

~~THE~~

PROPOSED BYLAWS

Adopted: March 7, 1998

Amended: ??? ???, 2019

RAA BYLAWS
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BYLAWS
of
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:~~

Section 3. Purpose - The Association shall:

- a) Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
- b) 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;
- c) Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
- d) 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
- e) 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:

- a) Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
- b) Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
- c) 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~~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:

- a) The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).-

~~The slate~~ b) The candidates for Honorary Membership will be voted on at the Annual Meeting using the election process outlined in Article VI - Section 2.

~~The c)~~ If approved by the Members, then the "Friends of Rensselaer" will be notified in writing of ~~the their~~ recognition ~~of as~~ Honorary ~~Member~~Members 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 a 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 (“Annual Meetings”)—The Annual Meeting”) shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. In as much as it shall be possible, the Annual Meeting shall be held on a date that is coincident with the annual alumni weekend that is coordinated by Rensselaer. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. ~~The Annual Meeting will occur in coordination with the first meeting of the Association Board of 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, and to ~~vote on the slate of candidates as described~~elect new Officers and Trustees in ~~Article VI, order to fill vacancies and expired terms.~~~~

Section 2.

~~**Section 2. Special Meetings of Members** - Special Meetings of Members (“Special Meeting(s)”—Special Meetings may”) 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, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Secretary shall call such a Special Meeting upon written request of the President, or a majority of the Trustees, or ten percent (10%) of 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. Notification shall be made on the Association website, hosted at alumni.rpi.edu; and/or in Rensselaer - the Alumni Magazine of Rensselaer Polytechnic Institute; and/or 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.

A quorum shall not be broken by the subsequent departure of any Member(s).

Section 5. Agenda - The proposed order of business of each meeting shall be set by the President with the advice of the Officers-

, but the Members shall always have the right to approve or disapprove of this order of business by simple majority vote; and the Members shall also have the right at an Annual Meeting to introduce other business including motions to be voted upon during the meeting.

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. 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 virtual participants will be acceptable.

Article IV - BOARD OF TRUSTEES

Section 1. Composition - The Board shall be composed of not less than ~~three~~ (3 five (5)) and not more than thirty-six (36) voting Trustees, as follows:-

- a) Trustee Officers [elected] (maximum of twelve ~~(12)~~ (12)).
- b) Trustee Officer Designates (maximum of three ~~(3)~~ (3)).
- c) Trustees-at-Large [elected] (maximum of seventeen ~~(17)~~ (17)).
- d) Grand Marshal [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
- e) Graduate Council President [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
- f) Faculty Council Chair [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
- g) 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 (3) 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~~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~~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, at which time ~~the Nominating Committee~~an election shall ~~make a nomination~~occur 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.

- a) The Board shall review all actions taken or recommended by the Executive Committee of the Board.
- b) The Board shall promptly consider all ~~recommendations introduced~~resolutions approved at ~~meetings~~a meeting of the Members.
- c) At the Annual Meeting, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting. These resolutions shall be presented to the membership for its endorsement.
- d) Annual dues for Members of the Association may be fixed by the Board.
- e) 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.
- f) The Board shall be free to engage independent legal counsel, if desired, who shall not be employed or engaged by Rensselaer.

Section 5. Meetings - The Board shall hold at least one (1) meeting 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.

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.

a) 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.

b) Ranking - Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.

c) 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~~committee shall elect an acting President to serve until the next election.

d) 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 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

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Annual Meeting a current statement of the financial affairs of the Association; (which shall include major financial decisions, income and obligations of the immediately preceding fiscal year), 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 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 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 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.

- a) 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.
- b) The Nominating Committee shall ensure ~~that~~ all Association Members have adequate opportunity to submit nominations for each position to be filled 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 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~~shall be provided at least one hundred twenty (120) days prior to the Annual Meeting; and shall include the requirements and recommended qualifications for ~~Board membership and candidates who wish to be considered by the Nominating Committee; and shall also include the deadline for submission~~ (, which shall be at least ninety (90) days prior to Annual Meeting.)the Annual Meeting. The intention of these advance time intervals is that the nomination process shall remain open for at least thirty (30) days to receive submissions. Nominations may be submitted by Members or Friends of Rensselaer. Alumni may self-nominate.
- c) The Nominating Committee will present to the Board a proposed 'Slate' listing ~~the one or more~~ candidates for each position to be filled ~~for their approval.~~ The ~~approved~~Board shall review the proposed Slate, and then accept or reject the Slate in whole or in part. Should the first Slate be rejected in whole or in part, then for any positions which lack accepted candidates the Nominating Committee will propose additional candidates to be reviewed until the Board has accepted a complete Slate with one or more candidates for each position to be filled. The complete Slate as ~~approved~~accepted by the Board must be available for review at the request of a Member at least ~~thirty (30)~~sixty (60) days in advance of the Annual Meeting.
- d) Any Member who is not selected for the 'Slate' can be nominated in subsequent years, for reconsideration by the Nominating Committee and the Board.
- ~~1. The nominations process shall be confidential.~~
- ~~No nominations~~ e) Any Member may also be nominated for any position to be filled upon the written petition of ten (10) Members, and such nominations by written petition do not require approval by the Nominating Committee or the Board. Any nominations by written petition must be submitted at least forty-five (45) days prior to Annual Meeting.
- f) The Executive Secretary shall distribute electronically a list of all nominations, including a cameo of up to 150 characters from the each nominee, ten (10) days prior to the Annual Meeting. This provision shall not limit the right members to make floor or nominations.
- g) Nominations from the floor as 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, provided that they are seconded by at least ten (10) Members.

~~2. The Slate will be voted on at the Annual Meeting as a single motion to approve the entire list of candidates.~~

~~h) Pre-printed paper or electronic ballots, as applicable, will be made available at the Annual Meeting, listing each Trustee or Officer position that needs to be filled due to a vacancy or expired term. For each such position, the name(s) of candidate(s) from the 'Slate' will be included, as well as the name(s) of candidate(s) who met the petitioning requirement (regardless of the opinion of the Nominating Committee or the Board), as well as a blank space for a write-in candidate.~~

~~i) The President will vote as a Member of the Association, not as a tiebreaker.~~

~~The) Members shall have the right to vote on the Slate must be approved by a simple majority of those candidates individually via paper or electronic ballot, as applicable, at the Annual Meeting. Consequently, the election shall be conducted for each position individually, and each candidate shall be elected based on a plurality of the votes from the Members present as described in Article III above, rather than for the 'Slate' as a whole. To the extent the Slate does not pass, the Trustees that a position remains unfilled by the election process described herein, the Trustee(s) then in office shall remain in office until their successor(s) are duly elected and qualified until by means of a Special Meeting of the Members may which shall be called in accordance with the Not-For-Profit Corporation Law § 604.~~

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

~~a) 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 (5) year terms at its quinquennial

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reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.

~~Geographic Affiliates~~ **b) 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.

c) 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.-

a) 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~~ 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 - PARLIAMENTARY AUTHORITY

~~Section 1. Authority—~~

The rules contained in ~~Robert's~~Robert's Rules of Order - in its most recent revised edition - shall govern all meetings of the Board, Association and its affiliate organizations except to the extent inconsistent with the Not-For-Profit Corporation Law or with these Bylaws.

Article XI - AMENDMENTS

Section 1. ~~Process—These~~Amendment by the Board - Proposed amendments to these Bylaws may be ~~amended~~made at a meeting of the Board by approval of two-thirds of the Board, provided that ~~thirty-~~(30) days' notice of such amendments has been given to each Trustee. Further modifications may ~~be proposals shall be~~ made to the amendments at least forty-five (45) days before an Annual or Special Meeting of the Members. Any such meeting. Any proposed amendment to the Bylaws ~~goes~~shall then be required to be submitted for consideration at an Annual or Special Meeting of the Members. The

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Secretary shall coordinate the advance notice of at least thirty (30) days to Members of such proposed amendments. Any such amendment shall go into effect immediately upon its adoption, only after approval by a majority vote of Members in attendance at the meeting. Amendments to the Bylaws shall be printed in the minutes of the ~~Board~~Association.

Section 2. Amendment by the Members – Proposed amendments to these Bylaws may be initiated by the written petition of fifteen (15) Members, provided that such petition shall be made at least thirty (30) days before an Annual or Special Meeting of the Members. Any such proposed amendment to the Bylaws shall then be submitted for consideration at an Annual or Special Meeting of the Members. The Secretary shall coordinate the advance notice to Members of such proposed amendments. Any such amendment shall go into effect only after approval by a majority vote of Members in attendance at the meeting. Amendments to the Bylaws shall be printed in the minutes of the Association.

Article XII. 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 Adopted:

March 7, 1998,–

Amended-:

March 12, 2001,–~~Amended~~

January 26, 2019,–~~and Amended June 22,~~

~~???~~ ~~???~~, 2019.–

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

raa@rpi.edu