

**NATIONAL TECHNICAL INSTITUTE FOR THE DEAF
ROCHESTER INSTITUTE OF TECHNOLOGY**

ALUMNI ASSOCIATION BYLAWS

As Ratified October 15, 2010

Article I. Purpose

Section 1 - The Alumni Association.

This organization shall be known as the National Technical Institute for the Deaf Alumni Association (hereinafter "NTID Alumni Association" or "NTIDAA"). The Alumni Association is a part of the Rochester Institute of Technology (also referred to herein as "the Institute" or "RIT"), a non-profit educational institution chartered by the State of New York.

Section 2 – NTID Alumni Association Vision Statement.

The NTID Alumni Association exists to create and foster programs and activities that further the attainment of the Alumni Association vision:

To be a leader among peer institutions in continuously increasing the number of alumni with a mutually valuable, lifelong relationship with RIT and to provide a viable means of communication among its alumni population.

Section 3 - Subject to Charter and Bylaws of the Institute.

The NTID Alumni Association is an official and recognized body of the Rochester Institute of Technology, and abides by the Charter and Bylaws of the Rochester Institute of Technology, particularly with regard to equal opportunity and equity for all members regardless of race, creed, religion, sexual orientation, or gender. Where there is inconsistency between the NTID Alumni Association Bylaws and any provision of the Charter or Bylaws of the Institute, the latter shall control.

Article II. Qualifications for Membership in the Alumni Association

Section 1 - Members as of Right.

All individuals who hold a certificate, diploma, or degree from the National Technical Institute for the Deaf, Rochester Institute of Technology or any of its predecessor or affiliated institutions are members of the Alumni Association.

Section 2 – Special Members.

The NTID Alumni Association Board of Directors (also referred to herein as "the Board") shall have authority to grant membership (full, honorary, or otherwise) in the NTID Alumni Association to any other individual in its discretion.

Article III. Board of Directors

Section 1 - Composition of the Board.

The Board shall be the representative of the Alumni Association in institutional matters related to Rochester Institute of Technology and shall serve as an advisory Board to the Office of NTID Alumni Relations in developing and implementing programs, services, and activities for alumni.

The Board shall consist of a minimum of 3 regular members. The members shall be selected in accordance with the terms specified below and shall be chosen from among members of the Alumni Association. The Board shall periodically review its membership, and may add additional members without modification of these Bylaws. No reduction in the number of members shall be made unless corresponding vacancies exist as a result of resignations, expiration of terms of office, or other actions provided by these Bylaws. As used herein, the term "entire Board" means the total number of regular Board members as prescribed by these Bylaws if there were no vacancies on the Board.

The Board shall select its members in accordance with the terms and conditions set forth below, and with the objective of achieving broad representation from the RIT community and specifically, the Alumni Association. Board members selected by the Board shall be Alumni in Good Standing. Alumni in Good Standing are those individuals who hold a certificate, diploma, or degree from RIT or any of its predecessor or affiliated institutions, and who conduct themselves in a manner consistent with generally accepted legal, moral, and ethical standards. Any RIT alumnus/alumna who engages in improper legal, moral, or ethical conduct, as determined by the RIT administration, shall not be considered an alumnus/alumna in Good Standing.

Section 2 - Presidential Appointees.

The President of NTID shall have complete discretion in selecting his/her Appointees except that the roster of Presidential Appointees shall include at least one current fulltime student, at least one alumni representative, and at least one faculty/staff member.

Section 3 – Nomination/Self-Nomination

Alumni who are in good standing with the Institute may either self-nominate, or be nominated by another individual, to serve on the Board.

Section 4 - Term.

The regular term of office for Standing Members of the Board shall be 3 years. The Board shall have authority to fix or adjust the term of any Member so that approximately an equal number of Members' terms expire annually. Terms shall coincide with the RIT fiscal calendar, and shall begin in July of each year. The Chair, upon completion of his/her term, may serve on the Executive Committee as past chair for up to one year.

Section 5 – Resignation and Removal.

a) Any Board member may resign at any time by giving written notice to the Chair or to the Director of the Office of NTID Alumni Relations. Such

resignation shall take effect at the time specified therein or, if no time is specified, upon delivery.

b) The Board shall have authority to remove any member of the Board for just cause. Just cause shall include, but not be limited to, (1) the failure of any Board member to attend three consecutive meetings of the Board, (2) the failure of any Board member to be an Alumnus in Good Standing, (3) the commission of crimes and/or acts by a Board member that have an adverse effect on RIT. Removal requires a two-thirds majority vote and at least one week's previous notice of the proposed action to the individual for whom removal is sought and to each member of the Board.

Section 6 - Loss of Representation.

When any constituency loses representation on the Board because its representative member of the Board is no longer a member of that constituency (e.g., graduation of a full-time student representative or relocation of a geographic representative), that Board position shall be deemed vacant, and the Board shall move promptly to fill that vacancy as provided above (Article III, Section 6). The Board may, in its discretion, invite the member to remain on the Board in any other suitable and appropriate capacity.

Section 7 - Meetings.

Regular meetings of the Board of Directors shall be held at minimum, two times per year. Notice of all regularly scheduled meetings of the Board shall be sent to all members of the Board at least one week in advance of the meeting; and all reasonable efforts shall be made to include a detailed agenda in the notice of the meeting. Board members are expected to attend all properly noticed meetings. If a Board member misses three (3) consecutive meetings, the Board may review that member's participation, and may remove that member from the Board by a two-thirds majority vote.

Section 8 – Special Meetings.

The Chair, or in his/her absence, the Vice Chair, or the Director of the Office of NTID Alumni Relations may call a special meeting of the Board at any time. A minimum of 48 hours notice to all members of the Board is required to call a special meeting, and the notice shall identify the topics to be considered at such special meeting. Regular or special meetings of the Board may be replaced by a conference call with appropriate notice.

Section 9 – Quorum.

One-third of all regular Board members constitute a quorum for all meetings, whether held in person or by conference call. A quorum is required for the passage of any resolutions or motions by the Board. In the event that a properly noticed meeting fails to achieve a quorum, the Board may proceed in conducting the meeting generally in accordance with the published agenda and by submitting any resolutions or motions for subsequent approval by the entire Board as by mail including e-mail.

Section 10 – Amendment of Bylaws.

Amendment of the Bylaws requires a two-thirds vote and prior notice to all Board members. Notice shall be given by: a) introducing the motion or proposed amendment in the meeting prior to it being put to a vote; or b) introducing the motion or proposed amendment in a writing (including e-mail) to all Board members at least one week in advance of the regularly scheduled meeting or at least 48 hours in advance of the special meeting in which the amendment will be debated and voted upon. An amendment to the Bylaws can also be put to a vote by mail (including e-mail) following the meeting in which it was introduced. An amendment to the Bylaws shall not be both introduced and voted upon by mail unless taken up for consideration during an intervening meeting. An amendment to the Bylaws that is put to a vote by mail requires a two-thirds vote of the entire Board.

Section 11 – Ex Officio Board Members.

The President of NTID, the Director of NTID Alumni Relations, and the Director of College Programs within the Office of Alumni Relations are members of the Board of Directors, ex officio and shall have all the privileges of Board membership including the right to make motions and to vote. The Director shall report on the activities and programs of the Office of Alumni Relations to the Board as requested by the Chair. Any staff member of the Office of Alumni Relations may attend Board meetings at the Director's discretion. Staff members of the Office of NTID Alumni Relations shall be responsible for administrative activities relating to the Board, including recording and disseminating the minutes of all proceedings.

Section 12 - The Work of the Board.

The Board is responsible for advising and assisting in the implementation of activities to promote and further the Alumni Association vision as outlined above. As such, the Board and its members are charged with:

- (a) Representing and communicating the interests of the Alumni to the Institute to promote a more active and meaningful relationship between Alumni and the Institute;
- (b) Advising the Office of Alumni Relations through a regular review of its programs and activities to further its fulfillment of the Alumni Association vision;
- (c) Actively participating in the work of the Board in furthering the Alumni Association vision; and
- (d) Representing and promoting the objectives and activities of the Board and the Alumni Association to alumni, students, prospective students, the community, and the nation in furtherance of the Alumni Association vision.

5

To facilitate the work of the Board, the Office of NTID Alumni Relations shall report its activities, initiatives, and objectives to the Board at each regular meeting of the Board.

Article IV. Board Officers, Management Officials, and Executive Committee

Section 1 - Officers.

The Board shall select officers from among its ranks including a Chair, Vice Chair and

Secretary.

Section 2 - Term of Office, Officers.

The term of office of Board Officers shall be two years. The unexpired term served by any person elected or appointed to fill a vacancy shall not be included in this limitation. All candidates for Board Officer positions must be Alumni in Good Standing, and members of the NTID Alumni Association Board. Should a Board Officer have less than two years left on his or her term upon election, such individual's term shall be extended to enable such individual to fulfill their full term as a Board Officer.

Section 3 - Officers.

- a) Chair: The Chair shall preside at all meetings of the Board.
- b) Vice Chair: The Vice Chair has the responsibility to perform the duties of the Chair in his/her absence or inability to act. The Vice Chair shall succeed the Chair upon the expiration of the Chair's term of office, or in the event the Chair is unable to serve his or her remaining term of office.
- c) The Secretary has the responsibility to (1) create agendas and reports for distribution to the Alumni Association Board, (2) track attendance at Alumni Association Board meetings, (3) manage minutes from Alumni Association Board meetings.
- d) Past Chair serves in an ex-officio capacity and provides Officers counsel pertaining to the work of the Board.

Section 4 - Executive Committee

The Chair, Vice Chair and Secretary of the Board, Past Chair, the Director of NTID Alumni Relations, and the Senior Director of College Alumni Relations with the Office of RIT Alumni Relations shall constitute the Executive Committee of the Board. The Executive Committee shall meet periodically between regularly scheduled meetings of the Board for purposes of reviewing and monitoring the activities, programs, and initiatives of the Board, and shall be responsible for setting the agenda for regularly scheduled meetings of the Board.

Section 5 - Office of NTID Alumni Relations, Director of Alumni Relations.

The Director of NTID Alumni Relations may represent the Alumni Association Board of Directors as required in the fulfillment of his/her duties and responsibilities to RIT. The Director shall report to the Board any such representations at the next regularly scheduled meeting of the Board.

Section 6 - Board Committees and Sub-committees.

The Board may create committees and sub-committees as it deems necessary to accomplish tasks, pursue initiatives, and generally to fulfill its purpose. Each committee and sub-committee shall have a Chair, and all committee and subcommittee actions shall be reported and recorded at regularly scheduled Board meetings.

Section 7 - Office of Alumni Relations.

The Office of Alumni Relations shall provide any necessary and reasonable orientation and support for members of the Board.

Section 8 - Conduct of Meetings.

All Board meetings shall be conducted in accordance with a general interpretation of Robert's Rules of Order.