



AMENDED and RESTATED

**BYLAWS of  
The RUTGERS UNIVERSITY ALUMNI ASSOCIATION  
BOARD OF DIRECTORS**

**ARTICLE I. BOARD PURPOSE & MEMBERSHIP**

**Section 1. Power and Duties.** The Board of the Rutgers University Alumni Association (RUAA) shall partner with the Department of Alumni Engagement, a division of Rutgers University Foundation, to build community, amplify the strategy of the President to alumni and advise and foster strategic engagements with and among Rutgers alumni.

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 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, New Brunswick, and Rutgers Health chancellor-led units and adhere to the following core function of alumni engagement:

- Communications and Marketing
- Alumni Programming
- Awards and Recognition
- Volunteer Development
- Student to Alumni Transition
- Inclusive Engagement

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

**Section 2. Election and Term.** The slate of regular members of the Board of the Rutgers University Alumni Association shall be ratified in a manner and at a time to be determined by the Board Chair. Approximately one third of the Board members, excluding the executive committee, (referred to as regular members) shall be elected each year to serve a three-year term (except as may be otherwise required by Section 5 of this Article I).

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

Section 3. Eligibility and Membership. Any graduate of Rutgers University is eligible to serve on the Board through the procedures specified in these by-laws. Article II of these By-laws shall separately govern the terms of the Chair, three Vice Chairs, and the Corporate Secretary of the Board. Section 5 of this Article of these By-laws shall govern the eligibility of members of the Board elected to fill interim vacancies.

- a. **Regular Members:** The Board shall be comprised of no more than twenty (20) Elected Directors, including the five (5) officers of the board, all who shall have the right to vote and shall be counted for purposes of quorum. Beginning July 1, 2010, no regular Board member shall be eligible to be elected to more than one (1) full three-year term.
- b. **Ex Officio Members:** The following persons shall be named the Ex Officio members of the Board and shall serve by virtue of holding such office for so long as they hold such offices: (i) Director Emeriti/Past Chairs of the RUAA Board, (ii) the Chair of the Foundation Board of Directors or other designated representative, and (iii) the President of the Rutgers University Foundation. The Ex Officio members of the Board will receive RUAA Board agendas and minutes, attend select events and perform such other duties as may be necessary as deemed by the Chair. These members do not have voting rights. To accomplish its responsibilities more effectively, the Board may annually appoint additional non-voting ex-officio members.
- c. **Appointed Voting Members:** The Chair of the Board may appoint, with consent from the Board, four (4) alumni each year as representatives of each CLU – Camden, New Brunswick, Newark, and Rutgers Health to serve the purpose of representing their respective campus/unit. These representatives can be, A.) the acting Presidents of the largest Academic-based Alumni Organization within each Chancellor Led Unit (CLU) or B.) another designee as determined by the board. The Chair of the Board may also appoint, with consent from the Board, one (1) alumnus each year to serve 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. These Appointed Voting Members will serve as at-large members in full standing for a one-year term, and will be included in the total voting members of the Board.
- d. **Alumni Engagement Staff:** Members of the Alumni Engagement team at the Foundation are responsible for providing radically responsive customer service to the Rutgers University Alumni Association Board of Directors members, providing strategic management for the five committees of the board and directives for the board, and supervising the nominations process for all leadership positions. The following duties of the alumni engagement team include, but are not limited to: liaising between RUAA Board, Foundation Board, and Foundation leadership for all board messaging and communications; maintaining governance and archival records of all board and committee activities; maintaining board calendar and developing meeting agendas and content; updating board bylaws and governance documents; supervising the nominations process for board and alumni senator positions; managing the onboarding/offboarding process for incoming and outgoing members; conducting surveys and evaluations; providing data-driven metrics to align goals.

Section 4. Nominations. Nominations for election shall be made annually by the Board Committee on Nominations. The Chair of the Board Committee on Nominations is appointed by the Board Chair. The Board Committee on Nominations' membership, prescribed by these By-laws (Article III) and shall include the Chair, a representative from the alumni engagement staff, and five additional members of the Board who have not served a prior term on the Committee, to be selected by the Board Chair.

Consideration should be given to the demographic makeup of the RUAA in selecting members of the Committee on Nominations. The Corporate Secretary of the Board shall issue a call for nominations annually, unless there are one or no vacancies to be filled.

Any member may suggest names to the Committee on Nominations, which must be received by the Corporate Secretary 90 days prior to the final board meeting of the fiscal year.

Section 5. 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, one of the Vice-Chairs, or Corporate Secretary, 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 Chairs, and Corporate Secretary. The Chair, Vice Chairs, and Corporate Secretary 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 Chairs, and Corporate Secretary on July 1<sup>st</sup>.

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 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 and receive the designation of Director Emeritus. As with the regular election process, the Board Committee on Nominations shall assist the Board in filling vacancies in the officer group.

Section 2. Officers - Duties. The Chair serves as the head of the Rutgers University Alumni Association (RUAA) Board of Directors. They preside over the board meetings, set the meeting agendas in collaboration with other officers, and ensure that Board decisions are carried out effectively. The Chair represents the RUAA on the Rutgers University Foundation Board of Directors as an ex-officio member. The Chair also represents the Board in official capacities and

acts as the primary liaison between the Board and Rutgers University Foundation staff. To be considered for Chair, a leader must serve in a Vice Chair role or serve on the board for a full three year term and be endorsed by the current Chair

The three Vice Chairs (Engagement, Philanthropy, CLU Liaison) support the Chair in fulfilling board responsibilities and may take on specific leadership tasks or projects as directed by the Chair. The Vice Chair, Engagement manages Board responsibilities related to alumni and community engagement. The Vice Chair, Philanthropy manages Board responsibilities related to philanthropic and volunteer opportunities. The Vice Chair, Chancellor Led Units (CLU) Liaison is responsible for representing the CLU needs and opportunities.

In the Chair's absence, the Vice Chair of Engagement will be appointed by the board to assume the Chair's duties and provide continuity in leadership, until a formal vote can be taken.

The Corporate Secretary maintains the records of the RUAA Board, including meeting minutes and official correspondence. They ensure that board documentation is accurate, complete, and accessible to members. The Corporate Secretary also assists the Chair with election and nomination procedures.

### **ARTICLE III. COMMITTEES OF THE RUAA**

**Section 1. The Committees of the RUAA.** All Committees listed in Section 2 of this Article shall be named committees of the Board.

In addition, at its discretion and in partnership with the Department of Alumni Engagement, the Board will designate committees to focus on the core functions of alumni engagement 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 a representative from the alumni engagement staff shall serve *ex- officio* with the right to vote on all such committees.

**Section 2. The Composition of Committees.** The committees specified below shall be chaired by a Board Officer and shall each have a majority of Board members. The Committee Chairs will select their membership according to the following:

An *Executive Committee of the Board*, consisting of the named officers of the Board, will act as the executive committee of the Board and will function on behalf of the RUAA as necessary between meetings. As Chair of the Executive Committee, the RUAA Chair oversees the activities of the executive committee and facilitates its functions in representing the RUAA's interests between scheduled meetings.

A *Committee on Nominations* consisting of five members, three from the Board, and the Board Chair. 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. These can be done at separate times, but must be done before the last RUAA board meeting.

A *Committee on Awards and Recognition* consisting of five members, three from the Board, and a Committee Chair, elected by the Board Chair. This committee will play a lead role both in the nominations process and in overseeing the selection for alumni awards, like the Rutgers Hall of Distinguished Alumni.

A *Committee on Diversity and Inclusion* consisting of five members, three from the Board, and a Committee Chair, elected by the Board Chair. This committee will represent and advise in creating a culture of community for all alumni university-wide. Working with staff across the Rutgers University Foundation (RUF), the committee will be an integral part of raising awareness about RUF and strategizing on how to best engage a diverse alumni base through digital and community engagement initiatives.

A *Committee on Philanthropy and Service*, consisting of five members, three from the Board, and a Committee Chair, elected by the Board Chair. This committee will represent and advise in creating a culture of philanthropy and service throughout the alumni community, particularly in leadership roles of the RUAA. Working with staff across the Foundation, the committee will be an integral part of raising awareness about the Foundation and engaging alumni leaders to participate in giving and/or service to the University.

**Section 3. Additional Committees.** All additional committees specified by the RUAA are to focus on core functions, and special projects may, at the discretion of the Executive Committee, be chaired by members of the RUAA. The chair of each committee shall likewise choose the members of his/her committee from members of the RUAA or alumni community. Every RUAA Board committee shall have at least three board members.

## **ARTICLE IV. MEETINGS**

**Section 1. Quorum.** A majority of the Regular Members, with voting rights, of the Board currently in office, which must include either the Chair or one of the Vice Chairs, 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.

**Section 2. Conduct of Meetings.** 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 Department of Alumni Engagement to each member by 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.

**Section 3. Special Meetings.** 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. 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.

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*Bylaws adopted on April 24, 2008*

*Amended and Restated December 1, 2008, May 26, 2011, August 8, 2023, May 29, 2025*