

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; 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 Drexel 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. Alumni who pay dues may be entitled to additional products and services that a DUAA member may not receive.

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.

SECTION 4. Associate Alumnus/a

The Board of Governors of DUAA 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 Drexel 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 of DUAA.

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 Drexel 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 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. Such alumni constituent organizations may establish membership dues systems with the approval of the Board of Governors and based on policies of the Board and University representatives.

The Board of Governors may establish programs for the benefit of alumni or 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 Drexel for the benefit of the DUAA.

The Board of Governors may also establish a general membership dues system based on policies developed by the University. The Board of Governors has the power to terminate alumni constituent organizations' membership dues systems after proper planning with that alumni constituent organization.

SECTION 2. Duties and Responsibilities

The Board 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 to the University. All Board members, where geographically feasible, shall attend or assist at 3 alumni events per year and become active members of one standing committee. The Board shall report on activities to all alumni.

SECTION 3. Composition

The voting members of Board of Governors shall be composed of twenty-five (25) Elected Directors of DUAA, the most recent DUAA past chairperson if his/her term as an Elected Director has otherwise expired, and three constituent organization delegates elected from the constituent organizations as described herein.

There shall be three Constituent Organization Delegates, with one delegate representing each of the following three groups - Geographic Alumni Chapters; College/School Alumni Associations; and Other Constituent Organizations. Each Constituent Organization Delegate shall serve a two year term. In the event that a Constituent Organization Delegate shall not be able to serve a full two year term, the affected constituent organization's group shall hold an election, to be monitored by the Executive Director, to elect a substitute delegate to finish such term. Filling an unexpired term shall not prohibit said delegate from serving a full two year term.

The Ex officio, non-voting members of the Board of Governors shall be composed of Board Emeriti (see Section 4. Method of Selection), constituent organization representatives not serving as a constituent organization delegate as described in the preceding paragraph, 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 voting members. Said member shall have an opportunity to address such proposed action before the elected members prior to said vote.

SECTION 4. Method of Selection

DUAA 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 directors.. Each of the three constituent organizations shall conduct an election, to be monitored by the Executive Director, to each elect one Constituent Organization Delegate who shall have voting privileges and who shall vote in the best interests of the respective constituent organizations he or she represents.

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 are recognized at the conclusion of a member's service in terms. 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 DUAA director shall serve a term of four years on the Board and shall be eligible for re-election by the Board for up to two succeeding terms. The immediate past chairperson shall serve a term of two years or until a successor is named. Constituent Organization Delegates shall serve a maximum of one term of two years and must be active members of their respective constituent organization.

No DUAA director, with the exception of a past Chairperson, shall serve on the Board after having served a total of twelve (12) years (three terms of four years). Such twelve year limitation shall be absolute and shall not be affected by a director filling a vacancy or unexpired term or any other service, including serving as a constituent organization delegate. Such twelve year limitation shall not be suspended or enlarged by virtue of service as an Officer of 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 directors, past chairpersons, and constituent organizations.

SECTION 6. Board of Governors Officers

The officers shall be Chairperson, two Vice Chairpersons, Secretary, Treasurer, and the Executive Director. The Executive Director shall be a delegate 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 officers must be approved by the Institutional Advancement Committee of the Drexel University Board of Trustees.

SECTION 7. 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 meeting shall exist when one-half of the Board Directors are present or in contact by teleconferencing. To remain on the board, the board member must attend at least two meetings annually.

ARTICLE VII – OFFICERS

SECTION 1. Officers

The Chairperson, two Vice Chairpersons, Secretary and Treasurer shall be elected by majority vote of the Board of Governors from among the duly elected directors. The Executive Director shall be a delegate appointed by the Drexel University Senior Vice President for Institutional Advancement. All officers must be approved by the Institutional Advancement Committee of the Drexel University Board of Trustees. The president of the University shall also have the privilege of reviewing candidates for chairperson, vice chairperson, secretary and treasurer of DUAA under consideration by the governing Board.

SECTION 2. Terms and Vacancies

Terms of office of the Chairperson, Vice Chairpersons, Secretary and Treasurer 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 chairpersons. As an ex-officio member of the Board of Trustees, the chairperson reports on the activities and represents the interests of the Alumni Association.

- (b) Vice Chairpersons: In the absence of the chairperson, the vice chairpersons 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, for direction and reporting of such administrative functions as nominations, honors and awards, planning and resources, and any committee development. Vice chairpersons shall be ex-officio members of all committees with specific duties assigned by the chairperson to advise, direct, and report to the Executive Committee any committee activity as needed. The chairperson shall make specific committee assignments.
- (c) Secretary: In the absence of both the chairperson and vice chairpersons, the secretary shall preside. The secretary is responsible for documenting and maintaining the Board of Governors manual which contains all policies, procedures and resolutions adopted by the Board. The secretary shall record all regular meetings and conduct official correspondence of DUAA. Minutes of the Board shall be recorded and be reported at the next regular meeting. Copies shall be distributed to each Board member within one month before the following meeting.
- (d) Treasurer: The treasurer shall assist the Alumni Director in preparing financial records of all DUAA accounts, including the budget as well as, in the review and recommendations of product, services and affinity programs. A report will be made to the Board at each regular meeting. The treasurer will assist constituent Chapters with their budgeting process as well as monitor the performance of the Board of Governors budget. The treasurer shall monitor the performance of the products, services and affinity programs endorsed by DUAA and the use of these funds.
- (e) Executive Director: The executive director shall carry out the organizational functions of the DUAA at the direction of other officers, 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 DUAA 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 chairperson of the Membership and Nominations Committee shall appoint a judge of Elections from alumni other than Membership Nominations Committee members who shall receive, tabulate, and report the election results to the Membership and Nominations and Executive Committees. Election results shall be published in the University newspaper or equivalent 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 DUAA directors and any 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 director with objectives for that year and, in turn, the directors will charge appropriate chairpersons and committees. Duties also include the report of the annual operating budget for DUAA and applicable constituent organizations. Minutes of meetings shall be reported to the Board.

SECTION 3. Composition

The Executive Committee will consist of DUAA Board of Governor officers and the most recent past chairperson available to serve. The executive director of DUAA shall serve as executive secretary of the Executive Committee unless otherwise appointed by the Committee.

SECTION 4. Terms and Vacancies

Terms shall be for two years in any one office. Terms shall commence July 1 and terminate June 30. Any unexpired term shall be filled by DUAA Executive Committee appointment. Any officer filling an unexpired term shall be permitted to serve a subsequent term of two years in that same position.

SECTION 5. 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 ten standing committees of DUAA, in addition to the Executive Committee. Each Committee will assume a marketing function to increase the visibility of and participation in the DUAA. The Chair of the DUAA appoints committee chairs. All committees will consist of a minimum of four members and one chairperson. Each committee member will serve a term of two years.

- (a) **NOMINATIONS:** Five alumni will make up the Membership Nominations Committee. The immediate past chairperson of DUAA shall serve as the Chairperson of this committee. The Membership and Nominations Committee shall recommend a slate of at least one person for each office/Board seat. 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 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 Drexel, community service, and student leadership.

The Committee shall be responsible for the selection of the annual Co-op Award recipients as defined by procedures set forth by the Steinbright Career Development Center.

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) STUDENT RELATIONS COMMITTEE: This Committee shall serve as a liaison between DUAA and the selected students who represent the student body, as well as the Office of Student Life, Steinbright Career Development Center and other campus departments and student organizations that provide services and support to 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.

- (e) BY-LAWS AND POLICY COMMITTEE: The purpose of the committee is to evaluate policies, programs and activities of DUAA, to provide a forum for interaction between the broad range of Drexel constituents. They are to recommend policies to the Board of Governors. This committee shall

modify and keep the By-Laws up to date of current operating practices and make recommendations to the full Board of any other proposed changes.

- (f) 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. The committee shall adopt such procedures and criteria as are necessary to assure the orderly performance of its functions.
- (g) GLOBAL OUTREACH COMMITTEE: The Committee shall identify opportunities to strengthen and expand alumni outreach 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 student recruitment and co-op development.
- (h) CAMPUS PARTNERSHIPS COMMITTEE: The Committee shall identify opportunities to strengthen and expand the number of meaningful opportunities for campus collaboration and for promoting the Alumni Association as a relevant and integral part of the university community.
- (i) COMMUNITY SERVICE COMMITTEE: The Committee shall identify opportunities for annual community service projects that engage alumni, students and the university community and promote civic engagement, volunteerism and leadership 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.
- (j) COMMUNICATIONS AND MARKETING COMMITTEE: The Committee shall identify opportunities to increase the awareness of the DUAA's programs and services among alumni, students and the university community and to strengthen its brand identity.

SECTION 2. Constituent Organization Committees

There shall be three Constituent Organization Committees, each of which will be chaired by its respective Constituent Organization Delegate. The committee members will be the representatives of each constituent organization represented by the Constituent Organization Delegate. Constituent Organization

Committee members should be encouraged to become members of other Standing Committees.

- (a) **Geographic Alumni Clubs and Networks Committee:** The Committee shall provide a forum for the alumni volunteer leaders of the DUAA's recognized geographic alumni clubs and networks to share ideas, resources and best practices and foster networking and collaboration. The Committee shall promote communication between the alumni volunteer leaders and the Board of Governors.
- (b) **College and School Alumni Associations Committee:** The Committee shall provide a forum for the alumni volunteer leaders of the DUAA's recognized college and school alumni associations to share ideas, resources and best practices and foster networking and collaboration. The Committee shall promote communication between the alumni volunteer leaders and the Board of Governors.
- (c) **Alumni Affinity Groups Committee:** The Committee shall provide a forum for the alumni volunteer leaders of the DUAA's recognized alumni affinity groups to share ideas, resources and best practices and foster networking and collaboration. The Committee shall promote communication between the alumni volunteer leaders and the Board of Governors.

SECTION 3. 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, continuing education, events, fund raising, national activities, special projects and student recruitment.

ARTICLE XI - FINANCES

SECTION 1. General

Programs and activities within the purview of DUAA shall be funded through annual budget appropriation by the University. DUAA or its constituency Groups may not incur liabilities on behalf of the University. All constituency Groups shall submit proposed budgets to the DUAA Executive Director.

All funds received from the general Alumni membership dues program will be directly applied to the Office of Alumni Relations for use by the DUAA.

SECTION 2. Budget Procedure

The DUAA Executive Director shall submit an annual operating plan and budget to the Executive Committee for review. A final operating plan and budget, bearing the endorsement of the Senior Vice President for Institutional Advancement will then be submitted to the University. The final outcome shall be communicated to the Board of Governors.

ARTICLE XII - AMENDMENTS

These By-Laws may be amended only by a majority vote of those Board members present at a meeting. A written notice of the proposed amendment is to be sent to each member at least thirty days prior to the meeting. A Board member 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.