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July 29, 2019

Via Email

Cornelius D. Murray, Esq.
Courtney Alpert, Esq.

RE: Rensselaer Alumni Association (“RAA”)

We are in receipt of your email dated July 17, 2019 regarding your clients’ proposed revisions to the Bylaws of the RAA. Many of the proposed revisions were cosmetic or formatting in nature, and given the time sensitivity you have expressed on behalf of your clients, we will not address herein. To that end, any of the proposed revisions not specifically addressed herein will not be approved.

Proposed Revisions:

Article III, Section 2 – The proposed revision to require one hundred (100) Members of the RAA to call a Special Meeting of the Members rather than the current ten percent (10%) of the Members will not be adopted. As you are aware Section 602(c) of the Not-For-Profit Corporation Law (the “NFPC”) sets a statutory requirement of ten percent (10%) as the threshold for the requisite members to call a special meeting in the absence of another provisions in the certificate of incorporation or by-laws of an organization. This proposed revision will not be adopted.

Article III, Section 5 – The proposed revision would give the ability to the Members to bring motions to be voted on. The Bylaws of the RAA specifically provide that the rights of the Members are to vote on the slate of Trustees, and to endorse the actions of the Board since its previous Annual Meeting. Furthermore, Article IV, Section IV, subparagraph 2 already provides that the Board will consider recommendations of the Members, so the proposed revisions would not change anything of substance. As such, this proposed revision will not be adopted.

Article VI, Section 2 – We have discussed our respective positions on the proposed revisions to all subparagraphs of this Section extensively. It is the position of the RAA that its current voting procedure, in effect since at least 2001, is valid. In particular, Section 613(a) of the NFPC provides that “except as otherwise provided in the by-laws”, directors shall be elected by a plurality of votes. Furthermore, Section 602(e) of the NFPC contemplates that the Board may adopt by-laws which regulate the election of directors. Consequently, because the RAA Bylaws require a different procedure, as well as the previous legal positions communicated to you, your proposed revisions will not be adopted.

Article XI, Sections 1 and 2 – The proposed revisions to these Sections are a reversal from previously adopted RAA Bylaws. Vesting the ability for the RAA Bylaws solely with the Board is valid. Furthermore, the Absolute Charter of the RAA specifically and solely vests the ability to adopt bylaws with the Board of the RAA. The Board of Regents has specifically imposed this limitation on the RAA in granting the approval of its Absolute Charter. Your proposed revisions to these sections will not be adopted.

Thank you for your attention to this matter. Please contact me if you have any questions.

Very truly yours,

KNOX McLAUGHLIN GORNALL &
SENNETT, P.C.

By: 
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Cc: Rensselaer Alumni Association