

ROCHESTER INSTITUTE OF TECHNOLOGY

ALUMNI ASSOCIATION BYLAWS

As Amended February 25, 2016
Effective July 1, 2016

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:

To be a leader among peer institutions in continuously increasing the number of alumni with a mutually valuable, lifelong relationship with 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, particularly with regard to equal opportunity and equity for all members regardless of race, creed, religion, sexual orientation, or gender. Where there is 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 authority to grant membership (full, honorary, or otherwise) in the Alumni Association to any other individual in its discretion.

Article III. Board of Directors

Section 1 - Composition of the Board.

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.

The Board shall consist of a minimum of 27 regular members. The members shall be selected in accordance with the terms specified below, and, with the exception of Presidential Appointees, shall be chosen from among members of the Alumni Association. The Board shall periodically review its membership, and may add additional members without modification of these Bylaws. No reduction in the number of members shall be made unless corresponding vacancies exist as a result of resignations, expiration of terms of office, or other actions provided by these Bylaws. As used herein, the term "entire Board" means the total number of regular Board members as prescribed by these Bylaws if there were no vacancies on the Board.

The Board shall select its members in accordance with the terms and conditions set forth below, and with the objective of achieving broad representation from the RIT community and specifically, the Alumni Association. 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 alumnus/alumna who engages in improper legal, moral, or ethical conduct, as determined by the RIT administration, shall not be considered an alumnus/alumna in Good Standing.

The Board shall comprise Standing Members and Affinity Group Representatives.

The Standing Members of the Board shall comprise at least the following:

- Five geographical representatives as follows: one director representing each of the four geographic quadrants of the United States (Northeast, Southeast, Northwest, and Southwest), and one international director;
- Four At-Large Directors; and
- Four Directors appointed by the President of RIT ("Presidential Appointees").

Affinity Group Representatives of the Board shall comprise at least the following:

- College Alumni Representatives, each director chosen by and representing one of the Colleges of RIT;
- Affinity Group Representatives, each director chosen by and representing one Affinity Group as defined below.

Section 2 - Presidential Appointees.

The President of RIT shall have complete discretion in selecting his/her Appointees except that the roster of Presidential Appointees shall include at least one current full-time student, at least one alumni representative, and at least one active or retired faculty and/or staff member.

Section 3 - Affinity Groups.

On approval of a majority of the Board, the Board may designate any pre-existing group or organization an Affinity Group for purposes of representation on the Board. An Affinity Group is a discrete group constituting a substantial number of members of the Alumni Association, and which is, in some meaningful way, affiliated with the RIT community and dedicated to serving the RIT community and/or the Alumni Association.

Prospective Affinity Groups must be able to demonstrate that they are constituted, organized, and run in a manner not inconsistent with these Bylaws, and particularly the tenets established by the Rochester Institute of Technology with regard to equal opportunity and equity for all members regardless of race, creed, religion, or gender. The Board shall have authority to rescind its Affinity Group designation of any group or organization with the approval of a two-thirds majority of the Board.

Any group meeting the above criteria may petition the Board for designation as an Affinity Group. The Board may invite groups to petition for designation as an Affinity Group.

Each Affinity Group shall select a nominee as its Representative to the Board, and may also set a reduced, but not enlarged, term of office of its Representative. Where an Affinity Group is any of the Colleges of RIT, the Office of the Dean of that College may recognize and designate any alumni organization specifically affiliated with that College, and to nominate that College's alumni Representative to the Board. Where there is no recognized College-affiliated alumni organization, the Membership Committee, in consultation with the Office of the Dean of that College, may select a nominee as Representative for that College in the same manner, and for the same term, as a Standing Member, provided, however, that the Representative so selected is a graduate of that College. Each Affinity Group nominee must be elected to the Board by majority vote.

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 Board shall have authority to fix or adjust the term of any Member so that approximately an equal number of Members' terms expire annually. Terms shall be based on a calendar year, commencing January 1 and terminating December 31.

Section 5 - Director Emeritus.

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 of time. 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.

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.

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 6 - Resignation and Removal.

(a) 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.

(b) 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, (1) the failure to attend three consecutive regular meetings of the Board, (2) the failure to satisfy the requirements of an Alumnus/a in Good Standing and/or the revocation of that status, or (3) 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 7 - Loss of Representation.

When any constituency loses representation on the Board because its representative member of the Board is no longer a member of that constituency (e.g., graduation of a full-time student representative or relocation of a geographic representative), that Board position shall be deemed vacant, and the Board shall move promptly to fill that vacancy as provided above (Article III, Section 6). The Board may, in its discretion, invite the member to remain on the Board in any other suitable and appropriate capacity.

Section 8 - 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 one week in advance of the meeting; and all reasonable efforts shall be made to include a detailed agenda in the notice of the meeting.

Board members are expected to attend all properly noticed meetings.

Section 9 - Special Meetings.

The President, or in his/her 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 such special meeting. Regular or

special meetings of the Board may be replaced by a conference call with appropriate notice.

Section 10 - Quorum.

One-third of all regular Board members constitute a quorum for all meetings, whether held in person or by conference call. A quorum is required for the passage of any resolutions or motions by the Board. In the event that 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 as by mail including e-mail.

Section 11 - Amendment of Bylaws.

Amendment of the Bylaws requires a two-thirds vote and prior notice to all Board members. Notice shall be given by: a) introducing the motion or proposed amendment in the meeting prior to it being put to a vote; or b) introducing the motion or proposed amendment in a writing (including e-mail) 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 by mail (including e-mail) following the meeting in which it was introduced. An amendment to the Bylaws shall not be both introduced and voted upon by mail unless taken up for consideration during an intervening meeting. An amendment to the Bylaws that is put to a vote by mail requires a two-thirds vote of the entire Board.

Section 12 - Ex Officio Board Members.

The President of the Institute, Vice President for Development and Alumni Relations, Associate Vice President of Alumni, Parent and Annual Giving Programs, and the Executive Director of Alumni Relations are members of the Board of Directors, ex officio and shall have all the privileges of Board membership including the right to make motions and to vote. The Executive Director of Alumni Relations shall report on the activities and programs of the Office of Alumni Relations to the Board as requested by the President.

Past Presidents (and Past 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.

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 13 - 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:

- (a) Representing and communicating the interests of the Alumni to the Institute to promote a more active and meaningful relationship between Alumni and the Institute;
- (b) Advising the Office of Alumni Relations through a regular review of its programs and activities to further its fulfillment of the Alumni Association vision;
- (c) 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
- (d) Representing and promoting the objectives and activities of the Board and the Alumni Association to alumni, students, prospective students, the community, and the nation in furtherance of the Alumni Association vision.

To facilitate the work of the Board, the Office of Alumni Relations shall report its activities, initiatives, and objectives to the Board at each regular meeting of the Board.

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

Section 1 - Officers.

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

Section 2 - Term of Office, Officers.

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 individual's term shall be extended to enable such individual to fulfill their full term as a Board Officer.

Section 3 - Officers.

a) President: The President shall preside at all meetings of the Board. 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: The Vice President has the responsibility to perform the duties of the President in his/her absence or inability to act. In the event that 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. The Vice President shall succeed the President upon the expiration of the President's term of office, or in the event the President is unable to serve his or her remaining term of office.

c) The Secretary has the responsibility to (1) create agendas and reports for distribution to the Alumni Association Board, (2) track attendance at Alumni Association Board meetings, (3) manage minutes from Alumni Association Board meetings.

Section 4 - Executive Committee.

The President, Vice President and Secretary of the Board, the Vice President for Development and Alumni Relations, Associate Vice President of Alumni, Parent and Annual Giving Programs and the Executive Director of Alumni Relations shall constitute the Executive Committee of the Board. 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.

Section 5 - Membership Committee.

The Membership Committee shall select, and shall present to the Board for its approval, nominees for vacancies or impending vacancies of the Standing Members of the Board other than the Presidential Appointees; and to present nominees for election as Board Officers.

The Membership Committee shall be a standing committee of the Board. The Membership Committee shall comprise the immediate Past President as Chair, and shall further include the President and Vice President and at least two other Standing Members of the Board. In the event that the immediate Past President is unavailable to serve, the President may choose a Chair from among Standing Members and Officers of the Board.

The Membership Committee is encouraged to solicit nominations from a representative cross-section of the RIT community, 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. A nominee shall be elected to the Board by majority vote. 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.

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. The election of Officers may be held subsequently by mail (e.g., email) provided a slate of nominees is presented for discussion at the last regular meeting of that calendar year.

Any vacancy on the Board, other than that of an Affinity Group Representative or 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 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; and any vacancy resulting from replacement, resignation, removal, or incapacity of an Affinity Group Representative shall be filled by nomination from that Affinity Group consistent with the foregoing, and subject to election by a majority vote of the Board.

Section 6 - 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 his/her 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 7 - Board Committees and Sub-committees.

The Board may create committees and sub-committees as it deems necessary to accomplish tasks, pursue initiatives, and generally to fulfill its purpose. Each committee and sub-committee shall have a Chair, and all committee and sub-committee actions shall be reported and recorded at regularly scheduled Board meetings.

Section 8 - Office of Alumni Relations.

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

Section 9 - Conduct of Meetings.

All Board meetings shall be conducted in accordance with a general interpretation of Robert's Rules of Order.