

**BY-LAWS**  
**OF THE DREXEL UNIVERSITY**  
**COLLEGE OF NURSING AND HEALTH PROFESSIONS ALUMNI NETWORK**

**Adopted November, 2012**

**ARTICLE 1 NAME**

The name of this organization shall be the College of Nursing and Health Professions Alumni Network of Drexel University, hereinafter referred to as the “Network”.

**ARTICLE 2 PURPOSE**

The purpose of the Network is to provide a forum for College of Nursing and Health Professions (“CNHP”) Alumni to associate with one another, CNHP students, and the general alumni of Drexel University, to promote the professional growth of CNHP graduates through alumni programming and to recognize the unique contribution of CNHP alumni to Drexel University and the community. The Network shall be a constituent organization of the Drexel University Alumni Association (“DUAA”).

**ARTICLE 3 MEMBERSHIP**

3.1 Qualifications. The Network shall have two classes of members, General Members and Honorary Members (collectively referred to as the “Members”).

(a) General Members. All graduates of CNHP are members of the Network upon graduation and shall be referred to as “General Members”. There is no fee for membership, however, registration may be required for some Network events. General Members have the right to vote in Network elections, to serve on the Board of Directors and on committees, to hold office in the Network, and to receive all publications distributed to the members of the Network.

(b) Honorary Members. The Nominating Committee may nominate for Honorary Membership those individuals who have promoted the advancement of CNHP or the mission and purpose of the Network, including but not limited to current and former faculty members, Drexel University staff, or other nurses or health professionals. Upon recommendation of the Board of Directors, such nominees shall be invited to become Honorary Members. Honorary Members may serve on any Network Advisory Committee and shall enjoy such rights and privileges as the Board of Directors shall designate from time to time, but in no event shall Honorary Members have the right to vote in Network elections or hold office in the Network, but may serve on the Board of Directors in an *ex officio* capacity, provided however, that such *ex officio* Honorary Member serving on the Board of Directors shall not exercise any authority committed to the Board of Directors by these By-Laws.

3.2 Dues. The Board of Directors may, by resolution, determine (a) the amounts of any fees, dues or assessments payable by the Members, if any, and (b) the time and method of their payment. The Board may, by resolution, terminate membership for nonpayment of dues.

## **ARTICLE 4 BOARD OF DIRECTORS**

4.1 General Powers. The business of the Network shall be managed by its Board of Directors (the “Board”), which shall be responsible determine policy and establish and conduct programs and activities for the Network, taking into consideration the needs of CNHP alumni. The Board shall make recommendations to the Board of Governors of DUAA.

4.2 Number and Qualification of Directors. The Board of Directors shall consist of not less than five (5) and no more than twenty (20) directors, to be increased or decreased by resolution of the Board approved by a majority vote of the entire Board. No resolution to decrease the number of Directors shall affect the tenure or office of an incumbent Director. Each Director shall be a natural person at least 18 years of age and a Network Member. The Board of Directors shall include, when possible, one director from each of the following programs: (1) Pre and Post Licensure Nursing Programs, (2) Creative Arts Therapies: Music, Dance/Movement, Art, (3) Health Administration and Health Sciences and Radiologic Technology, (4) Nutrition Sciences, (5) Physical Therapy and Rehabilitation Sciences, (6) Physician Assistant Program, (7) Behavioral Health Counseling and such other programs as the Board may determine by resolution. The Network will actively seek representation from full-time and part-time students from both on campus and online programs, and from undergraduate, graduate and certificate programs.

### 4.3 Nomination and Election of Directors.

(a) The incoming class of Directors shall be elected by the General Members at the annual meeting of the Members from a slate of Directors provided by the Nominating Committee. Notice to the General Members shall be provided to the members at least thirty (30) days in advance of the election of the Board. General Members may vote by proxy.

(b) Ballots shall be provided to all General Members electronically or by posting the same on the Drexel University CNHP web site, or in other CNHP publications, no later than four (4) weeks prior to the deadline for the receipt of ballots. The ballot shall contain the slate of Directors presented by the Nominating Committee and directions for voting. General Members may vote by returning a paper ballot or by casting an electronic vote when such method is available.

(c) Election shall be by plurality of persons voting. The Nominating Committee shall count the ballots and the Chair of the Nominating Committee shall present the results to the President.

(d) Any fifty (50) General Members of the Network may demand a recount of the votes by written request delivered to the Chair of the Nominating Committee, within ten (1) days of the announcement of the results of the election. If no recount is timely demanded, the ballots may be destroyed after ten (10) days.

### 4.4 Length and Number of Terms.

(a) The Board shall be divided into three classes of directors. The term of office of one class shall expire in each year. Each class of directors shall be elected by the Board for

terms of two (2) years, except in case of a vacancy in any class, in which case the vacancy shall be filled for the balance of the term of such class. However, to achieve the initial classification of the Board, the initial terms of the three classes of the first Board shall be one year, two years, and three years, respectively.

(b) No Director shall be elected to serve more than two (2) consecutive full terms. If a Board member has served three such consecutive terms, (s)he can serve again only if (s)he has retired from the Board for at least two years.

4.5 Term of Office. Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

4.6 Vacancies. Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors if less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

4.7 Removal and Resignation of Directors.

The Board of Directors may, by a two-thirds vote of the entire Board, remove from office any Director for actions antithetical, in the sole judgment of the Board, to the best interests of the Network. A director shall be automatically removed if (s)he is absent without being excused by the President(s) for three consecutive Board meetings unless the Director has obtained prior Board approval for a leave of absence.

Any Director may resign at any time by giving written notice to the Board of Directors' President(s) or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

4.8 Compensation of Directors. Directors shall serve without compensation for their services as Directors or as committee members. However, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Network.

4.9 Voting Rights. Each Director shall be entitled to one vote. Voting by proxy shall be permitted.

## **ARTICLE 5 MEETINGS OF THE BOARD**

5.1 Meetings of the Board. Regular meetings of the Board of Directors shall be held at least quarterly. The Board shall designate the time and place for all meetings or authorize the President to do so and provide at least ten (10) days' notice to the Directors in accordance with Article 9. The first regular meeting of the fiscal year shall be the annual meeting of the Board, and shall be at a time and a place to be determined by the Board of Directors, following the annual meeting of the Members. Special meetings of the Board may be called at any time by the President or by any three (3) directors. In the case of special meetings of the Directors, the notice shall specify the general nature of the business to be transacted. Meetings of the Board

shall be open to the Members, provided however, that the Board of Directors may choose to convene an executive session of board members only at any meeting of the Board.

5.2 Quorum. A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

5.3 Participation in Meetings. One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

5.4 Organization. Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary. Any course of procedure not otherwise provided for in these bylaws, shall be governed by the most recent edition of Robert's Rules of Order or by such other course of procedure as adopted by resolution of the Board of Directors.

5.5 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Network.

## **ARTICLE 6 MEETINGS OF MEMBERS**

### **6.1 Time and Place of Meetings.**

(a) Regular meetings of the Members shall be held at least quarterly. The Board shall designate the time and place for the meetings or authorize the President to do so and provide notice to the Members in accordance with Article 9.

(b) The first regular meeting of the fiscal year shall be the annual meeting of the Members, and shall be at a time and a place to be determined by the Board of Directors. At the annual meeting, the election of Directors and Officers shall be conducted, and other business of the Network shall be transacted as necessary.

(c) Special meetings of the Members may be called at any time by the President, the Board, or Members entitled to cast at least 10% of the votes which all Members are entitled to cast at the particular meeting. Upon written request of any person entitled to call a special meeting, the Secretary shall (a) fix the date and time of the meeting, which shall be held not more than sixty (60) days after receipt of the request, and (b) give notice to the Members. If the Secretary neglects or refuses to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

6.2 Notice of Meetings of Members. Written notice of every meeting of the Members shall be given by, or at the direction of, the Secretary to each Member of record entitled to vote

at the meeting at least 10 (ten) days prior to the date of the meeting, unless a greater period of notice is specified in these By-laws. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted.

6.3 Participation in Meetings. One or more Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

6.4 Adjournment. Adjournments of any meeting of the Members may be taken. Any meeting at which Directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each as the Members present and entitled to vote shall direct, until such Directors have been elected.

6.5 Organization. At every meeting of the Members, the President, or in his or her absence, the Vice President, or in the absence of the President and the Vice President, a chair chosen by the Members, shall act as chair. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

6.6 Consent of Members in Lieu of Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Network.

## **ARTICLE 7 COMMITTEES**

7.1 Establishment and Powers. The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Network. The Board may designate one or more Directors as alternate members of a committee. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a committee, shall not have any power or authority as to the following:

- (i) The creation or filling of vacancies in the Board;
- (ii) The adoption, amendment or repeal of the Bylaws;
- (iii) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or
- (iv) Action on matters committed by the Bylaws, or a resolution of the Board exclusively to another committee of the Board.

7.2 Term. Each committee of the Board shall serve at the pleasure of the Board.

7.3 Committee Organization. Except as otherwise provided by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

7.4 Executive Committee. The Executive Committee shall be composed of the officers of the Network. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these By-laws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Network.

7.5 Standing Committees. The President shall appoint the members of the Standing Committees annually. The Board may, by resolution, determine not to constitute a Standing Committee for any year. There shall be the following Standing Committees of the Board:

(a) Nominating Committee. The Nominating Committee shall be responsible for developing a list of qualified candidates for nomination to serve as directors and officers of the Network. The Nominating Committee shall consist of the President or Vice President, who shall serve as chair of the committee, and at least two (2) other Directors who are not running for re-election, selected by the Board of Directors. No member of the Nominating Committee may run for office in the year in which (s)he serves on the Nominating Committee.

(i) Candidates. Each fall, notice of vacancies for Directors for the next year shall be published and distributed to the Members by newsletter, mail or electronically (via e-mail or posted on the CNHP website) with instructions for submitting names to the Nominating Committee and the deadline for submitting nominations. Candidates may be submitted by any of the Members. Each name submitted to the Nominating Committee for consideration for initial nomination must be submitted with brief identifying information regarding the candidate's professional experience and other relevant qualifications for Board service.

(ii) Slate. The Nominating Committee shall present the nominated slate of director and officer candidates, including director candidates for re-election, to the Board at the regular meeting preceding the annual meeting at which the election shall take place. New Directors can participate in the meeting at which they are elected. Notice of the approved slate of Directors shall be published by newsletter, mail or electronically (via e-mail or posted on the CNHP website) no less than sixty (60) days prior to the deadline for receipt of ballots for the election of the Board of Directors.

(iii) Consent of Nominee. No name may be placed on the ballot unless the person named has consented to serve if elected.

## **ARTICLE 8 OFFICERS**

8.1 Number. The officers of the Network shall include a President, a Vice President, a Secretary, and a Treasurer. The officers may include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

8.2 Qualifications of Officers. The officers shall be natural persons at least 18 years of age who are Directors, except that the Treasurer may be a corporation.



8.3 Election and Term of Office. Except as otherwise provided by resolution of the Board, the officers of the Network shall be elected by the Board at the annual meeting of the Board. Each officer shall serve for a term of two (2) year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

8.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Network will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

8.5 Resignations. Any officer may resign at any time by giving written notice to the Network. The resignation shall be effective upon receipt by the Network or at such subsequent time as may be specified in the notice of resignation.

8.6 The President. The President shall have general supervision over the business and operations of the Network, subject to the control of the Board. The President shall chair all meetings of the Board, the Executive Committee, and the Members. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

8.7 The Vice President. In the absence or disability of the President or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board or the President.

8.8 The Secretary. The Secretary shall attend all meetings of the Board and of the Members. The Secretary shall record all votes of the Board and of the Members and the minutes of the meetings of the Board and of the Members in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board and of the Members are given and that all records and reports are properly kept and filed by the Network. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

8.9 The Treasurer. The Treasurer shall be responsible for Network funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Network, and (s)he shall give a statement of all funds of the Network to the Board and the Members at the annual meeting. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

## **ARTICLE 9 NOTICE**

9.1 Written Notice. Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by facsimile or electronic mail, to his or her address appearing on the books of the Network or, in the case of Directors, supplied by him or her to the Network for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given when deposited in the United States mail or, in the case of facsimile or electronic mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

9.2 Waiver by Writing. Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice.

9.3 Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 10 NETWORK RECORDS**

10.1 Network Records. The Network shall keep (a) minutes of the proceedings of the Members and the Board, (b) a membership register showing the names and addresses of the Members and other details of membership, and (c) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Network.

10.2 Fiscal Year. The fiscal year shall be that of the DUAA.

## **ARTICLE 11– AMENDMENTS**

11.1 Amendments. The Bylaws of the Network may be amended by a majority vote of the Board at any meeting after notice of such purpose has been given.