Active Members shall be elected Directors At-large. The term of an At-large Director shall be one (1) year. No At-large Director may serve a second consecutive term.
- D. The Immediate Past President of the Association who shall be a voting member, *ex officio*.
- E. Ex Officio Non-Voting Directors: (1) The President of the Rhode Island College Foundation or a designee, (2) a designee of the Senior Class President, and (3) the Director, Alumni Affairs, or by whatever title this position may be called, shall be ex-officio, non-voting members of the Board. Such members shall not be counted for purposes of a quorum.

Section 3. Manner of Electing Directors/Officers.

- A. The Nominating Committee shall consist of five (5) Active Members. The individual who appoints members of the Nominating Committee shall be one of the five committee members and shall serve as chair.
- B. At least ninety (90) days prior to the scheduled date of any Annual Meeting of the Corporation, the President shall instruct the Immediate Past-President, so long as that individual is not seeking nomination for a position on the slate, to appoint four (4) additional Active Members to serve on the Nominating Committee.

If the Past-President is seeking nomination for a position on the slate, or if the position is vacant, the President shall instruct the longest serving board member, so long as that individual is not seeking nomination for a position on the slate, to appoint the four (4) additional committee members.

- C. In selecting nominees for directors and officers, the Nominating Committee shall use reasonable efforts to nominate one (1) Active Member from a graduating class of the current decade and, where necessary, from each of the five (5) preceding decades.
- D. The Committee will confirm by personal contact with those candidates who are selected that they are willing to accept, if elected, the responsibilities of the position.
- E. At least sixty (60) days prior to the scheduled date of any Annual Meeting, the Nominating Committee shall present to the President a written report containing a slate of candidates to replace the directors and officers whose terms are expiring. Names of the candidates so nominated shall be kept on file in the Corporation's office.
- F. Upon receipt of the report of the Nominating Committee, the President shall, without delay, notify the full Active Membership, through appropriate means, as to the names of persons nominated as candidates for election to the Board of Directors and officers. In addition, this notification shall include information on the right of petition as provided in Subsection (G) hereof.
- G. Additional candidates for election to the Board of Directors from among the Active Membership can be nominated only by petitions in support of a qualified member or members, signed by the nominee(s) and bearing the genuine signatures of at least twenty-five (25) other members of the Corporation eligible to vote. Such petitions shall be filed with the Nominating Committee at the office of the Corporation within ten (10) days after notice has been given to the members of the names of those nominated as provided in Subsection (F) hereof. The determination of the Nominating Committee as to the validity of any petition so filed shall be final.
- H. If no petition is filed within such ten-day (10) period, the nominations shall be closed and the slate of candidates proposed by the Nominating Committee shall, without further action of the membership or of the board, be deemed elected at the Annual Meeting of members.
- I. In the event that one or more petitions are filed, and a vote of Active Members and/or Directors is required, the names of all candidates, whether nominated by the Nominating Committee or by petition, shall be arranged on the ballot in alphabetical order. Candidates who receive the most votes from those present and eligible to vote at the Annual Meeting of the Corporation shall be deemed elected to their respective offices.

Section 4. Term and Vacancies. The election of directors shall take place at each Annual Meeting of the members. Each director shall serve until such director's successor shall have been elected and qualified or until such director's death, resignation, or removal in the manner provided hereinafter. A vacancy occurring in the Board of Directors may be filled by vote of the directors upon a recommendation of the President for the unexpired term. Any interim appointment shall not be counted toward consecutive terms.

Section 5. Duties of the Board of Directors. Without limiting the scope of its power and authority, the Board of Directors shall carry out the following duties:

- A. Determine policies and programs of the Corporation in accordance with the provisions of these bylaws.
- B. Adopt an annual budget and approve the Corporation's annual audit.
- C. Receive or approve all reports of the committees of the Board of Directors and Officers of the Corporation.
- D. Designate individual(s) authorized to sign and countersign checks, drafts, and other legal documents.
- E. Secure fidelity bonds covering individual(s) charged with the custody of funds or negotiable securities.
- F. Create such committees and subcommittees as it may deem advisable to promote the programs and activities of the Corporation.
- G. Set the time and place for meetings of the members.
- H. Require production and examination of financial reports at each regular meeting.
- I. Perform such other duties as are appropriate or prescribed in these Bylaws and as may be required by law.

Section 6. Regular Meetings. The Board shall meet at least six (6) times each year. The President shall announce the schedule of regular meetings for the upcoming year at the Annual Meeting of Members. Regular meetings may thence be held without further notice to the members.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary of the Corporation upon request of a majority of voting members of the Board of Directors. The person or persons authorized to call special

meetings of the Board of Directors may fix the manner and the place within the State of Rhode Island for holding any special meeting of the Board of Directors called by them.

Section 8. Notice. Notice of any special meeting, containing the date, hour, and place thereof, and purpose therefor, shall be given at least ten (10) days prior thereto by telephone or by written notice delivered personally, mailed, telecopied, or sent by other electronic transmission to each director at the director's address, telecopy number, or e-mail address (if provided) shown on the records of the Corporation. If by telephone, said notice shall be deemed given when such director is read, personally, the content of a notice conforming to the requirements of this section. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid thereon. If telecopied or sent by other electronic transmission, such notice shall be deemed to be delivered when the telecopy or e-mail is transmitted to such telecopy number or e-mail address. Notice given in any other manner shall be effective only upon receipt.

Section 9. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Attendance by Videoconference or Teleconference. When a member of the board is unable to attend a board meeting in person, said member may participate via videoconference or by teleconference in such a manner as prescribed by the Alumni Office. Such remote attendance shall count toward a quorum.

Section 11. Manner of Acting. The act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation of the Corporation.

Section 12. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 13. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent or

abstention by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 14. Failure to Attend Meetings. In the event that any Director fails to attend three (3) meetings of the Board of Directors in any one fiscal year, the President shall be obligated to investigate such failure and report the causes thereof to the board. If the board determines that valid cause does not exist for such failure, such director shall, upon a majority vote of the full Board of Directors, cease to be a director and a vacancy of such director's office shall thereupon exist.

Section 15. Termination of Director. Any director may resign at any time by giving written notice to the Secretary. Any director may be removed for cause by a majority vote of the full Board of Directors.

ARTICLE V OFFICERS

Section 1. Officers. The officers shall be a President, a Vice President, a Secretary, and a Treasurer elected by the members of the board. They shall serve a term of two (2) years and hold office until such officer's successor shall have been duly elected and qualified or until such officer's death, resignation, or removal, whichever shall first occur. All officers are members of the Board of Directors, *ex-officio*. Service as an officer constitutes a break in service as a member of the Board of Directors; therefore, after serving as an officer, the member is eligible for two consecutive terms as a director.

- A. President. The President shall, when present, preside at all meetings of the Board of Directors. The President shall execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall appoint the chairs of all standing and ad hoc committees and shall represent the Association at College functions from time to time. The President shall perform all duties incidental to the office of President and such other duties as may be assigned to the President by these bylaws or by the Board of Directors.
- B. Vice-President. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and, as Acting President, shall have all the powers of and be subject to all

the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

- C. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of any meeting of the members and any meeting of the Board of Directors in one or more books or electronic file provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- D. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (c) in general, perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall provide a bond for the faithful discharge of all duties in such sum and with such surety or sureties as the Directors shall determine.
- E. Additional Officers. The Board of Directors may also elect such other officers as it may from time to time decide.

Section 2. Tenure, Resignations, and Filling of Vacancies. The Board of Directors, may, by resolution not inconsistent with these bylaws, add to and define the duties of any officer. All elected officers shall hold office at the pleasure of the Board of Directors and until the election and qualification of their respective successors. Any elected officer may resign by notice in writing to the President or the Secretary. A vacancy in any office, whether elective or appointive, may be filled by the Board of Directors at any meeting. (see Article IV, Section 4)

Section 3. Director, Alumni and College Relations. The Director, Alumni and College Relations, or by whatever title this position may be called, shall serve as Executive Director of the Association and administer the program work of the Association in collaboration with the President and the board. The Director may represent the Association at official College functions.

ARTICLE VI CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or any agent or agents, to enter into contracts and agreements in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a general or specific resolution of the Board of Directors.

Section 3. Checks, Drafts, or Other Similar Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or such agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Fiscal Management. The Board of Directors shall, not less than annually, cause an account of the revenue and expenses of the Corporation to be made to the Board of Directors by the Corporation.

ARTICLE VII COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers, the Immediate Past-President, and the Director, Alumni and College Relations [non-voting]. When the Board of Directors is not in session, the Executive Committee shall have and may exercise the authority to act on behalf of the board as provided under the Rhode Island Non-Profit Corporation Act. The Executive Committee shall report any action taken by it to the Board of Directors at its next meeting. The designation of the Executive Committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law.

Section 2. Permanent, Standing, and Ad Hoc Committees.

- A. Permanent committees and the composition thereof are established through bylaws and are necessary to the functioning of the Board of Directors of the Corporation. Standing committees and the composition thereof are established by vote of the Board of Directors. They serve to further the programming activities of

the Alumni Association and are deemed to be continuing in nature. Ad hoc committees are established by the President of the Corporation to address a specific need that is generally non-recurring in nature.

- B. The Board of Directors shall appoint the following permanent committees, whose composition is defined elsewhere in these bylaws: an Audit Committee, a Finance Committee, and a Nominating Committee.
- C. Any Active or Honorary Member of the Corporation is eligible to serve on standing and ad hoc committees. A majority of the members of any permanent or standing committee shall constitute a quorum for the transaction of business.
- D. No permanent, standing, or ad hoc committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Corporation otherwise than in the regular course of its business, recommending a voluntary dissolution of the Corporation or a revocation thereof, or amending the bylaws of the Corporation. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 3. Chairs of Committees. Except as otherwise provided herein, the President shall appoint the chair of each standing and ad hoc committee. Whenever practicable, members of standing and ad hoc committees shall be chosen by the respective committee chair.

Section 4. Finance Committee. The Finance Committee shall consist of the Treasurer as chair and a minimum of three (3) directors. The committee will prepare an annual budget for board approval. The Finance Committee shall review and act upon recommendations of the professional staff and of any outside investment advisors employed by the Corporation in reference to the investment of Corporation funds. The chair or a designated committee member shall report to the next succeeding meeting of the Board of Directors on any and all actions taken.

Section 5. Audit Committee. The Audit Committee shall consist of a minimum of three (3) directors. Officers of the Corporation shall not be members of the Audit Committee. The committee shall meet at least annually to appoint the Corporation's independent auditors and meet with the Treasurer of the Corporation to establish the scope of the audit to be conducted. The Committee shall receive and review the audit of the Corporation and report thereon to the Board of Directors.

Section 6. Nominating Committee. The Nominating Committee, its membership, powers, and duties are established in Article IV, Section 3 of these bylaws.

ARTICLE VIII ALUMNI CHAPTERS

Section 1. Formation. Alumni chapters may be organized upon written application to the Director, Alumni and College Relations signed by not fewer than ten (10) alumni residents in any region or united in a common interest. Chapters shall adopt systems of governance consistent with the bylaws of the Association.

Section 2. Activities. Alumni chapters shall be charged with the promotion of loyalty and enthusiasm for the College. Chapters will be encouraged to promote communication, networking, and fellowship among alumni. Chapters will encourage recruitment of students and assist the Alumni Association in fundraising activities. Members of such chapters shall report to the board and President concerning their activities and finances.

ARTICLE IX INDEMNIFICATION

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, is not affected thereby, have the power to indemnify persons against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising from any threatened, pending, or completed action, suit, or proceeding, as provided by the Rhode Island Non-Profit Corporation Act. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, but such insurance shall only cover a member to the extent the member purports to act on behalf of the Corporation.

ARTICLE X GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

Section 2. Corporate Seal. The Corporation shall have a corporate seal and shall have inscribed thereon the name of the Corporation.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the purpose of, nor business to be transacted at any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 4. Parliamentary Authority. The parliamentary authority shall be Robert's Rules of Order Revised, most recent edition, to the extent they are applicable and to the extent they are not inconsistent with these bylaws.

ARTICLE XI OFFICIAL PUBLICATION

Section 1. Title. The Rhode Island College Alumni Association shall have an official publication. The name of this publication shall be determined by the board.

Section 2. Purpose. It shall be the purpose of the publication to further the objectives and mission of the Alumni Association through regular avenues of communication. The board may review and alter, from time to time, the type of publication it feels best accomplishes this goal.

Section 3. Distribution. The board may impose reasonable restrictions from time to time concerning which persons will receive the official alumni publication.

ARTICLE XII AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by [a] a two-thirds (2/3) vote of the Board of Directors at any annual or special meeting of the Board of Directors called for such purpose or [b] a two-thirds (2/3) vote of the Active Members present at the Annual Meeting or special meeting of Active Members called for this purpose.

- A. Proposals for amendment must be submitted to members of the Board at least-five (5) weeks before the meeting at which the amendment is to be voted upon.
- B. Notification of such proposals shall be sent electronically to all Active Members who have a valid email address on file no less than ten (10) days prior to any final action.

- C. Notification of approved changes shall be sent to alumni electronically, posted on the official website utilized by the Corporation, or by other means.
- D. Unless otherwise stated in the proposed amendment, the effective date of change is the date the amendment is approved.

ARTICLE XIII
NON-DISCRIMINATION

The Corporation is committed to the principles of equal opportunity and affirmative action. No individual will be denied admission, or access to programs and activities of the Corporation on the basis of race, color, creed, national or ethnic origin, gender, gender identity or expression, religion, disability, age, sexual orientation, genetic information, marital status, citizenship status, or status as a special disabled veteran, recently separated veteran, Vietnam era veteran, or any other veteran who served on active duty during a war or in a campaign or expedition for which a campaign badge has been authorized. This policy is in concert with state and federal nondiscrimination laws and policies of Rhode Island College, the Council on Postsecondary Education, and the state Board of Education. Inquiries concerning the Corporation's administration of the nondiscrimination laws should be addressed to the Secretary of the Corporation.