

AMENDED 2012

AMENDED 2020

CONSTITUTION

ARTICLE I. NAME AND MISSION

Section 1. By the adoption of this Constitution the graduates of Worcester Polytechnic Institute constitute themselves and such other persons as they may elect, under the general corporation laws of the Commonwealth of Massachusetts, a membership corporation having the name "The Alumni Association of the Worcester Polytechnic Institute," incorporated May 20, 1891. Hereinafter, Worcester Polytechnic Institute shall be referred to as WPI.

Section 2. The mission of the WPI Alumni Association is to (1) be an independent voice and effective advocate for the alumni body within the WPI community, maintaining an independent alumni perspective and (2) connect, engage and involve alumni with WPI and one another in support of WPI's mission and goals.

ARTICLE II. POWERS, OFFICE, MEETINGS

Section 1. The Alumni Association shall have power to receive, hold, use and dispose of real and personal property for any of its corporate objectives, including the management of and use of special funds, in accordance with the By-laws and the powers and the privileges given by the laws of the Commonwealth.

Section 2. The Alumni Association shall have a corporate seal containing the words "The Alumni Association of the Worcester Polytechnic Institute, Massachusetts Corporation, 1891." The seal shall be kept and used as stipulated in the By-laws.

Section 3. The Alumni Association shall maintain its principal office on that campus of WPI whereon the WPI administrative offices are located.

Section 4. The Alumni Association shall hold an annual meeting on a WPI campus, unless otherwise determined by the Board of Directors of the Alumni Association, and may hold other meetings as provided in the By-laws.

ARTICLE III. MEMBERSHIP

Section 1. Alumni, for the purposes of the Alumni Association, are all graduates of Worcester Polytechnic Institute and any

other persons who have pursued any course of instruction at WPI for not less than the equivalent of two terms (a semester).

Section 2. All alumni and honorary alumni may be members of the Alumni Association as provided in the By-laws. Honorary alumni shall be persons other than alumni on whom the Alumni Association desires to bestow signal honor for service to WPI or the Alumni Association. All members of the Alumni Association may hold office and vote.

ARTICLE IV. OFFICERS, BOARD OF DIRECTORS AND ALUMNI ADVISORY COUNCIL

Section 1. The officers of the Alumni Association shall be a President, a President-Elect, a Secretary and a Treasurer. They shall have the duties, powers, and responsibilities, shall serve for the terms, and shall be elected in the manner stipulated in the By-laws.

Section 2. The Alumni Association shall have an advisory body, with membership as specified in the By-laws, to be known as the Alumni Advisory Council. The Alumni Advisory Council shall provide advice and counsel and overall guidance to the Alumni Association in furtherance of its mission. It shall advise the officers of the Alumni Association and perform such other duties

as may be conferred by the Alumni Association. The President of the Alumni Association shall be the Chair of the Alumni Advisory Council, and the Secretary of the Alumni Association shall be the Secretary of the Alumni Advisory Council.

Section 3. There shall be a Board of Directors of the Alumni Association, composed of the Officers of the Alumni Association, Chairs of Committees and Boards, and other members as specified in the By-laws. The Board of Directors shall have the responsibility for administration and supervision of the Alumni Association, including the responsibility for establishing, structuring, and overseeing their alumni programs. It shall have the power to appoint and discharge committees and boards, and other powers as specified in the By-laws. The President of the Alumni Association shall be the Chair of the Board of Directors, and the Secretary of the Alumni Association shall be the Secretary of the Board of Directors.

ARTICLE V. FINANCIAL SUPPORT

Section 1. Operating funds for the Alumni Association's programs shall be provided as specified in the By-laws.

ARTICLE VI. ALUMNI CLUBS

Section 1. Alumni Clubs are considered affinity groups within the Alumni Association the function of which enhances the relationship between Alumni and WPI in furtherance of the objectives of WPI. Alumni clubs may be established as specified in the By-laws.

ARTICLE VII. BY-LAWS AND AMENDMENTS

Section 1. The qualifications, terms of office, manner of election and manner of removal of officers or members of the Alumni Advisory Council and the Board of Directors, method of filling vacancies, method of resignation of officers and the Board of Directors, and administrative procedures shall be provided for in the By-laws of the Alumni Association.

Section 2. This Constitution may be amended by an affirmative vote of not less than two-thirds of the members present at any Annual meeting of the Alumni Association, provided that the proposed amendment shall have been stated in the notice for the meeting, issued not less than two weeks in advance.

BY-LAWS

I. ELECTION OF MEMBERS AND HONORARY MEMBERS

Section 1. Alumni, for the purposes of the Alumni Association, are all graduates of Worcester Polytechnic Institute and any other persons who have pursued any course of instruction at WPI for not less than the equivalent of two terms (a semester).

Section 2. Any person may be elected an honorary member of the Alumni Association by the affirmative vote of a majority of the Alumni Association Board of Directors at a regular business meeting. Terms of newly elected members shall be effective as of the date of the Annual Meeting.

II. MEETINGS

Section 1. The date and place of the Annual Meeting of the Alumni Association shall be specified by the Board of Directors or upon its failure to set the date, by the Secretary. Not less than two weeks' notice shall be given to all members.

Section 2. Special meetings of the Alumni Association may be called by the Board of Directors or by the President of the

Alumni Association at the written request of fifty members, upon not less than two weeks' notice, such meetings to be held at a place and time named in the notice and such notice will be placed in the media customarily used for communication with Alumni Association members.

Section 3. The Alumni Association shall hold at least one meeting in each year at the time and place designated by the President of the Alumni Association. Such meeting may also be the Annual Meeting of the Association as required in Article IV, Section 2 of the Constitution.

Section 4. The Board of Directors shall meet with the President of WPI and selected administrative staff members to provide counsel and to discuss and coordinate matters of mutual concern on an as needed basis.

Section 5. A quorum of the Alumni Association shall be fifty members, and a quorum of the Board of Directors shall be a majority of its members, at least two of whom shall be officers of the Alumni Association Board of Directors.

Section 6. Each member of the Alumni Association present at the Annual Meeting of the Alumni Association shall be entitled to one

vote. Each member of the Board of Directors present at any meeting of the Board of Directors shall be entitled to one vote.

Section 7. Notices of the Annual meeting of the Alumni Association or the Alumni Advisory Council shall be given by mailing to the last known mailing address of each member or by publication in the Bridge or any other supplemental publication for alumni. Notice of meetings of the Board of Directors shall be given by mailing to the last known mailing address of each member. Electronic mail and similar means in generally accepted use are deemed "mail" for this purpose.

III. ALUMNI CLUBS

Section 1. An Alumni Club, Regional or other, may be recognized by the Board of Directors in support of the mission of the Alumni Association and in accordance with the organizational guidelines as established by the Board of Directors.

IV. ALUMNI ADVISORY COUNCIL

Section 1. The Alumni Advisory Council may be composed of all voting members of the Board of Directors; all alumni members of the Lifetime Engagement Subcommittee of the Board of Trustees; all program committee chairs; the Chair or designate of each

Class Board of Directors; the Chair of the Graduates of the Last Decade (GOLD); current members of the President's Circle; all other alumni that attended the most recent Annual Meeting of the Association; the Alumni Advisor and Student Chair(s) of the Student Alumni Society; and one representative of the Alumni Admissions program. Where the identity or the method of election of any representative of the above groups is not specified or provided in some other manner, the Board of Directors may select the representative upon failure of a group to do so. Other members may be appointed to the Alumni Advisory Council by the Board of Directors.

Section 2. The term of each member of the Alumni Advisory Council shall correspond to the term for which the member serves in his or her respective alumni leadership position or, if selected by the Board of Directors, is replaced by the Board of Directors. There shall be no restrictions on the length of service of alumni on the Alumni Advisory Council.

Section 3. The President may report to the Alumni Advisory Council at least once in each year on the activities of the Board of Directors.

Section 4. The Alumni Advisory Council may be informed of the nominations of the following prior to election by the Alumni

Association: the Officers, the Chair of the Funds Board, the At-Large-Members of the Board of Directors, and the At-Large-Members of the Annual Fund Board.

V. OFFICERS, TERMS, RESIGNATIONS, REMOVAL

Section 1. The officers of the Association shall consist of a President, President-Elect, Secretary, and Treasurer. The President, President-Elect and Treasurer shall be members or honorary members of the Alumni Association. Other than the Secretary, the Officers shall be elected by the membership at the annual meeting of the Alumni Association. Affirmative votes of a majority of the members present shall be necessary for election.

Section 2. The President of the Alumni Association shall serve for a term of two years, and shall not be eligible for immediate re-election. The President-Elect shall serve for a term of two years, prior to succeeding to the Presidency. The term of the Treasurer shall be one year, with eligibility for indefinite re-election. All terms commence immediately after the meeting at which the position is filled.

Section 3. The Secretary shall be that person who is the current Executive Director of the Alumni Office of WPI and for daily

administrative purposes shall report to a senior administrative officer of WPI. The Secretary of the Alumni Association shall be a resident of Massachusetts, unless the Alumni Association has a resident agent appointed for the purpose of service of process.

Section 4. The Alumni Association President, the President-Elect, or Treasurer may resign by a letter addressed to the Alumni Association delivered to the Secretary of the Alumni Association. The Secretary of the Alumni Association may resign by a letter addressed to the Board of Directors and delivered to the Alumni Association President. After resigning, an officer may continue to discharge the duties of the office until a successor shall have been elected or selected and shall have accepted, unless otherwise stipulated in the resignation or the acceptance thereof.

Section 5. Any officer may be removed, with or without cause, by the unanimous vote of the members present at any meeting of the Board of Directors.

VI. PRESIDENT

Section 1. The President shall have executive authority over the activities and affairs of the Alumni Association, subject to the

advice and consent of the Board of Directors, and shall perform all necessary acts usually incident to the office of president in any organization of this character and any other acts which may be required by statute or ordinance. The President shall preside at meetings of the Alumni Association, the Alumni Advisory Council, and the Board of Directors, and upon the order of the Board of Directors shall sign, execute and deliver legal instruments and other documents.

VII. PRESIDENT-ELECT

Section 1. In the absence or temporary disability of the Alumni Association President, the President-Elect shall preside at meetings of the Alumni Association, the Alumni Advisory Council, and the Board of Directors. In the case of the resignation or permanent disability of the Alumni Association President, the President-Elect shall succeed to the President's powers and duties.

VIII. SECRETARY

Section 1. The Secretary shall attend all meetings of the Alumni Association, the Alumni Advisory Council, the Board of Directors and the Executive Committee of the Board of Directors. The Secretary or a designee shall record all proceedings of these meetings, as concisely as will be sufficient for the necessary purposes; and shall attend to the giving and serving of all notices of the Alumni Association, and the Board of Directors.

Section 2. The Secretary shall be the custodian of the corporate seal and shall impress it upon legal instruments and other documents as required by law or as otherwise directed by the Board of Directors.

Section 3. The Secretary shall, under the direction of the Board of Directors, perform all the duties usually pertaining to the office of Secretary and of Clerk in an organization having the character of the Alumni Association.

IX. TREASURER

Section 1. The Treasurer shall be responsible for oversight of all invested funds of the WPI Alumni Association, within the authority granted and shall be empowered to sign on behalf of the Alumni Association legal instruments and other papers as

necessary. Whenever required the Treasurer shall render to the Alumni Association, the Alumni Advisory Council, or the Board of Directors an account of all transactions.

Section 2. The Treasurer shall have oversight for all financial books, records, and materials of the Alumni Association, excepting those committed to another officer or to a board or committee, and at all reasonable times, these shall be open to examination by any officer of the Alumni Association or member of the Board of Directors.

Section 3. The Treasurer shall, under the direction of the Board of Directors, perform all the duties usually pertaining to the offices of Treasurer in an organization having the character of the Alumni Association.

X. COMPENSATION OF OFFICERS

Section 1. Neither the Alumni Association President, nor the President-Elect, nor the Treasurer shall be given any pecuniary compensation for services. The Secretary shall be paid a salary by WPI. Each officer shall, upon presentation of satisfactory vouchers, be reimbursed for necessary expenditures incurred in carrying out directives of the Board of Directors

XI. BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors of the Alumni Association comprising the Officers of the Alumni Association, the Chairs of the Alumni Association Committees, the Chair of the Annual Fund Board, and all At-Large Members. The Chair(s) of the Student Alumni Society each shall be an ex-officio non-voting member. The President of the Alumni Association shall be Chair of the Board of Directors. The Secretary shall be the Secretary of the Board of Directors.

Section 2. At-Large Members shall be elected each year for a three-year term by the membership at the annual meeting of the Alumni Association. No At-Large Member shall serve more than two successive full terms, but shall be eligible for re-election one year after the close of his or her last term. This limitation shall not apply to any person who becomes an officer of the Alumni Association immediately upon completion of his or her Board of Directors membership.

Section 3. The President shall, in consultation with the Board of Directors, appoint the Committee chairs. Vacancies which occur other than by the expiration of terms in any office or

Board of Directors position (other than those filled by the President) shall be filled by the Board of Directors.

Section 4. The Board of Directors shall meet at the call of its President or upon written request of four or more of its members delivered to the Alumni Association Secretary. It shall hold at least three meetings each year. A quorum of the Board of Directors shall be a majority of the members, at least two of whom shall be officers of the Alumni Association Board of Directors.

Section 5. The proposed programs and estimated operating expenses of the Alumni Association shall be developed annually by the Alumni Office staff for review and endorsement by the Treasurer and approved by the Board of Directors within the time frame of the budget process.

Section 6. Whenever necessary between meetings of the Alumni Association the Board of Directors shall take any action for which the Alumni Association has authority, except as restricted by these By-laws, but shall report all its actions to the Alumni Association, Whenever necessary between meetings of the Board of Directors, the Executive Committee of the Board of Directors shall take any action for which the Alumni Association has authority except as restricted by these By-laws.

Section 7. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

XII. COMMITTEES AND BOARDS

Section 1. Subject to changes made by the Board of Directors in accordance with these By-laws, the Alumni Association may have the following Committees and boards: Executive Committee of the Board of Directors, Annual Fund Board, Career Development Committee, Marketing and Communication Committee, Undergraduates and Recent Graduates Committee and the Service & Social Committee. The Board of Directors shall have the power to create and dissolve any Committees, boards, and task forces; provided, *however, that any change in the Nominating Committee shall be made only by amendment of these By-laws.* Unless otherwise stipulated in these By-laws, Committee Chairs shall be appointed annually by the Alumni Association President. The Board of Directors may discontinue any task force or committee temporarily or permanently, or make changes in its organization or duties.

The Board of Directors may delegate to the Alumni Association President the formation or operation of any committee.

Section 2. Unless the activities, duties, powers, privileges, term, organization, and personnel of each division, board, or committee are specifically stipulated in these By-laws, the Board of Directors shall determine them. In no event shall the following powers be delegated by the Board of Directors to any committee established by it:

--The power to change the principal office of the Corporation.

--The power to amend these By-laws.

--The power to elect officers required by law, the Articles of Organization, or these By-Laws to be elected by the Members or the Directors and the power to fill vacancies in any such offices.

--The power to change the number of members constituting the Board of Directors and the power to fill vacancies in the Board of Directors.

--The power to remove officers from office or Directors from the Board of Directors.

--The power to authorize a merger of the Corporation.

Section 3. Unless otherwise stipulated in these By-laws or by action of the Board of Directors, each committee, and task force shall submit to the Board of Directors a complete and concise

report of its activities, and at times requested by the Treasurer, an account of its use of funds and other property.

Section 4. Approved bills to be paid or receipted vouchers for reimbursement shall be promptly brought to the attention of Alumni Association Treasurer by the Alumni Office. A division, board, committee, or any individual member thereof shall not incur liabilities in excess of funds provided for the purposes of the given division, board or committee.

Section 5. To aid in drafting the annual budget of the Alumni Association, and upon request of the Treasurer, each committee shall submit at the time indicated an estimate of the funds needed, if any, for its activities during the ensuing fiscal year.

Section 6. To provide for exigencies or special needs in its work, any committee may add to its regular membership advisors, associates, or temporary members, or appoint subcommittees, unless otherwise directed by the Board of Directors.

Section 7. Inactive committee members may be requested to resign or may be removed and their places filled by the Committee Chair.

Section 8. Each committee or subcommittee shall meet at the call of its chair, or two or more members may issue a call for a meeting. A majority of the members shall constitute a quorum, unless otherwise stipulated in these By-laws. Each committee is expected to meet at least once in each academic year.

XIII. Trustees Sub-Committee on Lifetime Engagement

Section 1. A representative of the Alumni Association Board of Directors will serve on the WPI Trustees Sub-Committee on Lifetime Engagement.

Section 2. Chaired by a member of the WPI Board of Trustees, this committee meets several times a year to discuss and review fundraising strategies as well as strategies to increase alumni involvement. The committee provides advice and counsel to the Office of Lifetime Engagement on strategic direction as it relates to alumni engagement and annual giving.

XIV. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS.

Section 1. There shall be an Executive Committee composed of the President of the Association, the President-Elect of the Association, the Secretary, the Treasurer and the most recent

past-president. Other Committee Chairs may be appointed to the Executive Committee by the President of the Association. The President of the Association shall be the Chair of the Executive Committee.

Section 2. The purpose of the Executive Committee is to provide necessary approvals, advice, commitments and other duties usually performed by the Board of Directors in an organization having the character of the Alumni Association during the periods between Board of Directors meetings. All actions performed by the Executive Committee shall be reported to the Board of Directors at the next Board meeting.

Section 3. The Executive Committee shall meet at the call of its chair; two or more members may issue a call for a meeting. A majority of the members present shall constitute a quorum.

XV. NOMINATIONS AND ELECTIONS

Section 1. Nominations of all officers, At-Large Members of the Board of Directors and the representative of the Trustees Subcommittee on Lifetime Engagement shall be made by a Nominating Committee of at least five members appointed annually by the Alumni Association President at least two months prior to the

election date. The Chair of the Nominating Committee will and the immediate past president of the Board of Directors. At least one member of the Nominating Committee shall not be a member of the Board of Directors.

Section 2. Any nominee for Alumni Association President or Alumni Association President-Elect shall be a member of the Alumni Association, and shall be a member of the Board of Directors, or shall have been chair of a committee for three years in the five years immediately preceding nomination. Nominees for At-Large Members of the Board of Directors shall be members of the Alumni Association.

Section 3. The Nominating Committee shall obtain from each person it proposes to nominate an expression of willingness to serve, if elected. The Committee shall report this willingness together with the names of its nominees to the Alumni Association President and the Secretary not less than ten days before the date of election. The Nominating Committee deliberations shall be confidential.

XVI. CONTRIBUTIONS

Section 1. Each member of the Alumni Association shall be asked to contribute annually to the WPI Fund. Funds donated shall belong to WPI unless specifically forbidden by terms in writing under which they were accepted.

Section 2. All annual gifts of monies, securities or other valuable considerations may be accepted from any source, for purposes, upon conditions, and in amounts acceptable to WPI, subject to the provisions of Articles XVI and XVII of these By-laws.

XVII. FUNDS AND RESERVES

Section 1. The Alumni Association shall establish, maintain or discontinue various reserves in the best interests of the Alumni Association.

Section 2. All funds maintained by the Alumni Association shall be devoted to the purpose for which accepted unless and until such use of any fund for the stated purpose becomes detrimental to WPI or to the Community. In such cases involving funds maintained by the Alumni Association, the Board of Directors shall determine a new purpose. Assent of the donor, or donors, if living, shall be obtained. In order to prevent funds from becoming "frozen" or their continued use harmful, due to change

of conditions, acceptance shall be coupled with privileges of change of purpose for sufficient reason, subject, if necessary, to review by a court having jurisdiction.

XVIII. FINANCIAL OPERATIONS

Section 1. The operational support of the Alumni Office and related Alumni Relations activities shall be the responsibility of WPI.

Section 2. Procedures used by the Alumni Association to process invoices, maintain financial accounts, and related financial administration activities shall be consistent with the practices followed by WPI. The fiscal year of the Alumni Association shall be identical with the fiscal year of WPI.

Section 3. Annually, there is a financial review of the financial affairs of the Alumni Association by a third party in accordance with generally accepted accounting practices. The results of such review shall be presented annually for review by the Board of Directors and the Alumni Association.

XIX. CARE OF INVESTABLE ASSETS

Section 1. The management and review of the financial assets of the Alumni Association shall be the responsibility of the Financial Committee of the Alumni Association. The committee shall be composed of at least three members of the Association, including the Treasurer, appointed annually by the President of the Association. The Treasurer shall serve as the Chair of said committee. The objective of the finance committee of the Alumni Association shall be to make recommendations to the Board of Directors of the Association as to the growth, security and use of the financial assets of the Association, in keeping with the goals of the Association.

Section 2. The management of investable assets owned or held in trust by the Alumni Association may be delegated to WPI and managed by WPI in the same manner as are investable assets owned or held in trust by WPI.

Section 3. The Alumni Association Treasurer shall properly endorse in the name of the Alumni Association any securities received as gifts or any securities which must be transferred.

Section 4. Financial statements, giving information as required by the Board of Directors shall be presented by the Treasurer of

the Alumni Association at the regular meetings of the Board of Directors and at the annual meeting of the Alumni Association.

XX. CONTRACTS

Section 1. No contract shall be made by the Alumni Association except for the purposes of (a) expenditure of money appropriated in the annual budget of the Association; and (b) the implementation of revenue-generating or service programs of the Association, including without limitation group term life insurance, travel, alumni directories, merchandising and affinity credit card programs and except in the case of investable assets as described in Article XIX.

Section 2. In the absence of fraud, (a) no contract or other transaction between the Alumni Association and one or more of its members, Directors, or officers, or between the Alumni Association and any other corporation or other organization in which one or more of the Alumni Association's members, Directors, or officers are stockholders, directors, or officers, or are otherwise interested, and (b) no other contract or transaction by the Alumni Association in which one or more of its members, Directors, or officers is otherwise interested, shall be in any way affected or invalidated even though the vote or action of the members, Directors, or officers having such interests (even if

adverse) may have been necessary to obligate the Alumni Association upon such contract or transaction; provided the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to at least a majority of the Directors then in office; and no member, Director, or officer having such interest (even if adverse) shall be liable to the Alumni Association, or to any creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such member, Director, or officer be accountable for gains or profits realized thereon, or be disqualified from serving or continuing to serve as a member, Director or officer thereof. Any member, Director, or officer in any way interested in any contract or transaction described in the foregoing sentence shall be deemed to have satisfied any requirement for disclosure thereof to the Directors if he gives to at least a majority of the Directors not so interested a general notice that he is or may be so interested.

Section 3. Notwithstanding the foregoing, the authority granted in this Article XX, section 2 shall not be exercised if the effect thereof would be to cause the loss of the tax-exempt status of the Alumni Association under the Internal Revenue Code of 1986, as amended from time to time, or to subject the Alumni Association, its members, Directors, officers or agents to any

penalty or fine under said Code or under any other applicable law as a result of such exercise, it being the purpose of this Article XX, Section 2 to allow only such transactions by the Alumni Association as are not prohibited by said Code or said other applicable law.

XXI. ALUMNI COMMUNICATIONS

Section 1. It is the objective of the Alumni Association to provide frequent information of interest to Alumni such as information regarding WPI, alumni achievements, and Association activities and events. It is anticipated that the Association will contribute to regular publications, newsletters, event notices, etc. employing multiple media including printed publications, electronically transmitted publications, bulletin boards, webs sites, and electronic mail.

Section 2. Supplemental publications for alumni shall be produced by WPI under the guidance and direction of the Alumni Association.

Section 3. Editorial content of supplemental publications for alumni may be approved by the Marketing and Communications Committee of the Alumni Association.

XXII. PARLIAMENTARY PROCEDURE

Section 1. In all matters of parliamentary procedure, *Robert's Rules of Order, Revised*, shall be followed.

XXIII. INDEMNIFICATION

Section 1. The Alumni Association shall indemnify each person now or hereafter elected or appointed a Director of the Alumni Association (including each person who serves at its request as a director of any other organization in which the Alumni Association has any interest as a stockholder, creditor, or otherwise) against all expense reasonably incurred or paid by him in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he may be involved as a party or otherwise by reason of his having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-laws) by him while serving in any such capacity; except

for expense incurred or paid by him with respect to (i) any matter as to which he shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his action was in the best interests of the Alumni Association, or (ii) to any matter as to which he shall agree or be ordered by any court of competent jurisdiction to make payment to the Alumni Association, or (iii) which the Alumni Association shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him. Such indemnification shall include payment by the Alumni Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall eventually be adjudicated to be not entitled to indemnification under these By-Laws.

Section 2. No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Alumni Association. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be

in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such Director or officer and shall inure to the benefit of the heirs and personal representatives of any such person.

Section 3. The Alumni Association, upon authorization by a disinterested majority of the Directors then in office, may indemnify each person now or hereafter elected or appointed an officer, employee or agent of the Alumni Association (including each person who serves at its request as an officer, employee or agent of any other organization in which the Alumni Association has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) to the same extent and in accordance with the guidelines set forth in this Article XXIII.

XXIV. MISCELLANEOUS PROVISIONS

Section 1. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Alumni Association in its behalf shall be signed by the President or the Treasurer except as the Board of Directors may generally or in particular cases otherwise determine.

Section 2. The original, or attested copies, of the Constitution, these By-laws, and records of all meetings, of the members, the names and addresses, Directors and officers, shall be kept in Massachusetts at the principal office of the Alumni Association or at an office of its Secretary, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any member, Director or officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, Director or officer, relative to the affairs of the Alumni Association. Except as may be otherwise required by law, by the Constitution, or by these By-laws, the Alumni Association shall be entitled to treat the record address of a member, Director or officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Alumni Association of his latest post office address.

Section 3. A certificate by the Secretary as to any action taken by the members, Directors, or any officer or representative of the Alumni Association shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 4. Any action taken on behalf of the Alumni Association by a Director or any officer or representative of the Alumni Association which requires authorization by the members or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.

XXV. BY-LAWS AMENDMENTS

Section 1. The By-laws may be amended by an affirmative vote of not less than a majority of the members present at any annual meeting of the Alumni Association provided that the proposed amendment shall have been submitted to the members of the Alumni Association not less than two weeks before the meeting of the Alumni Association at which action is to be taken.