

SIPA ALUMNI ASSOCIATION BY-LAWS

December 7, 2023

Article 1 - Mission

The mission of the School of International and Public Affairs (SIPA) Alumni Association of Columbia University (the “SAA” or the “Association”) is to strengthen SIPA’s global alumni community through initiatives that connect alumni with each other and the School. The SAA is a conduit for graduates to engage with each other and with SIPA, which further strengthens the School’s relationship with the alumni community.

The goals of the SAA shall include, but not be limited to:

1. Inform alumni about SIPA’s programs, community, and strategic initiatives.
2. Give voice to the interests and/or concerns of alumni.
3. Engage alumni in SAA initiatives including signature events such as Alumni Day and Class Reunions, networking and career programs for students and for alumni, annual Giving Day, and student recruitment.
4. Increase alumni engagement worldwide through its regional communities and collaboration with the Columbia Alumni Association (CAA) regional clubs.
5. Encourage alumni to support SIPA through participation in the annual fund and other fundraising initiatives including Giving Day and Class Reunions.
6. Encourage SIPA alumni leaders to become active with regional alumni communities and the Columbia Alumni Association (CAA).
7. Initiate additional activities that benefit and engage alumni and can be sustained by the SAA.

The SAA is a voluntary association at SIPA and shall not maintain a separate identity as a separate legal entity. While the SAA’s volunteer leadership role in guiding, planning, and evaluating SIPA’s alumni programs is critical, SIPA’s Dean and administration maintain ultimate authority. The SAA will liaise with SIPA’s Development and Alumni Relations staff who will include other offices within SIPA as appropriate.

Article 2 - Membership

All alumni of SIPA shall be members of the Association. Alumni are defined as students who attended SIPA for at least one year and left in good standing, including non-graduates, certificate holders, and participants of the International Fellows Program.

Article 3 – Board of Directors

Section 1 - The SAA shall be governed by a Board of Directors selected through the nominating process described below.

Section 2 – Nominating Process and Election

Nominations for Directors shall be made by the Nominating Committee.

Each year, the Nominating Committee, after consultation with the Chair and the Office of Development and Alumni Relations, shall present candidates for election or reelection to the Board of Directors. In recommending candidates for election to the Board, the Nominating Committee shall endeavor to ensure that the composition of the Board reflects broad and diverse representation of the alumni community across class years, academic programs, gender, ethnicity, geographic location, home country, and professional and other experiences.

The Nominating Committee shall endeavor to ensure that graduates of the broad range of SIPA's specialty academic programs are represented on the Board by at least one member (Executive MPA (EMPA), MPA in Economic Policy Management (MPA-EPM), MPA in Development Practice, MPA in Environmental Science and Policy (MPA-ESP)).

The Directors shall be elected by majority vote of members present at the final meeting of the Board of Directors in each fiscal year and shall hold terms of three years which are intended to be staggered in order to reduce the number of Directors whose terms expire simultaneously.

Section 3 – Number classification and term

- a) Directors shall be members of the Association. The Board of Directors shall consist of such number of directors as shall be, from time to time, determined by the Board of Directors then in office, provided that the Board of Directors shall consist of not fewer than 9 and not more than 24.
- b) Each Director who is eligible for reelection at the end of a three-year term may again be recommended by the Nominating Committee and stand for reelection. Each Director shall be permitted to serve up to two (2) consecutive three-year terms following which such individual Director shall be required to rotate off the Board of Directors for a period of not less than one year.
- c) The Nominating Committee may, in special circumstances, recommend the extension of the term of a Director for an additional year. The rationale for such extensions must relate to ongoing board assignments for which the director in question possesses knowledge and/or a particular skill set deemed necessary for management of the board or committees.

Section 4 – Responsibilities of Directors

Directors are required to attend meetings of the Board of Directors regularly, as well as meetings of any committees to which they are assigned, and to otherwise participate in activities and initiatives of the Board of Directors and the Association. Directors will be assigned to at least one standing committee. A director who does not participate in three consecutive meetings without reasonable cause will be removed from office, with or without cause, at any meeting of the Board of Directors by affirmative vote of two-thirds of the directors then in office.

Any member of the Board may participate in a meeting of the Board by telephone conference call or other electronic means which allow for full interactive participation.

All Board members shall endeavor to attend at least one meeting held each year on campus in person.

Directors shall be expected to contribute each fiscal year to the SIPA Annual Fund at a level that is appropriate to their means, setting an example for fellow alumni and demonstrating that SIPA is one of their philanthropic priorities.

Section 5 – Directors Ex-Officio

The Board of Directors may include the following ex officio (non-voting) members if they are not already members:

- A SIPA representative from the Columbia Alumni Association (CAA) Board
- Alumni representatives from SIPA's DEICE (Diversity, Equity, Inclusion, Climate & Engagement) Committee
- A representative of the SIPA Advisory Board
- The SIPA representative to the Columbia University Alumni Trustee Nominating Committee

Section 6 – Vacancies

Any vacancy shall be filled by affirmative vote of a majority of the Directors at the next regularly scheduled meeting of the Board; provided, that notwithstanding the foregoing, the Board of Directors shall have the discretion to leave positions vacant if the Board of Directors determines that to be in the best interest of the SAA.

Additionally, any Director or any officer of the SAA may be removed from the Board, with or without cause, at any meeting of the Board of Directors by affirmative vote of two-thirds of the Directors then in office. A Director may also choose to resign from the SAA Board in which case the vacancy would be handled as described above.

Section 7 – The Dean of SIPA shall have the right to attend and speak at meetings of the Board of Directors.

Section 8 – Office of Development and Alumni Relations Representatives

As specified in Article 6, representatives of the SIPA Office of Development and Alumni Relations shall have the right to attend and speak at meetings of the Board of Directors but shall have no right to vote.

Section 9 – Meetings of the Board of Directors

There shall be such number of regular meetings of the Board of Directors during each academic year as the Board of Directors may decide (generally 4 meetings per year are expected).

- a) One-third (1/3) of the number of voting directors serving at the time of the meeting shall constitute a quorum. If a quorum is not present at any meeting, a majority of the directors present may adjourn the meeting until a later day or hour. Unless otherwise provided in these by-laws, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or any committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.
- c) The Chair of the Association shall preside at all meetings of the Board of Directors at which he or she is present. In his or her absence, the Vice Chair of the Association or such other officer as the directors present shall designate shall preside. The Secretary shall be the secretary of such meetings and is expected to record the minutes thereof. In his or her absence the presiding director of the meeting shall designate a Secretary pro tem for such meeting.

Section 10 - Notice of Board meetings

Written or digital notice of any meeting of the Board of Directors shall be given to each Director not fewer than 72 hours prior to the meeting. The notice shall state the time and place of the meeting and an agenda reflecting the purposes of the meeting. To ensure appropriate discussion and informed decision-making by the Board of Directors, the Chair or the Office of Development and Alumni Relations shall, to the extent they deem practical or useful, either prior to and together with the notice, distribute to the members of the Board written material designed to provide background for consideration of the matters listed on the agenda.

Article 4 – Officers

Section 1 – Officers

The officers of the Association shall be a Chair, Vice Chair, and a Secretary, and such other officers as may be determined from time to time by the Board of Directors. Officers of the SAA shall be members of the Board of Directors.

Section 2 - Chair

The Chair is responsible for setting the direction and goals, and for executing those goals within the mandate and resources of the SAA. It shall be the duty of the Chair to call and preside at all meetings of the Board, and to perform such other duties as may devolve upon him or her by virtue of the office he or she occupies, or as may be assigned to him or her by the Board. The Chair is responsible for the overall succession planning and leadership development of the SAA and shall be an ex-officio member of all committees except the Nominating Committee of which he or she is a voting member.

Section 3 - Vice Chair

The Vice Chair is the second-ranking officer of the SAA and shall assist the Chair under his or her direction. In the absence of the Chair, the Vice Chair shall preside at meetings of the Board. The Vice Chair may serve as Chair of the Governance Committee as needed as described in Article 5, Section 7. In addition, the Vice Chair serves a central communications role for the Board by working with the committee chairs to collect and record regular updates on the meetings and activities of each committee, liaising with the Chair and the Office of Development and Alumni Relations about committee activities, and preparing quarterly committee reports prior to each meeting of the Board.

Section 4 - Secretary

The Secretary is responsible for keeping accurate minutes of proceedings of the Board of Directors and providing the Chair with such administrative assistance as the Chair may request, with the assistance of the Office of Development and Alumni Relations, including recording attendance and participation. The Secretary also participates in the nomination process for new board members by attending the Nominating Committee meetings and keeping accurate records of its proceedings.

Section 5 – Nominating Process and Election

Nominations for the officers shall be made by the Nominating Committee in consultation with the Office of Development and Alumni Relations. A slate of proposed officers composed by the Nominating Committee shall be sent to the Board of Directors for election by majority vote at the final meeting of the Board of Directors in each fiscal year in which an Officer's term expires.

Section 6 – Term

The officer positions of Chair and Secretary shall be elected by the Board of Directors for a term of two (2) years, commencing on July 1 and ending on June 30. The officer position of Vice Chair shall be elected by the Board of Directors for a term of one (1) year, commencing on July 1 and ending on June 30. The term as director of any person so elected as an officer shall be extended if necessary to expire coincident with the expiration of the term as officer.

Section 7 – Vacancies

Any vacancy among the officers of the Association may be filled by the Board of Directors.

Article 5 - Committees

Section 1 – Committees of the Board of Directors

There shall be six (6) standing committees of the Board of Directors: (i) an Alumni Day Steering Committee, (ii) an Alumni Recognition and Awards Committee, (iii) an Alumni-Student Connections Committee, (iv) a Global Engagement Committee, (v) a Nominating Committee, and (vi) a Governance Committee. In addition, the Board of Directors may appoint such other committees as it may in its judgment, from time to time, deem necessary and proper. At the first meeting of the Board of Directors following July 1, the Chair shall appoint not less than two directors to each of the Standing Committees, and, except as specified in below, the remaining members of the committees may be chosen from the general alumni population in consultation with the Office of Development and Alumni Relations. Each committee will be led by a committee chairperson who is a director on the board. Committee chairs will be appointed by the Nominating Committee in consultation with the Chair and the Office of Development and Alumni Relations. Committee chairs will be appointed to serve for one year and may be reappointed for one additional year as chair of that Committee. The Board Chair shall be an ex-officio member of all committees except the Nominating Committee of which he or she is a voting member.

Section 2 - Alumni Day Steering Committee

The Alumni Day Steering Committee works with the Office of Development and Alumni Relations to support the overall planning for SIPA's annual Alumni Day program including assisting with programmatic content, outreach to drive engagement, and post-event evaluation. A subcommittee of class reunion volunteers focuses on outreach to classmates to drive attendance and class giving.

Section 3 - Alumni Recognition and Awards Committee

The Alumni Recognition and Awards Committee works with the Office of Development and Alumni Relations to promote the accomplishments and impact of SIPA's alumni including nominations for the annual Alumni Awards.

Section 4 - Alumni-Student Connections Committee

The Alumni-Student Connections Committee works in collaboration with the Office of Development and Alumni Relations to support career networking opportunities for SIPA students with alumni and support students' transition to their careers and the alumni community.

Section 5 - Global Engagement Committee

The Global Engagement Committee works with the Office of Development and Alumni Relations to support SIPA's strategy and programming for regional alumni engagement with regional SIPA communities, CAA clubs, and the Washington, DC metro area. A subcommittee includes the larger team of SIPA's Regional Ambassadors around the world.

Section 6 - Nominating Committee

The Nominating Committee shall be composed exclusively of directors in consultation with the Office of Development and Alumni Relations and is responsible for building and maintaining a pool of candidates for the SAA Board and identifying SIPA alumni to serve on committees of the SIPA Alumni Association. Acting at a reasonable time before any election, the Nominating Committee shall nominate candidates to be members of the SAA Board according to the nominating process described in Article 3, Section 2. The recommendations of the Nominating Committee shall be put forth to the full Board for their approval in advance of the annual meeting in order to allow for ratification by those directors present in person or by proxy at the aforementioned annual meeting.

Section 7 - Governance Committee

The Governance Committee shall be composed exclusively of directors in consultation with the Office of Development and Alumni Relations and is responsible for considering and recommending or rejecting any proposed amendments to the bylaws. The Committee shall also advise the Board concerning interpretation of these bylaws and the governance of the SIPA Alumni Association as needed. The Governance Committee will revisit the bylaws on a periodic basis to ensure that the governing documents reflect the goals and objectives of the organization.

Article 6 – SIPA Office of Development and Alumni Relations

The Association shall recognize representatives from the SIPA Office of Development and Alumni Relations staff to work in partnership with the Dean, the Board of Directors, and the Association to support SIPA's alumni relations and development efforts. As specified in Article 3, Section 7, the representatives may participate in regular meetings of the Board of Directors.

Article 7 – Amendment

The By-laws may be amended, supplemented, or repealed by the Board of Directors at any meeting of the directors by a vote of the majority of all directors.

Appendix

This document replaces the Mission and Structure document of the SIPA Alumni Association, previously updated in March 2022, Fall 2020, and Fall 2015 and that of the SIPA Alumni Council, which existed from 2009 through 2014. The original Alumni Council was an outgrowth of the 60th Anniversary Planning Committee.