

DREXEL UNIVERSITY ALUMNI ASSOCIATION

BY-LAWS

ARTICLE I – NAME

The name of this organization shall be the Drexel University Alumni Association, hereinafter referred to as DUAA.

ARTICLE II – ORIGIN

DUAA shall supersede the former National Alumni Association of Drexel Institute of Technology, established by resolution of the Drexel Board of Trustees on February 11, 1965, and revised to the Drexel University Alumni Association in December 1969, and further revised to the Drexel University General Alumni Association.

ARTICLE III – PURPOSE

The objective of DUAA shall be to provide an organizational framework for the purposes of: encouraging and coordinating alumni activities and interests; advising the Alumni Relations office of Drexel University (the “**University**”) on all matters related to alumni engagement, upholding and extending the influence of Drexel and its alumni; strengthening the bonds among alumni and between alumni and the University; reflecting alumni opinion on matters affecting Drexel; creating an ongoing relationship between the students and the alumni so as to develop future active alumni; and fostering moral, spiritual and material support for the University.

ARTICLE IV – MEMBERSHIP

SECTION 1. Alumni

Alumni, as used in these By-Laws, shall refer to both men and women.

SECTION 2. Alumnus/a

Members in DUAA shall be graduates of the University and its’ affiliates and upon graduation shall become members of DUAA. (Those alumni who were enrolled as members of the former alumni associations as cited in Article II of these By-Laws shall be members of DUAA.) The Office of Alumni Relations, based on the official academic records of the University, shall make the determination of alumni status.

SECTION 3. Honorary Alumnus/a

Those persons awarded honorary degrees by the University shall be known as Honorary Alumni and shall be members of DUAA.

Adopted at the May 18, 2019
Meeting

SECTION 4. Associate Alumnus/a

The Board of Governors (as defined in Article VI below) may grant, with the concurrence of the University, Associate Alumnus status to those persons not qualifying as alumni members as provided in Section 2 and 3 above. Qualifications for consideration of such status shall be: attended and recorded course credits at the University, as confirmed by the Office of Alumni Relations; exceptional service to the University; philanthropic contributions to the University for three consecutive years or the contribution of a single significant gift; or a formal association of at least three years with the University as a member of the Faculty or Administration. The status shall continue until termination at the request of the Associate Alumnus or Board of Governors.

SECTION 5. Constituencies

The constituent alumni organizations of DUAA may specify qualifications for membership in their organizations which are special to the identity of their organization, but shall not specify any restriction to the members' relationship to the University not included in Section 2 above.

ARTICLE V – VOTING AND HOLDING OFFICE

Members, except Associate and Honorary Alumni, shall have the privilege of holding office and voting in general elections of DUAA.

ARTICLE VI – BOARD OF GOVERNORS

SECTION 1. Powers

The Board of Governors of the DUAA (the “**Board of Governors**”), whose composition, duties, responsibilities, organizational and management structure is established within these by-laws, shall be the recognized entity to act for the alumni body as a whole. It shall have the power to formally recognize alumni constituent organizations.

The Board of Governors may establish programs for the benefit of alumni which contribute to the funding and financing of the DUAA and its goals. The Board of Governors can extend such programs to current or retired faculty, employees and staff of the University for the benefit of the DUAA.

SECTION 2. Composition

The voting members of Board of Governors shall be composed of up to twenty-five (25) **elected directors** (the “**Elected Directors**”), including the Vice Chairperson, Chairperson and the most recent DUAA past Chairperson, all of whom shall be elected from the general membership of the DUAA.

In addition to the Elected Directors, the Ex officio, non-voting members of the Board of Governors shall be composed of Board Emeriti (as defined in Section 4, below), the Executive Director of the DUAA, Board of Governors student associates (consisting of students invited to participate), and Board of Governors faculty associates (consisting of faculty invited to participate). These Ex officio members shall not have voting privileges and shall not be counted in the determination of a quorum.

Any member of the Board of Governors may be removed and prohibited from serving as a member of the Board of Governors for just cause by a three fourths majority vote of the Elected Directors. Said member shall have an opportunity to address such proposed action before the Elected Directors prior to said vote.

SECTION 3. Duties and Responsibilities

- (a) Duties: The Board of Governors shall provide representation to alumni constituent organizations in the determination of DUAA policy, programs and activities. The Board shall examine issues and needs, confronting alumni and the University and it shall make recommendations accordingly. It shall be responsible for proper management and action on all matters of DUAA and those in which constituent organizations may be interested. It shall define the broad alumni program and make annual funding recommendations in line with the goals and mission of the DUAA to the University.
- (b) Responsibilities of Elected Directors:
 - 1. All Elected Directors, where geographically feasible, on an annual basis shall attend or assist at (i) Global Night of Networking; (ii) Alumni Weekend; (iii) a New Student Meet-ups event; (iv) 3 additional alumni events per year; and (v) act as the Board of Governor's welcoming ambassador at a minimum of one alumni event per year.
 - 2. All Elected Directors shall become active members of at least one Business Committee and one Programmatic Committee.
 - 3. All Elected Directors must attend, in person or electronically, at least 2 Board of Governors meetings per year.
 - 4. All Elected Directors are encouraged to be active donors, annually, to the University, at any level of participation, in order to sustain the Board of Governor's as having 100% participation.
- (c) Compliance: Elected Directors shall notify the Executive Director if they are unable to attend a Board of Governor's meeting or participate in any required Alumni Events as set forth in paragraph 1 above. The Executive Director shall track each Elected Director's compliance and provide a compliance report to the Nominating Committee prior to the expiration of each Elected Director's first term. The Nominating Committee shall consider the member's compliance report in determining their eligibility for a second term.

SECTION 4. Method of Selection

Elected Directors shall be elected in accordance with Article VIII of these By-Laws. The Institutional Advancement Committee of the Drexel University Board of Trustees must approve all Elected Directors.

Emeritus is a permanent status, conferred upon an individual, selected by the Board of Governors, in recognition of the leadership and commitment of those who have devoted their time, talent, and resources to advance the Association. Board Emeriti members may be recognized after the conclusion of a member's service upon recommendation of the Executive Committee and approval by majority vote of Board. Emeritus status is deemed to be an honor of high order and shall not be conferred as a matter of due course, but is reserved for those whose service is exemplary.

SECTION 5. Terms and Vacancies

Each Elected Director shall serve a term of three years and shall be eligible for re-election for one succeeding term.

No Elected Director, with the exception of a Chairperson, Vice Chairperson or past Chairperson, shall serve on the Board after having served a total of six (6) years (two terms of three years). Such six year limitation shall be absolute and shall not be affected by an Elected Director filling a vacancy or unexpired term or any other service. Such six year limitation shall not apply to an Elected Officer of the Board, who may continue to serve on the board as an Elected Officer.

Notwithstanding the foregoing paragraph, Elected Directors who have served two terms, and did not serve as Chairperson or Vice Chairperson during their term, shall be permitted to re-apply to the Board for another term after a one-year hiatus from the Board.

Terms shall commence July 1 and terminate June 30. Unexpired terms on the Board shall be filled by appointment by the DUAA Executive Committee with respect to Elected Directors. Elected Directors, whose terms began prior to July 1, 2015, shall be permitted to complete their remaining four year term for which they were elected, and if, at the end of their current term, their total years of service is less than 6, such Elected Director shall be eligible for an additional 3 year term.

SECTION 6. Meetings and Quorum

The Board of Governors shall meet at least four times annually. A special meeting of the Board may be called at any time by the Chairperson or by request of six of its members. A quorum for any Board of Governors meeting shall exist when one-half of the Elected Directors are present or in contact by teleconferencing.

ARTICLE VII – OFFICERS

SECTION 1. Elected Officers

Adopted at the May 18, 2019
Meeting

The officers of the Board of Governors shall be Chairperson, Vice Chairperson, Immediate Past Chairperson (the “**Elected Officers**”) and the Executive Director. The Executive Director shall be appointed by the Drexel University Senior Vice President for Institutional Advancement and shall serve as Executive Secretary of the Board unless otherwise appointed by the Board. All Elected Officers must be approved by the Institutional Advancement Committee of the Drexel University Board of Trustees. The Chairperson and Vice Chairperson shall be elected by majority vote of the Elected Directors. The president of the University shall also have the privilege of reviewing candidates for Chairperson and Vice Chairperson, of DUAA under consideration by the Board.

All Elected Directors are eligible to apply for an Elected Officer position. In addition, the Nominations Committee may consider applications for Elected Officer positions from former Elected Directors that meet the following criteria:

1. The Candidate never served as Chairperson or Vice Chairperson
2. The Candidate has been serving as an active member of a Board Committee for at least a year before submitting their application; and
3. Less than five years have passed since the end of their term as an Elected Director.

SECTION 2. Terms and Vacancies

Terms of office of the Chairperson, Vice Chairperson and immediate Past Chairperson shall be for two years in any one office. Terms shall commence July 1 and terminate June 30. Unexpired terms shall be filled by election by the DUAA Executive Committee. Any officer filling an unexpired term shall be permitted to serve a subsequent term of two years in that same position.

SECTION 3. Duties

- a) **Chairperson:** The Chairperson shall be the chief executive officer of the DUAA and shall have all the powers and duties normally pertaining to such office. He or she shall preside at meetings of the Board of Governors and of the DUAA Executive Committee, appoint committee chairs, and allocate responsibilities to the Vice chairperson. As a voting member of the Board of Trustees, the Chairperson reports on the activities and represents the interests of the DUAA to the Board of Trustees.
- b) **Vice Chairperson:** In the absence of the Chairperson, the Vice Chairperson shall preside at meetings of the Board of Governors and of the DUAA Executive Committee. He or she shall have responsibilities, assigned by the Chairperson, and is expected to be the chair of one programmatic committee.
- c) **Executive Director:** The Executive Director shall carry out the organizational functions of the DUAA at the direction of the Board of Governors and the

Executive Committee with all the administrative duties normally involved in that office.

ARTICLE VIII – GENERAL ELECTIONS

The election of Elected Directors (except Executive Director) of the Board of Governors shall be conducted every year by the DUAA Membership and Nominations Committee. All alumni as prescribed in Articles IV and V are eligible to hold office, except that of Executive Director which shall be held by the University's delegate from the Office of Institutional Advancement, and are eligible to vote in general elections.

The Membership and Nominations Committee shall ensure that through an online election process: all alumni have access to the ballot at least 14 days in advance of the voting deadline date; clear instructions as to completing and submitting the ballot, and valid receipt deadline date be included with the ballot; the full name, years and college associations and reasonably complete biographical data of each candidate be included with the ballot; a write-in provision be made in the ballot. The chairperson of the Membership and Nominations Committee shall ensure that all nominees are approved by the Institutional Advancement Committee of the Drexel University Board of Trustees. The Executive Director shall act as the judge of Elections, who shall receive, tabulate, and report the election results to the Membership and Nominations and Executive Committees. Election results shall be published to the DUAA at the earliest opportunity following elections.

ARTICLE IX – EXECUTIVE COMMITTEE

SECTION 1. Powers

The DUAA Executive Committee shall be empowered to represent, make decisions, and act on behalf of the Board of Governors between meetings of the Board. It shall, where necessary, appoint or confirm appointment of those committees, and chairpersons needed to properly conduct the business of the DUAA. It shall be empowered to fill unexpired terms of Elected Directors and any committee chairperson or committee member.

SECTION 2. Duties and Responsibilities

The Executive Committee shall be responsible for the administration of appropriate DUAA business, not including the management of constituent organizations for which the leadership of the individual organization is responsible. It shall adopt such procedures as necessary to assure orderly management and reporting. At the outset of each operational year the Executive Committee will charge each committee chairperson with objectives for that year and, in turn, the committee chairpersons will charge appropriate members on their respective committees. There shall be at least one Executive Committee member on each of the Programmatic Committees. Minutes of meetings shall be prepared by the Alumni Relations office and reported to the Board.

SECTION 3. Composition

The Executive Committee will consist of DUAA Board of Governor Elected Officers, the chairpersons of the Business Committees and the chairperson of the Recent Alumni and Student Committee. The Executive Director of DUAA shall serve as executive secretary of the Executive Committee unless otherwise appointed by the Committee.

SECTION 4. Meetings

At least four meetings of the Executive Committee shall be held annually. A quorum of any meeting shall exist when one-half of the committee members are present.

ARTICLE X – COMMITTEES

SECTION 1. Standing Committees

There shall be eight Standing Committees of DUAA, in addition to the Executive Committee. As further described below, four shall be known as Business Committees and four shall be known as Programmatic Committees. The Chairperson of the DUAA shall appoint committee chairs and make committee assignments for each member before the first DUAA meeting each year. The chairpersons of the Business Committees, who shall become members of the Executive Committee, shall be selected by the Chairperson and approved by the Elected Officers before the first meeting of the BOG. All Programmatic Committees will have a chairperson and one Executive Committee Member. The Executive Committee shall be empowered to add Standing Committees if necessary to advance the mission of the DUAA

1. BUSINESS COMMITTEES:

- (a) **MEMBERSHIP AND NOMINATIONS:** Five Elected Directors will make up the Membership and Nominations Committee. The immediate Past Chairperson of DUAA shall serve as the chairperson of this committee and the current Chairperson of the DUAA shall be a member of this committee. The Membership and Nominations Committee shall recommend a slate of at least one person for each officer position and Elected Director seat available. Additional candidates may be placed on the ballot via a write-in provision.

The Membership and Nominations Committee shall adopt such procedures as are necessary to assure orderly nominations and elections and/or write-in procedures as provided by Article VIII – General Elections of these By-Laws.

The Membership and Nominations Committee shall cultivate new prospects, market the organization, and increase attendance at meetings and participation in alumni events.

- (b) **HONORS AND AWARDS:** The Committee shall adopt such procedures to assure, through nomination and consideration, the selection of recipients for specified alumni and student awards, including those for professional achievement, service to the University, community service, and student leadership and will aid in the selection and nominations process for other awards as a service to other units of the University.

The Honors and Awards Committee shall identify honors and awards candidates, and work to increase awareness and prestige of the awards.

- (c) **GRANTS COMMITTEE:** The Committee shall evaluate funding proposals and provide financial support for activities hosted by recognized student organizations that increase the interaction between students and alumni, enhance the student experience, promote tradition, support academic excellence, reconnect alumni to the university, create a greater awareness of the Alumni Association, and promote the Association as a relevant and integral part of the university community. The Committee shall adopt such procedures and criteria as are necessary to assure the orderly performance of its functions.

- (d) **SCHOLARSHIP COMMITTEE:** The Committee shall adopt such procedures for considering and selecting the recipients of the Alumni Legacy Scholarship, Alumni Leadership Scholarship and the Alumnae Planning Board Scholarship or any other scholarship(s) established by the DUAA. The committee shall adopt such procedures and criteria as are necessary to assure the orderly performance of its functions.

2. PROGRAMMATIC COMMITTEES:

- (e) **RECENT ALUMNI AND STUDENT COMMITTEE:** This Committee shall advise the Alumni Relations director who is assigned to young and recent alumni and student programming. This committee will focus its efforts on engaging young and recent alumni and students. The Committee shall identify opportunities to strengthen and expand the DUAA's visibility among students, program support for students and interaction with students in order to promote a lifetime of involvement with the university. The Chair of this committee shall be a member of the Executive Committee. The members of this committee shall include elected directors, the Undergraduate Student Government Association president, the Graduate Student Association President and a recent graduate recommended by the Executive Director and approved by the Executive Committee.

- (f) **GLOBAL AND REGIONAL NETWORKS COMMITTEE:** The Committee shall identify opportunities to engage alumni beyond the Philadelphia metro area

and in key geographic areas throughout the world where a critical mass of Drexel alumni reside and in areas that the university has designated a priority for alumni engagement, student recruitment and co-op development. The Committee shall direct the activities of the Community Alumni Network at Drexel University (CAN DU) and collaborate with the Lindy Center for Civic Engagement, Office of Student Life, Office of Government and Community Relations, and other campus departments and student organizations that provide services and support for the projects.

- (g) **AFFINITY GROUPS AND COLLEGE AND SCHOOL ALUMNI ASSOCIATIONS COMMITTEE:** The Committee shall seek strategic partnerships with recognized and unrecognized affinity groups as well as recognized and unrecognized College and School Alumni Associations in order to assist these groups in developing opportunities for alumni engagement related to their specific demographic group.
- (h) **CAREER AND PROFESSIONAL COMMITTEE:** The Committee shall work closely with the Alumni Relations office to develop and promote programs and events directed towards career and professional advancement of our constituents.

SECTION 2. Other Committees

The Chairperson of DUAA may create ad hoc committees and appoint members and a chairperson to serve on any committees deemed necessary to carry out DUAA's responsibilities and to properly conduct its affairs. These committees may include, but are not limited to, by-laws and policy, communications and marketing, continuing education, events, fund raising, national activities, special projects and student recruitment.

ARTICLE XI – FINANCES

SECTION 1. General

Programs and activities supported by the Programmatic Committees shall be funded through annual budget appropriations from the University. The DUAA budget will be administered by the Alumni Relations office. DUAA or its constituency organizations may not incur liabilities on behalf of the University. All constituency organizations seeking funding for programs and or events shall submit proposed budgets to the appropriate Programmatic Committee for coordination with the DUAA Executive Director.

ARTICLE XII – AMENDMENTS

These By-Laws may be amended only by a majority vote of those Elected Directors present at a meeting. A written notice of the proposed amendment is to be sent to each Elected Director at least thirty days prior to the meeting. An Elected Director is deemed to be present at the meeting, for Article XII only, either by attending the meeting or by a mail vote received three (3) days prior to the meeting.