

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. Advance the interest and influence of Rensselaer Polytechnic Institute
2. Strengthen the relations between the Alumni and the Institute
3. Provide funds, as far as possible, for annual support and the endowment of the Institute from its Alumni and friends
4. Act as a medium that may make known the ideas of the Alumni to the Institute, and the wishes of the Institute to the Alumni
5. Establish Regional and Affinity Alumni Chapters and promote their interests
6. Encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body
7. 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
8. Develop, institute, and maintain policies, services, and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

9. Cultivate among its members a sentiment of regard for one another and of attachment to the Institute
10. Act in an advisory capacity through its Secretary and to these ends do all things lawful and necessary pursuant to the provisions of the laws of the State of New York.

Article II - MEMBERSHIP

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

1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer.
2. Individuals who have completed undergraduate courses given by Rensselaer and have earned at least sixty (60) credits and are no longer enrolled.
3. Individuals who have completed graduate 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 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. All candidates for honorary membership must be submitted to the Nominating Committee of the Board at least 60 days prior to the annual meeting. A maximum of two per year may be awarded the designation of Honorary Member.

2. The candidates will be voted on at the Annual Meeting using the election process outlined in Article VI - Section 2.
3. "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

Section 3. Rights of Members - Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to a vote of the Members. An Alumni/ae Member in good standing 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 ("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.

Section 5. Reinstatement - On written request signed by a former member and filed with the Secretary, the Board, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board may deem appropriate.

Article III - MEETINGS

Section 1. Annual Meeting of Members ("Annual Meeting") - The Annual Meeting shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. If determined by the Board, it may also be held in a virtual online format and Members may attend via telephone or video conferencing or simulcast so long as the format provides the capability for all participants to simultaneously

interact with all other parties present. The Annual Meeting will occur in coordination with the last meeting of the Board each Fiscal Year, unless otherwise specified and notified by the President. The purpose of the Annual Meeting is to provide updates on the business of the Association in the previous year, to report on the strategy and forward-looking focus areas of the Association, the transaction of such other business as may be properly presented before the meeting by the Board and the election of Trustees as described in Article VI, Section 2. Minutes of the Annual Meeting will be posted to the Association webpages.

Section 2. Special Meetings of the Members - Special Meetings may be called for only after lead proponent members have met with authorized members of the board in person or via videoconference in an effort to resolve any issue(s) that could become the stated purpose(s) of a Special Meeting. The Board would be obliged to meet with the lead proponents within thirty (30) days of receipt of a request made to the President. A Special Meeting may be initiated by the President, a 2/3 vote of the Board, or not less than 250 signatures of members in good standing whose petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting. Special meetings will be held at a time and place fixed by the Board, but not more than 60 days following the call for the meeting. If determined by the Board, Members may attend via telephone or video conferencing or simulcast so long as the format provides the capability for all participants to simultaneously interact with all other parties present. The Secretary shall call such a Special Meeting upon written request of the President.

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. Notification shall be made on the Association website, hosted at alumni.rpi.edu; and via email to members of the current

Association email distribution list.

Section 4. Quorum - One hundred (100) 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 Officers. If a member would like an item included in the agenda for an upcoming Annual Meeting, they are encouraged to submit that item for consideration to the Board throughout the fiscal year. A draft agenda will be published by the President with the notice of the meeting at least 30 days prior to the Annual Meeting. If a suggested item is not mentioned in the draft agenda, members in good standing may petition to the President to add an agenda item, with 250 signatures from other members in good standing supporting it, up to 2 days prior to the Annual Meeting. The petition will explain the rationale for inclusion in 500 words or less. For member-initiated agenda items, the sponsor member shall be provided up to 5 minutes to address the item (and only that item), followed by up to 5 minutes of discussion from the floor and up to 5 minutes of discussion by the Chair.

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. Any voting action taken at a meeting may be taken verbally unless a written vote is necessary, and electronic voting (i.e., authenticated web form) from members who are virtual participants will be acceptable. Proxies may be utilized in any matter which the Members may vote, and such proxy shall authorize and direct the President to cast such votes in the manner indicated on the proxy (e.g., “yes” or “no”; “vote in favor of [“x”] director”, etc.). A form

of proxy shall be approved by the Board, distributed to the Members, and such form shall be the exclusive acceptable form of proxy for such purpose.

Article IV - BOARD OF TRUSTEES

Section 1. General Powers – 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.

1. 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.
2. Annual dues for Members of the Association may be fixed by the Board.

Section 2. Composition - The Board shall be composed of not less than five (5) and not more than thirty (30) voting members and up to seven (7) non-voting ex-officio members.

1. Voting members will be the officers elected by the board and the Trustees elected by the membership, the latter hereafter referred to as Trustees-at-Large.
2. Non-voting members will include: The Executive Director, or an Institute staff member appointed by the Executive Director and approved by the Board; Institute Trustee Designate(s) (maximum of 2); The Grand Marshal, or an undergraduate student appointed by the Grand Marshal and approved by the Board; The Graduate Council President, or a graduate student appointed by the Graduate Council

President and approved by the Board; The Faculty Council Chair, or a faculty member appointed by the Faculty Council Chair and approved by the Board; and the Red & White President.

Section 3. Terms of Office - Each Officer shall serve a term specified in Article V - Section 1.2. Each Trustee-at-Large shall serve a three (3) year term beginning upon the new fiscal year and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

Section 4. Vacancy - A Board member absent from two (2) consecutive meetings will be given a delinquency notice by the President. An ex-officio Board member without voting rights or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Board member 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-instated by a majority vote of the Board. In the event of a vacancy of an elected Trustee position arises, the Board may appoint an alumnus to serve as a non-voting Board member to carry out any outstanding or pending responsibilities until the next election is held.

Section 5. Meetings - The Board shall hold at least two (2) meetings per year in addition to the Annual Meeting. The President may call meetings and must call a meeting upon written petition of a majority of the Trustees. A minimum of 48 hours notice to all members of the Board is required to call a meeting, and the notice shall identify the topics to be considered at such meeting. 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. Minutes of the Board meetings will be posted on the Association webpages.

Section 6. Quorum - For the Board or any committee of the Board, a majority of its 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 - The new "Board Year" officially begins on July 1 and ends on the following June 30 to coordinate with the Association's fiscal year.

Article V - OFFICERS

Section 1. Officers - Up to thirteen (13) Board Members in total, shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect, up to seven (7) Vice Presidents, Past President, up to two (2) Institute Trustee Designate(s), 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.

1. Officer Qualifications – To qualify for the office of President Elect, the nominee must be a serving Vice President. To qualify for the office of Vice President, the nominee must currently be a Trustee-at-Large or serving Vice President.
2. Terms of Office – All Vice-Presidents including all emeriti, are elected by the Board immediately following the Annual Meeting to serve a one (1) year term and shall be eligible to serve a maximum of five (5) consecutive terms. A President Elect shall be elected by the Board

immediately following the Annual Meeting at the end of the first year of the President's term. The President Elect will serve a one (1) year term, and upon completion of this term shall automatically assume the office of President for a two (2) year term, followed by assuming the office of Past President for a subsequent one (1) year term. All other officer seats are ex-officio positions.

3. Ranking - Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
4. 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. 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.
5. Powers and Responsibilities - Officers are responsible to the 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.

Section 2. President - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority on a case by case basis, shall act as the official liaison to the President of Rensselaer and to the Institute's Board of Trustees, 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 and other appropriate media platforms 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.

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 – Up to two members of the Institute Board will be designated by the Board Chairman as officers of the Association and thereby ex-officio non-voting members of the board. An Institute Trustee Designate is a member of the Executive Committee and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

Article VI - COMMITTEES

Section 1. Executive Committee - There shall be an Executive Committee composed of the Board Elected Officers and Institute Trustee Designates, 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-range plan and the annual budget approved by the Board. Actions of the Executive Committee require 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 President, Past President or President Elect, and up to three other current or former Board members appointed by the Executive Committee.

1. The Past President or President Elect shall serve as chairperson of the Nominating Committee.
2. The Nominating Committee shall ensure that all Association Members have adequate opportunity to submit nominations for consideration by the Nominating Committee. The Nominating Committee shall ensure that the request for nominations is clearly announced and widely distributed. Nominations should be opened 120 days prior to the Annual Meeting and remain open for at least thirty (30) days. Nominations may be submitted by Members, staff of Rensselaer, or friends of Rensselaer. Alumni may self-nominate. The request for nominations should include the requirements and qualifications for Board membership and the deadline for submission (at least ninety (90) days prior to Annual Meeting.)
3. The Nominating Committee will present to the Board a list of proposed candidates for the Board. All nominees will be notified of their candidacy status at least 60 days prior to the Annual Meeting.
4. Any Member who is not selected as a candidate can be nominated in subsequent years.
5. The nominations process shall be confidential.
6. No nominations from the floor or write-ins will be accepted at the Annual Meeting. This affords an adequate opportunity for the Nominating Committee to review potential nominations against the established requirements.
7. A member may petition onto the ballot for trustee election with four (4) prerequisites: i) at least 6-months of prior recognized volunteer service during the past 12 months with an RAA Chapter, or RPI affiliated affinity group or club. ii) a letter of recommendation from a senior officer of that RPI affiliated organization. iii) completed standard application process through nominating committee but not selected. iv) minimum of 250 member signatures on the petition at least 45 days prior to the Annual Meeting. One (1) petition candidate on the ballot will be allowed per election cycle. If more than one petition candidate

meets all the prerequisites, then the nominating Committee will select which petition candidate will appear on the ballot.

8. The candidates will be voted on at the Annual Meeting. Each Member may cast that number of votes which correspond to the number of open seats on the Board up for election. Votes, however, shall not be allowed to be accumulated. Cumulative voting is prohibited. The candidate(s) receiving the highest number of votes for the number of open seats on the Board shall be deemed elected and qualified.

9. The President will vote as a Member of the Association, not as a tiebreaker.

10. To the extent successor(s) are not elected for any reason, the Board shall determine which Trustee(s) shall remain in office until their successor(s) are duly elected and qualified until a Special Meeting of the Members may be called in accordance with the Not-For-Profit Corporation Law.

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 until 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 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 - 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. 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 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 Association will recognize affiliate organizations 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 - INCLUSION

The association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin, disability, marital status or sexual orientation, in any of its activities or operations. The association is committed to providing an inclusive and welcoming environment.

Article IX - CONFLICTS OF INTEREST

The Secretary will ensure that each Trustee shall annually sign a statement that affirms that the Trustee has received a copy of the Association Conflict of Interest policy, read and understands the policy, and agreed to comply with the policy.

Article X- AMENDMENTS

Section 1. Amendment(s) initiated by the Board would require: i) Board approval by two-thirds of the Board provided that thirty (30) days notice of such amendments has been given to each voting Board member. Further modifications may be made to the amendments at a meeting of the Board held to discuss and vote on the proposed amendment(s). ii) a two-thirds majority consent of the members voting on the amendment at an Annual Meeting or Special Meeting. Notice of any proposed amendments approved by the Board shall be disseminated to the Members in accordance with Article III, Section 3 with a summary of the amendment provided by the sponsor, no later than thirty (30) days prior to the Annual Meeting.

Section 2. Amendment(s) initiated by the Members would need to be submitted to the President no later than 60 days prior to the Annual Meeting. It must be accompanied by a petition signed by a minimum of 250 members to be put in front of the Board. Frivolous, demonstrably negative, unlawful in the opinion of counsel to the Association or clearly unnecessary member-initiated proposed amendments can be dismissed by the Board. If a member-initiated proposed amendment is dismissed by the board, the action will be shared with the membership at the annual meeting along with the rationale behind the dismissal. The proposed amendment(s) would then need to be approved by a two-thirds vote of the Board for it to be put to a vote of the membership. If approved by the Board, it would be placed on the ballot at the Annual Meeting and would require a two-thirds vote by the members to approve the amendment. Notice of any proposed amendments approved by the Board shall be disseminated to the Members in accordance with Article III, Section 3 with a summary of the amendment provided by the sponsor, no later than thirty (30) days prior to the Annual Meeting.

Article XI- 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.

Article XII LEGAL ACTION AGAINST THE ASSOCIATION

To protect the Association and its assets from arbitrary litigation costs and expenses, to the extent that any Member institutes legal action against the Association, and to the extent that the Association is the substantially prevailing party, the Association shall be entitled from such Member, as a portion of its award, to its costs and expenses incurred in connection therewith, including, but not limited to, reasonable attorney's fees. In the event more than one (1) Member is a party to such legal action, the liability for costs and expenses shall be joint and several from the Members to the Association shall be joint and several.