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**Fort Schuyler Maritime Alumni Association By-Laws**  
Current to May, 2016



## **Fort Schuyler Maritime Alumni Association, Inc.**

### **BY-LAWS**

#### ORIGINAL PREAMBLE OF PREDECESSOR ORGANIZATION

**WHEREAS**, for more than a quarter of a century, the NAUTICAL SCHOOL SHIP has been in existence in various of our States, with results that have not reached the expectations of its founders, it is assumed by some that lack of encouragement and the absence of wise counsel of older seafaring men have been among the most potent factors in obstructing the faithful endeavors of the worthy men who devoted so much of their time and talents to equip our young men for the calling of the sea,

**THEREFORE**, an Alumni Association can be of great value to the young graduate, entering upon a career on board the American Merchant Ship and do much toward restoring the old time prestige of the Stars and Stripes to the seas, and keep the Empire State to the front in the great forward movement of our MERCHANT MARINE.

October 21, 1903

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## ARTICLE I

### CORPORATE PURPOSES

**Section 1.** The purposes of the Corporation, in addition to and consistent with those set forth in the Certificate of Incorporation, include promoting camaraderie among the alumni, providing a forum in which all alumni can network and enhance their professional growth, and advancing the professional interests of the alumni and the Maritime College at Fort Schuyler community at large.

**Section 2.** In pursuance of these purposes, the Corporation shall, at its discretion:

**A.** Strive, through an ongoing program of communications and events, to preserve the camaraderie and pride that binds graduates of the Maritime School at Fort Schuyler together.

**B.** Provide opportunities for alumni of the Maritime College and its predecessor institutions (collectively, the “Maritime School at Fort Schuyler”) to offer financial and other assistance to students of the Maritime College by awarding fellowships, scholarships, grants-in-aid or loans, and by participating in programs designed to enrich their physical, mental and moral life.

**C.** Commemorate the lives of alumni, faculty and students of the Maritime College who have rendered distinguished educational, patriotic or other public services.

**D.** Foster the organization of, cooperate with, and exercise general supervision over Chapters of the Corporation.

**E.** Provide financial, moral and political support to the Maritime College.

## ARTICLE II

### MEMBERSHIP

**Section 1. Classes of Membership:** There shall be three classes of membership of the Corporation: Members, Associate Members, and Honorary Members.

**Section 2. Members:** are defined as graduates of the New York Nautical School, the New York State Nautical School, the New York State Merchant Marine Academy, the New York State Maritime Academy, the New York State Maritime College, the State University of New York Maritime College or any successor institution thereto (collectively, the “Maritime School at Fort Schuyler”) who have been admitted to membership by application and have remained in good standing as hereinafter provided.

**Section 3. Associate Members:** are defined as non-graduates who have been enrolled as students at the Maritime School at Fort Schuyler for one year or more, but who, for honorable reasons, did not graduate. They may be admitted to membership as Associate Members and as such shall have all privileges of membership except the right to vote or hold office in the Corporation. Associate Members may, after three years membership as such, be elected to full membership by a majority vote of those present at a meeting of the Board of Directors.

**Section 4. Honorary Members:** are defined as persons who have distinguished themselves in affairs beneficial to the aspirations of the Corporation. They shall be elected by a unanimous vote of those present at a meeting of the Board of Directors, and approved by a majority of those present at the next subsequent Regular or Special Meeting of the Corporation. Honorary Members shall have all the privileges of membership except the right to vote or hold office in the Corporation.

**Section 5. Dues and Fees:** There shall be no initiation fee for membership. All members of each graduating class who have completed their education at the Maritime School at Fort Schuyler shall, upon receiving their degrees, be awarded full membership free of annual dues for a period of time specified by the Board of Directors. Annual dues shall be decided by the Board of Directors prior to the Annual Membership Meeting in January.

**Section 6. Arrears:** Any member in arrears for three (3) years payment of dues shall be deemed not in good standing and shall be deprived of all membership privileges; the disposition of his/her case shall be at the pleasure of the Board who shall, unless there is a valid excuse, either suspend or dismiss such member. The Treasurer shall report those in arrears to the Board when requested. The Board may, by a majority of those present at a meeting, suspend the payment of dues in the case of a member who has been in good standing for twenty (20) years and who has made a written statement to the effect that he or she is financially unable to pay the dues. This privilege may be terminated any time by a majority of those present at a Board meeting.

**Section 7. Certificate of Membership:** The Corporation will furnish to members making request, a certificate of membership signed by the President and Secretary at the cost of printing and preparation.

## ARTICLE III

### OFFICERS

**Section 1. Corporate Officers:** The Officers of this Corporation shall consist of a President, two Vice Presidents, a Secretary, a Treasurer, and an Assistant Treasurer.

**Section 2. Term of Office:** The term of office of the Officers shall be one year, beginning and ending at the conclusion of the Annual Membership Meeting in January, or until their successors have been elected.

**Section 3. President:** The President shall be the executive head of the Corporation, and, ex officio, a member of all committees. He shall preside at all meetings of the Corporation and the Board of Directors. The President shall sign and execute, for the Corporation and for the Board of Directors, all documents issued by these bodies, and with either the Treasurer, the Secretary or a Vice President all deeds, bonds, mortgages, leases and contracts, when duly authorized to do so, and affix or cause to be affixed the Corporation seal thereto when necessary. The President is the Chief Executive Officer of the Corporation and shall act as such in executing the policies of the Corporation as expressed at a meeting of the Corporation or Board of Directors. It shall be the President's duty to preside at all meetings of the Corporation and/or the Board of Directors; to stimulate members to attain the highest and most useful professional success; to invite profitable discussion on timely professional topics relative to the Maritime College, to graduates and to the Corporation, and to direct the issue of the annual or other reports.

**Section 4. Vice Presidents:** The First Vice President and Second Vice President, in that order of seniority, shall act in the place of the President during his absence or disability and shall direct such major areas of the Corporation activity as may be assigned by the President. A Vice President will sign, with the President, all deeds, bonds, mortgages, leases and contracts when duly authorized to do so.

**Section 5. Secretary:** The Secretary shall conduct such part of the correspondence of the Corporation as shall be assigned to him. He shall keep or have kept an accurate record of the proceedings of all meetings of the Corporation and the Board of Directors. He shall be custodian of all books, papers, documents and records of the Corporation and the Board of Directors. These materials shall be permanently housed either in the office of the Corporation or a bank safe deposit box. He shall, when requested by the President, give due notice of all regular and special meetings of the Corporation, the Board of Directors and of standing and special committees. He shall notify all directors, officers and chairman of the several standing and special committees of their election and appointment. The Secretary will sign with the President all deeds, bonds, mortgages, leases and contracts when duly authorized to do so.

**Section 6. Treasurer:** The Treasurer shall be the fiscal officer of the Corporation. He shall be the custodian of all funds and properties of the Corporation, and shall make recommendations concerning the proper insurance to the Board of Directors. He shall receive all monies and securities of the Corporation, including any subscriptions,

beneficiary aid and other funds, and deposit same in depositories designated by the Board of Directors. He shall maintain complete and accurate accounts of all receipts and expenditures and shall submit quarterly and annual reports of income and disbursements to the President and be prepared to report at regular and special meetings of the Corporation and Board of Directors. He shall, at Corporation expense, give bond for faithful performance of his duties. The Treasurer will sign with the President all deeds, bonds, mortgages, leases and contracts when duly authorized to do so.

**Section 7: Assistant Treasurer** The Assistant Treasurer shall serve as a backup for the Treasurer, perform duties assigned by the Treasurer, and shall assume the duties of the Treasurer in his/her absence.

**Section 8. Budget:** A budget for current expenses, which shall not extend beyond the calendar year's end, shall be drawn up and approved by the Board of Directors, in advance, and no expenditures in excess of those approved in the Budget shall be made except on order of a meeting of the Board of Directors. Each expenditure of the Corporation funds shall be on the approval of the President, unless a membership meeting or the Board of Directors overrides the President's disapproval by a vote on any expenditure in dispute. All payments shall be by check or electronic means and no check on the Corporation's funds shall be paid unless it bears the signature of at least two officers designated as check signers as authorized by a resolution at a meeting of the Board of Directors and place on file at the Corporation's bank.

**Section 9. Officer Vacancies:** Any officer who fails to attend three (3) consecutive meetings shall be deemed to have resigned his/her position. Absent a special application and review by the Board to retain that member in good standing, the Board shall proceed with the removal of said officer for failure to attend meetings. Candidates for such officer vacancies shall be nominated at a duly constituted Board meeting and voted upon at the next subsequent duly constituted Board meeting. Appointments to fill all such vacancies shall require a majority vote by the Board of Directors.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 1. Board of Directors:** The Board of Directors, herein referred to as the "Board," shall be the governing body of the Corporation and shall carry out its purposes and policies.

**Section 2. Board Structure:** The Board shall consist of the following 19 persons: the six Officers of the Corporation; the four most recent past Presidents of the Corporation or of the predecessor organization who are members in good standing and who are not otherwise members of the Board; and nine (9) other members, to be known as Directors, elected by the membership of the Corporation at the annual election. These nine Directors shall be divided into three classes; the term of office of those of the first class to expire at the conclusion of the Annual January Membership Meeting next ensuing; of the second class one (1) year thereafter; of the third class two (2) years thereafter; and at each annual election held after such classification and election, Directors shall be chosen for a full

term, as the case may be, to succeed those whose terms expire. In addition to the foregoing 19 persons, Chapter Presidents who have submitted the application described in Article VIII and received Board approval shall be members of the Board.

**Section 3. Advisory Board:** There shall be an Advisory Board consisting of the presidents of duly organized chapters, all past presidents of the Corporation or of the predecessor organization who are members in good standing and who are not voting members of the Board, and, in addition thereto, one member to be selected and appointed by the President from each of the last three graduating classes of the Maritime School at Fort Schuyler preceding the annual election (each to serve for a period of three years), but in no case shall more than one such member be eligible for appointment in any one year. The Board of Directors may appoint additional members to the Advisory Board. Members of the Advisory Board shall have the right to attend all meetings of the Board of Directors but shall not be entitled to vote at such meetings.

**Section 4. Honorary Board Members:** The Board of Directors may appoint, by majority vote, additional members to the Board who may be known as Honorary Board Members. Such members may be invited to attend meetings of the Board of Directors, but shall have no voting privileges.

**Section 5. The Board as Trustees:** The Board shall be the trustees of the properties of the Corporation and as such shall possess all the powers and be charged with all the duties necessary to carry out fully the purposes and activities of Article I of these By-Laws.

**Section 6. Appointments:** The Board shall appoint a Director and/or Executive Director of the Corporation, the Editor(s) of its publication(s) and other staff members, and shall determine their powers, duties, terms of office and compensation. Such persons need not be members of the Corporation.

**Section 7. Fiscal Affairs:** The Board shall be responsible for the fiscal affairs of the Corporation and shall present an accounting at the Annual Membership meeting of the Corporation.

**Section 8. Fund Raising:** The raising of funds for special purposes in the name of the Corporation shall have prior approval of the Board of Directors.

**Section 9 Board Vacancies:** Any Board member who fails to attend three (3) consecutive meetings shall be deemed to have resigned his/her position. Absent a special application and review by the Board to retain that member in good standing, the Board shall proceed with the removal of a Board member for failure to attend meetings. Candidates for such Board vacancies shall be nominated at a duly constituted Board meeting and voted upon at the next duly constituted Board meeting. Appointments to fill all such vacancies shall require a majority vote by the Board of Directors.

**Section 10. Committees:** The Board may designate committees consisting of three (3) or more of the Directors of the Corporation. The President shall nominate members of these committees, subject to approval by a majority vote of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace



any absent or disqualified member at any meeting of the committee. No such committee, except to the extent provided by specific resolution of the Board of Directors, may bind the corporation, nor exercise any power or authority in the management of the business and affairs of the Corporation, nor authorize the seal of the corporation to be affixed to any papers; nor shall any such committee under any circumstances have power or authority in reference to the following matters: (a) approving or adopting, or recommending to the membership, any action or matter expressly required by this chapter to be submitted to membership for approval or (b) adopting, amending or repealing any By-law of the Corporation.

**Section 11: Nominating Committee:** The Nominating Committee shall consist of a chairman and two (2) or more Board members appointed by the President and approved by a majority vote of the Board. The committee shall be constituted and shall meet prior to the Fall Membership Meeting for the purpose of selecting candidates for Officers and Board Directorships.

## ARTICLE V

### MEETINGS

**Section 1. Date, Place and Time of Meetings:** The Board shall (or shall authorize the President to) select the date, time and place of any meeting of the membership of the Corporation or of the Board, except as specified elsewhere in this Article.

**Section 2. Regular and Special Membership Meetings:** The regular meetings of the Corporation are as follows: There shall be an Annual Membership Meeting in January, at which time the results of the election of Officers and the Board of Directors shall be announced. A Fall Membership Meeting shall be held in September or October, at which time the Nominating Committee shall present a slate of Officers and three members of the Board of Directors to the membership. Nominations for Officers and Board members from the floor are in order at the Fall Membership Meeting. A Special Meeting of the Corporation may be called upon written request to the Secretary by twenty-five (25) Members in good standing.

**Section 3. Regular Board Meetings:** The Board of Directors shall meet at the call of the President, but there shall be no fewer than four (4) meetings per year. Regular Board meetings may be held by conference telephone at the discretion of the President, subject to the conditions set forth in Section 9 of this Article.

**Section 4. Special Board Meetings:** A Special Meeting of the Board of Directors may be called upon written request, including written request by electronic means, to the Secretary by five (5) members of the Board of Directors.

**Section 5. Quorum:** A quorum must be present to validate votes taken at meetings of the Board of Directors or the Corporation. Ten (10) members of the Board or one-third of the total number of Board members, including Chapter Presidents approved for voting under the provisions of Article VIII, whichever is greater, shall constitute a quorum at meetings of the Board of Directors. Twenty (20) Members shall constitute a quorum at meetings of the Corporation.

**Section 6. Meeting Notices:** Notices of all Regular or Special meetings of the membership of the Corporation and the Board of Directors shall be made in writing or by electronic means at least ten (10) days prior to any such meeting.

**Section 7. Conduct of Meetings:** Conduct of meetings of the membership of the Corporation and of the Board of Directors shall be governed by Robert's Rules of Order

**Section 8. Action without a Meeting:** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

**Section 9. Electronic Participation at Meetings:** Meetings of the Board of Directors or any committee designated by the Board may, at the discretion of the President, be held by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear one another. Moreover, individual members of the Board or such committees may participate in the same way. Participation in this manner shall be constitute presence in person at the meeting.

**Section 10. Order of Business:** The following order of business shall, to the extent practicable, be applied during meetings of the membership of the Corporation and of the Board of Directors:

Calling of Order  
Approval of Minutes of Previous Meeting  
Reports of Officers  
Report of Board of Directors  
Reports of other Committees  
Unfinished Business  
New Business  
Proposals for Membership  
Election of New Members  
Nomination or Election of Officers and Board of Directors

At the discretion of the President or a vote of the Directors present, the regular Order of Business may be suspended as circumstances dictate.

## **ARTICLE VI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, employee or agent 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

## **ARTICLE VII**

### **ELECTIONS**

The Nominating Committee shall present a slate consisting of Officers and three members of the Board of Directors at a Fall Membership meeting in September or October. Nominations from the floor are in order at that time. Nominations may also be submitted to the Nominating Committee in writing over the signatures of fifteen (15) Members in good standing. Written nominations must be received by October 30. The Nominating Committee shall then meet to select nominees, and present a slate with at least two nominees for each position, if possible, to the November meeting of the Board of Directors for its approval. Following Board approval, ballots with a specified return date will be sent to all Members in good standing. Ballots will include special return envelopes marked BALLOT, Fort Schuyler Maritime Alumni Association Inc., addressed to the Secretary of the Corporation. The Secretary shall deliver the envelopes containing the ballots unopened to an independent ballot counter to be counted. Results will be delivered to the President and announced at the January meeting.

The board may institute a policy of electronic voting, in whole or in part, for any election or required vote of the Corporation. The rules of such balloting will parallel those of mail balloting as closely as possible.

## **ARTICLE VIII**

### **LOCAL CHAPTERS**

Charters for the organization of local chapter groups of alumni may be requested by written notice to the Secretary over the signature of fifteen (15) regular Members in good standing. The President shall issue such Charter to a duly qualified group of alumni when approved by the Board and by the Members at a membership meeting. Duly organized and recognized Chapters of the Association shall, upon application to the Board received not later than February first of each calendar year (such application to include a schedule of planned activities for the calendar year), be granted partial rebates of annual membership dues paid to the Association. Any such rebates shall be made once per year on a per capita basis, based on applying Chapter's number of paid-in-full members of the Association as of the close of the preceding calendar year. The percentage or amount of each individual's dues to be rebated shall be decided by the Board. Rebate requests that have been approved by the Board shall be paid to the Chapter Treasurer within 30 days of the first Board meeting following receipt of the application.

The duly elected President of any Chapter is entitled to vote at Board meetings that he or she attends, either in person, by telephone, or electronically, provided that: (1) the Chapter has at least twenty-five active members who are members in good standing of the FSMAA; (2) the Chapter's President is elected annually by a fair and democratic process by the members of the Chapter who are members in good standing of the FSMAA; (3) the Chapter has at least two meetings and two scheduled events per year; and (4) the Chapter President submits an annual application to the Board no later than January 15 of each calendar year, in a form to be specified by the Board, certifying that the foregoing conditions have been met. The Board shall review any such application(s) at the next meeting following submission of same, and shall approve any valid applications. Upon approval, the Chapter President shall become a member of the Board of Directors for a period of one year following such approval, and shall have the right and the duty to attend and vote at Board meetings, either in person, by telephone, or electronically, for one year or the remainder of his term, whichever is shorter.

## **ARTICLE IX**

### **PUBLICATIONS**

The Board of Directors shall have published, if practicable, a newsletter or equivalent publication, with a title chosen by the Board, at least twice a year. The purpose of such publication shall be for dissemination of information concerning the Corporation and the Members, pertinent maritime or other news items of importance, the Annual Reports of Officers, and any historical matters of interest to the membership. To execute this duty the Board shall appoint an Editor, who shall hold office at his own and the Board's pleasure. The general policy followed in publications shall be conformity with that desired by the Board. An appropriation, in such amount as the Board deems proper, shall be granted for the publication of the Bulletin.

## ARTICLE X

### AMENDMENTS

Amendments to individual Articles of these By-Laws may be proposed by A) a majority vote of the Board of the Corporation or B) a petition signed by twenty-five Members in good standing to the Board of the Corporation with copies to the President and Secretary . Any proposed amendment must include the new wording and its purpose. If approved by the Board, the Corporation shall, within forty-five (45) days of receipt of the proposed amendment, mail to all Members in good standing a ballot soliciting approval or disapproval. 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 "BYLAWS BALLOT," addressed to the Secretary of the Corporation. Return ballots must be received by the Secretary of the Corporation within thirty (30) days of the date of ballot mailing. A two-thirds affirmative vote of the ballots received by the specified return date will be required for adoption of such amendment.

Should the Board *reject* an amendment proposed by petition of twenty-five (25) Members in good standing, the Corporation shall, *at the request and expense of the sponsors*, follow the procedures specified in paragraph 1 of this Article.