

**CONSTITUTION AND BYLAWS
OF THE
JOHN JAY COLLEGE OF CRIMINAL JUSTICE ALUMNI ASSOCIATION**

Article I. General Provisions

Section 1. NAME AND APPLICABILITY

The John Jay College of Criminal Justice Alumni Association is governed by this Constitution and Bylaws, subject to approval of the John Jay College Foundation, Inc.

Section 2. DEFINITIONS

The following definitions apply to this Constitution and Bylaws:

- (A) “Active member” means any person holding an active membership in the Association.
- (B) “Association” means the John Jay College of Criminal Justice Alumni Association.
- (C) “Bylaws” means this Constitution and Bylaws.
- (D) “College” means the John Jay College of Criminal Justice of The City University of New York.
- (E) “Executive” means any duly-elected officer or executive at-large of the Executive Board.
- (F) “Executive Board” means the Executive Board of the Association.
- (G) “Foundation” means the John Jay College Foundation, Inc.
- (H) “Honorary member” means any person holding an honorary membership in the Association.
- (I) “Membership” means the active and honorary members of this Association.

Section 3. NOTICE

Whenever these Bylaws require notice to be provided to the membership, such notice may be sent by any means directed by the Executive Board, including, but not limited to, mail, fax, or e-mail. The Executive Board may delegate its power under this section to the Secretary.

Section 4. FISCAL YEAR

The fiscal year of this Association shall be the same as that of the Foundation.

Article II. Mission Statement; Non-Profit Status; General Powers

SECTION 1. MISSION STATEMENT

The mission of the Association is to support the College and its alumni, both undergraduate and graduate, by:

- (a) encouraging alumni to act as emissaries of the College;
- (b) serving as a focal point for communication and coordination of effort among alumni;
- (c) supporting and participating in developmental and fundraising activities;
- (d) promoting outstanding academic achievement by students;
- (e) awarding scholarships; and
- (f) strengthening bonds between and among alumni.

SECTION 2. NON-PROFIT STATUS; GENERAL POWERS

The Association is a constituent part of the Foundation and consequently is governed by the Foundation's Bylaws and Certificate of Incorporation. In the event of any inconsistency between these Bylaws and the Foundation's Bylaws and Certificate of Incorporation, the Foundation's documents shall take precedence. The Association derives its tax exempt status through the Foundation.

Article III. Membership

Section 1. CATEGORIES OF MEMBERSHIP

There shall be two categories of membership: Active and Honorary.

Section 2. ELIGIBILITY FOR ACTIVE MEMBERSHIP

The following persons are eligible for active membership in the Association:

- (a) Each graduate of the College who has been conferred an associate's degree, bachelor's degree, or master's degree;
- (b) Each graduate of the Graduate Center of The City University of New York who has been conferred a Ph.D. degree in either Criminal Justice or Forensic Psychology; and

- (c) Each graduate of Baruch College of The City University of New York who was conferred a degree in Police Science while the Police Science program was a part of Baruch College.

Section 3. ELIGIBILITY FOR HONORARY MEMBERSHIP

The following persons are eligible for honorary membership in the Association:

- (a) Each administrator, and full-time and adjunct faculty member, of the College, provided that the membership of such a person shall automatically terminate upon his or her disassociation from the College; and
- (b) Such other persons as the Executive Board may, from time to time, elect to honorary membership.

Section 4. DUES

There shall be no dues for membership in the Association, provided that the Executive Board may require contribution of a minimum amount before a member may receive certain benefits or services, including a membership card.

Section 5. ACTIVATION OF MEMBERSHIP

Any person meeting the requirements of this Article for membership shall become a member by submitting the appropriate application to the Secretary of the Association, or his or her designee, in such form as the Executive Board directs. All members shall keep the Association updated of their contact information. Unless otherwise set forth in this Article or required by the Executive Board, a completed application shall activate membership for life. A member of the Association prior to ratification of these Bylaws need not submit a new application.

Section 6. RESIGNATION OF MEMBERSHIP

Any member may terminate his or her membership in the Association by providing written notice to the Secretary or his or her designee.

Section 7. REMOVAL

Any member may be removed or suspended by a two-thirds vote of the Executive Board, subject to approval by the Foundation.

Section 8. MEMBERSHIP RIGHTS AND PRIVILEGES

Active members shall be eligible to hold office and to vote on all matters submitted to the membership, except as provided herein. Honorary Members shall not be eligible to hold

office or to vote on any matter, but may enjoy such privileges as determined by the Executive Board.

Section 9. MEETINGS

- (a) There shall be an annual meeting of the Association, at such time and place as directed by the Executive Board. At this meeting:
 - (i) The President shall deliver to the membership a report of the state of the Association;
 - (ii) The Treasurer shall deliver to the membership a report of the financial status of the Association;
 - (iii) Officers shall be elected, if the annual meeting occurs during an election year;
 - (iv) Proposed amendments, if any, to these Bylaws shall be considered, subject to approval by the Foundation; and
 - (v) Such other business shall take place as the Executive Board may so direct.
- (b) A special meeting of the Association may only be called by the President, the Executive Board, or upon written petition by twenty-five (25) active members to the Secretary, who shall specify in their petition the business to be conducted at such special meeting. In any case, the time and place of a special meeting shall be fixed only by the Executive Board. The Executive Board may, but is not required to, direct that business raised by a member-based petition shall take place at the annual meeting, in accordance with section 9(a)(v) of this Article.
- (c) Notice of any meeting under this Article, including the annual meeting, shall be sent to the membership at least thirty (30) days prior to the date of the meeting and shall specify the business to be conducted at such meeting. No business, other than that specified in the notice, may take place at a meeting.
- (d) A quorum required to transact business at any meeting shall be twenty-five (25) active members.
- (e) The act of the majority of the active members present at a meeting at which a quorum is present shall be the act of the membership unless the act of a greater number is required by law or these Bylaws, but if less than a quorum is present at such meeting, a majority of the active members present may adjourn such meeting without further notice.

Article IV. Officers

Section 1. DESIGNATION OF OFFICERS

The Officers of the Association shall be the President, the First Vice President, the Second Vice President, the Third Vice President, the Secretary, the Treasurer, and the Historian.

Section 2. DUTIES

- (a) The President shall preside at all meetings of the Association and of the Executive Board, shall have the overall responsibility for the management of the affairs of the Association, subject to the requirements of the Foundation; shall serve on the Foundation Board; and shall perform such other duties as may be prescribed by the Executive Board;
- (b) The First Vice President shall perform such duties as may be prescribed by the Executive Board, and shall exercise all the powers of the President in his or her absence.
- (c) The Second Vice President shall perform such duties as may be prescribed by the Executive Board, and shall exercise all the powers of the President in the absence of both the President and First Vice President.
- (d) The Third Vice President shall perform such duties as may be prescribed by the Executive Board, and shall exercise all the powers of the President in the absence of the President, First Vice President, and the Second Vice President.
- (e) The Secretary shall, subject to the requirements of the Foundation, keep all records of the proceedings of the Association and of the Executive Board; shall have the custody of the books, records, and seal of the Association; shall send required notices; shall keep a register of all members; shall exercise other duties as specified in these Bylaws; and shall perform such other duties as may be prescribed by the Executive Board. The Secretary may, with the consent of the Executive Board, delegate the administrative duties in this paragraph to a representative of the College.
- (f) The Treasurer shall, subject to the requirements of the Foundation, liaise with the College and Foundation on the status of the funds, securities, property, and other assets that are designated for the Association. The Treasurer shall render to the Executive Board and the Foundation, whenever either of them may require, a report of the financial condition of the Association and the assets designated by the Foundation for the Association.
- (g) The Historian shall write an annual report of the Association's activities for the previous year; and shall perform such other duties as may be prescribed by the Executive Board.

Section 3. ELECTION OF OFFICERS; NOMINATION COMMITTEE

- (a) The Executive Board shall specify the time and location of an election of the Officers of the Association, which shall occur no later than May 31st of the year in which officers' terms expire. The Secretary shall accept nominations for officer positions beginning ninety (90) days prior to the election and ending sixty (60) days prior to the election. An active member may be nominated by himself or herself or by any other active member.
- (b) The Executive Board shall establish a Nomination Committee, consisting of at least two (2) Executives and one (1) active member who is not also an Executive, who shall screen the nominations and recommend to the Executive Board a slate of no more than three (3) candidates for each officer position. The Executive Board shall consider the recommendations of the Nomination Committee and thereafter confirm or amend the proposed slate of candidates. The Nomination Committee and/or the Executive Board may require a candidate to submit whatever documentation or supporting materials necessary to make an informed decision on his or her candidacy.
- (c) The Secretary, or his or her designee, shall send notice of the candidates for each office to the membership ten (10) days prior to the election. The Executive Board may, but is not required to, permit voting by electronic means, but in no event shall voting by proxy be permitted. An election shall be decided by plurality vote. Following the election, the Secretary shall certify the results of the election and send notice of the results thereof to the Executive Board, the membership, and the Foundation. The first election under these Bylaws shall occur in 2011. Election results of Executive Board members are subject to ratification by the Foundation.

Section 4. TERMS OF OFFICE

- (a) Each Officer shall be elected to a two (2) year term. An Officer's term commences on the July 1st following the election and ends on June 30th two (2) years thereafter. Officers may serve no more than three (3) consecutive terms.
- (b) An Officer who serves three (3) consecutive terms may thereafter be elected as either an officer or at-large Executive after one (1) term of non-service.

Section 5. OFFICER EMERITUS

In recognition of Association members who have exhibited dedication in service to the Association as Officers, the Executive Board may, from time to time, but no more than once per fiscal year, elect a former Officer to be an Officer Emeritus. An Officer Emeritus must have contributed substantially to furthering the goals of the Association and have exhibited the dedication and sacrifice to the Association that sets that person apart from all others. No person may be nominated who is currently a member of the Executive Board. The nomination must be

made by at least two Officers and be approved by a two-thirds vote of the Executives. An Officer Emeritus will not have voting privileges on the Executive Board.

Article V. Executive Board

Section 1. COMPOSITION

- (a) The Executives of the Association shall consist of:
 - (i) the Officers of the Association; and
 - (ii) At-Large Executives, if any, who shall each be elected by a majority vote of the Officers. The number of at-large Executives, if any, shall be set by the Officers, provided that no decrease in the number of Executives shall shorten the term of an incumbent Executive.
- (b) Collectively, the Executives of the Association shall constitute the Association's Executive Board .
- (c) Each Executive, whether an officer or an at-large Executive, shall have one vote.
- (d) The Executive Board may designate an Executive to be a liaison and representative of the Executive Board to a designated group of members, including, but not limited to, members living or working in particular geographic regions, members employed by a particular agency or sector, or members who graduated in particular years. Such Executives shall be representatives of the Executive Board and are not bound to vote in the interests of their designated groups.

Section 2. QUALIFICATIONS

Only active members of the Association who are registered as such, or grandfathered in, at the time of election, may be elected to the Executive Board.

Section 3. TERMS OF OFFICE

- (a) An At-Large Executive's term commences on the date that he or she is elected by the Officers and ends on June 30th of the year that the Officers' terms next end. At-large Executives may serve no more than three (3) partial or full terms within a six (6) year period.
- (b) An At-Large Executive who serves three (3) consecutive terms may thereafter be elected as either an officer or at-large Executive after one (1) full term of non-service.

Section 4. VACANCIES

In case of any vacancy on the Executive Board, including that of an Officer, a majority of the remaining Executives may elect an active member to be an Executive for the unexpired term of the predecessor in office.

Section 5. POWERS

The Association shall be governed by the Executive Board, subject to approval of the Foundation and consistent with the purposes set forth in the Certificate of Incorporation of the Foundation.

Section 6. EXECUTIVE BOARD MEETINGS

- (a) There shall be at least two (2) regular meetings of the Executive Board each year. Special meetings of the Executive Board may be called by the President or upon petition by at least three (3) members of the Executive Board.
- (b) Notice of the time and place of an Executive Board meeting shall be given at least ten (10) days before such meeting, except that the Executive Board, by unanimous consent, may dispense with this requirement.
- (c) A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board; but if less than a quorum is present at such meeting, a majority of the Executives present may adjourn such meeting without further notice.
- (d) The act of the majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by law or these Bylaws.
- (e) Any member of the Executive Board may participate in a meeting of the Executive Board by means of a telephone conference or similar communication device that allows all persons participating in the meeting to hear each other or to contemporaneously read each others' remarks, and such participation in a meeting shall be deemed a presence in person at such meeting.

Section 7. UNANIMOUS CONSENT IN LIEU OF MEETING

When any action or transaction is approved and adopted in writing, signed by all of the Executives at the time of the respective action or transaction, then such writing of a Unanimous Consent in Lieu of Meeting shall be fully authorized and adopted with the same force and effect as if authorized at a duly held meeting of the Executive Board. An Executive shall be deemed to have provided written, signed consent, for purposes of this section, if he or she sends to the President or Secretary an electronic message indicating agreement with the proposed action or transaction.

Section 8. REMOVAL

- (a) By a two-thirds vote of the Executive Board, not including the Executive in question, an Executive may be removed from office if the Executive Board finds that the Executive has engaged in conduct detrimental to the objects and purposes of the Association. A vote of removal of an Executive is subject to confirmation by the Foundation.
- (b) Executives may also be removed by the Foundation through such procedures as the Foundation may adopt.

Section 9. COMPENSATION

All Executives shall serve without compensation. Any such Executive may, however, receive fair and reasonable compensation for services actually rendered to the Association if such compensation is approved as follows: (i) any such arrangement, whether by written contract or otherwise, must be approved in advance by the Executive Board, such person not voting; and (ii) all remaining aspects of the arrangement, including compensation and nature of the conflict, so approved, must have been disclosed in advance to all Executives and all Executives must be given an opportunity to object in writing prior to any vote as described in (i) above. Such approvals or rejections shall be recorded in the records of the Secretary.

Article VII. Indemnification

As set forth in the Foundation Bylaws, the Foundation shall hold harmless, indemnify, and defend all Executives, to the extent permitted by law, for all legal and good faith actions taken on behalf of the Association. The Association shall be required to hold harmless, indemnify, and defend any person not a executive only to the extent specifically required to do so by a duly passed resolution of the Executive Board. Either the Association or the Foundation shall maintain such insurance as is appropriate and necessary to provide reasonable and adequate protection for itself and its Executives, employees, and agents under this provision.

Article VIII. Amendments

These Bylaws may be repealed or amended, in whole or in part, by a two-thirds vote of the Executive Board or by a majority vote of the active members. Proposed amendments may be submitted to the active members by the Executive Board, or by a petition, in writing, by any twenty-five (25) active members, that is sent to the Secretary at least sixty (60) days prior to the meeting at which the same are to be acted upon. The Secretary, or his or her designee, shall send copies of any proposed amendments to the membership along with notice of the meeting at which the amendments are to be considered. The Secretary shall maintain the Bylaws and keep a

record of all amendments to the same. Amendments to these Bylaws are subject to ratification by the Foundation.

Article IX. Ratification of Initial Bylaws

- (a) After approval by a two-thirds vote of the governing body of the existing Association, these Bylaws shall be submitted to the Foundation for preliminary approval. If the Foundation gives preliminary approval for these Bylaws, they shall then be submitted for a vote of the active members of the Association. Such vote shall take place at such time and place as designated by the governing body. These Bylaws shall be deemed ratified when they are approved by a majority vote of the active members participating in such vote, provided that a quorum for such a vote shall consist of twenty-five (25) active members. The Secretary shall then forward the Bylaws to the Foundation for final approval.
- (b) Upon final approval by the Foundation, the existing officers of the Association shall continue service as Officers under Article IV until such time as the first election of Officers is to be held under these Bylaws. Service as an officer under a previous Constitution or Bylaws of this Association shall not count towards the limitations in Article IV(4).

I certify that a two-thirds vote of the governing body of the existing Association has approved these Bylaws.

_____ Dated: _____
Suzanne Chiofolo
Secretary, Alumni Association

I certify that the John Jay College Foundation, Inc., has given preliminary approval to these Bylaws.

_____ Dated: _____
Bettina P. Murray
Secretary, John Jay College Foundation, Inc.

I certify that these Bylaws have been approved by a majority vote of the active members of the Association participating in the vote and that there was a quorum present for the vote.

Suzanne Chiofolo
Secretary, Alumni Association

Dated: _____

I certify that the John Jay College Foundation, Inc., has given final approval to these Bylaws.

Bettina P. Murray
Secretary, John Jay College Foundation, Inc.

Dated: _____