


O'CONNELL ARONOWITZ
ATTORNEYS AT LAW

October 9, 2019

Hon. Andrew G. Ceresia
Rensselaer County Courthouse
80 Second Street
Troy NY 12180

Re: Criss, et al. v. Rensselaer Alumni Association
Index No. 2019-263996

Dear Judge Ceresia:

This is in response to the letter which we received today dated October 8, 2019, addressed to Your Honor from Marc Goldberg, Counsel for the Rensselaer Alumni Association (“RAA”).

Unfortunately, Mr. Goldberg failed to advise you of a very significant development that has occurred since the parties were last before Your Honor and the Court rendered its Decision and Order denying Plaintiffs’ request for a preliminary injunction to prevent the annual election. As it turns out, that election was conducted on Saturday, September 28, 2019 at the RAA’s annual membership meeting. I am very pleased to report that RAA’s proposed slate of officers, which the alumni members were only allowed to vote “yes” or “no” on, without any opportunity to nominate other candidates or submit write-in votes, was resoundingly defeated by a vote of 298 (no) to 84 (yes) with three abstentions. See copy of attached letter to alumni from the current President of the RAA, Matt Siegel, announcing the results of the election.

We respectfully submit that this resounding defeat of the RAA’s slate reflects and reaffirms the concerns among the alumni at large and the widespread dissatisfaction of the members with the incumbent board and its “leadership.” This dissatisfaction arises from the very issues we have been raising in this lawsuit with respect to the illegality of its By-Laws. Ironically, however, because of the current provisions of the by-laws, which Plaintiffs have challenged in this litigation, the result of this rejection by the members is that the incumbent board remains in place until a new election can be held, at which, once again, the “only” slate the membership will be allowed to vote upon is one selected by the Board itself without the right of the

EDWARD J. O’CONNELL
1925-1939
SAMUEL E. ARONOWITZ
1925-1973
LEWIS A. ARONOWITZ
1951-1979

IN MEMORIAM
F. MATTHEW JACKSON
2013-2019

CORNELIUS D. MURRAY
STEPHEN R. COFFEY
JEFFREY J. SHERRIN
THOMAS J. DiNOVO
PAMELA A. NICHOLS
JEFFREY A. SIEGEL
JAMI DURANTE ROGOWSKI
DAVID R. ROSS
KURT E. BRATTEN
MICHAEL P. McDERMOTT
KELLY J. MIKULLITZ
WILLIAM F. BERGLUND
ROBERT J. KOSHGARIAN
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GRAIG F. ZAPPIA
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ROLAND M. CAVALIER

CHAD A. JEROME
MICHAEL Y. HAWRYLCHAK
MARY T. CONNOLLY
ANDREW KO
JULIA V. KOSINESKI

HOLLY E. VEGAS*
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members to nominate candidates other than those selected by the Board and again with no opportunity to write-in other names at the election. In addition, as previously stated in our original papers, the entire slate must be voted on as a whole. This is similar to foreign dictatorships and totalitarian countries that pretend to hold democratically-held “free” elections but in reality leave its citizens with no choice. North Korea immediately comes to mind.

Mr. Goldberg also neglected to inform the Court that a vote was also taken at the September 28th meeting of the members to “endorse” all actions of the Board taken since the last meeting. This was as required by the RAA’s own by-laws (see Article IV, Section 4[3]). Such action included, of course, the amendments to the by-laws which Mr. Goldberg now contends in his letter, dated October 8, 2019, “moots” the fourth and fifth cause of action in Plaintiff’s Complaint.

The members, however, also refused to “endorse” those actions, again by an overwhelming vote of 295 (no) to 72 (yes), 18 abstentions. See again President Siegel’s letter. Once again, this not only reflects the membership’s widespread dissatisfaction with the Board, but also nullifies the adoption of the proposed by-laws Mr. Goldberg refers to. To add insult to the injury, however, and again reflective of the RAA Board’s disdain for its members, Mr. Siegel states in his letter (enclosed) that this refusal by the members to ratify the actions of the Board “does not invalidate or otherwise nullify the Board’s actions.” This renders meaningless the requirement in RAA’s own by-laws that a vote must be taken to endorse the actions of the Board. The Board may not simply ignore the members and treat their refusal to endorse its actions as “advisory” only. This position by the Board that the members have no “say” with respect to the by-laws, also articulated by the RAA in their September 12, 2019 Memorandum of Law at the bottom of page 13, is totally without merit. The fact that the Board of Regents gave the original incorporators and their successors the right to adopt by-laws does not foreclose the members from also adopting by-laws. Otherwise, Section 602 of the Not-For-Profit Corporation Law, even as limited by § 612, would make no sense. The By-Laws completely disenfranchise all classes of the membership.

We also note that notwithstanding Mr. Goldberg’s assertion that the actions by the Board to revise the By-Laws, even if they were otherwise properly adopted from a procedural perspective, remain substantively invalid. Article V, Section 1(c) gives the Executive Committee the right to fill vacancies and the positions of officers. This was not changed by the By-Law amendments alluded to by Mr. Goldberg, and still needs to be addressed. In addition, the challenge to Article VI, Section 2, is one of the core issues in the whole action. It purports to give the Nominating Committees (subject to the approval of the Board) the sole right to determine who is going to be on the slate, and also provides that the slate must be voted on in its

October 9, 2019

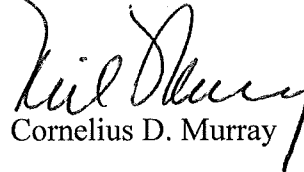
entirety, with no nominations from the floor or write-ins permitted. Clearly this was not addressed by the Amendment, and remains a major outstanding issue.

Finally, we call to the Court's attention that pursuant to CPLR 3025 and 3211(f), and in light of the intervening developments set forth above, Plaintiffs will be amending their Complaint. We therefore respectfully request the Court to withhold any further action with respect to Mr. Goldberg's request until after those amendments are before the Court.

Very truly yours,

O'CONNELL AND ARONOWITZ

By:


Cornelius D. Murray

CDM:cm

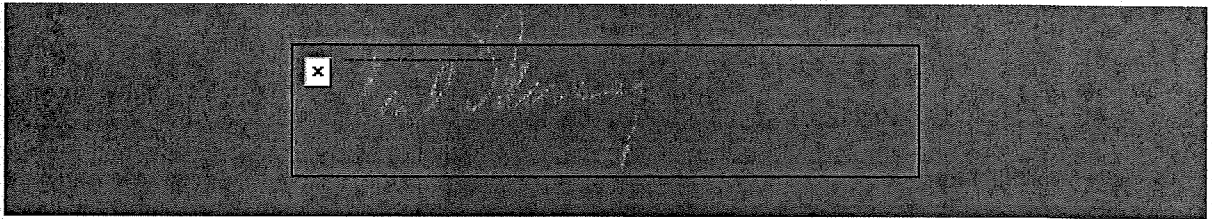
cc: Mark S. Goldberg, Esq. (via e-mail and first class mail)
Elliot Ehrenreich (via e-mail and first class mail)

Cornelius D. Murray, Esq.

From: John Krob <jkrob10256@icloud.com>
Sent: Wednesday, October 2, 2019 10:31 AM
To: Cornelius D. Murray, Esq.; Karen M. Valle, Esq.
Cc: Bill Criss
Subject: Letter from Rensselaer Alumni Association President Matt Siegel '85

We won!

[View in browser](#)



Dear Alumni and Alumnae,

This last weekend, my term as President of the Rensselaer Alumni Association officially began. If someone told me years ago, when I was still a student, that I would someday be asked to fill this position, I would have thought they were crazy. Now, many of my lifelong friends from RPI are asking me if I am crazy to take this on.

When I was originally asked if I was interested in this position, the first thing that came to mind was how much of an honor and privilege it was to be asked. In the RAA's 150 year history, the list of past-presidents include some very prominent names who have earned the respect of many across the decades. Then, some questions came to mind. I needed to be able to answer them before I could respond:

Matt Siegel '85
RAA President

1. What would I bring to this position that others would not?
2. How would I be able to make a difference for RPI and our alumni community?
3. And as a realist, would my wife Lori (who I love very much and is my best friend) be on board with **us** making the required commitment?

I was able to answer the first question with relative certainty. As a professional and leader in the field of Alumni Affairs and Development at an Ivy League institution, I was in a unique position to bring very valuable knowledge and experience to the role.

The answer to the second question was not as simple. It led to more questions. How would I define making a difference? What would my vision be for a successful RAA?

I began to do a quick SWOT analysis and came up with the following:

Strength: Our alumni are some of the most innovative and intelligent people in the entire world. As a whole, we are inquisitive, analytical, detail oriented and trained to always look at things through a lens of making them better.

Weakness: For whatever the reasons, in its long and storied history, our alumni have yet to truly come together in the same way that alumni at peer and aspirant peer institutions have. While the level of engagement by alumni has shown good potential at different times in our history, we have yet to fully tap into the great resource that a strong alumni community can provide for the school, its students and its alumni. If you think about it, there are very few, if any, great universities without great alumni engagement and support.

Opportunity: The above weakness immediately led me to our greatest opportunity as alumni. What if we could begin to build an alumni community that would rival all others? I knew that would be dreaming big, but based on our stated strengths above, why shouldn't that be us?

Threats: In this area I always remind myself and others that it is important to focus on the things that we can control in order for us to be successful. Dating back as far as the 1950's and possibly beyond, many of our alumni have had conflicting feelings about their time at RPI. I believe this can be attributed to the culture behind hearing the infamous, "Look to your right and look to your left, one of you will not likely be here for graduation." For decades, students were essentially being "weeded out" rather than being "weaved in" to the RPI community. RPI was not a "warm and fuzzy" place in those years. But so many of us still share how great the education we received at RPI was, and how influential it has been in our successes.

As for the last question, that was answered quickly by my wife. She knows very well how much my experience at RPI has meant to me. So, I accepted the nomination.

I share all of this with you for the following reason: I have observed that some alumni have already made judgements and assumptions about who I am and what I believe in. That can also be said about other RAA Board members. I know I can't begin to earn your trust and respect in this position if you don't know anything about me. So all of this background is my effort to have you know the facts about me from the start.

At the Annual Meeting, there were things said about trusting the inspector of the election results. Since I was the inspector, I hope that this background is helpful as I begin to communicate with you as the RAA President.

With that said, as the assigned inspector of the vote taken at our RAA Annual Meeting, I am now sharing with you the final results of the election that took place on Saturday.

The vote on approving the proposed slate of officers resulted as follows:

298 – No
84 – Yes
3 – Abstain

The vote on endorsing the Resolutions of the RAA Board since the last Annual Meeting resulted in the following:

295 – No
72 – Yes

As expressed by Past President Kareem Muhammad '01, the vote concerning the endorsement of resolutions, is just that, an endorsement; it does not invalidate or otherwise nullify the actions taken by the RAA Board during the past year. It does, however, provide the RAA Board the ability to better understand the feelings of the membership who make the effort to attend the annual meetings whether in person or virtually.

There also seemed to be some misinformation that was shared leading up to, and throughout Reunion & Homecoming Weekend. I would like to take this opportunity to clear up some of that at this time. Regarding the lawsuit instituted by a few of our fellow alumni against the RAA, to dispel any misinformation, [click here to read the ruling](#) concerning the request of the court to prevent the election at the RAA Annual Meeting from occurring. The conclusion of the court was clear. The RAA election process is consistent and in line with our Charter, our Bylaws and applicable New York law.

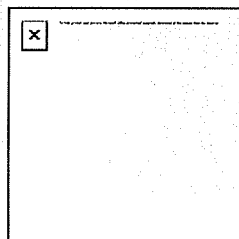
In addition, as we shared at the meeting, it is also clear that New York State Not-For-Profit Corporation Law dictates that "Special meetings of the members may be called by the board and by such person or persons as may be authorized by the certificate of incorporation or the by-laws. ***In any case, such meetings may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast*** at such meeting, who may, in writing, demand the call of a special meeting..."

There was also some confusion regarding what happens now based on the results of the election vote. Because I was elected President-Elect at the 2018 annual meeting, I begin my term as President and Kareem Muhammad '01 becomes Past-President. All other board positions remain the same until they are replaced. The RAA Board will now reconvene, discuss the election results and determine next steps to move forward. Look for more information to come soon.

Lastly, I would like to send my sincere thanks to two alumnae in particular. Both spoke at this weekend's meeting. Both came to the microphone with a tone and spirit of trying to provide feedback that will help us all be better. I am sincerely hopeful that all meetings we have in the future will be held with that same spirit in mind by all.

I look forward to serving and moving the organization forward. Let's Go Red!

Matt Siegel '85
President
Rensselaer Alumni Association



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Troy, NY 12180-3500