



# Constitution and Bylaws

*Effective as of July 1, 2018*

# Definitions

Alumni Trustees	Those persons appointed by the Association to serve on the Stevens Board of Trustees, pursuant to the policies of the Stevens Board of Trustees
Annual Association Meeting	An Association Meeting that occurs in the spring, preferably during Alumni Weekend
Appointed Association Positions	Appointed Officers and Chair of the Standing Committees
Association	The Stevens Alumni Association
Association Certificate of Incorporation	The Amended and Restated Certificate of Incorporation of the Stevens Alumni Association dated July 1, 2018, as the same may be amended from time to time.
Association Meeting	A meeting of the Association
Constitution and Bylaws	The Constitution and Bylaws of the Association
Directors	Voting or Non-Voting Directors
Executive Secretary	The Executive Secretary of the Association also serves as the Executive Director of the Alumni Office
Immediate Past President	The person who served as President immediately before the present President
Members	Active, Honorary, and Special Members of the Association
Memorandum of Understanding	An agreement between the Stevens Alumni Association and the University
President	The President of the Association
Proceeding	Any action, suit, or proceeding, whether civil criminal, administrative, or investigative
Representative	An Officer, Director, volunteer, employee, agent, or a person serving at the request of the Association
Stevens	The Stevens Institute of Technology

## **Preamble**

These Amended and Restated Constitution and Bylaws of the Stevens Alumni Association, adopted as of July 1, 2018, hereby replace in their entirety any previous constitutions or bylaws of the Stevens Alumni Association.

## **Article 1 – Name and Purpose**

### **1.1 Name**

This organization shall be known as the Stevens Alumni Association (the “Association”).

### **1.2 Purpose**

The Association is formed to establish, maintain, and cultivate among its members a sentiment of regard for one another and of attachment to Stevens Institute of Technology (“Stevens”) and to promote in every way the interests of Stevens.

### **1.3 Relationship with Stevens**

The Association works jointly with Stevens to focus energies and resources on shared goals and objectives such as enhancing Stevens’ reputation, building pride and camaraderie among the Association’s Members, and encouraging a spirit of philanthropy.

### **1.4 Order of Precedence**

The order of precedence for governance is:

- a) Federal and State Laws
- b) Amended and Restated Articles of Incorporation
- c) Memorandum of Understanding with Stevens
- d) Constitution and Bylaws
- e) Standing Rules (aka Policies and Procedures)

## **Article 2 – Membership**

### **2.1 Active Members**

Graduates of the undergraduate and graduate programs of Stevens shall be Active Members of the Association.

Former Stevens students who did not graduate may become Active Members by submitting a petition to the Executive Secretary which is signed by at least twenty-five (25) verified Active Members and favorably acted upon by the Association Board of Directors (“Association Board”).

## **2.2 Honorary Members**

The President and Vice Presidents of Stevens (or those with the authority of Vice President), Chair of the Stevens Board of Trustees, and recipients of honorary degrees from Stevens.

## **2.3 Special Members**

Any other persons who are not otherwise eligible to be Active or Honorary Members are eligible to be Special Members of the Association.

Any persons who are not eligible to be Active Members may submit a petition to the Executive Secretary which is signed by at least twenty-five (25) verified Active Members and favorably acted upon by the Association Board.

## **2.4 Members**

Active, Honorary, and Special Members shall be collectively referred to as Members.

## **2.5 Old Guard**

Active Members who have celebrated fifty (50) or more graduation anniversaries from Stevens are considered the Old Guard.

## **2.6 Voluntary Disassociation of Member**

A Member may disassociate from the Association by transmittal of formal notification to, and subsequent confirmation of receipt by, the Executive Secretary.

## **2.7 Removal of Member**

After receiving prior notification, and being afforded the opportunity to present a counter argument for removal, a person may be removed as a Member, for cause, by a two-thirds (2/3) affirmative vote of the Association Board, upon which the Executive Secretary will send formal notification via certified mail.

# **Article 3 – Association Meetings**

## **3.1 Association Meeting**

There shall be an Annual Association Meeting to occur preferably during Alumni Weekend. Special Association Meetings may be held whenever the Association Board requests such meeting. The time, place, and agenda for an Association Meeting shall be established by the Association Board in coordination with the Executive Secretary.

## **3.2 Notice of Association Meetings**

Notice of an Association Meeting shall be provided by the Executive Secretary to the Members at least thirty (30) days before the meeting date.

### **3.3 Quorum**

A quorum shall constitute the Active Members participating in the Association Meeting.

### **3.4 Voting**

Only Active Members who are participating in an Association Meeting may vote on business as requested by the Association Board.

## **Article 4 – Officers of the Association**

### **4.1 Association Officers**

#### **4.1.1. Elected Officers**

The Elected Officers must be Active Members. The Elected Officers shall be:

- a) President
- b) First Vice President
- c) Second Vice President
- d) Treasurer

#### **4.1.2 Appointed Officers**

The Appointed Officers shall be:

- a) Executive Secretary
- b) Should circumstances dictate, additional Vice Presidents may be temporarily appointed from the elected Voting Directors by the President and confirmed by the Board of Directors, as is done for other appointed positions.

### **4.2 Duties and Responsibilities of Officers**

#### **4.2.1. President**

The President shall:

- a) Chair all meetings of the Association Board, its Executive Committee, and the Association Meetings
- b) Communicate regarding the activities and affairs of the Association and the Association Board to the Members, at least semi-annually, utilizing an acceptable method of communication
- c) Represent the Association as an Alumni Trustee, pursuant to the policies of the Stevens Board of Trustees

- d) Identify and recommend to the Association Board individuals for the Appointed Voting Director positions
- e) Serve as an ex-officio member of all Association Board Committees, excluding the Nominations Committee.

#### **4.2.2 Vice Presidents**

A Vice President shall perform all the duties specifically assigned to that Vice President by the President or by the Association Board. In the absence of the President or during a vacancy in that office, the First Vice President shall assume presidential responsibilities. In the absence of the President and First Vice President or during a vacancy the Second Vice President shall assume presidential responsibilities.

#### **4.2.3 Treasurer**

The Treasurer shall:

- a) Oversee the accounting for all funds and assets of the Association in concert with the Executive Committee
- b) Report on the financial condition of the Association at Association Meetings, Association Board Meetings, and to the Audit and Compliance Committee upon request by its Chair
- c) Disperse funds at the direction of the Association Board or as described in the Constitution and Bylaws
- d) Perform other duties as may be assigned by the Association Board.

#### **4.2.4 Executive Secretary**

The Executive Secretary's responsibilities shall include, but not be limited to:

- a) Keeping an accurate record of all the Association and Association Board Meetings
- b) Preparing the correspondence of the Association and give all notices to Members required by the Constitution and Bylaws
- c) Keeping a list of the name and last address of every eligible member of the Association
- d) Notifying all officers and directors of their election to office
- e) Acting as Secretary to the Board of Directors, the Executive Committee and the Nominations Committee
- f) Serving as an ex-officio member on all standing committees (or appoint an appropriate designee to do so).

**4.2.5 Signatory Authorization**

The Association Officers are empowered to sign and execute all documents and instruments issued by the Association in the name of the Association. Where appropriate, at least two (2) Officers’ signatures are required to validate such documents and instruments, where one (1) is that of the Association President and the other(s) of Elected Officer(s).

**4.3 Officer Terms**

**4.3.1 Elected Officer Terms**

The Elected Officers shall serve for one (1) two (2) year term and may be re-elected for one (1) additional two (2) year term in any Elected Officer position, provided that an Elected Officer cannot serve in one position for more than four (4) consecutive years.

**4.3.2 Executive Secretary Terms**

The term of the Association’s Executive Secretary shall correspond with the employment of the Stevens Alumni Office’s Executive Director.

**Article 5 – Association Board of Directors**

**5.1 Composition**

The Association Board shall have between five (5) and fifty (50) Directors and be composed of the groups listed below.

**5.1.1 Elected Voting Directors**

The current Directors shall be the Trustees who are identified in the Association’s Amended and Restated Certificate of Incorporation. The Elected Voting Directors shall serve as the Corporation’s Board of Trustees, as stated in the Revised and Amended Certificate of Incorporation.

The Elected Voting Directors must be Active Members and shall be:

- a) Elected Officers
- b) Directors-at-Large (in a number determined by the Association Board)

**5.1.2 Additional Voting Directors**

- a) The following Additional Voting Directors will serve as Appointed Voting Directors, must be Active Members and shall be:
  - i. Chair of the Old Guard
  - ii. Chairs of the Standing Committees
  - iii. Recent Past President (with preference given to the Immediate Past President)

- iv. Alumni Trustees, pursuant to the policies of the Stevens Board of Trustees
  - v. Stevens Graduate School Representative
- b) The following Additional Voting Directors will also serve as Appointed Voting Directors and shall be:
- i. Vice President of Development
  - ii. Executive Secretary
  - iii. Up to two (2) Charter Trustees of the Stevens Board of Trustees
  - iv. Up to two (2) Stevens Faculty Representatives
  - v. Up to two (2) Stevens Student Leaders

### **5.1.3 Non-Voting, Ex Officio Directors**

Director Emeriti: The Association Board, by a majority vote of its Voting Directors, may, at its discretion, confer on a member of the Association Board the title Director Emeritus. This honorary, non-voting position is intended to acknowledge those who have demonstrated outstanding dedication and contribution to the work of the Association Board, the Association itself, and Stevens as a whole, over an extended period of time.

## **5.2 Term of Elected Voting Directors**

The Elected Voting Directors shall serve for one (1) three (3) year term and may be re-elected for one (1) additional three (3) year term, provided that an Elected Voting Director cannot serve on the Association Board for more than six (6) consecutive years as an Elected Voting Director.

## **5.3 Duties and Responsibilities**

### **5.3.1 Board**

The activities, standing rules, programs, finances, and affairs of the Association shall be governed by the Association Board. The Association Board shall:

- a) Delegate authority to the Executive Committee as it deems appropriate
- b) Review and approve the annual goals and objectives of the Association and its committees, and ensure that they maintain alignment with that of Stevens' goals and objectives
- c) Identify and develop an active group of Members who may assume leadership positions in the Association in partnership with the Nominations Committee

The Association Board may enact standing rules to further define their duties and responsibilities that are consistent with the Constitution and Bylaws.

### **5.3.2 Directors**

All Directors shall:

- a) Serve on at least one Association Board committee
- b) Attend Association Meetings and Association Board Meetings
- c) Make an annual gift to Stevens.

### **5.4 Partial Term of Office**

Partial terms served by reason of filling a vacancy shall not be counted for purposes of term limits.

### **5.5 Resignation**

Any person holding an Association Board position may resign from that position by tendering their resignation in writing to the Executive Secretary.

### **5.6 Removal**

After receiving prior notification, and being afforded the opportunity to present a counter argument for removal, any person holding an Association Board position may be removed, for cause, by a two-thirds (2/3rds) affirmative vote of the Association Board.

### **5.7 Vacancies**

In the event of a vacancy in an Association Board position, by a majority vote the Executive Committee may appoint a replacement to serve the unexpired term of the vacancy until the next Annual Association Meeting. The criteria and qualifications for selecting a person to fill the vacancy will be the same as for the position being replaced.

## **Article 6 – Association Board Meetings**

### **6.1 Association Board Meetings**

The Association Board shall meet at least three (3) times during the fiscal year, with the time and place to be established by the Association Board in coordination with the Executive Secretary. One of the Association Board Meetings shall be held in conjunction with the Annual Association Meeting.

### **6.2 Notice of Association Board Meetings**

Notice of an Association Board meeting shall be provided by the Executive Secretary by notifying the Association Board members at least thirty (30) days before the meeting date.

### **6.3 Quorum**

A quorum shall constitute one-third (1/3) of the total number of Voting Directors then holding office.

## **6.4 Extraordinary Circumstances**

In the event of extraordinary circumstances, the Association Board may take necessary actions outside of scheduled meetings by the consent of two-thirds (2/3) of the Voting Directors.

## **6.5 Member Petitions**

Upon receiving a petition signed by at least fifty (50) verified Active Members that requests a meeting with the Association Board for a specified purpose, the Association Board shall set aside sufficient time at a subsequent Association Board meeting so that the subject matter of the petition may be presented to the Association Board for consideration.

# **Article 7 – Association Board Committees**

## **7.1 Standing Committees**

Membership on an Association Board Standing Committee is an important means of encouraging broad and active participation by Members in Association activities. The Association Board Standing Committees shall be as follows:

- a) Audit and Compliance
- b) Class Leadership
- c) Engagement
- d) Executive
- e) Nominations
- f) Recent Alumni and Current Students.

## **7.2 Duties and Responsibilities of Standing Committees**

### **7.2.1 Audit and Compliance Committee**

The Audit and Compliance Committee shall ensure that the Association Board and its committees are acting in a manner consistent with the Association Constitution and Bylaws and the amended and restated Certificate of Incorporation. More specifically, the Committee shall monitor compliance of the Association's activities, policies, finances, documents, assets, and affairs with all applicable laws and regulations. The Committee also shall oversee the process followed for amending the Constitution and Bylaws of the Association.

### **7.2.2 Class Leadership Committee**

The Class Leadership Committee shall ensure that there is a dedicated leadership team for each undergraduate class. The Committee will assist classes in identifying motivated persons to stand for election as class officers, who will facilitate class engagement and involvement with the Association and Stevens. The Committee shall be responsible for selection of the awards recipients of the Harold R. Fee 1920 Alumni Achievement Award and Outstanding Teacher Award.

### **7.2.3 Engagement Committee**

The Engagement Committee shall assist the Association Board in creating, sustaining, and expanding opportunities for Members to become involved with the Association and Stevens. In concert with Stevens, the Committee shall establish and implement goals and objectives approved by the Association Board that relate to engagement of Members through regional and affinity groups.

### **7.2.4 Executive Committee**

The Executive Committee shall be responsible for the management of the Association's affairs pursuant to its delegated authority from the direction of the Association Board. The Executive Committee shall:

- a) Present a report of its activities at an Association Board meeting
- b) Manage the investments and assets of the Association
- c) Draft the annual goals and objectives for the Association in partnership with the Alumni Office
- d) Ensure that an independent audit is made of the books of the Association at the end of each fiscal year and present the findings to the Association Board and the Members
- e) Be responsible for selection of the awards recipients of the Stevens Alumni Award.

The Executive Committee shall be composed of the Association Officers, a recent past president and two (2) Elected Voting Directors selected each year from the incoming class for a total of six (6) Elected Voting Directors. The Executive Secretary shall be a voting member.

The Executive Committee should meet three (3) times each year, or more often if necessary, independent of the Annual and Association Board meetings.

### **7.2.5 Nominations Committee**

The Nominations Committee shall identify, receive, and recommend individuals qualified to serve as Elected Voting Directors. The President may seek recommendations from the Nominations Committee for Appointed Voting Directors.

#### **7.2.5.1 Standing Rules**

The Nominations Committee's Standing Rules shall include:

- a) Qualifications required or preferred for elected and appointed Association positions, including the chair of the Committee
- b) Responsibilities of the Chair
- c) Processes to identify and assess persons qualified for an Association position.

**7.2.6 Recent Alumni and Current Students Committee**

The Recent Alumni and Current Students Committee shall identify and implement opportunities and programs that are intended to enhance the participation of recent graduates and current students.

**7.3 Ad Hoc Committees**

The Association Board may establish additional committees as it deems necessary to carry out its work.

**7.4 Standing Rules**

The Association Board’s Standing and Ad Hoc committees also may enact standing rules that are consistent with the Constitution and Bylaws, subject to Association Board approval.

**7.5 Reports**

Each committee shall prepare an annual report of its activities, accomplishments, and future goals and objectives.

**7.6 Committee Chair and Membership**

Annually, the President shall appoint:

- a) The chair of each Association Board Standing and Ad Hoc committee, with the concurrence of the Association Board, from among the Active Members.
- b) At least one (1) additional Voting Director to serve on each committee.

The chair of each committee shall not serve as its chair for more than three (3) consecutive, one (1) year terms.

With input from the President, the Committee Chair shall appoint as many persons to serve on a committee as necessary.

The Executive Secretary, or an appointee, shall serve on all Standing Committees.

**Article 8 - Elections**

**8.1 Nominations Committee Recommendations**

At least sixty (60) days prior to the Annual Association Meeting, the Nominations Committee shall identify and recommend to the Association Board the name of at least one (1) qualified person for each Elected and Appointed Association Position.

**8.2 Additional Recommendations**

Additional recommendations for Elected Association Positions may be made to the Nominations Committee by petition that is signed by at least twenty-five (25) verified Active Members. The

recommendation must specify the position sought, the individual being recommended, qualifications, and the individual's willingness to accept the position if nominated and elected.

The petition must be received by the Executive Secretary at least seventy-five (75) days prior to an Annual Association Meeting. The Executive Secretary will certify the petition satisfies the requirements. All petitions shall be sent by the Executive Secretary to the Nomination Committee at least sixty (60) days before the Annual Association Meeting.

**8.3 Nominations for Elected**

At least forty-five (45) days prior to the Annual Association Meeting, the Association Board shall review the recommendations from the Nominations Committee and any additional petitions. From these recommendations, the Association Board shall finalize a ballot with candidates according to the following requirements by majority vote:

- a) Nominations Committee recommendations
- b) Any person nominated by petition whose valid signature count exceeds two-hundred fifty (250).

**8.4 Ballot**

At least thirty (30) days prior to an Annual Association Meeting, the Executive Secretary shall prepare and transmit to the Active Members a ballot with the names of the persons and positions nominated by the Association Board for Elected Association Positions.

**8.5 Voting**

Voting will close on the day of the Annual Association Meeting. Tellers will announce the results of the election within fifteen (15) days following the meeting.

**Article 9 – Amendments to the Constitution and Bylaws**

**9.1 Proposing Amendments**

At least ninety (90) days prior to an Association Meeting, an amendment to the Constitution and Bylaws must be provided to the Executive Secretary by a Voting Director. The Voting Director shall provide the specific wording of the amendment sought and the reason for the amendment.

Amendments also may be presented along with a petition signed by fifty (50) verified Active Members, which provides the specific wording of an amendment sought, and the reason for the amendment. A single point of contact for the petition must be identified on the petition when delivered to the Executive Secretary.

The Executive Secretary shall send the proposed amendment to the Audit and Compliance Committee members at least seventy-five (75) days before an Association Meeting.

## **9.2 Amendment Process**

The amendment process shall be:

- a) The Audit and Compliance Committee shall review any proposed amendments provided by the Executive Secretary. The Audit and Compliance Committee will review the proposed amendment, confirm that it complies with the requirements, and provide an opinion. If the Association Board by a majority vote accepts the amendment, as proposed or as modified, it shall be returned to the Executive Secretary at least forty-five (45) days before an Annual Association Meeting.

If a valid proposed amendment has at least two-hundred fifty (250) verified signatures, it must be accepted by the Association Board for consideration by the Association.

- b) The Executive Secretary shall send a copy of the proposed amendment to the Active Members at least thirty (30) days before the date of an Association Meeting.
- c) Voting will close on the day of an Association Meeting. Tellers will announce the results of the vote within fifteen (15) days following the meeting. A two-thirds (2/3) affirmative vote by participating Active Members is required to amend the Constitution and Bylaws.

## **Article 10 – Miscellaneous**

### **10.1 Notices**

The Executive Secretary may send any notices not otherwise prescribed in this Constitution and Bylaws.

### **10.2 Association Funds**

As per the Memorandum of Understanding, the Association may receive financial contributions directly from members and friends of the Association. Financial contributions shall be accrued in the Association's accounts. The Executive Committee may authorize up to ten percent (10%) of the Association's funds annually to maintain or enhance current activities or to initiate new activities of the Association for the benefit of Stevens, consistent with the Association's annual goals and objectives. Appropriations in excess of ten percent (10%) require an authorizing vote from the Association Board.

### **10.3 Liability, Indemnification, and Insurance**

#### **10.3.1 Liability**

A Director or Officer of the Association shall not be personally liable to the Association or its members for damages for breach of any duty owed to the Association or its members, except that a Director or Officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Association or its members, (b) not in good faith or involving a knowing violation of law or (c) receipt by such person of an improper personal benefit.

### **10.3.2 Indemnification**

The Association shall indemnify any person who is a party, or is threatened to be made a party to any Proceeding because the person is or was a Representative, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually or reasonably incurred by the person in connection with such Proceeding, if the person acted in good faith and in a manner in which the person reasonably believed to be in, or not opposed to the best interests of the Association, and with respect to a criminal action, had no reasonable cause to believe the person's conduct was unlawful.

### **10.3.3 Insurance**

The Association has the power to purchase and/or ensure that insurance is maintained on behalf of any person who is a Representative against any liability asserted against or incurred by the person in such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provision of this Article.

### **10.3.4 Conflict of Interest**

The Association shall maintain a policy concerning Conflict of Interest among its members.

## **10.4 Effective Date**

This Constitution and Bylaws together with its Table of Contents and Definitions shall become effective on July 1, 2018.