Article I
Name

The name of the organization is The New York University Alumni Association.

Section I. Definitions for purposes of these By-laws:

A. "The University" means New York University.


C. "The President" means the President of the Association.

D. "Alumnus" includes alumna.

E. "Alumni" includes alumnae.

F. "Alumnus" means a person who is either (i) the holder of a degree conferred by the University; or (ii) a former student who completed at least 13 credits at the University.

G. "Member" of the Association means an alumnus of the University.

H. "Director" means an elected or appointed representative of the Association. Directors shall constitute the governing board of the Association, hereafter called the Board of Directors. There shall be two categories of Directors – voting Directors and non-voting Directors. A voting Director shall be permitted to vote on all Association matters. A Director shall be presumed to be a voting Director unless otherwise specifically provided for herein.

Article II
Mission of the Association

The Association shall be organized to have the following mission:

A. Connecting all alumni to the University through communication, programs, services and volunteer opportunities.

B. Supporting the Fund for NYU (annual giving).
C. Fostering leadership among alumni from all schools, regions and constituencies.

D. Engaging students as future alumni.

E. Providing opportunities for lifelong learning for alumni.

F. Recognizing alumni for accomplishments and service.

G. Providing social and career networking for alumni.

H. Supporting alumni organizations, regional groups, constituency groups and students.

I. Encouraging participation of all schools of the University in Association activities.

J. Facilitating the sharing of ideas between school alumni associations.

K. Providing an avenue for feedback to the administration.

L. Coordinating with trustees, administrators, faculty and students to provide the alumni voice and perspective and to promote one NYU.

Article III
Membership of Board; School Associations

Section I. The Board of Directors ("the Board") shall consist of up to 125 Directors. The Directors shall represent a cross-section of the University's alumni who are engaged in alumni activities, reflect a wide range of schools and class years, and are inclusive of the following persons:

A. All past presidents of the Association.

B. The Officers of the Association (as defined in Article VI below).

C. The presidents of each school alumni association shall serve for the length of their respective terms as president and may then be elected as Additional Directors as defined in paragraph I of this Section.

D. The President of the University and the Chairman of the Board of Trustees of the University shall serve as ex-officio voting Directors and voting members of each of the Board's standing committees.

E. Three representatives from the University's Board of Trustees shall be designated to serve as voting Directors by the Chairman of the Board of Trustees in consultation with the Senior Vice President of University Development and Alumni Relations.
F. Six Alumni Trustees shall serve as voting Directors for the length of their respective terms as Alumni Trustees.

G. All Trustee Associates shall serve as voting Directors for the length of their respective terms as Trustee Associates.

H. At the invitation of the President, up to three representatives from the Student Senators Council may be asked to serve as non-voting Directors.

I. (i) Additional Directors who are not then current Directors shall be solicited, evaluated and recommended to the Board by a subcommittee of the Nominating Committee ("the Board Membership Subcommittee") for election by the Board at its Annual Meeting (as defined in Article VII, Section I below) and shall begin their terms immediately after the Annual Meeting at which they were elected. Nominees for consideration as Additional Directors shall be limited to Members who have made a financial contribution to the University or any of its schools or divisions in the fiscal year ending August 31st immediately prior to the year in which they are being considered for nomination to the Board.

(ii) The Board Membership Subcommittee, in consultation with the Officers Committee and the Associate Vice President for Alumni Relations, shall evaluate all Additional Directors who are then current Directors at the conclusion of their terms and shall determine which of them shall be elected for another term.

(iii) All Additional Directors elected at the 2015 Annual Meeting shall serve a one-year term and shall be limited to two additional consecutive three year terms.

(iv) In respect of Additional Directors elected by the Board Membership Subcommittee who served their first year as Directors during the 2015 Association Year, the Board Membership Subcommittee, in consultation with the Officers Committee and the Associate Vice President for Alumni Relations, shall determine which of them shall serve one, two or three year terms. In respect of Additional Directors selected by the Board Membership Subcommittee who served their second consecutive year as Directors during the 2015 Association Year, the Board Membership Subcommittee, in consultation with the Officers Committee and the Associate Vice President for Alumni Relations, shall determine which of them shall serve one or two year terms. Additional Directors who served their third consecutive one-year term during the 2015 Association Year shall be eligible for election by the Board Membership Subcommittee to serve an additional consecutive one-year term. All Additional Directors elected by the Board Membership Subcommittee pursuant to this subparagraph (iv) shall thereafter be limited to one additional consecutive three year term.

(v) Each Additional Director elected at the Annual Meetings commencing in 2016 shall serve a three-year term and shall be limited to one additional consecutive three-year term.

(vi) After completion of the maximum number of consecutive terms set forth in subparagraphs (iii), (iv) and (v) above, all Additional Directors,
unless elected as an Officer, must step down from the Board for one year before being eligible for election as an Additional Director.

J. All representatives from the NYU Alumni Federation and the NYU Alumni Council who were grandfathered into the Association at the time of its establishment shall have unlimited terms as Directors.

**Section II.** There shall be a special category of non-voting Directors emeriti consisting of those individuals who have been a Director in the past, and are so designated by the Board upon the recommendation of the Nominating Committee.

**Section III.** The Board shall determine whether a school alumni association is a "recognized school alumni association."

**Section IV.** A condition of service as a voting Director is membership in the Association and a financial contribution to the University or any of its schools and divisions in each fiscal year ending August 31st of his/her service as a Director. Any voting Director who does not make such annual financial contribution or who has three unexcused absences from Board meetings in any Association year (as defined in Article V below) shall be deemed to have tendered his or her resignation, subject to the evaluation and acceptance thereof by the President who may excuse, in his or her sole discretion, a Director from these requirements.

**Article IV**

**Board of Directors: Vacancies/Removal**

**Section I.** Any vacancies on the Board due to the death, resignation or removal of a Director shall be filled in the manner by which that Director had become a Director.

**Section II.** Any Director may be removed for cause by a vote of 75% of the full membership of the Executive Committee at a meeting called for the purpose of considering such removal.

**Article V**

**Association Year**

The Association's year shall run from September 1 to August 31.

**Article VI**

**Officers**

**Section I.** At the Annual Meeting, voting Directors shall elect Officers upon the recommendation of the Nominating Committee. Officers shall hold the following titles and shall serve a one-year term, commencing immediately after the Annual Meeting at which they were elected but shall, in any event, continue in office until a successor has been duly elected:
Section II.

A. President -
1. The President shall be the chief executive of the Association and shall preside as Chair at all meetings of the Board, the Executive Committee, of the Officers Committee, and of the Association. The President shall be a voting ex-officio member of all other committees, except that the President shall not be present at Nominating Committee meetings when matters concerning the President are being considered.
2. The President shall not be eligible for re-election to a new term after having been elected twice to a full one-year term and shall not serve for more than two full one-year terms as President. In the event that a Vice President completes a term pursuant to paragraph B below, such Vice President shall remain eligible for two full one-year terms as President.

B. Five Vice Presidents –
1. The Five Vice Presidents shall fulfill all other duties as directed by the President.
2. In the event of the incapacity, death or resignation of the President, the Nominating Committee shall nominate a new President from among the five Vice Presidents and that person shall assume the duties of President upon election by the Board for the remainder of the unexpired term. In the interim, the five Vice Presidents, in consultation with the chief alumni officer of the University (currently the Associate Vice President for Alumni Relations) shall allocate among themselves and assume all duties of the President until a new President is elected by the Board.
3. At the request of the Executive Committee, the Secretary shall call a special meeting of the Board or poll the voting Directors via an e-mail ballot, telephone, or fax for the purpose of enforcing paragraph B.2 above.
4. Vice Presidents shall not be eligible for re-election to a new term as Vice President after having been elected five times to a one-year term and shall not serve more than five full one-year terms as Vice President. In the event that a Vice President completes a term pursuant to Section IV below, such Vice President shall remain eligible for five full one-year terms as Vice President.

C. Secretary -
1. The Secretary shall supervise the preparation and maintenance of the records of the Association, including minutes of meetings of the Association, the Board and its committees, and the preparation and maintenance of current versions of these By-Laws as they may be from time to time amended. The Secretary also shall carry on such correspondence and perform such other related functions as the President may direct.
2. The Secretary shall not be eligible for re-election to a new term as Secretary after having been elected five times to a one-year term and shall not serve more than five full one-year terms as Secretary. In the event that a Secretary completes a term pursuant to Section IV below, such Secretary shall remain eligible for five full one-year terms as Secretary.
Section III. The Officers shall be selected annually by the Nominating Committee and approved by the voting Directors. All persons nominated as Officers shall be Members who have served at least one year as a Director.

Section IV. All vacancies that occur in the office of Vice President or Secretary shall be filled by the Board, upon recommendation of the Nominating Committee, without undue delay.

Section V. At the discretion of the Nominating Committee, Officers who have completed their term may be named members of the Association’s Officers Emeritus Group. Members of this group shall be invited to attend all Board meetings, and may be appointed by the President to chair or serve on committees of the Board or to participate in special projects, but shall not be entitled to vote on matters that come before the Board.

Article VII

Meetings

Section I. There shall be at least three regular meetings of the Board in each Association year with written notice thereof provided at the beginning of each Association year. The Annual Meeting, which shall be open to all Members and serve as one of the regular meetings of the Board, shall be held in May or June.

Section II. When requested in writing by the President, a Special Meeting of the Board shall be called on at least one week’s prior written notice, which notice shall specify the purpose of the meeting, except that when, in the judgment of the President, an emergency requires a shorter notice, the meeting may be called by telephone, fax, email, or notice in person. When requested in writing by at least 15 Directors, a Special Meeting of the Board shall be held on at least four weeks prior written notice, which shall specify the purpose of the meeting.

Article VIII

Committees

Section I. The chairs and members of all committees, except the Executive Committee and the Officers Committee, shall be appointed and/or removed by the President in his or her sole discretion. Each committee shall consist of at least five Directors and any other Director or Members whom the President shall designate. Chairs and members of Committees shall be appointed for one-year renewable terms. At the invitation of the President, representatives from the Student Senators Council may be appointed as non-voting members of committees.

Section II. Executive Committee. Meets at the call of the President and defines what issues should be brought to the Board as a whole; and shall consist of the Officers of the Association, one representative from the University’s Board of Trustees designated by the Board of Trustees, plus all former Presidents of the Association. When necessary, the Executive Committee can act by written consent of the majority of its members, in
lieu of a formal meeting.

Section III. Officers Committee. Serves as a sounding board and a think tank for the direction, strategy, planning and programming of the Association and develops leadership skills among the Officers of the Association to build a robust pool of committed leaders for orderly succession planning; shall meet at least twice during the Association’s year; shall consist of the President, the Vice Presidents and the Secretary; and the chief alumni officer of the University (currently the Associate Vice President for Alumni Relations) and his/her staff liaison to the Board shall participate in meetings of the Officers Committee.

Section IV. Standing Committees. There shall be the following Standing Committees:

A. Awards
   1. Solicits and reviews nominations and makes selections for Association awards.
   2. Coordinates with the University’s Office of Development and Alumni Relations (“UDAR”) to identify roles that members of the Committee and the Board can play to encourage attendance at the awards ceremonies.

B. Benefits and Services
   1. Evaluates, provides input on and promotes new and existing alumni benefits.

C. By-Laws
   1. Reviews and drafts updates and revisions to the Association’s By-Laws.

D. Communications and Marketing
   1. Markets and promotes the Association and its programs, activities and events to Members and students, as applicable.
   2. Promotes communication among and between Directors, Board committees, other alumni and students.

E. Fundraising
   1. Assists in University-wide and/or school-based alumni initiatives related to promoting and soliciting for and increasing participation in the Fund for NYU or other fundraising initiatives suggested by the University administration.

F. Nominating
   1. Solicits and reviews nominations for the Officers.
   2. Recommends a slate of Officers to the Board.
   3. Recommends Alumni Trustees to the University’s Board of Trustees.
   4. Through the Board Membership Subcommittee, which shall be designated by and report to the President, solicits, evaluates and recommends new Additional Directors to the Board for approval at the Annual Meeting and, in consultation with the Officers Committee and the Associate Vice President for Alumni Relations, elects then current Additional Directors whose terms have expired for reappointment to the Board. No member of the Board Membership Subcommittee who is not otherwise a member of the Nominating Committee shall be present at, or
participate in, the Nominating Committee’s deliberations or decisions under subparagraphs 1, 2 or 3 of this paragraph.

G. Volunteer Leadership Outreach
1. Coordinates with key alumni volunteer leaders regionally within the United States and globally in support of the “Global Network University.”
2. Helps to establish and sustain the University's presence in geographic areas outside of the University’s campus locations in New York City.
3. Encourages regional and global alumni clubs and chapters in geographic areas outside of the University’s campus locations in New York City to plan and host their own events and activities.
4. Recommends to the Board for its approval (a) rules and procedures for chartering alumni clubs and affinity groups under the auspices of the Association, (b) a protocol setting forth the responsibilities and privileges of such chartered clubs and groups, and (c) the alumni clubs and affinity groups to be chartered.

H. Alumni Day
1. Assists the University in engaging both current and future alumni in increasing attendance at Alumni Day.
2. Provides observations and recommendations to UDAR relative to the most recent Alumni Day that will assist the University and its various schools and divisions in reshaping the program and the events that comprise Alumni Day.
3. Coordinates with UDAR to identify roles that members of the Board can play and participate in at Alumni Day.

I. Recent Alumni and Student Programs
1. Promotes awareness of alumni roles and activities among current students through special events.
2. Educates current students on the roles they will play as alumni, including raising the awareness of the importance of participation in the Fund for NYU.
3. Initiates activities for alumni from the last ten years’ graduating classes, including social networking events, cultural activities and community service projects.
4. Acquaints alumni from the last ten years’ graduating classes with alumni activities and opportunities for involvement, including participation in the Fund for NYU.

Section V. The standing committees shall meet at least once a year. At the request of the President, each Committee Chair shall submit a written annual report to the President for distribution to the Board at the Annual Meeting. Committees shall permit participation, including voting, from remote sites through appropriate use of technology.

Section VI. The President has the authority to establish Special Committees from time to time as she or he deems it necessary.

Article IX
Annual Report
The President shall make an annual report on the activities of the Association to the Board at the Annual Meeting.

Article X
Quorum

Section I. Board of Directors: Thirty of the voting Directors shall constitute a quorum at any meeting of the Board when present in person or by phone or electronically via web camera or video-based chat (but not by text messaging).

Section II. Committees: One-third of the voting Directors serving on a committee shall constitute a quorum at any meeting of that committee, with the exception of the Awards and Nominating Committees, which shall require a majority of the voting Directors who serve on those committees to constitute a quorum at any meeting of those committees. The President of the University and the Chairman of the University’s Board of Trustees shall not be counted as part of a committee’s size to determine the one-third or majority quorum requirements; provided, however, that they will count towards the one-third or majority quorum requirements at any committee meeting that they attend.

Article XI
Voting

Section I. Each voting Director shall have one vote at meetings of the Board.

Section II. Except where otherwise provided in these By-Laws, all actions required or permitted to be taken by the Board shall be deemed taken or approved upon a majority vote of the Board in favor thereof at any meeting of the Board at which a quorum is present.

Section III. There shall be no proxy voting at either the Board or committee meetings.

Article XII
Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of order that the Association may adopt.

Article XIII
Amendments

These By-Laws may be suspended or amended by a vote of three-quarters of the voting Directors present at a meeting upon recommendation of the President, or else upon a motion to suspend or amend made at one meeting and adopted by a vote of two-thirds
of the voting Directors present at a subsequent meeting. Any amendments to Article I, Article III, Article XIII, or Article XIV, however, shall require the concurrence of the Board of Trustees of the University. A copy of proposed amendments to these By-laws shall be communicated to the Board by mail, fax, or email at least seven days prior to the meeting at which a vote will be taken thereon and shall be accompanied by the agenda for the said meeting.

Article XIV
Indemnification

Officers and Directors of the Association and of any committee of the Association shall be deemed to be within the terms of Section 18 of the University's Charter, which reads as follows: "Any person made a party to any action, suit, or proceeding by reason of the fact that he, his testator or intestate, is or was an officer or employee of New York University, or an officer or member of the Board of Trustees of said University, or an officer or member of the managing board of any separate administrative unit of said University, or of any corporation which he served at the request of said University, shall be indemnified by said University against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the provisions of this paragraph."

Effective Date

These By-Laws, as amended, took effect upon approval by the New York University Board of Trustees on June 8, 2015.

Approved by BOT in June 2015