

**CONSTITUTION AND BY-LAWS
OF THE
FAIRLEIGH DICKINSON UNIVERSITY ALUMNI
ASSOCIATION***

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*(hereinafter referred to as the Constitution)

Adopted by the Alumni Association Board of Governors on September 20, 2023. _____
Ratified by the University Board of Trustees on _____

ARTICLE I

NAME

The name of this body shall be the Fairleigh Dickinson University Alumni Association (hereinafter referred to as the Association).

ARTICLE II

OFFICES

The records of the Association shall be located in the Office of Alumni Relations of Fairleigh Dickinson University (Fairleigh Dickinson University hereinafter referred to as the University).

ARTICLE III

PURPOSE

The mission of the Association: We support Fairleigh Dickinson University's mission; we serve the University through the support and engagement of our fellow alumni and the University's students, staff and administrators; we seek to enhance the value of our University's degrees and certificates by being positive role models; and we strive to project and promote a positive image of Fairleigh Dickinson University.

ARTICLE IV

ASSOCIATION YEAR AND ANNUAL MEETING

1. The Association's operating year shall mirror the fiscal year of the University, beginning on the first day of July and ending on the last day of June.
2. The annual meeting shall be held within the 60 days preceding the close of the Association's operating year, at which time officers and members of the Alumni Board of Governors shall be elected. They shall take office immediately upon conclusion of the Association's operating year following such annual meeting and each retiring officer shall turn over to their successor all properties and records relating to that office no later than 30 days after the annual meeting. The date of the annual meeting shall be established and made public by April 15th of each year.

ARTICLE V
MEMBERSHIP

1. Membership in the Association shall consist of two categories, regular and honorary.

REGULAR members shall be those persons who have: received degrees, diplomas or certificates for completing a course of study from the University; or who have completed at least one year of study (24 credit hours) toward such a degree, diploma or certificate and are no longer registered as students at the University; or who have completed a period of study at the University's Wroxton College campus. Regular members are divided into two sub-categories:

Active – All regular members who can be reached by regular mail, as handled by the United States Postal Service, at their last known address; or by verified email address.

Inactive – All regular members who cannot be reached by regular mail at their last known address or via verified email.

HONORARY members shall include those receiving honorary degrees from the University and others as may be designated by the Alumni Board of Governors by resolution and an affirmative vote at a full board meeting.

2. All references hereinafter to "Member" or "Members" are deemed to mean Regular- Active Members or Honorary members.
3. Notwithstanding anything that may be contained herein to the contrary, the Association shall not unlawfully discriminate on the basis of race, color, creed, national origin, ancestry, disability, marital status, gender, sexual orientation, handicap, age, gender identification, pregnancy status, and/or veteran status in connection with membership in the Association or in selecting members of the Alumni Board of Governors as herein defined.

ARTICLE VI
ALUMNI BOARD OF GOVERNORS

1. The Alumni Board of Governors shall consist of the following:
 - a. There shall be elected from among the Active membership of the Association an Alumni Board of Governors (hereinafter referred to as the Board) having no less than 15 or more than 25 members. In recommending new members to the Board, a Board Development Committee (as herein defined and constituted) will seek and consider representation from all facets of the University with the goal of achieving a representation reflective of the University's commitment to inclusivity, and also from among the following:

- i. Each campus, college and school of the University;
 - ii. Alumni clubs and chapters;
 - iii. The academic units and certificate or degree programs of the University.
 - iv.
- b. The individual designated by the University as head of Alumni Relations (“Alumni Relations Designee”) shall serve as an *ex-officio* member of the Board regardless of status in the Association. All reference to *ex-officio* in this Constitution shall mean “by virtue of position and non-voting.”
- c. The Board may also appoint one or more student representatives from each of the University’s campuses, with each serving *ex-officio*. Such student representatives may be appointed upon a recommendation by the Board Development Committee. A student may be considered for appointment as a representative from among any of the degree and certificate programs of the University and need not be limited to students enrolled in a full-time program. Affirmative Board action to appoint such student representative(s) may be made at the annual meeting of the Association, or as may be practicable at other meetings of the Board duly convened during the year.
- d. There shall be designated a class of *ex-officio* membership of the Board to be known as “Emeritus Member” which members shall be limited to (a) past Presidents of the Board or Association; and (b) former members of the Board who shall have served for a total of not less than 9 years. Such Emeritus Member shall be excluded from the minimum/maximum total membership count of the Board provided elsewhere in this Article. An Emeritus Member may be accepted to Emeritus status throughout the year without regard to an appointment or election schedule. Prospective Emeritus Members shall be nominated on a rolling basis by either (a) written request to the President or (b) written invitation of the Board under the signature of the President. Following such nomination, the Office of Alumni Relations shall confirm, as appropriate, the status as a past President, or the length of service qualification using the records of the Board and shall notify the President of same. Thereafter, the prospective Emeritus Member shall attend and be officially welcomed at a regular meeting of the Board as an Emeritus Member, without need for further formal action of the Board. After having been welcomed in person at a regular meeting, an Emeritus Member may choose to participate on one or more committees of the Board, and may be appointed to the Executive Committee by the President in an advisory capacity, but shall have no vote for purposes of the business of the Board. An Emeritus Member shall retain all other rights and privileges as a member of the Board and the Association.
- e. Any individual who has been duly expelled from any University program or from the University, or who has been convicted of a felony or crime of moral turpitude shall be ineligible to serve on the Board in any capacity.

2. Terms of Office

- a. Elected members of the Board shall serve a term of three years. The number of consecutive terms shall be limited to no more than three; provided, however, the Board has the power to extend these term limits for up to one additional term, in which case such extension shall be noted on the slate as presented by the Board Development Committee. Any such term limit extension shall be made by a vote of two-thirds of the Board. This shall be effective for the current members of the Board, as constituted on the effective date of this Constitution, as of their next scheduled re-election date. Subsequent re-election to the Board may be considered after a break of one full year.
- b. Student representatives may serve a maximum term of two consecutive years. The Board may elect any student representative to a third year upon a recommendation by the Board Development Committee. If possible, multi-year terms of student representatives should be staggered.

3. Powers of the Alumni Board of Governors

- a. The Board shall have power and authority to do all things necessary in the management and control of the affairs of the Board and Association, to adopt rules and regulations in addition to the Constitution, which rules and regulations may be reflected in appendices to this Constitution, for the operation and management of the Board and Association and to alter and amend such rules and regulations by simple affirmative action of the Board as may be necessary from time to time. Any such appendices shall not be deemed a part of this Constitution unless and until approved in accordance with the provisions for amending the Constitution contained herein.
- b. A vacancy on the Board, however it may arise, may be filled by appointment by the President to the unexpired term after a review of potential candidates and recommendation of such proposed appointment by the Board Development Committee. A proposed appointment to the Board for an unexpired term is subject to ratification vote of the Board at a duly convened meeting. An appointment to fill a vacancy shall be for the full unexpired term. Such appointment shall not be counted against the maximum number of terms that may be served by an elected member.
- c. The Board, by a two-thirds vote of all of its members present and voting at a duly convened meeting of the Board, shall have the power to remove any Board member for cause, except for the Alumni Relations Designee, upon the recommendation by an Ethics & Review Committee (as hereinafter defined and constituted) that the welfare of the University, Association or the Board would be served by such removal. No member may be removed by the Board except as follows: (1) the member must have been provided not less than fourteen days prior written notice of the reasons for such removal and an opportunity to be heard (orally or in writing) by the Ethics & Review Committee, with non-response by such member at the expiration of said fourteen days constituting a waiver of such opportunity to be heard; (2) such written notice shall have been provided by first class and certified mail with return receipt requested, or by overnight courier to the address of the member as shown in the Board's records; (3) such notice shall have indicated a method and deadline for submission of a written defense to the Ethics & Review Committee and/or contact

instructions if such member wishes to provide for defense orally and in person at a duly conducted meeting of the Ethics & Review Committee. Meetings of the Ethics & Review Committee shall be conducted live in-person, telephone conference or video conference only. A polling of the Ethics & Review Committee members by e-mail or other non-interactive means shall not constitute a valid meeting of such committee.

Notwithstanding the above, it is acknowledged that the University retains the right to remove any member of the Board in the event such member is found (following the University's due process procedures then in effect) to be in violation of any material University policy, including but not limited to the Non-Discrimination & Anti-Harassment and Drug-free Workplace Policies (copies of which shall be made available to Board members by the University as part of orientation and/or upon request).

4. Responsibilities of Members

All Board members shall be required to meet certain minimum standards as established by the Board, which may be revised from time to time and attached to the Constitution for purposes of reference as Appendix A.

All members elected to a first term, or appointed to serve for an unexpired term, shall be assigned a mentor from among the membership of the Board. Such mentor program shall be facilitated by the Board Development Committee (as herein defined and constituted) which shall assist the President with the identification and assigning of mentors. The general guidelines for the mentor/mentee relationship shall be set forth in a separate document, which may be revised from time to time, as attached to the Constitution for purposes of reference as Appendix B. Supplemental guidance may be provided in the best interest of the Board to meet the specific needs of each first-term member.

5. Conduct of Election of General Members and Officers of the Alumni Board of Governors

- a. Election of members and officers of the Board shall take place at the annual meeting of the Association. The officers shall be elected from among the membership of the Board by a simple majority. The members of the Board shall be elected by a majority vote of the Association members who attend the annual meeting as herein defined.
- b. Selection of candidates for members and officers of the Board shall be made by the Board Development Committee (as herein defined and constituted). The Board Development Committee shall in all instances consider eligibility (as herein defined) and willingness to serve and other factors as may be determined from time to time to be in the best interest of the Board, Association and University and in compliance with a commitment to inclusivity.
- c. The Board Development Committee shall submit to the Board, in writing (which shall include electronic means such as e-mail or equivalent), no later than 30 days prior to the annual meeting of the Association 1) an announcement of the election, 2) the nominees for members and 3) at least one candidate for each officer position to be voted upon, it being

acknowledged that the position of President is filled by the Executive Vice President in the normal course and does not constitute an “officer position to be voted upon”.

d. Additional nominees for Board membership and election of members:

i. Following such written communication by the Board Development Committee to the Board, further nominations may be made for membership to the Board. Such nominations shall be in writing, with verifiable signatures of at least five members of the Association and must be received by the Alumni Relations Designee no less than three days prior to the annual meeting of the Association.

ii. Elections of Board members shall be made as follows:

a. At the annual meeting, the Board Development Committee (as herein defined and constituted) shall present to the general membership of the Association in attendance the nominees to the Board, including those additional nominees submitted in writing.

b. The members of the Association in attendance shall then proceed to vote on the nominees.

e. Additional nominees for Board officers and election of officers:

i. The officers shall be elected by the Board from among its own membership at the annual meeting of the Association.

ii. Additional nominations for officers may be made by any Board member from the floor at the annual meeting of the Association.

iii. Election of Officers shall be made as follows:

a. The nominations of officers to be voted upon shall be presented by the Board Development Committee (as herein defined and constituted) to the Board at the annual meeting;

b. Nominations from the floor for officers shall be considered and presented to the members of the Board;

c. The Board shall then proceed to vote on all nominees.

6. Nomination of Other Members of the Alumni Board of Governors

Nominations shall be communicated in writing to the Board Development Committee (as herein defined and constituted) in all circumstances involving a vacancy on the Board, including where the annual election results in the Board having less than the maximum 25 members. Nominations. The Board Development Committee shall review the nominations in accordance with standardized guidelines and procedure, as set forth in a separate document which may be revised from time to time, as attached to the Constitution for purposes of reference as Appendix C, and in turn report such nominations to the Board for membership. Student representative nominations shall be vetted by the Board Development Committee in the same manner as regular members.

7. Officers

- a. The officers of the Association shall include President, Executive Vice President, and two Vice Presidents (all as defined below).
- b. The officers shall be elected by the Board from among its own membership at the annual meeting of the Association (see Article VI, section 5). The President and Executive Vice President shall hold office for terms of two years, with the Executive Vice President automatically succeeding the President at the end of the President's two-year term. Should the terms of office of the President and Executive Vice President exceed their regular terms on the Board, the President/Executive Vice President term shall take precedence so that the President/Executive Vice President shall be entitled to serve out their terms as officers notwithstanding any expiration of their term as members of the Board. Each Vice President shall serve a one-year term. A vacancy occurring in any office of the Board may be filled at any time by the President for the unexpired term of such officer after a review of the potential candidate(s) and recommendation of such proposed appointment by the Board Development Committee to the Executive Committee who shall provide its advice to the President. A proposed appointment for an unexpired term of any officer is subject to a ratification vote by the Board at a duly convened meeting. In the case of a vacancy in the office of President, the Executive Vice President shall assume the unexpired term of that office (without such assumption of that unexpired term shortening the term of the Presidency), before assuming the regular succession to the presidency, with the ensuing vacancy of the office of Executive Vice President being filled as set forth herein.

The President

The President shall serve for two years, preside at all meetings of the Association, the Board and the Executive Committee, appoint all committee chairpersons, and establish any ad hoc committees and any special projects and appoint chairpersons not otherwise provided for herein. The President shall have general supervision of the Association's affairs, subject to the instructions as outlined in this Constitution, and shall see that the Association's activities are carried out in an appropriate manner. The President shall be an *ex-officio* member of all committees. The President shall work closely with the Alumni Relations Designee and the Executive Vice President for the betterment of the University, Association and the Board. The President shall request from the Office of Alumni Relations on behalf of the Executive Committee budgetary information that is relevant to the Board or Association. For as long as the By-Laws of the University Board of Trustees shall so provide, the President shall serve as a voting member on the University Board of Trustees during the term of office. Serving in such capacity, the President shall represent the issues and concerns of the Association and shall provide regular reports to the Board, verbal or written (which shall include by electronic means), with the regularity of such reports being at a minimum during each meeting of the Board and at the annual meeting of the Association. The President and the Executive Vice President shall coordinate their respective schedules to maximize attendance by one, the other or both at University functions.

The Executive Vice President

The Executive Vice President shall work closely with the President and the Alumni Relations Designee for the betterment of the University, Association and the Board and to maintain continuity of Association business during the transition of the Executive Vice President to the Presidency. The Executive Vice President shall serve two years in office and succeed the President in office. The Executive Vice President shall perform the duties of the President when the latter is absent, is unable or fails, without valid excuse or cause, to perform the duties of President. The Executive Vice President shall coordinate with the President to maximize attendance by one, the other, or both at University functions. The Executive Vice President shall automatically succeed the President in office for any unexpired term before assuming the regular succession to the presidency. The Executive Vice President shall serve as Chairperson of the Board Development Committee (as herein defined and constituted). The Executive Vice President shall be an *ex-officio* member of all committees.

Two Vice Presidents

The responsibilities of each Vice President shall be defined at the discretion of the President with the approval of the Executive Committee, and may include being asked to chair committees, form/chair ad hoc committees or serve in a liaison capacity for the betterment of the University, Association and/or the Board. One of the two Vice Presidents may be designated as Board Secretary by the President, or the two Vice Presidents may share the responsibilities of Board Secretary as that role is defined elsewhere herein. General duties of the Vice Presidents shall include serving as a member of the Executive Committee, serving as Chair of the Ethics & Review Committee when such need arises, participating in overall planning and supporting the work of the committees, clubs and chapters. The Vice Presidents shall each be limited to four consecutive one-year terms.

8. The Alumni Relations Designee

The Alumni Relations Designee or his/her representative shall be invited at each full Board meeting to provide a report to the Board on the status of the Office of Alumni Relations and Alumni Relations activities and make other status reports, as may be reasonably requested by the President from time to time. The Alumni Relations Designee will make available to the President and the Executive Committee, budgetary information that the Alumni Relations Designee deems relevant to the Board and will advise the Board of any opportunities for volunteering and involvement in University programming as may arise.

9. Meetings and Committees of the Alumni Board of Governors

- a. Regular meetings of the Board shall be held at least three times a year at dates, places and hours fixed by the President. For purposes of this section, the annual meeting of the Association shall coincide with and be considered one of the regular meetings of the Board.

- i. If a Board Secretary shall not be designated by the President from among the two Vice Presidents as provided for herein, then the President shall appoint from among the Board membership a Board Secretary. No matter who serves as Board Secretary, the duties shall include, but not be limited to, the recording and distribution of minutes of all meetings of the Board and ensuring that copies of all records, minutes and correspondence pertaining to the Board are made available to the Office of Alumni Relations in an orderly and timely fashion. The Board Secretary may request administrative support in the performance of the duties of the position from the Office of Alumni Relations.
- b. The President shall appoint the chairperson or co-chairpersons and members of each Board committee each year, who shall serve at the discretion of the President. Each committee shall set goals for the year and be active in pursuing those goals. At the discretion of the committee chair, the meetings of committees shall be open to any member of the Board or Association who wishes to attend. The minutes of the committee meetings shall be sent to all committee members and shall be available to members of the Executive Committee on request.
- c. It shall be the duty of the President and the Executive Committee to ensure Board members are engaged and active.
- d. The committees of the Board shall include, but not be limited to:
 - i. **Executive Committee** – The Executive Committee shall act on behalf of the Board when the Board is not in session but shall not have the authority to appoint or remove officers or members or take any action which is otherwise reserved to the Board or the membership of the Association.
 1. At a minimum, the Executive Committee shall consist of the Board officers, the Chairpersons of the Clubs/Chapters Committee, Board Development and the Events and Marketing Committee with the Alumni Relations Designee serving *ex-officio*. Additional members may be added at the discretion of the President with the approval of the Executive Committee. It is advisable that the immediate past-President sit as a member of the Executive Committee.
 2. At the discretion of the President, the Executive Committee shall meet as the need arises. The President shall provide advance notice and an agenda. These meetings shall be open to any member of the Board who wishes to attend in a non-voting capacity.
 3. A simple majority of the Executive Committee as may be constituted by the President shall constitute a quorum.
 4. Except as may be required under exigent circumstances, written notice of all meetings of the Executive Committee shall be given by the President to all members of the Executive Committee at least three weeks prior to the date thereof.

5. The Committee may consult with the Senior Vice President for University Advancement (or his/her designee with regard to the appointment of the Alumni Relations Designee. It is recognized that final administrative authority for this appointment rests with the Senior Vice President for University Advancement and the University President. If the University has not appointed a Senior Vice President for University Advancement, references in this Constitution to such position shall be deemed to mean the most senior officer of the University for the Advancement function.

ii. **Events and Marketing Committee** – This committee assists the Office of Alumni Relations with promoting and planning of University, alumni and student events. The committee shall fully support the efforts of the Office of Alumni Relations with regard to the scheduling, logistics, increasing attendance and conduct of such events for the betterment of the University, Association and the Board. The Committee may make recommendations for events and programming and shall be prepared to take on responsibility as needed for the success of any such programming. This committee focuses on supporting the University’s mission through engagement with Association members, students and staff on behalf of the Board. This committee also assists the Office of Alumni Relations in communicating the benefits of the University to the broader public, with special emphasis on outreach. The committee is also responsible, with coordination and at the direction of the Office of Alumni Relations, for updates to the various Fairleigh Dickinson University Alumni groups on social media and internet mediums with the objective to attract greater online community participation. This committee is also charged with researching options, proposing new ideas and seeking initiatives designed to achieve the overall promotional and marketing objectives of the committee for the benefit of the University, Association and Board.

iii. **Clubs and Chapters Committee** – This committee represents and provides support to all alumni clubs and chapters of the Association. The committee is responsible for communicating with the clubs and chapters for the purpose of assisting with achievement of goals and successful programming of the clubs and chapters. This committee assists the Office of Alumni Relations in identifying new leadership for clubs and chapters and provides/develops a system of networking and training among leaders. It also assists the Office of Alumni Relations in establishing and implementing a model for new clubs and chapters. The committee shall provide ongoing guidance to these clubs and chapters as they develop and provide support to the club or chapter to ensure successful succession planning. Liaisons to these clubs and chapters shall be appointed from among the members of this committee with regular reports to be presented to the Board.

iv.

- v. **Board Development Committee** – This committee is concerned with the strength, effectiveness, efficiency, succession planning legacy, and continuity of the Board. This committee is responsible for the nomination of members to the Board, officers of the Board, and student representatives. It shall also participate in the filling of vacancies as herein set forth. This committee shall be co-chaired by the Executive Vice President and one other Vice President. The suggested criteria for facilitating succession planning may be maintained in a separate document, which may be amended from time to time, to be attached to the Constitution for purposes of reference as Appendix D. The committee's other roles include ensuring adequate orientation for new Board members and, along with the President, facilitating the mentoring program which partners new members with experienced members. This committee also assists with goal-setting and monitors the attainment of goals, which may include an a process to assess results.
- Awards Committee** - This committee promotes active participation by alumni in the life of the University by providing input to the University upon request for opportunities to acknowledge alumni contributions and successes through alumni awards. The committee also seeks out and uses other means of acknowledging the positive contributions of alumni as necessary or requested by the University. A list of historical awards by the Board and the criteria for each shall be maintained in a separate document, which may be amended from time to time, and is attached to the Constitution for purposes of reference as Appendix E.
- vi. **Ethics & Review Committee** – This committee is primarily responsible for execution of the enumerated power of the Board in Article VI Section 3 for removal of members; as the need arises, the committee shall be constituted at the behest of the Executive Committee and shall be chaired by one Vice President to be selected by the Executive Committee and who, in turn, shall appoint two other committee members from among the members of the Board.

Volunteerism and Cultivation Committee – This committee is primarily responsible for identifying and developing a strong volunteer network of alumni with a goal of supporting the University's administration, departments, professors and students. Examples of opportunities for involvement include mentoring, cultivation, admissions programming and career development events. Committee members represent an at-the-ready pool of volunteers to participate at the request of the University with engagement opportunities and events, and on an as-needed basis and to encourage and facilitate participation by others.

- e. Ad-hoc committees, special projects and/or positions shall be appointed by the President as the need arises, including but not limited to liaisons to be assigned as necessary to faculty, student organizations, admissions or other departments, University committees, organizations and/or programs.

- f. Parliamentarian/Historian – There may be appointed from among the Board one or more individuals who, being determined to have specialized knowledge or experience, shall be responsible for: interpreting the Constitution and its applicability to the operations of the Association; assisting the Board Development Committee with any amendments to the Constitution; coordinating efforts to obtain, securing, handling and maintenance of historical and archive materials relevant to the University, Association and the Board.
- g. Special meetings of the Board may be called at any time by the President or may be called by the President upon written request of no less than five members of the Board. The place, date and hour of the special meetings shall be fixed by the President. In the case of a written request by Board members, a special meeting shall be called no later than 30 days after such written request is received by the President.
- h. Written notice of all meetings of the Board shall be given by the Alumni Relations Designee to all Members of the Board at least three weeks prior to the meeting date.
- i. All action of the Board shall take place only when a quorum is present. The quorum shall consist of a simple majority of the current voting membership of the Board. Except where otherwise specified, whenever in this Constitution provision is made for an action by the Board at a meeting of the Board, such action shall be deemed to mean by a simple majority of those Board members who are attending and voting at such meeting.

ARTICLE VII

AMENDMENTS

1. Amendments to this Constitution may be proposed by:
 - a. A petition signed by at least one-third of the elected or designated members of the Board; or
 - b. A resolution of the Executive Committee of the Board.
2. This Constitution, or any part thereof, may be repealed or otherwise amended by a two-thirds vote of the elected and designated members of the Board at a scheduled meeting, provided, that every member of the Board shall be given at least 10 days written notice of the proposed repeal or amendment, and the date of the meeting.

ARTICLE VIII

LIMITATION OF POWER

Unless authorized in writing by the Senior Vice President for University Advancement or an authorized designee of such Senior Vice President, the Association shall not have the power,

right or authority to take any action on behalf of or under the name of the University, including the following actions which are prohibited:

1. Pledge the credit of the University;
2. Agree to or establish any obligation or liability in the name of the University;
3. Levy dues for membership, assess its members a monetary fee of any kind or otherwise raise funds for the Association or the University; or
4. Establish a bank account for the Association.

ARTICLE IX

RULES OF ORDER

Any meeting of the Board, the Executive Committee, or of any committee thereof, shall be conducted by a designated leader or chair in an orderly and organized fashion with an agenda provided in advance; it is strongly suggested that such meetings should be governed by the rules contained in the most recent published edition of Robert's Rules of Order. A current copy of Robert's Rules of Order shall be maintained by the Office of Alumni Relations.

ARTICLE X

EFFECTIVE DATE

The Constitution and any amendments thereto shall become effective immediately upon adoption by a vote of the Board and ratification by the Board of Trustees of the University.