

BY-LAWS
of the
STUMPTOWN ORANGE --
THE SYRACUSE UNIVERSITY ALUMNI CLUB
OF GREATER PORTLAND, OREGON

(originally adopted July 2007, most recently amended and approved May 25, 2016)

ARTICLE I. NAME

The name of the organization shall be "STUMPTOWN ORANGE – THE SYRACUSE UNIVERSITY ALUMNI CLUB OF GREATER PORTLAND, OREGON" (referred to in these By-Laws as the "Club").

ARTICLE II. PURPOSES AND NATURE

Section 1. Purposes. The Club is formed to be operated exclusively for charitable and educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code, and in furtherance of such purposes specifically to promote the general welfare and interests of Syracuse University as an institution committed to promoting learning through teaching, research, scholarship, creative accomplishment and service. The Club shall provide a link between the past, present, and future of Syracuse University by:

- a. Fostering a spirit of loyalty and fraternity among graduates, former students and friends of Syracuse University;
- b. Promoting, fostering and encouraging alumni to maintain personal involvement in, and financial support of, the activities of Syracuse University;
- c. Interacting with the Office of Alumni Relations to represent the interests of alumni of Syracuse University located in the Portland, Oregon area.
- d. To conduct informational and social programs for the benefit of Syracuse University alumni, parents, and friends located in the Portland, Oregon area; and
- e. To encourage qualified children and grandchildren of Syracuse University alumni located in the Portland, Oregon area to attend Syracuse University.

Section 2. Nature of Operations. The Club shall operate as a chartered club of the Syracuse University Alumni Association, Inc. (hereinafter referred to as the "Alumni Association" or the "Association"), a not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Club shall thus operate in accordance with the terms of the Association's Charter Agreement with the Club.

Section 3. License from Syracuse University. The Club shall at all times comply with the provisions of the license granted to the Club by Syracuse University through the Charter Agreement between the Alumni Association and the Club, authorizing the Club to use the name "Syracuse University" in the Club's name and to represent that it is licensed by Syracuse University.

ARTICLE III. MEMBERSHIP

Section 1. Persons Eligible.

(a) Alumni members. Any person residing or working within the Portland, Oregon area who has graduated from or attended Syracuse University for not less than two years shall be eligible for membership, a person shall remain eligible even if he/she no longer resides or works within the Portland, Oregon area. Alumni members of the club (hereinafter referred to as "members") shall be considered Alumni Members of The Alumni Association. They may thus vote at meetings of the Association's membership and may serve on its board of directors, but shall not be considered members of the corporation under New York law.

(b) Affiliate Members. Affiliate membership shall be open to parents of present and former Syracuse University students, and to individuals who consider themselves to be friends of Syracuse University. Affiliate members shall have no voting privileges and may not serve as officers or directors of the Club, but they may participate in discussions at business meetings, serve on committees, and attend all Club events. Affiliate Members shall be considered Affiliate Members of the Alumni Association, but shall not be considered members of the corporation or have any voting privileges, and may not serve on the Association's board of directors.

Section 2. Dues. Any person who is eligible for membership or affiliate membership in the Club shall become a member or affiliate member upon submission of an application and payment of the annual dues, the amount of which shall be determined each year by the Board of Directors of the Club. (2014 dues are \$20.) All alumni who satisfy the geographic requirements for membership or affiliate membership shall receive free membership in the Club for one year following the date of graduation.

Section 3. Family Membership. When two or more persons eligible for membership or affiliate membership belong to the same immediate family and are domiciled at the same residence, they may become members of the Club by submission of an application and payment of annual dues for a single membership.

Section 4. Term of Membership. The membership year of all members and affiliate members shall be established by the Club. If no membership year is otherwise established, the membership year for each member shall start on the day and month that the

member joined the Club. Upon notice to members and with an appropriate pro-ration of dues, a member's membership year may be changed by the Club to coincide with its fiscal year.

This club's initial membership year commences with the date of the first full membership meeting and runs through June 30, 2008. Thereafter the membership year will commence each July 1 and end the following June 30.

Section 5. Annual Meeting. An annual meeting of the Club's membership shall be held at such time and place as the Board of Directors shall designate, for the purpose of electing directors and conducting the business and affairs of the Club. The members in attendance, provided there are at least one-tenth of all of the members entitled to vote, shall constitute a quorum.

Section 6. Special Meetings. The President shall call a special meeting of the membership, to be held in the city of Portland, Oregon or any adjoining municipality at a time specified in the notice, at his/her discretion or upon the request of three or more directors or 10% or more of the members entitled to vote. Only business specified in the notice may be transacted at a special meeting of the membership. The members in attendance, provided there are at least one-tenth of all of the members entitled to vote, shall constitute a quorum.

Section 7. Notice of Meeting. Written notice of all meetings of the Club's membership shall be mailed or e-mailed to each member and affiliate member, addressed to the last address on file with the Club. Any member or affiliate member who attends a meeting shall thereby waive any notice to which he/she might otherwise have been entitled.

Section 8. Voting. Each member of the Club shall have one vote. Affiliate members shall have no vote. Unless otherwise provided in another section of these By-Laws, action shall be taken by majority vote of the votes cast at a meeting of the members by the members entitled to vote on the matter, subject to applicable quorum requirements.

Section 9. Proxies. Voting by proxy shall not be allowed at meetings of the Club.

Section 10. Membership List. Use of Syracuse University alumni lists shall be approved for official University business including chartered club activities. All other uses shall be prohibited. All individuals having access to the membership list shall safeguard the personal data that it contains, thereby maintaining its confidentiality.

ARTICLE IV. OFFICERS

Section 1. Officers to be Elected. The officers of the Club shall be a President or Co-presidents, a Treasurer, a Communications Manager, and such vice-presidents and other officers as the Board of Directors may deem necessary or advisable. Officer positions may be

combined. The current officers, plus the immediate past president, shall constitute the club's Board of Directors.

Section 2. Election. The officers shall be elected by majority vote of the Club's membership at the annual meeting of the membership.

Section 3. Term of Office. All officers shall be elected for a term of two years, with the single exception of one Co-president elected in 2014, who shall serve for one year. The terms of all officers shall begin upon the adjournment of the meeting at which they were elected. No person shall serve more than two consecutive terms in the same office.

Section 4. Vacancies. Any vacancy occurring in an office may be filled by majority vote of the Board of Directors.

Section 5. Removal. Any officer may be removed with or without cause, at any time, by affirmative vote of two-thirds of the entire Board of Directors.

Section 6. Duties of Officers, required positions:

a. President or Co-presidents. The President shall preside at all meetings of the Board of Directors and of the membership. Subject to the authority of the Board of Directors, the President shall have general charge of the business, events and programs of the Club. The President shall also be responsible for submitting an annual report to the Alumni Association and the Syracuse University Office of Alumni Relations that includes an annual financial statement, a list of activities and events held by the club during the year in question, names of registrants at activities and events (where possible), the current paid membership list, and a roster of current officers and directors with their terms of office specified. The duties of the President may be shared among Co-presidents, with the specific division of labor to be determined by the occupants of the Co-presidency.

b. Treasurer The Treasurer shall be the chief financial officer and as such shall have charge and custody of all funds of the Club; shall deposit the funds as directed by the Board of Directors; shall keep and maintain accurate and complete books and records of accounts of the Club; shall handle all Club funds in accordance with Alumni Association guidelines and Internal Revenue Code requirements for Section 501(c)(3) organizations; and shall perform such other duties as may be specifically assigned by the Board of Directors. The Treasurer shall also be responsible for preparing all appropriate financial reports and information required by the Club's Charter Agreement with the Association. Unless otherwise specified by the Board of Directors in the election of other officers, the Treasurer shall carry out the duties of the President in the President's absence.

c. Communications Manager. The Communications Manager (formerly the Secretary) shall oversee communications between the club and its members; shall maintain

social media and electronic means of communication and publicity; shall see that proper meeting and event notices are e-mailed to each member and affiliate member of the Club; and shall perform such other duties as may be specifically assigned by the Board of Directors.

Section 7. Duties of Officers, discretionary positions:

a. Vice Presidents and Committee Chairs. Any Vice Presidents and Committee Chairs shall have such powers and perform such duties as may be specifically assigned by the Board of Directors and, in the order designated by the Board of Directors, shall also carry out the duties of the President in the President's absence. Vice Presidents or Committee Chair in the Stumptown Orange Alumni Club may include, but are not limited to, a V.P. for Membership, a V.P. for Events, and a V.P. for Student Involvement.

The Vice President for Membership or Membership Chair heads the Membership Committee; is responsible for recruiting and welcoming new members to the club; encouraging the annual payment of dues by members; and maintaining the club membership roster/database.

The Vice President for Events or Events Chair heads the Events Committee, oversees the development of the events calendar and makes sure the lead persons for specific events follow through on their assignments.

The Vice President for Student Involvement & Student Grant Chair coordinates the club's activities for incoming or current Syracuse University students or recent Syracuse University graduates. This includes planning for the annual Student Send-off event, oversight of the Student Grant Committee and Program, and, with the assistance of said committee, distribution of Student Grants or gifts.

b. Sports Coordinator. The Sports Coordinator manages events related to Syracuse University sports and other sports teams; is the club's liaison with venues at which club events related to sports take place.

c. Other Officers. Other officers may be initially elected by the directors to exercise such powers and perform such duties as may be specifically assigned to them by the Board of Directors. Upon the end of the such officer positions' initial term, the position shall be filled by majority vote of the Club's membership at the annual meeting of the membership.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties and Number of Directors. The affairs and management of the Club shall be vested in and controlled by a Board of Directors, all of the members of which shall be voting members of the Club. There shall be three or more directors, unless that number is changed by vote of the members at the annual meeting, but in no event shall the number of directors be less than three. The Board of Directors shall be comprised of all current officers, plus the immediate past president of the Club.

Section 2. Nominations. A slate of candidates to serve as directors of the Club shall be prepared and presented at the annual meeting of the membership by a Nominating Committee designated by the Board of Directors. Nominations may also be made from the floor at the annual meeting of the membership.

Section 3. Election and Term. The two-year terms of officers and directors shall be staggered.

Elected in even-numbered years: President or one Co-president, Vice President for Events or Events Chair, Sports Coordinator, and Communications Manager

Elected in odd-numbered years: One Co-president (if applicable), Vice President for Student Involvement & Student Grant Chair, Vice President for Membership or Membership Chair, and Treasurer.

The terms of all directors shall begin upon the adjournment of the meeting at which they were elected or at which they became the immediate past president..

Section 4. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors.

Section 5. Removal. Any director may be removed with or without cause, at any time, by majority vote of the entire Board of Directors, subject to restoration by majority vote of the members present at a special membership meeting and subject to quorum requirements. Any director may be removed with cause by majority vote of the members present at a special membership meeting, subject to quorum requirements.

Section 6. Meetings. The annual meeting of the Board of Directors shall be held promptly following the annual meeting of the membership. Other meetings of the Board may be held from time to time as determined by the President, in consultation with the Board of Directors. The President shall call a meeting of the Board whenever requested to do so in writing by three or more directors.

Section 7. Notice and Quorum. Notice of each meeting (other than the annual meeting) of the Board of Directors shall be given to each director, not less than seven days prior to the meeting. A majority of the Board shall constitute a quorum. Any director may waive notice of a meeting of the Board of Directors and shall be deemed to have waived notice by attending the meeting. Except as otherwise provided in these By-laws, all action shall be by majority vote of the directors present at a meeting, subject to quorum requirements.

Section 8. Committees. The President may, upon consent of a majority of the entire Board of Directors, appoint any special or *ad hoc* committees deemed necessary or desirable in the operation of the Club. The President shall designate a committee chair, who shall be a member of the Board of Directors of the Club. The committee chair shall designate a committee member to keep and deliver to the President and Secretary of the Club minutes of the committee meetings. At any committee meeting, a quorum shall be one-half of the members serving on the committee. The President shall be an *ex officio* member of every committee authorized by the Board of Directors.

Section 9. Rules. The Board may, from time to time, adopt and amend rules of operation not inconsistent with these By-Laws concerning its own activities, as well as those of the Club. In no event, however, shall the Board adopt or amend any rule of operation that violates any applicable law or regulation, or that otherwise jeopardizes the Club's not-for-profit or tax-exempt status as a chartered alumni club of the Alumni Association, or that is contrary to any provision of the license granted to the Club by Syracuse University.

ARTICLE VI. FINANCIAL MATTERS

Section 1. Bank Account The Board of Directors shall authorize the officers to open a bank account in the name of the Club, using the Federal Employer Identification number of the Alumni Association, as authorized by the Association's Charter Agreement with the Club. All banking transactions shall require the signatures of the Treasurer and at least one other officer of the Club who has been authorized by the Board of Directors to engage in banking transactions on behalf of the Club.

Section 2. Checks, Negotiable Instruments, and Contracts All checks and negotiable instruments for payment of money of the Club shall be signed by the Treasurer or by such other officer of the Club or other person who has been authorized by the Board of Directors to sign checks and negotiable instruments on behalf of the Club.* All contracts must be reviewed by the Syracuse University Risk Management Department and signed by the President or by such other officer of the Club or other person who has been authorized by the Board of Directors to sign contracts on behalf of the Club.

(*Checks, negotiable instruments, and contracts involving amounts in excess of \$5,000 must be signed by two persons authorized to sign a check/negotiable instrument/contract, as the case may be.)

Section 3. Loans. No loans shall be made by the Club to its Directors or officers.

Section 4. Compensation of Directors and Officers. Unless reimbursement is specifically authorized by the Board of Directors, directors and officers of the Club shall not be entitled to be reimbursed by the Club for expenses incurred in the performance of corporate duties, or for the value of their services rendered to the Club.

Section 5. No Personal Liability. The directors and officers shall not be personally liable for the payment of any debts or obligations of the Club, nor shall any of the property of any director or be subject to the payment of the debts or obligations of the Club to any extent whatsoever.

Section 6. Fiscal Year. The fiscal year of the Club shall begin on July 1 and shall end on June 30.

ARTICLE VII. AMENDMENTS

These By-Laws may be amended by vote of a majority of the Board of Directors or by vote of a majority of the members entitled to vote, at a meeting called for that purpose. However, any amendment adopted by the members may not be amended or repealed by the Board. The contents of any proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

“ Amendments shall become effective upon approval by the Board of Directors of the Syracuse University Alumni Association.”