TO: Chancellor B. A. Rosa and Regent J. V. Finn Regents Office, State Education Bldg 89 Washington Avenue, Albany, NY 12234

CC: Commissioner D'Agati

SUBJECT: Potential Suspension of Rensselaer Alumni Association Charter

Dear Chancellor Rosa and Regent Finn,

Purpose:

This purpose of this letter is to request that the Board of Regents of the University of the State of New York examine the structure, functioning and recent actions of the Board of the Rensselaer Alumni Association (RAA), a NY State Educational, Tax Exempt Corporation, due to the flagrant and continuing disregard of its Charter, By-Laws and relevant NYS NPC Laws dealing with holding, and noticing to all members, Annual Meetings of members for the elections of Trustees / Board Members. There is also a question of whether the Charter and Bylaws are in conflict because certain Trustees are not subject to elections.

Background:

Renew Rensselaer (RR) is a group of Rensselaer Polytechnic Institute (RPI) Alumni dedicated to reversing the decline of our Alma Mater¹. On May 26, 2018, we sent a Petition² to the President and Secretary of the RAA, with the requisite 100 signatures (as required by RAA By-Laws³), requesting a Special Meeting to discuss deteriorating governance, financial, and academic issues at RPI. We have been repeatedly rebuffed in our efforts to schedule, and to effect notice to all alumni for a proper Special Meeting, as documented in a letter to Commissioner D'Agati⁴ and in another letter to the RAA President⁵.

Our Grievance:

In researching why the RAA has been so resistant to hearing from its members, we requested access to the Association's meeting minutes⁶. A reading of the minutes occurred on August 24th, 2018, by two alumni, at RAA corporate headquarters in Troy, NY. They discovered, as documented in their affidavits ^{7&8}, that for at least the past five years, no Annual Meetings of the Association's Members have been held for the election of Trustees, as required by its By-Laws and NYS NPC Law⁹. Also, there was no written record to indicate that its slate(s) of nominees, apparently determined by some unspecified process, were elected by a vote of the RAA membership (as set forth in, and required by, its Charter and Bylaws). Importantly, we corroborated these findings in conversations with current and past members of the RAA Board of Directors, including no notice of meetings for elections.

Our Request:

On behalf of hundreds of dismayed and frustrated RPI Alumni, Renew Rensselaer requests that the NY State Board of Regents take appropriate actions, potentially including a suspension of the Charter¹⁰ of the RAA, pending a properly scheduled and noticed Annual Meeting of its members to legally elect its Board of Trustees. Prior to this meeting, a call to all members for nominations shall be made, and those nominated, with qualifications, presented to the membership in accordance with RAA's Bylaws.

Sincerely, on behalf of Renew Rensselaer:

G. W. "Bill" Criss III

G. W. Criss, III RPI '68, '69G billcriss@tesla.net

Attachments and References:

- www.renewrensselaer.org see pull-downs "The Untold Story" and "Platform"
- 2. Petition for Special Mtg of RAA
- 3. RAA By-Laws
- 4. Letter to Commissioner D'Agati
- 5. Letter to RAA President
- 6. Request for RAA Minutes Access
- 7. Affidavit from Mr. John Krob
- 8. Affidavit from Mr. Michael Gardner
- 9. Analysis of By-Laws and NYS NPC Law
- 10. Charter of RAA from NYS Regents



PETITION FOR A SPECIAL MEETING OF THE MEMBERS OF THE RENSSELAER ALUMNI ASSOCIATION

Pursuant to Article III, Section 2, of the Bylaws of the Rensselaer Alumni Association (RAA), the undersigned Members of the RAA hereby petition and request that a Special Meeting of Members be called for the following purposes:

I. To discuss multiple trends with the assembled members and the RAA Leadership that characterize a state of distress within the Rensselaer Community, as documented in the research findings described at renewrensselaer.org and other issues presented by the Renew Rensselaer Team to the Rensselaer Trustees.

- 1. These trends will be presented by the Renew Rensselaer Leadership Team, representing hundreds of concerned alumni, with the purpose of answering questions as to the validity of the research leading to the characterization of these trends and possible corrective actions appropriate for reversing these trends.
- 2. The trends to be discussed include:
 - a. The decline in endowment value, decline in net asset value, increase in debt, and other present and historical financial challenges facing Rensselaer Polytechnic Institute.
 - b. The decline in the Institute's academic standing.
 - c. The need for the Trustees to adopt nationally recognized standards for Academic Governance.
 - d. The decimation of the Masters Degree Programs.
 - e. The continuing decline in Alumni giving.
 - f. The poor capital investment decisions of the past decade and their impact on current campus operations.
 - g. The disconnect between senior administration salaries / benefits vis a vis performance metrics.
 - h. The many attempts by the Administration to curtail the rich and highly successful history of student self-governance via the RPI Student Union.
 - i. The failure of the Administration to communicate truthfully with Alumni as to the current state of health, or lack thereof, of the Institute.
 - j. The flight of talent from the faculty and administration.

II. To propose and adopt one or more resolutions of the RAA with regard to appropriate actions to be taken by the RAA and the Board of Trustees to address the foregoing issues.

We request that this meeting be scheduled in the near future, and that it be held on the Campus of RPI.

May 7, 2018		
Bill Criss '68, '69G G Created Mirczak '66 Peter Vanderzee	Jolia Leusner '08	Lia Leusner
Additional Signature:		
Name and graduation year:	Signature:	Date:

Note: additional signature pages are incorporated herewith.

THE RENSSELAER ALUMNI ASSOCIATION (RAA) BYLAWS

Article I - GENERAL

Section 1. Name - The name of this organization is the Rensselaer Alumni Association ("Association").

Section 2. Principal Office - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

Section 3. Purpose - The Association shall:

- 1. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
- 2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
- Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
- 4. Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
- 5. Develop, institute and maintain policies, services and programs

Section 2. President - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

Section 3. President Elect - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

Section 4. Vice Presidents - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

Section 5. Past President - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

Section 6. Secretary - The Secretary shall issue notices of all meetings, shall keep accurate minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine of the necessary promotional literature for the conduct of the Association's business, and shall perform all other duties assigned by the President or Board.

which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

Article II - MEMBERSHIP

Section 1. Alumni/ae Members - The following shall automatically become Alumni/ae Members:

- Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
- 2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
- 3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a member of the Association.

Section 2. Honorary Members - friends/ae who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

- 1. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).
- 2. The slate will be voted on at the Annual Meeting of Members using the election process outlined in Article VI Section 2.

Section 7. Treasurer - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the Annual Meeting a current statement of the financial affairs of the Association, and shall perform all other duties as assigned by the President or Board.

Section 8. Executive Director - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

Section 9. Institute Trustee Designate - One member of the Institute Board of Trustees will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

Article VI - COMMITTEES

Section I. Executive Committee - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long

3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

Section 3. Rights and Responsibilities -

Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

Section 4. Disassociation - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

Article III - MEETINGS

Section 1. Annual Meeting of Members - The Annual Meeting of Members shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board.

Section 2. Special Meetings of Members -

Special Meetings of Members may be held at a time and place fixed by the Board. The Secretary shall call such a special meeting upon written request of the President, or a majority of the Trustees, or one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

Section 3. Meeting Notices - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings, such as a notice in the official publication of the Association. The official publication of the Association is RENSSELAER - the Alumni Magazine of Rensselaer Polytechnic

range plan and the annual budget approved by the Board. Actions of the Executive Committee requires a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

Section 2. Nominating Committee - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

- The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
- 2. The Nominating Committee shall nominate, to the general membership subject to prior approval of the Executive Committee, a list of candidates, one for each position, to fill the term of Trustees and any vacant officer positions.
- 3. All nominations from the general membership of possible candidates for Officer or Trustee shall be submitted to the Nominating Committee for consideration at least ninety (90) days before the Annual Meeting. Nominations will not be accepted from the floor.
- 4. A list of candidates from the Nominating Committee shall be available to a Member upon

Institute.

Section 4. Quorum - Twenty (20) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

Section 5. Agenda - The order of business of each meeting shall be set by the President with the advice of the Executive Director.

Section 6. Presiding Officer - The presiding officer at a meeting shall be the ranking officer present.

Section 7. Voting - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy.

Article IV - BOARD OF TRUSTEES

Section 1. Composition - The Board shall be composed of up to thirty-six (36) voting Trustees, as follows:

- 1. **Trustee Officers** [elected] (maximum of twelve (12)).
- 2. **Trustee Officer Designates** (maximum of three (3))
- 3. **Trustees-at-Large** [elected] (maximum of seventeen (17)).
- 4. **Grand Marshal** [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
- 5. **Graduate Council President**[ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
- 6. **Faculty Council Chair** [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.

- request at least thirty (30) days in advance of the Annual Meeting.
- 5. Unless the Members at the Annual Meeting decide by majority vote that the election shall be by ballot, the election shall be by show of hands or voice vote. If the election is by ballot, the President shall appoint three tellers, one to serve as chairman, who shall count the ballots and report the results to the meeting. In case of a tie, the President shall cast the deciding vote.

Section 3. Awards Committee - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

Section 4. Ad Hoc Committees - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be till the next Annual Meeting.

Article VII - AFFILIATE ORGANIZATIONS

Section 1. Affiliates

1. Class Affiliates - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its

7. **Red and White Student President** [ex-officio].

Section 2. Terms of Office - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

Section 3.Vacancy - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from three (3) consecutive meetings may be removed from office by the Board without member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting of Members, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

Section 4. Powers and Responsibilities - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association may only be exercised by, or under the authority of the Board.

- The Board shall review all actions taken or recommended by the Executive Committee of the Board.
- 2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
- 3. At the Annual Meeting of Members, the Board shall report its actions, including each resolution adopted,

- quinquennial and special reunions, and otherwise represent the interests of its Members. Class Officers shall be elected for five year terms at its quinquennial reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.
- 2. **Geographic Affiliates** Local groups organized by the Association shall be known as the "{Geographic area} Chapter Rensselaer Alumni Association" Such designation requires approval of the Board.
- 3. **Other Affiliates** Other affiliate organizations are permissible subject to designation by the Board.

Section 2. Criteria for Designation - To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.

1. These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by

taken since the last prior Annual Meeting of Members. These resolutions shall be presented to the membership for its endorsement.

- 4. Annual dues for Members of the Association may be fixed by the Board.
- 5. The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board

Section 5. Meetings - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting of Members. The President may call Special meetings, and must call a Special meeting upon written petition of a majority of the Trustees. At least fourteen (14) days notice of each meeting, regular or special, shall be sent in writing to the last known address of each Trustee. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

Section 6. Quorum - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

Section 7. Emeritus Status - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who has given long service on the Board.

Section 8. Board Year - At the end of each Annual Meeting, the new "Board Year" officially begins.

a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

Section 3. Charter - The RAA will recognize affiliate organization by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

Section 4. Policies and Procedures - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

Section 5. Dues - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

Article VIII - PARLIAMENTARY AUTHORITY

Section 1. Authority - The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings of the Board, Association and its affiliate organizations unless superseded by these Bylaws.

Article IX - AMENDMENTS

Section 1. Process - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board of Trustees provided that thirty (30) days notice of such amendment has been given to each Trustee. An amendment to the

The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

Article V - OFFICERS

Section 1. Officers - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President and Executive Director.

1. Vacancy - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting of Members. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to the office of President. In the absence of a President Elect, the Executive committee shall elect an acting President to serve until the next election.

2. **Powers and Responsibilities** - Officers are responsible to the

Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

Article X. INDEMNIFICATION

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

For questions about the RAA, contact raa@rpi.edu (mailto:raa@rpi.edu)

Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.



Rensselaer Polytechnic Institute Office of Alumni Relations Heffner Alumni House 1301 Peoples Avenue Troy, NY 12180 USA (518) 276-6205

(310) 210-0203

alumni@rpi.edu
Privacy Policy & Copyright

John L. D'Agati

Deputy Commissioner, New York State Education Department, Office of Higher Education Room 977, Education Building Annex Albany, NY 12234

Subject: Rensselaer Alumni Association's Violations of its Bylaws and NPC §603

Dear Commissioner D'Agati,

I am an alumnus of Rensselaer Polytechnic Institute (RPI) and a Member of the Rensselaer Alumni Association (RAA), an educational corporation chartered by the Board of Regents of the University of the State of New York¹. I am writing to request your help in compelling the President and Secretary of the RAA to comply with its Bylaws² and the New York Non-Profit Corporation Law (NPC) for the timely scheduling and noticing of a Special Meeting of the RAA.

On May 26, 2018, a group of RPI alumni (all of whom are, by definition, Members of the RAA) sent a petition dated May 7, 2018³ (the "Petition") to the President of the RAA, together with the requisite 100 signatures (required per the RAA Bylaws), requesting a Special Meeting of the RAA to discuss governance, financial, and academic issues at RPI. After waiting more than two months for the meeting to be scheduled by the RAA President and notice to be promulgated by the RAA Secretary, I exercised my right as a petitioner on August 3, 2018, in accordance with the NPC §603⁴, to schedule the meeting. I chose September 29, 2018 (during RPI Alumni Weekend) and informed the RAA President and Secretary by email⁵ of the selected date for the meeting and instructed the Secretary to send proper notice of the meeting to all Members. My understanding is the right to schedule and provide notice of the Special Meeting passed to the petitioners, pursuant to NPC §603, because the RAA officers failed to act promptly following the Petition's submission. (Please refer to the attached analysis and interpretation of the operative provisions of the RAA Bylaws and NPC)⁶.

To date, neither the President nor the Secretary has confirmed the date of September 29, 2018 for the meeting, and proper notification of the meeting to all Members has not been given. Since the Petition was sent, the RAA President has stated in several, separate emails that he is waiting for the RPI President and Vice Presidents (the "Administration") to identify a date convenient for them (please note the Administration, except for one person, are not Members of the RAA). As a result, I sent a letter dated July 1, 2018⁷ to the RAA President and Secretary, citing the NPC and

¹ RAA Charter issued by Board of Regents of the University of the State of New York

² RAA Bylaws

³ Petition for Special Mtg of RAA, dated May 7, 2018. File with all signatures is nearly 20 MB which will be provided upon request

⁴ NPC §603, see https://www.nysenate.gov/legislation/laws/NPC/603

⁵ Email of August 3, 2018

⁶ Analysis and Interpretation of operative RAA Bylaws and NPC §603

⁷ Letter of July 1, 2018

warning that the right to call the Special Meeting had passed to the petitioners, while urging them to act promptly. They did not. Accordingly, on August 3, 2018 and August 11, 2018⁸, additional emails and letters were sent to the RAA President, Secretary, and board members, that declared the Special Meeting would be held on campus September 29, 2018 at 1:00 pm and reiterated the subjects to be discussed. Provisions in NPC §603 as to their prompt scheduling obligations were again provided.

As a large group of RPI alumni, we seek your help in compelling the President and Secretary to fully comply with the RAA Bylaws and NPC. We believe the RAA Secretary is obligated to provide notice of the meeting, including the date, time, and location (as specified in my email of August 3, 2018), as well as cite the purpose of the meeting as stated in the Petition, to all Members of the RAA. If the Secretary continues in his failure to give proper notice, we believe the Secretary is then obligated to provide the petitioners with the email addresses of all Members so that we may fulfill the requirements to give notice, ourselves. Furthermore, given that the subject matter of the Petition is critical of RPI's Administration, we believe the Secretary of the RAA has a clear conflict of interest in executing his duties with regard to the Special Meeting, as he is also a Vice President within the RPI Administration. Therefore, we feel it is imperative to bring all of this to your attention.

Your help in resolving this matter expediently would be greatly appreciated, as we are approaching a deadline. The RAA Bylaws provide that meeting notices be sent 30-days in advance, which translates to a deadline of August 30, 2018, in order to allow the Special Meeting to be held Saturday of RPI's Alumni Weekend (when it is most convenient for RAA Members to attend a meeting). A hard copy of this letter is being mailed to your office.

Renew Rensselaer

Sincerely,

G. W. Criss III

Col. George W. ("Bill") Criss III, USAF (Ret.) RPI '68, '69G 78th President of the Rensselaer Student Union Patroon of Rensselaer

Cell: 703-508-9510

⁸ Letter of August 11, 2018

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Dear Kareem, 24 August 2018

I received your 22 August letter that essentially demanded the Special Meeting of the RAA be moved to 8 October 2018. The Renew Rensselaer Leadership has reviewed this suggestion and summarily rejected it. The date we stipulated, 29 September, after getting no response from you for over two months and after you received our Petition in conformance with RAA By-Laws, was selected to ensure two important ingredients for an effective meeting would then be present: the RAA Board would be on campus as well as many Alumni. The October 8th date would likely have neither – as you noted in your letter "...since some Board members will not be in attendance". This thinly veiled strategy of trying to make the Special Meeting a "non-event" is not in keeping with the purpose of the RAA.

The logic of moving the date, in spite of the compelling factors cited above -- solely because of your desire to have the Administration personnel present -- misses the legal elephant in the room. Administration personnel who are not RPI alumni are <u>NOT</u> members of the RAA, and therefore have no standing. Hence your desire for them to be "critical invitees / participants" is not legally germane to this discussion. They will <u>NOT</u> be participants at the Special Meeting that we have called.

We further disagree with your legal counsel (whom we assume is Mr. Cook, a member of the RPI Administration, who has an obvious, glaring conflict of interest). RAA's total disregard of its By-Law and NYS requirement for prompt scheduling of the Special Meeting via petition has nullified it right to schedule. In addition, the failure to notice all RAA members of the Annual Meetings during this and prior years brings into question the legality of the elected RAA Board. We have reason to believe you are making these questionable decisions without the review and approval of the RAA Board of Directors, but we'll leave that issue for another day. In summary, the RAA By-Laws are very clear: the agenda for the Special Meeting must be publicized exactly as stated in the Petition – not made "neutral", as you indicated you would do.

We again have decided (as is our legal right, in conformance with the RAA By-Laws) that the Special Meeting be scheduled for September 29th -- during the Reunion and Homecoming weekend -- to assure maximum attendance by RAA Board Members and Alumni. This means that notice of the Special Meeting must be sent to **ALL** alumni no later than 30 August 2018. If Mr. Eastin is not willing to perform this duty, we demand access to the RAA Alumni email list to accomplish this, as is our right to examine all RAA records. Similarly, if the Annual Meeting is to be held during Reunion and Homecoming Weekend, as it traditionally is, all Alumni must be given a thirty-day notice for that meeting too.

If these notices are not forthcoming, we shall begin actions to challenge the legitimacy of the RAA's notfor-profit status and it truthfulness in tax and incorporation documents to "serve and represent the Alumni of Rensselaer".

On behalf of Renew Rensselaer, and thousands of concerned alumni,



G.W. Criss III, RPI '68 & '69G

From: John Krob <jakrob@optonline.net>

Subject: Re: Request To Inspect Minutes Of RAA Meetings

Date: August 23, 2018 2:26:16 PM EDT To: "McCarthy, Dawn E." <mccard6@rpi.edu>

Bcc: Bill Criss <billcriss@tesla.net>, "Peter J. Vanderzee"

<piyanderzee@comcast.net>, Ted Mirczak <tmirczak@roadrunner.com>, Julia

Leusner < julia.m.leusner@gmail.com>, Michael Cuozzo

<MICHAELCUOZZO@msn.com>, Stephen Mick <Stephen.Mick@btlaw.com>

Dawn,

I understand completely. It is only fair to give whomever adequate time to prepare the requested documents. It's just hard to know, in advance, what questions will arise. I am in Troy often on business, so we'll take it one step at a time. What I aready do know is that I have the right to see the membership list with names and addresses. So, please consider this a request to inspect that on a future date to be determined.

I will see you tomorrow at 10 am at HAH.

Regards, John

On Aug 23, 2018, at 1:49 PM, McCarthy, Dawn E. wrote:

Mr. Krob.

I have a meeting room set aside for you at the Heffner Alumni House, Friday, August 24 at 10am. When you arrive at the Alumni House, please come to the upper level and ask for me. I will ensure you have access to the RAA's minutes from the past five years. Should you request additional documentation a written request will be considered for a future review session.

Please provide me with the name of the additional alumnus at your earliest convenience today.

Regards, Dawn

----Original Message----

From: John Krob [mailto:jakrob@optonline.net] Sent: Thursday, August 23, 2018 8:05 AM To: McCarthy, Dawn E. <mccard6@rpi.edu>

Subject: Re: Request To Inspect Minutes Of RAA Meetings

Dawn,

Thank you for your response. I will be driving up to Troy tomorrow (Friday) morning. So, a start time of 10 am would be most convenient. There may be another alumnus coming with me, but that is not yet confirmed. I assume this will take place at the Chasan Building, downtown. Also, there may be other records that I may request to see, as the law allows.

Regards, John

On Aug 22, 2018, at 10:41 AM, McCarthy, Dawn E. wrote:

Mr. Krob,

I received a request to make available to you the minutes of the RAA meetings for the past five years. Please respond with the best time for you visual review of these documents for this Friday, August 24th. Once I receive your preferred time, I will ensure we have space set aside and confirm this time with you.

Best Regards, Dawn McCarthy

----Original Message-----

From: John Krob [mailto:jakrob@optonline.net] Sent: Thursday, August 16, 2018 10:40 AM

To: Eastin, Graig Randolph

Subject: Request To Inspect Minutes Of RAA Meetings

Dear Graig,

I am an RPI alumnus, Class of 1978. I am writing to make a request for an appointment, for late next week, to inspect and read the Minutes of past meetings of the RAA and its Board, going back for five years. My understanding is that, as a Member of the RAA, I have a right to do this, according to Section 621 (b) of the New York Not-For-Profit Corporation Law (see attachment below).

Please notify me of a convenient date and time for me to stop by and do the inspection, preferably in the morning or early afternoon of August 23rd or 24th.

Sincerely,

John A, Krob RPI '78

Affidavit

State of Connecticut, County of Fairfield

My current legal name is John A. Krob, and my current occupation is retired. I am presently 61 years old and my current address is 44 Valleywood Road, Cos Cob, Connecticut 06807.

This affidavit is to certify that I did go to the offices of the Rensselaer Alumni Association (RAA) at the Hefner Alumni House on the campus of Rensselaer Polytechnic Institute (RPI) in Troy, New York, on August 24, 2018, together with Michael Gardner of Troy, New York, for the express purpose of reading the official minutes of meetings of the RAA, for the prior five years. The appointment for reading the minutes was arranged by me, via correspondence with the RAA and RPI, through a series of emails (attached). I am a member in good standing of the RAA.

Minutes were read under the watchful eye of an employee of RPI Alumni Relations, Dawn McCarthy. Five years of minutes were provided for review, as had been previously arranged. In my careful review, no mention was found of <u>any</u> Annual Meeting of the RAA for the election of Trustees having been called, noticed to the membership, or having occurred, during the prior five-year period. These meetings are required for the general RAA membership to have the opportunity to elect its Trustees. I asked for several excerpts of the minutes to be copied (I was not allowed to make any copies using my cell phone) and provided to me, but they have not been provided, as yet.

My conclusion is that those now serving as Trustees and Officers of the RAA have not been properly elected, in accordance with the Charter and Bylaws of the RAA.

I hereby state that the above information is true, to the best of my knowledge. I also confirm that the above information is accurate and complete, and that relevant information has not been omitted.

John A. Krob

Date: September 11, 2018

State of Connecticit Country of Fairfield September 11, 2018

Notary public

Title and Rank

YOSHIKI HIRABAYASHI Notary Public Connecticut My Commission Expires Mar 31, 2023

Date of Commission Expiry

From: John Krob <jakrob@optonline.net>

Subject: Re: Request To Inspect Minutes Of RAA Meetings

Date: August 23, 2018 2:26:16 PM EDT To: "McCarthy, Dawn E." <mccard6@rpi.edu>

Bcc: Bill Criss <billcriss@tesla.net>, "Peter J. Vanderzee"

<pjvanderzee@comcast.net>, Ted Mirczak <tmirczak@roadrunner.com>, Julia

Leusner < julia.m.leusner@gmail.com>, Michael Cuozzo

<MICHAELCUOZZO@msn.com>, Stephen Mick <Stephen.Mick@btlaw.com>

Dawn,

I understand completely. It is only fair to give whomever adequate time to prepare the requested documents. It's just hard to know, in advance, what questions will arise. I am in Troy often on business, so we'll take it one step at a time. What I aready do know is that I have the right to see the membership list with names and addresses. So, please consider this a request to inspect that on a future date to be determined.

I will see you tomorrow at 10 am at HAH.

Regards, John

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Please notify me of a convenient date and time for me to stop by and do the inspection, preferably in the morning or early afternoon of August 23rd or 24th.

Sincerely,

John A, Krob RPI '78

Affidavit

State of New York, County of Rensselaer

My current legal name is Michael J. Gardner II, and my current occupation is entrepreneur. I am presently 24 years old and my current address is 275 River, St. Apt 3D, Troy, New York 12180.

This affidavit is to certify that I did go to the offices of the Rensselaer Alumni Association (RAA) at the Hefner Alumni House on the campus of Rensselaer Polytechnic Institute (RPI) in Troy, New York, on August 24, 2018, together with John A. Krob of Cos Cob, CT, for the express purpose of reading the official minutes of meetings of the RAA, for the prior five years. The appointment for reading the minutes was arranged by John. I am a member in good standing of the RAA.

Minutes were read under the watchful eye of an employee of RPI Alumni Relations, Dawn McCarthy. Five years of minutes were provided for review, as had been previously arranged. In my careful review, no mention was found of any Annual Meeting of the RAA for the election of Trustees having been called, noticed to the membership, or having occurred, during the prior five-year period. These meetings are required for the general RAA membership to have the opportunity to elect its Trustees. I asked for several excerpts of the minutes to be copied (I was not allowed to make any copies using my cell phone) and provided to John, but they have not been provided, as yet.

My conclusion is that those now serving as Trustees and Officers of the RAA have not been properly elected, in accordance with the Charter and Bylaws of the RAA.

I hereby state that the above information is true, to the best of my knowledge. I also confirm that the above information is accurate and complete, and that relevant information has not been omitted.

Michael J. Gardner II

Date: September 13, 2018

Sworn before me Michael J. Gardner 11 on this 13th day of eptember 2018.

KOCIAM LUCCY Xaciamolicy

Notary Public

Title and Rank

Date of Commission Expiry

AUGUST 24th, 2019

KAELA M. LUCEY Notary Public, State of New York Qualified in Rensselaer County Reg. No. 01LU6329303 Commission Expires August 24, 20

Analysis and Interpretation of RAA Bylaws, Article III, Section 2, "Special Meetings" and NPC Section 603, As They Apply to RPI Alumni Petition to RAA (dated May 7, 2018)

Whereas the RAA Bylaws do allow for Special Meetings to be held at a time and place fixed by the RAA Board, they do not limit this right as exclusive to the RAA Board. The Bylaws merely state that "Special Meetings <u>may</u> be held at a time and place fixed by the Board".

In addition, the RAA Bylaws are very specific stating "The Secretary <u>shall</u> call such a special meeting upon written request of...one hundred (100) Members..."

Since the Special Meeting was not called within five business days of the submission of a valid petition, NPC Section 603 (c) became operative in early June, 2018. This section states the "secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice."

We believe the right to give notice, which has passed to the petitioners, implicitly includes the right to specify the date and time of the Special Meeting. A petitioner (Bill Criss), having given warning to the RAA Secretary and President of the provisions of Section 603 in his letter of July 1, 2018, then exercised his right on August 3, 2018 to schedule the meeting and charge the Secretary to give notice thereof, in his email to them of that date.

As of the above date, no action has been taken by the RAA Secretary to give proper notice of the Special Meeting.

References:

NPC, Section 603: https://www.nysenate.gov/legislation/laws/NPC/603

RAA Bylaws (PDF): included as a separate attachment



RENSSELAER ALUMNI ASSOCIATION

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of February 3, 1999,

An application having been made by and on behalf of the trustees of the Rensselaer Alumni Association, for an amendment of its charter, it was

<u>Yoted</u>, that the absolute charter in the first instance of the Rensselaer Alumni Association, located in the city of Troy, county of Rensselaer, state of New York, which was granted by action of the Board of Regents on February 27, 1964 be, and the same hereby is, amended to increase the maximum authorized number of trustees from twenty-five to forty.

Chandellor

Granted, February 3, 1999, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,660.

President of the University and Commissioner of Education Ulie

Writnersity of the Education



Statent New York

Absolute Charter of

Rensselaer Alumni Association

This instrument witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York, has granted this absolute charter

1. Incorporating Isabore M. Firman, Augustus Miller, Herbert W. Baeckle, Merebith V. Thompson and Fluil V. Conway, and their associates and successors as an educational corporation under the corporate name of Rensselaer Alumni Association, to be located in the city of Froy, county of Rensselaer and State of New York.

2. The purpose for which such corporation is to be formed is the promotion of the interest of Rensselaer Polytechnic Institute.

3. The persons named at incorporators shall constitute the first board of trustees, their successors to be elected by the membership of Rensselaer Alumni Association for terms fixed in accordance with the bylaws of this corporation. Wacancies but to causes other than expiration of term shall be likewise filled for the balance of the unexpired term. The board shall have power to abopt bylaws, including therein provisions fixing the term of office of trustees, and shall have power also by vote of two-thirds of all the members of the board of trustees, to change the number of trustees, to be not more than 25 nor less than 5.

4. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual, and no officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

5. The principal office of the corporation is to be located in the city of Troy, county of Rensselaer and State of New Ajork.

6. The Commissioner of Education is besignated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

Granted Sebruary 27,1954, hythe Board of Regents for and on behalf of the State Education Department and recorded under the seat of said Department and recorded therein Agrillos 4571

and recorded therein Auguler \$57)

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Edga W. Confee

