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GEORGE W. CRISS III, DAVID A. GLOWNY,  
JOHN A. KROB, THEODORE F. MIRCZAK, JR.,  
JAMES NAPOLITANO, JOSEPH TEMPLIN, PETER  
VANDERMINDEN, and PETER VANDERZEE,

Plaintiffs,

-against-

THE RENSSELAER ALUMNI ASSOCIATION,

Defendant.

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**VERIFIED**  
**AMENDED AND**  
**SUPPLEMENTAL**  
**COMPLAINT**

Index No. 2019-263996

Plaintiffs, by their attorneys, O’Connell and Aronowitz, allege upon information and belief as follows:

**INTRODUCTION**

1. This is an action seeking prospective relief, specifically a declaratory judgment to declare that certain bylaws of the Rensselaer Alumni Association (“RAA” or the “Association”) violate the New York State Not-for-Profit Corporation Law and are therefore void; to permanently enjoin the RAA’s Board of Trustees (“Board”) from enforcing the same or acting in accordance therewith; and to enjoin the Board of Trustees from holding an election of Trustees and Officers until such time as the RAA’s bylaws are amended to conform to the Association’s Charter and the Not-for-Profit Corporation Law.

2. As alleged and documented in this Amended and Supplemental Complaint, for the past several years the RAA has been illegally operated and governed

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by an improperly elected Board of Trustees, all in violation of its corporate charter and the Not-for-Profit Corporation Law. To ensure self-perpetuation, Defendant has illegally manipulated the RAA's bylaws to control the nomination and election of Trustees and Officers and to deprive RAA members (approximately 100,000 alumni who have graduated from Rensselaer Polytechnic Institute) a meaningful role in that process, thereby ensuring that the current Board and Officers, rather than the RAA's members, control who will succeed the current Board. The Defendant has refused to properly schedule meetings called at the behest of disaffected alumni members and has deliberately scheduled meetings at inconvenient times in order to limit attendance, while allotting insufficient time at such meetings for members to voice their grievances or make appropriate motions. It has held membership meetings without a legal quorum, improperly conducted elections and even altered the results of the election held in December, 2018 after its membership voted down a slate of Trustees and Officers nominated by the Board's internal Nominating Committee. Not only did it illegally count the votes of members not in attendance at the meeting where the election occurred, but the Board Chairman himself cast an illegal ballot after voting had ended in order to ensure that the slate was "elected" by a margin of one vote.

3. Plaintiffs, who are members of the RAA, as well as a large group of concerned alumni—who collectively refer to themselves as "Renew Rensselaer"—have sought unsuccessfully for several years to reform the RAA and to amend its bylaws and governance to conform to the RAA's charter and the Not-for-Profit Corporation Law. Recently, in response to those efforts, the Board illegally approved an amendment to its bylaws which was deliberately adopted and designed to make it virtually impossible for

members to call special meetings of the Association to challenge the Board's illegal activities. While prior to this amendment, a special meeting could be called by members upon the written petition of 100 members, the bylaws now purport to require a petition signed by ten percent (10%) of the RAA's membership (a number which approximates 10,000) before they can call a special meeting. More recently, and in an effort to avoid unnecessary litigation, Plaintiffs, through their counsel, reached out by letter addressed to counsel for the Defendant, suggesting how to cure this and other problems in the bylaws by amending them to conform to the law and the Association's charter. That overture was rejected out of hand.

4. On September 5, 2019, Plaintiffs, by order to show cause, requested a preliminary injunction to enjoin Defendant from holding the election at its Annual Membership Meeting. After this Court denied Plaintiffs' request for a preliminary injunction, RAA conducted its Annual Membership Meeting and election on September 28, 2019. *See* Exhibit "A". RAA's proposed slate of Trustees was defeated by a vote of 298 (no) to 84 (yes) with three abstentions. *See id.* The result of such election demonstrates the membership's widespread dissatisfaction with the slate of candidates and with the incumbent board. At the Annual Membership Meeting, a vote was also taken of the members to endorse all actions of the Board taken since the last meeting, including various amendments to RAA's bylaws which had been adopted by the Board. The members overwhelmingly refused to endorse the actions of the Board, by a vote of 295 (no) to 72 (yes) with 18 abstentions. *See id.* The Board ignored the results of such vote and erroneously interpreted such action as advisory only. The foregoing vote is the equivalent of a repeal of the Board's actions, including a repeal of all amendments

adopted by the Board since the last meeting of the members in December 2018, and is not merely advisory. At the September 28, 2019, Annual Membership Meeting, the President also stated that the Board would not entertain motions from the Members to amend the bylaws.

5. Plaintiffs do not bring this action to challenge the Defendant's previous illegal actions, but rather to (1) prevent their recurrence and (2) ensure that the RAA's bylaws are properly amended to conform to the Not-for-Profit Corporation Law and the RAA's Charter.

### **THE RAA**

6. The RAA is a not-for-profit education corporation with its principal place of business in the City of Troy, County of Rensselaer, State of New York. The RAA was formed in 1964 pursuant to a charter granted by the New York State Board of Regents for the "promotion of Rensselaer Polytechnic Institute" ("RPI" or the "Institute"), a nationally renowned university of higher learning founded in 1824 (<https://www.rpi.edu/about/history.html>), with its main campus located in the City of Troy, New York (<http://catalog.rpi.edu/content.php?catoid=18&navoid=430#locations>). Copies of the RAA's charter and an amendment to its charter are annexed hereto as Exhibit "B".

7. RAA's membership is comprised mainly of RPI's alumni/ae (hereinafter "alumni") worldwide, a group consisting of approximately 100,000 members. *See* RAA's current bylaws annexed hereto as Exhibit "C", at Art. II, §§ 1-2; *see also* Exhibit "D", annexed hereto, at 3 (stating the approximate number of RPI alumni worldwide). The



RAA's "Long-Range Strategic Plan 2017–2024", which is annexed hereto as Exhibit "E", states that the RAA serves as the "representative body" of all RPI alumni.

8. Purposes of the RAA include promoting "the interests, welfare and educational aims of [RPI] and its alumni/ae", "[d]evelop[ing], institut[ing], and maintain[ing] policies, services, and programs which are consistent with the educational aims of [RPI], and which address the broad spectrum of interests and needs of alumni/ae" and serving RPI's "alumni/ae and friends, and establish[ing] and maintain[ing] a mutually beneficial relationship among these groups[.]" Exhibit "C" at Art. I, § 3.

9. The RAA is an entity separate from RPI and its administration, and each of the two entities (RAA and RPI) are managed by a separate Board of Trustees. *Id.* at Art. IV, § 4; New York State Not-For-Profit Corporation Law § 701 (a).

10. The former President of the RAA is Kareem I. Muhammad. *Rensselaer Alumni Association Board of Trustees*, RPI, <https://alumni.rpi.edu/s/1225/alumni/index2col.aspx?sid=1225&gid=1&pgid=5973>. As President, Mr. Muhammad served as Chairman for all meetings of the Association. Exhibit "C" at Art. V, § 2. The current President of the RAA is Matthew T. Siegel and, as President, he serves as Chairman for all meetings of the Association.

### **PLAINTIFFS**

11. Plaintiffs are all very accomplished members of the RAA ("Members") who have earned their undergraduate and/or graduate degrees from RPI. They share a deep affection for their alma mater and the RAA, but all have become greatly concerned about the future of both.

12. Plaintiff George W. (also nicknamed “Bill”) Criss resides in Ocean Isle Beach, North Carolina. He earned his Bachelor of Science degree in Aeronautical Engineering in 1968 and his Master of Science degree in Astro/Aeronautical Engineering in 1969, both from RPI. After graduating from RPI, Mr. Criss spent 26 years in the United States Air Force where he built and flew spy satellites, and eventually obtained the rank of Colonel. Since retiring from the Air Force twenty-two years ago, Mr. Criss has had a successful career in technical consulting and research, working for Booz Allen Hamilton, Tesla Laboratories, and a non-profit government think tank. Since graduating from RPI, Mr. Criss has been actively involved with the RAA and was a key leader in rejuvenating its Baltimore-Washington DC area chapter, which has since won two consecutive RAA Best Chapter Awards. Mr. Criss is also a member of RPI’s Patroon Society as a result of having made significant financial donations to RPI and has received multiple awards for his service to the RAA, including the Albert Fox Demers Medal in 2009. The Albert Fox Demers Medal is “the second highest award that the RAA bestows” and recognizes an individual’s “substantial contributions to the welfare of the Institute [(RPI)] by either alumni or non-alumni and to stimulate further interest in the support of Rensselaer [(RPI)].”

<https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=614>.

13. Plaintiff David A. Glowny resides in Milford, Connecticut. In 1988, he earned his Bachelor of Science degree in Applied Mathematics and Computer Science from the University of Rochester. In 1993, while working for IBM, he earned his Master of Science degree in Computer Science from RPI through its satellite campus in Hartford, Connecticut. After receiving these degrees, he continued his career as a software

developer at a variety of technology companies, and has received fifteen United States patents for his software innovations.

14. Plaintiff John A. Krob resides in Cos Cob, Connecticut. In 1978, he earned his Bachelor of Science degree in Civil Engineering from RPI. After graduating from RPI, John worked as an engineer for a year prior to attending Columbia University School of Business, where in 1981, he earned an MBA with concentrations in Finance and Accounting. Subsequently, he embarked on a twenty-eight-year career in commercial and investment banking and portfolio management, during which time he earned a CPA Certificate from the University of Illinois, as well as Series 7 and Series 24 Securities licenses. Mr. Krob retired from Citigroup as a Managing Director in 2008.

15. Plaintiff Theodore F. (also nicknamed “Ted”) Mirczak, Jr. resides in Hadley, New York. In 1966, he earned his Bachelor of Science degree in Electrical Engineering from RPI. Subsequently, he worked for twenty years at New York Telephone in both Treasury and Facilities Management, during which time he earned an Executive MBA from Pace University and a CEP Certificate from Texas A&M University. In 1990, Mr. Mirczak returned to RPI to become the Director of Campus Planning and Facilities Design, and he remained in this position until his retirement in 2001. During his final year at RPI, Mr. Mirczak also served as its Acting Vice President for Administration.

16. Plaintiff James (also nicknamed “Jim”) Napolitano resides in Elkins Park, Pennsylvania. In 1977, he earned his Bachelor of Science and Master of Science degrees in Physics, both from RPI. In 1982, he earned a PhD in Physics from Stanford University. Mr. Napolitano worked as a research scientist at Argonne National Laboratory in Illinois

and at Jefferson Laboratory in Virginia, and in 1992, joined the RPI faculty, ultimately becoming a Professor there in 1999. In addition to teaching at RPI, he also served as its Vice Provost for Information Technology and as President of the Faculty Senate. In 2014, he joined the faculty at Temple University where he currently serves as the Chair of its Physics Department. Mr. Napolitano has authored/co-authored four textbooks and over 300 professional articles. In 2011 he was elected as a Fellow of the American Physical Society.

17. Plaintiff Joseph Templin earned his undergraduate degree from RPI in 1994, later earning the designations of Chartered Financial Consultant, Chartered Life Underwriter, Certified Financial Planner® (Retired) and Chartered Advisor on Philanthropy™. Among his many career achievements, Mr. Templin has served on the National Association of Insurance and Financial Advisors (“NAIFA”) on the local, state, and national level, including three terms on the NAIFA National Young Advisors Team (YAT) Subcommittee, and was honored as one of the 2011 Four Under 40. Mr. Templin is the Managing Director of the Unique Minds Consulting Group, LLC, and is the author of *Top Tax Plays* and *Financial Mistakes of New College Grads*, both which hit the Top 10 on Amazon Kindle in their respective sections. Mr. Templin lectures throughout the United States and Canada on business ethics and productivity and is a business columnist for the Albany Times Union, Adviser Today Magazine, and The Ballston Journal. Outside of his professional achievements, Mr. Templin serves as the adviser to the Alpha Tau Chapter of the Pi Kappa Phi Fraternity and is also a former International Chung Do Kwan Tae Kwon Do Champion.

18. Plaintiff Peter Vanderminden earned his Bachelor of Science degree in

Communications Science from RPI in 1978. He is a widely recognized thought leader, speaker and writer on the “Internet of Things” and digital supply chain management practices, and is a former Professor of Practice at RPI’s Lally School of Management. In addition to working for other major companies such as UPS, General Electric and Pitney Bowes/MapInfo., from 2001 to 2010, he served as the VP Technology Director at JP Morgan, and from 2010 to 2015, he was the Industry Manager of Manufacturing & Supply Chain at Microsoft. From 2012 to 2014, he served on the Board of Directors for the Supply Chain Council and from 2014-2015, sat on the Board of Directors for APICS, whose mission is “fostering the advancement of end-to-end supply chain management[.]” <http://www.apics.org/about/overview>. Mr. Vanderminden holds an MBA, with Distinction, from Leeds University in Leeds, United Kingdom, a post-graduate certificate in System Dynamics from the Massachusetts Institute of Technology, and has a Six Sigma Master Black Belt certification.

19. Plaintiff Peter Vanderzee resides in Atlanta, Georgia. He graduated from RPI in 1970 with a Bachelor of Science degree in Mechanical Engineering, and in 1972, earned a Master of Science degree in Industrial Engineering from Texas A&M University. While at RPI, Mr. Vanderzee was a member of the Men’s Varsity Basketball Team, was team Captain during his Junior and Senior years, was elected to the RPI athletic department’s student-athlete honor society, “Olympia”, and was named in the 1970 book “Outstanding College Athletes of America”. Mr. Vanderzee has held a variety of corporate positions for more than 30 years at several different companies, and is the Founder, President and CEO of LifeSpan Technologies, an entrepreneurial firm that specializes in structural monitoring solutions.

## **BACKGROUND**

20. In 2016, Plaintiffs became increasingly concerned about developments which had affected RPI in recent years, such as the weakening of RPI's financial condition and the decline in its academic program rankings. *See* Exhibit "F", annexed hereto and *available at*: <https://renewrensselaer.org/about/>, describing the organization founded by Plaintiffs known as "Renew Rensselaer".

21. Plaintiffs researched financial, academic, and student admissions data in order to understand the underlying cause of these developments. *See* the "Untold Story" annexed hereto as Exhibit "G" and *available at*: <https://renewrensselaer.org/findings/>, which describes their findings. Their research uncovered additional problems facing the Institute including underperformance in research, a lack of financial transparency, low morale among faculty and staff, divisive confrontations with students, and improper governance practices. These findings were inconsistent with what RPI's administration had been communicating to its alumni. *Id.*

22. Seeking to promote a discussion of Plaintiffs' findings within the RPI community and thereby "bring about positive changes in the financial status, academic performance, governance, and leadership of Rensselaer Polytechnic Institute", Plaintiffs and other disaffected alumni created an internet platform called "Renew Rensselaer". There, Plaintiffs detailed what they considered to be their most important findings. *Id.*; *see also* Exhibit "H", annexed hereto, describing the purpose and mission of Renew Rensselaer.

23. Plaintiffs also sought to hold a special meeting of the RAA's membership to bring these findings to the attention of Members. Subject to meeting certain

requirements under the RAA's bylaws as they existed at the time, RAA Members had the right to call such a meeting.

24. In May 2018, Plaintiffs fulfilled these requirements and submitted a petition calling for a special meeting. The Board, however, ignored their efforts for months, then scheduled the meeting for a time during which many Members would be unable to attend. *See* letter dated September 13, 2018 and associated attachments, from Plaintiff Criss to Chancellor B.A. Rosa and Regent J.V. Finn in the New York State Education Department Board of Regents, annexed hereto as Exhibit "I" at 1, 11-13.

25. To determine why the Board was resistant to hearing from its Members, in August 2018 Plaintiff Krob and fellow RAA Member Michael J. Gardner II ("Gardner") went to the offices of the RAA, located on RPI's campus, where they inspected minutes of RAA meetings for the previous five years. *Id.* at 1, 14-19.

26. The RAA's meeting minutes for the five previous years revealed that for at least this period of time, if not longer, the Board had been operating in violation of the Not-for-Profit Corporation Law, as well as its own charter and bylaws. *Id.* at 1, 16, 19.

**THE RAA BOARD'S HISTORY OF DISREGARDING  
ITS CHARTER, ITS BYLAWS AND THE N-PCL**

27. As a not-for-profit education corporation, the RAA is governed by the New York State Not-for-Profit Corporation Law ("NPC-L"), the New York State Education Law ("Education Law"), its certificate of incorporation (hereinafter also referred to as its "Charter") and its bylaws. N-PCL §§ 102(5), 103(a), 602; Education Law § 216-a(4). A not-for-profit education corporation's bylaws may not contravene its Charter, the N-PCL, or any other New York State statute. N-PCL § 602(f); Education

Law § 226(10).

28. The following describes Defendant's recent violations of the RAA's Charter, bylaws and the N-PCL, most of which continue to this day. Despite the Board's previous conduct, however, Plaintiffs are only seeking prospective relief through this action.

**A. Failure to Require the Correct Number of Trustees**

29. The RAA's Board has failed to comply with even the most basic requirements applicable to its operation. The RAA's Charter as well as the Education Law require that the RAA's Board be comprised of no fewer than five Trustees. Exhibit "B"; Education Law § 226(1). However, until a recent amendment of the bylaws adopted by the Trustees in September 2019, the RAA's bylaws stated that the "Board shall be composed of not less than three (3)" Trustees; as a result of such amendment, the bylaws now require a minimum of five Trustees. Such amendment only occurred after Plaintiffs raised the issue. Exhibit "C" at Article IV, § 1; Exhibit "J". Since the membership voted to not endorse the actions of the Board, including this amendment, the original Bylaws, requiring three Trustees, are still in force, in violation of Education Law § 226(1) and the RAA's Charter, thereby also violating the N-PCL. N-PCL § 602(f).

**B. Failure to Hold Annual Meetings of Members**

30. The RAA's Charter states that the Association's incorporators would serve as the first Board of Trustees, with "their successors to be elected by the membership of Rensselaer Alumni Association for terms fixed in accordance with the bylaws of this corporation. Vacancies due to causes other than expiration of term shall be likewise filled



[by the Members] for the balance of the unexpired term.” Exhibit “B”.

31. RAA’s bylaws mandate that the Association hold an Annual Meeting of Members (“Annual Meeting”) at which time Members may vote to fill the term of Trustees and any vacant officer positions. Exhibit “C”, Art. III, § 1, Art. V, § 1, Art. VI, § 2).

32. Sections 603(b), 605 and 608 of the N-PCL require that a meeting of Members which is properly noticed and at which a legally sufficient quorum exists shall be held annually for the election of directors.

33. Section 703(b) of the N-PCL requires that Directors of a not-for-profit corporation be elected or appointed in the manner provided in its certificate of incorporation or bylaws.

34. After reviewing the records of the RAA in August 2018, Plaintiff Krob and fellow alumnus Gardner discovered that no Annual Meeting of Members had been held since at least 2014. Exhibit “I” at 16, 19. Those minutes indicate that from at least 2014 to 2018, the Board unilaterally elected Trustees instead of allowing Members to do so. *See* Minutes from April 12, 2014 RAA Board Meeting, annexed hereto as Exhibit “K”, at 2; Minutes of the May 2, 2015 RAA Board Meeting, annexed hereto as Exhibit “L”, at 2; Minutes of the May 14, 2016 RAA Board Meeting, annexed hereto as Exhibit “M”, at 2-3; Minutes of the April 29, 2017 RAA Board Meeting, annexed hereto as Exhibit “N”, at 5; Minutes of the April 28, 2018 RAA Board Meeting, annexed hereto as Exhibit “O”, at 3.

35. The Board’s failure to hold Annual Meetings of Members and its usurpation of Members’ right to elect Trustees violated the RAA’s Charter, the

Association's bylaws and the N-PCL. Exhibit "B"; Exhibit "C" at Art. III, § 1; N-PCL §§ 603(b), 703(b).

**C. The Board Illegally Manipulated the Bylaws to Deprive Members of Their Right to Elect Trustees**

36. The Board developed a self-perpetuating and self-selecting election process that deprives Members of their right to elect Trustees. Exhibit "C" at Art. VI, § 2.

37. This process allows Members to submit nominations for Trustee or Officer positions. However, the final slate of candidates is chosen by the Board's internal Nominating Committee, and thereafter approved by the Board. The Board's nomination process is confidential. At the Annual Meeting of Members, Members can only vote to approve or disapprove the Board's selected slate in its entirety, and neither nominations from the floor nor write-in ballots are permitted. *Id.*; *see also*, a previous version of the RAA's bylaws, in effect in 2018, annexed hereto as Exhibit "P", at Art. VI, § 2.

38. If the slate chosen by the Nominating Committee is not approved at the Annual Meeting, then "the Trustees then in office shall remain in office until their successor(s) are duly elected and qualified [or] until a Special Meeting of the Members may be called in accordance with the Not-For-Profit Corporation Law," which is exactly what happened at the September 29, 2019 Annual Membership Meeting. Exhibit "C" Article VI, § 2(9). This provision, in conjunction with the Nominating Committee's sole power to choose the slate of candidates, renders Members' right to elect Trustees meaningless since they can only approve the slate chosen by the Nominating Committee or disapprove it and thereby leave the current Board—chosen by the Nominating Committee—in place until that slate or another one chosen by the Nominating Committee

is approved.

39. Additionally, prior to September, 2019, the RAA's bylaws provided that any Trustee vacancy or Officer vacancy occurring between annual elections would be filled by RAA's Executive Committee, by two-thirds vote, Exhibit P, Art. IV, §3 and Art. V, §1(c), in direct violation of Section 712 of the N-PCL, which states that "no [Board] committee of any kind shall have authority as to ...[t]he submission to members of any action requiring members' approval under this chapter", [t]he filling of vacancies in the board of directors or in any committee" or the "election or removal of officers and directors." *Id.* at (1)-(2), (6). In September 2019, the Board amended Art. IV, §3 to provide that Trustee vacancies occurring between annual elections would be filled by the Board, but left unchanged the provision in Art. V, §1(c) providing that Officer vacancies would be filled by the Executive Committee. As a result of the Members' refusal to endorse the actions taken by the Board since the last annual meeting, effectively repealing the amendment made to Art. IV, §3, both provisions remain in the RAA's bylaws, in violation of N-PCL § 712(a)(1)-(2), (6).

**D. The Election of Directors at the December 1, 2018 Annual Meeting of Members Was and is Invalid**

**i. The election process deprived members of their right under the RAA's Charter to Elect Trustees**

40. On December 1, 2018, the RAA held an Annual Meeting of Members for the first time since at least 2014. This meeting was also the first time during the same period that Members were scheduled to elect Trustees. Exhibit "I" at 16, 19; *see* Minutes of the December 1, 2018 Annual Meeting of Members, annexed hereto as Exhibit "P".

41. Prior to the meeting, the Board's Nominating Committee selected the final

slate of candidates, which was thereafter approved by the Board's Executive Committee and the full Board. Exhibit "Q" at 2; *see also* Exhibit "P" at Art. VI, § 2.

42. The slate consisted of one candidate per Board vacancy and Members attending the Annual Meeting were permitted only to approve or disapprove the slate in its entirety. Nominations from the floor were not allowed. Exhibit "P", annexed hereto, at Art. VI, § 2; Exhibit "Q", annexed hereto, at 2-3.

43. Under the N-PCL, a not-for-profit corporation's bylaws may not contain any provision inconsistent with its Charter or the N-PCL itself. N-PCL § 602(f). The N-PCL forbids a not-for-profit corporation from giving any internal Board committee the authority to fill vacancies in the Board or elect officers and directors. N-PCL § 712 (a)(2),(6).

44. The nomination and election procedure in effect in 2018, and which is still in effect, allowed Members to approve or disapprove only the candidates listed on the slate chosen by the Board's Nominating Committee. This rendered Members' right to elect Trustees meaningless, and in effect, gave two internal Board committees the sole power to do so. Thus, the election held on December 1, 2018 was carried out in violation of the RAA's Charter and the N-PCL. *Id.*; N-PCL § 602(f).

**ii. The RAA failed to meet the N-PCL's quorum requirement at the December 1, 2018 Annual Meeting**

45. A meeting of Members at which a quorum exists must be held annually for the election of directors. N-PCL §§ 603(b), 608. The NPC-L's quorum requirement was not satisfied at the December 1, 2018 Annual Meeting of Members.

46. In the absence of Supreme Court intervention pursuant to N-PCL § 608(e),

or an amendment to a corporation's certificate of incorporation or bylaws which allows for a smaller quorum, "Members entitled to cast a majority of the total number of votes entitled to be cast" constitutes a quorum at a meeting of members where business is transacted. N-PCL § 608. Given the number of RAA alumni, this would require a quorum of tens of thousands of alumni.

47. A corporation's certificate of incorporation or the bylaws may, however, provide for a lesser quorum of "not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast[.]" *Id.* at (b). Members may approve of such an amendment "at a special meeting at which the quorum requirements applicable to the corporation immediately prior to the effective date" of the N-PCL are satisfied. *Id.* at (c).

48. The bylaws in effect at the time of the December 1, 2018 Annual Meeting providing that twenty members constituted a quorum violated the N-PCL. Exhibit "P" at Art. III, § 4.

49. Upon information and belief, the RAA has never held a special meeting to approve a quorum of 100, the minimum required by the N-PCL for a corporation like the RAA, whose membership approximates 100,000. Thus, neither the RAA's bylaws or its Charter have never been amended to allow for such a quorum. It also has never sought Supreme Court intervention pursuant to N-PCL § 608(e). Given these facts and the RAA's membership count of approximately 100,000 Members, "Members entitled to cast a majority of the total number of votes entitled to be cast thereat" (approximately 50,000) needed to be present at the December 1, 2018 Annual Meeting for a quorum to have existed. N-PCL § 608; *see also* ¶ 2, *supra*.

50. The December 1, 2018 Annual Meeting minutes show that in the aggregate, the number of Members in attendance either in-person or through electronic means, was less than 100. *See* Exhibit “Q” at 1-2. The N-PCL’s quorum requirement was therefore not met.

51. To date, the RAA still has not properly amended the quorum requirement at meetings of Members to conform to the N-PCL. While the Board purported to amend the bylaws on June 22, 2019 to allow for a quorum of 100 Members (Exhibit “J” at Art. III, § 4), this amendment was not adopted in accordance with N-PCL § 608(c) or (e) and is therefore null and void.

**iii. Only In-Person Voting was Allowed at the December 1, 2018 Meeting of Members**

52. The bylaws in effect in 2018 stated that Members could only cast their vote “in person”. The bylaws contained no definition or explanation of the term “in person”. *See* Exhibit “P”.

53. The bylaws further stated that Robert’s Rules of Order (Newly Revised) governed all meetings of the Board and of Members as long as they were not inconsistent with the bylaws. *Id.* at Art. VIII, § I.

54. Under Robert’s Rules of Order, 11th Edition:

A meeting of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short *recess*[,] Exhibit “R”, attached hereto, at 81-82 (emphasis in original).

55. Robert’s Rules of Order further states that if the Chairman fails “to vote

before the polls are closed, he cannot then do so without the permission of the assembly.”  
*Id.* at 414.

56. Of Members attending in-person, 17 voted in favor of the slate while 21 voted against it. Of Members attending the meeting through electronic means, 8 voted to approve the slate while 2 voted against it. Exhibit “R” at 3.

57. According to former RAA President Muhammad, who served as Chairman at the December 1, 2018 Annual Meeting, there was a “discrepancy” with the online votes at the meeting. He therefore conducted a recount of electronic and in-person votes, although the meeting had adjourned, and at this time he also cast his own vote. Upon conducting the “recount” and after casting his own vote, Muhammad determined that the total number of in-person votes approving the slate had increased to 18, the number of electronic votes approving the slate increased to 10, and the number of electronic votes disapproving the slate increased to 6. As a result, Muhammad determined that the slate selected by the Nominating Committee had been approved by a 28-27 vote. *Id.*

58. Since the bylaws in effect in 2018 required Members to cast their votes in person, it was illegal for former Chairman Muhammad to have counted electronic votes when determining the election results. Likewise, the former Chairman’s failure to obtain permission from Members to cast his vote once the meeting had adjourned violated the RAA’s bylaws.

**E. The Board Has Illegally Deprived Members of Their Right to Call Special Meetings**

59. Under the N-PCL, special meetings of Members can be called by a not-for-profit corporation’s Board of Directors or by its members to the extent permitted by

its charter or bylaws. A special meeting may also be called by written demand of members entitled to cast ten per cent of the total number of votes which may be cast at such meeting. Upon receiving this demand, the corporation's Secretary must promptly give notice of the meeting and if he fails to do so within five business days of its receipt, any member who signed the demand may do so. N-PCL § 603(c).

**i. October 8, 2018 Special Meeting:**

60. In 2018, the RAA's bylaws allowed Members to call a special meeting if 100 Members submitted a petition for the same. Exhibit "P" at Art. III, § 2. In accordance therewith, on May 26, 2018, a petition containing at least 100 signatures, including Plaintiffs', was submitted to the RAA's President and Secretary. Exhibit "I" at 1-2. As indicated in the petition for the meeting, its purpose was to discuss the decline of RPI's financial health and academic ranking, problems with the Institute's governance, the "failure of the Administration to communicate truthfully with Alumni as to the current state" of the Institute, and to "propose and adopt one or more resolutions of the RAA" to address those issues. *Id.* at 2.

61. As of August 1, 2018, neither the Secretary nor any other member of the Board had scheduled or provided notice of the special meeting. *Id.* at 11-12.

62. Accordingly, on August 3, 2018, Plaintiff Criss selected September 29, 2018 as the date for the meeting and informed the RAA's Board of the same via e-mail, therein requesting that the Secretary provide notice of the meeting to Members. *Id.* at 12. Plaintiff Criss chose September 29, 2018 as the date for the meeting since it coincided with RPI's Alumni Weekend, thereby making it convenient for RAA Members visiting the campus that weekend to attend. *Id.* at 12-13.



63. In violation of § 603, however, the Board did not schedule the meeting on the date Mr. Criss selected. Instead, former President Muhammad scheduled the meeting for Monday, October 8, 2018 from 8:30 am to 10:00 am. October 8, 2018 Special Meeting FAQs, annexed hereto as Exhibit “S”, at 2 (printed from [https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7470&content\\_id=13053&authkey=y0gyN1yyhPG%2FI9o4zU0zIbk5c1dSWSiH%2BISSzhkB4trO7XHsMigG1A%3D%3D&authkey=oDcTH4ETy%2bh%2fNo8sKDrICf%2f6YYV4ytJ2NDY06FdjO8Uo12Z1zsbDCg%3d%3d](https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7470&content_id=13053&authkey=y0gyN1yyhPG%2FI9o4zU0zIbk5c1dSWSiH%2BISSzhkB4trO7XHsMigG1A%3D%3D&authkey=oDcTH4ETy%2bh%2fNo8sKDrICf%2f6YYV4ytJ2NDY06FdjO8Uo12Z1zsbDCg%3d%3d)).

64. Although only one member of RPI’s Administration is an RAA Member and although the RAA is an organization separate from RPI, Muhammad claimed this date was chosen so that representatives of RPI’s Administration could be present. *Id.* at 2; Exhibit “I” at 13.

65. The RAA Board’s failure to promptly schedule and notice the special meeting in accordance with its own bylaws and the N-PCL and its refusal to hold the meeting on Alumni Weekend restricted the ability of Members to voice their concerns about RPI and the RAA itself, violated the RAA’s bylaws and N-PCL, and contravened the purposes of the RAA to engage the larger community of RPI alumni. *See* Exhibit “E” at 2 (noting that purposes of the RAA include “serv[ing] and represent[ing] alumni/ae and the Institute, by engaging and empowering all alumni/ae as active and effective partners” in the RPI community).

**ii. March 23, 2019 Special Meeting**

66. Following the December 2018 Annual Meeting, Members sought to hold another special meeting. The purposes of the meeting was (1) to discuss the Board’s

failure to represent the interest of its Members and its failure to abide by the RAA's governing documents; (2) to contest 2018 Trustee election results and the elections of Trustees held prior to 2018; (3) to fill Board vacancies until another election could be held; and (4) to schedule and notice a special meeting for the proper election of directors. At the time the special meeting was called, the bylaws still allowed for a special meeting to be called upon the written request of 100 Members. This requirement was met, and a special meeting was scheduled for March 23, 2019. However, despite the numerous important issues raised in the petition, the Board allotted only one hour for the meeting. Exhibit "P" at Art. III, § 2; Minutes of the March 23, 2019 Special Meeting, annexed hereto as Exhibit "T", at 1-2; February 28, 2019 posting on the Renew Rensselaer entitled "Special Meeting and Challenge of the Rensselaer Alumni Association (RAA) Election", printed and annexed hereto as Exhibit "U", at 1 (available at: <https://renewrensselaer.org/2019/02/special-meeting-and-challenge-of-the-raa-election/>).

67. The Board's failure to allot a reasonable amount of time for the special meeting impermissibly restricted Members' ability to meaningfully exercise their right under the RAA's bylaws to call special meetings in the first place.

68. On January 26, 2019, four days after the petition for the special meeting was submitted to the RAA's Secretary, the Board amended the bylaws to state that Members could call a special meeting only upon the written request of 10% of the RAA's membership. Since there are approximately 100,000 Members worldwide, this means that about 10,000 Members would have to sign a petition calling for a special meeting in order for Members to schedule one. Exhibit "J" at Art. III, § 2; Exhibit "U" at 1. This amendment was among the actions taken by the Board which the Members refused to

endorse at the Annual Meeting on September 28, 2019, and has been effectively repealed.

69. Former President Muhammad served as Chairman at the March 23, 2019 special meeting. In accordance with N-PCL § 610, Members in attendance at the meeting requested a written report on the results of December 2018 election. Exhibit “T” at 2-3.

70. Pursuant to N-PCL § 610, the inspector of an election held at a meeting of members “shall receive votes, ballots or consents, hear and determine all challenges, and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.”

71. Former President Muhammad, who served as Chairman of the December 1, 2018 Annual Meeting, acted as the inspector of the election held on that date. Exhibit “R” at 3, 5. Therefore, he was required to comply with Members’ request at the special meeting for a written report on the results of the election. In response to this request, however, the Chairman proceeded to read the “final, certified” vote which he claimed to be 28 votes in favor of the slate of candidates and 27 votes against it. Exhibit “U” at 3. The written report requested has never been provided.

72. Additionally, when Members challenged the Board’s violation of their right to elect the Trustees, the Chairman refused to address their concern, simply stating that the Board believed the election process to be “free and fair.” *Id.*

73. The Chairman also failed to adequately address Members’ concern that

votes cast electronically in the December 2018 election were counted in the election results, although the bylaws in place in 2018 did not allow for this. Instead of acknowledging the merits of this point, Muhammad simply indicated that the “Board [had] updated the bylaws to better reflect” what “in person” means for future elections. *Id.*

74. Members at the special meeting also made various motions in accordance with Robert’s Rules of Order. Though the bylaws take precedence over Robert’s Rules of Order in the event of any inconsistency between them, the Chairman refused to recognize numerous successful motions that were made at the meeting in accordance with Robert’s Rules without explaining to Members how such actions were out of order or inconsistent with the bylaws. *Id.* at 3-4.

**F. Events following the March 23, 2019 Special Meeting**

75. In May 2019, Plaintiffs retained counsel to advise as to the legality of the Board’s conduct.

76. By letter dated June 10, 2019, annexed hereto as Exhibit “V”, Plaintiffs’ counsel contacted counsel for the RAA, detailing the above events and describing the ways in which the Board’s conduct violated its Charter, bylaws, and the N-PCL. Plaintiffs’ counsel concluded the letter by requesting an opportunity to meet with the RAA’s counsel and Board Chairman Muhammad “to see if a resolution of our clients’ concerns can be reached without the need for litigation to correct the obvious illegalities documented ... and to prevent their recurrence.” *Id.* at 12.

77. On July 16, 2019, representatives of both Plaintiffs and Defendant, as well as their counsel, participated in a conference call in order to try and resolve the issues

raised in the June 10, 2019 letter. Former Board Chairman Muhammad participated as one of RAA's representatives, and Mr. Krob and Mr. Criss were among those participating on behalf of Plaintiffs.

78. During the call, Plaintiffs' counsel explained that the bylaws needed to be amended in order to comply with the RAA's Charter and the N-PCL. He also described a number of specific bylaw amendments that Plaintiffs sought to have the Board adopt.

79. Following the call, Plaintiffs' counsel e-mailed a set of proposed amended bylaws to counsel for the RAA for the Board to review. Exhibit "W" annexed hereto.

80. The RAA's bylaws currently in place state that amendments to the bylaws can be made "at a meeting of the Board by approval of two-thirds of the Board provided that thirty (30) days' notice of such amendments has been given to each Trustee." Exhibit "C" at Art. XI, § 1.

81. N-PCL § 602(e) states that "[i]f any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made."

82. Notice of the Annual Meeting provided via e-mail or first-class mail must be given no less than ten days prior to the meeting, and notice through any other class of mail must be given no less than thirty days prior to the meeting. N-PCL § 605(a).

83. Prior to the September 28, 2019 Annual Membership Meeting, Plaintiffs' counsel asked that the Board commit to adopting the proposed bylaw amendments no later than Friday, July 26, 2019. This was to ensure that the proposed changes, if accepted

by the Board, would be in effect and applicable to the September election. Exhibit “W”.

84. By letter dated July 29, 2019, Defendant’s counsel advised Plaintiffs’ counsel that the Board would not amend the RAA’s bylaws. *See* Exhibit “X”, annexed hereto, at 1.

85. Defendant justified its refusal to amend the election procedure, set forth in the bylaws, by stating “[i]t is the position of the RAA that its current voting procedure, in effect since at least 2001, is valid. In particular, Section 613(a) of the NFPCL provides that ‘except as otherwise provided in the by-laws’, directors shall be elected by a plurality of votes. Furthermore, Section 602(e) of the NFPCL contemplates that the Board may adopt by-laws which regulate the election of directors.” *Id.*

86. Defendant further stated that the RAA’s Charter “specifically and solely vests the ability to adopt bylaws with the Board of the RAA. The Board of Regents has specifically imposed this limitation on the RAA in granting the approval of its Absolute Charter.” *Id.* at 2. Neither the bylaws, nor the RAA’s Charter, however, prohibit Members from amending the bylaws, nor do they vest the right to do so solely with the Board. *See* Exhibit “B”; Exhibit “J” at XI, § 1.

87. Additionally, N-PCL § 602 specifically states that subject to an exception not applicable hereto, “by-laws may be adopted, amended or repealed by the members at the time entitled to vote in the election of directors and, unless otherwise provided in the certificate of incorporation or the by-laws *adopted by the members*, by the board.” *Id.* at (b). Section 602 further allows members to amend or repeal any bylaw adopted by the Board, “and, unless otherwise provided in the certificate of incorporation or the by-laws *adopted by the members*, any by-law adopted by the members may be amended or

repealed by the board.” *Id.* at (c). Therefore, even if bylaws adopted by the Board gave it the sole power to adopt, amend or repeal the RAA’s bylaws, it would be invalid since N-PCL § 602 gives Members the right to do so as well, and more importantly, gives Members the right to prevent the Board from amending or repealing any bylaw adopted by Members—not the other way around.

88. On October 22, 2018, Plaintiff Krob submitted a written demand to RAA to inspect a list of its members. *See* Exhibit “Y”. From October 22, 2018 through December 5, 2018, Plaintiff Krob requested a response to such demand. *See id.* Then on or about August 27, 2019, Plaintiff Krob submitted an affidavit in support of his request for a list or record of RAA’s members. Thereafter, RAA, through its attorney stated that it did not maintain a list of members and that RPI maintained such list and refused the requested disclosure. *See* Exhibit “Z”. RAA violated N-PCL § 621(a) by failing to maintain a list or record of the names and addresses of all members.

**G. September 28, 2019 Annual Membership Meeting**

89. On September 28, 2019, the Annual Membership Meeting was held which included the annual election. Members were only given the right to vote “yes” or “no” on the entire slate of candidates selected by the Nominating Committee and the Board, and nominations from the floor and write-in candidates were not allowed. The election results represented a resounding defeat for the Board’s chosen candidates, with the slate of Trustees proposed by the Board defeated by a vote of 298 (no) to 84 (yes) with three abstentions. *See* Exhibit “A”.

90. Under the challenged bylaws, as a result of this defeat, the incumbent board will remain in place until a new election can be held. Unless the bylaws are

changed, the new election will again limit the Members to only voting on the entire slate selected by the Nominating Committee and the Board, without any right to nominate candidates from the floor or write-in other names at the election.

91. At the September 28, 2019 Annual Membership Meeting, a vote was also taken to endorse all of the actions taken by the Board since the last annual meeting; an annual vote to endorse the Board's actions is specifically required by the RAA's bylaws. *See* Article IV § 4(3). By a vote of 295 (no) to 72 (yes) with 18 abstentions, the Members refused to endorse the actions of the Board. *See* Exhibit "A." Current RAA President Siegel provided the results of the vote in an e-mail and stated that the vote "does not invalidate or otherwise nullify the Board's actions." *Id.* Plaintiffs disagree; the foregoing vote demonstrates the membership's dissatisfaction with the Board and the actions taken by Board, and serves to nullify all of the Board's attempted amendments to the bylaws since the December 2018 Annual Meeting of the Members.

92. Among the amendments to the bylaws which were thus nullified was the change in the minimum number of Trustees on the Board from not less than three (3) to not less than five (5), *see* Article IV § 1, and the removal of the Executive Committee's ability to fill vacancies of elected trustee positions and the vesting of such power with the Board. *See* Exhibit "C". Plaintiffs do not disagree with the substance of such amendments, but believe the membership's vote to not endorse all action taken by the Board effectively repealed the amendments.

93. Article V § 1(c) provides "[i]f an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve



until the following Annual Meeting.” The attempted amendment to the bylaws by the Board did not address Article V § 1(c) which violates N-PCL § 712 by providing the Executive Committee with the authority to fill officer vacancies and to elect officers. *See* Exhibit “C”.

94. The amendments proposed, which were not endorsed and effectively were repealed by the Members, by the Board also did not address the core issue in this action: the Nominating Committee’s sole right to determine the slate, subject to Board approval, and the fact that the slate must be voted on in its entirety without the opportunity for nominations from the floor or write-ins. *See id.*

95. At the September 28, 2019, Annual Membership Meeting, the Board also refused to permit Members from moving to amend the bylaws. Pursuant to N-PCL 602(b), at the election of directors, members are entitled to vote to adopt, amend or repeal bylaws. The Board’s refusal to allow Members to move to amend the bylaws violated N-PCL 602(b).

**AS AND FOR A FIRST, SEPARATE AND  
COMPLETE CAUSE OF ACTION, PLAINTIFFS  
ALLEGE AS FOLLOWS:**

96. Plaintiffs repeat and reallege all the foregoing paragraphs of this Complaint as if fully set forth herein.

97. Even if the amendments to the RAA’s bylaws changing the minimum number of Trustees required to five and delegating to the Board the power to fill vacancies occurring in the Board subsequent to the last meeting of Members are adopted, the bylaws of the RAA will still violate its Charter, the Education Law and the N-PCL in that:

- Article III, § 2, stating that Members can only call a special meeting upon the written request of 10% of the RAA's membership, was designed to prevent Members from exercising their right to call special meetings by making it virtually impossible for them to do so (the prior requirement was a written request from 100 RAA members);
- Article III, § 4, purporting to define a quorum as 100 Members, violates N-PCL § 608 in that it was not approved in accordance with subdivision (c) thereof "at a special meeting of members at which the quorum requirements applicable to the corporation immediately prior to the effective date" of the N-PCL or by the Supreme Court through intervention sought in accordance with subdivision (e).
- Article III, §1 and Article VI, §2, limiting the Members' right to vote for Trustees to just the slate selected by the Nominating Committee and the Board, thereby giving the Board the sole power to elect Trustees, violates the RAA Charter in that it divests the Members of their right under the RAA's Charter to elect the RAA's Trustees.
- Article V, § (1)(c) gives the Executive Committee the sole power to elect Officers and fill Officer vacancies arising between Annual Meetings, in violation of N-PCL § 712(a)(2), which prohibits such power from being delegated to a committee.

- Article XI, § 1, to the extent it purports to give the Board the sole power to adopt, amend, or repeal the RAA's bylaws, violates N-PCL § 602, which gives Members the right to do so as well, and gives Members the power to limit the Board's ability to exercise this right.

### **PRAYER FOR RELIEF**

WHEREFORE, Plaintiffs respectfully request that this Court:

- Enter a judgment declaring Article III, §§1, 2, 4; Article IV, §, 3; Article V, § (1)(c), Article VI, §2; and Article XI, § 1 of the RAA's bylaws null and void insofar as they violate the RAA's Charter, the N-PCL, and the Education Law;
- Permanently enjoin Defendant, its agents, and others working under or pursuant to its direction and control from implementing any provision of the bylaws which violates the RAA's Charter, the N-PCL, or the Education Law;
- Issue an order directing that within 14 days thereof, the corporation's bylaws be amended to conform to its Charter and the N-PCL by:
  - (a) Deleting Article III, § 1 ("Annual Meeting of Members") insofar as it only gives Members the right to vote on the slate of candidates selected by the Nominating Committee, and (b) amending it to ensure that Members are given the opportunity to meaningfully exercise their right to elect Trustees and Officers in accordance with the RAA's Charter;
  - Amending Article III, § 2 ("Special Meetings of Members") to provide, *inter alia*, that the Secretary shall call a special meeting of Members upon written request of the President, a majority of Trustees, or 100 Members;
  - Amending Article IV, § 1 to provide that the Board shall be composed of not less than five (5) Trustees;
  - Amending Article IV, § 3 ("Vacancy") to delegate the ability to fill vacant Trustee positions arising between Annual Meetings of Members to the Board, rather than to the Executive Committee;
  - Amending Article V, § 1(c) to delegate the ability to fill vacant Officer positions arising between Annual Meetings of Members to the Board, rather than to the Executive Committee;

- Amending Article VI, § 2, to ensure that:
  - For each position to be filled, Members may submit names to Nominating Committee for consideration in selecting its slate of candidates;
  - The proposed slate selected by the Nominating Committee and approved by the Board will list one or more candidates for each position to be filled and be available for a reasonably sufficient time for Members review it prior to the Annual Meeting;
  - In addition to the slate approved by the Board, any Member may be nominated for any position to be filled upon: (a) the written petition of a reasonable number of members not to exceed ten (10) or (b) a nomination made from the floor at the Annual Meeting of Members. The ballot shall list each Trustee or officer position to be filled and list the name(s) of any such person(s) so nominated;
  - The election shall be conducted for each position separately, rather than for the 'slate' as a whole, and each candidate shall be elected based on a plurality of the votes from the Members present. To the extent that a position remains unfilled, the Trustee(s) then in office shall remain in office until their successor(s) are duly elected at a special meeting of Members called in accordance with New York State Not-For-Profit Corporation Law § 604.
- (a) Deleting Article XI, § 1 insofar as it purports to give the Board the sole power to adopt, amend, or repeal the RAA's bylaws, and (b) amending Article XI, § 1 to ensure that:
  - Any proposed amendments to the bylaws may be made at a meeting of the Board by approval of two-thirds of the Board, provided that: (a) such proposals are made at least forty-five (45) days before an Annual or Special Meeting of the Members, and (b) any such proposed amendment(s) shall go into effect only after approval by a majority vote of Members in attendance at such meeting and only if written notice of the amendment(s) was provided to Members at least thirty (30) days prior to that Annual or special meeting;
  - Proposed amendments to these Bylaws may be initiated by the written petition of a reasonable number of Members not to exceed twenty (25) provided that: (a) such petition is made at least thirty (30) days before an Annual or special meeting of the Members and (b) any such proposed amendment(s) shall go into effect only after approval by a majority vote of Members in attendance at such meeting. The Secretary shall provide notice to Members of any proposed amendment at least twenty (20) days

prior to such Annual or special meeting;

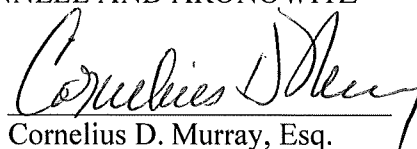
- Enjoin the Defendant from holding any further election of Trustees or Officers until such time as the bylaws are so amended, approved, adopted and implemented;
- Repeal all Board actions since December 1, 2018;
- (a) Issue an order directing that within 14 days thereof, the Board call a special meeting of Members for the purpose of allowing Members to approve an amendment to the bylaws, pursuant to N-PCL § 608(b)-(c), that defines a quorum at any Annual Meeting or special meeting of the Association as one-hundred Members; and (b) direct that the Board, if and when Members approve of such amendment, revise the bylaws accordingly; and
- Award such other further and different relief as it deems warranted, including, but not limited to, legal fees to Plaintiffs and/or their counsel, along with the costs and disbursements associated with this action.

DATED: October \_\_\_\_, 2019

Yours, etc.

O'CONNELL AND ARONOWITZ

By:



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Attorneys for Petitioners  
Office and P.O. Address  
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Albany NY 12207-2501  
(518) 462-5601

STATE OF CONNECTICUT)

) ss.: *Greenwich*  
COUNTY OF FAIRFIELD )

JOHN A. KROB, being duly sworn, deposes and says that I am one of the Plaintiffs in this action, and that I have read the foregoing Amended and Supplemental Complaint and that the same is true, except as to matters therein stated to be upon information and belief, and such belief is founded on my review of the correspondence and exchanges between the parties herein and my review of the bylaws and the minutes of meetings of the Defendant.

  
John A. Krob

Sworn to before me this  
21 day of *October*, 2019.

  
Notary Public, State of Connecticut

BEATA JANKOWSKI  
NOTARY PUBLIC OF CONNECTICUT  
MY COMMISSION EXPIRES 06/30/2020

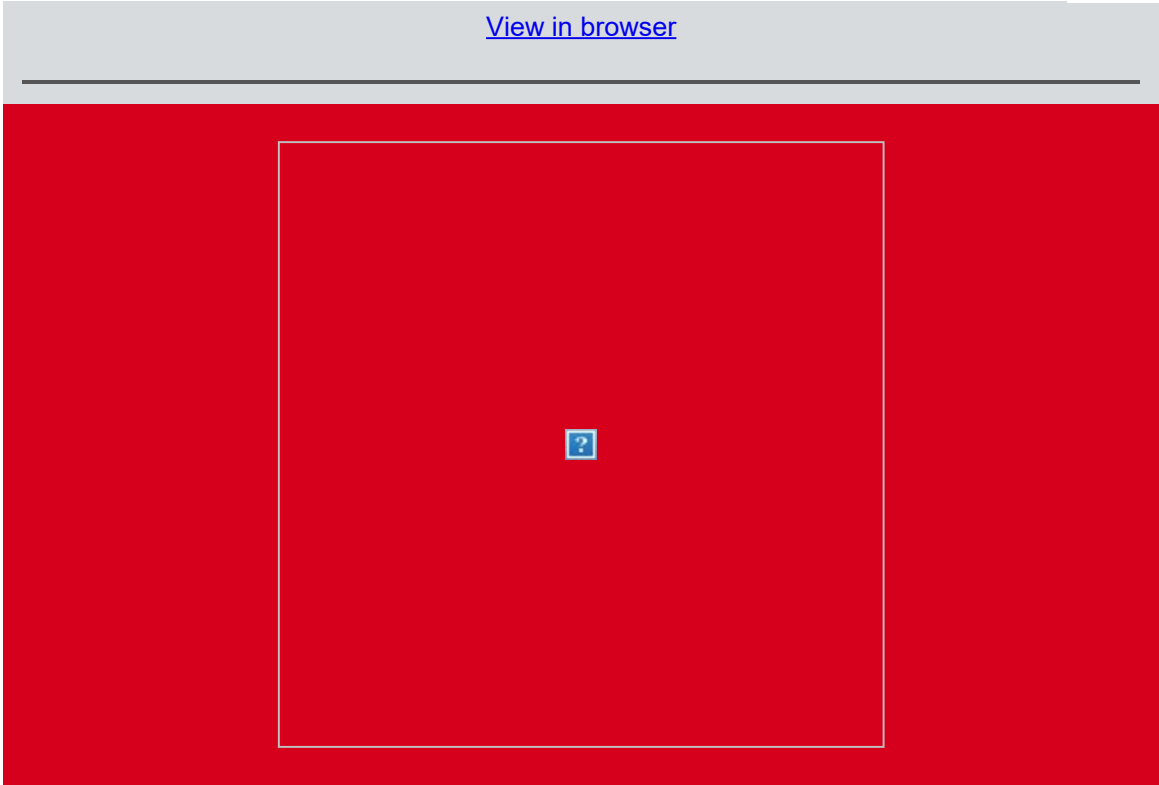
# **Exhibit A**

**From:** [John Krob](#)  
**To:** [Cornelius D. Murray, Esq.;](#) [Karen M. Valle, Esq.](#)  
**Cc:** [Bill Criss](#)  
**Subject:** Letter from Rensselaer Alumni Association President Matt Siegel '85  
**Date:** Wednesday, October 2, 2019 10:31:13 AM

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[View in browser](#)



Dear Alumni and Alumnae,



This last weekend, my term as President of the Rensselaer Alumni Association officially began. If someone told me years ago, when I was still a student, that I would someday be asked to fill this position, I would have thought they were crazy. Now, many of my lifelong friends from RPI are asking me if I am crazy to take this on.

When I was originally asked if I was interested in this position, the first thing that came to mind was how much of an honor and privilege it was to be asked. In the RAA's 150 year history, the list of past-presidents include some very prominent names who have earned the respect of many across the decades. Then, some questions came to mind. I needed to be able to answer them before I could respond:

*Matt Siegel '85*  
*RAA President*

1. What would I bring to this position that others would not?
2. How would I be able to make a difference for RPI and our alumni community?
3. And as a realist, would my wife Lori (who I love very much and is my best friend) be on board with **us** making the required commitment?

I was able to answer the first question with relative certainty. As a professional and



leader in the field of Alumni Affairs and Development at an Ivy League institution, I was in a unique position to bring very valuable knowledge and experience to the role.

The answer to the second question was not as simple. It led to more questions. How would I define making a difference? What would my vision be for a successful RAA?

I began to do a quick SWOT analysis and came up with the following:

*Strength:* Our alumni are some of the most innovative and intelligent people in the entire world. As a whole, we are inquisitive, analytical, detail oriented and trained to always look at things through a lens of making them better.

*Weakness:* For whatever the reasons, in its long and storied history, our alumni have yet to truly come together in the same way that alumni at peer and aspirant peer institutions have. While the level of engagement by alumni has shown good potential at different times in our history, we have yet to fully tap into the great resource that a strong alumni community can provide for the school, its students and its alumni. If you think about it, there are very few, if any, great universities without great alumni engagement and support.

*Opportunity:* The above weakness immediately led me to our greatest opportunity as alumni. What if we could begin to build an alumni community that would rival all others? I knew that would be dreaming big, but based on our stated strengths above, why shouldn't that be us?

*Threats:* In this area I always remind myself and others that it is important to focus on the things that we can control in order for us to be successful. Dating back as far as the 1950's and possibly beyond, many of our alumni have had conflicting feelings about their time at RPI. I believe this can be attributed to the culture behind hearing the infamous, "Look to your right and look to your left, one of you will not likely be here for graduation." For decades, students were essentially being "weeded out" rather than being "weaved in" to the RPI community. RPI was not a "warm and fuzzy" place in those years. But so many of us still share how great the education we received at RPI was, and how influential it has been in our successes.

As for the last question, that was answered quickly by my wife. She knows very well how much my experience at RPI has meant to me. So, I accepted the nomination.

I share all of this with you for the following reason: I have observed that some alumni have already made judgements and assumptions about who I am and what I believe in. That can also be said about other RAA Board members. I know I can't begin to earn your trust and respect in this position if you don't know anything about me. So all of this background is my effort to have you know the facts about me from the start.

At the Annual Meeting, there were things said about trusting the inspector of the election results. Since I was the inspector, I hope that this background is helpful as I begin to communicate with you as the RAA President.

With that said, as the assigned inspector of the vote taken at our RAA Annual Meeting, I am now sharing with you the final results of the election that took place on Saturday.

The vote on approving the proposed slate of officers resulted as follows:

298 – No  
84 – Yes  
3 – Abstain

The vote on endorsing the Resolutions of the RAA Board since the last Annual Meeting resulted in the following:

295 – No  
72 – Yes  
18 – Abstain

As expressed by Past President Kareem Muhammad '01, the vote concerning the endorsement of resolutions, is just that, an endorsement; it does not invalidate or otherwise nullify the actions taken by the RAA Board during the past year. It does, however, provide the RAA Board the ability to better understand the feelings of the membership who make the effort to attend the annual meetings whether in person or virtually.

There also seemed to be some misinformation that was shared leading up to, and throughout Reunion & Homecoming Weekend. I would like to take this opportunity to clear up some of that at this time. Regarding the lawsuit instituted by a few of our fellow alumni against the RAA, to dispel any misinformation, [click here to read the ruling](#) concerning the request of the court to prevent the election at the RAA Annual Meeting from occurring. The conclusion of the court was clear. The RAA election process is consistent and in line with our Charter, our Bylaws and applicable New York law.

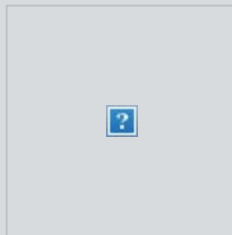
In addition, as we shared at the meeting, it is also clear that New York State Not-For-Profit Corporation Law dictates that “Special meetings of the members may be called by the board and by such person or persons as may be authorized by the certificate of incorporation or the by-laws. ***In any case, such meetings may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast*** at such meeting, who may, in writing, demand the call of a special meeting...”

There was also some confusion regarding what happens now based on the results of the election vote. Because I was elected President-Elect at the 2018 annual meeting, I begin my term as President and Kareem Muhammad '01 becomes Past-President. All other board positions remain the same until they are replaced. The RAA Board will now reconvene, discuss the election results and determine next steps to move forward. Look for more information to come soon.

Lastly, I would like to send my sincere thanks to two alumnae in particular. Both spoke at this weekend's meeting. Both came to the microphone with a tone and spirit of trying to provide feedback that will help us all be better. I am sincerely hopeful that all meetings we have in the future will be held with that same spirit in mind by all.

I look forward to serving and moving the organization forward. Let's Go Red!

Matt Siegel '85  
President  
Rensselaer Alumni Association



The Rensselaer Alumni Association

Heffner Alumni House

1301 Peoples Avenue

Troy, NY 12180-3500

[raa@rpi.edu](mailto:raa@rpi.edu)

[Unsubscribe](#) to be removed from this group's mailing list.

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[kenneth@kradamo.com](mailto:kenneth@kradamo.com)

# **Exhibit B**

The  
University of the  
Education  
  
State of New York  
Department

Absolute Charter of  
Rensselaer Alumni Association

This instrument witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York has granted this absolute charter

1. Incorporating Isadore M. Arman, Augustus Miller, Herbert W. Saeckle, Meredith St. Thompson and Paul St. Conway, and their associates and successors as an educational corporation under the corporate name of Rensselaer Alumni Association, to be located in the city of Troy, county of Rensselaer and State of New York.

2. The purpose for which such corporation is to be formed is the promotion of the interest of Rensselaer Polytechnic Institute.

3. The persons named as incorporators shall constitute the first board of trustees, their successors to be elected by the membership of Rensselaer Alumni Association for terms fixed in accordance with the bylaws of this corporation. Vacancies due to causes other than expiration of term shall be likewise filled for the balance of the unexpired term. The board shall have power to adopt bylaws, including therein provisions fixing the term of office of trustees, and shall have power also by vote of two-thirds of all the members of the board of trustees, to change the number of trustees, to be not more than 25 nor less than 5.

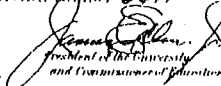
4. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual and no officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

5. The principal office of the corporation is to be located in the city of Troy, county of Rensselaer and State of New York.

6. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

Granted February 27, 1864, by the Board of Regents  
for and on behalf of the State Education Department,  
executed under the seal of said Department  
and recorded therein. Register 5571

  
Edgar M. Cooper  
Chancellor

  
James E. Allen,  
President of the University  
and Commissioner of Education

000722

The University of the State of New York  
Education Department

RENSELAER ALUMNI ASSOCIATION

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of February 3, 1999,

An application having been made by and on behalf of the trustees of the Rensselaer Alumni Association, for an amendment of its charter, it was

Voted, that the absolute charter in the first instance of the Rensselaer Alumni Association, located in the city of Troy, county of Rensselaer, state of New York, which was granted by action of the Board of Regents on February 27, 1964 be, and the same hereby is, amended to increase the maximum authorized number of trustees from twenty-five to forty.



Granted, February 3, 1999, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,660.

*[Signature]*  
Chancellor

*[Signature]*  
President of the University and  
Commissioner of Education

# **Exhibit C**

# The Rensselaer Alumni Association (RAA) Bylaws

## Article I - GENERAL

**Section 1. Name** - The name of this organization is the Rensselaer Alumni Association ("Association").

**Section 2. Principal Office** - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

**Section 3. Purpose** - The Association shall:

1. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
3. Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
4. Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
5. Develop, institute, and maintain policies, services, and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

## Article II - MEMBERSHIP

**Section 1. Alumni/ae Members** - The following shall automatically become Alumni/ae Members:

1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a Member of the Association.

**Section 2. Honorary Members** - Friends who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

1. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).
2. The slate will be voted on at the Annual Meeting using the election process outlined in Article VI - Section 2.
3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

**Section 3. Rights and Responsibilities** - Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

**Section 4. Disassociation** - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

## Article III - MEETINGS

**Section 1. Annual Meeting of Members** - Annual Meeting of Members ("Annual Meetings")- The Annual Meeting shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Annual Meeting will occur in coordination with the first meeting of the Association Board of each Fiscal Year, unless otherwise specified and notified by the President. The purpose of the Annual Meeting is to provide updates on the business of the Association in the previous year, to report on the strategy and forward-looking focus areas of the Association,



and to vote on the slate of candidates as described in Article VI, Section 2.

**Section 2. Special Meetings of Members** - Special Meetings of Members (“Special Meeting(s)”) - Special Meetings may be held at a time and place fixed by the Board. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Secretary shall call such a Special Meeting upon written request of the President, or a majority of the Trustees, or ten percent (10%) of Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

**Section 3. Meeting Notices** - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings. Notification shall be made on the Association website, hosted at [alumni.rpi.edu](http://alumni.rpi.edu); and/or in *Rensselaer* - the Alumni Magazine of Rensselaer Polytechnic Institute; and/or via email to members of the current Association email distribution list.

**Section 4. Quorum** - One hundred (100) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

**Section 5. Agenda** - The order of business of each meeting shall be set by the President with the advice of the Officers.

**Section 6. Presiding Officer** - The presiding officer at a meeting shall be the ranking officer present.

**Section 7. Voting** - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy. Any voting action taken at a meeting may be taken verbally unless a written vote is necessary, and electronic voting (i.e., authenticated web form) from virtual participants will be acceptable.

#### **Article IV - BOARD OF TRUSTEES**

**Section 1. Composition** - The Board shall be composed of not less than five (5) and not more than thirty-six (36) voting Trustees, as follows:

1. **Trustee Officers** [elected] (maximum of twelve (12)).
2. **Trustee Officer Designates** (maximum of three (3))
3. **Trustees-at-Large** [elected] (maximum of seventeen (17)).
4. **Grand Marshal** [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
5. **Graduate Council President** [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
6. **Faculty Council Chair** [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
7. **Red and White Student President** [ex-officio].

**Section 2. Terms of Office** - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three (3) year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 3. Vacancy** - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from three (3) consecutive meetings may be removed from office by the Board without Member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected Trustee positions shall be filled by a majority vote of the Board. An individual so elected shall serve until the next Annual Meeting, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

**Section 4. Powers and Responsibilities** - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association may only be exercised by, or under the authority of the Board.

1. The Board shall review all actions taken or recommended by the Executive Committee of the Board.
2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
3. At the Annual Meeting, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting. These resolutions shall be presented to the membership for its endorsement.
4. Annual dues for Members of the Association may be fixed by the Board.
5. The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board.

**Section 5. Meetings** - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting. The President may call meetings, and must call a meeting upon written petition of a majority of the Trustees. A minimum of 48 hours' notice to all members of the Board is required to call a meeting, and the notice shall identify the topics to be considered at such meeting. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

**Section 6. Quorum** - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

**Section 7. Emeritus Status** - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who has given long service on the Board.

**Section 8. Board Year** - At the end of each Annual Meeting, the new "Board Year" officially begins. The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

## Article V - OFFICERS

**Section 1. Officers** - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President, and Executive Director.

- a. **Terms of Office** - Officers, other than the President, President Elect, Past President, Institute Trustee Designate, Emeritus Vice President and Executive Director, shall be elected at the Annual Meeting to serve a one (1) year term, and shall be eligible to serve a maximum of five (5) consecutive terms. In even-numbered years, a President Elect shall be elected to serve a one (1) year term, and upon completion of this term shall automatically assume the office of President for a two (2) year term and the office of Past President for a subsequent one (1) year term.
- b. **Ranking** - Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
- c. **Vacancy** - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to the office of President. In the absence of a President Elect, the Executive Committee shall elect an acting President to serve until the next election.
- d. **Powers and Responsibilities** - Officers are responsible to the Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.

**Section 2. President** - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

**Section 3. President Elect** - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

**Section 4. Vice Presidents** - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

**Section 5. Past President** - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

**Section 6. Secretary** - The Secretary shall issue notices of all meetings, shall keep accurate minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine and other appropriate media platforms of the

necessary promotional literature for the conduct of the Association's business, and shall perform all other duties assigned by the President or Board.

**Section 7. Treasurer** - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the Annual Meeting a current statement of the financial affairs of the Association, and shall perform all other duties as assigned by the President or Board.

**Section 8. Executive Director** - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

**Section 9. Institute Trustee Designate** - One member of the Institute Board will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

## Article VI - COMMITTEES

**Section 1. Executive Committee** - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long range plan and the annual budget approved by the Board. Actions of the Executive Committee require a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

**Section 2. Nominating Committee** - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

1. The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
2. The Nominating Committee shall ensure that all Association Members have adequate opportunity to submit nominations for consideration by the Nominating Committee. The Nominating Committee shall ensure that the request for nominations is clearly announced and widely distributed. Nominations should be open for at least thirty (30) days. Nominations may be submitted by Members, staff of Rensselaer or friends of Rensselaer. Alumni may self-nominate. The request for nominations should include the requirements and qualifications for Board membership and the deadline for submission (at least ninety (90) days prior to Annual Meeting.)
3. The Nominating Committee will present to the Board a proposed 'Slate' listing the candidates for each position to be filled for their approval. The approved Slate as approved by the Board must be available for review at the request of a Member at least thirty (30) days in advance of the Annual Meeting.
4. Any Member who is not selected for the 'Slate' can be nominated in subsequent years.
5. The nominations process shall be confidential.
6. No nominations from the floor or write-ins will be accepted at the Annual Meeting. This affords an adequate opportunity for the Nominating Committee to review potential nominations against the established requirements.
7. The Slate will be voted on at the Annual Meeting as a single motion to approve the entire list of candidates.
8. The President will vote as a Member of the Association, not as a tiebreaker.
9. The vote on the Slate must be approved by a simple majority of those present as described in Article III above. To the extent the Slate does not pass, the Trustees then in office shall remain in office until their successor(s) are duly elected and qualified until a Special Meeting of the Members may be called in accordance with the Not-For-Profit Corporation Law.

**Section 3. Awards Committee** - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

**Section 4. Ad Hoc Committees** - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be until the next Annual Meeting.

## Article VII - AFFILIATE ORGANIZATIONS

### Section 1. Affiliates

1. **Class Affiliates** - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its quinquennial and special reunions, and otherwise represent the interests of its Members. Class Officers shall be elected for five year terms at its quinquennial reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.
2. **Geographic Affiliates** - Geographic Affiliates - Local groups organized by the Association shall be known as the "{Geographic Area} Chapter - Rensselaer Alumni Association." Such designation requires approval of the Board.
3. **Other Affiliates** - Other affiliate organizations are permissible subject to designation by the Board.

**Section 2. Criteria for Designation** - To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.

1. These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

**Section 3. Charter** - The Association will recognize affiliate organizations by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

**Section 4. Policies and Procedures** - Policies and Procedures - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

**Section 5. Dues** - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

## Article VIII - INCLUSION

The association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin, disability, marital status or sexual orientation, in any of its activities or operations. The association is committed to providing an inclusive and welcoming environment.

## Article IX - CONFLICTS OF INTEREST

The Secretary will ensure that each Trustee shall annually sign a statement that affirms that the Trustee has received a copy of the Association Conflict of Interest policy, read and understands the policy, and agreed to comply with the policy.

## Article X - PARLIAMENTARY AUTHORITY

**Section 1. Authority** - The rules contained in Robert's Rules of Order - in its most recent revised edition - shall govern all meetings of the Board, Association and its affiliate organizations except to the extent inconsistent with the Not-For-Profit Corporation Law or with these Bylaws.

## Article XI - AMENDMENTS

**Section 1. Process** - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board provided that thirty (30) days' notice of such amendments has been given to each Trustee. Further modifications may be made to the amendments at such meeting. Any amendment to the Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

## Article XII INDEMNIFICATION

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each

of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

*These are the RAA Bylaws as Approved March 7, 1998, Amended March 12, 2001, Amended January 26, 2019, Amended June 22, 2019 and Amended September 27, 2019.*

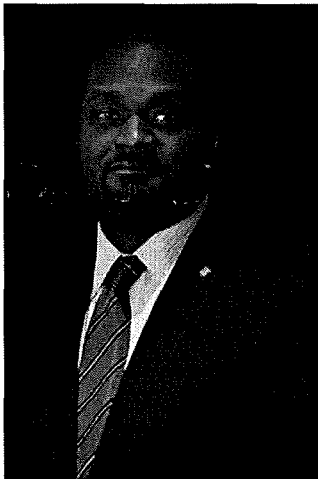
For questions about the RAA, contact [raa@rpi.edu](mailto:raa@rpi.edu)

# **Exhibit D**

Forward this email to a friend 



Dear Fellow RPI Alumni/ae,



Thank you to those of you who joined us from near and far Monday morning for the Special Meeting of the Rensselaer Alumni Association (RAA). For those of you who were unable to be with us in person or via livestream, the video is now posted here.

We would like to thank all of the alumni and administration leaders for coming together and sharing their thoughts and insights around the state of the Institute. There were a few common themes throughout:

Shared passion for RPI; both alumni and the administration are dedicated to improving the Institute's

overall standing

2. Interest in increased flow of data and communication between RPI and its alumni
3. The need for increased alumni engagement and participation in alumni giving

With regard to data and communications, the RAA is committed to the ease and increased access to information, as appropriate. In addition, we are working to develop our website and social media accounts to increase awareness around our initiatives and ways for alumni to get involved.

Our biggest takeaway is that we all need to work together and channel our efforts to create an even more successful Rensselaer community. To make that happen, we will need to coordinate our efforts to build a stronger RPI and provide support for our students, faculty, academic programs and capital projects. There are no great institutions of higher education that do not have great alumni support. As was pointed out at the special meeting, if we want RPI to compete with both peer and aspiring peer institutions in endowment, faculty, student body and rankings like US News, it will require great alumni participation and giving to make that happen. In parallel, we understand that there are items that need to be fixed and we will do our part to initiate solutions.

The RAA board will be meeting to discuss the above themes with regards to next steps. We have compiled the list of questions that we were unable to get to on the

Sli.do - see the answers to the RAA questions below and we will be sharing the rest with the administration. We look forward to hearing more from you over the coming weeks, working together to develop solutions, and creating the Rensselaer of the future.

Best regards,

Kareem I. Muhammad '01  
President, Rensselaer Alumni Association

**About the RAA Board:** The RAA Board is the governing body of the RAA which was founded in 1869. This Board works with our passionate alumni and alumnae to bring alumni programming to life. In 2012, the RAA established an Endowment Fund to support the programs and priorities of the Rensselaer Alumni Association. With this, we created three Emerging Leader Awards for students, faculty awards, a need-based student scholarship fund, career programming, alumni chapters, and support for student programming. Our passion for RPI is unwavering and we are absolutely dedicated to improving its overall standing. We are always looking for additional volunteers to be part of our committees to help further our mission and vision.

#### **RAA specific Sli.do Questions**

1. Will we see follow-up information of both this meeting & subsequent RAA meetings?
  - Yes, all RAA board meeting minutes from the past 5 years will be uploaded to the RAA website along with the minutes from the Special Meeting.
2. Can anyone share the location of the announcement for this meeting on the RAA website?
  - This meeting was sent out via email to the alumni email distribution list maintained by the Office of Alumni relations as well as posted on <http://alumni.rpi.edu> under events. Note: Events expire after the date of the event.
3. What concrete next steps can be taken to find ways for all sides work together to help RPI, RR, & the RAA move forward?
  - From the RAA perspective, we plan to investigate options of a task force to move forward with next steps and working together plans with the administration and alumni.
4. Are the contributions to the RAA Scholarship fund completely under the control of the RAA or are they considered donations to the Transformative campaign?
  - In 2016, the RAA created the RAA Scholarship Fund established by an initial \$250,000 combined gift from the RAA Investment Fund and the



generosity of many individual alumni. The need-based scholarship is used to support one student for their four years at RPI. Like all other scholarships at RPI, the selection of the scholarship recipient is administered by the financial aid office. All additional gifts made to this scholarship fund count toward overall alumni giving totals, participation rates and the campaign.

5. Will the alumni be given the opportunity to provide input to the RAA board as they consider the RR resolution adopted at the Special Meeting?
  - All alumni are welcome to send thoughts & feedback at any time to the RAA board via [RensselaerAlumniAssociation@gmail.com](mailto:RensselaerAlumniAssociation@gmail.com)
  
6. What is the total number of Rensselaer alumni/ae?
  - ~100,000 alumni worldwide

**Rensselaer Polytechnic Institute**

Office of Alumni Relations  
Heffner Alumni House  
1301 Peoples Avenue  
Troy, NY 12180-3500  
(518) 276-6205  
[alumni@rpi.edu](mailto:alumni@rpi.edu)

Click [here](#) to update your email address  
If you wish to be removed from this group's mailing list, [click here](#)

# **Exhibit E**

## **Rensselaer Alumni Association (RAA) Long-Range Strategic Plan 2017–2024**

**Vision:** To serve and represent our alumni/ae community and the Institute through enriching alumni/ae, promoting lifelong connections, and pursuing the mutually beneficial aspirations of our alumni/ae and the Rensselaer Community.

**Mission:** To connect and grow our alumni/ae community while investing in the Rensselaer of tomorrow.

### **Executive Summary**

The RAA recommits itself to invest in, connect with, and grow the alumni/ae community for the benefit of Rensselaer and to strengthen alumni/ae interaction with each other and their alma mater. The RAA, as the representative body of all Rensselaer alumni/ae, must continue to do all possible to encourage the engagement of the single-largest group of stakeholders to the university – the alumni and alumnae.

A new long-range strategic plan is needed that builds on recent accomplishments, enabling the RAA to advance the interests of the Institute and best serve the interests of our constituents as Rensselaer approaches the bicentennial in 2024. In addition, the plan must continue to serve as a template against which initiatives undertaken by the RAA can be evaluated to ensure that they will help move the RAA toward realization of its Vision. The RAA will continue to be flexible to environmental factors and make data supported decisions as necessary.

Our focus areas over the next seven years will be:

1. Ensure RAA and The Rensselaer Plan 2024 Alignment
2. Advocate the RAA Mission
3. Execute and Sustain Three Priorities
  - a. Invest
  - b. Connect
  - c. Grow

To accomplish the Vision with these focus areas, we will implement Strategic Action Plans on an annual basis.

### **Summary of the Last Five Years**

The RAA accomplished the following during the 2012-2017 Long-Range Strategic Plan Period:

- Became a more capable, accountable organization with a demonstrated track record of delivering on its commitments including the development of a stronger alumni/ae network.

- Developed an integrated and successful alumni/ae career services effort focused on expanding the interaction of alumni/ae and students to promote career and professional development.
- Initiated two successful campaigns focused on growing philanthropy, maintaining 100% participation in giving, and establishing two endowed funds to support current and future alumni/ae.
- Fully integrated planning process continues with the Institute.

Concurrently during this period, activities by Rensselaer helped shape the focus of the RAA:

- Rensselaer developed The Rensselaer Plan 2024 that sets the strategic mission establishing a set of Institute-wide high priorities and visions for Rensselaer at the bicentennial and beyond.
- Rensselaer is now moving forward on the next comprehensive campaign focused on expanding student scholarships and growing the tenured track faculty to 500.

### **Strategic Plan Goals and Objectives -**

Over the next seven years, the RAA will concentrate its focus on the following:

#### **I. Ensure RAA and The Rensselaer Plan 2024 Alignment**

The RAA was established with the following purposes in mind, which are wholly congruent with the objectives of The Rensselaer Plan 2024.

- Promote the interest, welfare and educational aims of Rensselaer alumni/ae;
- Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
- Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among those groups;
- Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening relationships; and
- Develop, institute and maintain policies, services and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of the Institute.

#### **II. Advocate the RAA Mission**

The RAA serves and represents alumni/ae and the Institute, by engaging and empowering all alumni/ae as active and effective partners in the Rensselaer community; and by promoting the lifelong, mutually beneficial pursuit of the aspirations shared by Rensselaer and its alumni/ae.

The RAA serves a two-pronged advocacy role: The RAA is the voice for a diverse and sophisticated alumni/ae population and the RAA communicates the needs of the Institute to its alumni/ae. In both instances, the RAA has a common objective with other members of the Rensselaer community - - - to

enhance the programs and reputation of the Institute.

The RAA serves as a liaison between the alumni/ae and the larger Rensselaer community. The RAA must understand the varied views and interests of alumni/ae and communicate, and where appropriate advocate, those views and interests to other members of the Rensselaer community.

### **III. Execute and Sustain Three Priorities**

To effectively execute the Vision and Mission of the RAA, the RAA will devote significant time and energy on three strategic thrusts over the plan period: Invest, Connect, Grow.

#### **Invest**

The RAA will invest in the future of our students, alumni/ae, and the Institute through new and continued efforts around financial astuteness, scholarships, and our endowment fund.

- Bring Rensselaer into a best-in-class level of engagement, giving, and philanthropy to support our students and our alumni/ae.
- Increase income and endowment levels to enable the RAA to provide increased financial support to students and alumni/ae programs over the plan period.
- Assist the Institute in growing the alumni/ae giving participation rate.

#### **Connect**

The RAA will connect our alumni/ae to one another and to the Institute and will enable the development of lifelong connections through our chapters, RAA initiatives, and affinity groups.

- Focus on alumni/ae community connections:
  - Ensure continued engagement and support with regional and international chapters.
  - Expand efforts with student / alumni/ae connections and the transition of students to alumni/ae.
  - Assure the needs of the full spectrum of alumni/ae are being addressed, and in so doing, create new or revised programs that will secure alumni/ae sustained involvement as “dedicated advocates for Rensselaer.”
- Expand database capabilities - focus on validating, updating, and maintaining improved data that allows us to have accurate geographic statistics that could aid with event planning at the chapter and national level for tailoring RAA activities and services as appropriate.
- Clarify the role of sub-organizations working for alumni/ae and affiliation objectives like Rensselaer Alumni Network (RAN) or affinity groups (i.e. Greeks, Athletics).
- Strengthen communication role between alumni/ae and the Institute.

#### **Grow**

The RAA will grow the sense of pride in our alma mater while strengthening our alumni/ae services and

programming to improve brand recognition, governance, and value proposition.

- Expand and enhance programs, services, and benefits which lead to increased engagement with all alumni/ae.
- Collaborate with the Institute on expanding specific initiatives aimed at improving the Rensselaer brand and the value to our alumni/ae, students, and the broader Rensselaer community

**Plan Implementation: Annual Strategic Action Plans**

To realize our Vision within the defined period, the RAA Board will approve an Action Plan each June in support of the Vision for the coming year. This annual Action Plan will include specific objectives focused on components of the Vision selected for emphasis in the coming year.

Each year's Plan will appropriately advance the selected components of the Vision in a manner that best ensures the Vision is met by the year 2024. Metrics to measure performance to Plan are required for each of the specific objectives undertaken each year.

Performance to Plan will be evaluated by the RAA Executive Board prior to the last board meeting of the fiscal year meeting. The results will be reported to the Board during the last meeting of the fiscal year and considered by the Board as it establishes the annual RAA Action Plan objectives for the following fiscal year.

An important objective of this process is to establish and maintain an RAA that works closely with the Office of Alumni Relations, Institute Advancement, Rensselaer Community, and the alumni/ae as a whole.

The first Action Plan for 2017/2018 in support of the Vision will be drafted by September 2017 for consideration as part of the Institute's Fiscal Year 2018/19 budget. Subsequent Annual Action Plans will be submitted each September until 2023.

# **Exhibit F**

# Renew Rensselaer

ABOUT US

OUR  
PURPOSE

THE  
UNTOLD  
STORY

PLATFORM

CALL TO  
ACTION

ARCHIVE

## About Us

The Renew Rensselaer team is comprised of alumni from all generations. Some have seen their careers come to a successful conclusion, others are in their early and middle stages; All are grateful to have the solid foundation of an RPI education, and share a deep concern about the Institute's future.

As individuals, we understand the difference between mediocrity and excellence. We see a great need for top-quality engineers, scientists, and leaders in other disciplines who challenge the status quo and invent new and more productive products and processes. Essentially, this is what we believe RPI is all about, why we care so much for it, and why it must be strengthened for the future.

## How we joined together

During the last seventeen years, we have heard and read about the changes taking place at RPI as embodied in *The*

### BILL CRISS '68, '69G

Bill earned both his B.S. in Aeronautical Engineering and his M.S. in Astro/Aeronautical Engineering from RPI. While a student, Bill served as President of the Union, was a member of Phalanx, and played varsity football and lacrosse. In 1967, he was selected as a student representative to the first "Goals for Rensselaer" strategic planning conclave. At graduation, Bill received the Houston Award as First Citizen of RPI.

Upon leaving Troy, Bill embarked on a twenty-six year career with the U.S. Air Force, building and flying spy satellites, during which he achieved the rank of Colonel. Since retiring from the Air Force, Bill has worked for a combined twenty-two years in technical consulting and research for Booz Allen Hamilton, Tesla Laboratories, and a non-profit government think tank.



*Rensselaer Plan*. Some changes have been for the better, such as needed investment in basic facilities, but with this plan has come high levels of financial risk, a shift in emphasis toward research and doctoral programs at the expense of core undergraduate programs, as well as an altered campus environment for faculty, students and staff—one in which poor communications and high levels of dissatisfaction are increasingly evident. Over the last few years, many of us have become increasingly concerned about the future of the Institute.

In March of 2016, students reached their highest level of discontent, as they protested to preserve the long-standing practice of a student-run and student-managed Union. In turn, this prompted a swift and staunch wave of support from alumni. We were among those alumni, although in several different groups at that time. Many of us signed petitions and wrote letters to the Board of Trustees to send a strong message that the pending change was unacceptable. During the following summer, as our personal networks began to overlap, we found each other and began to share our long-standing and deep concerns about many aspects of the situation at RPI. We quickly learned we shared a common belief that there were serious underlying problems at our alma mater, some of which were evidenced in RPI's financial metrics, others in the rankings of its engineering programs, and some of which were only obvious to alumni who were engaged with faculty, staff, and students.

We concluded it was time to conduct independent research and fact-finding that could provide us with a clearer picture of how RPI had declined in various, vital areas. Everything we read from official RPI publications was positive and

As an RPI alumnus, Bill was a key leader in rejuvenating the D.C. area alumni chapter, which won two consecutive RAA Best Chapter Awards. Bill is a Patroon of RPI and was the recipient of an RAA Award in 1970 as well as the Albert Fox Demers Medal in 2009.

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### TED MIRCZAK '66

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Ted earned his B.S. in Electrical Engineering from RPI. During his undergraduate years, Ted was elected President of his freshman and sophomore classes, served as president of Phalanx, and president of his fraternity, Pi Kappa Alpha, in addition to being a recipient of the White Key Award.

Following graduation, Ted worked at New York Telephone for twenty years in both Treasury and Facilities Management, during which time he earned an Executive MBA from Pace University and a CEP Certificate from Texas A&M University.

In 1990, Ted returned to RPI to become Director of Campus Planning and Facilities Design until his retirement in 2001. During his final year at RPI, Ted also served as Acting Vice President for Administration.

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### PETER VANDERZEE '70

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Peter earned his B.S. in Mechanical Engineering from RPI. While a student, he played on the Varsity Basketball Team,

upbeat, yet everything we heard “behind the scenes” was concerning and distressing. As we read, gathered data, and analyzed it, we uncovered issues of governance and leadership, academic reputation, financial condition, and student life, which have developed over many years and are indicative of a weakened institution.

Through this process, which took place over the past 21 months, we have been joined by many other alumni. Over time, our leadership team emerged, whose profiles appear on this page. We now feel the time is right to share our findings on these critical issues and seek—with your active involvement—to resolve them and allow RPI to regain its proper standing.

of which he was Captain for two years. Peter was recognized as one of the Outstanding College Athletes of America in 1970 and was inducted into Olympia, RPI's student-athlete honor society.

In 1972, Peter earned an M.S. in Industrial Engineering from Texas A&M University before embarking on a thirty-year-long career in industry during which he held positions in research, engineering, and executive management. Over the past 16 years, Peter has been a serial entrepreneur and is currently the President/CEO of LifeSpan Technologies, a company that emerged several years ago from the Georgia Tech incubator program.

## JOHN KROB '78

John earned his B.S. in Civil Engineering with a Management Minor from RPI. While a student, he was a member of the Alpha Epsilon Pi fraternity, holding several officer positions.

Following graduation, John worked as an engineer before entering Columbia University School of Business, earning an MBA with concentrations in Finance and Accounting in 1981. He then embarked on a twenty-eight-year career in commercial and investment banking and portfolio management. During that time, he earned a CPA Certificate from the University of Illinois, as well as Series 7 and Series 24 Securities licenses. John retired from Citigroup as a Managing Director in 2008.

Since then, John has been an active volunteer at RPI, having been invited several times as a guest speaker to discuss careers and job-hunting on Wall Street with students of the Lally School. Beginning in 2010, he has served as an alumni advisor for his fraternity chapter and on the board of the house corporation. John co-lead a five-hundred-thousand dollar renovation program for the chapter house, including assisting with fundraising. He is an active member of the Alumni Inter-Greek Council and visits Troy monthly.

## About Us

The Renew Rensselaer team is comprised of alumni. Several members have seen their careers come to a successful conclusion, others are in their early stages; most are working daily to create economic value in companies both large and small, or contributing their time to non-profit enterprises as board members and advisors. As a group, we remain grateful to have the solid foundation of an RPI education. It made all the difference.

[Read More](#)

## Website

[About Us](#)

[Our Purpose](#)

[The Untold Story](#)

[Platform](#)

[Call to Action](#)

[Archive](#)

## Contact Us

[info@renewrensselaer.org](mailto:info@renewrensselaer.org)

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# **Exhibit G**



## The Untold Story

Over the past several years, the Renew Rensselaer team has researched financial, academic, and student admissions data to understand why RPI's financial condition and academic program rankings have weakened over time. As we investigated, we discovered additional problems. Since we were able to access data as far back as the late '90s, we were provided with an opportunity to generate a "report card" on the Institute's progress under *The Rensselaer Plan* (originally approved on May 12, 2000) and the updated version released in December 2012: *The Rensselaer Plan 2024*.

Presented below—and in the accompanying spreadsheets, files, and web links—are what we consider to be the most important data, facts, and findings, in three sections: Finance, Academics, and Governance. In our opinion, they reveal a history as well as present condition that is inconsistent with what has been communicated to alumni by the Institute.

Since uncovering this "Untold Story," the Renew Rensselaer team has endeavored to engage the Board of Trustees in a serious dialogue to address our concerns, which arose from our findings. These topics included RPI's deteriorating financial condition, underperformance in research, declining academic rankings and, just as important, lack of financial transparency, low morale among faculty and staff, divisive confrontations with students, and questionable governance practices.

We presented our findings, analysis, and recommendations for improvements to the Board via multiple written documents and two lengthy face-to-face meetings with the Chairman and other Board members. We offered our services as fundraising volunteers for the Capital Campaign provided the Board expressed willingness to reform several aspects of RPI's governance practices; however, no support for our initiatives or recommendations was forthcoming.

Consequently, we have elected to reach out to RPI's base of nearly 100,000 alumni and relate this untold story. We debated the decision to disclose our data, facts, and findings in a public manner. In the end, we determined that it was in the long-term best interests of the Institute to do so, outweighing any potential short-term effects. Hopefully, by doing so we will gain strong alumni support for our platform of recommended changes to *Renew Rensselaer*.

Our bottom line is this: it's your decision how, when, and where you want your voice to be heard.

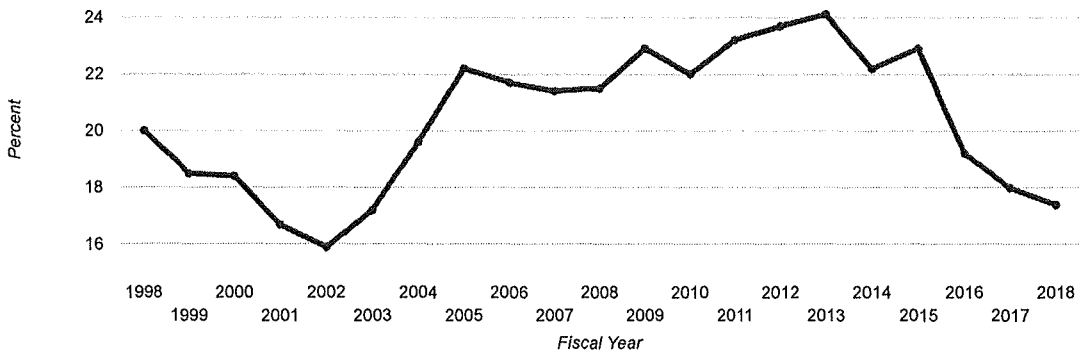
## Finance

### 1. RESEARCH EXPENDITURES AND REVENUES; CARNEGIE CLASSIFICATION LOWERED FROM R1 TO R2

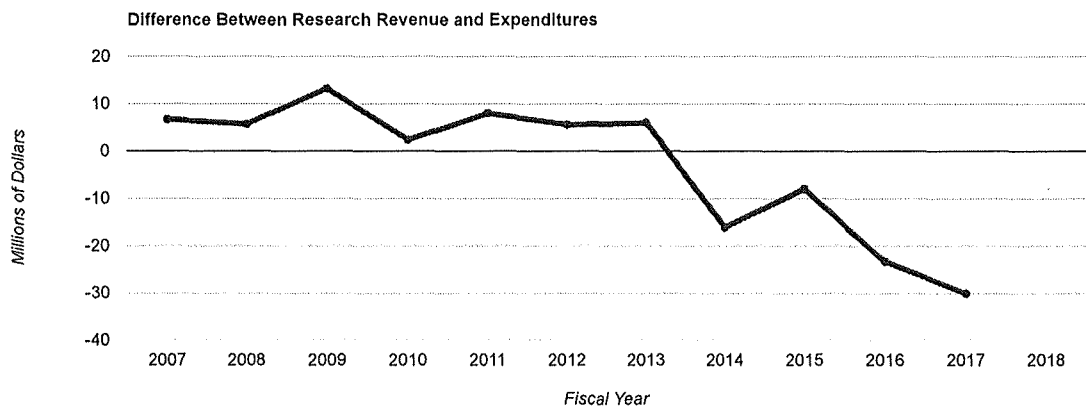
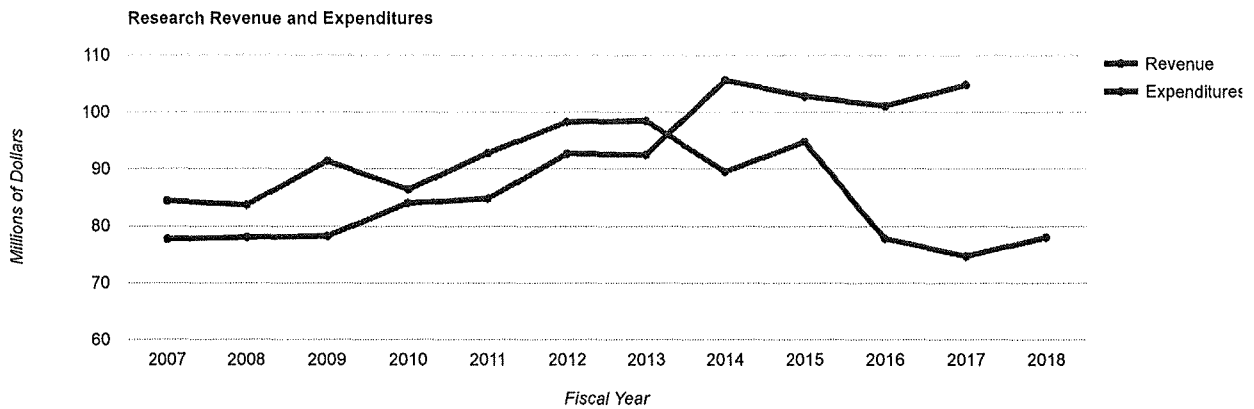
The primary strategy of both the original *Rensselaer Plan* and updated *Rensselaer Plan 2024* is to grow research activity and, presuming success, this should lead to the Institute gaining greater prestige, drawing higher quality students, improving its rankings, and attracting greater financial resources. In dollar terms, the declared goal of *The Rensselaer Plan* was to increase research expenditures to \$100 million within five years. *The Rensselaer Plan 2024* targets annual research expenditures of \$250 million.

According to RPI reports and Federal HERD data, research expenditures first reached the \$100 million level in fiscal year 2014, and have since plateaued near that level. After showing initial strong growth from \$48.5 million in 2000, research revenue peaked at \$98.5 million in 2013, before slowly declining to \$74.7 million in 2017, then rebounding slightly to \$78 million in 2018. Therefore, from fiscal year 2000 through fiscal year 2018, research revenue has grown at a compounded rate of only 2.7% (including inflation), from \$48.5 million to \$78 million. As a percentage of total revenue, research revenue in 2018 was lower than it was in 2000 (17.4% vs. 18.4%). The following chart displays research as a percentage of total revenue from fiscal year 1998 to 2018 (for data used in this section, see Historical Revenue, Balance Sheet, and Selected Data):





The most revealing data are RPI's annual research revenues, annual research expenditures, and the difference between them (see charts below). Federal funding for scientific research began to decline sharply during the 2012-2014 time period, in large part because of the expiration of *The American Recovery and Reinvestment Act of 2009* "stimulus plan" (ARRA) and the "Sequester Agreement" for limiting overall Federal spending (passed after the 2010 Congressional elections). Accordingly, these shifts in spending negatively impacted the dollar amount of new Federal research grants and contracts being awarded. In 2014, RPI's research revenues began to decline. However, RPI's research expenditures did not contract proportionately with revenues, leading to large funding gaps over the past five years (2014-2018). It appears RPI has bridged these gaps from internal sources of funds. Furthermore, the outlook for Federal funding of STEM research, which is the source of roughly 80% of RPI's research funding, continues to be weak (for more perspective on the ARRA, the Sequester, and the outlook for Federal funding of research, see the Boston University research article entitled "Who Picks up the Tab for Science?").



At the beginning of fiscal year 2000, Moody's rated RPI's long-term debt as A1; Standard & Poor's (S&P) rated it A+. Since then, Moody's has lowered the rating twice (from A1 to A2, and then from A2 to A3) and S&P has downgraded the rating three times (from A+ to A, followed by A to A-, and most recently, from A- to BBB+ in January 2017).

Below is a table comparing RPI's long-term credit ratings to those of some of its peers:

University	Standard & Poor's	Moody's
RPI	BBB+	A3
Carnegie Mellon	AA	
Case Western	AA-	A1
Lehigh	AA-	Aa2
MIT	AAA	Aaa
RIT		A1
WPI	A	A1

### 3. HIGH DEBT LOAD, HEAVY INTEREST BURDEN, AND WEAK LIQUIDITY

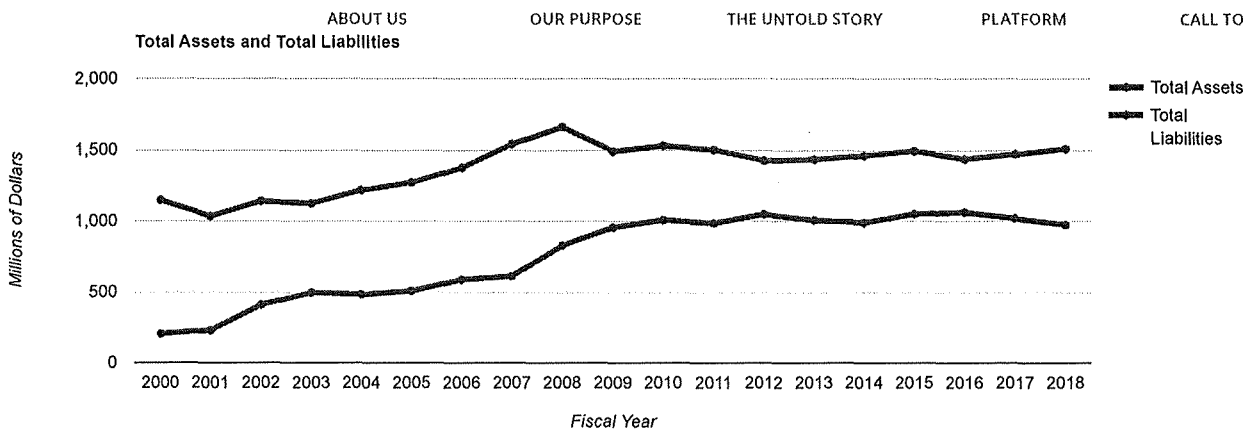
In S&P's 2017 press release announcing the downgrading of RPI's rating to BBB+, it cited RPI's high debt burden and low financial resources as the primary reasons. In Moody's 2018 credit opinion, it cited RPI's high debt burden, high debt service costs, and thin liquidity as key credit challenges for the Institute. Following are some historical comparisons and related financial data:

- Total liabilities have risen from \$203.7 million in 2000 to \$973.1 million in 2018, a 378% increase. In that span, total assets have only risen from \$1.15 billion to \$1.51 billion, an increase of about 31%.
- Total liabilities, as a percent of total assets, have increased from 18% in 2000 to 65% in 2018.
- Total debt (for borrowed money) has risen from \$115.5 million in 2000 to \$742.5 million in 2018 (this includes bonds, bank borrowings, notes payable, and money owed under capital leases, but excludes borrowings under Federal student loan programs which are offset by student obligations).
- Interest expense has increased from \$7 million to \$38 million over the same time period.
- With operating lease payments added to interest, total debt service expense for 2018 was \$45 million.
- The Institute's annual endowment draw (typically 5% of assets) has not covered the annual debt service expense in any of the past six years (2013-2018).
- In recent years, RPI's high debt service, declining research revenues, and growing pension liabilities have depleted its cash levels and available financial resources.
- In response, RPI has reduced capital spending to levels far below the depreciation of its facilities. Depreciation has exceeded capital spending in each of the past seven years. Over that time the cumulative depreciation of \$212.4 million has exceeded capital spending of \$123.2 million by a factor of 1.7 times (see Historical Revenue, Balance Sheet, and Selected Data).

The following chart displays the Institute's total assets and total liabilities from 2000 to 2018:







Since 2009, the actuarially-computed obligations of the plan have grown significantly. The calculations have been negatively impacted by both persistent low bond yields—used as the discount rate for valuing the obligations—and updated actuarial tables reflecting increased life expectancies.

To partially offset these growing obligations, RPI contributed \$141.3 million in cash to the plan over the last nine years (2010-2018). Approximately \$77 million of the contributions were funded through the issuance of private long-term notes, with the balance effectively sourced from operating cash flow and the endowment. At the end of fiscal year 2018, the plan's funding ratio stood at 75%, and RPI had a long-term unfunded pension liability of \$90.5 million on its balance sheet (see Defined Benefit Pension Plan Data).

## 5. SIGNIFICANT COST OVERRUNS FOR THE CONSTRUCTION OF EMPAC

The Curtis R. Priem Experimental Media and Performing Arts Center (EMPAC) opened on October 3, 2008 (first half of fiscal year 2009). The building was originally expected to be a \$50 million project. Figures published by RPI indicate the final cost, including equipment, to be over \$221 million. The primary reason for the cost overruns was the selection of the building site (a steep clay slope), coupled with an inadequately-planned foundation, one that was not suited for the soil conditions and slope. When the initial concrete foundation was fully poured, it began to slide down the steep hillside.

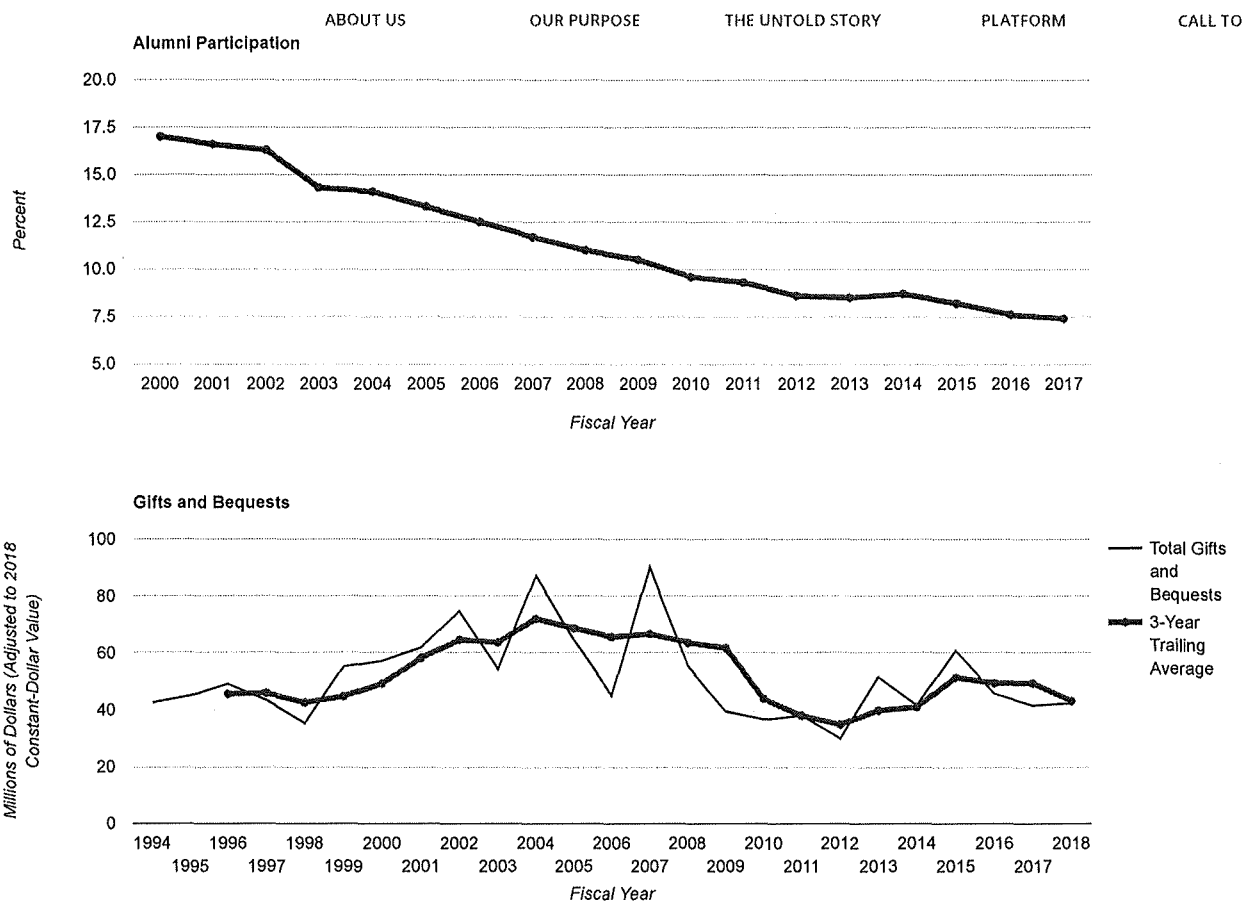
Construction was halted and holes were drilled in the up-slope wall of the foundation to allow for tunneling to bedrock, in which anchors were sunk to tether the foundation with steel cables. This was costly work for redesign and construction. But the largest costs were likely incurred due to the resulting delays with the remainder of the building's construction. While it was not possible for us to determine with complete certainty, it is most likely true that the cost overruns were funded through a combination of a special donor gift, additional bond proceeds and draws from the endowment, diverting precious capital away from other uses.

## 6. PARTICIPATION RATE OF ALUMNI DONORS HAS DECLINED SINCE 2000

According to Council for Aid to Education (CAE) Voluntary Support of Education (VSE) data, the RPI alumni donor participation rate fell from 16.6% in 2001 to 8.6% in 2012, a 48.6% decline. An average for five comparable schools showed a decline of 31.4%. The 8.6% rate for 2012 was 41% below those same comparable schools' average of 14.5%.

Current data shows RPI's alumni participation rate declined from 17.0% in 2000 to 7.4% in 2017. The following chart displays the CAE data for RPI's alumni participation rate:





RPI's total of Gifts and Bequests for 2018 was \$42.5 million. As a quick comparison, Union College, a much smaller school with roughly 2,270 undergraduates (34% of RPI's undergraduate enrollment), raised \$24.7 million (58% of RPI's total). Of greater concern is the downward trend in the portion of Gifts and Bequests classified as "unrestricted," particularly since 2015. The absence of a restriction on a gift or bequest is highly desired because it affords the Board of Trustees maximum flexibility with respect to spending decisions, thus adding to readily available financial resources. A long-term declining trend in the amount of unrestricted gifts reduces liquidity and is a negative indicator for credit ratings.

## 8. ENDOWMENT VALUE AND GROWTH IS SUBSTANTIALLY EXCEEDED BY COMPARABLE SCHOOLS

During the 10-year period ending in 2015, the value of RPI's endowment grew by only 8.5%, to \$677 million. According to National Association of College and University Business Officers (NACUBO) data, over that same time period, the increase for 89 colleges with endowments over \$1 billion was 80% (from \$219 billion to \$395 billion).

The following table shows endowment gains by comparable STEM schools over the same 10-year period:

University	Endowment (\$ millions)	Growth (2005-2015)
RPI	667	+8.5%
MIT	13,475	+107%
CalTech	2,199	+55%
Georgia Tech	1,859	+98%
Case Western	1,766	+17%
Carnegie Mellon	1,739	+108%
Lehigh	1,213	+43%



When viewed on an endowment-per-student basis, RPI's endowment size is low. With recent increases in undergraduate enrollment, its 2018 endowment-per-student is \$90,200 (based on total enrollment) and \$109,000 (based on undergraduate enrollment). By comparison, Union College has a 2018 endowment of \$201,700 per undergraduate student. MIT, at the very high end, has a 2018 endowment-per-student in excess of \$1.4 million (based on total enrollment) and \$3.6 million (based on undergraduate enrollment).

There are three annual flows for an endowment: investment returns, draws for spending, and new gifts/bequests. Without more detailed information, it is impossible to discern the extent to which weakness in each of these flows is responsible for RPI's poor relative endowment growth. What is known is that no progress has been made in achieving the goal, as stated in *The Rensselaer Plan*, to grow the share of the annual operating budget provided by the endowment from 10% to 20%. RPI's endowment draw of \$38.5 million in fiscal year 2018 represented 8.6% of total operating revenue.

As previously mentioned, the most concerning trend has been the steady decline of the amount of "unrestricted" endowment assets, from \$485 million in 2008 to \$164 million in 2017. This further reflects the extent to which RPI's liquid financial resources have been diminished (see Unrestricted Endowment Assets).

## 9. U.S. DEPARTMENT OF EDUCATION REQUIRES BANK LETTER OF CREDIT

In March 2016, the U.S. Department of Education required RPI to post a \$4 million letter of credit after failing the Department's financial responsibility test.

As of the end of fiscal year 2018, Bank of America was continuing to provide a \$20.9 million letter of credit for the benefit of the Department of Education, backstopping RPI's obligations.

## 10. BOND REFINANCING AND GROWTH IN UNDERGRADUATE ENROLLMENT

In April 2010, RPI publicly issued \$205 million of taxable bonds, all of which were scheduled to mature in 2020. Proceeds from the bonds were used to retire bank loans and pay premiums on related derivatives contracts. This refinancing released RPI from restrictive financial covenants tied to the bank loans. Importantly, it also meant RPI would likely need to refinance most of the \$205 million before September 2020. The prospect of refinancing took on added importance as research revenues declined and credit ratings weakened.

We believe RPI's response to declining research revenues and credit ratings was the significant expansion of undergraduate enrollment. Since 2013, undergraduate enrollment has grown by over 1,200 students, reaching 6,590 during calendar year 2018 (see Student Enrollment Components), with another large class of freshmen (1,778 students) having entered in Fall 2018. It is noteworthy that both *The Rensselaer Plan* and *The Rensselaer Plan 2024* originally targeted an undergraduate enrollment of about 5,000 students. Since 2013, growth in tuition revenue has helped to offset the decline in research revenues and stabilize RPI's credit outlook. Related to growth in undergraduate enrollment is The Arch, which we discuss in a section under Academics.

In December 2018, following the first fiscal year of strong total revenue growth since 2012, RPI refinanced \$200 million of the 2010 taxable bonds and repaid the remaining \$5 million. Interestingly, only \$135 million of the new financing was obtained in the public bond market, for which pricing and terms are disclosed. The balance of \$65 million was obtained through a private placement with institutional investors, who typically require financial covenants.

## 11. RPI RECEIVES FINANCIAL GRADE OF C FROM *FORBES*

When RPI's financials are directly compared to the 25 most similarly sized schools ranked between 11 and 100 by *US News & World Report* over a five year period (FY2011-16), it becomes evident that RPI is last in every category, and is the only school with:

- an overall C grade from Forbes
- a negative average net income
- a negative endowment change
- an asset/liability ratio below 2x
- an endowment/liability ratio below 1x

In the asset/liability category, 23 of the 26 schools are at 2.5x or better. Only Johns Hopkins and Georgetown come in at around 2.0x, and RPI is below 1.5x. Similarly, in the endowment/liability ratio category, RPI's ratio is a full third below that of every other similar school (see Financial Comparison of Selected Colleges).



## 1. ADMISSIONS DATA (2001-2016) IN LINE WITH PEER AVERAGES

The administration and Board of Trustees often tout RPI's significant increases in application volume and average combined SAT scores, since 2001, as evidence *The Rensselaer Plan* has been highly effective. We performed an analysis of the 15-year change—from 2001 to 2016—in admissions data for RPI and a peer group of 15 STEM universities (see Admissions Data). We found that the changes in RPI's data were roughly in line with its peer group averages for changes in application volume, acceptance rate, "yield" from accepted students, and combined SAT scores for entering freshman.

Over the 15-year period, RPI's application count grew by a factor of 3.34x, as compared to the peer average of 2.85x. Its selectivity improved (i.e. lower acceptance rate) by 23 percentage points, versus the peer average of 19 points, while its yield fell by 9 percentage points, as compared to a decline of 2 points for the peer average. For combined SAT scores, RPI's average rose by 65 points, as compared to the rise in the peer average of 53 points.

In addition, we found research studies which indicated that most of RPI's and the peer group's growth in application volume from 2001 to 2016 was likely due to exogenous factors. More specifically, the demographic bulge of the millennial generation reaching college age from 1999 through 2010, the heightened competitiveness and application frenzy that ensued from it, plus the post-2008 "boom" in demand for undergraduate STEM degrees (especially for engineering, showing a 57% increase), were the driving factors for growth in applications (see the College Board Research Brief entitled "Supply and Demand in the Higher Education Market: College Admission and College Choice" and *Inside Higher Ed* article entitled "The STEM Enrollment Boom").

While the preceding data indicates RPI has successfully maintained its peer position, we did not find any evidence that it has outperformed its peer group, nor become a top-choice destination for a greater share of high school seniors, as was the hope when *The Rensselaer Plan* was launched.

## 2. DECLINE IN "YIELD" FROM ACCEPTED STUDENTS

In 2001, approximately 30% of the students accepted by RPI decided to enroll. By 2016, and in the two years since, that percentage—better known as enrollment yield—had fallen to 20%. In contrast, top aspirant peer schools for RPI, which include MIT, CalTech, Carnegie Mellon, Cornell, Lehigh, and Johns Hopkins, have all experienced increases in their yields (see Admissions Data).

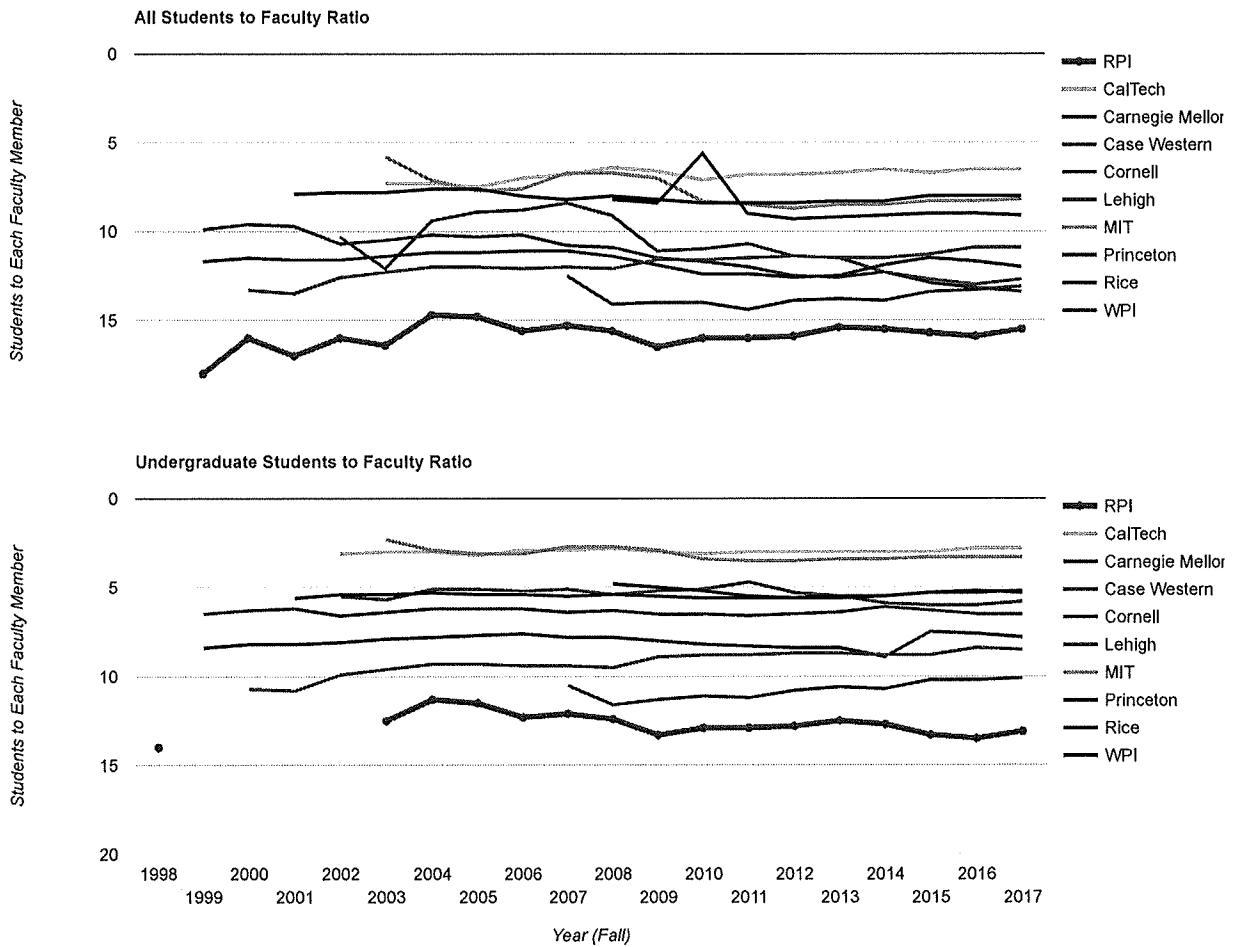
Yield is the single best indicator of the extent to which a college or university is a first choice school for students within the applicant pool. Having a yield of 20% raises the question of whether RPI is now perceived as a second or third choice school by a significant portion of its applicants—not a first choice as *The Rensselaer Plan* strategy envisioned.

## 3. STABLE TO DECLINING STUDENT-TO-FACULTY RATIO

*The Rensselaer Plan* aims to increase the number of faculty members, and publications from RPI indicate that the Institute is well on its way to achieving that goal, advertising the hiring of more than 360 tenured and tenure-track faculty members since Fall 1999. However, based on the data RPI reports to the U.S. Department of Education, the number of tenured and tenure-track faculty has only increased by one faculty member between Fall 1999 and 2016, leading us to believe the cited figure of new hires represents new faculty hired to fill vacant positions rather than the creation of new positions as *The Rensselaer Plan* envisions. Additionally, a magazine article in the *MIT Technology Review* that was distributed by RPI staff to alumni, cited an improvement in student-to-faculty ratio from 18:1 to 13:1. This is misleading, as RPI changed the way it reports its student-to-faculty ratio in Fall 2016, shifting from its traditional method of using the equivalent total number of full-time students (undergraduate and graduate) to a new method, similar to what has recently been employed by several peer institutes, in which only full-time degree-seeking undergraduate students are included. Using the traditional method, the Fall 2016 student-to-faculty ratio should be advertised as 16:1. Calculating the Fall 2016 ratio using all full-time undergraduate students, it should be reported as 14:1. When the method of calculation is applied consistently, the implementation of *The Rensselaer Plan* has effected little to no improvement in the student-to-faculty ratio between Fall 1998 and Fall 2016.

In addition, based on the student and faculty populations reported in the Common Data Sets of peer institutions, we found RPI's student-to-faculty ratio is significantly higher. The student-to-faculty ratios, computed using all students and only undergraduates, for RPI and several peer institutions are shown below:



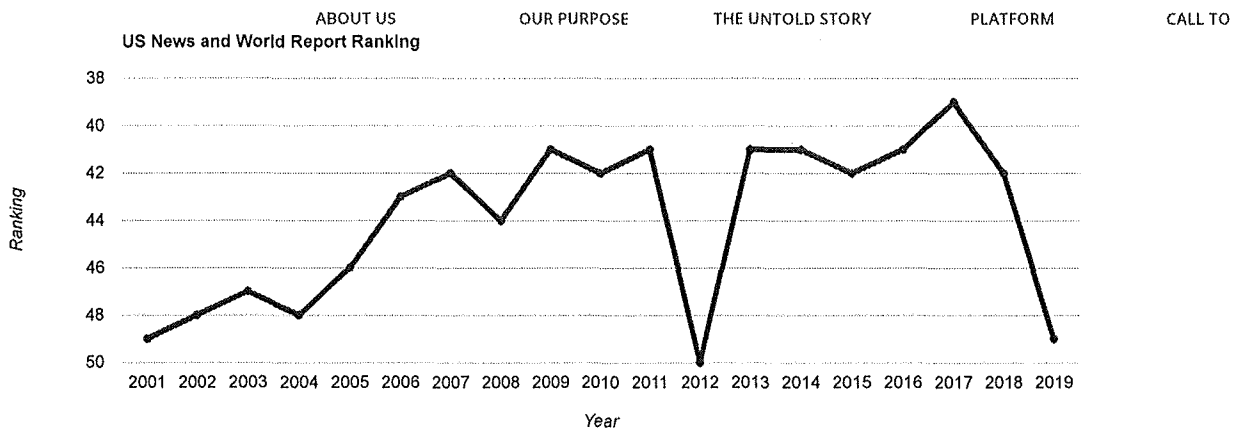


It should be noted that while we were unable to acquire the necessary data for the period Fall 1999 to Fall 2002, we did find a bond offering statement which indicated the undergraduate ratio, in the year prior to the Rensselaer Plan's implementation (Fall 1998), was 14:1. While there was initial improvement shown in this ratio over the next several years, reaching a low of 11:1 in 2004, since then it has gradually returned to the current 14:1 (see Student-to-Faculty Ratio).

#### 4. STABLE TO DECLINING OVERALL RANKINGS

RPI's overall ranking among national universities by *US News and World Report* initially climbed from 49th in 2001, to 42nd in 2007. Since then, it has fluctuated in a range, hitting a low of 50th in 2012 and a high of 39th in 2017. RPI's current ranking (2019) is 49th. The following chart shows RPI's *US News & World Report* rankings from 2001:





enrollment was 692 students and by 2019 it had reached 651, a gain of only 20 PhD students over 19 years. *The Rensselaer Plan 2024* has a targeted PhD enrollment of 1,600.

Students pursuing a Masters degree totaled 1,073 in the year 2000, and by 2015 had fallen to 278. Much of this dramatic decline is attributable to a general reduction in emphasis on the Hartford programs and the termination of the Distance Learning Program, both of which are (were) part-time programs. Yet the data for full-time students in RPI graduate programs—both PhD and Masters—has also shown a sharp decline. In 2018, full-time graduate enrollment was 1,188 students, down from 1,500 students in fiscal year 2000. *The Rensselaer Plan 2024* indicates a target resident graduate population of 2,500 students.

## 7. DROP IN RANKING FOR RPI'S UNDERGRADUATE ENGINEERING PROGRAM

Just prior to the start of *The Rensselaer Plan*, RPI's undergraduate engineering program ranked in the top 25 nationally, as stated in a bond offering document. We found an article from *Vice News* referencing a program rank of 14th in the year 2000. The undergraduate engineering program is currently ranked 30th by *US News and World Report*.

## 8. THE ARCH

In September 2015, the administration announced a plan for restructuring the academic calendar, requiring the rising junior class to complete an academic semester during the summer, immediately following their sophomore year. The program commenced in summer 2017, on a volunteer basis, with further ramping up scheduled for 2018 and the full requirement for 2019. Following their summer term, the juniors would then spend a semester away, either in the following fall or spring term, on a co-op assignment or engaged in other enrichment activities.

The Arch program is expected to have far-reaching implications for student life at RPI while providing a potential boost to RPI's financial operations, since it will allow for an increase in undergraduate enrollment of roughly 800 students (equating to roughly 200 students per class year). The administration has made on-campus dormitory residency a requirement during the Arch summer semester, claiming the program is aimed at building affinity among students, their peers, and the Institute.

There have been several criticisms of the program from the RPI community, as follows:

- Its conception was primarily financially motivated;
- Summer semesters are too short for a full course load (six or 12 weeks vs. normal 14 weeks), creating high stress for students and faculty;
- It may create student scheduling problems for core course requirements;
- Too many students will require exemptions from the program, especially athletes;
- The absence of half the junior class during the fall and spring terms will create issues for student clubs and organizations, such as a leadership vacuum for said clubs and organizations;
- It creates housing problems for off-campus leasing of apartments and for Greek houses;
- Half of the junior class will be required to endure four consecutive academic terms;
- Mandatory participation may be a deterrent in application and enrollment decisions.



## 1. ADMINISTRATION'S RESTRUCTURING OF THE STUDENT UNION

RPI students have run and managed the Student Union for over 127 years; it is one of the few private universities in the country for which students had such responsibility and for such an extended period of time. In recent years, the administration has made several unilateral changes, reducing the scope of activities managed by the Union and shifting the reporting line and job description for the Director of the Union, a position which has traditionally reported to a board of student representatives.

Students pay an activity fee that carries with it Union membership privileges. The activity fee originated in 1912 as a self-imposed tax by students to support student organizations, activities, events, and athletics. A 36% portion of the Union's overall annual budget funds intercollegiate athletics; however, within the last two years, the RPI administration removed the athletics budget from Union control.

In March 2016 over 1,000 students, faculty, and alumni protested after students discovered the administration had added a new administrative position with broad oversight of the Union. The Institute responded by abandoning plans for the new position, but ultimately shifted the controversial responsibilities and oversight of the Union to the Dean of Students.

This past September, the Chairman of RPI's Board of Trustees issued a memorandum stating that the powers of the president superseded the *Union Constitution*, the document which has governed the Union since it was adopted by the Board in 1970. The opposition to these changes within the student body has been strong, resulting in another campus demonstration in October 2017 during Reunion & Homecoming Weekend.

Beginning in Spring 2016, and most recently revived in Fall 2017, over 5,500 alumni and student supporters have signed a petition addressed to the Board of Trustees, opposing these changes.

For details and numerous newspaper articles related to this issue, see the student movement's website, [savetheunion.xyz](http://savetheunion.xyz). Save the Union has also made available a full timeline of the history of the Student Union events.

## 2. FACULTY AND STAFF MORALE IMPACTED BY INSTITUTE LEADERSHIP

Since 2000, there has been a shift at RPI toward a top-down corporate governance model, and away from a typical university shared governance model. In 2006, the Faculty Senate held a "No Confidence" vote on the president, which nearly passed. Within a week of the vote, a stern letter was issued to the RPI Community by the Board Chairman effectively telling faculty to support the president and her plans, or make alternate career plans.

Shortly thereafter, the Faculty Senate was dissolved by the administration, ostensibly over the issue of eliminating participation by non-tenure track faculty. The Faculty Senate was not reconstituted until nearly half a decade later, and with revisions to its constitution which excluded non-tenure track faculty from membership (see *The Chronicle of Higher Education's* 2014 article entitled "Behind RPI's Highly Paid Chief, Tales of an Imperial Air and Cowed Staff").

## 3. CAMPUS CLIMATE AND CULTURE OF FEAR

Many students and alumni have lamented to us the existence of a "culture of fear" on RPI's campus stemming from the words and actions of the current administration. Student leaders have recounted incidences of being threatened and intimidated by multiple administrators simply for doing their job and acting as the voice of the students. Students (and even some alumni) have expressed concern over being cyberstalked by RPI administrators and staff on social media accounts, some of which are professional in nature. Posters critical of the administration and/or in support of a student-run Rensselaer Union have repeatedly been targeted by the administration and selectively-removed from campus, especially when prospective students and alumni are visiting, despite full adherence with the Sign Policy. Additionally, students distributing informational flyers in support of a student-run and student-managed Union faced disciplinary action when they were charged with operating a business on campus. When submitting applications to peacefully protest, students have been routinely denied. Furthermore, certain students who then engaged in a peaceful protest, were confronted with requests for interviews and/or judicial action. Organizations which routinely defend civil liberties, including the Foundation for Individual Rights in Education (FIRE) and the New York Chapter of the American Civil Liberties Union (NYCLU), have criticized RPI's administration for its treatment of students, specifically with regards to infringing on students' rights to free speech.



RPI makes it difficult for alumni donors to access its “public” Annual Reports and Consolidated Financial Statements. Many major universities make their financial statements and annual reports available on their websites. RPI does not make these reports easily accessible, nor will it even provide them to alumni upon request.

While it should be noted that RPI does comply with both SEC and IRS rules for filing its reports, their limited accessibility diminishes transparency. In the Association of Fundraising Professionals’ “Donor Bill of Rights,” it states that donors have a right to an organization’s most recent financial statements.

#### 5. LEADERSHIP ISSUES WITHIN OFFICE OF INSTITUTE ADVANCEMENT

In August 2017, *The Chronicle of Higher Education* published an article about the shift in the management focus and sales culture of RPI’s Office of Institute Advancement, as well as the overall leadership style of RPI’s president. According to the article, which cited 15 former employees of the advancement Office as anonymous sources, the president’s “toxic” leadership style and direction have shifted the focus away from one of building long-term financial relationships with alumni, toward a transactional sales approach emphasizing raising money “right now.” The article also noted there have been four different vice presidents heading the Advancement Office over the last decade. It cites an employee turnover rate of over 50% in the past three years.

#### 6. EFFECTS ON STUDENTS

Students have been well aware of the deterioration in RPI’s financial condition, as well as the uncomfortable campus climate and poor communications with the administration for some time. In 2011, the Student Senate published its report on the “State of the Institute” and passed a “vote of no confidence” recommending significant changes to the governance structure of the Institute to the Board of Trustees. The Grand Marshal also published a “Letter of Student Concerns.” Then in March 2015, the editorial board of *The Polytechnic* spoke out about how debt levels had tripled and unrestricted net assets have decreased (see *The Polytechnic’s* article entitled “Uncovering Rensselaer’s Finances”). In January 2017 the Student Senate published a report on the controversy surrounding the Rensselaer Union, and recommended three areas for improvement: an active voice in the Board of Trustees, improved communication from the administration, and a student-driven hiring process for Director of the Union.

#### 7. PERPETUAL SUCCESSION METHOD FOR SELECTION OF TRUSTEES

In accordance with its Act of Incorporation, RPI’s Trustees are selected through a process of perpetual succession. It is a method commonly used by non-profit corporations. Under this method, individual sitting Trustees screen, recruit, and invite candidates to join the Board, with a majority vote of the Board required to approve them. Typically, in order to be considered as a Trustee, a candidate is expected first to have made significant donations, or irrevocable financial pledges to the organization.

Over time, there is a risk that boards selected in this manner may become isolated, insular, and like-minded, as trustees with minority opinions become ostracized, frustrated, disinterested, and eventually, resign. We have spoken with several former RPI Trustees who resigned from RPI’s Board and who explained their resignations in these exact terms. Additionally, we spoke with the Association of Governing Boards of Universities and Colleges (AGB) and learned that over 40% of private colleges and universities that use the perpetual succession method also employ mechanisms by which one or more Trustees are directly elected by the alumni. The best example of this is Dartmouth, for which alumni elect one-third of its Trustees. Dartmouth also has an alumni donor participation rate of well over 40%.

During RPI’s long history, there has been little or no voice on the Board for the vast majority of alumni in the small- and mid-sized donor classes, which in aggregate contribute millions of dollars each year. Nor do the many dedicated fundraising volunteers and officers of the Rensselaer Alumni Association (RAA) have any input into the nomination or selection of Trustees of the Institute.

#### About Us

#### Website

#### Contact Us

[About Us](#)

[info@renewrenselaer.org](mailto:info@renewrenselaer.org)

[Our Purpose](#)

[The Untold Story](#)

[Platform](#)

[Call to Action](#)

[Archive](#)

The Renew Rensselaer team is comprised of alumni. Several members have seen their careers come to a successful conclusion, others are in their early stages; most are working daily to create economic value in companies both large and small, or contributing their time to non-





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profit enterprises as board members and advisors. As a group, we remain grateful to have the solid foundation of an RPI education. It made all the difference.

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# **Exhibit H**

# Renew Rensselaer

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[OUR  
PURPOSE](#)

[THE  
UNTOLD  
STORY](#)

[PLATFORM](#)

[CALL TO  
ACTION](#)

[ARCHIVE](#)

## Our Purpose

The Renew Rensselaer team seeks to promote a discussion about a number of difficult issues affecting all members of the RPI community, and then resolve these issues with positive changes, as outlined in our platform. In the interest of informing our fellow alumni, we have endeavored to provide a fact-based report, based on thorough research. We have expressed our findings in The Untold Story, which we believe to be well-supported by data and analysis. We encourage you to review these findings, come to your own conclusions and, if you so choose, take action in support of our recommendations as articulated in our platform.

## The Mission of Renew Rensselaer

Our mission is to bring about positive changes in the financial status, academic performance, governance, and leadership of Rensselaer Polytechnic Institute, while aligning its core constituencies—alumni, Trustees, administration, faculty, staff, and students—toward the purpose of reestablishing its academic excellence and elevating RPI to a top-tier, world-class technological university.

# Our Charge to You

We urge all RPI alumni to invest the time to study and understand what is presented here. We sincerely hope you will choose to support our mission.

# Why We Should Renew

RPI has a storied place in the history of technological progress and entrepreneurial achievement. As core contributors to the industrial revolution and its determined advancement into today's state-of-the-art technologies, our alumni have played key roles in shaping modern society. RPI's capabilities should be strengthened for the future, in order to build upon this great legacy.

## About Us

The Renew Rensselaer team is comprised of alumni. Several members have seen their careers come to a successful conclusion, others are in their early stages; most are working daily to create economic value in companies both large and small, or contributing their time to non-profit enterprises as board members and advisors. As a group, we remain grateful to have the solid foundation of an RPI education. It made all the difference.

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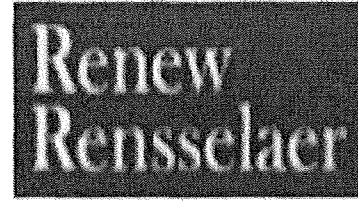
## Contact Us

[info@renewrensselaer.org](mailto:info@renewrensselaer.org)

# **Exhibit I**

September 13, 2018

**TO:** Chancellor B. A. Rosa and Regent J. V. Finn  
Regents Office, State Education Bldg  
89 Washington Avenue, Albany, NY 12234  
**CC:** Commissioner D'Agati



**SUBJECT:** Potential Suspension of Rensselaer Alumni Association Charter

Dear Chancellor Rosa and Regent Finn,

**Purpose:**

This purpose of this letter is to request that the Board of Regents of the University of the State of New York examine the structure, functioning and recent actions of the Board of the Rensselaer Alumni Association (RAA), a NY State Educational, Tax Exempt Corporation, due to the flagrant and continuing disregard of its Charter, By-Laws and relevant NYS NPC Laws dealing with holding, and noticing to all members, Annual Meetings of members for the elections of Trustees / Board Members. There is also a question of whether the Charter and Bylaws are in conflict because certain Trustees are not subject to elections.

**Background:**

Renew Rensselaer (RR) is a group of Rensselaer Polytechnic Institute (RPI) Alumni dedicated to reversing the decline of our Alma Mater<sup>1</sup>. On May 26, 2018, we sent a Petition<sup>2</sup> to the President and Secretary of the RAA, with the requisite 100 signatures (as required by RAA By-Laws<sup>3</sup>), requesting a Special Meeting to discuss deteriorating governance, financial, and academic issues at RPI. We have been repeatedly rebuffed in our efforts to schedule, and to effect notice to all alumni for a proper Special Meeting, as documented in a letter to Commissioner D'Agati<sup>4</sup> and in another letter to the RAA President<sup>5</sup>.

**Our Grievance:**

In researching why the RAA has been so resistant to hearing from its members, we requested access to the Association's meeting minutes<sup>6</sup>. A reading of the minutes occurred on August 24<sup>th</sup>, 2018, by two alumni, at RAA corporate headquarters in Troy, NY. They discovered, as documented in their affidavits<sup>7&8</sup>, that for at least the past five years, no Annual Meetings of the Association's Members have been held for the election of Trustees, as required by its By-Laws and NYS NPC Law<sup>9</sup>. Also, there was no written record to indicate that its slate(s) of nominees, apparently determined by some unspecified process, were elected by a vote of the RAA membership (as set forth in, and required by, its Charter and Bylaws). Importantly, we corroborated these findings in conversations with current and past members of the RAA Board of Directors, including no notice of meetings for elections.

**Our Request:**

On behalf of hundreds of dismayed and frustrated RPI Alumni, Renew Rensselaer requests that the NY State Board of Regents take appropriate actions, potentially including a suspension of the Charter<sup>10</sup> of the RAA, pending a properly scheduled and noticed Annual Meeting of its members to legally elect its Board of Trustees. Prior to this meeting, a call to all members for nominations shall be made, and those nominated, with qualifications, presented to the membership in accordance with RAA's Bylaws.

Sincerely, on behalf of Renew Rensselaer:

*G. W. "Bill" Criss III*

G. W. Criss, III RPI '68, '69G  
billcriss@tesla.net

Attachments and References:

1. [www.renewrensselaer.org](http://www.renewrensselaer.org) see pull-downs "The Untold Story" and "Platform"
2. Petition for Special Mtg of RAA
3. RAA By-Laws
4. Letter to Commissioner D'Agati
5. Letter to RAA President
6. Request for RAA Minutes Access
7. Affidavit from Mr. John Krob
8. Affidavit from Mr. Michael Gardner
9. Analysis of By-Laws and NYS NPC Law
10. Charter of RAA from NYS Regents

**PETITION FOR A SPECIAL MEETING OF THE MEMBERS  
OF THE RENSSELAER ALUMNI ASSOCIATION**

Pursuant to Article III, Section 2, of the Bylaws of the Rensselaer Alumni Association (RAA), the undersigned Members of the RAA hereby petition and request that a Special Meeting of Members be called for the following purposes:

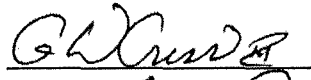
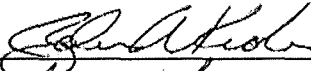
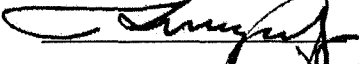
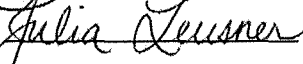
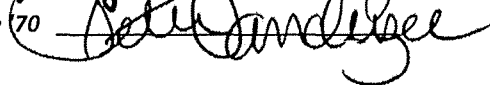
I. To discuss multiple trends with the assembled members and the RAA Leadership that characterize a state of distress within the Rensselaer Community, as documented in the research findings described at [renewrensselaer.org](http://renewrensselaer.org) and other issues presented by the Renew Rensselaer Team to the Rensselaer Trustees.

1. These trends will be presented by the Renew Rensselaer Leadership Team, representing hundreds of concerned alumni, with the purpose of answering questions as to the validity of the research leading to the characterization of these trends and possible corrective actions appropriate for reversing these trends.
2. The trends to be discussed include:
  - a. The decline in endowment value, decline in net asset value, increase in debt, and other present and historical financial challenges facing Rensselaer Polytechnic Institute.
  - b. The decline in the Institute's academic standing.
  - c. The need for the Trustees to adopt nationally recognized standards for Academic Governance.
  - d. The decimation of the Masters Degree Programs.
  - e. The continuing decline in Alumni giving.
  - f. The poor capital investment decisions of the past decade and their impact on current campus operations.
  - g. The disconnect between senior administration salaries / benefits *vis a vis* performance metrics.
  - h. The many attempts by the Administration to curtail the rich and highly successful history of student self-governance via the RPI Student Union.
  - i. The failure of the Administration to communicate truthfully with Alumni as to the current state of health, or lack thereof, of the Institute.
  - j. The flight of talent from the faculty and administration.

II. To propose and adopt one or more resolutions of the RAA with regard to appropriate actions to be taken by the RAA and the Board of Trustees to address the foregoing issues.

We request that this meeting be scheduled in the near future, and that it be held on the Campus of RPI.

May 7, 2018

Bill Criss '68, '69G		John Krob '78	
Ted Mirczak '66		Julia Leusner '08	
Peter Vanderzee '70			

Additional Signature:

Name and graduation year: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Note: additional signature pages are incorporated herewith.

# THE RENSSELAER ALUMNI ASSOCIATION (RAA) BYLAWS

## Article I - GENERAL

**Section 1. Name** - The name of this organization is the Rensselaer Alumni Association ("Association").

**Section 2. Principal Office** - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

**Section 3. Purpose** - The Association shall:

1. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
3. Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
4. Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
5. Develop, institute and maintain policies, services and programs

**Section 2. President** - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

**Section 3. President Elect** - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

**Section 4. Vice Presidents** - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

**Section 5. Past President** - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

**Section 6. Secretary** - The Secretary shall issue notices of all meetings, shall keep accurate minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine of the necessary promotional literature for the conduct of the Association's business, and shall perform all other duties assigned by the President or Board.



which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

## Article II - MEMBERSHIP

**Section 1. Alumni/ae Members** - The following shall automatically become Alumni/ae Members:

1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a member of the Association.

**Section 2. Honorary Members** - friends/ae who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

1. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).
2. The slate will be voted on at the Annual Meeting of Members using the election process outlined in Article VI - Section 2.

**Section 7. Treasurer** - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the Annual Meeting a current statement of the financial affairs of the Association, and shall perform all other duties as assigned by the President or Board.

**Section 8. Executive Director** - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

**Section 9. Institute Trustee Designate** - One member of the Institute Board of Trustees will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

## Article VI - COMMITTEES

**Section I. Executive Committee** - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long

3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

### **Section 3. Rights and Responsibilities -**

Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

**Section 4. Disassociation** - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

## **Article III - MEETINGS**

**Section 1. Annual Meeting of Members** - The Annual Meeting of Members shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board.

**Section 2. Special Meetings of Members** - Special Meetings of Members may be held at a time and place fixed by the Board. The Secretary shall call such a special meeting upon written request of the President, or a majority of the Trustees, or one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

**Section 3. Meeting Notices** - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings, such as a notice in the official publication of the Association. The official publication of the Association is RENSSELAER - the Alumni Magazine of Rensselaer Polytechnic

range plan and the annual budget approved by the Board. Actions of the Executive Committee requires a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

**Section 2. Nominating Committee** - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

1. The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
2. The Nominating Committee shall nominate, to the general membership subject to prior approval of the Executive Committee, a list of candidates, one for each position, to fill the term of Trustees and any vacant officer positions.
3. All nominations from the general membership of possible candidates for Officer or Trustee shall be submitted to the Nominating Committee for consideration at least ninety (90) days before the Annual Meeting. Nominations will not be accepted from the floor.
4. A list of candidates from the Nominating Committee shall be available to a Member upon

Institute.

**Section 4. Quorum** - Twenty (20) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

**Section 5. Agenda** - The order of business of each meeting shall be set by the President with the advice of the Executive Director.

**Section 6. Presiding Officer** - The presiding officer at a meeting shall be the ranking officer present.

**Section 7. Voting** - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy.

#### Article IV - BOARD OF TRUSTEES

**Section 1. Composition** - The Board shall be composed of up to thirty-six (36) voting Trustees, as follows:

1. **Trustee Officers** [elected]  
(maximum of twelve (12)).
2. **Trustee Officer Designates**  
(maximum of three (3))
3. **Trustees-at-Large** [elected]  
(maximum of seventeen (17)).
4. **Grand Marshal** [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
5. **Graduate Council President** [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
6. **Faculty Council Chair** [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.

request at least thirty (30) days in advance of the Annual Meeting.

5. Unless the Members at the Annual Meeting decide by majority vote that the election shall be by ballot, the election shall be by show of hands or voice vote. If the election is by ballot, the President shall appoint three tellers, one to serve as chairman, who shall count the ballots and report the results to the meeting. In case of a tie, the President shall cast the deciding vote.

**Section 3. Awards Committee** - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

**Section 4. Ad Hoc Committees** - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be till the next Annual Meeting.

#### Article VII - AFFILIATE ORGANIZATIONS

##### Section 1. Affiliates

1. **Class Affiliates** - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its

## 7. Red and White Student President

[ex-officio].

**Section 2. Terms of Office** - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 3. Vacancy** - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from three (3) consecutive meetings may be removed from office by the Board without member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting of Members, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

**Section 4. Powers and Responsibilities** - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association may only be exercised by, or under the authority of the Board.

1. The Board shall review all actions taken or recommended by the Executive Committee of the Board.
2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
3. At the Annual Meeting of Members, the Board shall report its actions, including each resolution adopted,

quinquennial and special reunions, and otherwise represent the interests of its Members. Class Officers shall be elected for five year terms at its quinquennial reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.

2. **Geographic Affiliates** - Local groups organized by the Association shall be known as the "{Geographic area} Chapter - Rensselaer Alumni Association" Such designation requires approval of the Board.
3. **Other Affiliates** - Other affiliate organizations are permissible subject to designation by the Board.

**Section 2. Criteria for Designation** - To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.

1. These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by

taken since the last prior Annual Meeting of Members. These resolutions shall be presented to the membership for its endorsement.

4. Annual dues for Members of the Association may be fixed by the Board.
5. The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board

**Section 5. Meetings** - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting of Members. The President may call Special meetings, and must call a Special meeting upon written petition of a majority of the Trustees. At least fourteen (14) days notice of each meeting, regular or special, shall be sent in writing to the last known address of each Trustee. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

**Section 6. Quorum** - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

**Section 7. Emeritus Status** - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who has given long service on the Board.

**Section 8. Board Year** - At the end of each Annual Meeting, the new "Board Year" officially begins.

a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

**Section 3. Charter** - The RAA will recognize affiliate organization by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

**Section 4. Policies and Procedures** - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

**Section 5. Dues** - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

## Article VIII - PARLIAMENTARY AUTHORITY

**Section 1. Authority** - The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings of the Board, Association and its affiliate organizations unless superseded by these Bylaws.

## Article IX - AMENDMENTS

**Section 1. Process** - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board of Trustees provided that thirty (30) days notice of such amendment has been given to each Trustee. An amendment to the

The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

#### **Article V - OFFICERS**

**Section 1. Officers** - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President and Executive Director.

1. **Vacancy** - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting of Members. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to the office of President. In the absence of a President Elect, the Executive committee shall elect an acting President to serve until the next election.

2. **Powers and Responsibilities** - Officers are responsible to the

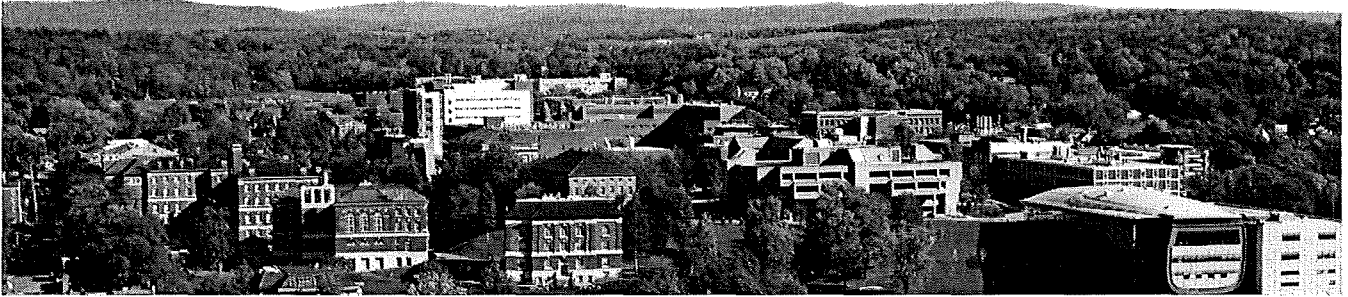
Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

#### **Article X. INDEMNIFICATION**

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

For questions about the RAA, contact [raa@rpi.edu](mailto:raa@rpi.edu) (mailto:raa@rpi.edu)

Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.



Rensselaer Polytechnic Institute  
Office of Alumni Relations  
Heffner Alumni House  
1301 Peoples Avenue  
Troy, NY 12180 USA  
(518) 276-6205  
[alumni@rpi.edu](mailto:alumni@rpi.edu)  
Privacy Policy & Copyright

August 14, 2018

John L. D'Agati  
Deputy Commissioner, New York State Education Department, Office of Higher Education  
Room 977, Education Building Annex  
Albany, NY 12234

Subject: Rensselaer Alumni Association's Violations of its Bylaws and NPC §603

Dear Commissioner D'Agati,

I am an alumnus of Rensselaer Polytechnic Institute (RPI) and a Member of the Rensselaer Alumni Association (RAA), an educational corporation chartered by the Board of Regents of the University of the State of New York<sup>1</sup>. I am writing to request your help in compelling the President and Secretary of the RAA to comply with its Bylaws<sup>2</sup> and the New York Non-Profit Corporation Law (NPC) for the timely scheduling and noticing of a Special Meeting of the RAA.

On May 26, 2018, a group of RPI alumni (all of whom are, by definition, Members of the RAA) sent a petition dated May 7, 2018<sup>3</sup> (the "Petition") to the President of the RAA, together with the requisite 100 signatures (required per the RAA Bylaws), requesting a Special Meeting of the RAA to discuss governance, financial, and academic issues at RPI. After waiting more than two months for the meeting to be scheduled by the RAA President and notice to be promulgated by the RAA Secretary, I exercised my right as a petitioner on August 3, 2018, in accordance with the NPC §603<sup>4</sup>, to schedule the meeting. I chose September 29, 2018 (during RPI Alumni Weekend) and informed the RAA President and Secretary by email<sup>5</sup> of the selected date for the meeting and instructed the Secretary to send proper notice of the meeting to all Members. My understanding is the right to schedule and provide notice of the Special Meeting passed to the petitioners, pursuant to NPC §603, because the RAA officers failed to act promptly following the Petition's submission. (Please refer to the attached analysis and interpretation of the operative provisions of the RAA Bylaws and NPC)<sup>6</sup>.

To date, neither the President nor the Secretary has confirmed the date of September 29, 2018 for the meeting, and proper notification of the meeting to all Members has not been given. Since the Petition was sent, the RAA President has stated in several, separate emails that he is waiting for the RPI President and Vice Presidents (the "Administration") to identify a date convenient for them (please note the Administration, except for one person, are not Members of the RAA). As a result, I sent a letter dated July 1, 2018<sup>7</sup> to the RAA President and Secretary, citing the NPC and

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<sup>1</sup> RAA Charter issued by Board of Regents of the University of the State of New York

<sup>2</sup> RAA Bylaws

<sup>3</sup> Petition for Special Mtg of RAA, dated May 7, 2018. File with all signatures is nearly 20 MB which will be provided upon request

<sup>4</sup> NPC §603, see <https://www.nysenate.gov/legislation/laws/NPC/603>

<sup>5</sup> Email of August 3, 2018

<sup>6</sup> Analysis and Interpretation of operative RAA Bylaws and NPC §603

<sup>7</sup> Letter of July 1, 2018



warning that the right to call the Special Meeting had passed to the petitioners, while urging them to act promptly. They did not. Accordingly, on August 3, 2018 and August 11, 2018<sup>8</sup>, additional emails and letters were sent to the RAA President, Secretary, and board members, that declared the Special Meeting would be held on campus September 29, 2018 at 1:00 pm and reiterated the subjects to be discussed. Provisions in NPC §603 as to their prompt scheduling obligations were again provided.

As a large group of RPI alumni, we seek your help in compelling the President and Secretary to fully comply with the RAA Bylaws and NPC. We believe the RAA Secretary is obligated to provide notice of the meeting, including the date, time, and location (as specified in my email of August 3, 2018), as well as cite the purpose of the meeting as stated in the Petition, to all Members of the RAA. If the Secretary continues in his failure to give proper notice, we believe the Secretary is then obligated to provide the petitioners with the email addresses of all Members so that we may fulfill the requirements to give notice, ourselves. Furthermore, given that the subject matter of the Petition is critical of RPI's Administration, we believe the Secretary of the RAA has a clear conflict of interest in executing his duties with regard to the Special Meeting, as he is also a Vice President within the RPI Administration. Therefore, we feel it is imperative to bring all of this to your attention.

Your help in resolving this matter expediently would be greatly appreciated, as we are approaching a deadline. The RAA Bylaws provide that meeting notices be sent 30-days in advance, which translates to a deadline of August 30, 2018, in order to allow the Special Meeting to be held Saturday of RPI's Alumni Weekend (when it is most convenient for RAA Members to attend a meeting). A hard copy of this letter is being mailed to your office.



Sincerely,

**G. W. Criss III**

Col. George W. ("Bill") Criss III, USAF (Ret.)  
RPI '68, '69G  
78<sup>th</sup> President of the Rensselaer Student Union  
Patroon of Rensselaer

Cell: 703-508-9510

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<sup>8</sup> Letter of August 11, 2018

Dear Kareem,

24 August 2018

I received your 22 August letter that essentially demanded the Special Meeting of the RAA be moved to 8 October 2018. The Renew Rensselaer Leadership has reviewed this suggestion and summarily rejected it. The date we stipulated, 29 September, after getting no response from you for over two months and after you received our Petition in conformance with RAA By-Laws, was selected to ensure two important ingredients for an effective meeting would then be present: the RAA Board would be on campus as well as many Alumni. The October 8th date would likely have neither – as you noted in your letter “...since some Board members will not be in attendance”. This thinly veiled strategy of trying to make the Special Meeting a “non-event” is not in keeping with the purpose of the RAA.

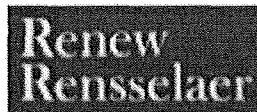
The logic of moving the date, in spite of the compelling factors cited above -- solely because of your desire to have the Administration personnel present -- misses the legal elephant in the room. Administration personnel who are not RPI alumni are NOT members of the RAA, and therefore have no standing. Hence your desire for them to be “critical invitees / participants” is not legally germane to this discussion. They will NOT be participants at the Special Meeting that we have called.

We further disagree with your legal counsel (whom we assume is Mr. Cook, a member of the RPI Administration, who has an obvious, glaring conflict of interest). RAA’s total disregard of its By-Law and NYS requirement for prompt scheduling of the Special Meeting via petition has nullified its right to schedule. In addition, the failure to notice all RAA members of the Annual Meetings during this and prior years brings into question the legality of the elected RAA Board. We have reason to believe you are making these questionable decisions without the review and approval of the RAA Board of Directors, but we’ll leave that issue for another day. In summary, the RAA By-Laws are very clear: the agenda for the Special Meeting must be publicized exactly as stated in the Petition – not made “neutral”, as you indicated you would do.

We again have decided (as is our legal right, in conformance with the RAA By-Laws) that the Special Meeting be scheduled for September 29<sup>th</sup> -- during the Reunion and Homecoming weekend -- to assure maximum attendance by RAA Board Members and Alumni. This means that notice of the Special Meeting must be sent to **ALL** alumni no later than 30 August 2018. If Mr. Eastin is not willing to perform this duty, we demand access to the RAA Alumni email list to accomplish this, as is our right to examine all RAA records. Similarly, if the Annual Meeting is to be held during Reunion and Homecoming Weekend, as it traditionally is, all Alumni must be given a thirty-day notice for that meeting too.

If these notices are not forthcoming, we shall begin actions to challenge the legitimacy of the RAA’s not-for-profit status and its truthfulness in tax and incorporation documents to “serve and represent the Alumni of Rensselaer”.

On behalf of Renew Rensselaer, and thousands of concerned alumni,



G.W. Criss III, RPI '68 & '69G

cc: RAA Board Members & Mr. Eastin

**From:** John Krob <jakrob@optonline.net>  
**Subject:** Re: Request To Inspect Minutes Of RAA Meetings  
**Date:** August 23, 2018 2:26:16 PM EDT  
**To:** "McCarthy, Dawn E." <mccard6@rpi.edu>  
**Bcc:** Bill Criss <billcriss@tesla.net>, "Peter J. Vanderzee" <pjvanderzee@comcast.net>, Ted Mirczak <tmirczak@roadrunner.com>, Julia Leusner <julia.m.leusner@gmail.com>, Michael Cuzzo <MICHAELCUOZZO@msn.com>, Stephen Mick <Stephen.Mick@btlaw.com>

Dawn,

I understand completely. It is only fair to give whomever adequate time to prepare the requested documents. It's just hard to know, in advance, what questions will arise. I am in Troy often on business, so we'll take it one step at a time. What I already do know is that I have the right to see the membership list with names and addresses. So, please consider this a request to inspect that on a future date to be determined.

I will see you tomorrow at 10 am at HAH.

Regards,  
John

On Aug 23, 2018, at 1:49 PM, McCarthy, Dawn E. wrote:

Mr. Krob,

I have a meeting room set aside for you at the Heffner Alumni House, Friday, August 24 at 10am. When you arrive at the Alumni House, please come to the upper level and ask for me. I will ensure you have access to the RAA's minutes from the past five years. Should you request additional documentation a written request will be considered for a future review session.

Please provide me with the name of the additional alumnus at your earliest convenience today.

Regards,  
Dawn

-----Original Message-----

From: John Krob [mailto:jakrob@optonline.net]  
Sent: Thursday, August 23, 2018 8:05 AM  
To: McCarthy, Dawn E. <mccard6@rpi.edu>  
Subject: Re: Request To Inspect Minutes Of RAA Meetings

Dawn,

Thank you for your response. I will be driving up to Troy tomorrow (Friday) morning. So, a start time of 10 am would be most convenient. There may be another alumnus coming with me, but that is not yet confirmed. I assume this will take place at the Chasan Building, downtown. Also, there may be other records that I may request to see, as the law allows.

Regards,  
John

On Aug 22, 2018, at 10:41 AM, McCarthy, Dawn E. wrote:

Mr. Krob,

I received a request to make available to you the minutes of the RAA meetings for the past five years. Please respond with the best time for you visual review of these documents for this Friday, August 24th. Once I receive your preferred time, I will ensure we have space set aside and confirm this time with you.

Best Regards,  
Dawn McCarthy

-----Original Message-----

From: John Krob [mailto:jakrob@optonline.net]

Sent: Thursday, August 16, 2018 10:40 AM

To: Eastin, Graig Randolph

Subject: Request To Inspect Minutes Of RAA Meetings

Dear Graig,

I am an RPI alumnus, Class of 1978. I am writing to make a request for an appointment, for late next week, to inspect and read the Minutes of past meetings of the RAA and its Board, going back for five years. My understanding is that, as a Member of the RAA, I have a right to do this, according to Section 621 (b) of the New York Not-For-Profit Corporation Law (see attachment below).

Please notify me of a convenient date and time for me to stop by and do the inspection, preferably in the morning or early afternoon of August 23rd or 24th.

Sincerely,

John A, Krob  
RPI '78

# Affidavit

State of Connecticut, County of Fairfield

My current legal name is John A. Krob, and my current occupation is retired. I am presently 61 years old and my current address is 44 Valleywood Road, Cos Cob, Connecticut 06807.

This affidavit is to certify that I did go to the offices of the Rensselaer Alumni Association (RAA) at the Hefner Alumni House on the campus of Rensselaer Polytechnic Institute (RPI) in Troy, New York, on August 24, 2018, together with Michael Gardner of Troy, New York, for the express purpose of reading the official minutes of meetings of the RAA, for the prior five years. The appointment for reading the minutes was arranged by me, via correspondence with the RAA and RPI, through a series of emails (attached). I am a member in good standing of the RAA.

Minutes were read under the watchful eye of an employee of RPI Alumni Relations, Dawn McCarthy. Five years of minutes were provided for review, as had been previously arranged. In my careful review, no mention was found of any Annual Meeting of the RAA for the election of Trustees having been called, noticed to the membership, or having occurred, during the prior five-year period. These meetings are required for the general RAA membership to have the opportunity to elect its Trustees. I asked for several excerpts of the minutes to be copied (I was not allowed to make any copies using my cell phone) and provided to me, but they have not been provided, as yet.

My conclusion is that those now serving as Trustees and Officers of the RAA have not been properly elected, in accordance with the Charter and Bylaws of the RAA.

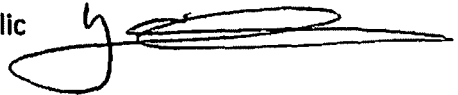
I hereby state that the above information is true, to the best of my knowledge. I also confirm that the above information is accurate and complete, and that relevant information has not been omitted.

John A. Krob

  
Date: September 11, 2018

State of Connecticut  
County of Fairfield  
September 11, 2018

Notary  public



Title and Rank  
Date of Commission Expiry

YOSHIKI HIRABAYASHI  
Notary Public  
Connecticut  
My Commission Expires Mar 31, 2023

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Sincerely,

John A, Krob  
RPI '78

**Affidavit**

State of New York, County of Rensselaer

My current legal name is Michael J. Gardner II, and my current occupation is entrepreneur. I am presently 24 years old and my current address is 275 River, St. Apt 3D, Troy, New York 12180.

This affidavit is to certify that I did go to the offices of the Rensselaer Alumni Association (RAA) at the Hefner Alumni House on the campus of Rensselaer Polytechnic Institute (RPI) in Troy, New York, on August 24, 2018, together with John A. Krob of Cos Cob, CT, for the express purpose of reading the official minutes of meetings of the RAA, for the prior five years. The appointment for reading the minutes was arranged by John. I am a member in good standing of the RAA.

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I hereby state that the above information is true, to the best of my knowledge. I also confirm that the above information is accurate and complete, and that relevant information has not been omitted.

Michael J. Gardner II



Date: September 13, 2018

Sworn before me  
Michael J. Gardner II  
on this 13<sup>th</sup> day of  
September 2018.

Kaela M Lucey



Notary Public

Head Teller II / Pioneerbank

Title and Rank

Date of Commission Expiry

August 24<sup>th</sup>, 2019

**KAELA M. LUCEY**  
Notary Public, State of New York  
Qualified in Rensselaer County  
Reg. No. 01LU6329303  
Commission Expires August 24, 2019



August 14, 2018

Analysis and Interpretation of  
RAA Bylaws, Article III, Section 2, “Special Meetings” and NPC Section 603,  
As They Apply to RPI Alumni Petition to RAA (dated May 7, 2018)

Whereas the RAA Bylaws do allow for Special Meetings to be held at a time and place fixed by the RAA Board, they do not limit this right as exclusive to the RAA Board. The Bylaws merely state that “Special Meetings may be held at a time and place fixed by the Board”.

In addition, the RAA Bylaws are very specific stating “The Secretary shall call such a special meeting upon written request of...one hundred (100) Members...”

Since the Special Meeting was not called within five business days of the submission of a valid petition, NPC Section 603 (c) became operative in early June, 2018. This section states the “secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice.”

We believe the right to give notice, which has passed to the petitioners, implicitly includes the right to specify the date and time of the Special Meeting. A petitioner (Bill Criss), having given warning to the RAA Secretary and President of the provisions of Section 603 in his letter of July 1, 2018, then exercised his right on August 3, 2018 to schedule the meeting and charge the Secretary to give notice thereof, in his email to them of that date.

As of the above date, no action has been taken by the RAA Secretary to give proper notice of the Special Meeting.

References:

NPC, Section 603: <https://www.nysenate.gov/legislation/laws/NPC/603>

RAA Bylaws (PDF): included as a separate attachment

000722

The University of the State of New York  
Education Department

RENSELAER ALUMNI ASSOCIATION  
AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of February 3, 1999,


An application having been made by and on behalf of the trustees of the Rensselaer Alumni Association, for an amendment of its charter, it was

Yoted, that the absolute charter in the first instance of the Rensselaer Alumni Association, located in the city of Troy, county of Rensselaer, state of New York, which was granted by action of the Board of Regents on February 27, 1964 be, and the same hereby is, amended to increase the maximum authorized number of trustees from twenty-five to forty.



Granted, February 3, 1999, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,660.

  
Chancellor

  
President of the University and  
Commissioner of Education

The



University of the Education State of New York  
Department

Absolute Charter of  
Rensselaer Alumni Association

This instrument witnesseth, That the Board of Regents for and on behalf of the Education Department of the State of New York, has granted this absolute charter

1. Incorporating Isadore M. Firman, Augustus Miller, Herbert W. Saechle, Meredith St. Thompson and Paul St. Conway, and their associates and successors as an educational corporation under the corporate name of Rensselaer Alumni Association, to be located in the city of Troy, county of Rensselaer and State of New York.

2. The purpose for which such corporation is to be formed is the promotion of the interest of Rensselaer Polytechnic Institute.

3. The persons named as incorporators shall constitute the first board of trustees; their successors to be elected by the membership of Rensselaer Alumni Association for terms fixed in accordance with the bylaws of this corporation. Vacancies due to causes other than expiration of term shall be likewise filled for the balance of the unexpired term. The board shall have power to adopt bylaws, including therein provisions fixing the term of office of trustees, and shall have power also by vote of two-thirds of all the members of the board of trustees, to change the number of trustees, to be not more than 25 nor less than 5.

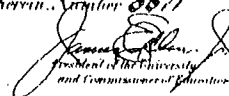
4. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual and no officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

5. The principal office of the corporation is to be located in the city of Troy, county of Rensselaer and State of New York.

6. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

Granted February 27, 1864, by the Board of Regents  
for and on behalf of the State Education Department,  
executed under the seal of said Department  
and recorded therein. Chapter 8571

  
Eliza M. Cooper  
Chancellor

  
James D. Allen  
President of the University  
and Commissioner of Education

# **Exhibit J**

# THE RENSSELAER ALUMNI ASSOCIATION (RAA) BYLAWS

## Article I - GENERAL

**Section 1. Name** - The name of this organization is the Rensselaer Alumni Association ("Association").

**Section 2. Principal Office** - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

**Section 3. Purpose** - The Association shall:

1. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
3. Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
4. Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
5. Develop, institute, and maintain policies, services, and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

## Article II - MEMBERSHIP

**Section 1. Alumni/ae Members** - The following shall automatically become Alumni/ae Members:

1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a Member of the Association.

**Section 2. Honorary Members** - Friends who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

1. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).

2. The slate will be voted on at the Annual Meeting using the election process outlined in Article VI - Section 2.
3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

**Section 3. Rights and Responsibilities** - Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

**Section 4. Disassociation** - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

### **Article III - MEETINGS**

**Section 1. Annual Meeting of Members** - Annual Meeting of Members ("Annual Meetings")- The Annual Meeting shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Annual Meeting will occur in coordination with the first meeting of the Association Board of each Fiscal Year, unless otherwise specified and notified by the President. The purpose of the Annual Meeting is to provide updates on the business of the Association in the previous year, to report on the strategy and forward-looking focus areas of the Association, and to vote on the slate of candidates as described in Article VI, Section 2.

**Section 2. Special Meetings of Members** - Special Meetings of Members ("Special Meeting(s)") - Special Meetings may be held at a time and place fixed by the Board. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Secretary shall call such a Special Meeting upon written request of the President, or a majority of the Trustees, or ten percent (10%) of Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

**Section 3. Meeting Notices** - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings. Notification shall be made on the Association website, hosted at [alumni.rpi.edu](http://alumni.rpi.edu); and/or in *Rensselaer* - the Alumni Magazine of Rensselaer Polytechnic Institute; and/or via email to members of the current Association email distribution list.

**Section 4. Quorum** - One hundred (100) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

**Section 5. Agenda** - The order of business of each meeting shall be set by the President with the advice of the Officers.

**Section 6. Presiding Officer** - The presiding officer at a meeting shall be the ranking officer present.

**Section 7. Voting** - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy. Any voting action taken at a meeting may be taken verbally unless a written vote is necessary, and electronic voting (i.e., authenticated web form) from virtual participants will be acceptable.

#### **Article IV - BOARD OF TRUSTEES**

**Section 1. Composition** - The Board shall be composed of not less than three (3) and not more than thirty-six (36) voting Trustees, as follows:

1. Trustee Officers [elected] (maximum of twelve (12)).
2. Trustee Officer Designates (maximum of three (3))
3. Trustees-at-Large [elected] (maximum of seventeen (17)).
4. Grand Marshal [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
5. Graduate Council President [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
6. Faculty Council Chair [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
7. Red and White Student President [ex-officio].

**Section 2. Terms of Office** - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three (3) year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 3. Vacancy** - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from three (3) consecutive meetings may be removed from office by the Board without Member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected Trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

**Section 4. Powers and Responsibilities** - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association

may only be exercised by, or under the authority of the Board.

1. The Board shall review all actions taken or recommended by the Executive Committee of the Board.
2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
3. At the Annual Meeting, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting. These resolutions shall be presented to the membership for its endorsement.
4. Annual dues for Members of the Association may be fixed by the Board.
5. The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board.

**Section 5. Meetings** - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting. The President may call meetings, and must call a meeting upon written petition of a majority of the Trustees. A minimum of 48 hours' notice to all members of the Board is required to call a meeting, and the notice shall identify the topics to be considered at such meeting. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

**Section 6. Quorum** - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

**Section 7. Emeritus Status** - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who has given long service on the Board.

**Section 8. Board Year** - At the end of each Annual Meeting, the new "Board Year" officially begins. The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

## **Article V - OFFICERS**

**Section 1. Officers** - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates.



These are the Institute Trustee Designate, Emeritus Vice President, and Executive Director.

- a. **Terms of Office** - Officers, other than the President, President Elect, Past President, Institute Trustee Designate, Emeritus Vice President and Executive Director, shall be elected at the Annual Meeting to serve a one (1) year term, and shall be eligible to serve a maximum of five (5) consecutive terms. In even-numbered years, a President Elect shall be elected to serve a one (1) year term, and upon completion of this term shall automatically assume the office of President for a two (2) year term and the office of Past President for a subsequent one (1) year term.
- b. **Ranking** - Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
- c. **Vacancy** - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to the office of President. In the absence of a President Elect, the Executive Committee shall elect an acting President to serve until the next election.
- d. **Powers and Responsibilities** - Officers are responsible to the Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.

**Section 2. President** - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

**Section 3. President Elect** - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

**Section 4. Vice Presidents** - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

**Section 5. Past President** - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

**Section 6. Secretary** - The Secretary shall issue notices of all meetings, shall keep accurate

minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine and other appropriate media platforms of the necessary promotional literature for the conduct of the Association's business, and shall perform all other duties assigned by the President or Board.

**Section 7. Treasurer** - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the Annual Meeting a current statement of the financial affairs of the Association, and shall perform all other duties as assigned by the President or Board.

**Section 8. Executive Director** - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

**Section 9. Institute Trustee Designate** - One member of the Institute Board will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

## **Article VI - COMMITTEES**

**Section 1. Executive Committee** - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long range plan and the annual budget approved by the Board. Actions of the Executive Committee require a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

**Section 2. Nominating Committee** - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

1. The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
2. The Nominating Committee shall ensure that all Association Members have adequate opportunity to submit nominations for consideration by the Nominating Committee. The Nominating Committee shall ensure that the request for nominations is clearly announced and widely distributed. Nominations should be open for at least thirty (30) days. Nominations may be submitted by Members, staff of Rensselaer or friends of Rensselaer. Alumni may self-nominate. The request for nominations should include the requirements and qualifications for Board membership and the deadline for submission (at least ninety (90) days prior to Annual Meeting.)
3. The Nominating Committee will present to the Board a proposed 'Slate' listing the candidates for each position to be filled for their approval. The approved Slate as approved by the Board must be available for review at the request of a Member at least thirty (30) days in advance of the Annual Meeting.
4. Any Member who is not selected for the 'Slate' can be nominated in subsequent years.
5. The nominations process shall be confidential.
6. No nominations from the floor or write-ins will be accepted at the Annual Meeting. This affords an adequate opportunity for the Nominating Committee to review potential nominations against the established requirements.
7. The Slate will be voted on at the Annual Meeting as a single motion to approve the entire list of candidates.
8. The President will vote as a Member of the Association, not as a tiebreaker.
9. The vote on the Slate must be approved by a simple majority of those present as described in Article III above. To the extent the Slate does not pass, the Trustees then in office shall remain in office until their successor(s) are duly elected and qualified until a Special Meeting of the Members may be called in accordance with the Not-For-Profit Corporation Law.

**Section 3. Awards Committee** - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

**Section 4. Ad Hoc Committees** - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be until the next Annual Meeting.

## **Article VII - AFFILIATE ORGANIZATIONS**

### **Section 1. Affiliates**

1. **Class Affiliates** - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its quinquennial and special reunions,

and otherwise represent the interests of its Members. Class Officers shall be elected for five year terms at its quinquennial reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.

2. **Geographic Affiliates** - Geographic Affiliates - Local groups organized by the Association shall be known as the "{Geographic Area} Chapter - Rensselaer Alumni Association." Such designation requires approval of the Board.
3. **Other Affiliates** - Other affiliate organizations are permissible subject to designation by the Board.

**Section 2. Criteria for Designation** - To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.

1. These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

**Section 3. Charter** - The Association will recognize affiliate organizations by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

**Section 4. Policies and Procedures** - Policies and Procedures - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

**Section 5. Dues** - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

## **Article VIII - INCLUSION**

The association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin, disability, marital status or sexual orientation, in any of its activities or operations. The association is committed to providing an inclusive and welcoming

environment.

#### **Article IX - CONFLICTS OF INTEREST**

The Secretary will ensure that each Trustee shall annually sign a statement that affirms that the Trustee has received a copy of the Association Conflict of Interest policy, read and understands the policy, and agreed to comply with the policy.

#### **Article X - PARLIAMENTARY AUTHORITY**

**Section 1. Authority** - The rules contained in Robert's Rules of Order - in its most recent revised edition - shall govern all meetings of the Board, Association and its affiliate organizations except to the extent inconsistent with the Not-For-Profit Corporation Law or with these Bylaws.

#### **Article XI - AMENDMENTS**

**Section 1. Process** - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board provided that thirty (30) days' notice of such amendments has been given to each Trustee. Further modifications may be made to the amendments at such meeting. Any amendment to the Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

#### **Article XII INDEMNIFICATION**

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

*These are the RAA Bylaws as Approved March 7, 1998, Amended March 12, 2001, Amended January 26, 2019, and Amended June 22, 2019.*

For questions about the RAA, contact [raa@rpi.edu](mailto:raa@rpi.edu)

# **Exhibit K**

**Rensselaer Alumni Association**  
**Board of Trustees Meeting**  
**Heffner Alumni House, Alumni Conference Center**  
**April 12, 2014**

Board Members Present:

Cornelius Barton '58, Richard Bollam '66, Glenn Brown '54, Stephen Browne '15, Jessica Budris '01, Maria Ciunga '91, Paul Frio '92, Linda Jojo '87, Kristen Lee '15, Meghan Lenihan '10, Raul Lopez-Palm '77, Roger Mike '70, Brian Nock '13, Lawrence Pulvirent '81, Jessica Sweeney '04, Lauren Thomas '01, Allison Woodford '93, Jeffrey Schanz-RAA Executive Director and Assistant Vice President, Alumni Relations

Board Members Absent:

Terence Barton '92, Charles Carletta '14, Paul Cosgrave '72, Brian Dean '97, Patricia DeLauri '85, David Gertler '83, Thomas Keating '75, Jennifer Keyes '02, Theresa Kozikowski '85, Kareem Muhammad '01, Nagesh Rao '02, Allison Welling '14

Guests Present:

Roger Grice '87, AIGC President

Staff Present:

Joyce Kelly Martin-Sr. Administrative Coordinator, Alumni Relations

I. Call to Order (Mike)

- The meeting was called to order at 9:18 a.m.

II. Approval of Board Meeting Minutes (Mike)

- ***A motion to approve the February 8, 2014 RAA Board Meeting minutes was made by Budris, seconded by Woodford, and approved by all in attendance.***

III. Financial Report (Bollam)

*Income and Expenses-Status to Date*

- Income received and expenses incurred from July 1, 2013 through March 31, 2014 as well as projected income and anticipated expenses through year-end, June 30, 2014 were reviewed.
  - The travel tours program continues to bring in less revenue than budgeted and efforts need to be increased for finding more unique tours which will appeal to our alumni.
    - Maria Ciunga and Paul Frio volunteered to meet with the current director of the alumni tours program, Michael Wellner, to explore the possibility of expanding the program to make it more attractive for alumni of all ages.
    - They agreed to report back to the Board with their findings at the October meeting.
- ACTION: CIUNGA/FRIO**
- The credit card program income remains lower than originally estimated for this year.
  - The insurance program has been growing steadily over the years and it is anticipated the gradual upward pattern will continue, especially with the Liberty Mutual home and auto program.
  - The \$30,000 investment income for the RAA portfolio was based on the unrestricted investment balance of \$1M on 4/1/13 and a 3% spending rate.
  - The \$11,160 investment income for the RAA Endowment Fund was based on the unrestricted investment balance of \$372,000 on 4/1/13 and a 3% spending rate.

- Checks for many of the budgeted line item expenses are not issued until the 3<sup>rd</sup> and 4<sup>th</sup> quarters to allow the RAA portfolio to grow.
- RAA Graduating Student Gifts
  - Some members of the Board expressed their opinion that the RAA paperweight should be replaced with an alternative gift that is more creative, useful and contemporary, and would better represent the many ways alumni can stay connected to the RAA.
  - Meg Lenihan and Jessica Budris volunteered to discuss alternative possibilities and report back to the Board with their suggestions.

**ACTION: LENIHAN/BUDRIS**

*Approval of Proposed RAA FY15 Budget*

- The RAA Portfolio investment spending rate income of \$33,000 is based on 3% of the \$1.1M unrestricted investment balance at 12/31/13.
- The RAA Endowment Fund investment spending rate income of \$20,000 is based on 3% of the \$488,500 unrestricted investment balance at 4/8/14 which was \$14,655, plus approximately 20% of the unspent FY13-14 income which was \$5,345.
- ***A motion to approve the FY15 budget as presented was made by Jojo, seconded by Budris and approved by all in attendance.***

*RAA Endowment Fund/Fundraising Update (Bollam)*

- A “Founders” plaque, listing the names of alumni who met the December 31, 2013 deadline, will be created and located in the Heffner Alumni House.
- Schanz is researching the use of a multiple-media digital “loop” display which would include names of the lifetime giving level donors as well as RAA Award Winners, RAA Past Presidents, etc., and would have the flexibility to be updated easily.
- Bollam announced he has set a fifteen-month goal to raise an additional \$75,000 for the RAA Endowment Fund by June 30, 2015.
- He is looking at other ways to raise money for the Fund, including the next RPi Day Challenge, crowdsourcing, soliciting individual alumni chapters and creating challenge gifts from the RAA Board.
- Meghan Lenihan volunteered to work with Alumni Office staff members to create an application packet for the student cash award.

IV. Old Business

*RAA Work Groups, RAN, AIGC and ReconRally - Group leaders gave brief status reports - submitted report summaries are attached*

- *RAN Update (Gertler via video)*
- ReconRally (Grice/Student Team Presentation) - the students are continuing to develop and improve an interactive app which will provide users with a virtual campus tour experience.

V. New Business

*Approval of RAA Board Slate of 2014-15 Nominees (Mike)*

- The members of this year’s RAA Nominating Committee were RAA Board members Paul Cosgrave (chair), Roger Mike, Maria Ciunga, Linda Jojo and Jeff Schanz.
- ***A motion to approve the slate of RAA Board nominees as presented was made by Brown, seconded by Bollam, and approved by all in attendance.***



*Rensselaer Medal Program (Mike)*

- David Gertler, who was unable to attend this meeting, asked that the possibility of having RAA Board members present the Rensselaer Medal at local high schools in their areas be brought to the Board for their consideration.
- Feedback included the following comments:
  - The medal presentation is a very brief part of a much larger ceremony.
  - Alumni may not be able to take the time off from their work day.
  - There needs to be a consistent approach for all medal winners.
  - Some chapters invite students to their get-togethers (summer picnics, etc.)
  - Sending a letter from the RAA Board or calling the recipient would be a better option.
- Mike stated that anyone interested in working on this issue to contact him to determine the best way to proceed.

*Spring 2015 Board Weekend (Mike)*

- It was decided that the Spring 2015 Board Weekend should be scheduled in late April/early May to avoid holidays before and after that time period.
- Board members agreed it was important to be on campus while the students are here.

VI. Weekend Wrap-Up and Adjournment (Mike)

- ***A motion to adjourn the meeting at 11:38 a.m. was made by Budris, seconded by Ciunga, and approved by all in attendance.***

## **RAA FY13-14 RAA WORK GROUPS AND AIGC SUBMITTED REPORTS**

### **Career and Professional Development (Kozikowski)**

- Prior to this meeting the group had met and reviewed the results gathered from benchmarking with other colleges/universities to determine how to better structure our thoughts around the kinds of programs we want to offer RPI alumni.
- The group broke off into separate teams to look into what types of content other schools offer and what RPI can offer to our alumni.
- One team reviewed the offerings to streamline into more static content (tools and tips) where you would go in and use the checklist to update your resume.
- Another team focused on education (technical development and leadership development).
- The third team looked at what other types of resources we can utilize to have an outsource of resume critiquing mock interviews, etc.
- Next steps will be to start building our library of content both on tools and tricks, continuing education, looking at resources that are already available to us so we can get a baseload of content to have loaded onto a yet to be determined platform.
- Then work with communications to push out the platform and to work on what type of metrics we want to have going forward from a # of new contents to be delivered (live, virtual) and having it recorded so we can add it to the stock content.
- Will be meeting again before the next meeting to make sure we have a good library together before the launch of the web site.

### **Communications and Branding (Woodford)**

- The communication meeting was spent reviewing the draft version of the new Alumni/Institute Advancement website.
- The draft design presentation highlights:
  - The team is using responsive design, making sure that site works on all different devices.
  - The team focused on mobile first- ensure effective design for the smallest screen.
  - The team has taken a more minimalist approach to screen design and content.
  - The site addresses 3 channels: Parents, Alumni, Giving.
  - The team spent time looking at a number of the previous designs and sites and created a very organized and fresh look and feel for the new site.
  - The new site has a login and a profile option for alumni to update their information.
  - The team will continue using social media in concert with the new site to bring users to specific pages.
  - The tentative schedule for an August delivery.

### **Communications and Branding/RAA Endowment Joint Session (Woodford)**

- Rich reviewed the goals for fund raising with the team. Over the next 18 months the goal will be to raise an additional \$75,000.
- Initial discussions related to crowd funding activities were revisited in this session. We talked about trying to hold an event in the fall but felt it would get lost in volume of activity and fund raising requests. The team is looking at collaborating with next year's Pi Day.
- The team identified some specific audiences for fundraising:
  - RAA past presidents, student leaders, Phalanx, 50 Year Club, Chapter Leadership
- The following short term messages were defined:

- Tell the story of how the endowment came into existence.
- Educate people on how an endowment fund works.
- Communicate how the money is intended to be spent.
  - ✓ Red & White Award- this communication should include background on the Red & White organization and its mission.
  - ✓ Communicate the impact of the award to the student- this would happen after the first award is given.
  - ✓ Initial discussion to define in more detail how the money for Career Development will be spent. This is a continuing conversation as the CD group continues to refine their path forward.

### **Communications and Branding/Career and Professional Development Joint Session (Woodford)**

- During the joint session the team reviewed the next steps that they had defined by area during their own work session. The focus of the session related to the development of the on-line portal concept allowing alumni access to important information in the career development arena. Based on the discussion the communication team came away with the following understanding.
- The portal will have 3 major content areas.
  - Career management tools (Resume writing tools, interview tips, job planning, career planning)
  - Continuing education topics (Leadership, Project management, New Engineering topics etc.)
  - Social media - this group was looking at using a hybrid approach.
    - ✓ Part 1- The plan is to have offerings related to basic knowledge development related to social media tools and the appropriate use of those tool (Social Media 101).
    - ✓ Part 2 – The plan is to integrate social media topics and education in the continued education topics.
- The following short term messages were defined for this group.
  - Communication 1- The overall goal/ vision of the career development area. Provide the context of the feedback from the alumni survey. Communicate that the alumni voice is being heard and that the request for these additional services is being looked and worked on.
  - Communication 2- Initial communication to introduce the concept of the “Career Development Portal” and the vision of its content and offerings. There was discussion about making sure that expectation are being set correctly and that we have identified clear short term success/ performance metrics related to what will be delivered.
  - Communication 3- There is a need to develop what we are calling an “engagement map” to help alumni understand all the different ways alumni can connect with the school and each other. (Chapters, RAN, RAA)
- Branding of the Career Development Portal and all associated content was addressed. The team defined the need to ensure that all content from the portal had the same look and feel and that it was to be clearly productized. This included brief discussion related the collection process and ensuring content quality and integrity. The CD team will be managing that process(s) and let the communication team know what support they need if any related to the internal team process of developing and collecting the content.

### **Alumni Inter-Greek Report (RAA Roger Grice, '87G, AIGC President, Lambda Chi Alpha Advisor)**

The AIGC is involved in a number of projects, and we have been following campus activities.

- Spring rush and recruitment went smoothly; we will hear the final numbers at our 4-26-14 meeting.

- AIGC members took active roles in the Greek Leadership Retreat in February, where Greek alumni contributions paid for a national speaker to present to the new officers from each chapter.
- We are planning AIGC participation in this Summer's Student Orientation. We will have at least one AIGC member at each SO session.
- The Spring AIGC meeting will be on the morning of Saturday, April 26. The Greek Awards of Excellence ceremony will be held that afternoon.
- We are working with Tim Sams and Matt Hunt to ensure that RPI's request for "an audit" of each chapter's finances does not become a burdensome expense. Thanks to Paul Cosgrave and Rich Bollam for working with us.
- We formed a committee to review the Relationship Statement and suggest updates and revisions.
- We formed a committee to "set the bar" for sound chapter operations. The committee will come up with a set of touchstones and pointers to best practices. There will be no penalties to chapters for not following these guidelines; the guidelines are there for chapters who wish to use them to measure or improve their performance.
- We sponsored a suicide-awareness workshop for chapter advisors; Dr. Keith Anderson from RPI's Counseling Center conducted the workshop.
- We are setting up a mentoring program to pair AIGC members with IFC and Panhel officers who would like to work with a mentor. So far we have assigned mentors to the IFC VP for Risk Management—he is planning an Anti-Hazing Week for the fall.
- Please visit the AIGC website: <http://www.alumni.rpi.edu/services/affinity/AIGC/>

# **Exhibit L**

**Rensselaer Alumni Association**  
**Board of Trustees Meeting**  
**Heffner Alumni House, Alumni Conference Center**  
**May 2, 2015**

Board Members Present:

Cornelius Barton '58, Terence Barton '92, Richard Bollam '66, \*Jessica Budris '01, \*Maria Ciunga '91, Patricia DeLauri '85, Paul Frio '92, Linda Jojo '87, Thomas Keating '75, Theresa Kozikowski '85, Meghan Lenihan '10, Raul Lopez-Palm '77G, Roger Mike '70, Kareem Muhammad '01, Gavin Noritsky '16, \*Brian Nock '13, Lawrence Pulvirent '81, Jessica Sweeney '04, Jeffrey Schanz-RAA Executive Director and Assistant Vice President, Alumni Relations

*\*via teleconferencing*

Guests Present:

Stephen Browne '15-Past Red & White President, Kristen Lee '15-Past Graduate Student Representative; Jennifer Church '17, Graduate Council Member

Board Members Absent:

Glenn Brown '54, Kyle Keraga '15, Jennifer Keyes '02, Keith Morris '78, Nagesh Rao '02, Sandeep Sharma '88G, Lauren Thomas '01, Allison Woodford '93

Staff Present:

Geoffrey Seber-Manager, Alumni Relations; Joyce Kelly Martin-Sr. Administrative Coordinator, Alumni Relations

I. Call to Order (Mike)

- The meeting was called to order at 9:30 a.m.

II. Approval of Board Meeting Minutes (Mike)

- ***A motion to approve the February 14, 2015 RAA Board Meeting minutes was made by Jessica Budris, seconded by T. Barton, and approved by all in attendance.***

III. Financial Report (Bollam)

*Income and Expenses-Status to Date*

- The RAA portfolio balance as of March 31, 2015 was \$1.1M.
- Income received and expenses incurred from July 1, 2014 through March 31, 2015 as well as projected income and anticipated expenses through year-end, June 30, 2015 were reviewed.
- The RAA Portfolio investment spending rate income of \$33,000 is based on 3% of the \$1.1M unrestricted investment balance at 12/31/13.
- The RAA Endowment Fund investment spending rate income of \$20,000 is based on 3% of the \$488,500 unrestricted investment balance at 4/8/14 which was \$14,655, plus approximately 20% of the unspent FY13-14 income which was \$5,345.
- The travel tours program continues to bring in less revenue than budgeted and efforts need to be increased for finding more unique tours which will appeal to our alumni.
- The credit card program income remains lower than originally estimated for this year.
- The insurance program has been growing steadily over the years and it is anticipated the gradual upward pattern will continue, especially with the Liberty Mutual home and auto program.

- Checks for many of the budgeted line item expenses are not issued until the 3<sup>rd</sup> and 4<sup>th</sup> quarters to allow the RAA portfolio to grow.
- A portion of the funds from the closed RAA Marketing Fund (\$23,442) will be used to pay for a multi-media digital “loop” display for the Heffner Alumni House which will show the names of the RAA Endowment Fund Founders and lifetime giving level donors, RAA Award Recipients, RAA Past Presidents, etc.

Approval of FY16 RAA Budget (Bollam/Mike/Schanz)

***A motion to approve the FY16 budget as presented by Bollam was made by Budris, seconded by DeLauri, and approved by all in attendance.***

IV. Old Business

*RAA Work Group Reports*

- *Group leaders gave brief status reports – the submitted report summaries are attached.*

*Rensselaer Alumni Network (RAN) Update (Mike)*

- Mike presented a brief update – the submitted report summary is attached.

*Alumni Inter-Greek Council (AIGC) Status Report (Mike)*

- Mike gave a brief status report – the submitted report summary is attached.

V. New Business

*Rensselaer Annual Fund Update (Jojo)*

- RAA Board members have had a 100% individual participation rate for the last six years.
- Jojo thanked the Board for their participation last year and stated she hoped the 100% individual participation rate would continue for this fiscal year’s campaign, which ends June 30, 2015.

*RAA Board Motion to Approve the Appointment of Chairman of the RAA Endowment Fund (Kozikowski)*

- ***A motion to approve the appointment of Richard Bollam '66 as Chairman of the RAA Endowment Fund to oversee the Fund’s on-going campaign for a two-year term ending June 30, 2017 was made by Keating, seconded by DeLauri and approved by all in attendance.***
- Bollam will be retiring from the RAA Board effective June 30, 2015 but will continue to be invited to all board meetings as a non-voting participant.

*Approval of RAA Board Slate of 2015-16 Nominees (Mike/Kozikowski)*

- The members of this year’s RAA Nominating Committee are Roger Mike, Teri Kozikowski, Maria Ciunga, Linda Jojo and Jeff Schanz.
- The committee members are mindful of the balance between class years, affinities, geographic locations, professions, and other areas of diversity when reviewing proposed nominees for the RAA Board.
- Linda Jojo has agreed to replace retiring board member Richard Bollam as Treasurer.
- The names of three new proposed nominees were presented to the RAA Board at the meeting.
- One additional proposed nominee has not yet responded to a request to serve on the RAA Board.
- ***A motion to approve the slate of RAA Board nominees as presented was made by DeLauri, seconded by Budris and approved by all in attendance.***

*Call for RAA Award Nominations (Mike)*

- The deadline for 2015 award nominations was May 1 but the Board was encouraged to send in names with the next week.
- The RAA Awards Committee will meet in June to select the awards which will be presented at the RAA Awards Dinner during Reunion & Homecoming Weekend in the fall.

VI. Recognition of Retiring RAA Board Members (Mike)

The following Board members were presented with a gift in appreciation for their service on the Board:

- Kristen Lee '15, former Graduate Council President, who served on the RAA Board for the past two years as graduate student representative.
- Stephen Browne '15, former Red & White Student Organization President, who served on the RAA Board for the past year.
- Rich Bollam '66, who joined the RAA Board for a second term in 2010 as Vice President and Treasurer. He served his first term from 2000-2007. As noted previously in these minutes, the Board has approved his appointment as Chairman of the RAA Endowment Fund to oversee the Fund's on-going campaign for a two-year term ending June 30, 2017. Rich will continue to be invited to all board meetings as a non-voting participant.

VII. Recognition of Roger Mike, RAA President (Schanz)

- Schanz presented Mike with a Rensselaer heritage lamp to recognize his valued service as he moves from his role as President to Past President for his remaining year on the RAA Board.

VIII. RAA Board – the Next Chapter (Kozikowski)

- Kozikowski shared her thoughts about the many inspirational alumni who have influenced her outlook throughout the years she has served on the Board.
- She will work with Roger and Jeff to continue to expand the accomplishments achieved in our current areas of focus and to identify new initiatives which will allow us to strive for a greater level of service.

IX. Weekend Wrap-Up and Adjournment (Mike)

- The meeting was adjourned at 11:45 a.m.



## **RAA FY14-15 RAA WORK GROUPS, AIGC and RAN SUBMITTED REPORTS**

### **Career and Professional Development – Teri Kozikowski**

#### *Suggestions for Forward Momentum*

- Rensselaer Alumni Connect webinar/webinar series
  - o RAN/chapters acting as the vehicle
  - o Information on Rensselaer Alumni Connect and how to utilize the platform
  - o Information on RAA Board individuals and their contact information
- Focus on linking RAN and regional chapters to RAA programs (Career Services for example)
  - o Brochures and marketing materials taken to chapter meetings and events by OAR staff
  - o RAA Board reach-out to Chapter presidents
- Load success stories/testimonies onto the connect site
  - o Employer and alumni surveys to assist with this collection
- Poly articles written by RAA Board members linked on Rensselaer Alumni Connect
- “Alumni in the news” (Joyce’s email) posted onto Connect
  - o Other suggestions included a Google news pull
- Reunion and Homecoming 2015
  - o “Did you know” link on registration forms to Rensselaer Alumni Career Services to market Rensselaer Alumni Connect
  - o RAA table to highlight board programs and initiatives
  - o Brochures and computer to register for Connect
- Social Media Toolkits
  - o With a focus on “how-to” answer fellow alumni questions on Rensselaer Alumni Connect and career services as well as suggestions for employers looking to hire alumni
- Class of 2015 reach-out
  - o Allowed on Rensselaer Alumni Connect as of April 30<sup>th</sup>
  - o Status Check event

#### *Summer Activity*

- 2 work group calls between now and October meeting
  - o Kailah will schedule
- Redefine subgroups – combine some
  - o Teri and Kailah will work this through before next call
  - o Ask for interest in for subgroups
  - o Subgroups could then meet more regularly through the summer
- Projected milestones
  - o Where we were, where we are at, where do we think we can be at the end of the year?
  - o Establish subgroup due-dates
- Scheduled demos for next phase features
  - o Focus on alumni skill development
  - o Kailah will schedule

#### *Long-range suggestion made by Meghan*

- RAA Board hosted mentoring session during a Board weekend (potentially next February)
- 10 minute mentoring sessions for alumni who sign up to join the event
- RAA – “We’re giving back by mentoring, what will you do?”

### Communications and Branding – Kailah Borchers

- Tricia DeLauri will take over as the “point person” for the Alumni 101 articles to be written for the Poly by board members.
- Ellen Johnston provided an update to the group on the spring edition of the Rensselaer magazine and the alumni-related articles included.
  - The launch of the career services program and Rensselaer Alumni Connect were a featured article
  - Printing and distribution of the magazine is targeted for June
- Kailah Borchers provided an update on the marketing and communications that have been sent out regarding the launch of the alumni career services program. These include:
  - Multiple social media campaigns using Facebook, Twitter, and LinkedIn
  - New Year’s alumni email
  - Multiple featured articles in the monthly Alumni Newsletter
  - Regional chapter events
  - Rensselaer Alumni Network (RAN) events
- Upcoming career communications that will be in development
  - Brochure
  - Targeted mailing
- Initial conversation was started on the future of the Communications workgroup, including:
  - Specific focus areas for the workgroup (magazine articles, etc)
  - Continued connections to the other working groups

### RAA Endowment – Rich Bollam (meeting agenda with updates--*in bold italics*--provided by Bollam)

#### FUND RAISING – SHORT TERM (5/2/15 - 6/30/15)

- Current status by the “numbers.”
  - Not much has happened since our 2/13/15 Board Meeting. Pi Day resulted in 17 gifts to the RAA Endowment Fund totaling approx. \$3,600; this is a fairly impressive average gift size of \$212; however, about \$2,300 of this was from alums who had outstanding pledges to the Fund (and these were also generally the larger gift amounts), so these may not have been “new money” gifts.
  - Regarding the current fundraising “budget” of raising an additional \$75K between 1/1/14 and 6/30/15, through 4/15/15 we have received “new source” cash payments of \$59K and we have “new” multi-year pledges outstanding of \$48K, so we are over the \$75K budget by \$33K at that date.
  - Regarding grand totals, as of April 15, 2015 we have received \$569K of cash donations to the Fund (RPI calls this the “book value”); plus the Charitable Remainder Trust from [REDACTED] valued at \$100K; plus the ILIT from [REDACTED] valued at \$325K. If we include employer matches approved for payment (\$3K) and multi-year written pledges (\$40K), that brings us to \$1,024K.
  - Regarding the current “market value” of the cash donations, as of 2/28/15 it was \$593K; and the “spendable amount” for the year ending 6/30/15 was roughly \$25K, but we also had a “Carryover” of unspent funds from inception through 6/30/14 of roughly \$23K. Based on the current quarterly income being credited to our spending account we should have roughly \$43K of such Carryover as we enter the 7/1/15 - 6/30/16 fiscal year; and if the Fund doesn’t grow dramatically in the fiscal year ending 6/30/16 Jeff estimates that the spendable income for that year to be roughly \$28K. So if we wanted to spend all the Carryover coming into fiscal year 2016 plus the estimated 2016 income, the total available is roughly \$71K.
- ***Minutes: Reviewed these numbers – noted that my next fundraising efforts are on hold until we have a few impressive “stories” to tell about how the new Career Development Office has helped RPI alumni achieve their current objectives (get a job, promotion/shift with current employer, change careers/jobs, etc.) and until the new “digital plaque” is installed and is recognizing current donors who have reached any of our lifetime recognition levels.***
- Assuming I will continue to be the primary one-on-one fundraiser (a task I would be happy to share if someone is interested), I would like to also identify a “sub-committee” of 2-3 current RAA Board members who will concentrate on ways to increase the number of PiDay gifts for the RAA Endowment by 20-30% annually with an average gift size of at least \$100; and who will also develop a fundraising theme/plan to raise comparable numbers

of <\$50 average gifts over the Homecoming weekends.

**Minutes: No one on the Board has come forward to work on this area – hopefully this can be handled by the Alumni Office staff.**

- Discussion with RPI's VP of Advancement – On March 16, Jeff Schanz, Roger Mike and I met with Graig Eastin, VP of Institute Advancement at RPI, to discuss the “big picture” fund raising plans for the RAA Endowment. In general he felt that this would not compete that much either with RPI's Annual Fund or with any new “Capital Campaign” that RPI may decide to launch (this is still in the size assessment (“quiet”) phase) because they are quite modest compared to that of any such Capital Campaign. In fact, when we explained our tentative \$500K goal for the next 5 years, Graig felt this should be higher; and after some more discussion Jeff and Graig suggested a minimum of \$1M (with sub-targets in of roughly: cash - \$500K; 2-5 year pledges - \$200K; and testamentary gifts - \$300K). We left off that Graig would try to have a more specific set of suggestions for us to consider at the upcoming May 1 Board meeting.

**Minutes: Reviewed this with Committee**

- Next Steps
  - Agree on the next fund-raising goal. If the Committee and the Board are both OK with the \$1M goal (and its component ranges) then this would be a 5 year (specifically the period 7/1/15 – 6/30/20) goal which would bring our total contributions, pledges and bequests to over \$2M. On the surface this may seem aggressive since the current or former RAA Board members have already been approached; however, I'm hoping that as the existence of the RAA Endowment Fund, and the new/enhanced RAA services it has facilitated, are more well known by the alumni population the “sell” will be less difficult. Other fundraising thoughts include:
    - Personal asks from new or prior RAA Board members not previously asked? Not sure how much we can raise from this group since the 12/31/13 Founder incentive date has passed; however, it seems to me there isn't much downside in politely asking for a contribution; and once an initial gift has been made it may be more likely that others might follow.
    - Red & White alums - one group that has not been approached that I think we should consider is Red&White alums – the odds should be good that this group is still pretty enthusiastic about RPI, and the alums who have been out in the workplace for several years and whose careers are doing well may be happy to pledge something from \$250 to \$1,000, paid in over a 5-year period.

**Minutes: Tricia DeLauri to talk to Meghan Lenihan regarding talking to current Red & White members about establishing a “Non-binding” objective/assumption for all future Red & White alumni to make some kind of annual contribution to the RAA Endowment Fund (even if it's only \$50 their first post-graduation year) – to help fund the annual awards that are going to several current members of Red & White. Also Rich Bollam will talk to Meghan (or Brian Nock) about drafting a letter/email to send to all current Red&White alumni suggesting they also start to make at least a nominal annual gift to the RAA Endowment Fund.**
    - Chapter Participation - thus far we have received very little financial support from Chapter officers or members, so we need to review ways to turn this around, perhaps by including a special allocation of the 2015/16 spendable income from the RAA Endowment for possible new Chapter services.

**Minutes: Discussed briefly – no new ideas.**
    - Recognition Plaques - The Founders' Plaque is complete and mounted on the wall of the lower level of Heffner Alumni House. After considerable research and discussion by the Alumni Affairs Office, the vendor, location and specs for ten (roughly 2 ft by 3 ft) flat-screen (adjustable via Alumni Office WiFi) digital plaques have been nailed down so that we will soon be able to prominently list everyone who has reached any of the Lifetime Giving Recognition Levels; and will also be able to list other alumni program award winners, officers, etc. The target is for this digital plaque to be installed is this summer, well before Homecoming. Once this second plaque has been completed and is on display at the Heffner Alumni House we will mail photos of both plaques (plus a letter of thanks) to everyone on either financial support list.

**Minutes: Discussed size, location and tentative installation date range for these digital plaques – agreed to ask Alumni Office staff to send photos of both the Founders' plaque, and the Lifetime Giving Recognition Levels listed on the digital plaques to any alum who is on either list.**
    - Marketing program to reach all alums - work with the RAA Board's Communication Team to develop a general marketing program, with the eventual goal of sending an annual or bi-annual solicitation letter

and/or email blast to all active alums that would also include a list of all alums who gave anything to the Fund in the prior year plus all those who are Founders plus any who have reached any of our Lifetime Giving Recognition Level.

**Minutes: Discussed briefly – this area somewhat in flux as Alli Woodford is no longer on the Board.**

- o More support for Greek Life programs and the AIGC - RPI has not yet filled the Greek Dean position that became vacant when Matt Hunt left last October; and I gather that Greek Life oversight, rules and resources are all very low right now. So in reviewing the draft RAA budget for fiscal 2016, I started to wonder if the RAA could/should do more to fill the current Greek Life void. And this thought led me to see how much of the individual gifts made to the RAA Endowment thus far was from Greek alums. So Geoff Seber went through the contributor's list and identified the Greek donors, and it turned out that over 70% of the individual gift dollars contributed to the RAA Endowment through 4/15/15 were from Greek alums. As a result of all this I would like the Board to consider budgeting more support for Greek outreach, for the AIGC, etc.

**Minutes: Discussed this – agree in concept and OK with 2016 budgeted increase in Greek outreach, but not sure on what an appropriate level of additional support would be in future years.**

#### **FUND RAISING – LONG TERM (2-5 Years)**

- If we set a new 5-year goal, I think we should also set some general guidelines for each of these 5 years. If the 5-year goal is currently \$500K in cash plus another \$500K in pledges and testamentary bequests, I suggest a guideline of \$150K for fiscal year 7/1/15 - 6/30/16 for cash gifts and multi-year pledges. I think the best chance for hitting our targets will continue to be through multi-year pledges (mostly from current or former RAA Board members and others active in RPI Alumni activities) to reach the various Donor Recognition Levels. Concerning testamentary bequests, I assume these generally come from older alums who already have a track record of giving to RPI, so (if RPI will allow this) getting the RAA Endowment Fund on the list of things RPI's advancement team can offer to its older alums who express an interest in making testamentary gifts will be important.

**Minutes: Discussed – general agreement. Raul Lopez-Palm volunteered to help Rich Bollam with direct one-on-one calls (as he did successfully with our initial efforts). Raul Lopez-Palm suggested we start thinking about charging "user or success" fees for certain services provided by new Career Development Office.**

#### **GOVERNANCE**

- Review current RAA Endowment Fund Committee members and see if anyone would like to roll off; and if any other Board members would like to join. Or we can continue with the current informal approach whereby any Board member who wants to attend (or not attend) any meeting is free to do as they like.

**Minutes: Not a priority item at this time.**

#### **HOW SHOULD THE SPENDABLE CARRYOVER AMOUNT BE USED?**

- This is the amount of "spendable" money (based on RPI's procedures and computations for restricted endowment funds) from prior years that was not fully spent. You can see from the first page that the estimated amount of such funds will total around \$43K as of July 1, 2015. In a conference call a couple of weeks ago Jeff Schanz explained to Roger, Teri and me that he is under a certain amount of pressure from RPI to spend a high percentage of the carryover funds; however, we need to sure we spend these non-recurring dollars primarily on "one-shot" items this year – because next year this funding source will likely be much lower and could otherwise result in incomplete projects. My suggestion is that we set aside at least \$10-15K of this money for fiscal 2017; and hopefully by 2018 our Endowment Fund market value balance will be up around \$750K so the impact from "no more carryover" will not be that great.

**Minutes: Discussed issues – general agreement that the 2016 budgeted revenue from the new Endowment Fund is reasonable (given RPI's preference that we spend as much as possible of the Carry-over.)**

#### **HOW WILL THE SPENDABLE INCOME FROM THE RAA ENDOWMENT FUND BE ALLOCATED IN FY2016 ?**

- The Red & White Merit Awards were discussed at length at earlier meetings, and it was agreed that the "guideline" amount to be spent on this was at least 10% of the annual Fund income; however, no more than \$1,500 should go to any such awardee. If we stay within these guidelines, and since the spendable amount budgeted for the 2016-2017 year is \$60K, we should be considering four \$1,500 awards for the next selection cycle; however, given the high Carryover component in this budget, we feel three \$1500 awards is more appropriate (with the awards to be presented at the 2016 fall awards dinner). The Alumni Office has developed guidelines for the award criteria, and

the related application and selection process, and this will be followed again this year.

**Minutes: Discussed – general agreement with the current budgeted amounts (3 awards at \$1500 each).**

- Other uses for spendable income? General guidelines discussed in last October's Committee meeting were to allocate roughly 40% to new initiatives and 60% to current recurring activities. My suggestion for new initiatives during the current period is to do something to get the RAA Chapters' Members' attention which will hopefully lead to greater financial support from Chapter Officers and Members. For example, I suggest Kailah Borchers, visit and speak at a meeting of every RAA Chapter in the US over the next 1-2 years; and we should then consider providing additional "career focused" alumni services if the current ones are well received. Also, after the career assistance program is familiar to most Chapters' officers and also known to be effective, I suggest we poll the Chapters' officers to see what other services we could consider providing that they feel would be helpful in building alumni engagement and satisfaction. I feel that given the absence of a Greek Dean, and given the high percentage of individual gift dollars to the RAA Endowment from Greek alums, I feel we should allocate more funds for Greek initiatives, Greek outreach, the AIGC, etc.

**Minutes: General agreement on points raised – additional amounts for AIGC based on amount of future contributions raised from Greek alums.**

#### **Alumni Inter-Greek Report (AIGC) - Roger Grice '87G, AIGC President**

The AIGC is involved in a number of projects, and we have been following campus activities.

- Spring rush and recruitment went smoothly and successfully.
- AIGC members took active roles in the Greek Leadership Retreat in February, which was successful. We will use feedback that we received to hold an even better retreat next year.
- We are planning AIGC participation in this Summer's Student Orientation. We will have at least one AIGC member at each SO session
- The Spring AIGC meeting was held on the morning of Saturday, April 25. The Greek Awards of Excellence ceremony were held that afternoon.
- We held elections at our spring meeting. AIGC officers are:
  - President—Roger Grice
  - Vice President—Roger Mike
  - Directors—Jerry Witter, Bob Eckart, Eddie Chin, Laurel White, and David Goldschmidt
- We are looking to revise the AIGC constitution to stagger elections so that two or three members are elected each year rather than having the entire board elected every two years.
- Please visit the AIGC website: <http://www.alumni.rpi.edu/services/affinity/AIGC/>

#### **Rensselaer Alumni Network (RAN) – Sharma**

# **Exhibit M**

**Rensselaer Alumni Association  
Board of Trustees Meeting  
Hilton Garden Inn, Roebling Library  
May 14, 2016**

Board Members Present:

Cornelius Barton '58, Terence Barton '92, Glenn Brown '54, Jessica Budris '01, Michael Caiola '13G, Maria Ciunga '91, Patricia DeLauri '85, Paul Frio '92, John Hamilton '73, Terry Jones, '66, Linda Jojo '87, Thomas Keating '75, Jennifer Keyes '02, Theresa Kozikowski '85, Meghan Lenihan '10, Raul Lopez-Palm '77G, Claire Lukasiewicz '17, Roger Mike '70, Kareem Muhammad '01, Brian Nock '13, Lawrence Pulvirent '81, Lauren Thomas '01, Jeffrey Schanz-RAA Executive Director and Assistant Vice President, Alumni Relations

Board Members Absent:

Ashley Brandin '06, Marcus Flowers '16, David Fowkes '89, Keith Morris '78, Sandeep Sharma '88G, Jessica Sweeney '04

Guests Present:

Richard Bollam '66, Chairman, RAA Endowment Fund; Jen Church '17, Incoming Graduate Council President; Roger Grice '87G, President, AIGC

Alumni Relations Staff Present:

Joyce Kelly Martin, Sr. Administrative Coordinator, Alumni Relations

I. Call to Order (Kozikowski)

- The meeting was called to order at 9:40 a.m.

II. Approval of Board Meeting Minutes (Kozikowski)

- ***A motion to approve the February 6, 2016 RAA Board Meeting minutes was made by Budris, seconded by Ciunga, and approved by all in attendance.***

III. RAA Financial Report

*Income and Expenses-Status to Date (JoJo)*

- Income received and expenses incurred through the third quarter of FY2015-16 (7/1/15 – 3/31/16) were reviewed.
- As was reported during previous board meetings, funds from the closing of an Institute RAA Marketing Fund, which were deposited during the third quarter of last year's budget (FY14-15), were used to offset expenses for the multimedia display which were incurred in this year's budget.
- The year-end deficit also included an unbudgeted administrative expense of \$18,000 (3Q), which was noted at the February board meeting, for underwriting a table at the National Medal of Science Ceremony in Washington, DC to honor Dr. Shirley Ann Jackson.

*Rensselaer Alumni Association Scholarship (Muhammad)*

- The Rensselaer Alumni Association has established an endowed fund to support undergraduate student scholarships.

- The endowed fund agreement between Rensselaer Polytechnic Institute and the Rensselaer Alumni Association to govern the administration of the Rensselaer Alumni Association Scholarship was signed by Dr. Shirley Ann Jackson and Theresa Kozikowski on May 13, 2016.
- An initial goal of \$1 million by 12/31/17 was selected to coincide with the currently proposed Institute Campaign launch.
- The Rensselaer Alumni Association has pledged to make a gift of \$250,000 towards this fund.

*Approval of Proposed FY17 RAA Budget (Jojo)*

- Jojo reviewed the proposed budget which included a funding breakdown for funds requested from the RAA Portfolio and from the RAA Endowment Fund.
- ***A motion to approve the FY17 budget as presented by Jojo was made by N. Barton, seconded by Brown, and approved by all in attendance.***
- ***A motion to fund the RAA Scholarship (\$250,000) by taking payments from the RAA portfolio principal (\$125,000 by 6/30/16 and \$125,000 by 1/31/17) was made by Muhammad, seconded by Hamilton and approved by all in attendance.***
- Jojo stated she will explain the payments for the RAA Scholarship as spending variances to the previously approved budget when she presents the treasurer's report at future meetings.

IV. Old Business

*Campaign Update Presentation (Schanz)*

- The volunteer structure is currently being developed.

V. New Business

*RAA Work Groups (Career, Chapters, Corporate, Campaign), RAA Endowment, RAN, AIGC, ReconRally*

- *Team Leaders gave brief status reports – the submitted report summaries are attached.*

*Approval of RAA Board Slate of 2016-17 Nominees (Mike)*

- The members of this year's RAA Nominating Committee were Roger Mike, Chair; Teri Kozikowski; Linda Jojo; Patricia DeLauri and Jeff Schanz.
- The committee gathered a large pool of well qualified nominees to choose from in addition to those who were nominated by alumni and others and are mindful of the balance between class years, affinities, geographic locations, professions, and other areas of diversity when reviewing proposed nominees for the RAA Board.
- Mike stated that the slate reflects the first round of candidates to be submitted by the committee for approval by the Board and includes the proposed move of an at-large member to the President-Elect position, three at-large members to Vice President positions and three new nominees to at-large positions.
- Since not all proposed nominees from the first round accepted the invitation to have their names submitted for RAA Board membership, the Nominating Committee will meet for a second time to select an additional three or four nominees.
- A final proposed RAA Board slate, which will include the additional nominee names, will be sent to the RAA Board for approval via email as soon as they have been identified and their interest in serving on the Board has been confirmed.
- ***A motion to approve the move for Patricia DeLauri, Thomas Keating and Meghan Lenihan from Trustee-at-Large to Vice President was made by Ciunga, seconded by T. Barton and approved***



*by all in attendance. DeLauri, Keating, Lenihan and Muhammad left the room before the vote took place and all except Muhammad returned shortly thereafter.*

- *A motion to approve the entire slate of RAA Board nominees, including the president-elect and the three new trustees-at-large as presented in advance of the meeting, was made by Thomas, seconded by Ciunga and approved by all in attendance. Muhammad returned to the room after this second vote.*

*Call for RAA Award Nominations (T. Barton)*

- The RAA Awards Committee will meet in June via conference call to select the award recipients who will be honored at the RAA Awards Dinner during Reunion & Homecoming in the fall.
- Barton, RAA Awards Committee Chair, encouraged board members to send the names of potential recipients to Joyce Kelly Martin.

VI. Discussion on Student Union (Kozikowski)

- Members of the RAA Board met, as part of the Board Weekend schedule, with former PU Nicholas Dvorak '16 the day prior to this meeting (5/13/16) to discuss the Student Union situation from a student leadership perspective.
- Many Board members stated they were impressed with Dvorak's answers and reasoning which would be helpful to them in explaining the situation to other alumni.
- DeLauri congratulated Teri Kozikowski on leading the RAA Board's effort to mount an expedient response to the situation as it occurred this past spring.

VII. Wrap-Up/ What We Accomplished This Year (Kozikowski)

- Kozikowski quickly reviewed the RAA accomplishments and successes this past year (out front and behind the scenes) which centered around the following areas:
  - RAA Work Groups (Career, Chapters, Corporate, Campaign)
  - RAA Endowment Fund
  - Increased participation in Institute Board of Trustee meetings
  - Working successfully with alumni and students on Institute issues that occurred during the past year
- Kozikowski reviewed the areas of RAA focus going forward throughout the summer and beyond
  - New At-Large Board Nominees
  - Alumni Attitude Survey
  - RAN
  - Travel Program (expand)
  - RAA Past President's Council (organize a gathering of past RAA Presidents to serve as an advisory group for the current RAA Board)

VIII. Recognition of Retiring RAA Board Members (Kozikowski)

The following Board members were presented with a gift in appreciation for their service on the Board:

- Michael Caiola '13G, who served as the Graduate Council President from 2015-2016.
- Maria Ciunga '91, '93G joined the RAA Board as an at-large member in 2010 and served as vice president from 2013-2016.
- Paul Frio '92 joined the RAA Board as an at-large member in 2011 and served as vice president from 2013-2016.

- Raul Lopez-Palm '77G joined the RAA Board as an at-large member in 2009 and served as vice president from 2011-2016
- Roger Mike '70 joined the RAA Board as an at-large member in 2009, served as Vice President from 2011-2012, President-Elect from 2012-2013, President from 2013-2015 and Past President from 2015-2016.

The following Board member who was not present at this meeting was recognized:

- Jessica Sweeney '04, who served as an at-large member of the RAA Board from 2013-16.

IX. Adjournment

- A motion to adjourn the meeting at 12:40 p.m. was made by Brown, seconded by Jojo and approved by all in attendance.

**RAA FY15-16 RAA Work Groups, RAA Endowment, RAN, AIGC and Recon Rally  
SUBMITTED REPORTS – MAY 2016**

**Career – Meghan Lenihan '10**

- Updates for the group:
  - Metrics
    - 1895 registered users
    - 143 Active Jobs posted – down from earlier this year
    - Cyclical – up and down based on expiration and some emails in the inbox on jobs to be posted
    - Jen added 12 jobs last night
    - 1300 Jobs since launch
    - 231 Unique Companies
    - Pivot to industry standard benchmarking
      - Repeat users etc.
  - In May Alumni Newsletter & header on alumni.rpi.edu website
  - Listed on Commencement website
  - Yesterday was status check for 2016 graduates – passing out info on this there
  - Working on some design/outreach material for alumni career services program
  - Graduway is launching a pages features
    - Themed landing pages on topics, industries, etc.
    - Pages can be user or admin created based on settings
      - Probably will be admin held
      - Sandeep would like to brainstorm structure once available
      - Users that entire into a topic can follow or receive alerts on topics
      - Add user roles – i.e user v. recruiters
  - Brazen demo – Kailah and Geoff demo in April 2016
    - Mentoring/networking on virtual platform
    - Summer demo with the team
  - RAC most profound impact
    - Alumni seeking support, having this support available with other alumni
    - Parts of alumni community interested in giving back and donating their time and knowledge
    - Alumni calling to ask about this and the “for alumni and by alumni” they take this away and engage in it-see value
  - Add in expectation for the culture to be a part of this community and to help
  - Webinar for CalTech
    - About our alumni career programming – best practices
    - Webinar to show to their alumni group
    - Similar set up to our group here
- Mentoring Program Break-Out Group
  - Alumni to Alumni – to start, based on success – leverage to student-alumni
  - Mentoring really works or really don't
  - One on one mentoring vs. group mentoring
    - Potential problems – too many chiefs not enough Indians
  - Group mentoring – Grow @ NASA
    - Group sessions on themed topics (3 to 4)
    - Ask everyone to submit topics that they would be interested in and they pick their top ones
    - Pair down to 4 groups with 1 leader and have them start the topic
      - Switch the leader each time to share leadership – let them self start
      - End of 6 months they have a debrief from the other groups
  - Potential Groups

- Work Life balance
    - Transitions
    - Executive Coaching – leverage Jen’s connections to coaching schools
  - Way to make it easier for people to join
    - Increased participation
    - People feel more comfortable in group
    - Create more natural 1 on 1 relationships
  - Too much time dedicated to assigning mentors
  - Sustainability concerns?
    - Can they all remain sustainable at all levels?
    - How do we prioritize this v. something else?
  - How do you scan the mentors?
    - Board member for group champion?
    - Picking leaders based on who we know
    - Self driven train
    - Screening for leaders based on who we know/alumni house knows
  - Leverage Jen’s GROW programming
  - Need intro survey & exit survey
  - How do you say thank you?
  - Topics come up organically
  - First meeting set up expectations of peer mentoring
  - More people want to help v. needing help
  - Set up the mentor program around RAA meetings to use time to go through intro to exit survey
  - Sandeep has experience – reach out
  - Jen Keyes to send info on the program
  - Jen Keyes to connect us with Karen to pitch this to us
  - Just use Graduway sign ups as the survey audience
  - List of Topics – Jen to come up with
  - Meghan to start framework of survey
  - Meghan to set up a follow up meeting for 2-3 weeks based on Jen K info received
  - Connect with Kailah
  - Meghan Write up program in 1 sheet overview
  - Connect with RAN on technology topics – might be overlapping
- RAC & Social Media
    - Call to Action with those on the platform – post jobs
      - People own and champion job posting – not having Kailah post the jobs
    - Topics of conversation for the pages
      - Connect to the mentoring topics
      - Continue discussions on graduway
      - Expand out those topics
      - Sandeep has created this document already
      - Assign topics of discussion to start and engage with
    - Externally – strategies related to ROI and individual connections
      - Getting success stories
      - Recognize game changers – significantly using the RAC
      - Send gift to recognize efforts – hat/mug
      - Use Social Media Toolkit - best way to do this is to have Kailah to send an email to the group for each week for the group to send out – structure engagement – to RAA Board group
    - Actions
      - Email with plan and scheduling
      - Developing topics for pages

- Call to action for those of us willing to be part of it – at tomorrow’s meeting
- Connect with Archer Center – make sure to leverage programming where applicable

Board Meeting, 5/14/16

- Giving by the end of 2017 for the scholarship fund – give at a level to be a founder
- Goal to be at 1M by the end of 2017 and give out a scholarship to someone in the class of 2021
- RAA Endowed Fund for Student Scholarships or RAA Scholarship Fund
- Write up in class notes
- Bridging the gap between what the student needs vs. what RPI can give
  - RPI does not fill completely the need for students – we need to become this university
- Increase the number of tenured faculty to 500
  - Funding chairs (\$3M) and junior chairs
  - Lab space, technology – i.e. start up funds – expected by faculty coming in
- Build out the campus
  - Technology up fits for labs
  - Improving residence halls to accommodate increase in number of students
  - Center for Science – need a new science building (\$80M-\$100M)
- Student Experience
  - Archer Center, Summer Arch, CLASS – programmatic piece of the campaign
- Volunteer conference in October (Friday of Homecoming) – we will be invited to this to get the latest and greatest information
- Campaign launch Fall 2017 – need to hit the goal first

“Mentoring” Survey Structure

Name:

Class Year:

Major:

Current Title:

Company:

Are you interested in participating in our pilot RPI ConnectYou program?

- This program will consist of groups created around 3 or 4 of the themes listed below. Throughout the 6 months, the group will meet remotely sharing videos, personal experiences, articles, etc. that they have found to be interesting and relevant to their theme. It is up to the group to determine what the topic is for each of the meetings as well as scheduling the time and “location”. The goal of this program is to ConnectYou to fellow RPI alumni that are interested in discussing topics, growing their network as well as developing their knowledge around a specific theme.

Please pick the theme(s) below that you would be interested in being part of the ConnectYou group surrounding this.

- Please keep in mind, out of this list of 20, only 3 or 4 themes will be chosen for this initial pilot. The rest of the topics can be revisited for the second phase.

Would you be interested in leading the kickoff session for your theme?

- Responsibilities would include – pulling together the content, picking the date/time, and setting up the discussion platform (google hangout, webex, etc.).
  - Content suggestions include: Ted Talks, personal experiences, articles etc.
  - Suggested length: 1 hour with ~15 min of presentation material and 45 minutes of discussion – vary as you see fit
  - RAA can help with discussion platform

How have you enjoyed Rensselaer Alumni Connect?

Is there any additional programming you would like to see from the RAA?

Additional Comments/Suggestions

### **Chapters – Lauren Thomas '01**

Attendees: Lauren Thomas '01 (Leader); Ashley Brandin '06; Tricia DeLauri '85; Jessica Sweeney '04; John Hamilton '73; Brian Nock '13, '13G; Jeff Schanz; Kathy Kinsey

#### Recap of past activities

- Developed and rolled out shared drive for chapter leaders to replace Chapter Presidents Handbook. Populated it with templates, send off picnic information. Also has a general folder for RAA Chapter subcommittee documents and a folder for each chapter. The folder organization needs to be finalized, then the official link will go out with the intro letter that Trish drafted. In addition, the link has been placed on the RAA website.
- Webcast on Summer Send-off best practices held in early May. We highlighted three chapters and the different ways they run their summer send-off picnics. 11 chapters attended, including the one in Hawaii!

#### Benchmarking

- We have been given the opportunity to conduct benchmarking with our peer schools. Timeline is to do the benchmarking over the summer.
- Target about 15 questions
- Majority of time was spent brainstorming potential questions – we have a lot! Will hold a follow up call to get it narrowed down to 15. Final questionnaire will be provided at October meeting.
- Decision was to benchmark schools through the alumni office first, then as a second phase next year, ask questions to local alumni chapters to compare answers
- Decision was made for each person to personally reach out to 1-2 schools to ask questions. We need volunteers to help! We will tap into chapter leadership and past RAA Board members to help.

#### Next webcast – Yield Events

- Yield events are events held after students find out they are accepted and before they commit to a school to try to improve our “yield” rate
- Events should be held in March / April (sweet spot is 3/15 – 4/30)
- Regions of focus for these events: Southeast, Southwest, Northwest
- Hold at a company or somewhere “exclusive”. See if company is willing to fund.
- Brian held one at Google at Palo Alto, which was a big success
- Target webcast for the fall, so chapters have time to plan

#### Action items – Path forward

- Work with Admission to determine scope split (between Admissions, Alumni House, and local chapters) for running Yield events - Jeff
  - Need a point person for Admissions for chapters to work with
  - Potentially recognize medal winners at these events
- Work with Brian to finish reorganizing shared drive, send out intro e-mail – Lauren
- Send out summary of May Board meeting, including info on scholarship endowment
- Reach out to Archer center to see if they will be willing to hold a session on how to manage volunteers for chapter leadership
- Timeline for benchmarking
  - June – finalize questionnaire,
  - July / August – collect responses

- o September – compile responses and look for trends
- o October – use Board meeting time to determine path forward based on benchmarking results
- o Early November – hold webcast on yield events

### **Corporate – Jessica Budris '01, '04G**

*Attendees: Jessica Budris '01, '04G, (Leader); Maria Ciunga '91, '93G; Larry Pulvirent '81, '82G*

We are still struggling to have the data to make sure we are successful.

Need a review of a review of the past corporate events

- GE Night at the Big Red Freakout
- Exxon Mobil will be in Feb 24
- Mimeo event again in (focus will be on entrepreneurial) in March 10
- Boeing will be soon (targeting the first week of May)

NB: Need to make sure we are flexible with invites to make sure we are meeting the needs of the corporation as well as the needs of RPI

Update on “New” events:

Square – Jessica has been in contact with Ryan Jones for Square. Was able to put him in contact with the career center but I don't have an update as to what they are doing from a hiring perspective.

Still targeting an event for the summer. Need to see if we can tie this in with the student send off for the Silicon Valley area? We need to figure out the dates and determine if we can have Dr. Jackson included? Susan Haight will help with the chapter connection one we have more clarity on the event.

Finance Event -- What other finance group can we work with? Matt Dixon, Investment Banking Analyst, Barclays, would be willing to help out. Maria will advise.

Need to determine what would be the best format? Virtual? Could we do something on bitcoin (Adam Stradling?), apple pay, cyber security (Paul Frio and Kathleen Moriarty?) Need to do something here.

Verizon - Lauren Adelson (have not reached out)

Other companies – Facebook, Tesla

Best practices:

Have people in the different businesses start RPI group in the companies “Facebook” to help with events, etc...

Exclusive “tour” or talks for RPI alums at the different businesses or topic areas...need help from alumni relations to determine who we should reach out to...where do we have people working at “cool places”

Add corporate champion contact to the RPI alumni page.

### **Campaign – Kareem Muhammad '01**

*Attendees: Kareem I. Muhammad '01 (Leader); Terence Barton '92, '01G; Rich Bollam '66; Glenn O. Brown '54 ; Terry Jones '66, '72G; Theresa A. Kozikowski '85, '86G; Jeffrey M. Schanz*

The committee provided status on and discussed the next steps from the February RAA meeting:

- Jeff Schanz will work with the Donor Relations Office to prepare several endowed scholarship options for the RAA Board to review during the May 2016 meeting.

- Options were discussed after the February meeting and the basic endowed scholarship format was chosen based on feedback from the board during the February meeting to not restrict the fund and meeting the intent of the scholarship. As a result, the scholarship paperwork was available to be signed May 13, 2016.
- The campaign committee will support this activity and prepare recommendations based on inputs from RAA board members such as:
  - Initial endowment target – \$1 million goal by 12/31/2017 was selected to coincide with the official campaign launch.
  - Scholarship criteria, including distribution amount – distribution amount will be based on size of the endowment and criteria will follow standard scholarship endowments, at the discretion of the financial aid office. There was discussion if the scholarship should be for incoming first year students or upperclassmen. Decided to remain open to all students.
  - Levels of giving (e.g. Lifetime Recognition Level) – After discussion, the committee decided on being consistent with Institute giving levels and not use RAA Endowment giving levels. There will still be a founders giving level consistent with the Patroon giving levels.

**Additional Items:**

There was discussion of the clauses within the scholarship agreement. Jeff Schanz helped clarify the statements. Public launch of the campaign is tentatively scheduled for Fall 2017.

**Next steps for the committee:**

- Develop scholarship marketing and fundraising plan. The plan will include chapters as chapters will have a big role in the upcoming campaign.
- Jeff Schanz will work to get the administrative charge waiver inserted as a separate memo with the RAA endowed scholarship.

**RAA Endowment – Rich Bollam '66**

Since the February Board meeting he has contacted (by email unless he knew them personally) most of the Endowment Fund "Founders" whose total giving to this Fund had not yet reached the first (\$5K) of the Lifetime giving recognition levels, and the result was a little disappointing - only three of roughly 15 Founders who were contacted pledged to reach the \$5K level over the next few years. Then he also contacted a few donors who were already at the \$5K or higher lifetime levels and asked if they would pledge an additional gift - and the only one who agreed was [REDACTED] (who was at the \$25K level prior to Bollam's call) made a very generous pledge to give another \$25K before 6/30/16; and a second \$25K sometime in the 7/1/16-6/30/17 fiscal year.

Re "All in" numbers, Rich noted that between 4/15/15 and 5/10/16 the Fund increased its contribution totals (rounded) from \$1,043,000 to \$1,129,000 - with the component changes being: (1) cash receipts \$569K to \$605K; (2) outstanding pledges \$49K to \$99K; and bequests unchanged at \$425K.

Rich also commented that with the likely RPI Capital Campaign (current target for kickoff being the fall of 2017) and the new RAA Scholarship Endowment Fund, fundraising from RAA current and prior Board members for this RAA Endowment Fund will be more "crowded" and probably some sort of 3-way percentage allocation of any substantial gift will be necessary.

**Rensselaer Alumni Network (RAN) – Sandeep Sharma '88G**

- RAN has impacted 1,100+ alums to date (face to face)
- RANbook has 177 unique profile pages to date
- Has had 5 RAN in-person events in 2016
- Has had 15 Webinars to date using Fuze software
- RAN Commission
  - Chris Dayton, RAN Commissioner, Co-Founder



- David Gertler, Founder, Chairman Emeritus
- Paul Hess, Co-Founder, Industry Calls
- Sandeep Sharma, Co-Founder, Regional Programming
- Avin Joshi, Regional Programming – new addition in 2016
- Additional RAN Members
  - Regional RAN Captains
  - Two/Region
- Desirable
  - Expand into International Regions

#### **Alumni Inter-Greek Report (AIGC) - Roger Grice '87G, AIGC President**

- Greek population remains at about 30% of the student body.
- We are optimistic that the search for a new Greek Dean will be concluded this month and that the person will start in July.
- AIGC elections were held in April. According to the new AIGC constitution, elections will be staggered. With two or three directors elected each year. The AIGC members elect directors, and the directors choose a president, vice-president, and secretary. Directors are Roger Grice, Roger Mike, Jerry Witter, Bob Eckart, David Goldschmidt, Laurel White, and John Pfaff.
- Work on revisions to the Relationship Statement and Greek Life Commons Agreement have started; we will continue work with the new Greek Dean.
- The AIGC board will be sending a communication to Dr. Frank Ross, VP for Student Life, informing him that, at the last meeting of the AIGC, a unanimous vote passed to support the inclusion of Greek housing in their plans for summer arch. The impact of not including it could be substantial on their income.
- AIGC is planning to send one or two members to each of the summer SO events
- Please visit the AIGC website: <http://www.alumni.rpi.edu/services/affinity/AIGC/>

#### **ReconRally - Roger Grice '87G**

- The ReconRally project almost made it to the finish line during this, my last semester on faculty. The students made good progress, but we hit some snags and requests for late changes. We were planning to mount five tags in the quad near Sage Lab, but we could not complete it.
- There are two possibilities.
  - Another faculty member might pick the project up and finish the work during fall semester. I should know during the summer if this can happen.
  - If the project does not get picked up, I will return unused funds to the RAA during the summer.
- The project was a good idea, and I thank the RAA for continued support. I'm sorry it did not complete.

# **Exhibit N**

**Rensselaer Alumni Association**  
**Board of Trustees Meeting**  
**The Mayflower Hotel, District Ballroom – Washington D.C.**  
**April 29, 2017**

Board Members Present:

Terence Barton '92, '01G, , Jessica Budris '01, '04G, Patricia DeLauri '85, Tim Frosell '85, Jason Hagopian '91, Linda Jojo '87, '92G, Terry Jones '66, '72G, Thomas Keating '75, Jennifer Keyes '02, Theresa Kozikowski '85, '86G, Meghan Lenihan '10, Claire Lukasiewicz '17 (represented President Laurel Dean '18 at the meeting), Kareem Muhammad '01, Brian Nock '13, '13G, Lawrence Pulvirent '81, '82G, Elisa Rios '07, Sandeep Sharma '88G, Matthew Siegel '85, Lauren Thomas '01, Jeff Schanz-RAA Executive Director and Assistant Vice President, Alumni Relations

Board Member by Phone:

None

Board Members Absent:

Neal Barton '58, '66 Ph.D., Rich Bollam '66, Ashely Brandon '06, Glenn Brown '54, Colleen Costello '12, Patricia DeLauri '85, David Fowkes '89, John Hamilton '73, Paul Illori '17, Audrey Kaplan '89, Keith Morris '78, Laurel Dean '18

Guests Present:

None

Alumni Relations Staff Present:

Geoffrey Seber, Manager, Alumni Relations and Susan Haight, Advancement Officer, Alumni Relations

I. Call to Order (Kozikowski)

- The meeting was called to order at 9:17 a.m.

II. Approval of Board Meeting Minutes (Kozikowski)

- **Correction, name change of Mohammad to Muhammad**
- **A motion to approve the February RAA Board Meeting minutes was made by K. Muhammad and seconded by T. Barton, and approved by all in attendance**

III. RAA Financial Report (L. Jojo)

*Income and Expenses-Status to Date*

- Income received and expenses incurred through the second quarter of FY2016-17 (7/1/16 – 4/11/17) were reviewed. Jojo noted that most spending occurs in the fourth quarter.
- T. Keating asked about the status of the Traditions Book. Geoff Seber gave an update. The book project remains active and there is a push to complete the book by Fall 2017.

*Rensselaer Alumni Association Endowment Fund (J. Schanz)*

- Bollam submitted a written report prior to meeting, Jojo gave update in Bollam's absence:
- Concerning the actual numbers - as of April 27: During the 2 months since the February Board meeting cash payments totaled roughly \$5,500 (of which roughly half were related to previously made pledges) bringing total cash payments to \$650,000. Pledges o/s are now roughly \$60K; and pending employer matches are roughly \$3K. So, after adding the two large irrevocable bequests (totaling \$425K), the total is \$1,138,000. Also, former RAA Board member [REDACTED] (Class

of 2000) reached the \$5000 giving in February; and three other steady supporters, [REDACTED] '57, [REDACTED] '01, and [REDACTED] '10 will also reach the \$5,000 giving level when their employer matches come in.

*Rensselaer Alumni Association Scholarship Fund/Campaign Update (J. Schanz/T. Barton)*

- T. Frosell provided an update on phone calls that he made to the gauge interest from alumni about giving to the RAA Scholarship. Alumni feedback was passionate, but they did believe giving to the RAA Fund would be a good push forward.
- **Actions:**
  - **T. Frosell to continue to talk with alumni partners that may fit well for the Rensselaer Alumni Association Scholarship Fund**
  - **Provide data to RAA Board Members, for affinity and overall biographical information for prospective donors. It is requested that OAR include corporate match indicator in the field. Additionally, OAR to provide a list of affinity groups that will be valuable for focus on the RAA Scholarship.**
  - **Work with Development Team on giving specifically for RAA Scholarship Fund and RAA Endowment Fund, per discussion and strategy plan around the Rensselaer Campaign .**
  - **M. Lenihan requested initiative to provide thank you notes from board members to those that have contributed to the RAA Scholarship and RAA Endowment.**

*Rensselaer Alumni Association Approval of RAA Budget for FY 17-18*

- L. Jojo provided update on proposed RAA Budget for FY 17-18. Discussion focused around income from royalty programs
- Jojo discussed the budget differences for FY18 for utilizing all remaining RAA Endowment money available verses utilizing just using budget amounts based on actual income.
- Jojo mentioned that future budgets will be problematic to continue funding at the current level. In future board will need to find ways to increase revenue through royalty programs.
- Motion to accept scenario A in budget sheet, utilizing all RAA Endowment money in savings, in addition to income from RAA Endowment and RAA Portfolio for FY 18 by J. Budris, seconded by L. Thomas. Approved by all in attendance.
- **Actions:**
  - **J. Schanz to work with Mercer on additional health care insurance offerings through insurance company.**
  - **J. Schanz to give overview of operating budget from Rensselaer Office of Alumni Relations at October 2017 meeting.**
  - **K. Muhammad will lead effort next year on research and tapping board members to find ways to increase revenue through new and existing royalty programs.**

IV. Old Business (T. Kozikowski)  
*None to report*

V. New Business  
*RAA Work Group and Initiatives, Campaign, Career, Chapter, AIGC*

- *Team Leaders gave brief status reports-submitted report summaries are at the end of meeting notes.*

#### *Career Committee (M. Lenihan)*

- M. Lenihan provided an update on Career Program research initiative on new products for mentor program. Overall the committee is continuing to find products that will help to connect alumni through mentorship platforms.
- Lenihan mentioned committee will look closer at the Graduway product as the platform for the Alumni Career Program, as the contract expires in the Fall 2017. The committee will look to see if the product is working well for the future of the program. She also mentions investigation the use of utilizing Workplace with Facebook.
- M. Lenihan gave an update on new initiatives on the Career Program, such as personal touches at Career Fairs, such as the NSBE/SHPE Career Fair, or the Center for Career and Professional Development. Additionally, looking to go to Chapter events to talk with alumni on career needs.
- Considering a surveying/feedback initiative.
- **Actions:**
  - **Review of Rensselaer Alumni Connect (Graduway) as a community that is providing services that are needed for a successful program, as contract expires in fall 2017. Including building a wants and needs document for picking future products.**
  - **Continue to look at use of new products to enhance the Career program.**
  - **Build initiatives around personal touches at career fairs.**

#### *Chapters Committee (L. Thomas)*

- L. Thomas provided information on upcoming initiatives:
  - Provided a sell sheet about RAA Scholarship to Chapter Presidents during RPi Day Initiatives.
  - Finalized benchmarking program, pulling data together to share with board and those that participated in the survey. See RAA Google Group Drive on information pertaining to benchmark project.
  - Reviewing the benchmarking information in order to provide action plan by June.
- Committee continues to encourage Summer Send-Off Programs with Chapter Leaders.
- Create a "Welcome to Neighborhood Event," utilizing a webinar series for Chapter Leaders.
- **Actions:**
  - **Committee to finalize benchmark project to share with board by June 30.**
  - **Initiate webinar series for Chapter Leaders on "Welcome to Neighborhood Event."**

#### *Campaign Committee (T. Barton)*

- T. Barton noted that much of the Campaign information was discussed during a prior new business. Action items included under Rensselaer Alumni Association Scholarship Fund/Campaign Update section of minutes.

#### *AIGC Update (R. Grice)*

- Spring rush and recruitment went smoothly, although we are still concerned about the trend towards lower numbers
- AIGC members are looking to participate in each of the Fall SO sessions; we plan to have at least one AIGC member at each SO session

- Work on revisions to the Relationship Statement and Greek Life Commons Agreement have started; AIGC is now involved in the revision process. (We were not initially on the review team.)
- While you are meeting in Washington, DC, the AIGC will be holding its Spring meeting on Saturday, April 29 in the Heffner Alumni House. We will be holding elections at the meeting. Greek Awards of Excellence will be held later in the day.
- AIGC officers (before the elections) are: Roger Grice, president; Bob Eckart, vice-president; Jerry Witter, director, Roger Mike, director; John Pfaff, director; David Goldschmidt, director; and Laurel White, director.
- Please visit the AIGC website: <http://www.alumni.rpi.edu/services/affinity/AIGC/>

*RAA Long Range Strategic Plan 2024 (K. Muhammad)*

- Muhammad provided update on RAA Long Range Strategic Plan 2024 session, group working to give finalized feedback and information by May 12 to Kareem. Check RAA Board Google Drive for document to update.
- **Actions:**
  - **Board members to provide finalized feedback on the Long Range Strategic Plan by May 12**

*Alumni Attitude Survey (J. Budris/T. Keating)*

- Budris and Keating reported on Alumni Attitude Survey. Budris and Keating, with K. Lounsbury from Office of Alumni Relations have worked with PEG Company to provide feedback on questions and are finalizing questions, include new questions proposed by RAA. Expected to get survey out in May 2017.
- J. Schanz provided an update from the February RAA Board Meeting on the Rensselaer Branding Refresh project by the Vice President Richie Hunter, from the Division of Strategic Communications and External Relations. Schanz mentioned many alumni volunteers, with different backgrounds participated in phone calls on the project. Expecting information from the refresh project in June 2017.
- **Action**
  - **Budris/Keating to send preview of survey to RAA Board Members for quick review.**
  - **Finalize survey questions and send to alumni, working with PEG Company. Expected to release in May 2017.**
  - **Schanz to send branding refresh findings to RAA Board.**

*Rensselaer Alumni Network (RAN) (S. Sharma)*

- S. Sharma provided update on RAN programming, including helping to train new volunteers in Philadelphia and Dallas.
- S. Sharma recommends a RAN Commission member to RAA Board with retirement of S. Sharma in the future.
- S. Sharma mentioned new initiative of a RAN Plaque in the Heffner Alumni House recognizing one RAN Captain every year for their volunteer efforts in the areas. Funding to be provided by Paul Hess' company contribution to the RAA.
- **Action**
  - **S. Sharma to investigate plaque initiative.**

*RAA Board Nomination (K. Muhammad)*

- K. Muhammad provided update on RAA Nominations process, including keeping potential nominees from year to year.
- In 2017 15 nominees, the committee recommended 5 potential member. Confirmed of 3 new members.
- Schanz provided an overview of each of the selected nominees, Coderre '06, Lyden '78, Ryan '79
- Motion to accept the proposed 2017-2018 slate by L. Jojo, seconded by P. DeLauri, approved by all members of the board.
  - Promotion of members from Trustee-at-Large to Vice President
    - Keyes '02, Siegel '85, Frosell '85
  - New Board Members
    - Coderre '06, Lyden '78, Ryan '79

*2017 – 2018 Board Meeting Dates (J. Schanz)*

- J. Schanz discussed the potential new dates for 2017-2018.
- **Action**
  - **G. Seber to provide poll to entire board on consensus for Spring 2018 dates (April or June preference)**

*Recognition of Retiring Board (T. Kozikowski)*

- T. Kozikowski provided thank you gift to Claire Lukasiewicz '17 for her time on the board at the Red & White Student Organization President.
- J. Schanz provided remarks and thank you T. Kozikowski for her service as the RAA President.

VI. Adjournment

- A motion to adjourn the meeting at 11:32 a.m. was made by L. Pulvirent '81 and seconded by P. DeLauri, and approved by all attendance.

**RAA Work Groups**  
**SUBMITTED REPORTS – APRIL 2017**

**Career – Meghan Lenihan**

Attendees: Meghan Lenihan; Elisha Rios, Sandeep Sharma, Jen Keyes, Tom Keating, Kailah Borchers

- Team has been working through investigating different options for creating a virtual alumni network. Each team member picked a few apps to investigate and report back to the team on. The top 3 were downselected as - slack, workplace at facebook & IBM connections.
  
- We are looking at these platforms as potential replacements for RAC. Meghan & Kailah are to set up a meeting with Jeff, Teri & Kareem to discuss next steps and their thoughts. Kailah has connected with Kim Ragosta in Purchasing re: terms and conditions related to testing a free version of Workplace and Slack. She has recommended having RPI legal counsel review the specifics of each to identify proper procedure. Kailah has sent requests to Slack and Workplace to collect this information.
  
- In addition to this, the team has been brainstorming other ways to bring career services to alumni. Top ones are alumni recognition at career fairs through outreach and/or breakfast to connect alumni to alumni. Connecting with the chapters to see if we can offer local career events. All Alumni Survey questions to be included.

**Chapters – Lauren Thomas**

**Campaign (Terence Barton)**

No workgroup meeting prior to April 2017 Board Meeting. Please see minutes from above on report out on the RAA Scholarship under RAA Financial Report

*Minutes approved – October 14, 2017*



# **Exhibit O**

**Rensselaer Alumni Association**  
**Board of Trustees Meeting**  
**Sheraton Hartford Hotel at Bradley Airport, Simsbury Room**  
**April 28, 2018**

Board Members Present:

Terence Barton '92, '01G, Ashley Brandin '06, Jessica Budris '01, '04G, Kat Coderre '06, Patricia DeLauri '85, Justin Etzine '18, Tim Frosell '85, P'12, Connor Hart '19, F. Terry Jones '66, '72G, Thomas Keating '75, Jennifer Keyes '02, Theresa Kozikowski '85, '86G, Michael Lyden '78, Kareem Muhammad '01, Brian Nock '13, '13G, Lawrence Pulvirent '81, '82G, Elisha Rios '07, Lauren Thomas '01

Board Members by Phone:

Rich Bollam '66, Meghan Lenihan '10, Matt Siegel '85

Board Members Absent:

Neal Barton '58, '63G, '66 Ph.D., P'89, P'92, Rich Bollam '66, Glenn Brown '54, Colleen Costello '12, David Fowkes '89, Jason Hagopian '91, '92, John Hamilton '73, Meghan Lenihan '10, David Ryan '79, Spencer Scott '13, '17G, Sandeep Sharma '88G, P'16, Matt Siegel '85

Guests Present:

Michael Wellner '64, '65G – attended only for the travel update portion of the meeting

Alumni Relations Staff Present:

Michael Bivens, Operations Manager, Elaine Young, Administrative Coordinator

I. Call to Order (K. Muhammad)

- Meeting called to order at 8:30 a.m.

II. Approval of Board Meeting Minutes (K. Muhammad)

- Note was made that Board members need to be notified when the minutes are posted
- ***A motion to approve the minutes, as amended, was made and approved by all in attendance***

III. RAA Financial Report (T. Frosell)

*Income and Expenses-Status to Date*

- Income received and expenses incurred through the third quarter of FY2017-18 (7/1/17 – 4/23/18) were reviewed
- Payments for reimbursement to the Office of Alumni Relations over the past 5 years have been about \$40K annually and this year is expected to be the same

*Rensselaer Alumni Association Scholarship Fund (T. Barton)*

- There has been no new activity to report since the February Board meeting
- Looking for volunteers to make calls and/or send emails

*Rensselaer Alumni Association Endowment Fund (R. Bollam)*

- There have been 8 new pledges since the last Board meeting

IV. Old Business

*Traditions Book (T. Keating)*

- **A motion was made to table any further work on the book, seek reimbursement of any unused funds from the vendor that has been working on the book and assess what will be needed to drive the book to completion including costs associated with production. Motion approved by all in attendance**

V. New Business

*Chapters Committee (L. Thomas)*

- The Google drive chapter handbook link is on the website. Will work together to connect the link directly to their drive and they will do a re-role out of the handbook
- Welcome to the neighborhood event will be in June
- The committee is brainstorming about what the path going forward will be after the alumni attitude survey
- Social media training for the RAA Board will be extended out to the chapter leaders for the May training
- A Google group will be set-up for the chapter leaders to start more peer to peer communication and learning, this will be a forum for chapter leaders to be able to reach out to other chapter leaders
- Engagement of the chapter leaders at R&HC was discussed
- The committee discussed a pop up on event registration pages for people to donate to the RAA Scholarship Fund. This could be a way to increase participation and to increase giving overall. Would like to try it for 3-6 months and then re-evaluate

*Connections (Career) Committee (M. Lenihan)*

- Phase 1 activity - virtual area around social media
  - RPI Alumni Facebook group pilot ends April 29
- It was noted that there will be follow-up conversations with RAN regarding it's falling under the RAA umbrella and governance
- RAN will fall under the Connections Committee
- The Connections Committee needs volunteers to help with integrating back to campus in regards to the different departments and the CCPD for alumni programming offerings
- "Fun fact Fridays" and "Change the World" series nominations and submission forms are on the Google drive
- **A motion was made to change the Careers name to Connections. Motion was seconded and approved by all in attendance**

*Governance Committee (A. Brandin)*

- Volunteers are needed to help with the continued work to be done on the by-laws
- The goal is to have a redline of the bylaws by the September meeting

*AIGC Update (T. Keating)*

- AIGC has been talking with 3 deans regarding the ARCH program. This is the last year ARCH is optional. Starting next year, it will be mandatory
- ARCH impacts fraternities and sororities who have houses due to students being required to move out of the house to live on campus. The fraternities and sororities lose out on the money normally paid by the students to live in the house. It also forces students to move out and move back in for just the short period of time required for the ARCH program.
- Elections were held and R. Mike and B. Eckhardt were both re-elected to 3 year terms

*International Chapters (M. Bivens)*

- Rensselaer has been working in China to develop new international chapters in Shanghai and Hong Kong. There is already a group of active alumni who want to establish these chapters and work with the RAA

*Travel Program Update (M. Wellner)*

- Income is very difficult to project. World events and the domestic economy have an impact.
- More expensive trips bring in bigger commissions for the RAA (typically about 5%)

*California and New York Galas (M. Bivens)*

- Rensselaer is planning two scholarship galas, June 2 in CA and October 24 in NY
- The purpose of the galas is to support the Rensselaer general scholarship fund – 95% of Rensselaer students receive some form of financial assistance

*Other New Business (K. Muhammad)*

- An announcement was made that T. Kozikowski and R. Mike will co-lead the Rensselaer Hall of Fame committee as a transition from C. Rancourt

*Approval of RAA Board Slate of 2018-19 Nominees (K. Muhammad/T. Kozikowski)*

- The Nominations Committee received a good number of Board nominations and they are still being reviewed
- The committee will come back to the full Board to get approval on final decisions before July 1
- **Motion to approve A. Brandin being moved to Vice President was put forth and approved by all in attendance**
- **Motion to approve M. Siegel being moved to President Elect was put forth and approved by all in attendance**

VI. Adjournment

- Meeting adjourned at 12:06 p.m.

VII. Action Items

- *Financial Report:*
  - **Approval of the FY19 budget will be tabled due to several open questions, however, the goal will be for the current Board members to approve it prior to July 1, 2018**
  - **M. Bivens to put together the breakdown of the \$40K being supplemented by the RAA this fiscal year**

- M. Bivens to report back to the Board why the \$5K for Greek Outreach was unspent at the time of 3<sup>rd</sup> quarter reporting
- M. Bivens to look into why the Endowment Fund FY19 proposed income has dropped from \$46K to \$35K
- *Scholarship Fund:*
  - Anyone interested in volunteering to make calls and/or send emails in regard to the *Scholarship Fund* should reach out to T. Barton
- *Endowment Fund:*
  - R. Bollam is planning to step down from overseeing the Endowment Fund and is looking for a volunteer to take it over
  - Need to look at the language at the bottom of the Endowment Fund agreement with Rensselaer to be sure it is being followed by the next RAA board meeting
- *Traditions Book:*
  - M. Bivens to contact Steve Dunnigan at Idea Works to request reimbursement of the \$11K and ask if any of it was already spent
- *Chapters:*
  - A one page summary to be shared at the Advancement Committee meeting is to be provided to K. Muhammad by May 1, 2018
  - Find out how many active chapter members we have, what the 2017 statistics are, what the volunteer activities are and how many members are involved, what our impact is overall so we can have more quantitative assessment of our activities, one of the goals is to have actual data to connect to at the end of each year for these metrics and we would like to start that by July 1
- *Connections:*
  - A one page summary to be shared at the Advancement Committee meeting is to be provided to K. Muhammad by May 1, 2018
  - The Connections Committee will set-up a meeting with the RAA Board to vote on approval of the EverTrue platform
  - A call will be held with the Rensselaer legal team and the CIO to discuss RAN – the purpose of the call will be to clearly outline and define the guidelines for RAN falling under Connections and the ramifications for them if they don't
  - Anyone interested in getting involved or who would like more information can contact M. Lenihan or E. Rios
- *Governance:*
  - The alumni relations office will provide the most recent version of the by-laws
  - The committee intends to have a redline of the bylaws by the September RAA Board meeting
- *International Chapters:*
  - M. Bivens will find out what the composition is of the groups interested in starting the new chapters
- *Travel Program:*
  - RAA will make more connections with professors
  - Consider expanding to 1-2 more operators to market shorter trips and domestic destinations as well to make them more attractive to a wider demographic.
  - RAA to use social media accounts and other ways to solicit younger alumni
  - Making sure RAA has alignment with the budget

- **M. Wellner will provide an update, in the next few weeks, on the projected income from the travel program**
- **Talk to existing companies and new companies about what their algorithm is for the audience they choose to be sure they are hitting the correct demographics**

Minutes Approved – September 28, 2018

# **Exhibit P**

Rensselaer Alumni Association

**Give Now**

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# **The Rensselaer Alumni Association (RAA) Bylaws**

## **Article I - GENERAL**

**Section 1. Name** - The name of this organization is the Rensselaer Alumni Association ("Association").

**Section 2. Principal Office** - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

**Section 3. Purpose** - The Association shall:

1. Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
2. Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
3. Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
4. Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
5. Develop, institute and maintain policies, services and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

## **Article II - MEMBERSHIP**

**Section 1. Alumni/ae Members** - The following shall automatically become Alumni/ae Members:



1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a member of the Association.

**Section 2. Honorary Members** - Non-alumni/ae who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

1. The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).
2. The slate will be voted on at the Annual Meeting of Members using the election process outlined in Article VI - Section 2.
3. The "Friends of Rensselaer" will be notified in writing of the recognition of Honorary Member of the Association.

**Section 3. Rights and Responsibilities** - Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

**Section 4. Disassociation** - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

### **Article III - MEETINGS**

**Section 1. Annual Meeting of Members** - The Annual Meeting of Members shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board.

**Section 2. Special Meetings of Members** - Special Meetings of Members may be held at a time and place fixed by the Board. The Secretary shall call such a special meeting upon written request of the President, or a majority of the Trustees, or one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

**Section 3. Meeting Notices** - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings, such as a notice in the official publication of the Association. The official publication of the Association is RENSSELAER - the Alumni Magazine of Rensselaer Polytechnic Institute ("Alumni Magazine").

**Section 4. Quorum** - Twenty (20) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

**Section 5. Agenda** - The order of business of each meeting shall be set by the President with the advice of the Executive Director.

**Section 6. Presiding Officer** - The presiding officer at a meeting shall be the ranking officer present.

**Section 7. Voting** - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy.

### **Article IV - BOARD OF TRUSTEES**

**Section 1. Composition** - The Board shall be composed of up to thirty-six (36) voting Trustees, as follows:

1. **Trustee Officers** [elected] (maximum of twelve (12)).
2. **Trustee Officer Designates** (maximum of three (3))
3. **Trustees-at-Large** [elected] (maximum of seventeen (17)).
4. **Grand Marshal** [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
5. **Graduate Council President** [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
6. **Faculty Council Chair** [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
7. **Red and White Student President** [ex-officio].

**Section 2. Terms of Office** - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 3. Vacancy** - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from three (3) consecutive meetings may be removed from office by the Board without member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting of Members, at which time the Nominating Committee shall make a nomination to fill the remainder of the unexpired term.

**Section 4. Powers and Responsibilities** - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association may only be exercised by, or under the authority of the Board.

1. The Board shall review all actions taken or recommended by the Executive Committee of the Board.
2. The Board shall promptly consider all recommendations introduced at meetings of the Members.
3. At the Annual Meeting of Members, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting of Members. These resolutions shall be presented to the membership for its endorsement.
4. Annual dues for Members of the Association may be fixed by the Board.
5. The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board

**Section 5. Meetings** - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting of Members. The President may call Special meetings, and must call a Special meeting upon written petition of a majority of the Trustees. At least fourteen (14) days notice of each meeting, regular or special, shall be sent in writing to the last known address of each Trustee. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

**Section 6. Quorum** - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

**Section 7. Emeritus Status** - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who

has given long service on the Board.

**Section 8. Board Year** - At the end of each Annual Meeting, the new "Board Year" officially begins. The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

## **Article V - OFFICERS**

**Section 1. Officers** - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President, and Executive Director.

1. **Terms of Office** Officers, other than the President, President Elect, Past President, Institute Trustee Designate, Emeritus Vice President and Executive Director, shall be elected at the Annual Meeting to serve a one (1) year term, and shall be eligible to serve a maximum of five (5) consecutive terms. In even-numbered years, a President Elect shall be elected to serve a one (1) year term, and upon completion of this term shall automatically assume the office of President for a two (2) year term and the office of Past President for a subsequent one (1) year term.
2. **Ranking** Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
3. **Vacancy** - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting of Members. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to the office of President. In the absence of a President Elect, the Executive committee shall elect an acting President to serve until the next election.
4. **Powers and Responsibilities** - Officers are responsible to the Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.

**Section 2. President** - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

**Section 3. President Elect** - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

**Section 4. Vice Presidents** - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

**Section 5. Past President** - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

**Section 6. Secretary** - The Secretary shall issue notices of all meetings, shall keep accurate minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine of the necessary promotional literature for the

conduct of the Association's business, and shall perform all other duties assigned by the President or Board.

**Section 7. Treasurer** - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the Annual Meeting a current statement of the financial affairs of the Association, and shall perform all other duties as assigned by the President or Board.

**Section 8. Executive Director** - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

**Section 9. Institute Trustee Designate** - One member of the Institute Board of Trustees will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

#### **Article VI - COMMITTEES**

**Section 1. Executive Committee** - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long range plan and the annual budget approved by the Board. Actions of the Executive Committee requires a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

**Section 2. Nominating Committee** - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

1. The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
2. The Nominating Committee shall nominate, to the general membership subject to prior approval of the Executive Committee, a list of candidates, one for each position, to fill the term of Trustees and any vacant officer positions.
3. All nominations from the general membership of possible candidates for Officer or Trustee shall be submitted to the Nominating Committee for consideration at least ninety (90) days before the Annual Meeting. Nominations will not be accepted from the floor.
4. A list of candidates from the Nominating Committee shall be available to a Member upon request at least thirty (30) days in advance of the Annual Meeting.
5. Unless the Members at the Annual Meeting decide by majority vote that the election shall be by ballot, the election shall be by show of hands or voice vote. If the election is by ballot, the President shall appoint three tellers, one to serve as chairman, who shall count the ballots and report the results to the meeting. In case of a tie, the President shall cast the deciding vote.

**Section 3. Awards Committee** - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

**Section 4. Ad Hoc Committees** - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be till the next Annual Meeting.

## **Article VII - AFFILIATE ORGANIZATIONS**

### **Section 1. Affiliates**

1. **Class Affiliates** - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its quinquennial and special reunions, and otherwise represent the interests of its Members. Class Officers shall be elected for five year terms at its quinquennial reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.
2. **Geographic Affiliates** - Local groups organized by the Association shall be known as the "{Geographic area} Chapter - Rensselaer Alumni Association" Such designation requires approval of the Board.
3. **Other Affiliates** - Other affiliate organizations are permissible subject to designation by the Board.

**Section 2. Criteria for Designation** - To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.

1. These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

**Section 3. Charter** - The RAA will recognize affiliate organization by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

**Section 4. Policies and Procedures** - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

**Section 5. Dues** - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

## **Article VIII - PARLIAMENTARY AUTHORITY**

**Section 1. Authority** - The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings of the Board, Association and its affiliate organizations unless superseded by these Bylaws.

## **Article IX - AMENDMENTS**

**Section 1. Process** - These Bylaws may be amended at a meeting of the Board by approval of two-thirds of the Board of Trustees provided that thirty (30) days notice of such amendment has been given to each

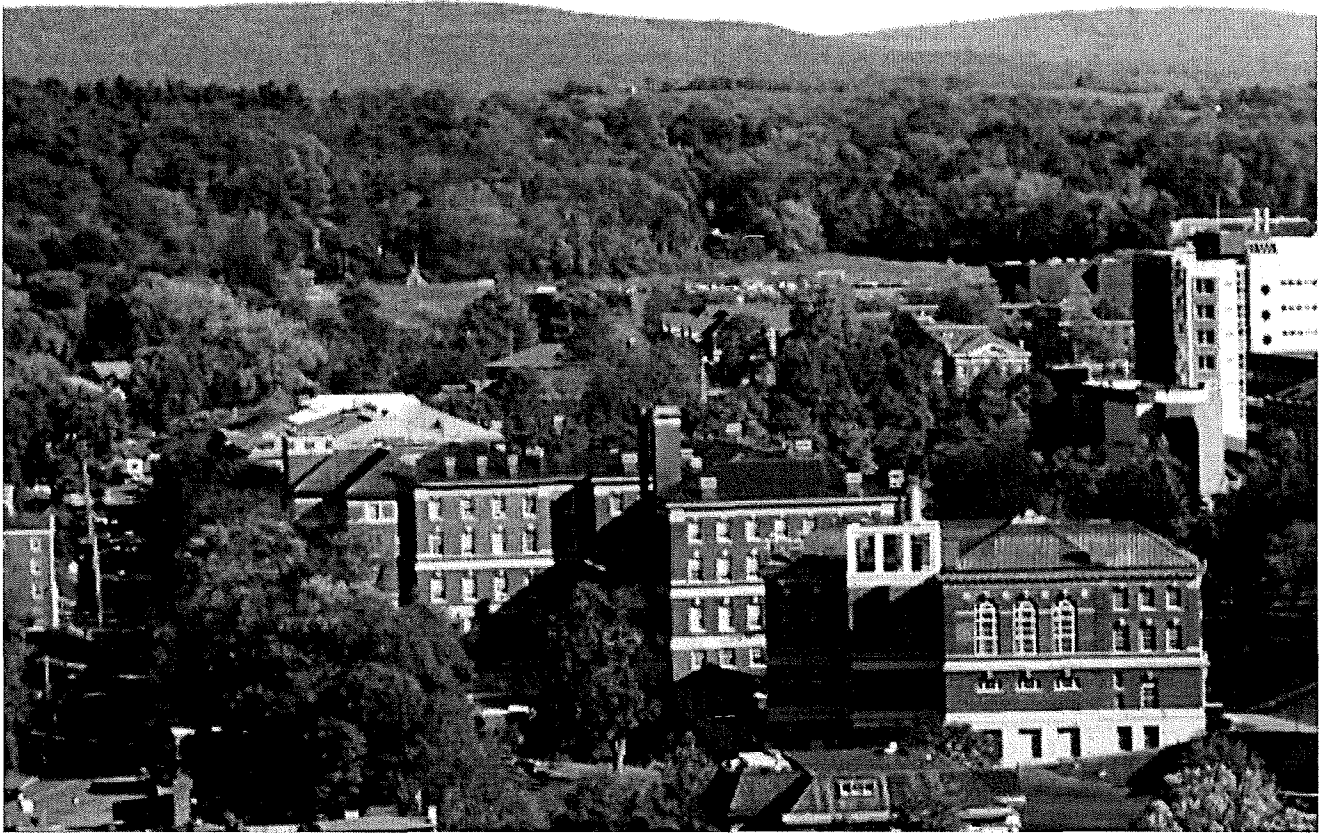
Trustee. An amendment to the Bylaws goes into effect immediately upon its adoption. Amendments to the Bylaws shall be printed in the minutes of the Board.

#### **Article X. INDEMNIFICATION**

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

*These are the RAA Bylaws as Approved March 7, 1998 and Amended March 12, 2001. A prior version posted on this website was missing Article V, Section 1, Clauses (a) and (b) and showed minor language inaccuracies in Article II, Section 2 and Article III, Section 3.*

For questions about the RAA, contact [raa@rpi.edu](mailto:raa@rpi.edu)





- [Chapters & Groups](#)
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- [Upcoming Events](#)
  - [01/06/2019](#)  
[RCNJ | Escape Room Adventure](#)
  - [01/12/2019](#)  
[Atlanta | RPI Engineers vs. Clarkson Golden Knights Hockey Webcast](#)
  - [01/16/2019](#)  
[Hartford | RPI vs UConn Men's Hockey and Pregame Reception](#)
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Heffner Alumni House  
1301 Peoples Avenue  
Troy, NY 12180 USA  
(518) 276-6205  
alumni@rpi.edu  
Privacy Policy & Copyright

# Exhibit Q

**Rensselaer Alumni Association Annual Meeting  
Heffner Alumni House, Alumni Conference Center  
December 1, 2018**

**Minutes approved February 5, 2019**

Board Members Present:

Tom Keating '75, Michael Lyden '78, Kareem Muhammad '01, Lawrence Pulvirent '81, '82G

Board Members Remote:

Ashley Brandin '06, Patricia DeLauri '85, David Fowkes '89, Jason Hagopian '91, '92, Timothy Frosell '85, Kat Koderre '06, Meghan Lenihan '10, Brian Nock '13, '13G, Matthew Siegel '85

Other Attendees and Guests Present:

Wade Abbott '95, Elizabeth Anderson '14, '14G, Terence Barton '92, '01G, Louise Bergendahl '99, Richard Bollam '66, Susan Brownell '79, '81G, Donald Bunk '55, Donald Burgio '89 (*candidate*), Robert Corell '82, Arthur Depoian '76, Melanie Depoian '09, David Eckhardt '66, Richard Felak '66, '67G, Sheila Fields '72, Michael Gardner '17, James Hyde '72, Michael Keenan, John Krob '78, J. Bruce Kunkel '71, '72, '73G, Ardean Leith, Kaitlyn Lounsbury '15, '15G, Claire Lukasiewicz '17 (*candidate*), Aaron Lynds '89, Katherine Marciano '14, Michael McCabe '79, Lawrence Mentz '68, Theodore Mirczak, Jr. '66, Robert Mitnik '66, Greg Moore '90, Jay Murphy '67, '68G, '71PhD, John Nehrich '72, Charles Rancourt '70, '74G, Jeffrey Sherman '17G, Euan Somerscales '61G, Peter Ungaro '94, Peter Vanderminden '78, Ronald Vero '76G, James Waugaman '68, '74

Other Attendees and Guests Remote:

Bernie Pasternack '67, '68G, Bernie Robinson '67, Chuck Vance, Dan Weeks '11, Daniel Horvath '08, '09G, Dennis Powers '63, Eric Engineer '06, F. Terry Jones '66, '72G, Gerald Sweeney '68, Gerry Nolan '78, Ira Goldman '68, '69G, Jacek Witkowski '99, Jerome Zoeller '62, Jim Augstell '58, '59G, Joel Glickman '88, '92G, John Crawford '09, John Tartaglia '76, '80PhD, Linda Jojo '97, '92G, Jonathan Kessler '79, '82G, Julia Meadows '09, Katie Alexandridis '12, Ken Winkler '75, Ken Jenkins '58, '61G, '66PhD, Kevin Hamburger '75, Kristin Seaver '90, '98G (*candidate*), Kyle Schlosser '85, '03G, Louis Billera '64, Michael Cuzzo '18, Michael Silverstein '72, '73G, Mike Steele '95, '97G, Orlando Hernandez, Jr. '16, '16G, Peter Vanderzee '70, Priscilla Acosta '17, '17G, Richard Podolec '70, Rick Pooler '77, Robert Fohrenbach '15, Scott Judson '88, Stephen Gaudio '67, Stanley Gee '71, Theresa Kozikowski '85, '86G, Theresa Frosell '86, Tom Hendrican '76, Tom W. Lindenmuth '69, '70G, Tyler Carney '18, Vivek Bhatia '90

Alumni Relations Staff Present:

Dawn McCarthy

Board Members Not Present or Not Announced:

Glenn Brown '54, Neal Barton '58, '63G, '66Ph.D., P'89, P'92, John Hamilton '73, Dave Ryan '79, P'12, Elisha Rios '07, Colleen Costello '12, Anthony Ashley '18, Connor Hart '19, Stefanie Warner '19, Graig Eastin

I. Call to Order (K. Muhammad)

- The meeting was called to order at Noon

II. Opening Remarks & Presentation (K. Muhammad)

- K. Muhammad started with opening remarks and shared the presentation deck titled "RAA\_Annual\_Meeting\_Update\_12012018.pdf" (reference PDF file)
- Nomination Process
  - RAA Past President, Theresa Kozikowski '85, '86G, chaired this year's Nominating Committee; the Nominating Committee was made up of 4 members of the RAA Board of Trustees (BoT).
  - A call for nominations was posted on the RAA website and all nominations were due by 3/9/18 (originally 2/1/18).
  - The Nominating Committee reviewed all nominations and selected this year's slate of candidates.
  - The slate of candidates was presented to the Executive Committee as well as the full RAA BoT and approved by all members.
  - The slate of candidates was presented to the general RAA membership in the announcement of the Annual Meeting. The slate was sent on email more than 30 days before the meeting.
  - Interim Executive Director (Greg Eastin) did not participate in the process.
  - Today the general membership of the RAA will vote on the slate of candidates.
- Proposed RAA BoT for 2018-19
  - Nominees (listed in ***bold italics***) for a final vote of approval today
  - EXECUTIVE COMMITTEE
    - President: Kareem I. Muhammad '01
    - President-Elect: ***Matthew T. Siegel '85***
    - Vice President-Treasurer: ***Timothy A. Frosell '85***
    - Vice President: ***Ashley B. Brandin '06***
    - Vice President: ***Patricia M. DeLauri '85***
    - Vice President: ***Thomas A. Keating '75***
    - Vice President: ***Meghan M. Lenihan '10***
    - Vice President Emeritus: Glenn O. Brown '54
    - Institute Trustee Designate: Cornelius J. Barton '58, '63G, '66 Ph.D.
    - Executive Director (Interim): Graig R. Eastin
  - MEMBERS
    - Class of 2019
      - David W. Fowkes '89
      - John S. Hamilton '73

- Lawrence M. Pulvirent '81, '82G
  - Class of 2020
    - Kathleen Coderre '06
    - Michael Lyden '78
    - Brian F. Nock '13, '13G
    - Elisha Rios '07
    - David Ryan '79
  - Class of 2021
    - **Donald Burgio '89**
    - **Jason Hagopian '91**
    - **Claire Lukasiewicz '17**
    - **Kristin Seaver '90, '98G**
  - Motion to approve the slate for RAA board for 2018-19 was made and seconded.
  - K. Muhammad notes there are 3 ballot counters in the room and announces online voting is open as of 1:10 pm and will close by 1:20 pm.
  - Dawn McCarthy states that voting closed at 1:12 pm
- III. Election Outcome (K. Muhammad)
- There were 3 alumni who tallied the votes: Michael Lyden '78 (chief ballot counter), Terence Barton '92, '01G, & Charles Rancourt '70
  - There were 25 yes votes, 23 no votes, and 3 abstentions (which included 10 votes online)
  - In the room there were 17 yes votes, 21 no votes, and 3 abstentions. Online there were 8 yes votes and 2 no.
  - Abstentions were noted.
  - There was a discrepancy with the online votes and it was decided to confirm all results after the meeting was adjourned.
  - Approval of the slate of candidates passes. Editorial note - After the meeting it was confirmed the final vote was as follows:

Vote Type	Yes	No
Paper Ballot	18	21
Online	10	6
<b>Total</b>	<b>28</b>	<b>27</b>

Note: For online votes, members needed to be on the Webex and voted with their alumni online ID to be counted as "in-person"

There was a review of online votes and in-room ballots immediately following the meeting. For in-room ballots, the number increased from 17 to 18 for "yes" due to a ballot not being collected initially. 42 in-room ballots were handed out and all 42 were accounted for. For online votes, the number of "yes" votes increased from 8 to 10 and "no" votes increased from 2 to 6.

- See attached "Inspector\_Oath.pdf" for confirmation of election results.

IV. Q&A

- There were multiple questions and comments during the meeting around Bylaw recommendations, nomination process, financial status, the Renew Rensselaer Platform, alumni attitude survey results, and election results.

- The following responses and clarifications were provided:
  - It was noted that those on the WebEx are considered in-person and online voting would be captured through iModules.
  - Members would need to login to vote.
  - It was also noted that recommendations for the Bylaws, including the nomination process, would be considered by the Governance Committee.
  - Bios of each candidate were shared and candidates provided brief summaries of their qualifications. It was agreed that bios will be sent in advance for future annual meetings.
  - For the question on the number Vice Presidents (VPs), it was clarified how many VPs are allowed per the RAA Bylaws and each VP leads a committee or initiative.
  - The RAA does not speak for the Institute Board of Trustees but can share inputs to the Institute Board of Trustees.
  - Previous approved meeting minutes will be made available on the web site by end-of-month
  - On January 26, 2019, RAA Bylaw updates will be voted on.
  - The RAA Advisory Council will be action oriented and not a forum for members to complain only.

V. Adjournment (K. Muhammad)

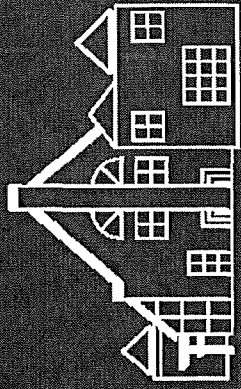
- Motion to adjourn the meeting Seconded.
- Meeting adjourned at 3:22 pm.

**OATH OF INSPECTOR AT MEETING OF MEMBERS**

The undersigned, President of the Rensselaer Alumni Association, and presiding officer of the Annual Meeting of Members held on December 1, 2018, hereby appoints himself as inspector of such meeting, and furthermore, by executing the below, hereby agrees to faithfully execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

A handwritten signature in black ink, appearing to read 'Kareem I. Muhammad', written over a horizontal line.

Kareem I. Muhammad



**Rensselaer**  
Alumni Association

# Annual Meeting

December 1, 2018



# Annual Meeting Agenda

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- Welcome [5 min]
- Approval of RAA Board Slate [15 min]
- RAA Updates [25 min]
  - 2018 – 2019 Focus
  - RAA 150th Anniversary Celebration
  - Financial Update
  - Special Meeting Follow-up
- Q&A [10 min]
- Closing [5 min]

# RAA Vision and Mission

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- **Vision:** To serve and represent our alumni/ae community and the Institute through enriching alumni/ae, promoting lifelong connections, and pursuing the mutually beneficial aspirations of our alumni/ae and the Rensselaer Community.
- **Mission:** To connect and grow our alumni/ae community while investing in the Rensselaer of tomorrow.

# RAA Purpose

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## The Association shall:

- a) Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
- b) Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
- c) Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
- d) Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
- e) Develop, institute and maintain policies, services and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

# Nominations to RAA Board

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- This year's Nominating Committee was chaired by RAA Past President, Theresa Kozikowski; the Nominating Committee was made up of 4 members of the Board of Trustees
- A call for nominations was posted on the RAA website and all nominations were due by 3/9/18 (originally 2/1/18)
- The Nominating Committee reviewed all nominations and selected this year's slate of candidates
- The slate of candidates was presented to the the Executive Committee as well as the full RAA Board of Trustees and approved by all members
- The slate of candidates was presented to the general RAA membership in the announcement of the Annual Meeting
- Today the general membership of the RAA will vote on the slate of candidates



# Proposed RAA Board of Trustees (2018-2019)

---

Nominees (listed in bold italics) for a final vote of approval today

- EXECUTIVE COMMITTEE
  - President: Kareem I. Muhammad '01
  - President-Elect: ***Matthew T. Siegel '85***
  - Vice President-Treasurer: ***Timothy A. Frosell '85***
  - Vice President: ***Ashley B. Brandin '06***
  - Vice President: ***Patricia M. DeLauri '85***
  - Vice President: ***Thomas A. Keating '75***
  - Vice President: ***Meghan M. Lenihan '10***
  - Vice President Emeritus: Glenn O. Brown '54
  - Institute Trustee Designate: Cornelius J. Barton '58, '63G, '66 Ph.D.
  - Executive Director (Interim): Graig R. Eastin
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    - Elisha Rios '07
    - David Ryan '79
  - Class of 2021
    - ***Donald Burgio '89***
    - ***Jason Hagopian '91***
    - ***Claire Lukasiewicz '17***
    - ***Kristin Seaver '90, '98G***

# RAA Updates

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- **Governance**
  - RAA Board Meeting Minutes to be available to all members
  - Bylaws update to be voted on January 26, 2019
- **RAA 150<sup>th</sup> Anniversary**
  - RAA first meeting occurred June 22, 1869; RAA business meeting will be held June 22, 2019 to commemorate this event
  - Larger celebration to occur during Reunion & Homecoming 2019
- **Upcoming Events**
  - RAA Board Student Leader Dinner January 24, 2019
  - RAA Board Meeting Weekend January 24 – 26, 2019

# RAA Updates – Connections

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## Phase I

- **Website Revamp**
  - In process ... go live in May
  - More interactive
  - Enhanced campus connections
- **Virtual Connections**
  - Gradway → Evertrue
  - RPI Alumni Facebook Group
    - Go live in May
    - Organic Connections
  - Social Media Account Directory
- **Careers → Connections**
  - Shifting the focus of the group based on Alumni Attitude Survey

## Phase II & Beyond

### CCPD & Campus Integration

- Joblink Access for Alumni
- CCPD Alumni Open House
- Partnered Platform Search
- Tie into Depts/Archer Center

### RAA Board Events

- Facebook Live Career Tip Event
- RAA Student Leader Event
- R&W Networking Social Event
- Live Stream Informational Parts of the Board Meetings

### RAA Sponsored Events

- Career Fair Alumni Breakfast
- Commencement Photo Challenge

# RAA Update – New International Chapters

- **Shanghai and Hong Kong Alumni Chapters officially chartered**
  - Shanghai – September 6, 2018
  - Hong Kong – September 8, 2018





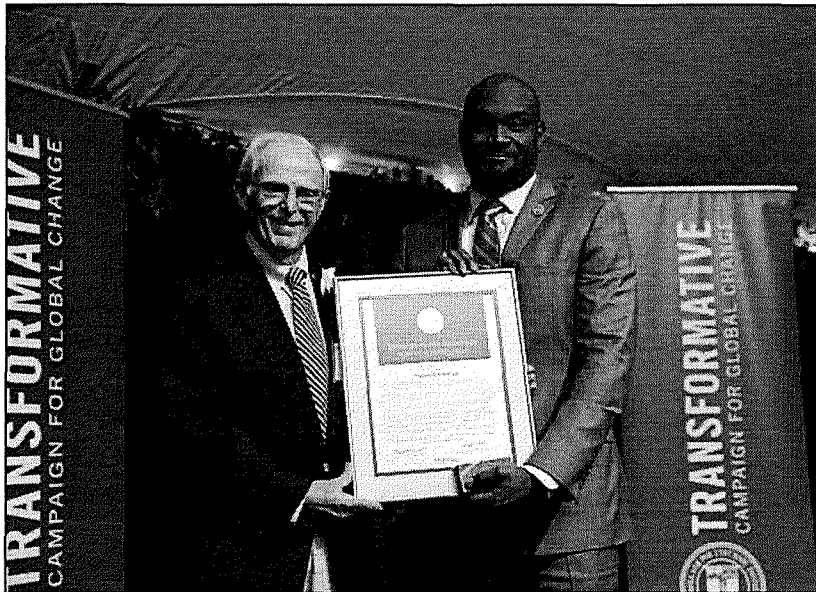
# RAA Updates – Chapters

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- **Goals for fiscal year 2018:**
  - Increase the communications to chapter presidents
  - Update the chapter handbook
- **Goals for fiscal year 2019 based on the Alumni Attitude Survey results:**
  - Continue to improve communication to and engage the chapter presidents
  - Increase chapter member giving participation rate
- **Activities**
  - Sent RAA Board activity updates to Chapter Presidents after each Board meeting to make sure Chapter leaders are in the loop with the highlights from the RAA and RPI
  - Refreshed and rounded out the information in the Chapter Handbook to ensure support for Chapter Presidents

# RAA Update – RAA Awards

- **The RAA awards program recognizes alumni contributions in every area of volunteer work**
  - For 2018, 17 awards were presented in 9 categories



# RAA Finance Update

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- **RAA is a separate 501C3 non-profit corporation**
- **RAA sources of income – investment portfolio & income producing programs**
- **RAA funding policy – limits total financial commitment to campus projects or alumni activities**
- **Current Investment Fund ~ \$1 million**
- **Current Endowment Fund ~ \$800,000**
- **Current RAA Scholarship Fund ~\$1.3M**

## RAA Finance Update – RAA Scholarship

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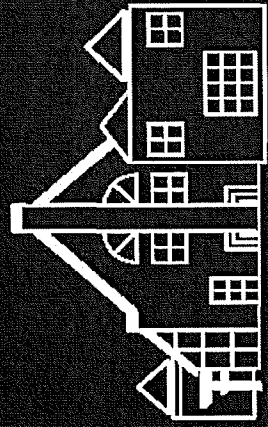
- **The RAA Endowed Scholarship Fund was seeded by the RAA with \$250,000**
- **Scholarship exists within Rensselaer to support undergraduate students**
- **Initial target of \$1M reached**
  - New target will be set by the RAA Board
  - Current RAA Scholarship Fund ~\$1,322,046 (book value) / \$352,234 (market value as of 5/31/18)
  - First RAA scholarship recipient announced Fall 2017 – Jocelyn McConnon '21, math major
  - Second RAA Scholarship recipient announced Fall 2018 – Rafsan Hamid '22, mechanical engineering major
- **RAA solicitation for the scholarship continues**

# Special Meeting Summary (10/8/2018)

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- **Two Recommendations given to RAA Board for consideration**
  - Endorse Renew Rensselaer Platform
  - Implement Alumni Task Force
- **RAA Board does not endorse the Renew Rensselaer Platform**
- **Exploring an advisory council to identify opportunities to better communicate issues and initiatives**
  - Proposed membership: representatives from the alumni base, administration, students, and RAA board





# Rensselaer

Alumni Association

# RAA Board of Trustees

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- Trustee Officers [elected] (maximum of twelve (12))
- Trustee Officer Designates (maximum of three (3))
- Trustees-at-Large [elected] (maximum of seventeen (17))
- Grand Marshal [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board
- Graduate Council President [ex-officio], or graduate student nominated by the Graduate Council President and approved by the Board
- Red and White Student President [ex-officio]

# Special Meeting Topics

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- Institute financial status, including endowment, donations, capital investments, and debt;
- Academic standing and progress, including Master's programs and faculty recruiting and retention;
- Institute governance, including performance planning and measurement;
- Status of student governance and the Rensselaer Union;
- Communication with alumni on status and health of the Institute.



# Special Meeting Expected Outcome

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- The expected outcome of the special meeting is for the alumni/ae community, including the RAA board and alumni petitioners, to have a better understanding of the state of the Institute through the topics outlined in the meeting announcement and any next steps as a result of the discussion.

# 2017 Alumni Attitude Survey Themes

## Implications

Highlighted issues and areas of focus

- Feedback to the alumni
  - Via print, email, and social media
  - Repetition
  - Action since last survey
- Focus on the future
  - Increase brand of Alumni Association and Alumni on campus
    - Intramurals or clubs
    - Fraternity and Sorority
    - Professional and career related programs
    - Residence halls
    - Academic clubs and Honor society
  - Increase understanding of the benefits of being an Alumnus/a
    - Targeted communications focusing on successful outcomes from events
- Focus talking points and topics on
  - How well degree prepares and prepared graduates for life
  - Mission and Vision of the university / Elements in Culture of Philanthropy
  - Equity of degree
  - Where alumni want to see improvements over time
    - Skills and training for career
    - Relationship with faculty
    - Opportunity to interact with alumni
    - Exposure to new things
    - Relationships with faculty
- Build campus coalitions around alumni by sharing and discussing data



Slide 129



# Infographics / Posters

RENSELAEER ALUMNI ASSOCIATION CONNECTIONS

110,000 OF LIVING RPI ALUMNI

INTERNATIONAL ALUMNI CHAPTERS

STUDENT & ALUMNI PROGRAMMING SUPPORTED BY THE RAA

ALUMNI CHAPTERS

RAA AWARDS & SCHOLARSHIPS

ALUMNI CAREER & CONNECTIONS

LET'S GO RED

NRB WELCOME BBQ

CLASS RING CEREMONY

ZERO YEAR REUNION

CONNECT WITH US!

**WANTED AN OUTSTANDING GREEK LEADER CASH REWARD**

Do you know a student who has made a significant contribution to RPI, the Greek Community, and Alumni?

The Rensselaer Alumni Association is offering a \$1500 reward for someone with these qualities.

Nominations open Spring 2019

For more information about this upcoming award opportunity email [alumni@rpi.edu](mailto:alumni@rpi.edu).

**RENSELAEER GREEK LIFE**

THE RAA VALUES WHAT THE RENSELAEER GREEK LIFE ADDS TO THE CAMPUS COMMUNITY AND IS EXCITED TO HONOR ONE GREEK STUDENT PER YEAR WITH A CASH AWARD FOR THEIR IMPACT. SUPPORT GREEK STUDENTS! DONATE TO THE RAA ENDOWMENT FUND, AND DON'T FORGET TO RECOMMEND A PASSIONATE STUDENT LEADER IN THE GREEK COMMUNITY FOR THE RAA'S EMERGING GREEK LEADER AWARD!

**ACADEMICS**

**3.32** AVERAGE SORORITY GPA SPRING 2017

**24,000** OF RPI ALUMNI ARE GREEK

**23%** OF RPI STUDENTS ARE GREEK

**75%** CHAPTERS THAT HAVE ALSO GRAD

**3.08** AVERAGE FRATERNITY GPA SPRING 2017

**90%** **80%** RETENTION RATE

RETENTION RATE FOR GREEK STUDENTS IS 10% HIGHER THAN THAT FOR UNAFFILIATED STUDENTS (90% OF GREEKS GRADUATE, 80% UNAFFILIATED GRADUATE)

**PHILANTHROPY & COMMUNITY SERVICE**

GREEKS HELD OVER 200 COMMUNITY SERVICE EVENTS

**17,000** VOLUNTEER HOURS

RAISED OVER **\$70,000** FOR VARIOUS PHILANTHROPIES

**1,000** GREEKS ARE IN STUDENT GOVT AND UNION CLUBS

**EXTRACURRICULAR ACTIVITIES**

**15%** GREEKS **8%** NON-GREEKS

**CO-OP OPPORTUNITIES**

# **Exhibit R**

CHAPTER

IV

MEETING AND SESSION

§8. MEETING, SESSION, RECESS, ADJOURNMENT 1

Explanation of Terms

In an assembly, as alluded to above on pages 2 and 25, each event of the members' being assembled to transact business constitutes a separate *meeting*; but the complete unit of engagement in proceedings by the assembly is a *session*, which (in the general case covering all types of assemblies) consists of one or more connected meetings. The term *session* is a fundamental concept entering into many important parliamentary rules. 10

In parliamentary law and as understood in this book, the terms defined below have distinct meanings: 15

- A *meeting* of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a

- 1 short *recess*, as defined below. (For modification of the  
“one-room-or-area” requirement when the bylaws au-  
thorize electronic meetings, see pp. 97–99.) Depending  
5 on the business to be transacted, a meeting may last from  
a few minutes to several hours.
- A *session* of an assembly, unless otherwise defined by the  
bylaws or governing rules of the particular organization  
or body, is a meeting or series of connected meetings de-  
voted to a single order of business, program, agenda, or  
10 announced purpose, in which—when there is more than  
one meeting—each succeeding meeting is scheduled with  
a view to continuing business at the point where it was  
left off at the previous meeting (see also discussion of dis-  
tinction between recess and adjournment, p. 85).
  - A *recess*, strictly speaking, is a short intermission or break  
15 within a meeting that does not end the meeting or de-  
stroy its continuity as a single gathering, and after which  
proceedings are immediately resumed at the point where  
they were interrupted. During the recess, members may  
20 leave the hall or room in which the meeting is being held,  
but they are expected to remain nearby. A recess fre-  
quently has a purpose connected with the business of the  
meeting itself—such as to count ballots, to permit con-  
sultation among members, or the like. (For the motion  
25 to *Recess*, see 20.)
  - A meeting is said to *stand at ease* if the chair, without ob-  
jection, simply permits a brief pause, without a declaration  
of recess. In such a case there is technically no interrup-  
tion of the meeting, and members remain in their places.  
30 Quiet conversation among neighboring members may  
take place, but it must cease immediately when the chair  
declares the meeting again in order or any member ob-  
jects to continuing to stand at ease.
  - An *adjournment* (that is, the act of the assembly’s ad-  
35 journeying) terminates a meeting; it may also end the ses-

- 1 In elections, "for" and "against" spaces or boxes should  
not be used. They are applicable only with respect to votes  
on motions. In an election, a voter can vote against one can-  
didate only by voting for another who has been nominated  
5 or by writing in the name of another candidate.

- Balloting Procedure.* In balloting in a meeting where the  
voting is in the same room as the meeting, the chair appoints  
tellers to distribute, collect, and count the ballots, and to re-  
port the vote. The number of tellers is dependent on the  
10 number of voters, and the number of offices to be filled or  
questions to be answered, or the number of candidates. For  
a small group, two or three tellers are usually sufficient. The  
tellers should be chosen for accuracy and dependability,  
should have the confidence of the membership, and should  
15 not have a direct personal involvement in the question or in  
the result of the vote to an extent that they should refrain  
from voting under the principle stated on page 407. Often  
their position with regard to the issue involved is well known,  
however, and they are frequently chosen to protect the inter-  
ests of each opposing side. They normally vote themselves.  
20

To ensure accuracy and to enable the tellers when unfold-  
ing the ballots to detect any error, each ballot should be  
folded in a manner announced in advance or stated on the  
ballot itself.

- 25 The presiding officer, if a member of the assembly, can  
always vote in the case of a ballot at the time other members  
do. Should he fail to vote before the polls are closed, he can-  
not then do so without the permission of the assembly.

- When the balloting is completed, the chair directs the tell-  
ers to collect the ballots. In collecting the ballots, it is the  
tellers' responsibility to see that no member votes more than  
once—for the assurance of which the assembly should adopt  
some reasonable and orderly method. For example: (a) In  
meetings where only voters are present, members can remain  
35 in their seats and drop their ballots into a receptacle passed

# **Exhibit S**



## SPECIAL MEETING OF THE RENSSELAER ALUMNI ASSOCIATION (RAA)

Attendee List

**10/8/2018**  
**8:30 AM TO 10:00 AM**

**HARKNESS ROOM, EAST CAMPUS ATHLETIC VILLAGE**  
20 Georgian Ct.  
Troy, NY 12180

**REGISTRATION QUESTIONS**  
Office of Alumni Relations  
1301 Peoples Avenue  
Troy, New York 12180  
(518) 276-6205  
alumni@rpi.edu (mailto:alumni@rpi.edu)

**EVENT QUESTIONS**  
Kareem Muhammad '01  
RAApresident@rpi.edu (mailto:RAApresident@rpi.edu)

At the request of RAA members via a petition, a special meeting open to all RAA members will be held at 8:30 a.m. on Monday, October 8, 2018 at the Harkness Room, East Campus Athletic Village, 20 Georgian Ct., Troy, NY 12180. The President of the RAA Board of Trustees will chair the special meeting. At the meeting, members of the Rensselaer administration will be on hand to address the following petition topics, with questions, comments, and recommendations from attendees:

- Institute financial status, including endowment, donations, capital investments, and debt;
- Academic standing and progress, including Master's programs and faculty recruiting and retention;
- Institute governance, including performance planning and measurement;
- Status of student governance and the Rensselaer Union;
- Communication with alumni on status and health of the Institute.

For planning purposes, please register by clicking the "Registration" button on this page by September 21, 2018 if you plan to attend the meeting.

### Q&A Section

#### How can I join the Special Meeting?

You can attend in person (details are above ([https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7470&content\\_id=13053&authkey=yOgyN1yyhPG%2f19o4zU0zlbk5c1dSWSiHpP52rAxy8st74y21APQW2A%3d%3d](https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7470&content_id=13053&authkey=yOgyN1yyhPG%2f19o4zU0zlbk5c1dSWSiHpP52rAxy8st74y21APQW2A%3d%3d))) or watch remotely via livestream. The meeting will also be recorded by RPITV (a group of student volunteers) and available for later viewing. To watch the livestream remotely, visit this page (<http://rpitv.org/productions/1374-reusselaer->

alumni-association-special-meeting) or RPITV's YouTube channel. To ask questions remotely, please navigate to this page (<https://app2.sli.do/event/5evu5b8s>) .

### **What is a special meeting of the RAA?**

From the RAA Bylaws: Special Meetings of Members may be held at a time and place fixed by the Board. The Secretary shall call such a special meeting upon written request of the President, or a majority of the Trustees, or one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

### **Why are we having a special meeting?**

The RAA President received a petition from members of the RAA that included the stated purposed summarized in the special meeting announcement. A petition requires 100 members.

### **What can be discussed during the special meeting?**

Only business of the stated purpose(s) may be transacted at a Special Meeting. The stated purpose(s) was included in the petition for the special meeting.

### **Who is considered a member of the RAA?**

From the RAA Bylaws: The following shall automatically become Alumni/ae Members:

1. Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
2. Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
3. Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a member of the Association.

### **Why are members of the Rensselaer administration participating?**

The RAA Board feels that having the Rensselaer administration at the special meeting would be in everyone's best interests. We are not in a position to address any of the issues that have been presented in the petition. The result of a meeting without Rensselaer administration present would be a meeting that would likely lead to the petitioners restating their points without any opportunities to resolve or answer any of them. We anticipate that by having the RPI administration at the meeting, we will have an opportunity for the RAA to moderate a productive discussion.

### **Why is the special meeting in October?**

To ensure a balanced discussion, Rensselaer administration was invited to the special meeting based on the content in the special meeting petition. October was the best opportunity to have Rensselaer administration join the meeting due to previous scheduling conflicts.

### **What is the expected outcome of the special meeting?**

The expected outcome of the special meeting is for the alumni/ae community, including the RAA board and alumni petitioners, to have a better understanding of the state of the Institute through the topics outlined in the meeting announcement and any next steps as a result of the discussion.

### **What is the vision and mission of the RAA?**

Vision: To serve and represent our alumni/ae community and the Institute through enriching alumni/ae, promoting lifelong connections, and pursuing the mutually beneficial aspirations of our alumni/ae and the Rensselaer Community.

Mission: To connect and grow our alumni/ae community while investing in the Rensselaer of tomorrow.

### **How can I address additional questions I may have?**

Please email us at [RensselaerAlumniAssociation@gmail.com](mailto:RensselaerAlumniAssociation@gmail.com) (<mailto:RensselaerAlumniAssociation@gmail.com>) .

**Where can I get additional informational about the RAA?**

Please visit our website: <https://alumni.rpi.edu/raa> (<https://alumni.rpi.edu/raa>)

23 Comments

Sort by Oldest



Add a comment...



**Shoshana Rubinstein**

Will this meeting have a virtual option with a call in number or some other accomodation available?

Like · Reply · 5 · 41w



**Brian F. Nock**

Hi Shoshana, Thank you for your interest.

We are working to set up streaming to allow for remote watching of the meeting. This will also be recorded and posted online for later review. Once we have confirmed how the meeting will be streamed, we will update the FAQ on the event registration page (above).

We are looking forward to hosting the discussion, and to continue to represent RPI's 100,000+ alumni. If you have other questions, please don't hesitate to reach out and we'll do our best to respond.

Here's to old RPI,

Brian Nock (Class of 2013, Member of the RAA Board)

Like · Reply · 2 · 41w



**Shoshana Rubinstein**

Brian F. Nock Thank you for the support!

Like · Reply · 1 · 40w



**Brian F. Nock**

To follow up on the streaming, we have worked with RPI TV to set this up. On the morning of the Special Meeting (Monday, October 8 at 8:30 a.m.), you will be able to livestream the meeting here (or on RPI TV's YouTube Channel): <http://rplitv.org/.../1374-rensselaer-alumni-association...>

As the description on the RPI TV page says, you will also be able to ask questions remotely here:  
<https://app2.sli.do/event/5evu5b8s>

Once the meeting concludes, a full recording of the meeting will be available on RPITV's YouTube channel.

This information is updated as the first FAQ on the event page, and we are glad to be working with the students from RPITV on this offering. Thanks again for your interest.

Like · Reply · 2 · 37w



**Michael Richter**

Or at least a live web broadcast to all interested alumni

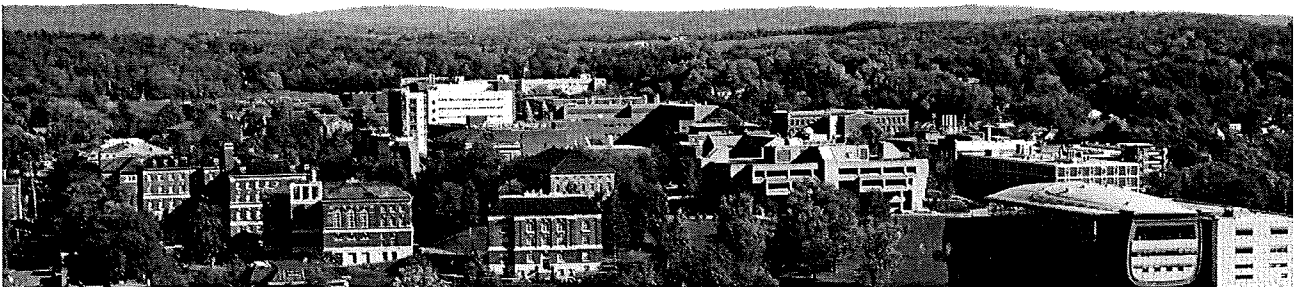
Like · Reply · 5 · 41w



**Brian F. Nock**

Hi Michael, Thank you for your interest.

(javascript:\_\_doPostBack('cid\_591\$ToggleSendPage',''))  
(javascript:\_\_doPostBack('cid\_591\$ToggleDisablePage',''))



Rensselaer Polytechnic Institute  
Office of Alumni Relations  
Heffner Alumni House  
1301 Peoples Avenue

Troy, NY 12180 USA  
(518) 276-6205  
alumni@rpl.edu  
Privacy Policy & Copyright

# **Exhibit T**



Rensselaer

Alumni Association

Rensselaer Alumni Association (RAA)

Special Meeting Minutes

Saturday, March 23, 2019

Heffner Alumni House, Alumni Conference Center, Troy, NY

### **In-Person Attendees**

Wade Abbot '95, Steven Aceto '85, '88G, '92Ph.D., Mark Anderson '79, '80G, Michael Auerbach '69, '70, William Banker '86, Alexander Bartek '76, Louise Bergendahl '99, '01G, John Boyd '78, Samuel Brewer '02, '15G, Jeff Brown '04, Susan Brownell '79, '81G, Russell Clark '98Ph.D., Dorothy Colwell '11, John Crawford '09, Bill Criss '68, '69G, Savannah Crooks '20, Michael Cuozzo '17, George Dalakos '94, '96G, '04Ph.D., P'15, Arthur Depoian '76, Melanie Depoian '09, Brian Donlan '11, '11G, Justin Etzine '18, Sheila Fields '72, John Fisher '74, '75G, Jorge Fuentes '96, Michael Gardner '17, David Glowny '93G, P'17, Anne Gullede '87, Dale Gullede '87, Adolfo Gutierrez '95G, '99Ph.D., Gregory Hart '11, Ryan Hawthorne '08, Joel Hirsh '72, Bryan Johns '19, Samuel Johnson '06, '11G, Michael Keenan '71, '72G, P'92, Lawrence Kissko '70, John Krob '78, Marisa Lee '18, Ardean Leith '68, Julia Leusner '08, Kaitlyn Lounsbury '15, '15G, Antoinette Maniatty '87, Michael McCabe '79, Thomas McGuire '72, '74G, Radmila Miletich '87, '90G, Jay Murphy '67, '68G, '71Ph.D., John Nehrich '72, John Neun '76, '77G, Steven Nordhauser '79, '80G, Raymond Parker '77, '87Ph.D., Brooke Parslow '20, Ralph Pascucci '70, P'20, Duncan Pickard '99, '06G, Bryon Rakoff '77, '79G, Charles Rancourt '70, '74G, P'99, Carmine Sarno '04, Kelly Seeger '99, '03G, Kurt Stutt '89, Gerald Sweeney '68, Monica Tarantino '18, Joe Templin '94, John Templin '62, '69G, P'94, Wendy Tully-Gustafson '20, Peter Ungaro '94, Richard Vehlow '91, '93G, '02G, Stefanie Warner '19, James Waugaman '68, '74, Roslyn Webber '90, '96G, William Wenrich '13, Nigel Westlake '00, Kent (Gordon) Worden '76, P'04, P'06, Joleen Worden '75, Kathryn Worden '04, Otto Zamek '70, '73G, P'98

### **RAA Board In-Person Attendees**

Donald Burgio '89, Claire Lukasiewicz '17, Michael Lyden '78, Kareem Muhammad '01, Kristin Seaver '90, '98G

### **Remote Attendees**

Adam Malinauskas, Adrienne Peltz, Anabelle Forte, Andrew Rainville, August Gutheim, Brian Michalski, Bruce Byorkmen, Caleb Pan, Carolyn Chin, Charles Emala, Charles Phelan, Christian Johnson, Christopher Gill, Christopher Lopinto, Dan Bruce, Darlene Alvarado, David Donnelly, Dennis Powers, Derek J Davis, Douglas G Hancher, Elisa Barney-Smith, Elizabeth Warsaw, Kelsey Saulnier, Emilie Saulnier, Eric Pearl, Francis Kruszenski, Franklin Brodsky, Fred Sabin, G.Bell Carr, Gary Saulnier, George Gardner, Gerard Nolan, Ira Goldman, Greg Waters, Henry Brecher, Ian McAninch, Ian Stead, Ira Goldman, James Hyde, James Pauli, James Stevenson, James Wernicke, James Williams, Jason Hagopian, Joel H Glickman, John Corbett, John Druke, John Russo, John Stolzenhaler, John Weiss, John Wesson, Jonathan



Harder, Jonathan Kessler, Jonathan Witter, Joni Halabi, JP Fasano, Julie Calzone, Sharon Stenger, Karl Oestreich, Keith Damon, Kelly Burghart, Kevin Hamburger, Kevin Ung, Kyle Gracey, Larry Budnick, Larry Sochrin, Lauren Senese, Lawrence Loucka, Lawrence Mentz, Leslie White, Lewis Billera, Lisha Miller, Loretta Britsch, Mark Lembo, Matthew Jonson, Maureen Robinson, Michael Cochran, Michael Dubois, Michael Richter, Michael Zwack, Nagesh Rao, Nick Wood, Orlando Hernandez, Patricia McCabe, Peter Vanderminden, Peter Vanderzee, Priscilla Acosta, Rebecca Gannam, Renzo De Meo, Richard Bolbrock, Richard Stevens, Robert Sandow, Ronald Swanson, Selena Willoughby, Sharon Zohar, Steven Rock, Sue Larson, Ted Mirczak, Thomas Hamlin, Thomas Tough, Tim Egan, Tom Jones, Tom Lindenmuth, Tyler Carney, Walter Gibbs, William Conlon, Wyatt Nordstrom, Theresa Kozikowski, David Gertler

**RAA Board Remote Attendees:** Matt Siegel '85, Patricia DeLauri '85

**Rensselaer Staff Attendees:** Michael Bivens, Graig Eastin, Renee Kelly, Mackenzie Wells

*Please note, every effort was made to create a thorough remote attendee list. Due to untraceable phone numbers and unregistered remote attendees, however, this list may not be exhaustive.*

---

This meeting was requested by a petitioning group of alumni to address six (6) specified areas of concern.

- I. Call to Order (K. Muhammad)
  - Meeting called to order by Chairman at 12:00pm
  
- II. Opening Remarks and Logistics Review (K. Muhammad)
  - K. Muhammad started with a review of logistics and meeting addenda. The meeting agenda aligned with the topics listed in the petition to call this Special Meeting. The six (6) items were read aloud. Eight (8) minutes of discussion were to be allotted for each topic.
    - Discuss RAA Board failure to represent the interest of its Members.
    - Discuss RAA Board failure to abide by its governing documents.
    - Contest 2018 Trustee Election results.
    - Contest results of all elections prior to 2018 which effect all Trustees in office.
    - Fill vacancies of openings until another election may be held.
    - Schedule and notice Special Meeting for election of Directors for replacement Board.
  - Review of Meeting Timing
    - Special Meeting scheduled for one (1) hour with hard stop to leave space by 1:30pm.
    - As a housekeeping note, it was shared that Alumni House staff had re-arranged scheduling to make this space in the Heffner Alumni House available at the requested time.
  - Review of time limits on questions
    - Comments shall be kept to one (1) minute each and questions thirty (30) seconds each.

- Parliamentarian of RAA Board of Trustees, Donald Burgio '89 served as designated time keeper.
- K. Muhammad noted the meeting will adhere to the RAA Bylaws
  - Article IV, Section 4, Item 2, "The Board shall promptly consider all recommendations introduced at meetings of the Members."
- Floor was opened to questions and comments from Members.

### III. Discussion Period (Membership)

- There were many question and comments surrounding the 2018 Election of the RAA Board of Trustees, the nomination process, and governance of the Board in general. Much discussion occurred regarding the extent of Robert's Rules of Order.
- The following responses and clarifications were provided.
  - The Special Meeting was governed by the most recent edition of both Robert's Rules of Order and the RAA Bylaws, which supersede Robert's Rules of Order in case of inconsistencies. (Article X, Section 1)
  - The floor requested a written report on the 2018 Election of the RAA Board of Trustees, which took place on December 1st, 2018. Chairman Muhammad read allowed the final, certified vote: 28 votes in favor, 27 against, 3 abstain.
  - The Board of the RAA is well versed in the Charter that the Membership elects the Board of Trustees. The Board is of the opinion that the election process is free and fair.
  - Attempts were made to temporarily remove the Chairman of meeting. This was ruled out of order.
  - The status of the Task Force discussed previously at the October 8<sup>th</sup> Special Meeting was brought up. K. Muhammad shared the RAA Board of Trustees has drafted a plan which is being reviewed.
  - All alumni are invited to participate in Special Meetings.
  - The permissibility of online voting in the past election was discussed in terms of how Robert's Rules of Order and the RAA Bylaws define "in person". The Board has updated the bylaws to better reflect this for subsequent elections.
  - In terms of the 2018 election slate, every RAA Member nominated to the Nomination Committee is not listed on the slate put forth to the Membership. The slate is determined by the RAA Nominating Committee. This is the purpose of the Nominating Committee. For confidentiality purposes, the nominees who do not make the slate are not revealed to the entirety of the Membership.
  - Each year the slate includes individuals who have held the role before as they are up for re-election. Per the RAA Bylaws, a Trustee-at-Large may serve two (2) consecutive three (3) year terms.
  - Attempts were made to remove the President of the RAA. This was ruled out of order.
  - A concern was expressed regarding quorum in all past elections, in regards to New York State Law (NPC 608). The concern was heard and will be discussed with the RAA Board of Trustees and legal counsel.
  - While the updated RAA Bylaws reflect a change in the minimum number of signatures needed for the Board to be required to hold a Special Meeting, this will not be the last Special Meeting. If concerns are expressed to the Board, there is always the option of calling a meeting without the signatures.

- An attempt to extend the meeting or reconvene at another location was not recognized by the Chairman of the meeting.

IV. Adjournment (K. Muhammad)

- Motion to close the meeting made at approximately 1:00pm. Motion seconded.
- Thank you to all participants and Rensselaer Staff who made this possible.
- Meeting adjourned and phone line closed.

Minutes Approved: May 7, 2019

# **Exhibit U**

## Special Meeting and Challenge of the Rensselaer Alumni Association (RAA) Election

📅 February 28, 2019 📍 Renew Rensselaer

Dear RPI Alumni,

You may recall from our email update last month, the Rensselaer Alumni Association's (RAA) election was mired in issues. Most notably, the RAA president admitted via email that he altered the vote count after polling and the meeting had ended. The slate of candidates "passed" solely as a result of his improper actions. RPI alumni took action and circulated a Petition for a Special Meeting of the Members of the RAA aimed at addressing the RAA Board's "failure to represent the interests of the Members" and "to contest the results of the 2018 election of RAA Trustees," among other important topics. Within a few days, this Petition secured the necessary signatures of 100 alumni and was submitted to the RAA secretary. A mere four days later, the RAA Board met and voted to change the Association's Bylaws, increasing the number of signatures required to call a Special Meeting from 100 members to over 10,000 members! This change effectively renders it impossible for the rank and file alumni to ever call for another Special Meeting. Ironically, the RAA Board admits that they failed to elicit even 2,000 alumni responses on their alumni attitude survey—and they have access to a database of over 40,000 alumni email addresses and contact information.

### Register for the Special Meeting of the RAA

Fortunately, because the aforementioned Petition was submitted prior to the Bylaws changes, New York State law mandates it must be held as scheduled by the petitioning members. **The Special Meeting will be on Saturday, March 23, 2019 at 12:00 pm EST in the Heffner Alumni House, 1301 Peoples Avenue, Troy, NY 12180.** Please mark your calendars now, and if you are able to attend in person, we strongly urge you to do so. We also ask that you share this information far and wide with fellow alumni, as it is of the utmost importance that the "election" results be challenged in order to ensure a truly representative alumni association. As many alumni as possible will need to be present in order to restore democracy to the RAA.

The RAA recently noticed the upcoming Special Meeting via email, yet it is unclear whether online participation and voting will be allowed, as was the case during the Annual Meeting. If you are unable to attend the meeting in person, we encourage you to contact the RAA Board and demand that you be able to participate through absentee voting.

### Contact an RAA Board Member

Thank you for your continued support as we fight not only for RPI's future, but for alumni voices to be heard. We will provide additional information and a reminder email as the meeting date approaches. Please reach out to us anytime at [info@renewrensselaer.org](mailto:info@renewrensselaer.org), and follow us for more frequent updates on social media via the links below.

Sincerely,

Renew Rensselaer

← [New Year, Old Challenges](#)

[Special Meeting of the RAA](#) →

### 👍 You May Also Like

[Calling for Better Financial Transparency](#)

📅 November 5, 2017

[February 5, 2018 Status Update](#)

📅 February 5, 2018

[Special Meeting of the RAA Update](#)

📅 October 4, 2018

## About Us



The Renew Rensselaer team is comprised of RPI alumni. Several members have seen their careers come to a successful conclusion, others are in their early stages; most are working daily to create economic value in companies both large and small, or contributing their time to non-profit enterprises as board members and advisors. As a group, we remain grateful to have the solid foundation of an RPI education. It made all the difference.

[Read More](#)

## Website

[About Us](#)

[Our Purpose](#)

[The Untold Story](#)

[Platform](#)

[Call to Action](#)

[Archive](#)

## Contact Us

[info@renewrensselaer.org](mailto:info@renewrensselaer.org)

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# **Exhibit V**

  
O'CONNELL ARONOWITZ  
ATTORNEYS AT LAW

June 10, 2019

VIA EMAIL (EEHRENREICH@KMGSLAW.COM)  
AND FIRST-CLASS MAIL

Elliott J. Ehrenreich, Esq.  
Knox McLaughlin Gornall & Sennett, PC  
120 West Tenth Street  
Erie, PA 16501-1461

Dear Mr. Ehrenreich:

This firm is counsel to a concerned group of Rensselaer Alumni Association (“RAA” or the “Association”) members. We understand you are counsel to the RAA and we write on behalf of our clients to call to the attention of you and the RAA Board of Trustees (the “Board”) serious matters which require immediate action. They concern the Board’s noncompliance with the New York State Not-For-Profit Law (“N-PCL”) and the Association’s governing documents that adversely affect the rights of RAA members and subvert the purposes of the Association.

The RAA, a not-for-profit corporation, is comprised of members who are mainly alumni/ae (hereinafter “alumni”) of Rensselaer Polytechnic Institute (“RPI” or the “Institute”). As such, the RAA is the “representative body” of all RPI alumni. (*See*, RAA Long Range Strategic Plan 2017-2024). The purposes of the RAA include the following:

- Serving and representing RPI alumni and the Institute by “engaging and empowering all alumni/ae as active and effective partners” in the RPI community. (*Id.*)
- Serving in an advocacy role as the voice for RPI’s “diverse and sophisticated alumni/ae population” and communicating the needs of RPI to its alumni. (*Id.*)
- Facilitating “the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae” and “encourag[ing] inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body.” (*Id.*, RAA Bylaws, as amended Jan. 26, 2019, Art. 1, § 3).
- Serving “as a liaison between the alumni/ae and the larger Rensselaer community. The RAA must understand the varied views and interests of alumni/ae and communicate, and where appropriate advocate, those views and interests to other members of the Rensselaer community.” (RAA Long Range Strategic Plan 2017-2024).

EDWARD J. O'CONNELL  
1925-1939  
SAMUEL E. ARONOWITZ  
1925-1973  
LEWIS A. ARONOWITZ  
1951-1979

**IN MEMORIAM**  
F. MATTHEW JACKSON  
2013-2019

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CORNELIUS D. MURRAY  
STEPHEN R. COFFEY  
JEFFREY J. SHERRIN  
THOMAS J. DI NOVO  
PAMELA A. NICHOLS  
JEFFREY A. SIEGEL  
JAMI DURANTE ROGOWSKI  
DAVID R. ROSS  
KURT E. BRATTEN  
MICHAEL P. McDERMOTT  
KELLY J. MIKULLITZ  
WILLIAM F. BERGLUND  
ROBERT J. KOSHGARIAN  
MATTHEW J. DORSEY  
GEORGE R. SLINGERLAND  
SCOTT W. ISEMAN  
BRITTNEY M. McMAHON  
DANIELLE E. HOLLEY

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SENIOR COUNSEL  
FRED B. WANDER

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OF COUNSEL  
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FLORENCE M. RICHARDSON  
CRISTINA D. COMMISSO  
GRAIG F. ZAPPIA  
DANIEL J. TUCZINSKI  
KAREN MARTINO VALLE  
ROLAND M. CAVALIER

---

CHAD A. JEROME  
MARY T. CONNOLLY  
COURTNEY L. ALPERT  
ANDREW KO

HOLLY E. VEGAS\*  
(DIRECTOR, HEALTHCARE  
CONSULTING GROUP)

\*NOT A MEMBER OF THE  
LEGAL PRACTICE

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- Promoting “the interests, welfare and educational aims of Rensselaer and its alumni/ae.” (RAA Bylaws, as amended in Jan. 26, 2019, Art. I, § 3).

As a not-for-profit corporation, the RAA is governed by its certificate of incorporation (also referred to as its “charter”), the N-PCL and its bylaws. A not-for-profit corporation’s bylaws, however, may not contravene either its charter or the N-PCL. (N-PCL § 602(f)).

The N-PCL includes important provisions regarding the rights of members of a not-for-profit corporation, such as the right to elect and remove directors, approve and amend bylaws, and call special meetings and meetings for elections of directors. The N-PCL also sets forth the duties and powers of the Board of Directors and limitations on such powers. Both the New York State Office of the Attorney General as well as members of the Association themselves are empowered to bring legal action to enforce members’ rights under the N-PCL, including an action to remove illegally elected directors. (*See, e.g.*, N-PCL §§ 112 and 618).

### **BACKGROUND**

In 2016, a number of RAA members who care deeply about their alma mater became increasingly concerned about the changes which had affected RPI in recent years, including the weakening of RPI’s financial condition and academic program rankings. This led them to research financial, academic, and student admissions data to understand the underlying cause of these developments. As a result, they uncovered additional problems facing the Institute including RPI’s underperformance in research, a lack of financial transparency, low morale among faculty and staff, divisive confrontations with students, and improper governance practices. Their findings revealed conditions inconsistent with what RPI’s administration had been communicating to alumni.

Thereafter, a group of alumni created a platform called “Renew Rensselaer”, its mission being to promote a discussion among members of the RPI community regarding their findings and to “bring about positive changes in the financial status, academic performance, governance, and leadership of Rensselaer Polytechnic Institute, while aligning its core constituencies—alumni, Trustees, administration, faculty, staff, and students.” (*Our Purpose*, RENEW RENSSELAER, <https://renewrensselaer.org/purpose/>). The most important findings were posted on the Renew Rensselaer website, “renewrensselaer.org”.

Since then, numerous alumni have voiced their concerns about the current state of the Institute as well as governance of the RAA, but to date the Board has been unresponsive and has, in fact, sought to frustrate their efforts. Additionally, review by our clients in 2018 of Board

meeting minutes revealed that the Board has failed to comply with the N-PCL, as well as the Association's charter and bylaws for several years.

**THE RAA BOARD'S NONCOMPLIANCE WITH THE N-PCL, THE RAA'S CHARTER  
AND THE ASSOCIATION'S BYLAWS**

It is evident that the RAA Board has for several years violated its own charter, the N-PCL, and its bylaws. Even more disturbing, it is clear that the Board has manipulated the bylaws in an illegal fashion to ensure self-perpetuation, prevent members from meaningfully voicing their concerns about the Institute and the RAA's affairs, and precluded members of the RAA from having any real control over governance of the RAA, notwithstanding that its charter and the N-PCL give members the ultimate authority to elect the Board. The Board's disregard of the N-PCL, the RAA's charter, and its bylaws is illegal for numerous reasons.

1. Failure to Hold Annual Meetings of Members

Sections 603(b), 605 and 608 of the N-PCL require that a meeting of members which is properly noticed and at which a legally sufficient quorum exists be held annually for the election of directors. Likewise, the RAA's bylaws mandate that the RAA hold an annual meeting of members at which time they may vote on a slate of candidates to fill the term of Trustees and any vacant officer positions. (Art. III, § 1, Art. V, § 1, Art. VI, § 2).

In the summer of 2018, members of the RAA discovered that no annual meeting of members had been held for at least five years. This finding is consistent with meeting minutes posted on the RAA's website, which show that no annual meeting of members had been held since at least 2014, and that from at least 2014 to 2018, the Board has unilaterally elected Trustees instead of allowing members to do so in accordance with the Association's charter which states clearly that the successors to the original Board of Trustees, as well as vacancies due to causes other than expiration of term, are to be elected by the Association's membership. The Board's failure to hold annual meetings of members for the election of Trustees was a violation of the RAA's charter, the Association's bylaws and the N-PCL. *See* N-PCL § 603(b) (A meeting of the members shall be held annually for the election of directors) and N-PCL § 703(b) (Directors shall be elected or appointed in the manner provided in the charter or bylaws).

2. The Board Has Illegally Manipulated the Bylaws to Deprive Members of their Right to Elect the Board of Trustees

The Board has developed a self-perpetuating and self-selecting process for electing successor Board members which deprives RAA members of their right under the RAA's charter to elect such individuals.

The RAA's bylaws give the Board's internal Nominating Committee and Executive Committee the sole power to decide who will serve on the Board, thereby divesting members of the right to elect the RAA's Trustees. (Bylaws, as amended Jan. 26, 2019, Art. VI, § 2). Under the RAA's bylaws members can submit nominations for Trustee or Officer positions. However, the final slate of candidates, which includes only one candidate per Board vacancy, is chosen by the Nominating Committee, and thereafter approved by the Board's Executive Committee. (*Id.*; see also bylaws, as amended Mar. 12, 2001 Art. VI, § 2). Members may only vote for the candidates selected by the Nominating Committee and nominations from the floor at meetings for members to elect Trustees are not allowed. (Bylaws, as amended Jan. 26, 2019, Art. VI, § 2). Additionally, pursuant to amendments made to the bylaws by the Board on January 26, 2019, the nomination process for candidates shall be confidential; no write-in ballots of candidates will be permitted at the annual meeting of members; and the slate of candidates must be voted on at the annual meeting of members as a single motion to approve or disapprove the entire list of candidates such that members can approve or disapprove only the slate chosen by the Nominating Committee. They are afforded no other choice. *Id.*

Notably, in connection with the next election of Trustees which will take place this upcoming fall, the Board is now requiring that nominations be accompanied by 1-3 written recommendations. The Board has also devised a list of expectations that Board members will be requirement to meet, including that Board members "[d]emonstrat[e] that RPI and/or the RAA are among your top 3 charitable commitments and mak[e] an annual financial contribution that is both meaningful for you and to the best of your personal ability". RAA Board Nominations 2019,

[https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7947&content\\_id=13819](https://alumni.rpi.edu/s/1225/alumni/index.aspx?sid=1225&gid=1&pgid=7947&content_id=13819). These requirements exclude from the Board individuals who disagree with or have voiced concerns about the way in which the Institute or RAA is currently being operated, as well as those who choose not to donate due to such concerns.

Leaving the RAA Board solely in charge of selecting the slate of Trustee candidates and the criteria by which nominees are evaluated, in conjunction with the Board making the nomination process confidential, allowing members to only vote for the one candidate chosen by the Board for each vacancy, mandating that members approve or disapprove the slate of candidates in its entirety, and not allowing write-in nominations during elections, when taken together, prevent RAA members from exercising any meaningful choice in the election of Trustees. See *In re Farrell*, 205 AD 443, 445 (2d Dep't 1923) (a bylaw that would confine

shareholders' choice for the office of director to a prescribed list of nominees would constitute a "serious impairment of the stockholders' right of free voting" and would be invalid.) This is especially clear given that the Board can simply disregard nominations made by members, such that any purported right of members under the bylaws to nominate candidates for the Board is rendered meaningless.

Since the election procedure set forth under the RAA's bylaws deprives members of the right to elect Trustees, it conflicts with the Association's charter and, therefore, also violates the N-PCL. (N-PCL § 602(f) ("The by-laws may contain any provision relating to the business of the corporation...*not inconsistent* with" the N-PCL or the entity's charter) (emphasis added).

### 3. The Election of Directors at the December 1, 2018 Annual Meeting of Members Was and is Invalid

On December 1, 2018, the RAA held an annual meeting of members for the first time in at least five years. In addition to being notable for this reason alone, the December 1, 2018 meeting of members was also the first time in years at which members were scheduled to exercise their right under the N-PCL, the Association's charter, and its bylaws to elect the Board of Trustees. Specifically, at this meeting, members were scheduled to vote on the slate of candidates chosen by the Board to fill expired Board terms and vacancies.

Of members attending in-person, 17 voted to approve the slate while 21 voted against it. In tallying election results, the Board Chairman counted votes submitted by members electronically as well as those submitted via paper ballot by members physically present at the meeting. Following conclusion of the meeting, the Board Chairman conducted a recount of votes cast in-person and electronically, and also cast his own, and based on that "recount", he determined the slate of candidates selected by the Board had passed. (*See Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members*). Since the election of Trustees at the December 1, 2018 annual meeting of members was conducted in accordance with the illegal process described above, the results of this "election" are null and void. The results are also null and void for numerous other reasons, detailed below.

#### a) The RAA failed to meet the N-PCL's quorum requirement at annual meetings of members, and as such its Trustees were not properly elected

Annual meetings of members must be held annually for the election of directors and a quorum must be present at such meetings. The quorum requirement set forth under the RAA's bylaws for meetings of members fails to comply with the N-PCL, and the NPC-L's quorum requirement was not satisfied at the December 1, 2018 annual meeting of members.

Specifically, the RAA bylaws in effect in 2018 and as amended in 2019 state that, for purposes of the annual meeting of members, 20 members constitute a quorum. (*See* Article III, § 4). This provision however, violates N-PCL § 608, which states that in the absence of intervention by the Supreme Court pursuant to subsection (e) of that section, the fewest number of members which would constitute a quorum at an any meeting of members at which business is to be transacted is 100, and this is permitted only if the corporation's certificate of incorporation or bylaws has been amended to allow for the same. (N-PCL § 608(a) and (b)). For these amendments to be implemented, members must approve the same "at a special meeting at which the quorum requirements applicable to the corporation immediately prior to the effective date" of the N-PCL are satisfied. (N-PCL § 608(c)).

The RAA has never amended its charter or its bylaws to allow for a quorum of 100 at meetings of members nor has it sought court intervention in accordance with N-PCL-608(e). Therefore, the number of "[m]embers entitled to cast a majority of the total number of votes entitled to be cast thereat" is the current requirement for a quorum. (N-PCL § 608 (a) and (c)). This is significant, because, in the aggregate, the number of members who attended the December 1, 2018 annual meeting either in-person or remotely was less than 100 (*see* Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members), and as the RAA has approximately 100,000 members worldwide, a quorum was obviously not present. Therefore, even if members had been able to meaningfully exercise their right to elect Trustees at this meeting, the results of the election would still be null and void.

b) Voting in the 2018 election could only occur in-person at the annual meeting of members

The most glaring and obvious flaw in the December 1, 2018 election of Trustees was that the vote count violated the RAA's bylaws. The bylaws in effect in 2018 clearly stated that members can only cast their vote "in-person". Of members attending in-person, 17 voted to approve the slate while 21 voted against it. (Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members). In tallying election results, the Board Chairman counted votes submitted by members electronically as well as those submitted via paper ballot by members physically present at the meeting. (*Id*). This was clearly impermissible under the bylaws as the ordinary and obvious meaning of "in-person" does not include voting remotely through electronic means. (*See* <https://dictionary.cambridge.org/us/dictionary/english/in-person>; <https://www.dictionary.com/browse/person> (under "idioms"))).

Furthermore, the bylaws in effect at that time provided that Robert's Rules of Order (Newly Revised) shall govern all meetings of the Board and meetings of members, to the extent not inconsistent with the bylaws. (Article VIII, § I). Pursuant to Robert's Rules of Order, 11<sup>th</sup> Edition:

A meeting of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short recess[.] (Page 81 (emphasis added)).

Clearly, under the RAA's bylaws in effect in 2018, members attending the meeting remotely were not permitted to cast their vote for the election of Trustees such that it was impermissible for the Chairman to count votes from members participating remotely through electronic means. Even if the election process had been in accordance with the Association's charter and a quorum had been present, the slate of candidates still would not have been approved since the number of members attending the meeting and voting in-person against the slate outnumbered those approving it. Counting votes from remote participants to determine whether the slate of candidates had been elected was illegal.

c) The Board Chairman impermissibly cast his vote after the polls had closed

Following the conclusion of the meeting, the Board Chairman conducted a recount of votes cast in-person and electronically, and also cast a vote, and based on this, determined the slate of candidates set forth by the Board had been approved. (See Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members). Under Robert's Rules of Order, votes may not be cast once polls are closed. Specifically, Robert's Rules of Order state that if the Chairman fails "to vote before the polls are closed, he cannot then do so without the permission of the assembly." (P. 414). No such permission was sought from or granted by members. As the annual meeting of members was subject to Robert's Rules of Order, the Chairman's vote after the meeting had adjourned was impermissible, and accordingly, is null and void.

d) The Board unnecessarily required nominations to be submitted nearly 9 months prior to the 2018 annual meeting

In connection with the most recent election, the Board set a deadline for members to submit nominations for Trustees nearly 9 months prior to the annual meeting of members (Meeting Minutes of the Dec. 1, 2018 Annual Meeting of Members). The current bylaws, however, as well as those in place in 2018, required only that members submit nominations at least 90 days prior to the annual meeting of members. (Art. VI, § 2).

4. The RAA has Illegally Violated the Right of Members to Call and Hold Special Meetings

Under the N-PCL, special meetings of members can be called by the board of a not-for-profit corporation and other individuals as specified in the entity's bylaws. (N-PCL § 603(c)).

Pursuant to N-PCL § 603(c), upon receiving a petition for a special meeting which contains the required number of signatures, the secretary of the entity must “promptly give notice of such meeting”; however, “if he fails to do so within five business days thereafter, any member signing such demand may give such notice.”

a) October 8, 2018 special meeting:

In 2018, the RAA’s bylaws allowed members to call a special meeting if 100 members petitioned for the same, and in accordance therewith, on May 26, 2018, members of the RAA sent a petition containing the requisite number of signatures to the RAA’s President, and the Secretary, seeking to hold such a meeting. The stated purpose of the meeting was to discuss governance, financial, and academic issues at RPI including, but not limited to the decline of the school’s financial health, a decline in its academic standing, the “failure of the Administration to communicate truthfully with Alumni as to the current state of health, or lack thereof, of the Institute” as well as to “propose and adopt one or more resolutions of the RAA with regard to appropriate actions to be taken by the RAA and the Board of Trustees to address” these issues.

Despite the clear obligation of the Association’s Secretary under §603 to schedule the meeting within five days of receiving the petition, neither the President nor the Secretary had done so by mid-August, even though one of the meeting’s petitioners had sent a letter dated July 1, 2018 to the President and Secretary, reminding them of their obligation to schedule the meeting, and urging them to act promptly. In light of the Secretary’s failure to schedule the special meeting, the petitioners exercised their right pursuant to N-PCL § 603 to schedule the meeting, and on August 3, 2018 and August 11, 2018, the RAA President, Secretary, and board members were informed via letter and email correspondence that the special meeting would be held on campus September 29, 2018. Such correspondence also reiterated the subject matter to be discussed at the meeting. September 29, 2018 was chosen as the date to hold the meeting since it was during RPI’s Alumni Weekend, such that the Board, as well as many RAA members would be on campus, and thus, it would likely be convenient for them to attend if they so desired.

In the end, however, and in violation of § 603, the RAA did not allow this meeting to occur on that date. Instead, by letter dated August 22, 2018, the Chairman scheduled the meeting for Monday morning, October 8, 2018 so that representatives of RPI’s Administration could be present, despite the facts that only one member of the Administration is a member of the RAA, and the RAA is an organization separate from RPI. Though the petitioners objected to the date chosen by the RAA, the President of the RAA scheduled the meeting for October 8, 2018 from 8:30 am-10:00am, despite the obvious fact that the allotted time of 90 minutes would be insufficient to address all topics listed on the agenda. On the date of the meeting, the RAA’s Board Chairman oversaw the special meeting and had school administrators present, purportedly

to answer questions and concerns of members. Numerous members, however, expressed their frustration that the administrators were not sufficiently addressing the concerns raised.

As is clear from N-PCL § 603, members of the RAA, in accordance with the bylaws in effect at the time, had the right to hold a special meeting if 100 members petitioned for the same, and the petitioners had the right to schedule it themselves if the Secretary of the organization failed to do so within five days of receiving the petition, which they did after the Secretary failed to schedule and notice the meeting for more than 2 months. It is evident that the RAA's decision not to schedule the meeting on Alumni Weekend—when a large number of members could attend—but to instead schedule on a random Monday morning, with a limited amount of time to have any meaningful discussion, was an attempt to restrict the ability of members to voice their concerns about RPI and the RAA itself. This not only violated the N-PCL but also directly contravened the purposes of the RAA to engage the larger community of RPI alumni.

The Board's excuse that the special meeting was scheduled on this date so that RPI administration could attend has a hollow ring, especially in light of the fact that the Board did not even respond to the request for a special meeting for nearly three months. At no point during that time, did it indicate that the reason for the delay was for the purpose of having Administration present. As stated above, the RAA is an entity separate from RPI, the purposes of which include serving and representing RAA members. From viewing the recording of the special meeting, however, it seems that this was simply an attempt by the RAA to allow the RPI administration to explain away the concerns which had been voiced by RAA members concerning the state of the school.

While the RAA was formed to promote the interests of RPI, it is an entity separate from RPI, and it was not created for the purpose of merely endorsing or acquiescing in every action and initiative of RPI's administration. As the Board has recognized in the RAA Long Range Strategic Plan 2017-2024, the purposes of the RAA include “[s]erving and representing RPI alumni and the Institute by “engaging and empowering all alumni/ae as active and effective partners” in the RPI community”, “[s]erving in an advocacy role as the voice for RPI’s “diverse and sophisticated alumni/ae population” and communicating the needs of RPI to its alumni/ae” while “[s]erving “as a liaison between the alumni/ae and the larger Rensselaer community. **The RAA must understand the varied views and interests of alumni/ae and communicate, and where appropriate advocate, those views and interests to other members of the Rensselaer community.**”

Moreover, the RAA has incorrectly insinuated that certain individuals who have voiced concerns about the current state of the Institute are not “supporting Rensselaer enthusiastically”. (April 11, 2019 Letter to Alumni and Alumnae from Board of Trustee Members Graig R. Eastin and Kareem I. Muhammad). To the contrary, these alumni have voiced their concerns about the



current state of the Institute for the sole purpose of engaging other alumni in an effort to help the school improve and recover from the problems it is facing at the current time. Rather, the RAA Board has sought to sweep the problems under the rug and silence any dissent. Ironically, the RPI website states: “the world needs problem solvers—exactly the kind of talent Rensselaer produces—to address the urgent issues of today and the emerging issues of tomorrow.”

While some members of the RAA’s Board of Trustees may wish to ignore and avoid discussion of such problems or hide them from other alumni to avoid alienating donors, not all RAA members feel that such actions are the appropriate or effective way to support and/or improve the Institute. That does not mean they do not support the Institute. To the contrary they are seeking to advance the interests and improve the reputation of the Institute in the manner they see most appropriate. While the current Board may not agree with their concerns or the solutions they propose, alumni have the right to be heard by the Association as is it the representative body of all RPI alumni, rather than the Institute or its Administration.

b) March 23, 2019 special meeting

Following the 2018 annual meeting of members, and prior to January 26, 2019, when the Board voted to approve revisions to the RAA’s bylaws, members sought to hold another special meeting. The purpose of the meeting was (1) to discuss the Board’s failure to represent the interest of its members and its failure to abide by its governing documents; (2) to contest 2018 Trustee election results and elections of Trustees held prior to 2018; (3) to fill Board vacancies until another election could be held; and (4) to schedule and notice a special meeting for Election of Directors to replace the then-current Trustees. At the time the special meeting was called, the bylaws still allowed for a special meeting to be called upon the written request of 100 members. This requirement was met and a special meeting was scheduled for March 23, 2019.

On January 26, 2019, four days after the petition for the special meeting was submitted to the Board Secretary, the Board amended the bylaws in a manner that was intentionally designed to deprive members of the right to call a special meeting. While prior to January 26, 2019, RAA’s bylaws allowed for a special meeting to be called upon written request by 100 members, the bylaws as revised by the Board as of January 26, 2019 were amended to state that members can call a special meeting only upon the written request of 10% of members. As there are approximately 100,000 members worldwide, this means that at least 10,000 members would have to sign the petition in order for one to be scheduled. This is in sharp contrast to the previous version of the bylaws which only required 100 members to petition for a special meeting, a requirement which the Board changed solely for the purpose of insulating itself from the members.

Despite the numerous important issues raised in the petition, the Board allotted only one hour for the meeting. The Board's seemingly deliberate failure to allot a reasonable amount of time for this special meeting, and the one held in October 2018, impermissibly restricted members' ability to meaningfully exercise their right under the RAA's bylaws to call special meetings in the first place.

Furthermore, the Chairman at the March 23, 2019 special meeting took additional action to deprive members of their rights under the N-PCL and the Association's bylaws. The Chairman acted as the inspector of the election at the December 1, 2018 annual meeting of members. Pursuant to N-PCL § 610 the inspector of the election held at a meeting of members "shall receive votes, ballots or consents, hear and determine all challenges, and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them." In accordance with § 610, at the special meeting, members requested a written report on the results of the election. In response the Chairman proceeded to read the "final, certified" vote which he claimed to be 28 votes in favor of the slate of candidates and 27 votes against it. (Meeting Minutes of the March 23, 2019 Special Meeting, § III).

When members challenged the Board's violation of their right to elect the Board of Trustees, the Chairman refused to address such concern simply indicating the "Board is of the opinion that the election process is free and fair." (*Id.*) He also failed to adequately address the issue raised by members that votes cast electronically in the recent election were counted in the December 2018 election results, despite the fact that this was impermissible under the bylaws in effect at the time. Instead of acknowledging the merits of this point, he simply indicated that the "Board has updated the bylaws to better reflect" what "in person" means for future elections. (*Id.*) Such a response obviously failed to address this issue in the context of the previous election, and he was well aware of this, given that one purpose of the meeting was to challenge the election on that very basis.

Members at the meeting also made various parliamentary motions in accordance with Robert's Rules of Order which, under the RAA's bylaws, govern meetings of the Association. Though the bylaws take precedence over Robert's Rules of Order in the event of any inconsistency between them, the Chairman refused to recognize numerous successful motions made at the meeting in accordance with Robert's Rules without explaining to members how such actions were out of order or inconsistent with the bylaws.

#### CONCLUSION:

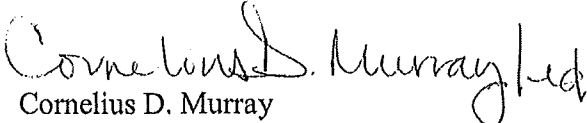
June 10, 2019

It is clear from the foregoing that the current RAA Board is seeking to insulate itself from the members, stifle dissenting views and self-perpetuate itself by electing as new Trustees only those who will agree with them. Whatever may have happened in the past, this cannot continue. We respectfully request an opportunity for us to meet with you and the Board's Chairman by no later than Friday, June 28, 2019 to see if a resolution of our clients' concerns can be reached without the need for litigation to correct the obvious illegalities documented above and to prevent their recurrence. We look forward to hearing from you as soon as possible.

Very truly yours,

O'CONNELL AND ARONOWITZ

By:

  
Cornelius D. Murray

cc: Kareem I. Muhammad (RAAPRESIDENT@RPI.EDU)  
President, Rensselaer Alumni Association

Matthew T. Siegel (SIEGELM11@AOL.COM)  
President-Elect, Rensselaer Alumni Association

RAA Board of Trustees (via email)

# **Exhibit W**

## Courtney Alpert, Esq.

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**From:** Cornelius D. Murray, Esq.  
**Sent:** Wednesday, July 17, 2019 2:55 PM  
**To:** Ehrenreich, Elliott J.  
**Cc:** Courtney Alpert, Esq.  
**Subject:** FW: Proposed Amended RAA Bylaws  
**Attachments:** Proposed Amended Bylaws 7.17.19 (O0440013xD07F1).docx

Elliot- See attached per our phone discussion yesterday with representatives of our respective clients. We ask for a commitment by no later than Friday of next week that the Board will adopt these such that they will be in effect and applicable to the upcoming elections to be held at the September Annual meeting. As such they should be in effect by no later than August 26, 2019. Also be advised of the language in Section 602 of the Not for Profit Corporation Law that gives members the right to amend the By-Laws at the Annual Meeting, which our clients intend to do in the event of failure by the Board to act in the meantime. I look forward to hearing back from you.- Neil



**Cornelius D. Murray**  
Attorney

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---

**From:** Courtney Alpert, Esq.  
**Sent:** Wednesday, July 17, 2019 2:39 PM  
**To:** Cornelius D. Murray, Esq. <cmurray@oalaw.com>  
**Subject:** Proposed Amended RAA Bylaws

~~THE~~

# PROPOSED BYLAWS

Adopted: March 7, 1998

Amended: ??? ???, 2019

**RAA BYLAWS**

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Article XII INDEMNIFICATION

**BYLAWS**  
**of**  
**Rensselaer Alumni Association-(RAA) ~~BYLAWS~~**

**Article I - GENERAL**

**Section 1. Name** - The name of this organization is the Rensselaer Alumni Association ("Association").

**Section 2. Principal Office** - The principal office of the Association shall be the Heffner Alumni House on the campus of Rensselaer Polytechnic Institute ("Rensselaer") in Troy, New York.

~~**Section 3. Purpose** - The Association shall:~~

**Section 3. Purpose** - The Association shall:

- a) Promote the interests, welfare and educational aims of Rensselaer and its alumni/ae;
- b) Facilitate the exchange of information, ideas, and opinions between Rensselaer and its alumni/ae; encourage inclusiveness while fostering mutual respect and understanding among a diverse alumni/ae body;
- c) Serve Rensselaer, its alumni/ae and friends, and establish and maintain a mutually beneficial relationship among these groups;
- d) Provide ways to involve alumni/ae and their organizations in service as human, financial, and intellectual resources to Rensselaer, to the Association and to each other, thereby promoting and strengthening the relationship; and
- e) Develop, institute, and maintain policies, services, and programs which are consistent with the educational aims of Rensselaer, and which address the broad spectrum of interests and needs of alumni/ae.

**Article II - MEMBERSHIP**

**Section 1. Alumni/ae Members** - The following shall automatically become Alumni/ae Members:

- a) Recipients of baccalaureate, graduate, and honorary degrees from Rensselaer;
- b) Individuals who have completed courses given by Rensselaer and have earned at least sixty (60) credits, and are no longer enrolled;
- c) Individuals who have completed courses given by Rensselaer or via an accredited Rensselaer distance learning program, and have earned at least thirty (30) credits, are no longer enrolled, and submit a written request indicating a desire to be a ~~Member~~ member of the Association.

**Section 2. Honorary Members** - Friends who have rendered exceptional service to the Association may be designated as "Friends of Rensselaer" and inducted as Honorary Members for life through the following process:

- a) The Nominating Committee will solicit and submit a slate of candidates for this designation (a maximum of two per year).-  
~~The slate~~ b) The candidates for Honorary Membership will be voted on at the Annual Meeting using the election process outlined in Article VI - Section 2.
- ~~The c)~~ c) If approved by the Members, then the "Friends of Rensselaer" will be notified in writing of their recognition of as Honorary Member ~~Members~~ Members of the Association.

**Section 3. Rights and Responsibilities** - Alumni/ae Members and Honorary Members (collectively "Members") in good standing shall be eligible to vote on each matter submitted to a a vote of the Members. An Alumni/ae Member in good standing and the Executive Director shall be eligible to serve as a Trustee or an Officer of the Association. A Member is in "good standing" who has paid dues on a current basis, if any are required, and/or meets any other requirements as the Association Board of Trustees ("Board") may from time to time establish.

**Section 4. Disassociation** - A Member may disassociate from the Association by written notice thereof to the Executive Director of the Association.

## Article III - MEETINGS

**Section 1. Annual Meeting of Members** - ~~The Annual Meeting of Members (“Annual Meetings”) The Annual Meeting~~ shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. In as much as it shall be possible, the Annual Meeting shall be held on a date that is coincident with the annual alumni weekend that is coordinated by Rensselaer. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. ~~The Annual Meeting will occur in coordination with the first meeting of the Association Board of each Fiscal Year, unless otherwise specified and notified by the President.~~ The purpose of the Annual Meeting is to provide updates on the business of the Association in the previous year, to report on the strategy and forward-looking focus areas of the Association, and to ~~vote on the slate of candidates as described~~ elect new Officers and Trustees in Article VI, order to fill vacancies and expired terms.

## **Section 2.**

~~**Section 2. Special Meetings of Members** - Special Meetings of Members (“Special Meeting(s)”) — Special Meetings may~~ shall be held in Troy, New York, on the campus of Rensselaer at a time and place fixed by the Board. If determined by the Board, Members may attend via telephone conference or simulcast so long as all participants are able to simultaneously interact with all other parties present. The Secretary shall call such a Special Meeting upon written request of the President, or a majority of the Trustees, or ~~ten percent (10%) of one hundred (100) Members,~~ one hundred (100) Members, which petition must state the purpose(s) of the meeting. Only business of the stated purpose(s) may be transacted at a Special Meeting.

**Section 3. Meeting Notices** - Members shall be notified no later than thirty (30) days in advance of the time and place of Annual and Special Meetings. Notification shall be made on the Association website, hosted at alumni.rpi.edu; and/or in Rensselaer - the Alumni Magazine of Rensselaer Polytechnic Institute; and/or via email to members of the current Association email distribution list.

**Section 4. Quorum** - One hundred (100) Members shall constitute a quorum at an Annual Meeting or any Special Meeting of the Association.

A quorum shall not be broken by the subsequent departure of any Member(s).

**Section 5. Agenda** - The proposed order of business of each meeting shall be set by the President with the advice of the Officers:

, but the Members shall always have the right to approve or disapprove of this order of business by simple majority vote; and the Members shall also have the right at an Annual Meeting to introduce other business including motions to be voted upon during the meeting.

**Section 6. Presiding Officer** - The presiding officer at a meeting shall be the ranking officer present.

**Section 7. Voting** - A Member in good standing shall have one vote at any meeting of Members, which must be cast in person, not by proxy. Any voting action taken at a meeting may be taken verbally unless a written vote is necessary, and electronic voting (i.e., authenticated web form) from virtual participants will be acceptable.

## Article IV - BOARD OF TRUSTEES

**Section 1. Composition** -- The Board shall be composed of not less than ~~three~~ five (5) and not more than thirty-six (36) voting Trustees, as follows:-

- a) Trustee Officers [elected] (maximum of twelve ~~(12)~~).
- b) Trustee Officer Designates (maximum of three ~~(3)~~).
- c) Trustees-at-Large [elected] (maximum of seventeen ~~(17)~~).
- d) Grand Marshal [ex-officio], or an undergraduate student nominated by the Grand Marshal and approved by the Board.
- e) Graduate Council President [ex-officio], or a graduate student nominated by the Graduate Council President and approved by the Board.
- f) Faculty Council Chair [ex-officio], or a faculty member nominated by the Faculty Council Chair and approved by the Board.
- g) Red and White Student President [ex-officio].

**Section 2. Terms of Office** - Each Trustee Officer shall serve a term specified in Article V - Section 1a. Each Trustee-at-Large shall serve a three (3) year term beginning upon election, and shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 3. Vacancy** - A Trustee absent from two (2) consecutive meetings will be given a delinquency notice by the Secretary. An ex-officio Trustee or their designate failing to attend a meeting, may be represented at future meetings by an individual appointed by the President. A Trustee absent from

three (3) consecutive meetings may be removed from office by the Board without ~~Member~~member action. Members so removed may, upon appeal and explanation at the succeeding Board meeting, be re-elected by a majority vote of the Board. Vacancies of elected ~~Trustee~~trustee positions shall be filled by a majority vote of the Executive Committee (see Article VI, Section 1). An individual so elected shall serve until the next Annual Meeting, at which time ~~the Nominating Committee~~an election shall ~~make a nomination~~occur to fill the remainder of the unexpired term.

**Section 4. Powers and Responsibilities** - The Board is charged with the governance and stewardship of the affairs and assets of the Association. All corporate power of the Association may only be exercised by, or under the authority of the Board.

- a) The Board shall review all actions taken or recommended by the Executive Committee of the Board.
- b) The Board shall promptly consider all ~~recommendations introduced~~ resolutions approved at meetings a meeting of the Members.
- c) At the Annual Meeting, the Board shall report its actions, including each resolution adopted, taken since the last prior Annual Meeting. These resolutions shall be presented to the membership for its endorsement.
- d) Annual dues for Members of the Association may be fixed by the Board.
- e) The Board, after receiving thirty (30) days written notice and by two thirds (2/3) majority of the full Board, shall have the authority to remove for cause any member of the Board.
- f) The Board shall be free to engage independent legal counsel, if desired, who shall not be employed or engaged by Rensselaer.

**Section 5. Meetings** - The Board shall hold at least one (1) meeting per year in addition to the Annual Meeting. The President may call meetings, and must call a meeting upon written petition of a majority of the Trustees. A minimum of 48 hours' notice to all members of the Board is required to call a meeting, and the notice shall identify the topics to be considered at such meeting. Meetings of the Board and any of its committees may be held at any place, and may be held through any communication medium, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communication medium shall constitute attendance at the meeting.

**Section 6. Quorum** - For the Board or any committee of the Board, a majority of its Trustee members shall constitute a quorum for a meeting.

**Section 7. Emeritus Status** - The Nominating Committee may, with approval of the Executive Committee, recommend that the Board bestow the honor of "Emeritus/a" to a particularly distinguished alumnus/a who has given long service on the Board.

**Section 8. Board Year** - At the end of each Annual Meeting, the new "Board Year" officially begins. The calendar year at the time of the Annual Meeting determines the designation of the new "Board Year" as either an even-numbered or odd-numbered year for the purposes of these Bylaws.

## **Article V - OFFICERS**

**Section 1. Officers** - Up to fifteen (15) Trustees shall serve as Officers of the Association and they shall be, in rank order, the President, President Elect (in an even-numbered year), up to ten (10) Vice Presidents, Past President (in an odd-numbered year), designated Institute Trustee, Emeritus Vice President, and the Executive Director. The office of Treasurer will be assigned to any other Officer by the President. The Executive Director shall serve as Secretary. Three officers of the Association are not elected and are considered Trustee Officer Designates. These are the Institute Trustee Designate, Emeritus Vice President, and Executive Director.

- a) Terms of Office - Officers, other than the President, President Elect, Past President, Institute Trustee Designate, Emeritus Vice President and Executive Director, shall be elected at the Annual Meeting to serve a one (1) year term, and shall be eligible to serve a maximum of five (5) consecutive terms. In even-numbered years, a President Elect shall be elected to serve a one (1) year term, and upon completion of this term shall automatically assume the office of President for a two (2) year term and the office of Past President for a subsequent one (1) year term.
- b) Ranking - Vice Presidents will be ranked in terms of longest seniority based on current continuous service on the Board.
- c) Vacancy - If an Officer resigns during a term, or is otherwise unable to perform the duties, the Executive Committee may, by a two-thirds (2/3) vote, declare the office vacant, and by a majority vote, elect a successor to serve until the following Annual Meeting. If the office of the President becomes vacant during a term, the President Elect shall act as President until formal succession to

the office of President. In the absence of a President Elect, the Executive ~~Committee~~committee shall elect an acting President to serve until the next election.

- d) Powers and Responsibilities - Officers are responsible to the Board. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws or by the Board.

**Section 2. President** - The President shall chair all meetings of the Association, including the Board and the Executive Committee, shall report to the Members on the affairs of the Association, shall sign and execute all documents and instruments issued by the Association in its name unless the President specifically designates this authority to the Executive Director on a case by case basis, shall act as the official liaison to the President of Rensselaer, and shall serve as an ex-officio member of all Board committees.

**Section 3. President Elect** - The President Elect shall perform all duties assigned by the President or Board. In the absence of the President, the President Elect shall perform the duties of the President.

**Section 4. Vice Presidents** - The Vice Presidents shall perform all duties assigned by the President or Board. In the absence of both the President and the President Elect, the ranking Vice President shall perform the duties of the President.

**Section 5. Past President** - The Past President shall chair the Nominating Committee, and shall perform all other duties assigned by the President or Board.

**Section 6. Secretary** - The Secretary shall issue notices of all meetings, shall keep accurate minutes of the meetings of the Association, including its Board and Committees. The Secretary shall be custodian of all books, papers, documents and records of the Association, shall keep an accurate list of all Members, shall be responsible for the publication in the Alumni Magazine and other appropriate media platforms of the necessary promotional literature for the conduct of the Association's business, and shall perform all other duties assigned by the President or Board.

**Section 7. Treasurer** - The Treasurer shall be the fiscal officer of the Association and shall be the custodian of the funds and assets of the Association, shall engage the services of a public accounting firm to audit the Association's financial condition when requested by the Board, shall present at the

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Annual Meeting a current statement of the financial affairs of the Association; (which shall include major financial decisions, income and obligations of the immediately preceding fiscal year), and shall perform all other duties as assigned by the President or Board.

**Section 8. Executive Director** - Rensselaer's Director of Alumni Relations serves ex-officio as the Executive Director of the Association. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall carry out the policies and programs of the Board, shall serve as Secretary of the Board, shall safeguard the assets of the Association, shall manage the Association's finances and funds under the direction of the Treasurer, shall supervise the banking, credit, legal and insurance affairs of the Association, shall oversee the day-to-day operations and activities of the Association, and shall perform all other duties assigned by the President or Board.

**Section 9. Institute Trustee Designate** - One member of the Institute Board will be designated by that Board as liaison to the Association's Board. The Institute Trustee Designate is a member of the Executive Committee, is an officer of the Association and shall perform duties commensurate with liaison and other assignments as deemed appropriate by the President or Board.

## Article VI - COMMITTEES

**Section 1. Executive Committee** - There shall be an Executive Committee composed of the Elected Trustee Officers and Trustee Officer Designates of the Association, each having one vote. The President chairs the Executive Committee. The Executive Committee is empowered between Board meetings to administer the business of the Association for the Board, with the exception of amending the Charter, these Bylaws, the long-range plan and the annual budget approved by the Board. Actions of the Executive Committee require a majority vote of the Officers in attendance and are to be reported to the Board at its next meeting.

**Section 2. Nominating Committee** - There shall be a Nominating Committee composed of the Past President (in odd-numbered years), President, President Elect (in even-numbered years), Executive Director, and up to three other current or former Trustees appointed by the Executive Committee.

- a) The Past President shall serve as chairperson in odd-numbered years, and the Executive Committee shall appoint a member of the Nominating Committee chairperson in even-numbered years.
- b) The Nominating Committee shall ensure that all Association Members have adequate opportunity to submit nominations for each position to be filled for consideration by the Nominating Committee. The Nominating Committee shall ensure that the request for nominations is clearly announced and widely distributed. ~~Nominations should be open for at least thirty (30) days. Nominations may be submitted by Members, staff of Rensselaer or friends of Rensselaer. Alumni may self-nominate.~~ The request for nominations ~~should~~ shall be provided at least one hundred twenty (120) days prior to the Annual Meeting; and shall include the requirements and recommended qualifications for Board membership and candidates who wish to be considered by the Nominating Committee; and shall also include the deadline for submission ~~(, which shall be at least ninety (90) days prior to Annual Meeting.)~~ the Annual Meeting. The intention of these advance time intervals is that the nomination process shall remain open for at least thirty (30) days to receive submissions. Nominations may be submitted by Members or Friends of Rensselaer. Alumni may self-nominate.
- c) The Nominating Committee will present to the Board a proposed 'Slate' listing ~~the~~ one or more candidates for each position to be filled for their approval. ~~The approved~~ Board shall review the proposed Slate, and then accept or reject the Slate in whole or in part. Should the first Slate be rejected in whole or in part, then for any positions which lack accepted candidates the Nominating Committee will propose additional candidates to be reviewed until the Board has accepted a complete Slate with one or more candidates for each position to be filled. The complete Slate as ~~approved~~ accepted by the Board must be available for review at the request of a Member at least ~~thirty (30)~~ sixty (60) days in advance of the Annual Meeting.
- d) Any Member who is not selected for the 'Slate' can be nominated in subsequent years, for reconsideration by the Nominating Committee and the Board.
- ~~1. The nominations process shall be confidential.~~
- ~~No nominations~~ e) Any Member may also be nominated for any position to be filled upon the written petition of ten (10) Members, and such nominations by written petition do not require approval by the Nominating Committee or the Board. Any nominations by written petition must be submitted at least forty-five (45) days prior to Annual Meeting.
- f) The Executive Secretary shall distribute electronically a list of all nominations, including a cameo of up to 150 characters from ~~the~~ each nominee, ten (10) days prior to the Annual Meeting. This provision shall not limit the right members to make floor ~~or~~ nominations.
- g) Nominations from the floor as write-ins will be accepted at the Annual Meeting. ~~This affords an adequate opportunity for the Nominating Committee to review potential nominations against the established requirements,~~ provided that they are seconded by at least ten (10) Members.

~~2. The Slate will be voted on at the Annual Meeting as a single motion to approve the entire list of candidates.~~

h) Pre-printed paper or electronic ballots, as applicable, will made available at the Annual Meeting, listing each Trustee or Officer position that needs to be filled due to a vacancy or expired term. For each such position, the name(s) of candidate(s) from the 'Slate' will be included, as well as the name(s) of candidate(s) who met the petitioning requirement (regardless of the opinion of the Nominating Committee or the Board), as well as a blank space for a write-in candidate.

i) The President will vote as a Member of the Association, not as a tiebreaker.

~~The~~ j) Members shall have the right to vote on the Slate must be approved by a simple majority of those candidates individually via paper or electronic ballot, as applicable, at the Annual Meeting. Consequently, the election shall be conducted for each position individually, and each candidate shall be elected based on a plurality of the votes from the Members present as described in Article III above, rather than for the 'Slate' as a whole. To the extent the Slate does not pass, the Trustees that a position remains unfilled by the election process described herein, the Trustee(s) then in office shall remain in office until their successor(s) are duly elected and qualified until by means of a Special Meeting of the Members may which shall be called in accordance with the Not-For-Profit Corporation Law § 604.

**Section 3. Awards Committee** - There shall be an Awards Committee appointed by the President. The Awards Committee shall recommend to the Board nominees for Association awards, and shall recommend the establishment of new recognition awards by the Association.

**Section 4. Ad Hoc Committees** - Any additional committees required to advance the purposes of the Association will be appointed by the President or Executive Committee. Chairs and members shall be appointed to Ad Hoc Committees by the President; their term of office shall be until the next Annual Meeting.

## Article VII - AFFILIATE ORGANIZATIONS

### Section 1. Affiliates-

a) Class Affiliates - Each graduating class shall form a unit of the Association designated as "Class of {graduating class}" to maintain communication among its Members, coordinate its fundraising on behalf of Rensselaer, organize its quinquennial and special reunions, and otherwise represent the interests of its Members. Class Officers shall be elected for five (5) year terms at its quinquennial

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reunion. Policies and procedures governing the activities and operations of such units shall be contained in a Class Leadership Handbook.

~~Geographic Affiliates~~ b) Geographic Affiliates - Local groups organized by the Association shall be known as the "{Geographic Area} Chapter - Rensselaer Alumni Association-". Such designation requires approval of the Board.

c) Other Affiliates - Other affiliate organizations are permissible subject to designation by the Board.

**Section 2. Criteria for Designation** -- To be designated by the Board as an affiliate organization, the organization must demonstrate that its mission is to promote the interests and objectives of the Association and Rensselaer, that it represents a significant number of alumni/ae, that it is well established and stable, that it has filed a copy of its Bylaws and list of the names and addresses of its officers with the Secretary, that it conducts at least two meetings per year and that it has also submitted an annual financial statement and annual report of its activities and programs.-

a) These criteria must be met each year to maintain status as an affiliate organization. Affiliate organizations failing to do so may have their recognition withdrawn by a vote of the Board. Organizations losing their affiliate status or whose application for affiliation have been denied may be reconsidered if a substantial change or improvement has been made.

**Section 3. Charter** - The Association will recognize affiliate organizations by issuing a Charter. While the Charter is not an instrument of incorporation and is general in its terms, it supersedes any rules the affiliate organization as a subordinate body may adopt, because it carries with it the requirement that the affiliate organization adopt no rules which conflict with those of the Association.

~~Section 4. Policies and Procedures~~ **Policies and Procedures** - An affiliate organization will operate as an integral part of the Association. Policies and procedures governing the activities and operation of such organizations shall be maintained by the Association, shall be made available to interested parties, and may be revised by the Association after consultation with the organization.

**Section 5. Dues** - Duly recognized affiliate organizations may establish annual membership dues after consultation with and gaining approval of the Board.

## Article VIII - INCLUSION

The association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin, disability, marital status or sexual orientation, in any of its activities or operations. The association is committed to providing an inclusive and welcoming environment.

## Article IX ~~—~~ CONFLICTS OF INTEREST

The Secretary will ensure that each Trustee shall annually sign a statement that affirms that the Trustee has received a copy of the Association Conflict of Interest policy, read and understands the policy, and agreed to comply with the policy.

## Article X - PARLIAMENTARY AUTHORITY

### Section 1. Authority ~~—~~

The rules contained in ~~Robert's~~Robert's Rules of Order - in its most recent revised edition - shall govern all meetings of the Board, Association and its affiliate organizations except to the extent inconsistent with the Not-For-Profit Corporation Law or with these Bylaws.

## Article XI - AMENDMENTS

**Section 1. Process ~~—~~ These** **Amendment by the Board** - Proposed amendments to these Bylaws may be amended made at a meeting of the Board by approval of two-thirds of the Board, provided that ~~thirty~~ (30) days' notice of such amendments has been given to each Trustee. Further modifications may be proposals shall be made to the amendments at least forty-five (45) days before an Annual or Special Meeting of the Members. Any such meeting. Any proposed amendment to the Bylaws goes shall then be required to be submitted for consideration at an Annual or Special Meeting of the Members. The

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Secretary shall coordinate the advance notice of at least thirty (30) days to Members of such proposed amendments. Any such amendment shall go into effect immediately upon its adoption, only after approval by a majority vote of Members in attendance at the meeting. Amendments to the Bylaws shall be printed in the minutes of the Board Association.

**Section 2. Amendment by the Members** – Proposed amendments to these Bylaws may be initiated by the written petition of fifteen (15) Members, provided that such petition shall be made at least thirty (30) days before an Annual or Special Meeting of the Members. Any such proposed amendment to the Bylaws shall then be submitted for consideration at an Annual or Special Meeting of the Members. The Secretary shall coordinate the advance notice to Members of such proposed amendments. Any such amendment shall go into effect only after approval by a majority vote of Members in attendance at the meeting. Amendments to the Bylaws shall be printed in the minutes of the Association.

## Article XII, INDEMNIFICATION

The Association shall have the power, to the maximum extent permitted by New York State, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such individual is or was an agent of the corporation and was acting in good faith on behalf of the Association. For purposes of this Section, an agent of the Association includes any individual who is or was a trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association.

*These are the RAA Bylaws as Approved **Adopted:***

March 7, 1998,–

**Amended-;**

March 12, 2001,–*Amended*

January 26, 2019,–*and Amended June 22,*

??? ???, 2019.–

*For questions about the RAA, contact [raa@rpi.edu](mailto:raa@rpi.edu)*

[raa@rpi.edu](mailto:raa@rpi.edu)

# **Exhibit X**

**Courtney Alpert, Esq.**

---

**From:** Ehrenreich, Elliott J. <eehrenreich@kmgslaw.com>  
**Sent:** Monday, July 29, 2019 11:37 AM  
**To:** Courtney Alpert, Esq.; Cornelius D. Murray, Esq.  
**Subject:** RAA  
**Attachments:** Murray.pdf; ATT00001.htm

Please see attached. Thank you.

The contents of this email and any attachments are intended for the named recipient(s) only and may be confidential and/or privileged. Copying, retransmission, disclosure or use by others is prohibited.





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[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)  
Licensed in PA and NY

July 29, 2019

**Via Email**

Cornelius D. Murray, Esq.  
Courtney Alpert, Esq.

RE: Rensselaer Alumni Association (“RAA”)

We are in receipt of your email dated July 17, 2019 regarding your clients’ proposed revisions to the Bylaws of the RAA. Many of the proposed revisions were cosmetic or formatting in nature, and given the time sensitivity you have expressed on behalf of your clients, we will not address herein. To that end, any of the proposed revisions not specifically addressed herein will not be approved.

**Proposed Revisions:**

Article III, Section 2 – The proposed revision to require one hundred (100) Members of the RAA to call a Special Meeting of the Members rather than the current ten percent (10%) of the Members will not be adopted. As you are aware Section 602(c) of the Not-For-Profit Corporation Law (the “NFPCL”) sets a statutory requirement of ten percent (10%) as the threshold for the requisite members to call a special meeting in the absence of another provisions in the certificate of incorporation or by-laws of an organization. This proposed revision will not be adopted.

Article III, Section 5 – The proposed revision would give the ability to the Members to bring motions to be voted on. The Bylaws of the RAA specifically provide that the rights of the Members are to vote on the slate of Trustees, and to endorse the actions of the Board since its previous Annual Meeting. Furthermore, Article IV, Section IV, subparagraph 2 already provides that the Board will consider recommendations of the Members, so the proposed revisions would not change anything of substance. As such, this proposed revision will not be adopted.

Article VI, Section 2 – We have discussed our respective positions on the proposed revisions to all subparagraphs of this Section extensively. It is the position of the RAA that its current voting procedure, in effect since at least 2001, is valid. In particular, Section 613(a) of the NFPCL provides that “except as otherwise provided in the by-laws”, directors shall be elected by a plurality of votes. Furthermore, Section 602(e) of the NFPCL contemplates that the Board may adopt by-laws which regulate the election of directors. Consequently, because the RAA Bylaws require a different procedure, as well as the previous legal positions communicated to you, your proposed revisions will not be adopted.

July 29, 2019  
Page 2

Article XI, Sections 1 and 2 – The proposed revisions to these Sections are a reversal from previously adopted RAA Bylaws. Vesting the ability for the RAA Bylaws solely with the Board is valid. Furthermore, the Absolute Charter of the RAA specifically and solely vests the ability to adopt bylaws with the Board of the RAA. The Board of Regents has specifically imposed this limitation on the RAA in granting the approval of its Absolute Charter. Your proposed revisions to these sections will not be adopted.

Thank you for your attention to this matter. Please contact me if you have any questions.

Very truly yours,

KNOX McLAUGHLIN GORNALL &  
SENNETT, P.C.

By:   
Elliott J. Ehrenreich

EJE  
# 2081621.v1

Cc: Rensselaer Alumni Association

# **Exhibit Y**

From: "Cook, Craig A." <cookc5@rpi.edu>  
Subject: RE: Request to Inspect RAA Membership List (Records)  
Date: December 11, 2018 at 4:17:35 PM EST  
To: John Krob <jkrob10256@icloud.com>

John, sorry for not responding earlier. I've been out of the office for most of the last week.

My original response stands. However, as I said then, it would be helpful to know what your intention is with the information to determine if there is a way that it can be resolved. Do you intend to copy it and send out mass mailings/e-mails? Do you plan to provide the data to others? Are you looking to confirm the status of a particular individual or set of individuals?

Regards, **Craig A. Cook**, General Counsel & Secretary of the  
Institute  
P: 518-276-8829 | E: [cookc5@rpi.edu](mailto:cookc5@rpi.edu)  
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**From:** John Krob [mailto:[jkrob10256@icloud.com](mailto:jkrob10256@icloud.com)] **Sent:** Wednesday, December 5, 2018 8:42 AM  
**To:** Cook, Craig A. <cookc5@rpi.edu>  
**Cc:** Kareem Muhammad <kareem.i.muhammad@gmail.com>; siegelm11@aol.com; timothy.frosell@gmail.com; glennob@aol.com; abbrandin@gmail.com; pdelauri@shepleybulfinch.com; tkeating53@comcast.net; lenihm@gmail.com; costello9190@gmail.com; David Fowkes <dwfowkes@verizon.net>; jhamil3@msn.com; lpulvirent@gmail.com; kathleen.coderre@gmail.com; mikelyden45@gmail.com; brianfnock@gmail.com; riose130@gmail.com; djrryan@gmail.com; jhagopian@tsaodesign.com; dburgio@yahoo.com; celukas3@gmail.com; kristin.a.seaver@gmail.com; ashlea@rpi.edu; warnes3@rpi.edu; hartc3@rpi.edu  
**Subject:** Re: Request to Inspect

## RAA Membership List (Records)

Craig,

It has been just over three weeks since my last email to you regarding my request to inspect the RAA membership list, and the applicable laws. In total, it has been six weeks since I submitted my original request to Graig Eastin (at the beginning of this thread). -- Should I expect to hear back from you soon on how this is to be resolved? I would prefer to settle this matter in-house. I'm merely seeking to have the same access to fellow alumni as is afforded my wife by her alma materi. But it is also a matter of compliance for the RAA with New York NPC Law Section 621 (attached).

As this is a matter of RAA comliance with the law and is taking long than expected to resolve, I have now copied the current members of, and the nominees for, the RAA board on this correspondence.

Kindly advise of your current assessment of the matter.

Regards,  
John

On Nov 13, 2018, at 8:18 AM, John Krob wrote:

[LTL]  
[SEP:SEP]

Craig,

My original request was made to the Executive Director of the RAA, asking to inspect the RAA Membership list (i.e. alumni list). I have no interest in student data. Students are not members of the RAA.

This is a compliance matter for the RAA, since it is a membership corporation. Under NPC 621(a) the RAA is required to keep a list of

the names and addresses of its members. I, as a member of the RAA, have a right to inspect that list and make extracts from it, under NPC 621(b).

Whether the RAA is reliant upon RPI for keeping its membership list has no bearing on the the RAA's obligations under NPC 621(a) and 621(b). It is pretty straightforward. Either the RAA has a membership list or it does not. The facts indicate that the RAA has such a list (without student data) since it has derived income from it, in the past, by making it accessible to commercial enterprises. But, if you are saying the RAA does not maintain a membership list, then that highlights a serious compliance problem for the RAA under NPC 621(a). Is that your contention?

Alternatively, if the RAA does maintain a membership list (whether housed in RPI's systems or not), as the facts suggest, then my request to inspect it must be granted by the RAA.

I could direct my request to the RAA's President, its Executive Committee and its Board of Directors. But, that seems circular to me, since they are likely to refer it back to you. You do provide legal counsel to the RAA, do you not? The RAA, as a separately chartered corporation, is the focus of both my request and the legal compliance issue(s) before us.

Regards,  
John

On Nov 12, 2018, at 4:45 PM, Cook, Craig A. wrote:

[John, yes, it was nice meeting you a few weeks ago.](#)

Rensselaer Polytechnic Institute, as I understand it, supports RAA by allowing RAA-directed communications to run through the Institute's

system, utilizing records the Institute maintains on Rensselaer alumni and students. We do not hold alumni data on behalf of RAA as RAA's agent; it is the Institute's data gathered and maintained by the Institute for the Institute's own purposes. Likewise, our student data is of the same character -- gathered and maintained by the Institute for the Institute's purposes, to support enrollment and the relationships we have with our students. We consider this alumni and student data confidential and proprietary, and I'm sure that many of our students and alumni think of it that way as well. I am aware of the law, but the law you cite does not require the Institute to relinquish the Institute's own data on students and alumni.

John, are you willing to share why you want this information? Do you intend to copy it and send out mass mailings/e-mails to Rensselaer students and alumni? Do you plan to provide the data to others? Are you looking to confirm the alumnus or student status of a particular individual or set of individuals? Although your intended actions do not change the points I have made above, understanding them would help the Institute consider what, if anything, could be done to resolve the matter, and would help crystalize for us what is driving this dispute.

Regards, **Craig A. Cook** General Counsel & Secretary of the  
Institute P: 518-276-8829 | E: [cookc5@rpi.edu](mailto:cookc5@rpi.edu)  
110 8<sup>th</sup> Street | Troy Bldg. 3<sup>rd</sup> Fl. | Troy, NY 12180  
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**From:** John Krob [<mailto:jkrob10256@icloud.com>] **Sent:** Friday, November 9, 2018 9:47 AM  
**To:** Cook, Craig A.  
<[cookc5@rpi.edu](mailto:cookc5@rpi.edu)>  
**Cc:** Eastin, Graig Randolph  
<[eastig@rpi.edu](mailto:eastig@rpi.edu)>  
**Subject:** Fwd: Request to Inspect RAA Membership List (Records)

Craig,

We met briefly prior to the start of the RAA Special Meeting, last month. Graig Eastin has directed me to contact you regarding the subject request, which I submitted to him a few weeks ago (see email thread below). Clearly, there is a sensitive issue here with respect to making the RAA membership list available for inspection, but the provisions of the NPC Law appear quite clear with respect to the rights of RAA Members to inspect the list and make extracts from it. For your convenience, I am attaching a copy of Section 621 of the NPC Law.

I look forward to receiving your perspective on the legal obligations of the RAA to 1) maintain a list of names and addresses of its members, and 2) make the list available to its members upon request.

Sincerely,  
John A. Krob '78

Begin forwarded message:

**From:** "Eastin, Graig Randolph" <[eastig@rpi.edu](mailto:eastig@rpi.edu)>  
**Subject:** Request to Inspect RAA Membership List (Records)  
**Date:** November 8, 2018 11:25:39 AM EST  
**To:** John Krob <[jkrob10256@icloud.com](mailto:jkrob10256@icloud.com)>

Dear John, [SEP] This is a legal matter on which I cannot engage further. Any further questions on the Institute's legal position on this matter should be referred to the Institute's Office of General Counsel. This information is below. [SEP] Craig A. Cook [SEP] General Counsel & Secretary of the Institute [SEP] P: 518-276-8829 |



E: [cookc5@rpi.edu](mailto:cookc5@rpi.edu) 110 8th Street | Troy Bldg. 3rd Fl. | Troy, NY

12180  
Regards,  
Graig

-----Original  
Message-----  
From: John Krob

[<mailto:jkrob10256@icloud.com>]  
Sent: Wednesday, November 07,

2018 12:11 PM  
To: Eastin, Graig Randolph

Subject: Re: Request to  
Inspect RAA Membership List (Records)

Dear Graig,  
I was not  
surprised by your initial denial of the subject request. But I must point

out that the basis for it has no legal grounds. The RAA is an  
independent membership corporation which is legally obligated to

comply with both the requirement to maintain a list of names and

addresses of its members under NPC 621(a) and to make that list

available for inspection to its members under NPC

621(b). Furthermore, the delegation of responsibility for the

maintenance and safekeeping of the list and other records to an outside

agent (in this case RPI), does not relieve the RAA of its legal obligation

under the law. The legal status of RPI as agent for the RAA has no

bearing on this issue.

In addition, I would like to point out two other

important relevant factors for you to consider:

1. It is a well known

fact that the RAA has previously made its membership list with

addresses available to commercial enterprises (credit card companies,

travel agencies, etc), in return for income,

2. Both you and RPI's  
General Counsel have a real or apparent conflict of interest on this issue,

because of your status as employees of RPI.

In conclusion, I  
recommend that you seek the advice of independent counsel on this

matter, and ask that you then reconsider granting my

request.  
Sincerely,  
John A. Krob '78

P.S. - As a Dartmouth  
alumna, my wife has unrestricted online access to names and addresses

of her fellow alumni.  
On Oct 30, 2018, at 7:53 AM, Eastin,

Graig Randolph wrote:

Dear Mr. Krob,

This is to acknowledge receipt of your email of October 22,

2018. Please be informed that the records of RAA members are held in

the custody of Rensselaer Polytechnic Institute and are private and

confidential, as they contain personal information regarding our alumni and students. Rensselaer is not a membership corporation, and is not subject to the provision of the NY Non-Profit Law that you cited. As such, we will not be providing you with access to the requested lists of names and addresses. Thank you for contacting me.

Sincerely,

Graig Eastin

-----Original Message-----

From: John Krob [<mailto:jkrob10256@icloud.com>]

Sent: Monday, October 22, 2018 1:28 PM

To: Eastin, Graig Randolph

Cc: McCarthy, Dawn E.; Ted Mirczak

Subject: Request to Inspect RAA Membership List (Records)

Dear Graig,

I enjoyed meeting you at the RAA Special Meeting on October 8th. As referenced in my August 23rd email to Dawn McCarthy (attached below), I am now writing to request an appointment to do an inspection of the RAA membership list (records) of names and address (preferably email addresses), in accordance Section 621(b) of the New York Not-For-Profit Corporation Law (copy also attached).

I would like to do the inspection starting at 10 a.m. on Monday, November 5th, as it is the next business day for which I expect to be in Troy. I would do the inspection together with Ted Mirzak '66, and likely one other alumnus. It is our intent to make extracts from the membership list (records).

Kind regards,

John



# **Exhibit Z**

From: "Cornelius D. Murray, Esq." <cmurray@oalaw.com>  
Subject: RE: Request Pursuant to N-PCL § 621  
Date: August 31, 2019 at 12:48:44 PM EDT  
To: "Ehrenreich, Elliott J." <eehrenreich@kmgslaw.com>  
Cc: "mgoldberg@phillipslytle.com" <mgoldberg@phillipslytle.com>

Elliot- This is an UNACCEPTABLE response, not to mention farcical. The membership list is the property of the RAA, not RPI. If RPI is acting as agent of the RAA, it cannot make up its own rules. When RAA itself wishes to communicate with its alumni, are you suggesting that RPI must first approve it? If RAA has a list of its members, then under the NFPCL, it must disclose that list. Why not give plaintiffs more fodder to establish that RAA is not independent, but rather run by RPI. If you are taking orders from the RPI Administration, why not just come clean and say so.- Neil

		<b>Cornelius D. Murray</b> Attorney	
<i>With offices in Albany, Latham and Saratoga Springs.</i>			
<a href="http://www.oalaw.com">www.oalaw.com</a>			
<b>Albany Office: 54 State Street   9th Floor   Albany, NY 12207</b>			
<b>Telephone: 518-462-5601</b>			
<b>Fax: 518-462-2670</b>			

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**From:** Ehrenreich, Elliott J. <eehrenreich@kmgslaw.com>  
**Sent:** Friday, August 30, 2019 3:30 PM  
**To:** Cornelius D. Murray, Esq. <cmurray@oalaw.com>  
**Cc:** 'Marc H. Goldberg' <MGoldberg@phillipslytle.com>  
**Subject:** RE: Request Pursuant to N-PCL § 621

Neil:

I was just informed today by my client that RPI maintains the list of members of RAA. When a notice needs to go out, RPI sends the notice at the request of the RAA. Verbally, I was informed today that RPI will not disclose the list. I have sent a written demand for the same to RPI, along with any justification for them not releasing it.

As a result, until that list is provided by RPI, RAA cannot provide a list because there is not one in its possession nor does it have access to it.

Let me know if you have any questions. Thx.

- E

**From:** Courtney Alpert, Esq. <calpert@oalaw.com>  
**Sent:** Thursday, August 29, 2019 3:30 PM  
**To:** Ehrenreich, Elliott J. <eehrenreich@kmgslaw.com>; Marc H. Goldberg <MGoldberg@phillipslytle.com>

**Cc:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>  
**Subject:** RE: Request Pursuant to N-PCL § 621

Elliott and Marc:

Attached are three more affidavits in connection with our clients request to inspect the RAA's list of members and their addresses. Another individual who will be attending the inspection, Michael Gardner, is out of town right now, but will return on Tuesday and complete an affidavit then.

Any word from the RAA as to which date works for the inspection?

Also, please note that tomorrow is my last day at O'Connell and Aronowitz, so please be sure to direct all future correspondence on this matter to Neil.

Best,  
Courtney

	<b>Courtney Alpert</b> Attorney		
<i>With offices in Albany, Latham and Saratoga Springs.</i>			
<a href="http://www.oalaw.com">www.oalaw.com</a>			
<b>Albany Office: 54 State Street   9th Floor   Albany, NY 12207</b>			
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**Fax: 518-462-6486**

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**From:** Ehrenreich, Elliott J. <[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)>  
**Sent:** Wednesday, August 28, 2019 10:16 AM  
**To:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>; Courtney Alpert, Esq. <[calpert@oalaw.com](mailto:calpert@oalaw.com)>  
**Subject:** RE: Request Pursuant to N-PCL § 621

I got it and have already forwarded to Marc to keep him in the loop  
...

I'll advise after hearing from RAA. Thx.

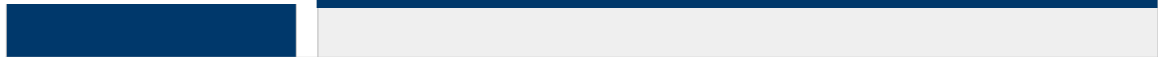
- E

**From:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>  
**Sent:** Wednesday, August 28, 2019 10:14 AM  
**To:** Courtney Alpert, Esq. <[calpert@oalaw.com](mailto:calpert@oalaw.com)>; Ehrenreich, Elliott J. <[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)>  
**Subject:** RE: Request Pursuant to N-PCL § 621

Send as well to Marc Goldberg

**Cornelius D. Murray**  
Attorney





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and Saratoga Springs.*

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**From:** Courtney Alpert, Esq. <[calpert@oalaw.com](mailto:calpert@oalaw.com)>  
**Sent:** Wednesday, August 28, 2019 9:44 AM  
**To:** Ehrenreich, Elliott J. <[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)>  
**Cc:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>  
**Subject:** RE: Request Pursuant to N-PCL § 621

Hi Elliott:

In connection with our clients' request last month to inspect the RAA's list of members and their addresses, attached please find John Krob's affidavit, provided in accordance with the RAA's

request. Affidavits of additional individuals who will be present will be provided in the next day or so.

As to dates and times for the inspection, our clients have a strong preference for September 5 at 10 am, with September 4<sup>th</sup> and 6<sup>th</sup> as the next best options. Please let us know if the 5<sup>th</sup> works and if not, whether any time on the 4<sup>th</sup> or 6<sup>th</sup> would. If none of those options work, I will ask our clients for additional dates and times.

Thank you.

Courtney

	<b>Courtney Alpert</b> Attorney
<i>With offices in Albany, Latham and Saratoga Springs.</i>	
<a href="http://www.oalaw.com">www.oalaw.com</a>	
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**From:** Ehrenreich, Elliott J. <[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)>  
**Sent:** Friday, July 26, 2019 1:13 PM  
**To:** Courtney Alpert, Esq. <[calpert@oalaw.com](mailto:calpert@oalaw.com)>  
**Cc:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>  
**Subject:** RE: Request Pursuant to N-PCL § 621

Hi Courtney. My client would like the affidavit, so please have that sent to me (pdf is fine).

Once I receive the affidavit let me know the times/dates the inspection would be taking place.

Thx.

- E

**From:** Courtney Alpert, Esq. <[calpert@oalaw.com](mailto:calpert@oalaw.com)>  
**Sent:** Thursday, July 18, 2019 4:47 PM  
**To:** Ehrenreich, Elliott J. <[eehrenreich@kmgslaw.com](mailto:eehrenreich@kmgslaw.com)>  
**Cc:** Cornelius D. Murray, Esq. <[cmurray@oalaw.com](mailto:cmurray@oalaw.com)>  
**Subject:** Request Pursuant to N-PCL § 621

Elliott:

As per New York State Not-for-Profit Corporation Law (“N-PCL”) § 621, every not-for-profit corporation is required to keep a list or record containing the names and addresses of all members. N-

PCL § 621(a). Any person who has been a member of a not-for-profit corporation for at least six months has the right, upon at least five days written demand, to examine that list in person or by agent or attorney, during usual business hours, and to make extracts therefrom. Id. at (b). Our clients wish to exercise this right with respect to RAA's list or record of members' names and addresses on a date to be mutually agreed upon between now and mid-August. Consistent with § 621(c), our clients are willing to provide an affidavit that "such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the corporation", if so desired by the Board. Please advise if this is requested as well as the most convenient dates and times for inspection.

If you have any questions or would like to discuss, please feel free to contact Neil or me.

Thank you.

Courtney

	<b>Courtney Alpert</b> Attorney
<i>With offices in Albany, Latham and Saratoga Springs.</i>	
<a href="http://www.oalaw.com">www.oalaw.com</a>	
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<b>Telephone: 518-462-5601</b>	

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