

# **The Rutgers University Alumni Association**

## **CONSTITUTION**

Adopted April 24, 2008  
Amended May 26, 2011<sup>1</sup>

### **ARTICLE I. NAME AND AUTHORIZATION**

The name of this association shall be the Rutgers University Alumni Association, herein referred to as RUAA and/or the Association. This Constitution was adopted and approved by the Board of Governors of Rutgers, The State University of New Jersey on April 24, 2008.

### **ARTICLE II. PURPOSE**

The purpose of the Association 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.

### **ARTICLE III. MEMBERSHIP**

Membership in the Association shall be awarded automatically to all persons having earned a degree at Rutgers University or any of its predecessor schools, upon graduation. The Board of the Association may from time to time designate additional categories or individuals eligible for membership. All members shall be eligible to serve on the Board of the Association or Board committees.

### **ARTICLE IV. BOARD**

Section 1. Powers and Duties. The Board of the Association shall have authority over the affairs of the RUAA except as assigned to the Rutgers Alumni Leaders Council, hereafter known as the Council, as stipulated in this Constitution. The Board shall partner with the Department of Alumni Relations in the core functions of alumni relations. Core functions are those activities that are deemed to further the goals of the mission of the RUAA as identified in the By-Laws. The Board shall make an annual report to the Rutgers Alumni Leaders Council.

Further, the Board shall be the sole authority for granting charter status to any group of alumni seeking formal status and recognition as a chartered alumni

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<sup>1</sup> Article VII, Section 2, 2.2, f.

organization whose purpose is deemed consistent with and supportive of the policies and goals of the Association and whose purpose is not already represented by an existing chartered alumni organization. The designation of chartered status shall enumerate those rights, privileges and responsibilities that pertain to sanctioned status in the Association and shall be subject to periodic review.

Board members will serve on behalf of all alumni rather than any school or constituency. The Board's composition shall be reflective of the diversity of the alumni body, including members from Camden, Newark and New Brunswick campuses.

## Section 2. Membership.

2.1 Eligibility. Any member of the Association is eligible to serve on the Board through the procedures specified in this Constitution.

2.2 Composition. The Board shall consist of no more than 21 voting members, including the five officers of the Board.

a. Regular members. There shall be no more than fifteen regular voting members of the Board. The Board's Committee on Nominations shall identify and nominate regular members for staggered terms, for approval by the Board, and ratification by the Council. All regular members of the Board shall serve for one three-year term except as provided in the By-laws. A regular member who has completed a three-year term shall not be eligible for re-election except as an officer subject to the conditions outlined in Article V.

b. Appointed voting member. The Chair of the Board may appoint with the consent of the Board, one alumnus each year to serve as an at-large member in full standing for a one-year term, and to be included in the total of voting members not to exceed 21, for the purpose of meeting a special need of the Board that shall not in the opinion of the Chair have been addressed by the election process.

c. Ex officio non-voting members. Ex officio non-voting members of the Board shall include a delegate from the Joint Committee on Alumni Relations of the combined Boards of Governors, Trustees, and Overseers, and the President of the Rutgers University Foundation. So as to accomplish its responsibilities more effectively, the Board may annually appoint additional non-voting ex-officio members.

Section 3. Quorum and Conduct of Meetings. A majority of the voting members of the Board currently in office, which must include either the Chair or the Vice Chair, shall constitute a quorum for the transaction of all business and, except as otherwise provided in these By-laws, a majority of those voting members present shall be sufficient to adopt any resolution of the Board. The Board shall meet at least three times in each year, at such times and places as shall be fixed by the Chair or by the Board and notice of each such meeting shall be given by the Vice President for Alumni Relations to each member by physical or electronic means not later than the tenth day prior to the meeting.

With the permission of the Chair, Board members may participate in Board meetings from remote locations. Board members participating remotely shall be counted as present for the purposes of constituting a quorum.

In the event of extraordinary circumstances, actions may be taken by the Board outside of regularly scheduled meetings by consent of no less than two-thirds of the Board.

All Board members will be required to comply with conflict of interest policies as stipulated by any applicable law and by University policies.

## **ARTICLE V. OFFICERS**

The officers of the Board shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and the Vice President for Alumni Relations. They shall serve simultaneously as the officers of the Association. The Vice President for Alumni Relations shall serve as Chief Operating Officer of the Association and is a voting member of the Board and all committees. With the exception of the Vice President for Alumni Relations who shall serve by virtue of holding said office, the officers will be elected by the Board upon nomination by the Committee on Nominations, approval of the slate by the Board and ratification thereafter by the Council, and will perform the duties set forth in the By-laws and serve without compensation.

All elected officers shall serve a single two-year term. Upon completion of said term, all officers except the Chair may be elected to other officer positions up to a total of three different officer positions, but may not be reelected to their current office. The Chair shall retire from the Board upon completion of a two-year term.

## **ARTICLE VI. BOARD COMMITTEES**

Standing Committees. Standing committees identified in this Constitution shall be chaired by a member of the Board, and may include a minority of non-Board participants as voting members. The Board Chair shall appoint committee chairs annually. The Chair and Vice-Chair shall serve ex-officio on all standing committees with full voting rights, with the exception of the Committee on Nominations.

There shall be the following standing committees:

A Committee on Nominations which shall be responsible for all annual elections of the Board, Council and Association.

A Committee on Finance which shall oversee all money received by the Association.

A Committee on the Council which shall set the objectives of the annual meeting of the Council and advise the Board and Council concerning matters of membership, goals, performance, and compliance with organization objectives set forth in this document and in the By-laws.

Additional Committees. The Board may establish additional committees from time to time in order to achieve the objectives of the Association as reflected in its By-Laws. The Board Chair, Vice Chair and the Vice President shall serve with a vote on all such committees.

## **ARTICLE VII. ALUMNI LEADERS COUNCIL**

Section 1. Powers and Duties. The Rutgers Alumni Leaders Council shall convene at least annually at a time and place to be designated by the Board for the purpose of conducting such business as the Board shall propose, and to ratify the slate of nominees for the Board and Council.

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

### Section 2. Membership.

2.1 Eligibility. Any member of the Association is eligible to serve on the Council through the procedures specified in this Constitution.

2.2 Composition. The Council shall consist of the following:

a. Leaders of chartered alumni organizations. The principal alumni officer of each chartered alumni organization that is operating in accordance with the guidelines, as such may be established and amended by the Board shall be a member of the Council. Council membership shall be extended only so long as the principal alumni officer holds such position with the chartered alumni organization.

b. RUAA Board members. RUAA Board members will serve automatically as members of the Council during their terms on the Board. Upon expiration of their Board terms, they may return to the Council in other leadership roles consistent with the requirements for Council membership set forth in this Constitution.

c. Faculty and staff. Four faculty who are alumni of the University and four professional staff who are alumni of the University shall be full members of the Council elected one each per year for a term of four years according to procedures outlined by the Board's Committee on Nominations and consistent with all election processes stipulated in this Constitution.

d. At Large members. The Board's Committee on Nominations shall also nominate and the Board shall appoint alumni leaders to serve a term of two years as at-large Council members. Consideration should be given to the demographic make-up (age, gender, geographic, ethnic, fields of study, etc.) and shared interests of the

Rutgers University alumni population in making such appointments. At-large members shall never total more than twenty-five percent of the total Council membership.

e. Ex officio members. The Board, at its discretion, may add other senior members of the administration who, in its judgment, shall be deemed important to the current work of the RUAA by virtue of their positions.

f. University Senate - Alumni Representatives. The alumni representatives of the University Senate will serve automatically as members of the Council during their term on the University Senate. Upon expiration of their University Senate terms, they may return to the Council in other leadership roles consistent with the requirements for Council membership set forth in this Constitution.

### **ARTICLE VIII. BY-LAWS**

The conduct of the affairs of the Association, its Council and its Board shall be governed by a set of By-laws, consistent with this Constitution and with the policies and goals of Rutgers University, and which may be amended by the Board from time to time in accordance with the provisions thereof.

### **ARTICLE IX. AMENDMENTS**

Amendments to this Constitution can be proposed by the Board, or by any member of the Association using a petition of 100 signatures of Association members. The Board must review and approve all such amendments before they are presented to the Council for ratification.

This Constitution may be amended by a two-thirds vote of the Council members present in person or by proxy at a regular or special meeting of the Council, upon notice specifying the nature of such amendment mailed or sent electronically to the Council members at least thirty days before such meeting. Any such notice shall be mailed or sent electronically by the Vice-President for Alumni Relations at the request of the Board Chair.

No amendments to this Constitution shall be necessary in the event of a change in title of any ex officio member of the Board or Council.