

Rutgers Alumni Association

By-Laws

As amended May 18, 2013

ARTICLE I - NAME AND OFFICES

Section 1: The name of the corporation shall be the "Rutgers Alumni Association", hereinafter referred to as the "RAA".

Section 2: The principal office of the RAA shall be at such location established by the Board of Directors, as described in Article IX hereof, in the New Brunswick/Piscataway area, as the purposes of the RAA may require.

ARTICLE II - PURPOSES

The purposes of the RAA shall be to bring together Alumni and Friends to foster a lifelong Rutgers bond, continuing their common interest in enjoying camaraderie, networking, and service in a volunteer organization, centered around our shared New Brunswick traditions since 1831.

ARTICLE III - LOGO

The RAA shall have an official logo, which shall be circular in form and contain the name of the RAA, the year of its founding (1831), a script letter "Q" surrounded by the number "17" to its left and the number "66" to its right, and shall appear in the form shown on the heading of these By-Laws.

ARTICLE IV - MEMBERSHIP

Section 1: The RAA shall have members. There shall be one class of membership which shall consist of those persons who have matriculated at any of the undergraduate or graduate Schools of Rutgers University located at its New Brunswick/Piscataway campuses. Members shall also include members of Special Alumni Organizations, as defined in Article XIV hereof.

Section 2: Honorary members may be elected by the RAA at its annual meeting. Honorary members shall have all the rights of members in good standing except the right to vote and to hold office.

ARTICLE V - MANAGEMENT

All the corporate power of the RAA, as more particularly set forth in Title 15A of the New Jersey Statutes ("Title 15A"), except as are otherwise provided for in these By-Laws, Title 15A and other laws of the State of New Jersey, shall be and hereby are vested in and shall be exercised by the Board of Directors, subject to the following provisions:

- The Council of the RAA described in Article VIII hereof shall exercise those functions specifically delegated to it in these By-Laws, and shall also act to ratify the actions of the Board of Directors when so requested by the Board of Directors in its discretion.

- The Council shall also serve to strengthen relations between Rutgers University and its alumni and their communities by interpreting and disseminating accurate information concerning Rutgers University, and collecting and correlating current opinion and suggestions to present to the Board of Directors and to Rutgers University authorities.

ARTICLE VI - MEETINGS

Section 1: The RAA shall meet at least annually at such place within or outside the State of New Jersey as the Board of Directors shall designate. The RAA's annual meeting shall be held during the months of April, May or June, or at such other time as the Board of Directors may designate.

Section 2: The Council shall meet at least annually at such time and place within or outside the State of New Jersey as the Board of Directors shall designate.

Section 3: Regular meetings of the Board of Directors as determined by the Board of Directors shall be held at such time and place as the Board of Directors may determine.

Special meetings of the Board of Directors or of the Council, other than those required by statute, may be called at any time by the President of the RAA, and must be called by the President on the receipt of the written request of any fifteen (15) Directors, and shall be held at the principal office of the RAA or at such other place within or outside the State of New Jersey as the President shall designate.

Section 4: Notice of the time, place and purpose of annual, regular or special meetings of, as the case may be, the RAA, the Council or the Board of Directors, shall be given or served, either personally, by mail, by publication in any periodical published by the RAA, by telephone, or by electronic mail upon each person who appears upon the books of the RAA as a member of, as the case may be, the RAA, the Council or the Board of Directors. Notice of any annual meeting(s) of the RAA or of the Council shall be given not less than fourteen (14) days prior to the date of such meeting(s). Notice of any regular or special meeting(s) of, as the case may be, the RAA, the Council or the Board of Directors shall be given not less than ten (10) days prior to the date of such meeting(s). Such notice, if mailed, shall be directed to the member at his or her address as it appears on the books of the RAA, unless he or she shall have filed with the Secretary of the RAA a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 5: Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or By-Laws of the RAA, the Council or the Board of Directors or any committee thereof is authorized to take any action after notice to the requisite body or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirement be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

Section 6: At any meeting of the RAA, the Council or the Board of Directors, the presence of the following number of persons shall be necessary to constitute a quorum for all purposes except as may be otherwise provided by law: the RAA or the Council: twenty-five (25); the Board of Directors: twenty (20).

Section 7: The conduct of all business at all meetings of the RAA, the Council, the Board of Directors and any committees thereof shall be governed by 'Roberts Rules of order' as last revised, subject to modification by the presiding officer.

ARTICLE VII - OFFICERS

Section 1: The RAA shall have the following officers: President; President-Elect; Three Vice Presidents, Vice-President/Secretary, and Treasurer. The President; President-Elect; Three Vice Presidents, Vice-President/Secretary, and Treasurer shall be selected in accordance with Article X, Section 1. All officers shall be entitled to vote on any matters to come before the RAA, the Council or the Board of Directors or any committee thereof of which any of them may be members, except as otherwise provided in these By-Laws.

Section 2: The President shall be the chief executive officer of the RAA. He or she shall take up pertinent matters with the President of Rutgers University and his or her subordinates, shall preside at all meetings of the RAA, the Council and the Board of Directors, and shall decide all questions of order and regulate their proceedings generally. The President shall be ex officio a voting member of every committee of the Board of Directors.

Section 3: The President-Elect shall act for and in the place of the President, in the event of the absence or disability of the President. In addition, he or she shall be ex officio all standing committees.

Section 4: The three Vice-Presidents shall act for and in the place of the President-Elect in the event of the absence or disability of the President-Elect. In addition, they shall be ex officio nonvoting members of every committee of the Board of Directors and shall be responsible for the coordination of all special committees.

Section 5: The Vice-President/Secretary shall be responsible for the custody and control of all corporate records of the RAA and for the keeping of correct minutes of all proceedings of the RAA, the Council and the Board of Directors, shall make all reports required by the Board of Directors and shall conduct and maintain such correspondence as may be required by the Board of Directors.

Section 6: The Treasurer shall be the chief financial officer of the RAA. He or she shall be responsible for the maintenance of the financial records of the RAA and shall make such financial reports as are required by the Board of Directors. He or she shall be bonded at the expense of the RAA in such amount as may be directed by the Board of Directors. He or she shall be responsible for the investment and overall management of the finances of the RAA with the concurrence of the Budget and Finance Committee of the Board of Directors. The Treasurer shall be ex officio a nonvoting member of the Budget and Finance Committee.

Section 7: The Board of Directors may create and fill such additional offices of the RAA as it may see fit to create. Such offices shall be filled by procedures established by the Board of Directors.

Section 8: All officers of the RAA shall perform such additional duties as may be assigned to them by the Board of Directors.

Section 9: The officers elected at the annual meeting of the RAA shall assume office on July 1, subsequent to that annual meeting.

ARTICLE VIII - COUNCIL

Section 1: There shall be a Council of the RAA which shall consist of:

- a) All members of the Board of Directors.
- b) Nine (9) members-at-large appointed by the President as provided in Section 3 hereof.

- c) Representatives from each graduating class from the colleges listed in article IV hereof for each 300, or fraction of 300, graduating members of each class, the total number of the class being the graduates on the current official roll of the class.

Section 2: The at-large members of the Council described in Section 1(b) of this Article VIII shall be appointed by the President before the first day of July of the year in which their terms commence.

Section 3: The representatives of classes described in Section 1(c) of this Article VIII shall be appointed by their respective classes, but if any class has not notified the President by June 15 of any year of its appointments, the President shall make such appointments.

Section 4: The terms of members of the Council described in Section 1(a) of this Article VIII shall be the same as their terms of service in their respective capacities and the terms of those members of the Council described in Sections 1(b) and (c) shall be five (5) years and until their respective successors have been selected and shall expire on June 30.

Section 5: Those Council members described in Section 1 of this Article VIII who are incumbents when these By-Laws are adopted shall serve until the expiration of their present terms.

Section 6: All members of the Council shall be members in good standing of the RAA upon their becoming members of the Council and shall remain so during their entire terms as members of the Council.

ARTICLE IX - BOARD OF DIRECTORS

There shall be a Board of Directors of the RAA which shall consist of:

- a) The President, President-Elect, Three Vice-Presidents, Vice-President/Secretary and Treasurer.
- b) The University Alumni Trustees nominated by the RAA pursuant to Article XIII hereof.
- c) Twenty-four (24) members-at-large elected eight (8) of which are elected each year for three (3) year terms each.
- d) The chairpersons of all standing committees of the Board of Directors.
- e) The members of the RAA who are annually selected by the Special Alumni Organizations as defined in Article XIV hereof.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1: The Nominations Committee of the Board of Directors described in Article XI hereof shall at the annual meeting of the RAA nominate one (1) member for each of the following offices and positions: President-Elect, Three Vice-Presidents, Vice-President/Secretary, Treasurer; so many members-at-large of the Board of Directors as are then eligible for election and the immediate past president of the RAA, and/or any other qualified candidate of the RAA as a University Alumni Trustee. The President-Elect, once having been elected to that office, shall automatically succeed to the office of the President for the following term or sooner in the event that that office becomes vacant during the term. The nominations made by this committee shall not prevent the submission of other nominations of members in good standing by other members in good standing and which are submitted in writing to the Secretary at least ten (10) days prior to the annual meeting of the RAA. All such positions shall be filled by a plurality of the votes cast in such election. In the event of the death, resignation, or other vacancy in the office of President-Elect prior to the annual meeting of the RAA, a President shall be nominated and elected at the annual meeting in the same manner as the other officers.

Section 2: The President, President-Elect, and Treasurer each shall serve one (1) year terms and until their respective successors have been elected. The three Vice-Presidents, and the Vice-President/Secretary may serve up to a maximum of four (4) one year terms and must serve two (2) consecutive one year terms prior to nomination and election as President-Elect. The Treasurer may be successively re-nominated and reelected without limitation. The members-at-large of the Board of Directors elected by the RAA each shall serve three (3) year terms and until their respective successors have been elected. Members-at-large may be successively re-nominated and reelected without limitation.

Section 3: A vacancy in any office or position of the RAA described in these By-Laws, except that of University Alumni Trustee or President, occurring as the result of the death or resignation of the incumbent, may be filled by appointment by the President, to serve until the next annual meeting of the RAA, when the office shall be filled by election as herein provided for the unexpired term thereof.

ARTICLE XI - COMMITTEES

Section 1: The President shall appoint each year the chairpersons and members of all standing and special committees as hereinafter designated of the Board of Directors, and the President shall fill any vacancies that may occur in such committees during the year. The number of members of each committee shall be determined by the President. Each committee, through its chairperson or a representative of the chairperson, except the Nominations Committee, shall report its conclusions to the Board of Directors, and after approval, take charge of and execute such orders as may be given it, and no committee shall proceed with any business or matters before it, or initiate any new lines of work, except under the directions and authorization of the Board of Directors.

Section 2: There shall be the following standing committees of the Board of Directors; Executive; Budget and Finance; Reunion; Communications; Nominations; Loyal Son/Daughter Award; By-Laws; Grants and Gifts; Undergraduate; Long-Range Planning; Young Alumni; Member Services and Membership.

Section 3: The Executive Committee shall consist of the President; President-Elect; Three Vice-Presidents; Vice-President/Secretary and Treasurer. The President shall be chairperson of the Executive Committee. It shall act between meetings of the Board of Directors with all the powers of the Board of Directors, and shall report any such action to the Board of Directors at the next following meeting of the Board of Directors.

Section 4: The Budget and Finance Committee, in conjunction with the Treasurer, shall prepare an annual budget for the RAA for submission to and approval by the Board of Directors. It shall be responsible for the management and investment of the funds of the RAA in conjunction with the Treasurer, and it shall advise and assist the Treasurer, the Director and the Board of Directors in their management of the finances and business of the RAA, and it shall carry out all orders of the Board of Directors submitted to it. It may suggest to the Board of Directors methods and plans for the raising of funds for the benefit or conduct of Rutgers University.

Section 5: The Reunion Committee shall plan and promote the annual reunion of the RAA, shall encourage efficient class organization and shall encourage attendance at class reunions and other gatherings of alumni.

Section 6: The Communications Committee shall be responsible for the creation, editing and publication of all periodicals and other publications of the RAA designated by the Board of Directors and for coordinating all other forms of communications by the RAA.

Section 7: The Nominations Committee shall nominate the candidates for all positions as herein provided. The report of the nominations to the RAA shall be made at the RAA's annual meeting and also through the RAA's established magazine in the issue next preceding the annual meeting of the RAA, or through such other medium designated by the Board of Directors.

Section 8: The Loyal Son/Daughter of Rutgers award was established by the RAA to recognize members of the RAA who receive alumni and University major awards and honors and other individuals who have been deemed to have performed outstanding service to alma mater in any area. The Loyal Son/Daughter of Rutgers Committee shall recommend to the Board of Directors the names of alumni and other individuals to be awarded the Loyal Son/Daughter of Rutgers pin. The names of the following persons, if not already a recipient, shall be forwarded to the committee as nominees:

- All officers of the RAA who are not prior recipients of the award.
- University Alumni Trustees nominated by the RAA who are not prior recipients of the award.

Recipients of the following major awards when the individuals are alumni from any of the divisions listed in Article IV hereof:

- University Medal Award
- Alumni Trustee Award
- Best Class Correspondent Award
- Class of 1931 Award
- Class of 1949 Award
- Such other alumni or individuals, who by two-thirds (2/3) vote of the Board of Directors present at a regular meeting have been deemed to have performed outstanding service to alma mater in any area.

A Lifetime Achievement Award may, from time to time, be presented at the annual awards dinner. This award shall be given to the Loyal Son/Daughter who has exhibited extraordinary service to alma mater after their initial induction. This award is intended as a distinctive honor and shall be made when the committee determines that the circumstances are appropriate. More than one (1) award may be made in a given year however nothing herein shall be construed as a requirement to bestow this award on any regular basis.

Section 9: The By-Laws Committee shall regularly review these By-Laws and, as necessary, shall recommend proposed amendments thereto. In addition, this committee shall prepare resolutions on given matters when requested to do so by the RAA, the Council, or the Board of Directors.

Section 10: The Grants and Gifts Committee shall solicit requests made to the RAA for grants or gifts, and shall examine each request and recommend to the Board of Directors whether the request should be granted, modified or rejected. It shall be the further duty of this committee to periodically review and propose to the Board of Directors a set of criteria pursuant to which requests for grants or gifts shall be considered and acted upon.

Section 11: The Undergraduate Committee shall encourage undergraduate students and recent graduates of the Schools referred to in Article IV hereof. It shall meet with class officers of the senior classes of those Schools to help coordinate activities designed to foster participation in the RAA.

Section 12: The Long-Range Planning Committee shall be responsible for defining and reviewing the RAA's long-term objectives and goals and recommending means to implement them. The Long-Range Planning Committee shall be composed of fifteen (15) members, as follows:

- Five (5) persons who shall have served as President of the RAA, three (3) of whom shall serve until the next annual meeting of the RAA following their appointment, and two (2) of whom shall serve until the second annual meeting of the RAA following their appointment. Thereafter, all such members shall serve until the second annual meeting of the RAA following their appointments.
- Ten (10) persons, five of whom shall serve until the next annual meeting of the RAA following their appointment, and five (5) of whom shall serve until the second annual meeting of the RAA following their appointment. Thereafter, all such members shall serve until the second annual meeting of the RAA following their appointment.

Section 13: The Young Alumni Committee shall be responsible for the development of a strong organizational unit in each year's first 5-year reunion class. It shall articulate the concerns and special programming needs of alumni in the first (7) years after graduation. It will also work with the Undergraduate Committee to identify support programs for prospective new alumni.

Section 14: The Member Services Committee shall be responsible for engaging membership in the RAA. It shall also originate and manage benefit programs and events for the interest and enjoyment of the RAA membership.

Section 15: The Membership Committee shall encourage and expand the active membership of the RAA. This goal shall be accomplished consistent with the mission and by-laws of the RAA. Ethnic and cultural diversity of the membership shall be fostered.

Section 16: The President, with the consent of the Board of Directors, may appoint a special committee when needed as is deemed by them to be necessary and proper and to provide for the appointment of persons to such committee.

Section 17: Members of all committees provided for in this Article must be members of the RAA, but need not be members of either the Council or the Board of Directors.

Section 18: The terms of all members of committees provided for in this Article shall expire on June 30.

Section 19: The committees provided for in this Article shall have the power to appoint subcommittees whenever the occasion arises, subject to the approval of the President.

ARTICLE XII - REMOVAL

Section 1: Directors, Officers, Council members and committee members of all committees provided for in Article XI hereof may be removed from office without cause in the following manner:

- In the case of Directors and officers, by the affirmative vote of a majority of the members of the RAA eligible to vote for Directors and officers.
- In the case of Council members, by the affirmative vote of a majority of the entire Council.
- In the case of committee members, by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE XIII - UNIVERSITY ALUMNI TRUSTEES

Section 1: Annually, the RAA will nominate the immediate past president of the RAA and/or any other qualified candidate of the RAA as a University Alumni Trustee. Each such nominee would agree to serve for a term as determined by the University Board of Trustees.

ARTICLE XIV - SPECIAL ALUMNI ORGANIZATIONS

Section 1: A "special alumni organization" is one which has been determined by a two-thirds (2/3) vote of the entire Board of Directors to constitute an especially active alumni organization representing some identified portion of the persons represented by the RAA who have associated themselves in such alumni organization based upon a specific common interest or activity, and which substantially enhances and contributes to the goals of Rutgers University and of the RAA.

Special Alumni Organizations fall into two categories:

- Constituent groups whose membership is open to, and only to, alumni of an entire School of Rutgers University represented by the RAA.
- Special Interest groups whose membership is open to sub-groups with one or more Schools of Rutgers University represented by the RAA.

Section 2: Once so designated, a special alumni organization retains permanent affiliation with the RAA, provided it continues to fulfill the criteria for designation and demonstrates to the satisfaction of the Board of Directors the following:

- Submits an annual report each September to the Board of Directors which describes its activities of the past year and proposed activities for the coming year.
- Conducts at minimum semi-annual meetings.
- Submits evidence of continued and ongoing organizational activity.

If an organization fails to comply with these requirements, the Board of Directors may revoke the special alumni organization designation by a two-thirds (2/3) vote of the entire Board of Directors at a regular meeting, on twenty (20) days prior written notice to the organization.

Section 3: Each Special Alumni Organization shall be entitled to one (1) voting representative on the Board of Directors.

Section 4: Individual class organizations are not eligible for designation as special alumni organization.

ARTICLE XV - CONTRACTS AND SERVICES

The Directors and officers of the RAA may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the RAA, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the RAA, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the RAA in a matter in which the Directors or officers are personally interested as stockholders, directors or otherwise shall be at arm's length and not violative of the proscription in the Certificate of Incorporation against the RAA's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the RAA if such contract, transaction or act would result in the denial of the RAA's tax exemption under the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and its Regulations as they now exist or as they may hereafter be amended; and provided further that any trustee or officer so affected shall not take part in any vote of the RAA, its officers, the Council and/or Directors which may be deemed necessary as a prerequisite to undertaking such contracts, transactions, etc. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

ARTICLE XVI - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the RAA with such powers and to perform such acts or duties on behalf of the RAA as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE XVII - CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RAA, and such authority may be general or confined to a specific instance. However, except as may be otherwise specified, any negotiations with third parties as to matters other than those affecting usual and ordinary, day-to-day operations of the RAA shall be undertaken by the Board of Directors, a designated committee thereof, or a designated representative thereof.

ARTICLE XVIII - FISCAL YEAR

The fiscal year of the RAA shall start on July 1 of each year.

ARTICLE XIX - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS:
DISSOLUTION

No Director, officer or employee of or member of a committee of or person connected with the RAA, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the RAA, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the RAA in effecting any of its purposes as shall be fixed by

ARTICLE XXI - EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of the RAA shall take any action or carry on any activity by or on behalf of the RAA not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of the Code and Regulations thereunder as they now exist or as they may hereafter be amended. Specifically, but not by way of limitation, the RAA shall make available for public inspection a copy of its three most recent annual returns, such returns containing all required information respecting direct and indirect transaction relationships between itself and other tax-exempt organizations not described in Section 501(c)(3), e.g., lobbying groups or political organizations.

Furthermore, no substantial part of the activities of the RAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the RAA shall not participate in, or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XXII - INDEMNIFICATION

Section 1: Each past, present and future member of the Council and of the Board of Directors and each past, present and future officer of the RAA and each past, present and future member of committees of the Board of Directors, and the legal representatives of such persons, shall be indemnified by the RAA

against reasonable costs, expenses, and counsel fees paid or incurred (exclusive of any amounts paid by any person to the RAA in settlement of the RAA's claims against that person) in connection with any action, suit, or proceeding to which any such person or his or her legal representatives may be made a party by reason of his or her being or having been a Council or committee member, Director or officer, provided that (a) said action, suit, or proceeding shall be prosecuted against such Council or committee member, Director or officer, or against his or her legal representatives, to final determination, and no final adjudication shall have been made in said action, suit, or proceeding that he or she was derelict in the performance of his or her duties as such Council or committee member, Director or officer; or (b) said action, suit, or proceeding shall be settled or otherwise terminated as against such Council or committee member, Director or officer, or his or her legal representatives, without a final determination of the merits, and it shall be determined by the Board of Directors to make such determination, that said Council or committee member, Director or officer was not derelict in any substantial way in the performance of his or her duties as charged in such action, suit or proceeding.

Section 2: The right of indemnification described in Section 1 of this Article XXII shall be in addition to, and not in restriction or limitation of, any other privilege or power which the RAA may have with respect to the indemnification or reimbursement of members of the Board of Directors, officers, agents, or employees.

ARTICLE XXIII - AMENDMENTS

These By-Laws may be amended in accordance with the following procedure: amendments shall be submitted by RAA members, in writing, first to the Board of Directors, then to the Council, and finally to the RAA at any of their meetings, and if successively adopted by each of these bodies by a two-thirds (2/3) vote of those present at each such meeting, such amendments shall be deemed adopted.