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BYLAWS
OF THE
POLYTECHNIC INSTITUTE ALUMNI ASSOCIATION, INC.
(POLYTECHNIC ALUMNI)

Approved at the Annual Meeting of Members, June 27, 2010

ARTICLE I
NAME OF THE ASSOCIATION

Section 1. The name of this association is Polytechnic Institute Alumni Association, Inc., which is a not-for-profit corporation of the State of New York.

ARTICLE II
DEFINITIONS

As used herein the terms used shall have the following meanings:

| Section 1. UNIVERSITY shall mean | Polytechnic Institute of New York University, chartered by the Regents of the State of New York. |
| Section 2. PREDECESSOR SCHOOLS shall mean | Polytechnic Institute of Brooklyn; New York University School of Engineering and Science; Polytechnic Institute of New York; and Polytechnic University. |
| Section 3. ALUMNI shall mean graduates of the UNIVERSITY or any of its PREDECESSOR SCHOOLS, or any former student of the UNIVERSITY or any PREDECESSOR SCHOOLS who has successfully completed at least twenty-four (24) credits or units, who left in good standing, and whose class has graduated. |
| Section 4. POLYTECHNIC ALUMNI shall mean | the Polytechnic Institute Alumni Association, Inc. |
| Section 5. CABLE shall mean the Polytechnic Cable, the ALUMNI newsletter of the UNIVERSITY, or any successor publication, whether delivered in hardcopy or electronic format. |
| Section 6. FISCAL YEAR shall mean the consecutive twelve month period from July 1 to June 30. |
| Section 7. MEMBERS shall mean all those eligible to participate in the POLYTECHNIC ALUMNI, including ALUMNI, past and current members of the faculty, recipients of honorary degrees, and former students of the UNIVERSITY or any PREDECESSOR SCHOOLS who are not ALUMNI. |
| Section 8. POLYTECHNIC FUND shall mean | that body established by the UNIVERSITY for the general purpose of fund raising. |
| Section 9. DIRECTORS shall mean the International Board of Directors (IBOD). |
| Section 10. SECTIONS shall mean divisions, chapters, clubs, or groups of POLYTECHNIC ALUMNI that may be based on geography, technology, employer, degree program, class year, or any other criteria, as determined from time-to-time by the DIRECTORS. |
ARTICLE III
PURPOSE

Section 1. The purpose of POLYTECHNIC ALUMNI shall be to promote and maintain the welfare of the MEMBERS and the UNIVERSITY.

Section 2. The principal activities of POLYTECHNIC ALUMNI to achieve the purposes set forth in Section 1 shall include, but not necessarily be limited to:

(a) supporting continuing education of ALUMNI in the areas of technical, managerial, financial, and cultural education;
(b) providing ALUMNI with information and assistance in job placement and other career advancement opportunities;
(c) involving ALUMNI and others in UNIVERSITY fund raising;
(d) involving ALUMNI in student recruitment and retention;
(e) furthering the growth and functions of POLYTECHNIC ALUMNI and promoting fellowship among ALUMNI and between ALUMNI and the UNIVERSITY;
(f) fostering communication with and between ALUMNI.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

Section 1. All ALUMNI are eligible to vote on matters concerning the POLYTECHNIC ALUMNI.

Section 2. All MEMBERS who are not ALUMNI shall enjoy all other privileges of membership but shall not have any right to vote.

Section 3. All ALUMNI or MEMBERS shall remain ALUMNI or MEMBERS, respectively, for their lifetime unless they specifically request to be removed from membership. Such voluntary removal may subsequently be reversed upon request.

ARTICLE V
INTERNATIONAL BOARD OF DIRECTORS

Section 1. POLYTECHNIC ALUMNI shall be governed by an International Board of Directors (DIRECTORS), which is intended to represent the global and other demographic diversity of the ALUMNI. It shall consist of twelve (12) Directors plus the President of the Association, who shall serve as its Chair but have no vote in its deliberations.

Section 2. The International Board of Directors shall set policies for POLYTECHNIC ALUMNI and perform such other similar or related duties not inconsistent with these bylaws or with agreements made with the UNIVERSITY. Binding policies shall be made by formal motions accepted by a majority vote of those Directors present and voting at a duly constituted meeting of DIRECTORS.

Section 3. Directors shall be elected by the ALUMNI for terms of three (3) years. Each year four (4) Directors shall be so elected. Nomination and election procedures shall be in accordance with Article VII. The terms of office of each Director shall commence at the beginning of the FISCAL YEAR following the election. In the event that an election is delayed beyond the start of a new FISCAL YEAR, the term of office for newly-elected Directors shall commence as of the day and time their election is certified. No individual may serve as a Director for more than two (2) consecutive three-year terms.
Section 4. Regular meetings of the International Board of Directors shall be held a minimum of twice each fiscal year as scheduled by the President. A quorum, consisting of seven (7) Directors, present in person, by telephone, or via video conferencing technology, shall be required to conduct a meeting of DIRECTORS.

Section 5. Notice of any meeting of the DIRECTORS shall be made to each Director no less than thirty (30) days, and no more than sixty (60) days, prior to the date of the meeting, and shall set forth, in addition to any other requirement of these bylaws, the agenda, date, time, and place of the meeting.

Section 6. Special meetings of the DIRECTORS shall require a quorum of seven (7) members, and shall be convened only upon notice either by the President or by no less than seven (7) Directors. Any special meeting called by the President shall require a minimum of ten (10) business days notice. Any special meeting called by seven (7) or more Directors shall require at least five (5) business days notice. The specific purpose or purposes of such a meeting shall be announced at the time the meeting is called.

Section 7. At all meetings of the International Board of Directors, voting shall take place by roll call vote and the record of the tally of the voting shall be entered into the minutes of the meeting.

Section 8. Life Directors of the Polytechnic University Alumni Association, predecessor to this association, shall retain the honorary title of Life Director, with no duties or responsibilities except those of Members and Alumni.

Section 9. All meetings of the International Board of Directors shall operate in accordance with Roberts Rules of Order, copyright 1981, ISBN 0-673-15471-8 unless contrary to these bylaws.

ARTICLE VI
OFFICERS AND DUTIES OF OFFICERS

Section 1. POLYTECHNIC ALUMNI shall be governed by six (6) officers: President; Executive Vice President; Vice President; Secretary; Treasurer; and Immediate Past President. No officer shall serve concurrently as a Director. No officer shall hold two or more offices simultaneously.

Section 2. With the exception of the Immediate Past President, officer elections shall take place biannually in accordance with Article VII, and officers shall serve two (2) year terms.

Section 3. Terms of office for all officers shall commence at the beginning of the FISCAL YEAR following officer election. In the event that an election is delayed beyond the start of a new FISCAL YEAR, the term of office for newly-elected Officers shall commence as of the day and time their election is certified.

Section 4. No individual shall serve as President for more than two terms. Upon completion of an individual's final term as President, that individual shall become the Immediate Past President and shall serve until a subsequent Immediate Past President assumes the position.

Section 5. The President shall be the principal officer of the POLYTECHNIC ALUMNI, responsible to and subject to oversight by the DIRECTORS. The President shall supervise and control all of the business and affairs of the POLYTECHNIC ALUMNI, chair all meetings of the DIRECTORS, and preside at meetings of the Executive Council. The President may sign, with the Secretary or any other proper officer of the POLYTECHNIC ALUMNI, contracts or other instruments that the DIRECTORS has authorized to be executed, except in cases where signing and execution shall have been expressly delegated by the DIRECTORS or by these bylaws to another officer or agent of the POLYTECHNIC ALUMNI, or shall be required by law to be
otherwise signed or executed. The President shall perform all other duties incident to the office of President and such other duties as may be prescribed by the DIRECTORS from time-to-time.

Section 6. The Executive Vice President shall act in the President's stead and shall have all the powers of, and be subject to all the restrictions upon, the President, should the President be absent or unable to perform any of the Presidential duties specified in these bylaws.

Section 7. The Vice President shall be the POLYTECHNIC ALUMNI candidate to chair the POLYTECHNIC FUND. Upon acceptance by the UNIVERSITY, the Vice President will immediately assume the Chair of the POLYTECHNIC FUND and provide liaison with the POLYTECHNIC ALUMNI in connection with the fund raising function of Article III and Article XIV.

Section 8. The Executive Vice President and the Vice President shall perform any other duties as may be assigned by the President or the DIRECTORS, including presiding at meetings of the DIRECTORS and the Executive Council upon the direction of the President when the President is not available to preside at such meetings.

Section 9. The Secretary, assisted by the Executive Director of the POLYTECHNIC ALUMNI, shall:

(a) see that all notices are duly given in accordance with the provisions of these bylaws or as otherwise required;
(b) keep the minutes of meetings of the POLYTECHNIC ALUMNI, DIRECTORS, and Executive Council in one or more books provided for that purpose;
(c) be custodian of the records, bylaws, and corporate seal of the POLYTECHNIC ALUMNI;
(d) keep a register of the post office and e-mail addresses of each member of the DIRECTORS, Executive Council, standing and special committees, SECTION leadership, and MEMBERS;
(e) attend all meetings of the DIRECTORS but not participate in their deliberations;
(f) report election results at the Annual Meeting; and
(g) in general, perform all duties incident to the office of Secretary and other duties as may be assigned by the President or by the DIRECTORS.

Section 10. The Treasurer shall report at the Annual Meeting the unaudited financial status of POLYTECHNIC ALUMNI. Within three months after the close of the fiscal year, the Treasurer shall submit to the DIRECTORS a written report, audited by the Audit Committee, of the financial condition of the POLYTECHNIC ALUMNI and all monetary transactions during the Fiscal Year. If required by the DIRECTORS, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in a sum with any surety or sureties as the DIRECTORS shall determine. The Treasurer, assisted by the Executive Director, shall have charge and custody of, and be responsible for, all funds and securities of the POLYTECHNIC ALUMNI from any source whatsoever, and deposit all such monies in the name of the POLYTECHNIC ALUMNI in the banks, trust companies, or other depositories as shall be selected in accordance with these bylaws or as otherwise directed by the DIRECTORS. The Treasurer shall have authority over the collection, receipt, and disbursement of all monies on behalf of the POLYTECHNIC ALUMNI, except funds disbursed on behalf of the POLYTECHNIC ALUMNI by the UNIVERSITY, and in general, shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the DIRECTORS.

Section 11. No individual shall serve more than two (2) consecutive two year terms in any one of the positions of President, Executive Vice President, Vice President, Secretary or Treasurer.

Section 12. No individual shall receive any remuneration for serving as an Officer or Director.
ARTICLE VII
NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall be a standing committee of POLYTECHNIC ALUMNI. The committee shall consist of five (5) ALUMNI. The Immediate Past President of POLYTECHNIC ALUMNI shall chair this committee. The remaining four (4) members of the Nominating Committee shall be ALUMNI and shall be designated by the President in consultation with the chair of the Nominating Committee no later than the first day of January of each year.

Section 2. The Nominating Committee shall designate two nominees for each office and each Directorship in accordance with this Article and Articles V and VI. Nominees must be ALUMNI who are not members of the Nominating Committee and who are not otherwise ineligible by virtue of Article V Section 3 or Article VI Section 11. All those named to the slate must confirm in writing their acceptance of nomination and willingness to serve if elected. Any individual who declines to provide such written acceptance and willingness to serve shall be removed from the slate.

Section 3. Names of all nominees shall be published on the POLYTECHNIC ALUMNI website and in the issue of CABLE next published after February 15th, together with any position statement the nominee may wish to provide.

Section 4. Elections shall take place at the Annual Meeting of the POLYTECHNIC ALUMNI. Election of each officer shall be by a plurality of the votes cast, with each ALUMNI eligible to cast one vote for each office. Each eligible ALUMNI may cast the number of votes equal to the number of Director slots to be filled, and may cast those votes for any nominee or nominees. Aggregation of votes for fewer than the maximum number of Director candidates shall be permitted. The four (4) Director nominees receiving the most votes will be elected. Write-in candidates shall be permissible.

Section 5. Nominations from MEMBERS will be solicited on an ongoing basis, through the POLYTECHNIC ALUMNI website and such other avenues as the Nominating Committee may designate. MEMBERS may nominate potential candidates for any office or Directorship up for election in that FISCAL YEAR, provided the nomination is made in writing and clearly delineates the nominee’s qualifications. Nominations from MEMBERS must be submitted to the office of the Executive Director by the cutoff date designated by the Nominating Committee. Nominations from MEMBERS shall be reviewed by the Nomination Committee and acted upon in accordance with Article VII, Section 2.

Section 6. Outgoing Directors and officers of unfilled positions shall remain in office until their successors are duly elected and take office, notwithstanding any other provision of these bylaws.

Section 7. Any vacancies occurring in the DIRECTORS shall remain vacant until the next annual election. The Nominating Committee shall nominate the additional number of nominees adequate to fill all vacancies for the remainder of their unexpired term(s) at the next regularly scheduled election.

Section 8. A vacancy occurring in an officer's position shall be filled through an appointment by the President, and that appointee shall serve out the remainder of that officer’s current term. A vacancy occurring in the office of President shall be filled by the Executive Vice President to serve out the remainder of the President’s current term. Should both the President and the Executive Vice President offices become vacant concurrently, the
DIRECTORS shall, by majority vote, designate another sitting officer or one of the DIRECTORS to fill out the vacant offices until the next regularly scheduled election. A person who fills any vacant office for the remainder of that officer’s term shall not be precluded from running for election for a subsequent full term in that same office, though they may not serve longer than an aggregate total of four (4) years in that office.

**ARTICLE VIII**

**SECTIONS**

**Section 1.** The DIRECTORS of the POLYTECHNIC ALUMNI is the only entity which can establish or disband SECTION(S).

**Section 2.** The POLYTECHNIC ALUMNI should encourage alumni to join and actively participate in SECTION(S) of their choice. These SECTION(S) shall be financially self sufficient.

**Section 3.** Each SECTION shall determine the activities it wishes to pursue provided that said activities do not conflict with these bylaws and any guidelines and/or procedures as issued from time to time.

**Section 4.** Any group of ALUMNI may petition the DIRECTORS for the creation of a new SECTION. Said petition shall include a mission statement for the proposed SECTION, and shall be signed by no fewer than 20 alumni. The DIRECTORS shall evaluate the merits of the petition at its next regularly scheduled meeting, and shall, by a two-thirds (2/3) majority vote, either approve or reject the establishment of the proposed new SECTION.

**Section 5.** Each SECTION shall appoint a member to be the liaison to the DIRECTORS. This liaison shall become familiar with these bylaws and shall ensure that the SECTION acts in accordance with these bylaws. This liaison should be invited to join the Executive Council.

**Section 6.** POLYTECHNIC ALUMNI may, from time-to-time, audit the activities of a SECTION and report the results of that audit to the DIRECTORS. If the DIRECTORS determine a SECTION to be operating in a manner inconsistent with these bylaws, the DIRECTORS may take such action as deemed appropriate, including, at its discretion, disbanding that SECTION. Any action to disband a SECTION must pass by two-thirds (2/3) majority vote of the DIRECTORS, and the SECTION so disbanded shall immediately be notified in writing by the Secretary of the POLYTECHNIC ALUMNI.

**Section 7.** Upon written notification by the Secretary of the POLYTECHNIC ALUMNI on behalf of the DIRECTORS, the SECTION so notified shall promptly provide an accounting of all funds received from POLYTECHNIC ALUMNI, return all unspent or otherwise unaccounted-for funds, and discontinue all use of the terms “Polytechnic”, “Polytechnic Institute”, “NYU/Poly” or any other term, phrase, logo, symbol, design, or designation representative of or indicating any connection with the UNIVERSITY or POLYTECHNIC ALUMNI, and any other term, phrase, logo, symbol, or design confusingly similar thereto. Disbanded SECTION shall promptly return to the POLYTECHNIC ALUMNI any and all materials bearing any such term, phrase, logo, symbol, design, or designation within its possession or control.

**Section 8.** The DIRECTORS, by a two-thirds (2/3) majority vote, may declare a SECTION inactive if that SECTION has had no activity for a period of no less than twenty-four (24) consecutive months and/or no leadership can be identified for the SECTION.

**Section 9.** The DIRECTORS shall, by majority vote, declare a SECTION defunct if said SECTION had previously been declared to be inactive, and there has been no activity for an aggregate period exceeding sixty
(60) consecutive months, and no leadership can be identified for the SECTION.

ARTICLE IX
EXECUTIVE COUNCIL

Section 1. There shall be an Executive Council consisting of the six (6) officers of POLYTECHNIC ALUMNI plus seven (7) ALUMNI who are not Directors. The seven (7) ALUMNI shall be selected by the President, in consultation with the other officers and the members of the DIRECTORS, from among the leadership of the SECTIONS. The President shall ascertain that each ALUMNUS is willing to serve and to attend Executive Council meetings in person or by video or telephone conferencing.

Section 2. Each Executive Council term shall be coincident with the term of the corresponding officers.

Section 3. The Executive Council shall meet at least once each calendar quarter. Meetings shall be called by the President. Meeting notices and agenda shall be made in writing and served by mail, fax, or e-mail. Meetings may be, but are not required to be, scheduled coincident with DIRECTORS meetings.

Section 4. The responsibilities of the Executive Council shall include, but not necessarily be limited to, the following:

(a) implementation of the policies of the International Board of Directors;
(b) providing guidance to SECTIONS;
(c) aiding in the establishment of new SECTIONS;
(d) providing communications paths among SECTIONS, POLYTECHNIC ALUMNI, and the UNIVERSITY;
(e) providing oversight of publication of CABLE and any UNIVERSITY newsletter containing ALUMNI news;
(f) providing ALUMNI with information and assistance in job placement and other career advancement opportunities;
(g) oversight of POLYTECHNIC ALUMNI committees; and
(h) involving ALUMNI in new student recruitment and retention.

The Executive Council may solicit other Alumni from time-to-time to aid in discharging its responsibilities.

Section 5. No member of the Executive Council shall serve more than eight (8) years, with the exception of the Immediate Past President and the Vice President.

ARTICLE X
COMMITTEES

Section 1. The committees listed in this Article shall be standing committees of POLYTECHNIC ALUMNI. Except for the Nominating Committee, the chair of each standing committee shall be appointed by the President to serve coincident with the term of the President. The chair of each committee shall appoint the members of the committee subject to approval of the Executive Council.

Section 2. Nominating Committee. The Nominating Committee shall operate in accordance with Article VII Section 1. Deliberations of this committee shall be confidential.

Section 3. Audit Committee. This committee shall consist of at least five (5) ALUMNI. The Treasurer shall be a member, but not the chair, of this committee. Functions of this committee shall include, but not necessarily
be limited to, arranging the following:

(a) preparation of an annual budget for submission to the DIRECTORS for its approval;
(b) review of the Treasurer’s Annual Report in a timely manner;
(c) audit of accounts of POLYTECHNIC ALUMNI as required or as requested by the DIRECTORS;
(d) audit of accounts of any SECTION as required; and
(e) recommendation of investment strategies for POLYTECHNIC ALUMNI funds.

Section 4. Awards Committee. This committee shall consist of at least five (5) ALUMNI whose duty it shall be to present recommendations to the DIRECTORS for honoring MEMBERS who merit special recognition. The deliberations of this committee shall be confidential.

Section 5. Scholarship Committee. This committee shall consist of at least five (5) ALUMNI whose duty it shall be to select undergraduate students annually to receive POLYTECHNIC ALUMNI scholarships. Scholarship funding shall be determined by the DIRECTORS.

Section 6. Bylaws Committee. This committee shall consist of at least five (5) ALUMNI whose duty it shall be to review and/or to recommend changes as required to bylaws of the POLYTECHNIC ALUMNI and any of its SECTIONS.

Section 7. Ad Hoc Committees. The International Board of Directors or the Executive Council may create additional committees whose functions may include, but not necessarily be limited to, continuing education, career advancement and job opportunities, new student recruitment and retention, alumni relations with students of the UNIVERSITY, long range planning, social activities, communications and marketing, and the history of POLYTECHNIC ALUMNI and its predecessor. The function and make up of any such committee shall be specified in writing by the creating body. The chair of any such committee shall be appointed by the President. The members shall be appointed by the chair subject to approval by the President. The committee term shall terminate no later than the end of the term of the President.

Section 8. No committee shall incur any obligation on behalf of the POLYTECHNIC ALUMNI without first securing the written authorization of the DIRECTORS or the Executive Council.

Section 9. The President shall serve as an ex officio member of all committees.

ARTICLE XI
MEETINGS OF MEMBERS

Section 1. An Annual Meeting of all MEMBERS of the POLYTECHNIC ALUMNI shall take place on a date and at a time approved by the DIRECTORS. This meeting shall take place during the final quarter of each FISCAL YEAR, or in the event of unforeseen and unavoidable circumstances, as soon as practical thereafter.

Section 2. A Special Meeting of the MEMBERS may be called at any time by the DIRECTORS or by written petition of no less than twenty-five (25) ALUMNI.

Section 3. All MEMBERS shall be notified of the date, time, place, and agenda of the Annual Meeting and any Special Meetings at least three (3) weeks in advance of the meeting date.

Section 4. One hundred (100) ALUMNI in person or by written proxy or such lesser amount as may be permitted by the laws of the State of New York, shall constitute a quorum. Other than election procedures in
accordance with Article VII, Section 4, motions shall be carried by majority vote.

**Section 5.** Reports of the President, Vice President, Secretary, and Treasurer shall be given at the meeting.

**Section 6.** A failure to have an Annual Meeting will be deemed to have occurred if a quorum-satisfying meeting is not held by the end of the fiscal year. Should an Annual Meeting not take place, such an Annual Meeting may be called by the written petition of twenty-five (25) ALUMNI. Such a notice shall be made by mail (USPS or email) or by publication in the CABLE.

**ARTICLE XII**

**OFFICE STAFF**

**Section 1.** The President of POLYTECHNIC ALUMNI and the Vice President for Development and University Relations of the UNIVERSITY (or any equivalent person designated by the UNIVERSITY) shall jointly have the authority to hire and dismiss an Executive Director and supporting staff members as may be deemed necessary or appropriate.

**Section 2.** The duties of the Executive Director and his staff shall be those customarily performed by such individuals, and shall include those tasks as directed by the President, the DIRECTORS, and/or Executive Council which may include, but not necessarily be limited to, the following:

(a) assisting the President;
(b) facilitating communications among the SECTIONS, POLYTECHNIC ALUMNI, and the UNIVERSITY;
(c) managing the publications of the POLYTECHNIC ALUMNI, including the ALUMNI portion of the CABLE;
(d) issuance of meeting notices for the POLYTECHNIC ALUMNI, International Board of Directors, and Executive Council, and making supporting meeting arrangements;
(e) managing all election procedures;
(f) attending and providing support for all meetings of the International Board of Directors, the Executive Council and all committees; generation, distribution, and maintenance of all historical meeting minutes;
(g) soliciting job opportunities for ALUMNI; communication of those opportunities to the ALUMNI; and appropriately assisting in placing ALUMNI in such opportunities;
(h) enlistment of faculty support for technology seminars;
(i) assisting in the creation, organization, and operations of SECTIONS;
(j) defining and creating elements of fellowship beneficial to the ALUMNI in whole or in part; and
(k) maintaining all historical files and legal documents of POLYTECHNIC ALUMNI.

**Section 3.** The Executive Director shall at all times maintain a copy of Roberts Rules of Order, a compilation of all minutes of meetings of the DIRECTORS and Executive Council, and all resolutions passed by these bodies.

**Section 4.** The Executive Director shall also maintain and publish a roster of all Directors, officers, Executive Council members, committee members, and SECTION officers.

**ARTICLE XIII**

**FINANCES**

**Section 1.** There shall be no dues required of or charged to or collected from any MEMBER for the purpose of supporting the International Board of Directors, the Executive Council, the POLYTECHNIC ALUMNI office staff, meetings required or allowed by these bylaws, or activities sponsored by the
POLYTECHNIC ALUMNI.

Section 2. MEMBERS may be asked to defray the costs of social, educational, and/or cultural events sponsored by the POLYTECHNIC ALUMNI and/or any of its SECTIONS or committees. No cost defrayal shall be made for any meeting mandated by these bylaws or by governing legal requirements. Section 3. POLYTECHNIC ALUMNI, through its International Board of Directors, shall enter into an agreement each year with the UNIVERSITY whereby the latter shall cover the operating expenses of the POLYTECHNIC ALUMNI for that year. Such Articles of Agreement shall also establish, in an attached Memorandum of Understanding, POLYTECHNIC ALUMNI's role in fund raising.

Section 4. The Articles of Agreement and Memorandum of Understanding need not be signed on an annual basis but may remain as a perpetual agreement until such time as the POLYTECHNIC ALUMNI or the UNIVERSITY requests a meeting with the other party to discuss a change or a review of said agreement. All such changes to the Articles of Agreement and Memorandum of Understanding shall be approved by a majority of the DIRECTORS of POLYTECHNIC ALUMNI.

Section 5. Any such Articles of Agreement and Memoranda of Understanding shall be attached to these bylaws as Appendices A and B, respectively. Changes to these appendices shall not be governed by Article XV.

ARTICLE XIV
FUND RAISING

Section 1. POLYTECHNIC ALUMNI shall be actively involved in soliciting funds from MEMBERS on behalf of the UNIVERSITY and shall coordinate all fund raising activities of SECTIONS. This activity shall be coordinated with and performed within the POLYTECHNIC FUND.

Section 2. The Vice President who is the Chair of the POLYTECHNIC FUND shall review the fund raising programs of the UNIVERSITY with the UNIVERSITY and with the DIRECTORS and the Executive Council.

ARTICLE XV
AMENDMENTS

Section 1. Changes to these bylaws shall be proposed via one of the following two methods:

a. Amendment(s) shall be proposed, debated and voted upon within the Association's standing Bylaws Committee. Upon approval of any amendment, it shall be submitted for consideration to the DIRECTORS at its next regular or special meeting. Upon approval by a two thirds (2/3) majority vote of the DIRECTORS, such amendments shall be submitted to ALUMNI per Section 2.

b. Proposals for amendment(s) shall be submitted directly to the DIRECTORS by petition, signed by no fewer than fifty (50) ALUMNI of the Association. Such proposals shall be subject to an advisory vote by the DIRECTORS at its next regular or special meeting, and the results of such advisory vote shall be attached to the proposal, and both shall be submitted to ALUMNI for consideration per Section 2.

Section 2. Proposed amendments, as enumerated in Section 1a or 1b of this Article, shall be submitted to the ALUMNI for consideration at the next regular meeting of MEMBERS, or at a special meeting of MEMBERS called for such purpose in accordance with Article XI. Notice of all proposed amendments shall be given, in writing, to ALUMNI by the Executive Director no less than thirty (30) days in advance of the regular or special meeting at which proposed amendments are to be considered. A quorum, as defined in Article XI Section 4, must be present at any meeting at which amendments to the bylaws are acted upon. Amendments shall be
subject to a majority vote of those ALUMNI present, in person or as represented by valid proxy. Those amendments so approved shall become effective as of the first day of the FISCAL YEAR following approval.

ARTICLE XVI
CONFLICTS

Section 1. In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall control.

ARTICLE XVII
INDEMNIFICATION OF OFFICERS AND MEMBERS

Section 1. POLYTECHNIC ALUMNI shall provide indemnification of its MEMBERS, officers, and Directors to the fullest extent permitted by Sections 721 through 726 of the Not-For-Profit Corporation Law of the State of New York and Section 4941 of the Internal Revenue Code of 1954 as the same may be amended.

ARTICLE XVIII
SUSPENSION AND EXPULSION

Section 1. A MEMBER may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of POLYTECHNIC ALUMNI or for conduct prejudicial to the best interest of POLYTECHNIC ALUMNI. Suspension or expulsion shall be by two-thirds (2/3) majority vote of the DIRECTORS, provided that a statement of the charges shall have been first mailed by certified mail, return receipt requested, to the MEMBER so charged at the MEMBER's last recorded address. Such notice shall be mailed at least fifteen (15) days before any meeting of the DIRECTORS at which any final action may be taken thereon. This statement shall be accompanied by a notice of the time and place where the DIRECTORS is to meet and take action on the charges. The MEMBER charged shall be given an opportunity to present a defense at said time and place.

Section 2. Any MEMBER may charge a Director, an officer of POLYTECHNIC ALUMNI, or an officer of any SECTION with malfeasance, misfeasance, and/or nonfeasance, and seek the removal of such Director or officer from office. Such charge shall be made in writing, signed by the MEMBER, and presented to the President. The President shall bring it before a meeting of the DIRECTORS. The DIRECTORS may, in its discretion and upon motion of a Director and duly seconded by a Director and by majority vote of those present and voting, agree to take up the charge or charges. The individual so charged shall be given written notice of the charge or charges, including the name of the accuser and all evidence then available to the DIRECTORS. In providing such notice the DIRECTORS shall call a regular or special meeting, as provided in these bylaws, at which meeting the charges specified in the motion shall be taken up. The individual so charged shall be given an opportunity to present a defense at said time and place. Upon motion duly made, seconded, and passed by a minimum affirmative vote of eight (8) Directors present in person or by telephone or video conference at the meeting, the individual so charged shall be removed from their position. Upon passage, the office of the individual shall be deemed vacated.

ARTICLE XIX
MISCELLANEOUS

Section 1. These bylaws shall be deemed entered into in the State of New York and shall be construed and governed solely by the laws of said State.

Section 2. The Article titles of these bylaws are inserted for convenience only and shall not be construed as limiting in any manner.
Section 3. The definitions provided herein and set forth in Article II are referred to by fully capitalizing such definitions throughout these bylaws.

Section 4. The use of any specific gender in these bylaws shall be deemed to include the other gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.