

**BY-LAWS OF THE ALUMNI SOCIETY OF
THE SCHOOL OF ENGINEERING AND APPLIED SCIENCE OF
THE UNIVERSITY OF PENNSYLVANIA**

ARTICLE I – NAME

The name of the Society is “The Alumni Society of the School of Engineering and Applied Science (SEAS) of the University of Pennsylvania.”

ARTICLE II – PURPOSE

The purpose of the Society is to support and advance the cause of education in the School of Engineering and Applied Science (SEAS) at the University and through its membership promote the interest and welfare of the University.

ARTICLE III – MEMBERSHIP

Members in the Society shall be undergraduate or graduate degree recipients of the SEAS and such others as the Board of Directors may elect to include, such as:

1. Past or present members of the administrative or teaching staffs of the SEAS.
2. Past or present Trustees or Associate Trustees of the University or the SEAS Board of Overseers.
3. Recipients of an honorary degree from the University.
4. Ex officio members of the Board of Directors.

ARTICLE IV – OFFICERS AND DIRECTORS

SECTION 1

The officers of the Society shall be a President, a maximum of three (3) Vice Presidents, a Secretary, and a Treasurer. There shall be a maximum of twelve (12) elected directors, who with the officers and the Past Presidents of the Society, shall jointly constitute the voting members of the Board of Directors. The following individuals shall be non-voting members of the Board unless they already have a voting privilege by virtue of their position as a Director or hold a Board Leadership position (i.e., President, Vice-President, Secretary or Treasurer):

- The Dean.
- Associate Dean(s).

- Members of the SEAS Development and Alumni Relations staff.
- SEAS Representative(s) to the Association of Alumnae Board.
- SEAS Representative(s) to any Penn Alumni Regional Club.
- Associates.
- Leaders of recognized SEAS student organizations including ESAC (Engineering Student Activities Council) and GSEG (Graduate Student Engineering Group).
- Career Services Representative.

The Board of Directors (hereinafter referred to as the “Board”) shall be vested with the management and the conduct of the business of the Society.

SECTION 2

The President shall be elected annually and serve for a one year term commencing July 1 and ending June 30 or until a new President is elected in the event the President role is vacant. The President shall preside at all meetings of the Society and of the Board and shall perform such other duties as the Society and the Board may direct. The President or the President’s designee (a voting member of the Board) shall fulfill all obligations to Penn Alumni. The President shall be an ex officio member of all committees. The President shall prepare an annual report which may be sent in printed form to the membership of the Society enclosed with the notice for the annual meeting. The Society year shall begin on July 1 and end on June 30 of each calendar year.

The President, assisted by such members of the Board as the President shall appoint, shall conduct an annual planning review soon after beginning the President’s term. The goal of the review is to ensure that activities during the following year reflect the goals of the society and continue to remain responsive to the society’s membership. A summary of resulting recommendations shall be distributed to the Board.

SECTION 3

A maximum of three (3) Vice Presidents shall be elected annually from among the graduates of the SEAS and serve for a one year term commencing July 1 and ending June 30. In the absence of the President, the President’s duties shall be performed by the attending or available Vice President with the most total years of experience as a member of the Board. If none of the Vice Presidents are available to fill in for the President, the order of succession shall be as follows:

- Secretary.
- Treasurer.
- Directors in order of years of experience on the Board.

SECTION 4

The Secretary shall be elected annually and serve a term commencing July 1 and ending June 30. The Secretary shall write the minutes of the Board meetings. The Secretary, with assistance from the SEAS Alumni Relations Office, shall be custodian of all papers, maintain a currently corrected mailing list of the members, shall give notice of the meetings of the Society and of the Board, and perform such other duties as the Society or the Board may direct. The Secretary shall maintain an official copy of the By- laws, currently amended to include all changes and/or additions as approved by the Society. The Secretary shall promptly furnish a printed or typed copy of the By-laws to each new member of the Board.

The Secretary shall manage alumni communications. The Secretary, with assistance from the SEAS Alumni Relations Office, shall be responsible for Board input to the alumni newsletter, other alumni publications, and perform such other duties as the Society or the Board may direct. The Secretary shall ensure that a copy of the current By- laws is displayed on the Engineering Alumni Society website.

SECTION 5

The Treasurer shall be elected annually and serve a term commencing July 1 and ending June 30. The Treasurer shall interface with the SEAS Director of Finance and perform other financial duties as the Board may direct.

SECTION 6

A maximum of twelve directors shall be elected from among the graduates of the departments or programs of the SEAS. Directors shall be elected as needed annually, each to serve a term of three years commencing July 1 and ending June 30. The Board shall endeavor to maintain representation of members that reflects the diversity of the SEAS alumni community.

SECTION 7

Associates shall be appointed annually by the President upon recommendation of the standing Nominating Committee and serve a one year term commencing July 1 and ending June 30. Associates are non-voting members of the Board who actively participate in Board sponsored events and committees. They shall participate in monthly meetings, attend Board functions, and shall be considered for election to the Board.

SECTION 8

The Board shall be responsible for all publications, and shall arrange for all meetings and other activities of the Society. It shall have power to make all rules for its own regulation, not

inconsistent with these By-laws, and it shall perform such other duties as the Society may direct consistent with University policy.

SECTION 9

Elected members of the Board shall be required to demonstrate an appropriate level of activity that shall include:

1. Attending at least six (6) meetings of the Board of Directors either in person or via teleconference (elected members of the Board are encouraged to attend meetings in person)
2. Participation in at least one (1) event or activity sponsored or conducted by the Society during each year, and
3. Participation in at least one (1) committee.

Each January, the President and the Vice President(s) shall review the level of participation of all Members of the Board. Board Members, who for whatever reasons have not demonstrated the level of activity described in this section, will be contacted by the President or a designated Vice President and asked to rededicate themselves to the Society. If participation in the Society of Board Members who have been so contacted and who have pledged to improve performance does not improve, these Members shall be removed from the Board by action of the President and ratification by the Board.

Associate Members of the Board shall be encouraged to attend meetings and to participate in events or activities sponsored or conducted by the Society.

SECTION 10

Members and Associate Members of the Board shall be required to make an annual contribution to the Penn Fund and/or the Engineering Annual Giving program. It is recommended that Members and Associate Members make a contribution to the Engineering Annual Giving Program.

SECTION 11

The President of the Society shall appoint or reconfirm the appointment on an annual basis, members of the Society to function as:

- The Society's representative to Penn Alumni, if other than the President.
- The Society's representatives to the Penn Alumni Regional clubs.
- The Society's representative to the Association of Alumnae Board.

ARTICLE V – MEETINGS

SECTION 1

The Annual Meeting of the Society shall be held on campus at the last meeting prior to Alumni Weekend. The date, time, and location of the meeting shall be published on the SEAS Website and in the Penn Engineering News that is issued prior to the Annual Meeting. Eight voting members present at the Annual Meeting shall constitute a quorum for the transaction of business.

SECTION 2

There shall be at least six meetings of the Board called by the President in any twelve month period. Eight voting members of the Board shall constitute a quorum.

SECTION 3

The order of business at all stated meetings of the Society shall normally be as follows:

- Call to Order
- Report of the Dean
- President's Report
- Other Reports
- Election of Officers and Directors (Annual Meeting Only)
- Old Business
- New Business
- Adjournment

ARTICLE VI – ELECTIONS

SECTION 1

At the Annual Meeting, the Society shall elect, by letter ballot or by voice vote as selected by the Board, a President, three Vice Presidents, a Secretary, and a Treasurer to serve for one year or until the next annual meeting. Also, Directors as required to complete the make-up of the Board shall be elected to serve for three years. No Director shall be eligible to serve in the same office for more than two consecutive terms. No Officer shall be eligible to serve in the same office for more than three consecutive terms.

SECTION 2

The incoming President shall appoint, with Board approval, a standing Nominating Committee

of five whose charge shall be to nominate the required list of Officers and Directors. Membership on the Nominating Committee may be extended to non-members of the Board. The Chairman of the Nominating Committee shall be the immediate Past President of the Society. An official ballot may be enclosed with the notice of the Annual Meeting. The vote shall not be restricted to the names on the ballot.

SECTION 3

A vacancy in any office shall be filled from one or more nominations of the standing Nominating Committee, and voted by the Board.

ARTICLE VII – AMENDMENTS

SECTION 1

The By-Laws of the Society shall be reviewed periodically by a committee appointed by the President. If there are proposed changes to the By-Laws, the published notice of the Annual Meeting shall indicate that any member of the Society can request a copy of the proposed changes in advance of the meeting by contacting the Secretary of the Board. At the Annual Meeting, proposed amendments may be discussed, modified, rejected or adopted by a majority vote of those present who are eligible to vote.

SECTION 2

All amendments to these by-laws adopted by the Society shall be incorporated in the by-laws and not appended thereto.

As amended, May 12, 2014