



A. JAMES CLARK
SCHOOL OF ENGINEERING

Constitution and Bylaws of the University of Maryland, College Park Alumni Association, Inc., Engineering Network

Article I: Name

The name of the Corporation shall be the University of Maryland, College Park Alumni Association, Inc., Engineering Network, hereafter called the "Engineering Network." The Engineering Network shall be organized as a nonprofit, non-stock corporation consisting of its general membership.

Article II: Mission

It shall be the mission of the Engineering Network to organize the membership to promote the welfare and advancement of the University of Maryland's A. James Clark School of Engineering, hereafter called the School of Engineering, by working towards the following goals:

- Foster and strengthen the role and presence of the Engineering Network
- Cultivate professional and social harmony between the students, faculty, staff, and alumni of the School of Engineering
- Promulgate and promote achievements, programs, and services that involve the School of Engineering
- Promote and recognize academic and professional excellence within the School of Engineering and among its alumni
- Encourage outside (private and government) support of the School of Engineering's activities and endeavors
- Preserve and proclaim the history and tradition of the School of Engineering

The Engineering Network exists to serve the common interest of the A. James Clark School of Engineering and its alumni constituencies.

Article III: Location

The principal office of the Engineering Network shall be the Office of External Relations, A. James Clark School of Engineering, University of Maryland Alumni Association, Inc.

Article IV: Membership

Any graduate of the School of Engineering and member in good standing of the University of Maryland, College Park Alumni Association, Inc., is automatically enrolled in the Engineering Network. Any friend of the School of Engineering who is a member in good standing of the University of Maryland, College

Park Alumni Association, Inc. can be recommended by the Board or can request from the Board to be enrolled in the Engineering Network by emailing engralumni@umd.edu.

Article V: Fiscal Cycle

Section 1. The fiscal year of the Engineering Network for the purpose of maintaining financial records and the annual audit shall be the twelve-month period from July 1 to June 30.

Section 2. Funds for the maintenance and operation of the affairs of the Engineering Network shall be derived from:

- A share of the dues paid by members to the University of Maryland, College Park Alumni Association, Inc. as determined by the Association
- Voluntary contributions from alumni and friends
- Payments from the School of Engineering for services rendered
- Voluntary contributions from the University of Maryland, College Park Alumni Association, Inc. itself or from any fund or organization affiliated with the School of Engineering
- Such other sources as may be approved by the Board of Directors

Article VI: Meetings of the Membership

Section 1. The Engineering Network shall hold a biennial meeting (every two (2) years) at such time and location as the Board of Directors may specify. Location may include an online meeting format.

Section 2. Special meetings of the membership of the Engineering Network may be held through any one of the following means:

- Upon the call of the President of the Engineering Network
- Upon the request in writing of at least one-third of the Board of Directors
- By demand in writing of active members representing in number - at least ten percent (10%) of the total membership

Section 3. Notice of the bi-annual meeting and of any special meeting of the membership shall be published as appropriate by such written notice as the Board may specify. The notice, regardless of how given, must be sent to the active membership at least thirty (30) days prior to the date of the meeting.

Section 4. Newly elected officers and members of the Board shall be presented at the bi-annual meeting of the members of the Engineering Network.

Article VII: Board of Directors

Section 1. The management of this Engineering Network shall be vested in the Board of Directors whose members shall be composed of the following active members in good standing and students:

a. Officers. Officers shall be selected from current or past members of the Board of Directors.

1. President: shall serve as the Chair of the Board. In the absence of the President, the Vice President will act in this capacity, if she/he is available, and if not, the Treasurer shall serve.
2. Vice-President
3. Treasurer
4. Secretary

b. At-Large Board Members

1. A maximum of fifteen members in good standing of the Engineering Network shall serve as At-Large Board Members.
2. Should a member of the Board leave the Board for any reason before her/his term expires, the Board will nominate another member in good standing of the Engineering Network as soon as possible to complete the term.
3. The method and selection of officers and members of the Board shall be recommended by the Governance Committee and approved by the Board.
4. Members of the Board of Directors shall have prior active involvement in the Engineering Network through participation in at least one Committee or by attending a minimum of two (2) Board or committee meetings within a six (6)-month period.

c. Ex-Officio Members:

1. The Dean of the School of Engineering, members of his/her staff, and one (1) student representative shall serve as ex-officio members of the Board.
2. The student member shall be a representative of the Engineering Student Council.
3. Ex-officio members shall not have voting status.

d. Terms of Office:

1. The President, Vice President, Treasurer, and Secretary are each selected for a two (2)-year term.
2. At-Large Board Members shall serve two (2)-year terms starting on alternate years, where half of the Board's term ends one (1) year and the other half ends the following year so that the entirety of the Board of Directors' terms is never expired in the same year.
3. The term of each member of the Board of Directors shall commence on July 1.

e. Termination of Board Membership:

1. The term of office of any member of the Board of Directors who is absent for four (4) consecutive meetings of the Board or is not a member in good standing of the University of Maryland, College Park Alumni Association, Inc., shall automatically terminate, unless such is excused by the Board for good and sufficient cause.

Section 2. Board of Directors Meetings

1. Regular meetings of the Board shall be held at least bi-monthly (every two (2) months) at a time and place to be determined by the Board.
2. A quorum shall be defined as a minimum of 50% of the filled Director positions with at least two (2) Officers present.
3. A successful vote shall consist of a majority of the quorum.

Article VIII: Standing Committees

The standing committees of the Engineering Network shall be as follows:

Executive Committee: Chaired by President

Governance Committee: Chaired by a member of the Board

Alumni Outreach Committee: Chaired by a member of the Board

Student Outreach Committee: Chaired by a member of the Board

Past Presidents Committee: Chaired by the immediate past president or another designated past president

Functions of each committee is as described in the Engineering Network Strategic Plan.

Article IX: Amendment

The bylaws may be amended by a two-thirds ($\frac{2}{3}$) vote of the voting membership either at a meeting of the Board, at a meeting of the membership of the Engineering Network, or by electronic vote. Written notice of the the nature of the amendment, the manner of taking the votes (in person or electronically), and the time, place, and purpose must be provided to the membership at least thirty (30) days in advance of said vote.

Article X: Dissolution

Section 1. The Engineering Network may be dissolved at any time upon the affirmative vote of two-thirds of the Board of Directors and by two-thirds vote of the members in good standing who are present at any regularly called or special meeting of the Engineering Network, provided that the proposed dissolution has been submitted to the membership for their consideration at least thirty (30) days prior to the date of the meeting.

Section 2. All assets and net income, both current and accumulated, remaining after the payment of all just debts, obligations, and claims shall be transferred to its successor organization provided that said

successor organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended; otherwise, said assets shall be transferred to and become the property of the School of Engineering for use in its educational and/or school requirements.

Article XI: Adoption

Section 1. This Constitution was approved by the Board of Directors at its regular meeting on July 20, 1989.

Section 2. This Constitution was approved by the University of Maryland, College Park Alumni Association, Inc., on September 23, 1989.

Section 3. This former "College of Engineering Network, University of Maryland Alumni Association" Constitution last amended on December 5, 1979 was dissolved on September 23, 1989.

Section 4. This constitution was amended on July 20, 1999.

Section 5. This constitution was amended on October 8, 2002.

Section 6. This constitution was amended and approved by the membership and the Board of Director's during the bi-annual meeting on September 27, 2005.

Section 7. This constitution was amended on November 18, 2014 and is in the approval process.