

# Rutgers Alumni Association, Inc.

## Bylaws

### ARTICLE I - NAME AND OFFICES

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

**Section 2:** The principal office of the RAA shall be at a location established by the Board of Directors.

### ARTICLE II - PURPOSES

The purpose of the RAA shall be to provide an organization for students to stay connected to the university as they move into their new role as alumni. The association is for alumni who have graduated from the Rutgers School of Arts and Sciences (SAS) and its Constituent Schools and Alumni Organizations, and for friends of SAS who qualify as members. The RAA shall strive to preserve the heritage of the RAA and take steps to embrace the future of Rutgers University and the RAA.

### ARTICLE III - LOGO

The RAA shall have an official logo, which shall be circular and contain the name of the RAA and also the block "R" surrounded by "Est." to its left and "1831" to its right as shown in Appendix I.

### ARTICLE IV - MEMBERSHIP

**Section 1:** The RAA shall have one (1) class of membership consisting of alumni of the Rutgers School of Arts and Sciences, which includes alumni of the following Constituent Schools and Alumni Organizations.

#### A. Constituent Schools

- Rutgers College
- Douglass College
- Livingston College
- University College, New Brunswick
- The former College of Agriculture
- The former School of Education
- School of Arts and Sciences
- The Mason Gross School of the Arts
- The School of Graduate Studies
- The School of Management & Labor Relations

## B. Alumni Organizations

- The Queens Guard Alumni Association
- The Rutgers University Bands Alumni Association
- The Alumni Glee Club
- The Alumni Cap & Skull
- The Alumni Inter-Fraternity Council

The RAA encourages participation from all Rutgers alumni.

**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 - ALUMNI ORGANIZATIONS

**Section 1:** An "alumni organization" is one which has transmitted an official request to be recognized by the RAA and been determined by a two-thirds (2/3) vote of the Board of Directors to constitute an active alumni organization with a common interest that substantially enhances and contributes to the goals of the RAA.

**Section 2:** Once so designated, an 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: (1) submittal of an annual report each September which describes its activities of the past year and proposed activities for the coming year; and (2) conducts at minimum two (2) meetings each year.

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 Board of Directors at a regular meeting, on twenty (20) days prior written notice to the alumni organization.

**Section 3:** Alumni organizations shall be entitled to one (1) non-voting representative on the Board of Directors.

## ARTICLE VI - MANAGEMENT

All the corporate power of the RAA, as set forth in Title 15A of the New Jersey Statutes, except as otherwise provided for in these Bylaws and other laws of the State of New Jersey, is vested in and shall be exercised by the Board of Directors.

## ARTICLE VII - MEETINGS

**Section 1:** The RAA shall meet at least annually at such place 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 time as the Board of Directors may designate, but in no event later than June 30 of each

year. A member shall be deemed present at any given meeting either by being physically present or present via remote access by video communication or other modality which permits two-way real-time communication.

**Section 2:** At least three (3) regular meetings of the Board of Directors as determined by the Board of Directors shall be held annually at such time and place as the Board of Directors may determine.

Special meetings of the Board of Directors, 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 five (5) members of the Board of Directors. Special meetings shall be held at the principal office of the RAA or at such other place as the President shall designate.

**Section 3:** Notice of the time, place and purpose of annual, regular or special meetings of the RAA or the Board of Directors, shall be posted on the RAA website and communicated electronically to each person who appears on the books of the RAA as a member of the RAA or the Board of Directors. Notice of any annual meeting(s) of the RAA shall be given not less than fourteen (14) days prior to the date of such meeting(s). Notice of any regular meeting(s) of the RAA or the Board of Directors shall be given not less than ten (10) days prior to the date of such meeting(s). Notice of any special meeting(s) of the RAA or the Board of Directors shall be given not less than three (3) days prior to the date of such meeting(s).

**Section 4:** At any meeting of the RAA 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: RAA meetings: fifteen members of the Board of Directors (15); the Board of Directors: ten members of the Board of Directors (10).

**Section 5:** The conduct of all business at all meetings of the RAA, the Board of Directors and any committees thereof shall be governed by 'Robert's Rules of Order' as last revised. In the event of a conflict, the reasonable interpretation of the application of the Rules of Order by the meeting's presiding officer shall be final.

**Section 6:** In the event that any vote of the Board of Directors results in a tie, the President shall cast the tie-breaking vote. If the President is not participating in that vote, the presiding officer of the meeting shall be entitled to cast the tie-breaking vote. In such cases where the President or presiding officer has cast a vote in the underlying election that resulted in a tie, the President or presiding officer shall be entitled to cast a second vote to break the tie.

## ARTICLE VIII - OFFICERS

**Section 1:** The RAA shall have seven (7) officers: President; Vice President for Governance, Vice President for Member Services, Secretary, Treasurer, Immediate Past President, and President Elect. The officers shall be selected in accordance with Article X, Section 1, and they shall be entitled to vote on any matters to come before the RAA, the Board of Directors, or any committee of which any of them may be members, except as otherwise provided in these Bylaws.

**Section 2:** The President shall be the chief executive officer of the RAA. The President, or their designee, shall communicate on behalf of the RAA with the President of Rutgers University and his or her subordinates, shall preside at all meetings of the RAA 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, except that the President shall not vote on nominations, unless there is a tie. The President shall serve a single two- (2) year term.

**Section 3:** The Immediate Past President shall serve a one-year term beginning at the end of their term as President. The Immediate Past President serves as a voting member of the Board of Directors.

**Section 4:** The President Elect serves a one-year term beginning on the first day of the second year of the incumbent President's term. During that time, the President Elect shall work with the President on all presidential duties.

**Section 5:** The Vice Presidents serve as Chairs of the Governance and Member Services Committees, respectively. Each is elected for a one-year term and may serve a total of four (4) years in the capacity of Vice President regardless of the committee chair assignment.

**Section 6:** The Secretary shall serve as Chair of the Bylaws Committee and shall be responsible for the custody and control of all corporate records of the RAA. The Secretary shall also keep correct minutes of all proceedings of the RAA and the Board of Directors; make all reports required by the Board of Directors; and conduct and maintain such correspondence as may be required by the Board of Directors. The Secretary shall, in addition, be responsible for the accuracy and custody of all Resolutions and other business of the RAA Board of Directors. The Secretary serves a one-year term and may serve a total of four (4) years in the capacity of Secretary.

**Section 7:** The Treasurer shall be the chief financial officer of the RAA and serve as Chair of the Audit and Finance Committee. The Treasurer 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. The Treasurer shall be bonded at the expense of the RAA in such amount as may be directed by the Board of Directors. The Treasurer shall be responsible for the investment and overall management of the finances of the RAA with the concurrence of the Audit and Finance Committee. The Treasurer serves a one-year term, and may serve a total of four (4) years in the capacity of Treasurer, except in case of difficulty recruiting a qualified successor Treasurer candidate.

**Section 8:** The officers elected at the annual meeting of the RAA shall assume office on July 1.

**Section 9:** The RAA's Executive Committee consists of the duly elected and serving officers. The Executive Committee is empowered to take all acts necessary to manage the RAA between meetings.

## ARTICLE IX - BOARD OF DIRECTORS

The Board of Directors of the RAA shall consist of a total of twenty-seven (27) members as follows:

- a) The President, Two (2) Vice Presidents, Secretary, Treasurer, and Immediate Past President or President Elect.
- b) Three (3) groups of seven (7) At Large Board Members. Each group shall be elected in consecutive years so that only seven (7) members shall be up for election each year. At Large Board Members shall serve three- (3) year terms.

At Large Board membership is open to all RAA members, except as set forth herein.

These bylaws shall go into effect on July 1, 2024. The three (3) groups of At Large Board Members shall cycle from eight (8) to seven (7) during their corresponding group years.

## ARTICLE X - NOMINATIONS AND ELECTIONS

**Section 1:** The Nominations Committee is a subcommittee of Governance and shall at the annual meeting of the RAA nominate one (1) member for each of the following offices and positions: Two (2) Vice Presidents, Secretary, Treasurer; so many members-at-large of the Board of Directors as are then eligible for election. The Nominations Committee shall also nominate the qualified candidate to serve in the capacity of Immediate Past President or any qualified candidate of the RAA to other university positions. Only the person serving as current President may be nominated to the position of Immediate Past President. The Nominations Committee shall nominate the President Elect to serve as President every two years.

**Section 2:** The Nominations Committee shall at the annual meeting of the RAA nominate the next President Elect from among those persons who have served two (2) or more terms as an officer within the preceding five (5) years and the interim President if one is currently serving. In every case, any nominee must have been an active member of the Board of Directors over the preceding five (5) years. Should the membership desire to re-elect a previous President, the candidate shall not be eligible for election until at least four (4) years have passed since the candidate's last date of service as an RAA officer.

**Section 3:** 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 majority of the votes cast in such election. If no candidate achieves a majority, with the exception of the President, the winner shall be the candidate who received a plurality of the vote. If no candidate for President receives a majority, the vote shall proceed to a runoff election between the two (2) candidates who received the greatest number of votes in the election.

**Section 4:** The President shall serve a single two- (2) year term. The two (2) Vice Presidents shall serve a one-year term and may serve up to a maximum of four (4) one-year terms. If a Vice President is elected President Elect, that Vice President may serve the full President Elect and

Presidential term as well. The Secretary shall serve a one-year term and may be renominated and re-elected for a total of four (4) one-year terms. The Treasurer shall serve a one-year term and may be renominated and re-elected for a total of four (4) one-year terms. If a qualified Treasurer cannot be found in any given year, the four- (4) year term limit may be extended. All officers are eligible to run for President. The members-at-large of the Board of Directors elected by the RAA shall each serve three- (3) year terms. Members-at-large may be successively renominated and reselected without limitation.

**Section 5:** A vacancy in any office or position of the RAA described in these Bylaws, except that of any university governance position or President, occurring as the result of the death, resignation of the incumbent, or failure to fulfill the duties of office as determined by the Executive Board, 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.

**Section 6:** A vacancy in the office of President, occurring as the result of the death, resignation of the incumbent, or the failure to fulfill the duties of the office, shall be filled by the Board of Directors at their next meeting. At such meeting, the Board shall elect an interim President, to serve until the next annual meeting, when the office shall be filled by election. The Secretary shall serve as “acting” President until an interim President has been elected.

## ARTICLE XI - COMMITTEES

**Section 1:** There shall be five (5) committees: Governance, chaired by the VP for Governance; Executive, which is composed of all RAA officers and chaired by the President; Audit and Finance, chaired by the Treasurer; Bylaws, chaired by the Secretary; and Member Services, chaired by the VP for Member Services.

**Section 2:** The Governance Committee shall include two (2) subcommittees: Nominations and Long-Range Planning.

The Nominations Subcommittee shall be elected by the Board of Directors of the RAA. The Committee shall comprise seven (7) current or former members of the Board, which includes two (2) co-chair positions. A member is expected to serve a three- (3) year term (staggered) as appointed by the Board. The President of the RAA shall serve as an ex officio member of the Committee and shall be a non-voting participant in the Committee’s meetings to provide insight and advice. At least four (4) Committee members shall be required to constitute a quorum. The affirmative vote of at least three (3) Committee members shall be required to select any nominee. The Committee shall meet as often as necessary, but at least twice each year to enable it to fulfill its responsibilities. The Committee shall report its nominations to the Board. In addition, a list of all persons considered for nomination shall be recorded and filed separately with the Secretary of the RAA.

**Section 3:** The Executive Committee shall conduct the affairs of the RAA in support of its purposes between Board meetings; it shall liaise with Constituent Schools and Alumni Organizations; and it shall oversee the annual nomination and selection process for Loyal Sons and Daughters.

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 performed outstanding service to Rutgers University 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 by the Secretary 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 Rutgers University 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 Rutgers University 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 each year. However, nothing herein shall be construed as a requirement to bestow this award on any regular basis.

**Section 4:** The Audit and Finance Committee shall advise and assist the Treasurer in the management of the finances and the business of the RAA.

**Section 5:** The Bylaws Committee shall regularly review the Bylaws and recommend proposed amendments to maintain the alignment of the Bylaws with changing RAA circumstances and practices.

**Section 6:** The Member Services Committee shall oversee all aspects of membership recruitment and support.

**Section 7:** Members of all committees and At Large Board Members shall be members of the RAA in good standing.

#### ARTICLE XII - REMOVAL

**Section 1:** Upon good cause shown, officers and all members of the Board of Directors may be removed from office without cause by the affirmative vote of a two-thirds (2/3) majority of the members of the Board of Directors of the RAA eligible to vote.

#### ARTICLE XIII - 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 Bylaws, to the extent authorized or permitted by law.

#### ARTICLE XIV - CONTRACTS AND SERVICES

**Section 1:** In the usual course of business, the President shall execute binding legal documents on behalf of the RAA subject to the limitations and requirements contained herein and as set forth by law. If deemed necessary and appropriate, the Board of Directors may authorize an officer or agent to enter into any contract or execute and deliver any instrument on behalf of the RAA subject to the approval of the RAA Executive Committee.

**Section 2:** To mitigate the potential for conflicts of interest, the President, Vice Presidents, and all members of the Board of Directors shall not enter into contracts relating to or incidental to the operations of the RAA in which the participating officer has a personal interest; nor should any transaction be made that could in any way result in the denial of the RAA's tax exemption under the applicable Internal Revenue codes. Furthermore, no trustee, member of the Board of Directors or any other RAA officer may vote on any matter prerequisite to any transaction for which they may have a conflict of interest.

**Section 3:** The Board of Directors, unless provided in the Bylaws, may authorize any officer or agent to enter 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 XV - FISCAL YEAR

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



## ARTICLE XVI - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member of the Board of Directors, or 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.

## ARTICLE XVII - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member of the Board of Directors, 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 (3) 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 XVIII - INDEMNIFICATION

**Section 1:** Each past, present and future member of the Board of Directors, the RAA, and members 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 persons or their legal representatives may be made a party by reason of their being or having been a committee member, member of the Board of Directors or officer, provided that (a) said action, suit, or proceeding shall be prosecuted against such committee member, member of the Board of Directors or officer, or against their legal representatives, to final determination, and no final adjudication shall have been made in said action, suit, or proceeding that they acted beyond the scope of their authority as a committee member, member of the Board of Directors, or officer; or (b) said action, suit, or proceeding shall be settled or otherwise terminated as against such committee member, member of the Board of Directors or officer, or their legal representatives, without a final determination of the merits; and the Board of Directors shall make such determination, that said committee member, member of the Board of Directors or officer was not acting beyond the scope of their authority in any substantial way in the performance of their duties as charged in such action, suit or proceeding.

**Section 2:** The right of indemnification described in Section 1 of this Article XVIII 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 committee members, members of the Board of Directors, officers, agents, or employees.

#### ARTICLE XIX - AMENDMENTS

These Bylaws may be amended in accordance with the following procedure: amendments shall be submitted by RAA members, in writing, to the Board of Directors, and if successively adopted by a two-thirds (2/3) vote of those present at two (2) consecutive meetings of the Board of Directors, such amendments shall be deemed adopted.

Effective Date - These bylaws shall go into effect on July 1, 2024. The three (3) groups of At Large Board Members shall cycle from eight (8) to seven (7) during their corresponding group election years.

Approved in whole – May 18, 2023

# Appendix I – RAA Logo

