

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. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
3. Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
4. 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; and
5. 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.

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 courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed 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 - Non-alumni/ae 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. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).
2. The slate will be voted on at the Annual Meeting of Members using the election process outlined in Article VI - Section 2.

3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

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

Article III - MEETINGS

Section 1. Annual Meeting of Members - The Annual Meeting of Members shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board.

Section 2. Special Meetings of Members - Special Meetings of Members may be held at a time and place fixed by the Board. The Secretary shall call such a special meeting upon written request of the President, or a majority of the Trustees, or one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

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, such as a notice in the official publication of the Association. The official publication of the Association is RENSSELAER - the Alumni Magazine of Rensselaer Polytechnic Institute ("Alumni Magazine").

Section 4. Quorum - Twenty (20) 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 Executive Director.

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, which must be cast in person, not by proxy.

Article IV - BOARD OF TRUSTEES

Section 1. Composition - The Board shall be composed of up to thirty-six (36) voting Trustees, as follows:

1. **Trustee Officers** [elected] (maximum of twelve (12)).
2. **Trustee Officer Designates** (maximum of three (3))
3. **Trustees-at-Large** [elected] (maximum of seventeen (17)).
4. **Grand Marshal** [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
5. **Graduate Council President** [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
6. **Faculty Council Chair** [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
7. **Red and White Student President** [ex-officio].

Section 2. Terms of Office - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

Section 3. Vacancy - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee 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-elected by a majority vote of the Board. Vacancies of elected trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting of Members, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

Section 4. Powers and Responsibilities - 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 shall review all actions taken or recommended by the Executive Committee of the Board.
2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
3. At the Annual Meeting of Members, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting of Members. These resolutions shall be presented to the membership for its endorsement.
4. Annual dues for Members of the Association may be fixed by the Board.
5. 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

Section 5. Meetings - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting of Members. The President may call Special meetings, and must call a Special meeting upon written petition of a majority of the Trustees. At least fourteen (14) days notice of each meeting, regular or special, shall be sent in writing to the last known address of each Trustee. 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.

Section 6. Quorum - For the Board or any committee of the Board, a majority of its Trustee 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 - At the end of each Annual Meeting, the new "Board Year" officially begins. The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

Article V - OFFICERS

Section 1. Officers - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, 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. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President, and Executive Director.

1. **Terms of Office** Officers, other than the President, President Elect, Past President, Institute Trustee Designate, Emeritus Vice President and Executive Director, shall be elected at the Annual Meeting to serve a one (1) year term, and shall be eligible to serve a maximum of five (5) consecutive terms. In even-numbered years, a President Elect shall be elected to 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 and the office of Past President for a subsequent one (1) year term.
2. **Ranking** Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
3. **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 of Members. 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.
4. **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 report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, 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 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 - One member of the Institute Board of Trustees will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association 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 Elected Trustee Officers and Trustee Officer Designates of the Association, 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 requires 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 Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

1. The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
2. The Nominating Committee shall nominate, to the general membership subject to prior approval of the Executive Committee, a list of candidates, one for each position, to fill the term of Trustees and any vacant officer positions.
3. All nominations from the general membership of possible candidates for Officer or Trustee shall be submitted to the Nominating Committee for consideration at least ninety (90) days before the Annual Meeting. Nominations will not be accepted from the floor.
4. A list of candidates from the Nominating Committee shall be available to a Member upon request at least thirty (30) days in advance of the Annual Meeting.
5. Unless the Members at the Annual Meeting decide by majority vote that the election shall be by ballot, the election shall be by show of hands or voice vote. If the election is by ballot, the President shall appoint three tellers, one to serve as chairman, who shall count the ballots and report the results to the meeting. In case of a tie, the President shall cast the deciding vote.

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 till 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** - 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.

1. 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 RAA will recognize affiliate organization 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 - PARLIAMENTARY AUTHORITY

Section 1. Authority - The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings of the Board, Association and its affiliate organizations unless superseded by these Bylaws.

Article IX - AMENDMENTS

Section 1. Process - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board of Trustees provided that thirty (30) days notice of such amendment has been given to each Trustee. An amendment to the Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

Article X. 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.

These are the RAA Bylaws as Approved March 7, 1998 and Amended March 12, 2001. A prior version posted on this website was missing Article V, Section 1, Clauses (a) and (b) and showed minor language inaccuracies in Article II, Section 2 and Article III, Section 3.

For questions about the RAA, contact raa@rpi.edu