

BALLOT PROPOSITIONS DESCRIBED

Proposition One

The Board of Directors and Officers of the Association are hereby directed to take whatever action is necessary, whether legal and/or administrative, and whether aimed at reorganization or defense, to maintain the independence of the Association and the control of its assets (staff, data, monetary) even under peril of loss of formal recognition by the College and under peril of being requested by SUNY and/or the College to vacate the campus and change the Association's name.

Proposition Two

The Board of Directors and Officers of the Association are hereby directed to take whatever action is necessary to become a "supporting organization" of the College and to enter into contract terms with the State under which the Association continues to receive recognition by SUNY and/or the College as the liaison between the College and its alumni, with the understanding that this will require the Association to give up its independence as an unincorporated association, conform its activities to those defined in the SUNY Guidelines, lose effective control of its assets (staff, data, monetary) and be subject henceforth to a high degree of direction and control by the College President, SUNY and the State of New York.

**PROPOSITIONS 1 AND 2 ARE MUTUALLY EXCLUSIVE.
YOU MUST VOTE FOR ONLY PROPOSITION 1 OR PROPOSITION 2.**

On the following two pages are Propositions 3 and 4. You should vote "YES" or "NO" as to each of Propositions 3 and 4.

Board Recommendations

Vote FOR Proposition 1.
Vote YES to Proposition 3.
Vote YES to Proposition 4.

Proposition Three

WORDING OF THE PROPOSED AMENDMENT AND ITS OBJECT

Amend Article VIII (“AMENDMENT TO THE CONSTITUTION”) to read:

The Constitution shall at no time be suspended. Individual Articles may be amended by written notice to the Board of the Association with copies to the Association President and Secretary over signature of twenty-five (25) members in good standing, giving the wording of each proposed amendment and its object. If a proposed amendment to the Constitution is approved by the Board, it shall be sent by mail at the expense of the Association to all members in good standing, soliciting approval or disapproval not less than 45 nor more than 90 days after receipt of written notice of proposed amendment. Should the Board disapprove of an amendment proposed over signature of twenty-five (25) members in good standing, the Association shall mail to all the members in good standing, at the request and expense of the sponsors, a ballot soliciting approval or disapproval of the proposed amendment.

The ballot shall contain the wording of the proposed amendment and its object, and the wording of the existing portion to be amended and also a special return envelope marked CONSTITUTION/BY-LAWS BALLOT, addressed to the Secretary of the Association or to an independent ballot counter. A return date, after the mailing date, shall be specified that falls within the specified 45 to 90 day solicitation and notice period. A three-fourths affirmative vote of the ballots received will be required for the adoption of such amendment.

[OBJECT: To revise the procedure for amendment of the Constitution and By-Laws.]

WORDING OF THE EXISTING PROVISION TO BE AMENDED

The Constitution shall at no time be suspended. Individual Articles may only be amended by written notice to the Board of the Association with copies to the Association President and Secretary over signature of twenty-five (25) members in good standing, giving the wording of each proposed amendment and its object. If the proposed amendment to the Constitution is approved by the Board, it shall be sent by mail at the expense of the Association to all members in good standing, soliciting approval or disapproval, not less than 60 nor more than 120, days after receipt of written notice of proposed amendment. Should the Board disapprove of the proposed amendment to the Constitution, the Association will mail to all the members in good standing, at the request and expense of the sponsors, a ballot soliciting approval or disapproval of the proposed amendment.

The ballot shall contain the wording of the proposed amendment and its object, and the wording of the existing portion to be amended and also a special return envelope marked CONSTITUTION/BY-LAWS BALLOT, addressed to the Secretary of the Association. A return date of ninety (90) days after the mailing date shall be specified. The receiver of the ballots shall deliver the envelopes unopened to the President at the next regular meeting. A three-fourths affirmative vote of the ballots received will be required for the adoption of such amendment.

Proposition Four

Create a new Article VI (“INDEMNIFICATION OF OFFICERS AND DIRECTORS”), renumbering subsequent articles and cross-references accordingly, with the new Article VI to read:

If an Officer or Director of the Association is made a party to any civil or criminal action or proceeding in any matter arising, directly or indirectly, from the performance by said Officer or Director of his or her duties or on behalf of the Association, then, to the full extent permitted by law, the Association, upon affirmative vote of the Board of Directors, a quorum of those not parties to the action being present at the time of the vote, shall: (a) advance to such Officer or Director sums of money found by the Board to be necessary and appropriate to enable the Officer or Director to conduct his or her defense or appeal in the action or proceeding; and (b) indemnify such Officer or Director for all sums paid by him or her in the way of judgments, fines, settlements, reasonable attorneys’ fees actually incurred in connection with said defense or appeal in the action or proceeding.

[OBJECT: To provide indemnity to those who serve on behalf of the Association.]

NOTES:

Propositions 1 and 2 are mutually exclusive. You must vote for only Proposition 1 or Proposition 2.

You should vote “YES” or “NO” as to each of Propositions 3 and 4.

Board Recommendations

Vote FOR Proposition 1.

Vote YES to Proposition 3.

Vote YES to Proposition 4.