



**PROPOSED RESOLUTION
APPROVING THE CONSTITUTION AND BYLAWS
OF THE RUTGERS UNIVERSITY ALUMNI ASSOCIATION**

WHEREAS, On December 6, 2007, the Board of Governors of Rutgers, The State University of New Jersey, endorsed *President Richard L. McCormick's Plan for Alumni Relations* (the "Plan") and authorized President McCormick and the appropriate members of his senior administrative staff to take all actions deemed necessary or appropriate to effect the recommendations set forth in the Plan; and

WHEREAS, this Plan calls for the creation of a Rutgers University Alumni Association (RUAA) that will be the University's lead organization in partnering with Rutgers Department of Alumni Relations staff in the delivery of programming and services to all University alumni, and all Rutgers alumni would be members of the new RUAA; and

WHEREAS, in accordance with the Plan, President McCormick appointed an Implementation Team, chaired by Rutgers Board of Trustees member Robert Stevenson (ENG '65), comprised of members of the Alumni Task Force and other members of the University's alumni community; and

WHEREAS, the Implementation Team delivered a report to President McCormick on March 31, 2008 that included a proposed constitution, bylaws, and an operating structure for the RUAA, in keeping with the principles outlined in the Plan; and

WHEREAS, on April 1, 2008, the Implementation Team presented for consideration its proposed constitution, bylaws, and an operating structure for the RUAA to the Board of Governors' Committee on University Relations and Honorary Degrees (Committee); and

WHEREAS, President McCormick and the Committee thoughtfully reviewed the Implementation Team's proposed constitution and bylaws of the RUAA, which bylaws state the purpose of the RUAA is to advance the best interests and well being of Rutgers University by engaging all alumni in the life of the institution through communication, programming, services, and volunteer opportunities; and

WHEREAS, the Committee on University Relations and Honorary Degrees and President McCormick recommended to the Board of Governors approval of the proposed RUAA constitution and bylaws (attached);

NOW, THEREFORE, BE IT RESOLVED, that upon the recommendation of the Committee on University Relations and Honorary Degrees and President McCormick, the Board of Governors of Rutgers, The State University of New Jersey, authorize the creation of the Rutgers University Alumni Association by approving the attached RUAA constitution and bylaws, effective immediately.

Attachments: Rutgers University Alumni Association Proposed Constitution and Bylaws

Rutgers, The State University
of New Jersey
Board of Governors
April 24, 2008

The Rutgers University Alumni Association

BY-LAWS

Adopted on April 24, 2008

ARTICLE I. BOARD

Section 1. Election and Term. The slate of regular members of the Board of the Rutgers University Alumni Association (referred to as RUAA or Association) shall be ratified by the Rutgers Alumni Leaders Council in a manner and at a time to be determined by the Board. Approximately one third of the Board members who are not officers (referred to as regular members) shall be elected each year to serve three year terms (except as may be otherwise required by Section 4 of this Article I).

The Board Committee on Nominations will take into account the leadership needs of the Association and the demographic make-up of the membership when preparing the slate. Regular members shall assume office on July 1. Ex officio members shall serve for the period of their appointment.

Section 2. Eligibility. Beginning July 1, 2010, no regular member of the Board shall be eligible to be elected to more than one full term. Article II of these By-laws shall separately govern the terms of the Chair, the Vice Chair, the Secretary, and the Treasurer of the Board. Section 4 of this Article of these By-laws shall govern the eligibility of members of the Board elected to fill interim vacancies.

Section 3. Nominations. Nominations for election to the Board shall be made annually by the Board Committee on Nominations chaired by a member of the Board appointed by the Board Chair and whose membership, prescribed by the Constitution (Article IV) and these By-laws (Article III), shall include the Vice President for Alumni Relations and five additional members as follows: two sitting members of the Board who have not served a prior term on the Committee, to be selected by the Board Chair; three alumni members from the Council who have not served a prior term on the Committee, or on the Board, to be selected by the Board Chair with the consent of the Board. Consideration should be given to the demographic makeup of the Association in selecting members of the Committee on Nominations.

The Secretary of the Board shall issue a call for nominations annually.

Any Association member may suggest names to the Committee on Nominations in accordance with the process to be determined from time to time by said Committee so long as names are received by the Secretary 90 days prior to the annual meeting of the Council.

No nominations for election to the Board shall be made from the floor of the Council, or any other Council or Board meeting.

Section 4. Vacancies. Any vacancy in the regular membership of the Board may be filled by a majority vote of the remaining members of the Board. Board members elected in this manner will serve out the balance of the vacated term and shall be eligible thereafter to be elected to a regular term on the Board if nominated and elected pursuant to Sections 1 and 3 of this Article of these By-laws. If a regular member of the Board is elected to be Chair, Vice-Chair, Secretary, or Treasurer prior to the expiration of that member's term, the Board may consider the seat vacant and it may be filled in the manner prescribed herein. The unexcused absence of a member of the Board for two consecutive Board meetings may be deemed a resignation that causes a vacancy.

ARTICLE II. BOARD OFFICERS

Section 1. Election of the Chair, Vice Chair, Secretary and Treasurer. The Chair, Vice Chair, Secretary and Treasurer, shall be elected by a majority of voting Board members. Regular members whose terms shall expire during the calendar year of the election shall be eligible for election to such offices in a manner consistent with Article V of the Constitution. Officers shall begin their term of service as Chair, Vice Chair, Secretary, and Treasurer on July 1st.

Election to all offices shall be for a two-year term, with the elections being held in odd numbered years, the normal cycle commencing on July 1, 2009. All officers shall remain full voting members of the Board and of the Council while serving as officers. All officers shall be ineligible for re-election to their respective offices, and shall not be eligible to hold a total of more than three different officer positions. Upon completion of a single term, the Chair shall retire from the Board. The Chair may assume other leadership roles in the Association, but shall not be eligible for membership on the Board. As

with the regular election process, the Board Committee on Nominations shall assist the Board in filling vacancies in the officer group.

The Vice President for Alumni Relations at Rutgers University shall be an Officer of the Board.

Section 2. Officers - Duties. The Chair shall be Chief Executive Officer of the Association and shall preside at the annual meeting of the Association, all business meetings of the Council and Board, and at his/her discretion, any official Association functions or meetings deemed important to the Association and/or the University. The Chair shall perform such other duties of the office, including the power to appoint committee chairs as authorized by the Constitution.

In the event of the Chair's absence or inability for any reason to discharge the duties of office, the Vice Chair shall temporarily perform those duties. The Vice Chair also shall perform the duties specified in the Constitution and such other duties as the Board Chair or, in his/her absence, the Board may assign. The Secretary shall be responsible for the minutes of the Council and Board meetings, shall perform the duties as specified in the Constitution and such other duties as the Board may assign. The Treasurer shall perform the duties as specified in the Constitution and such other duties as the Board may assign.

Section 3. Vice President for Alumni Relations - Duties. The Vice President shall:

- 1) Fulfill all the duties of chief operating officer of the Association;
- 2) Coordinate the work of the Board and the Association with the University, its official governing bodies, and with the Department of Alumni Relations staff;
- 3) Maintain a complete archival record of Council, Board and Committee activity;
- 4) Perform such other duties as may be necessary for the success of the Association's mission.

Section 4. The Board's Executive Committee. The named officers of the Board will act as the executive committee of the Board and will function on behalf of the Board as necessary between meetings.

ARTICLE III. COMMITTEES OF THE BOARD

Section 1. The Committees of the Board. All Committees specified in the Constitution (Article VI) and listed below in Section 2 shall be committees of the Board.

In addition, at its discretion and in partnership with the Department of Alumni Relations, the Board will designate committees to focus on the core functions of alumni relations and achieve the objectives of the Association as reflected in these By-Laws. The Board may periodically alter those committees to reflect the changing priorities of the Association.

The Board Chair and Vice Chair and the Vice President shall serve ex-officio with a right to vote on all such committees.

Section 2. The Composition of Committees. Those committees specified in the Constitution (Article VI) shall be chaired by a Board member, and shall each have a majority of Board members. The Committee Chairs will select their membership according to the following:

A Committee on Nominations consisting of seven members, three from the Board, three alumni members from the Council, and the Vice President for Alumni Relations. Members of the Committee shall not be eligible for the positions under consideration. This Committee shall present to the Board annually a slate of candidates for regular member positions on the Board and every two years shall nominate a slate of Board officers for approval by the Board and ratification by the Council. The Committee shall also present annually for election by the Board a slate of at-large members of the Council, plus faculty, staff and student members—any and all positions with voting privileges on the Board and the Council.

A Committee on Finance chaired by the Treasurer of the Board and consisting of five or more members of the RUAA that shall provide counsel to the Vice President on all financial matters pertaining to the successful achievement of alumni relations objectives. The Vice President shall serve as an ex-officio, voting member on this committee. The Committee on Finance will oversee any money received by the Association.

A Committee on the Council chaired by the Secretary of the Board and consisting of seven or more members of the RUAA that shall set the objectives of the annual meeting of the Council and ensure that this meeting achieves said objectives. In addition, this committee shall regularly advise the Board and Council concerning such matters as

compliance with the organizational objectives set forth in this document concerning membership, goals and performance. The Vice President shall serve ex-officio with a vote on this committee.

All additional committees specified by the Board are to focus on core functions and special projects may at the discretion of the Executive Committee, be chaired by members of the Board, or the Council, or alumni of the Association. The chair of each committee shall likewise choose the members of his/her committee from members of the Board, Council, or Association. Every Board committee shall have at least one Board member.

Section 3. The Core Functions. The core functions of alumni relations are:

- Alumni Programming
- Awards and Volunteer Recognition
- Communications
- Graduate and Professional School Alumni
- Educational Programs
- Regional Chapters
- Reunion/Homecoming
- Student Engagement
- Volunteer Development
- Young Alumni Relations

At the discretion of the Board, the list will change from time to time to reflect changing priorities and opportunities in alumni relations.

ARTICLE IV. ALUMNI LEADERS COUNCIL

Section 1. Meetings - General. The Board shall annually constitute and convene the Council and specify the scope and agenda for such an annual meeting.

At such meetings, the Council shall ratify amendments to the Constitution as proposed by the Board. The Council shall hear a summary report by the Board on the preceding year's activities, a forecast of the coming year, and shall consider other subjects that may be relevant to the mission of the Association.

All sessions of the Council shall be open to all members of the Association and shall include presentations and discussions by University officers, members of the governing boards, faculty, staff, and

students on matters of interest and importance to the mission of the Association.

The Board Chair, with the approval of the Board, may call special meetings of the Council.

Section 2. Meetings - Notice. The Secretary shall give notice of all Council meetings, sent in hard copy or electronically to each member of the Council at least thirty days before any regular or special meeting. Each notice shall state the time, place and date of the meeting and, in the case of a special meeting, the purpose or purposes thereof.

Section 3. Meetings - Quorum and Voting. At all meetings of the Council, the presence of twenty percent of the current Council members shall be sufficient to constitute a quorum for the transaction of any business. A written proxy of a member shall be included in determining a quorum. Each member shall be entitled to one vote.

With the permission of the Board Chair, members may participate from remote locations. A member's vote may be cast electronically or by written proxy if the member is unable to attend the meeting.

ARTICLE V. AMENDMENTS

These By-laws may be amended by vote of a majority of Board members eligible to vote, provided that notice thereof shall have been included in the notice of the meeting.