

The Rutgers University Alumni Association

CONSTITUTION

Adopted April 24, 2008
Amended May 26, 2011¹
Amended May 17, 2022

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. The Board shall partner with the Office of Alumni Engagement in the core functions of alumni engagement. 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.

¹ Article VII, Section 2, 2.2, f.

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 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 via an affinity group chartering document 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 RU-Camden, RU-Newark, RU-New Brunswick, and the Rutgers Biomedical and Health Sciences (RBHS). And the Board will conduct itself in accordance with the Code of Ethics of General Conduct established by Rutgers, the State University of New Jersey to the extent that it applies to Trustees, Governors and Officers of the University.

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, non-officervoting members of the Board. The Board's Committee on Nominations shall identify and nominate regular members for staggered terms and for approval by the Board. 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 Engagement 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 Engagement. They shall serve simultaneously as the officers of the Association. The Vice President for Alumni Engagement 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 Engagement who shall serve by virtue of holding said office, the officers will be elected by the Board upon nomination by the Committee on Nominations, 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 Philanthropy which shall represent and advise the RUAA in creating a culture of philanthropy at Rutgers and throughout the RUAA, particularly in the leadership of the RUAA.

A committee on Diversity and Inclusion which shall set forth to cultivate, engage, and involve diverse constituencies, including but not limited to academic, ethnic, geographical, gender and more.

A committee on Awards and Recognition shall oversee the awarding of the Hall of Distinguished Alumni awards and other recognitions as devised over time by the RUAA Board and the Office of Alumni Engagement. The Board, at its discretion and with cause, can remove an alumnus from an award with input from the Awards and Recognition Committee.

Additional Committees, Workgroups, Strike forces. The Board may establish additional committees, workgroups, and strike forces 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. 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 VIII. 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 added to the constitution or by-laws.

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