

BYLAWS
of the
NEW YORK UNIVERSITY TANDON SCHOOL OF ENGINEERING
POLYTECHNIC INSTITUTE ALUMNI ASSOCIATION

(Revision 1.0, Approved at the PIAA Annual Meeting of 02 June 2015)

(Revision 1.1 [November 2017], approved at the PAA Annual Meeting of 14 June 2018)

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ARTICLE I
NAME OF THE ASSOCIATION

Section 1. The name of this association is the New York University Tandon School of Engineering Polytechnic Institute Alumni Association, an unincorporated volunteer chapter of the New York University Alumni Association.

ARTICLE II
DEFINITIONS

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

Section 1. **ALUMNI:** Graduates of TANDON or any PREDECESSOR SCHOOLS, or former matriculated students of TANDON or its PREDECESSOR SCHOOLS, who have successfully completed at least 13 credit (or unit) hours, who left in good standing, and whose class has graduated.

Section 2. **ANNUAL FUND:** The fundraising vehicle established and controlled by TANDON to solicit monetary donations for the exclusive benefit of TANDON and its students.

Section 3. **BOARD:** The PAA Board of Directors.

Section 4. **CABLE:** The *Cable*, the ALUMNI publication of TANDON, or any successor publication, whether delivered by mail in printed form or via electronic format and delivery.

Section 5. **DIRECTORS:** Members of the PAA Board of Directors.

Section 6. **FISCAL YEAR:** the consecutive twelve month period from September 1 through August 31.

Section 7. **MEMBERS:** All those eligible to participate in PAA, including ALUMNI, past and current faculty members of TANDON or PREDECESSOR SCHOOLS, and recipients of honorary degrees from TANDON or PREDECESSOR SCHOOLS.

Section 8. **NYUAA:** The New York University Alumni Association. .

Section 9. **PAA:** The New York University Tandon School of Engineering Polytechnic Institute Alumni Association, also known as “Polytechnic Alumni Association” or “Polytechnic Alumni”.

Section 10. **PREDECESSOR SCHOOLS:** Polytechnic Institute of Brooklyn; New York University School of Engineering and Science (the “University Heights” campus); Polytechnic Institute of New York; Polytechnic University; and/or Polytechnic Institute of New York University (“NYU/Poly”).

Section 11. **PROXY:** An authorization to vote in the manner set forth therein, communicated to the BOARD in writing via physical (i.e., paper) or electronic means. The holder of any PROXY shall be a person qualified to vote in that same proceeding.

Section 12. **QUORUM:** The presence of a minimum of Eight (8) DIRECTORS, which shall be necessary at any meeting of the BOARD where business is to be transacted and/or motions are to be voted upon.

Section 13. **SECTIONS:** Chapters, clubs, or special interest groups of ALUMNI, based on geography, technology, employer, degree program, class year, or any other criteria, as determined from time-to-time by the BOARD.

Section 14. **TANDON:** The New York University Tandon School of Engineering Polytechnic Institute.

Section 15. **UNIVERSITY:** New York University (NYU), chartered by the Regents of the State of New York.

ARTICLE III **PURPOSE**

Section 1. The purpose of POLYTECHNIC ALUMNI ASSOCIATION is to promote the interests of the MEMBERS and TANDON.

Section 2. The activities of PAA shall include, but not be limited to:

- a. Supporting continuing education for ALUMNI;
- b. Providing ALUMNI with career advancement information;
- c. Involving MEMBERS in fundraising on behalf of TANDON;
- d. Involving MEMBERS in recruiting and retaining students;
- e. Furthering the growth and functions of PAA, and promoting fellowship and communication among the MEMBERS, and between MEMBERS and TANDON students, faculty and administration.

ARTICLE IV **MEMBERSHIP AND VOTING RIGHTS**

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

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

Section 3. All MEMBERS shall remain MEMBERS for life. Any MEMBER may petition the BOARD to be removed from membership, and any such voluntary removal may also be reversed upon written request.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Overseeing the PAA and its Officers shall be a BOARD, which is intended to represent the geographic and demographic diversity of the ALUMNI, and shall consist of fifteen (15) DIRECTORS.

Section 2. BOARD shall set policy for PAA and perform related duties, consistent with these bylaws or with agreements entered into with TANDON and/or UNIVERSITY. Policy shall be made via formal motions accepted by a majority vote of those DIRECTORS present and voting at duly constituted meetings of BOARD.

Section 3. All DIRECTORS shall be ALUMNI.

Section 4. Each of the DIRECTORS shall be elected by ALUMNI for three year terms. Each year, five DIRECTORS shall be elected. Nomination and election procedures shall be in accordance with Article VII. The term of office of each DIRECTOR will start at the beginning of the FISCAL YEAR following their 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 Director may serve for more than two consecutive three-year terms, and upon the completion of a second term shall not be eligible to serve again as a Director for five years.

Section 5. Regular meetings of the BOARD shall be held no fewer than four times per FISCAL YEAR, as scheduled by the President. A QUORUM shall be required to conduct business or vote on motions at any meeting of the BOARD. Meetings lacking a QUORUM will be deemed to be informational only. Regular meetings shall be open to ALUMNI.

Section 6. Notice of any regular meeting of the BOARD shall be made to DIRECTORS no less than 15 days, and no more than 60 days, in advance of that meeting, and shall set forth the date, time, place and agenda of the meeting.

Section 7. Special meetings of the BOARD shall require a QUORUM, and shall be convened only upon notice either by the President or by no fewer than the number of DIRECTORS that constitutes a QUORUM. Any special meeting shall require no less than five business days advance notice. The purpose(s) of a special meeting shall be enumerated at the time the meeting is called.

Section 8. At all meetings of the BOARD, voting shall be conducted by roll call, and a tally of the voting shall be recorded into the minutes of the meeting.

Section 9. All meetings of the BOARD shall operate in accordance with the current edition of Roberts Rules of Order, unless contrary to these bylaws.

Section 10. No Director shall receive any remuneration for serving as a DIRECTOR of PAA.

ARTICLE VI

OFFICERS AND DUTIES OF OFFICERS

Section 1. PAA shall be governed by four officers: President, Vice President, Secretary 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 year terms.

Section 3. Terms of office for all officers will 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 be elected as President for more than two terms. Upon completion of an individual's final term as President, that individual will automatically become Immediate Past President, and shall serve until a subsequent Immediate Past President assumes the position. A vacancy that arises in the office of Immediate Past President shall not be filled until the sitting President leaves office and becomes Immediate Past President.

Section 5. The President is the principal officer of PAA and is responsible to the BOARD and subject to its oversight. The President shall chair meetings of the BOARD and perform all other duties incident to the office of President and as may be prescribed by the BOARD from time-to-time. The President shall not have a vote on the BOARD, except when necessary to break a tie vote. The President shall be a delegate to the NYUAA Board and serve as a Director thereon.

Section 6. The Vice President shall substitute for the President, and shall have all the powers of the President and be subject to all the restrictions thereupon, should the President be absent or unable to perform any of the duties specified herein. The Vice President shall perform any other duties as may be assigned by the President or the BOARD, including presiding at meetings of the BOARD upon the direction of the President when the President is not available to preside at such meetings. In the event that the President resigns, becomes incapacitated or is removed from office, the Vice President shall serve out the remainder of the present term as President.

Section 7. The Secretary, assisted by the Executive Director of the PAA, shall:

- a. See that all notices are given in accordance with the provisions of these bylaws or as otherwise required;
- b. Maintain the minutes of BOARD meetings in a manner prescribed by BOARD from time to time;
- c. Be custodian of the records and bylaws of the PAA;
- d. Maintain a roster of contact information for officers, members of DIRECTORS, standing and special committees, SECTION leadership, and MEMBERS;
- e. Attend all meetings of the BOARD;
- f. Report election results at the Annual Meeting of MEMBERS; and
- g. In general, perform all duties incident to the office of Secretary and other duties as may be assigned by the President or BOARD.

Section 8. No individual shall serve more than two consecutive two year terms in any one of the positions of President, Vice President or Secretary.

Section 9. No officer shall receive any remuneration for serving as an Officer of PAA.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall be a standing committee of the PAA. It shall consist of five ALUMNI. The Immediate Past President of PAA shall chair the Nominating Committee, and the other four members shall be appointed by the President in consultation with the chair of the Committee, no later than the first day of January of each year. Except for the Immediate Past President, no sitting officer or DIRECTOR shall be a member of the Committee. In the event the office of Immediate Past President is vacant, the President may designate a previous Past President to

chair the Nominating Committee, and should none be available or willing to serve, then a Past Executive Vice President or Vice President may be designated to chair the Nominating Committee.

Section 2. MEMBERS are invited to recommend candidates for PAA offices and director seats at any time of the year. Recommendations will be solicited via the PAA website, and such other channels of communication as the Nominating Committee may identify. Recommendations must be in writing and list a candidate's affiliations (class year, degree/major) and qualifications for office.

Section 3. At the start of each Fiscal Year, the chair of the Nominating Committee shall establish a cutoff date for candidate recommendations to be received by the PAA Executive Director. Recommendations received before the cutoff date shall be reviewed and considered for available openings in that Fiscal Year by the Nominating Committee. Recommendations received after the cutoff date shall be held for consideration in the following Fiscal Year.

Section 4. The Nominating Committee shall designate at least one, but no more than three, nominees for each office, and at least one, but no more than two, nominees for each open Director seat 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 term limited by virtue of Article V or Article VI. All nominees must confirm, in writing, their acceptance of nomination and willingness to serve if elected. Any candidate who declines to provide such written acceptance and willingness to serve shall be removed from the slate.

Section 5. The slate of all nominees, consisting of nominees' names, degrees, class years and the positions to which they have been nominated, shall be published on the PAA website, via CABLE, and/or via any other channel of communication commonly used to reach ALUMNI (e.g., Facebook page, Twitter account, LinkedIn special interest group) no later than sixty (60) days prior to the date established for that year's Annual Meeting, along with any position statements that nominees may choose to provide.

Section 6. Elections shall take place at the PAA Annual Meeting. Votes shall be cast only by ALUMNI in person or by PROXY.

Section 7. The Nominating Committee's slate of candidates shall be presented to attendees of the Annual Meeting and placed in nomination without need to be seconded.

Section 8. Each officer shall be elected by plurality of votes cast. ALUMNI who are present or represented by PROXY may cast one vote for each officer position to be filled and a number of votes for director candidates not to exceed the number of director seats to be filled in that election, choosing from the slate of candidates. Director nominees receiving the most votes will be elected to the available vacancies.

Section 9. DIRECTORS and officers whose terms have ended and who have not been reelected shall remain in office until their successors are duly elected and take office, notwithstanding any other provision of these bylaws.

Section 10. Any vacancies arising among the DIRECTORS shall remain vacant until the next annual election. The Nominating Committee shall nominate an additional number of nominees adequate to fill all vacancies for the remainder of their unexpired term(s) at the next regularly scheduled election.

Section 11. A vacancy occurring in an officer position shall be filled through an appointment by the President from among the sitting DIRECTORS, 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 Vice President to serve out the remainder of the President's current term. Should both the President and the Vice President offices become vacant concurrently, the BOARD shall designate DIRECTORS to fill those vacancies until the next regularly scheduled election for those positions. A person who fills any vacant office for the remainder of that office's term shall not be precluded from running for election for a subsequent two full terms in that same office.

ARTICLE VIII **SECTIONS**

Section 1. The BOARD shall have sole authority to establish or disband SECTIONS.

Section 2. The PAA should encourage MEMBERS to join and actively participate in SECTIONS of their choice. These SECTIONS shall be financially self-sufficient.

Section 3. The participants within each SECTION shall determine the activities they wish to pursue, provided that said activities do not conflict with these bylaws, or any guidelines and/or procedures of PAA or NYUAA.

Section 4. Any group of MEMBERS may petition the BOARD 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 MEMBERS. The BOARD shall evaluate the merits of the petition at its next regularly scheduled meeting, and shall, by majority vote, approve or reject the establishment of the proposed new SECTION.

Section 5. Each SECTION shall appoint a member of its leadership to act as liaison to PAA. This liaison shall become familiar with these bylaws and shall ensure that the SECTION acts in accordance with them.

Section 6. BOARD may, from time-to-time, audit the activities of a SECTION. If the BOARD determines that a SECTION is operating in a manner inconsistent with these bylaws, the BOARD may, at its discretion, take such action as it deems appropriate, including disbanding that SECTION. Any action to disband a SECTION must pass by a two-thirds (2/3) majority vote of DIRECTORS, and the SECTION so disbanded shall immediately be notified in writing by the Secretary. Any SECTION so disbanded shall immediately discontinue all use of UNIVERSITY, TANDON or PAA proprietary material (e.g., logos, banners, etc.).

Section 7. The BOARD, by a two-thirds (2/3) majority vote, may declare a SECTION inactive if that SECTION has had no discernible activity within the previous 24 consecutive months, and no leadership can be identified for the SECTION.

Section 8. The BOARD shall, by majority vote, declare a SECTION defunct if said SECTION had previously been declared to be inactive, and there has been no discernible activity in the subsequent 36 month period, and no leadership can be identified for the SECTION.

ARTICLE IX **EXECUTIVE COUNCIL**

(Article IX has been struck as of Revision 1.1, approved at June 2018 Annual Meeting)

ARTICLE X **COMMITTEES**

Section 1. The committees listed in this Article shall be standing committees of PAA. 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 review by the President and/or BOARD.

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. **Awards Committee.** This committee shall consist of at least five ALUMNI whose primary duty shall be to present recommendations to the BOARD for honoring MEMBERS with special recognition as Distinguished Alumnus/a or Dedicated Alumnus/a awardee. It shall recommend candidates for any other awards that the BOARD may create from time to time. The deliberations of this committee shall be confidential.

Section 4. **Bylaws Committee.** This committee shall consist of at least five ALUMNI whose duty shall be to recommend and/or review changes to these bylaws, or to the bylaws of any of its SECTIONS.

Section 5. **Ad Hoc Committees.** The BOARD may create additional committees from time to time, 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 current students of the UNIVERSITY, long range planning, social activities, communications and marketing, and the history of PAA and its predecessors. The function and make up of any ad hoc committee shall be specified in writing by the creating body. The chair of any ad hoc committee shall be appointed by the President. Other members shall be appointed by the Committee Chair subject to review by the President and/or BOARD. The committee term shall terminate no later than the end of the term of the President.

Section 6. No committee shall incur any obligation on behalf of the PAA without first securing the written authorization of the President and the BOARD.

Section 7. The President shall serve as an ex officio member of all committees except the Nominating Committee.

ARTICLE XI **MEETINGS OF MEMBERS**

Section 1. An Annual Meeting of all MEMBERS of the PAA shall take place on a date and at a time approved by the BOARD. This meeting shall take place during the final four months 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 BOARD or by written petition of no fewer 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, via the TANDON and PAA websites, CABLE, and any other communications channels generally in use for communicating with MEMBERS (e.g., Facebook page, Twitter account, LinkedIn special interest group).

Section 4. Fifty (50) ALUMNI, in person or by PROXY, shall constitute a quorum of MEMBERS at any Annual or Special Meeting of MEMBERS. Other than election procedures in accordance with

Article VII, motions shall be carried by majority vote.

Section 5. Reports of the President, Vice President and Secretary shall be given at the Annual Meeting.

Section 6. A failure to have an Annual Meeting will be deemed to have occurred if no meeting which satisfies the quorum requirement of Section 4 of this Article has been held by the end of any FISCAL YEAR. Should such failure occur, an Annual Meeting may be called via written petition of no fewer than twenty-five ALUMNI. MEMBERS shall be notified of such meeting in accordance with Section 3 of this Article.

ARTICLE XII **OFFICE STAFF**

Section 1. The TANDON Director of Alumni Relations shall serve in the role of PAA Executive Director, with roles and responsibilities as agreed upon from time to time by PAA and TANDON.

ARTICLE XIII **FINANCES**

Section 1. All funding for PAA programming events and communications shall come from UNIVERSITY, TANDON, or through event and program fees.

ARTICLE XIV **FUNDRAISING**

Section 1. The ANNUAL FUND supports the educational mission of UNIVERSITY and TANDON. PAA shall participate in soliciting contributions from ALUMNI and other MEMBERS, as requested by TANDON or NYUAA.

Section 2. PAA officers and directors shall be expected to contribute to the ANNUAL FUND at least annually.

Section 3. The Vice President, or an alternate designee of the BOARD, shall represent PAA on any fundraising committee established by TANDON in furtherance of the ANNUAL FUND goals. TANDON has the sole authority to empower any such committee, and to appoint its chair and remaining members.

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 PAA's standing Bylaws Committee. Upon approval of any amendment, it shall be submitted for consideration by DIRECTORS at the next regular or special meeting of BOARD. Upon approval by atwo-thirds

(2/3) majority vote of the BOARD, such amendments shall be submitted to ALUMNI in accordance with Section 2 of this Article.

- b. Proposals for amendment(s) shall be submitted in writing to the BOARD by petition, signed by no fewer than ten (10) ALUMNI. Such proposals shall be subject to an advisory vote by the DIRECTORS at the next regular or special meeting of the BOARD, and the results of such advisory vote shall be attached to the proposal, and both shall be submitted to ALUMNI in accordance with Section 2 of this Article.

Section 2. Proposed amendments, as described 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 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. Any amendments so approved shall become effective as of the first day of the FISCAL YEAR following approval.

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND MEMBERS

Section 1. The DIRECTORS and officers of PAA are covered by the UNIVERSITY's insurance to the extent they are acting under the UNIVERSITY's direction in furtherance of the UNIVERSITY's mission. To the extent that an officer or DIRECTOR engaging in UNIVERSITY-endorsed PAA activities is made party to an action, suit or proceeding by reason of the fact that he or she is a DIRECTOR or officer of PAA, the DIRECTOR or officer will be indemnified by the UNIVERSITY against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his or her duties.

ARTICLE XVII

SUSPENSION AND EXPULSION

Section 1. A MEMBER may be suspended for a period of time, or expelled for cause, such as violation of any of the bylaws or rules of PAA or for conduct prejudicial to the best interest of PAA. Suspension or expulsion shall be by two-thirds (2/3) majority vote of the BOARD, provided that a Statement of Charges shall have been first mailed by certified mail, return receipt requested, to the MEMBER so charged at the MEMBER's last recorded address, and an electronic copy sent to MEMBER's last known email address. Such notice shall be mailed at least fifteen (15) days before any meeting of the BOARD at which any final action is to be voted upon. This statement shall be accompanied by a notice of the time and place where the BOARD 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 PAA, 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(s) shall be made in writing, signed by the MEMBER, and delivered to the President. The President shall bring it before a meeting of the BOARD. The BOARD 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(s). 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 BOARD. In providing such notice, the DIRECTORS shall call a regular or special meeting, as provided in these bylaws, at which meeting the charge(s) 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 XVIII **MISCELLANEOUS**

Section 1. The Article titles of these bylaws are inserted for convenience only and shall not be construed as limiting in any manner.

Section 2. The definitions provided herein and set forth in Article II are referred to by fully capitalizing such definitions throughout these bylaws.

Section 3. 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.

Section 4. Where these bylaws require a notice in writing, such writing shall be communicated to the recipient by USPS and, if possible, electronic means (i.e., email). When notice is sent electronically, the sender shall specify a return receipt that the notice has been received. A return receipt received from recipient shall be deemed to indicate that the transmission has been opened and read.