



Constitution and Bylaws

Effective as of June 14, 2022

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 Chairs 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 June 14, 2022, 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 Emeritus	A former Director of the Association Board who is not presently a Director. This title reflects an honorific, rather than a present voting role
Executive Secretary	The Assistant Vice President for Annual Giving and Alumni Engagement of Stevens Institute of Technology, or a similar role at Stevens, will serve as Executive Secretary of the Association, as determined by paragraph 4.1.2.
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 Stevens
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
Stevens Graduate School Representative	An Active Member who graduated with a masters degree or Ph.D from Stevens.

Stevens Student
Representative

A student who is selected from the undergraduate or graduate student body to represent student interests.

Teller

Members appointed by the Board to certify and announce the election results.

Preamble

These Amended and Restated Constitution and Bylaws of the Stevens Alumni Association, adopted as of June 14, 2022, 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.

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 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 (including the reason for removal), and being afforded the opportunity to present a counter argument for removal, a person may be removed as a Member 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. The Association Board shall appoint, with the concurrence of the President of Stevens (or their delegate), an individual to serve at the discretion of the Association Board as the Association's Executive Secretary.
- b) Should circumstances dictate, additional Vice Presidents may be temporarily appointed from the elected 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 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.
- e) Ensure that the Association's annual tax and corporate filings are completed as required by law. The Treasurer is responsible for maintaining documentation for the prior seven years of filings.

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).
- g) Serve as the primary liaison between Stevens and the Association.

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).

Article 5 – Association Board of Directors

5.1 Composition

5.1.1 Elected Directors

The Elected Directors must be Active Members and shall be:

- a) Elected Officers
- b) Directors-at-Large (in a number determined by the Association Board, but not to exceed 35)

5.1.2 Appointed Directors

Additional Directors will not be appointed by the President without the consent of the Board of Directors. The President may seek recommendations from the Nominations Committee for Appointed Directors.

- a) The following Active Members will serve as Appointed Directors:
 - 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. Up to two (2) Stevens Graduate School Representative
- b) The following individuals, who are not necessarily Active Members, will also serve as Appointed Directors:
 - i. Vice President of Development and Alumni Engagement
 - 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 School Representatives

5.2 Term of Directors

5.2.1 Elected Officers

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 the same Elected Officer position, provided that an Elected Officer cannot serve in one position for more than four (4) consecutive years.

5.2.2 Directors-at-Large

The Directors-at-Large 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 Directors-at-Large cannot serve on the Association Board for more than six (6) consecutive years as an Directors-at-Large. Directors-at-Large can be re-elected after a hiatus of one (1) Director-at-Large term.

5.2.3 Executive Secretary & Vice President of Development and Alumni Engagement

The term of the Association's Executive Secretary shall correspond with the employment of the Stevens Alumni Office's Assistant Vice President for Annual Giving and Alumni Engagement. The term of the Vice President of Development and Alumni Engagement on the Board will correspond with that person's employment in the role.

5.2.4 Additional Directors

- a) The chair of each committee shall not serve as its chair for more than three (3) consecutive, one (1) year terms. Following a hiatus of one (1) term, and after consultation with the Association Board, the President may reappoint an individual to serve as chair of the committee. The term limit restriction does not apply to the Chair of the Old Guard.
- b) The Recent Past President serves at the pleasure of the President.
- c) It is recommended that the terms of the Stevens Graduate School Representative, the Charter Trustees of the Stevens Board of Trustees, the Stevens Faculty Representatives, and the Stevens Student Representative should be limited to no more than three (3) consecutive, one (1) year terms on the Association Board. Following a hiatus of one (1) term, and after consultation with the Association Board, the President may reappoint an individual.

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 (including the reason for removal), and being afforded the opportunity to present a counter argument for removal, any person holding an Association Board position may be removed 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 for a period equal to the longer of the unexpired term of the vacancy or the period until the next annual meeting of the Stevens Alumni Association. The criteria and qualifications for selecting a person to fill the vacancy will be the same as for the position being replaced.

In the event of a vacancy of the Executive Secretary or Vice President of Development and Alumni Engagement, due to extended leave from or termination of employment at Stevens, the Executive Committee may, in consultation with the President of Stevens, appoint a replacement to serve until a new Vice President of Development and Alumni Engagement is hired. The criteria and qualifications for selecting the person to fill the vacancy should be as similar as possible for the position being replaced.

5.8 Honorary Directors

The Association Board, by a majority vote of its Voting Directors, may, at its discretion, confer on a member of the Association the title Director Emeritus. This honorary title 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. A Director Emeritus is not a member of the Board.

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 and Voting

A quorum shall constitute one-third (1/3) of the total number of Directors then holding office. Unless otherwise stated, a simple majority of Directors present at the meeting is required for Association Board decisions.

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 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 Office of Alumni Engagement.
- 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 Directors selected each year from the newly elected cohort of Directors-at-Large class for a total of six (6) Elected 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 Directors. The President may seek recommendations from the Nominations Committee for Appointed 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 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 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

An amendment to the Constitution and Bylaws must be provided to the Executive Secretary at least ninety (90) days prior to an Association Meeting. Amendments may be provided by any Director, and

the 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 applicable legal requirements and review of consistency with other governing documents, 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 Association Meeting for inclusion on the agenda and vote by the Active Members.

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 a super-majority vote (75%) 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 June 14, 2022.