

ROCHESTER INSTITUTE OF TECHNOLOGY
ALUMNI ASSOCIATION
BYLAWS
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Article I. Purpose

Section 1 - The Alumni Association.

This organization shall be known as the Rochester Institute of Technology Alumni Association (hereinafter "Alumni Association"). The Alumni Association is a part of the Rochester Institute of Technology (also referred to herein as "the Institute" or "RIT"), a non-profit educational institution chartered by the State of New York.

Section 2 - Alumni Association Vision Statement.

The Alumni Association exists to create and foster programs and activities that further the attainment of the Alumni Association vision:

Implement RIT for Life, a culture that extends to our global alumni network that embraces all alumni as full members of the RIT community through providing opportunities for networking, lifelong learning, career and personal development, and engagement with RIT students and programs while fostering volunteerism and gift giving for the benefit of RIT.

Section 3 - Subject to Charter and Bylaws of the Institute.

The Alumni Association is an official and recognized body of the Rochester Institute of Technology and abides by the Charter and Bylaws of the Rochester Institute of Technology. RIT and the Alumni Association provide equal opportunity to all qualified individuals without discrimination. Where there is an inconsistency between the Alumni Association Bylaws and any provision of the Charter or Bylaws of the Institute, the latter shall control.

Article II. Qualifications for Membership in the Alumni Association

Section 1 - Members as of Right.

All individuals who hold a certificate, diploma, or degree from Rochester Institute of Technology or any of its predecessor or affiliated institutions are members of the Alumni Association.

Section 2 - Special Members.

The Alumni Association Board of Directors (also referred to herein as "the Board") shall have the authority to grant membership (full, honorary, or otherwise) in the Alumni Association to any other individual at its discretion.

Article III. Board of Directors

Section 1 - Purpose.

The Board shall be the representative of the Alumni Association in institutional matters related to Rochester Institute of Technology and shall serve as an advisory Board to the Office of Alumni Relations in developing and implementing programs, services, and activities for alumni.

Section 2 - The Work of the Board.

The Board is responsible for advising and assisting in the implementation of activities to promote and further the Alumni Association vision as outlined above. As such, the Board and its members are charged with:

1. Representing and communicating the interests of the Alumni to the Institute to promote a more active and meaningful relationship between Alumni and RIT;
2. Advising the Office of Alumni Relations through a regular review of its programs and activities to further its fulfillment of the Alumni Association vision;
3. Serving on one or more committees of the Board and actively participating in the work of the Board in furthering the Alumni Association vision; and
4. Representing and promoting the objectives and activities of the Board and the Alumni Association to alumni, students, prospective students, the community, and the world in furtherance of the Alumni Association vision.

Section 3 - Composition of the Board.

The Board shall consist of a minimum of 27 regular members. The Board shall periodically review its membership, and may add additional members, as permitted by these Bylaws. No reduction in the number of members shall be made, at any given time, unless the corresponding vacancies exist as a result of resignations, expiration of terms of office, or other actions provided by these Bylaws.

The Board shall select its members in accordance with the terms and conditions set forth in Article IV, Section 3, and with the objective of achieving broad representation from the RIT community and specifically, the Alumni Association. The members of The Board should consist of:

1. **Alumni Members**
 - a. Regular Members

Board members selected by the Board shall be Alumni in Good Standing. Alumni in Good Standing are those individuals who hold a certificate, diploma, or degree from RIT or any of its predecessor or affiliated institutions, and who conduct themselves in a manner consistent with generally accepted legal, moral, and ethical standards. Any RIT alum who engages in improper legal, moral, or ethical conduct, as determined by the RIT administration, shall not be considered an Alum in Good Standing.

The Board strives to achieve broad and diverse representation from the RIT community and specifically, the Alumni Association. The Membership Committee is responsible for maintaining such representation and should consider various criteria in seeking new candidates, such as a candidate's:

- i. Geographic Representation.
 1. Four Geographic Regions of the United States (Northeast, Southeast, Northwest, Southwest).
 2. International (including regions with RIT Global Campuses).
- ii. RIT College Representation.
- iii. Affinity Group Representation as defined/recognized by the University.

2. Special Members

- a. Presidential Appointees
 - i. The President of RIT has complete discretion in selecting their Appointees. The roster of Presidential Appointees shall include:
 1. One current full-time student
 2. One active or retired faculty and/or staff member.
 - ii. If the President of the Institute does not present nominees, the Office of Alumni Relations may work in conjunction with the Membership Committee to nominate candidates to the President of the Institute for consideration.
- b. Ex-Officio Members
 - i. The President of the Institute, Vice President for Development and Alumni Relations, and two appointees from the Office of Alumni Relations are members of the Board of Directors, ex officio.
 - ii. They shall have all the privileges of Board membership including the right to make motions and to vote.
 - iii. To facilitate the work of the Board, the Office of Alumni Relations appointees shall report its activities, initiatives, and objectives to the Board at each regular meeting of the Board.

3. Non-Voting Members

- a. Past Presidents/Chairs of the Board not otherwise serving a term on the Board, are welcome to attend and participate in Board meetings, but shall not be

counted in determining a quorum, and shall not have the privilege of voting or making motions.

b. Director Emeritus

- i. The Board may, from time to time and in its discretion, confer upon a member of the Board the title "Director Emeritus." The position is intended to acknowledge those who have demonstrated outstanding dedication and contribution to the work of the Board, the Alumni Association, and the Institute as a whole, over an extended period. To confer the position of Director Emeritus on any member of the Board requires approval of the Board by majority vote following nomination by the Membership Committee.
- ii. A Director Emeritus is welcome to attend and participate in Board meetings, but shall not be counted in determining a quorum, and shall not have the privilege of voting or making motions.
- iii. The position is a high honor and is to be conferred accordingly; however, nothing in these Bylaws shall be interpreted as limiting the Board to a single Director Emeritus at any given time.

Section 4 - Term.

The regular term of office for Standing Members of the Board shall be 3 years, and the term shall conclude at the end of the third calendar year of the Standing Member's term. The Membership Committee may, at its discretion invite a Standing Member to subsequent terms. There is no limit on consecutive terms, pending invitation by the Membership Committee and approval by the Board.

The Membership Committee shall have authority to fix or adjust the term of any Member so that approximately an equal number of Members' terms expire annually.

Members' term shall be based on a calendar year, commencing January 1 and terminating December 31, but may be adjusted based on other requirements or practices of the Membership Committee described here.

Section 5 - Resignation and Removal.

1. Resignation

Any Board member may resign at any time by giving written notice to the President or to the Executive Director of Alumni Relations. Such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery.

2. Removal

The President of the Board and the Chair of the Membership Committee, collectively, shall have authority to remove any member of the Board for just cause. Just cause for removal of a Board member shall include, but not be limited to:

- a. Failure to attend (virtually or in-person) two consecutive regular meetings and/or committee meetings of the Board without a reasonably acceptable excuse in advance.
- b. Failure to satisfy the requirements of an Alum in Good Standing and/or the revocation of that status.
- c. The commission of crimes and/or acts that have an adverse effect on RIT.

Removal for reasons other than for cause requires a two-thirds majority vote of the Board and at least one week's previous notice of the proposed action to the individual for whom removal is sought and to each member of the Board.

Section 6 - Meetings.

1. Attendance

Board members are expected to attend all properly noticed meetings in-person or virtually.

2. Regular Meetings

Regular meetings of the Board of Directors shall be held at minimum, two times per year. Notice of all regularly scheduled meetings of the Board shall be sent to all members of the Board at least three months in advance of the meeting; and all reasonable efforts shall be made to include a detailed agenda in the notice of the meeting.

3. Special Meetings

The President, or in their absence, the Vice President, or the Executive Director of Alumni Relations may call a special meeting of the Board at any time. A minimum of 48 hours' notice to all members of the Board is required to call a special meeting, and the notice shall identify the topics to be considered at the special meeting.

4. Conduct of Meetings

- a. All Board meetings shall be conducted in accordance with a general interpretation of Robert's Rules of Order.
- b. Quorum
Simple Majority of all regular Board members constitute a quorum for all meetings, whether held in-person or virtually. A quorum is required for the passage of any resolutions or motions by the Board. If a properly noticed meeting fails to achieve a quorum, the Board may proceed in conducting the meeting generally in accordance with the published agenda and by submitting any resolutions or motions for subsequent approval by the entire Board electronically.
- c. Additional Attendees

- i. Any staff member of the Office of Alumni Relations may attend Board meetings at the discretion of the Executive Director of Alumni Relations. Staff members of the Office of Alumni Relations shall be responsible for administrative activities relating to the Board, including recording and disseminating the minutes of all proceedings.

Section 7 - Amendment of Bylaws.

Amendment of the Bylaws requires a two-thirds vote and prior notice to all Board members.

Notice shall be given one of two ways:

1. Introducing the motion or proposed amendment in the meeting prior to it being put to a vote.
2. Introducing the motion or proposed amendment in writing to all Board members at least one week in advance of the regularly scheduled meeting or at least 48 hours in advance of the special meeting in which the amendment will be debated and voted upon.

An amendment to the Bylaws can also be put to a vote electronically, following the meeting in which it was introduced. An amendment to the Bylaws shall not be both introduced and voted upon electronically unless taken up for consideration during an intervening meeting.

Article IV. Board Officers, Management Officials, and Executive Committee

Section 1 - Officers.

1. Roles

The Board shall select officers from among its ranks including a President, Vice President and Secretary.

a. President

Responsibilities of the President include:

- i. The President shall preside at all meetings of the Board.
- ii. Oversee the Work of the Board as outlined in Article II.
- iii. The President shall be the Alumni Association's candidate for representation on the Board of Trustees in accordance with the Institute Bylaws. Provided the President is duly elected to the Board of Trustees, the President shall serve as the Trustee representative of the Alumni Association and shall be a full, voting Trustee with the same responsibilities, obligations, and duties as other Trustees for the duration of the President's term of office consistent with the terms and provisions

of the Institute Bylaws. If the Board of Trustees fails to elect the candidate at the next Board of Trustees meeting during which a vote on the candidate is properly held, the Alumni Association shall, before the next meeting of the Board of Trustees, present another candidate who has been approved by the Alumni Association Board by majority vote upon nomination by the Membership Committee.

b. Vice President, President-Elect

Responsibilities of the Vice President include:

- i. Perform the duties of the President in their absence or inability to act.
- ii. If the Vice President is called upon to fulfill the duties of the President before the Board of Trustees, the Vice President may attend upon approval by the Board of Trustees but shall not have the right to make motions or vote.

c. Secretary

Responsibilities of the Secretary include:

- i. Creating agendas and reports for distribution to the Board
- ii. Track attendance at Alumni Association Board meetings
- iii. Manage minutes from Alumni Association Board meetings
- iv. Regular review of bylaws
- v. Be the board authority on Roberts Rules of Order and proceedings

2. Term of Office

The term of office of Board Officers shall be two years. The President and Vice President, in their respective offices, shall be limited to a single two-year term; however, the unexpired term served by any person elected or appointed to fill a vacancy shall not be included in this limitation. All candidates for Board Officer positions must be Alumni in Good Standing, and members of the RIT Alumni Association Board. Should a Board Officer have less than a full term remaining upon election, such an individual's term shall be extended to enable such individual to fulfill their full term as a Board Officer.

3. Succession

- a. The Vice President shall succeed the President upon the expiration of the President's term of office, or if the President is unable to serve their remaining term of office.
- b. The Secretary is not in the line of succession. If the President and Vice President are unable to fulfill their terms, the positions remain vacant and should be filled through the Membership Committee. The Secretary is eligible to apply for the vacant positions. If elected, their position should be filled by the Membership Committee.

Section 2 - Executive Committee.

1. Purpose

The Executive Committee shall meet periodically between regularly scheduled meetings of the Board for purposes of reviewing and monitoring the activities, programs, and initiatives of the Board, and shall be responsible for setting the agenda for regularly scheduled meetings of the Board.

2. Members

The President, Vice President and Secretary of the Board, the Vice President for Development and Alumni Relations, and their appointees from the Office of Alumni Relations shall constitute the Executive Committee of the Board.

Section 3 - Membership Committee.

1. Purpose

The Membership Committee is a standing committee of the Board. The Membership Committee selects, and shall present to the Board for its approval, nominees for vacancies or impending vacancies of the Standing Alumni Members of the Board; and to present nominees for election as Board Officers.

2. Members

The Membership Committee shall comprise of:

- a. The immediate Past President as Chair of the Committee
If the immediate Past President is unavailable to serve, the President may choose a Chair from among Standing Members and Officers of the Board.
- b. The Board President and Vice President
- c. At least two other Standing Members of the Board

3. Selecting Standing Members of the Board

The Membership Committee is encouraged to solicit nominations from a representative cross-section of the RIT community and from the representative groups defined in Article III, Section 3, including, among others: (a) the Board; (b) the Alumni Association; and (c) RIT Faculty and Staff. Members of the Alumni Association interested in serving on the Board are encouraged to express their interest to any Board member. Such expression of interest shall be forwarded to the Membership Committee and shall be duly considered.

The Membership Committee shall present its list of nominees for Standing Members of the Board to the Board at least one week before the last regular meeting of the calendar year. Nominees shall be elected to the Board by majority vote. However, nothing in this provision shall preclude the presentation and/or election of nominees for Standing Members of the Board at other times and/or at other properly convened meetings of the Board.

Any vacancy on the Board, other than that of a Presidential Appointee, resulting from, e.g., resignation, removal, or incapacity of a director, shall be filled by a nominee of the Membership Committee upon appointment by the Board President. The nominee, if appointed, shall serve for the remainder of the term vacated and shall be eligible for re-election at the end of the expired term.

Any vacancy on the Board resulting from resignation, removal, or incapacity of a Presidential Appointee shall be filled by appointment by the President of RIT.

4. Election of Board Officers

The election of Board Officers is to be held during the last regular meeting of the calendar year in which the President's term is to expire. The Membership Committee is to present a slate of nominees to the Board at least one week before that meeting. Nothing in this provision is to preclude a motion to amend the slate of nominees by the addition of one or more nominees for a specific office of the Board. In the case a motion to amend the slate is approved by the Board, the election of Officers may be held subsequently electronically by providing a slate of nominees as presented for discussion at the last regular meeting of that calendar year.

5. Selection of Committee Chairs

The Membership Committee, along with the Executive Committee, should oversee the selection of Committee Chairs. A Committee Chair nomination process will be conducted by the Membership Committee to obtain nominations from the Board. Self-nominations are acceptable. The Membership Committee will select Committee Chairs from the nominated pool of candidates. Any Standing Member of the Board is eligible to chair a Board Committee. The selection of committee chairs should happen at the last regular meeting of the calendar year but never during an officer election cycle. Chairs of committees are appointed by the President and do not require approval from the Board.

Section 4 - Board Committees and Subcommittees.

The Board may create committees and subcommittees as it deems necessary to accomplish tasks, pursue initiatives, and generally to fulfill its purpose. All committee and subcommittee actions shall be reported and recorded by the Chair of that committee at regularly scheduled Board meetings.

Section 5 - Office of Alumni Relations, Executive Director of Alumni Relations.

The Executive Director of Alumni Relations may represent the Alumni Association Board of Directors as required in the fulfillment of their duties and responsibilities to RIT. The Executive Director of Alumni Relations shall report to the Board any such representations at the next regularly scheduled meeting of the Board.

Section 6 - Office of Alumni Relations.

The Office of Alumni Relations shall provide any necessary and reasonable orientation and support for members of the Board.