

**COLUMBIA ENGINEERING  
ALUMNI ASSOCIATION**

**CONSTITUTION  
and  
BY-LAWS**

Ratified by the CEAA Board of Managers on March 19, 2015

CONSTITUTION

Article I NAME AND AUTHORIZATION.....1

Article II PURPOSES .....1

Article III POWERS.....1

Article IV NON-PROFIT .....1

Article V TERRITORY.....2

Article VI PRINCIPAL OFFICE.....2

Article VII BOARD OF MANAGERS .....2

Article VIII AMENDMENT .....2

BY-LAWS

Article I MEMBERS .....3

Section 1. Members .....3

Section 2. Emeritus Members .....3

Section 3. Honorary Members .....3

Article II PRIVILEGES OF MEMBERSHIP .....3

Article III ADMISSION TO AND TERMINATION OF MEMBERSHIP.....4

Section 1. Election to Emeritus and Honorary Membership .....4

Section 2. Termination of Membership .....4

Section 3. Suspension and Expulsion .....4

Article IV DUES.....4

Article V OFFICERS .....5

Section 1. Slate of Officers .....5

Section 2. President.....5

Section 3. Secretary .....5

Section 4. Vice-President Alumni Relations .....5

Section 5. Vice President Student Relations.....6

Section 6. Vice-President Faculty Relations.....	6
Section 7. Treasurer .....	6
Article VI        BOARD OF MANAGERS .....	6
Section 1. Voting Members .....	6
Section 2. Selection of Managers.....	6
Section 3. Powers.....	6
Section 4. Regular Meetings .....	7
Section 5. Special Meetings.....	7
Section 6. Notice of Meetings.....	7
Section 7. Quorum; Action .....	7
Section 8. Compensation .....	7
Article VII        FINANCIAL AFFAIRS OF THE ASSOCIATION .....	7
Section 1. Endowment and Bank Accounts.....	7
Section 2. Investment Committee .....	7
Section 3. Executive Secretary .....	8
Section 4. Check Approval .....	8
Section 5. Disposable Funds.....	8
Article VIII        ELECTION OF OFFICERS AND MANAGERS.....	8
Section 1. Nominating Committee.....	8
Section 2. Criteria for Managers.....	9
Section 3. Re-Election of Managers .....	9
Section 4. Absence.....	9
Section 5. Approval of Nominations .....	9
Section 6. Independent Nominating Committee.....	9
Section 7. Ballot.....	9
Section 8. Vacancies Among Managers .....	9

Section 9. Vacancies Among Officers .....	9
Article IX MEETING OF MEMBERS .....	10
Section 1. Annual Meeting .....	10
Section 2. Special Meetings .....	10
Section 3. Notice .....	10
Section 4. Quorum .....	10
Section 5. Robert’s Rule of Laws. ....	10
Article X COMMITTEES .....	10
Section 1. Standing Committees .....	10
Section 2. Ad Hoc Committees.....	10
Section 3. Subcommittees .....	10
Article XI DELEGATES TO ALUMNI TRUSTEE NOMINATING COMMITTEE .....	11
Article XII MISCELLANEOUS.....	11
Section 1. Seal.....	11
Section 2. Emblem.....	11
Section 3. Publication .....	11
Section 4. Fiscal Year .....	11
Section 5. Interests in Property .....	11
Section 6. History.....	11
Article XIII AMENDMENTS.....	12
Section 1. By Board of Managers .....	12
Section 2. By CEAA .....	12
Section 3. Filing.....	12
Article XIV INDEMNIFICATION .....	12
Section 1. Personal Liability .....	12
Section 2. Indemnified Party.....	12

Section 3. Requirements for Indemnification .....	13
Section 4. Deemed Contract .....	13
Section 5. Other Rights .....	13
Section 6. Discretionary Power to Indemnify .....	13
Section 7. Insurance .....	13
Section 8. Trust .....	13
Section 9. Severability .....	13
Article XV        AWARDS.....	14
Appendix A: .....	Delegation of Authority and Spending & Investment
Appendix B: .....	Standing Committees
Appendix C: .....	CEAA Awards

**THE COLUMBIA ENGINEERING ALUMNI ASSOCIATION, INC.**

**CONSTITUTION**

**Article I  
NAME AND AUTHORIZATION**

The name of the association is the Columbia Engineering Alumni Association, Inc. (“CEAA”).

**Article II  
PURPOSES**

The purposes for which CEAA is formed are as follows:

To organize the Alumni of The Fu Foundation School of Engineering and Applied Science (“the School”) (and of its predecessor schools) at Columbia University, for the promotion of the welfare of the School;

To strengthen the bonds of professional association among its members;

To maintain CEAA as a constituent Alumni Association of the Columbia Alumni Association of Columbia University, Inc.; and

To create, manage and control a fund, the principal thereof and the income derived therefrom to be used for such objects connected with the School, as CEAA shall direct.

**Article III  
POWERS**

CEAA shall have the power to do all such acts as are necessary or convenient to aid the purposes herein set forth as are not forbidden by law or by the Certificate of Incorporation, or by the By-Laws of CEAA, and in general CEAA shall have and may exercise all powers conferred upon it by the laws of the State of New York now or hereafter in effect.

**Article IV  
NON-PROFIT**

CEAA is not organized for pecuniary profit, and no part of its income shall inure to the benefit of any member as such.

Article V  
TERRITORY

The territory in which the operations of CEAA are principally to be conducted is the United States of America.

Article VI  
PRINCIPAL OFFICE

The principal office of CEAA is located in the City, County and State of New York.

Article VII  
BOARD OF MANAGERS

The number of members of the Board of Managers of CEAA will not be more than 40 and not less than 12.

Article VIII  
AMENDMENT

This Constitution may be amended at any meeting of CEAA by a three-fourths vote of those members voting in person or by letter ballot, provided that 30 days notice in writing of the proposed amendment shall have been given to every member of CEAA and provided that the proposed amendment shall have received a two-thirds favorable vote of the Board of Managers.

## BY-LAWS

### Article I MEMBERS

Section 1. *Members.* The following persons shall be members in CEAA:

Alumni who have a degree from Columbia University under the Faculty of the School (or its predecessor schools), or a Ph.D. degree in an engineering or applied science discipline under the Faculty of the Graduate School of Arts and Sciences; and

Students who are beginning the second semester of their senior year as undergraduates in the School.

Section 2. *Past President Emeritus Members.* Past presidents who wish to become non-voting members of the Board of Managers shall be designated by the President to be Past Presidents Emeriti. As non-voting Members of the Board of Managers, Past Presidents Emeriti will be entitled to all the rights and privileges of voting members of the Board of Managers and will not be counted as part of the number of members to which the Board of Managers is limited by Article VII of the Constitution of the Columbia Engineering Alumni Association.

Section 3. *Past President on Leave Members.* Past Presidents who cannot dedicate sufficient time to the activities of the Board of Managers in the near to intermediate term can notify the President and take a temporary leave from their responsibilities of membership. He/she will continue to have all rights and privileges of membership to the Board, with the exception of voting privileges (i.e. a “voting slot”). The voting slot that becomes available in this process will be filled in the next nominating cycle by the Nominating Committee.

Section 4. *Emeritus Members.* Members who have had a long record of emeritus shall be eligible for election as Emeritus members, in addition to their status as members.

Section 5. *Honorary Members.* Persons eminent in science, engineering or administration who are, or have been, connected with any of the Schools of Science of Columbia University shall be eligible for election as Honorary members.

### Article II PRIVILEGES OF MEMBERSHIP

Section 1. All members shall enjoy all privileges of membership, with the exception of Past Presidents Emeriti, Past Presidents on Leave, and Honorary Members, who do not have voting privileges on the Board of Managers.



Section 2. Every member of CEAA is ipso facto an Association Member of the Columbia Alumni Association of Columbia University, as long as CEAA is a constituent Association of the Columbia Alumni Association.

### Article III ADMISSION TO AND TERMINATION OF MEMBERSHIP

Section 1. *Admission to Past President Emeritus Membership.* A request by a Past President for designation as a Past President Emeritus must be made to the President of CEAA.

Section 2. *Admission to Past President on Leave Membership.* A request for designation as a Past President on Leave must be made to the President by the Past President in question and shall take effect immediately.

Once so designated, the Past President on Leave can request to once again receive his/her voting privileges, or voting slot, by providing written notification to the President, who will in turn notify the Chair of the Nominating Committee. The Nominating Committee will then assign the next available voting slot to that Past President, who will no longer be designated a Past President on Leave. In the unlikely event that there is no voting slot becoming available in the next nominating cycle, it will be left to the discretion of the Nominating Committee to decide whether to give the voting slot of an existing member of the Board up for re-nomination to the Past President on Leave or to require the Past President on Leave to await a future nominating cycle before returning to the Board in a voting capacity.

Section 3. *Election to Emeritus Membership or Honorary Membership.* Election to Emeritus membership or Honorary membership under Article I §§ 2-3 shall be by vote of three-fourths of the Board of Managers present at any meeting at which a quorum is present.

Section 4. *Termination of Membership.* Membership may be terminated by voluntary resignation, by action of the Board of Managers for cause, or by death.

Section 5. *Suspension and Expulsion.* Members may be suspended or expelled from CEAA by vote of three-fourths of the Board of Managers for refusing or failing to comply with the By-Laws, or for other causes deemed sufficient. No action shall be taken under this section unless notice thereof shall have been mailed or delivered to the member, whose suspension or expulsion is proposed, at least thirty days before the date of the meeting at which such action is proposed to be taken; and such member shall have the right to appear at such meeting for the purpose of presenting any reasons why the proposed action should not be taken.

### Article IV DUES

Dues will not be required or assessed as a condition of membership. By a three-fourths vote, the Board of Managers can require fees for certain optional services or benefits selected by

members.

## Article V OFFICERS

Section 1. *Slate of Officers.* The officers of CEAA shall be a President, a Vice-President of Alumni Relations, a Vice-President of Student Relations, a Vice-President of Faculty Relations, a Secretary, and a Treasurer. No individual shall hold more than one of such offices at any one time.

(a) *Executive Committee.* The officers shall meet collectively as an Executive Committee of the Board of Managers at the discretion of the President (generally expected to be prior to the meetings of the Board of Managers and otherwise as necessary, in each case for at least a one-hour session).

(b) *Term of Office.* Each officer shall take office on the first day of the new fiscal year and shall hold office until a successor shall be duly chosen and shall have taken office. The term of office for all officers is one year. The President shall be eligible for reelection, but shall hold that office for no more than two consecutive years. The Treasurer will be eligible for reelection without limit on the length of the time served in that office. The Secretary and Vice Presidents may serve for no more than four consecutive years in any given office, but shall be eligible for immediate election to a different office that forms part of the Executive Committee after completion of his or her term in a given office. An officer may not be reelected to the same office until two years following the expiration of any given term in that office.

Section 2. *President.* The President is the Chief Executive of CEAA and is responsible for setting its direction and goals, and for executing against those goals within the mandate and resources of CEAA. It shall be the duties of the President to call and preside at all meetings of the Board of Managers, and in consultation with the Executive Committee and subject to the control of the Board of Managers, to appoint such standing and other committees of CEAA, including an Investment Committee, as may be found necessary and convenient for the conduct of its work, for a designated period within the fiscal year, and to perform such other duties as may devolve upon him or her by virtue of the office he or she occupies, or be assigned to him or her by the Board of Managers. In the temporary absence of the President, the Executive Committee shall have the responsibility to select one of the officers of CEAA to have the powers to perform the duties of the President.

Section 3. *Secretary.* It shall be the duties of the Secretary to issue notices for all meetings of the Board of Managers and of CEAA, to keep minutes of all meetings, to record names, addresses and professional occupations of the members, and to perform such other duties as may be assigned by the President or the Board of Managers.

Section 4. *Vice-President of Alumni Relations.* It shall be the duties of the Vice-President of Alumni Relations, in consultation with the Executive Committee and subject to the control of the Board of Managers, to be responsible for the increased participation by Alumni in

the affairs of the School and in the programs and activities of CEAA, and to advise the President of what committees are required to be formed to achieve these goals. Emphasis shall be given to promoting regional participation of Alumni throughout the United States and the World.

Section 5. *Vice President of Student Relations.* It shall be the duties of the Vice-President of Student Relations, in consultation with the Executive Committee and subject to the control of the Board of Managers, to monitor student concerns and activities, develop opportunities for Alumni to help improve the quality of student life and student services, and to advise the President of what committees are required to be formed to achieve these goals. Emphasis shall be given to provide means for students to be aware of the activities of CEAA to prepare them to be supportive Alumni of the School and members of CEAA after they graduate.

Section 6. *Vice-President of Faculty Relations.* It shall be the duties of the Vice-President of Faculty Relations, in consultation with the Executive Committee and subject to the control of the Board of Managers, to be responsible for interfacing with the faculty and encouraging their participation in the programs and activities of CEAA, to provide support to the faculty by Alumni, and to advise the President of what committees are required to be formed to achieve these goals. Emphasis shall be given to developing means to encourage the faculty to improve their relationship with students.

Section 7. *Treasurer.* It shall be the duties of the Treasurer, in consultation with the Executive Committee and subject to the control of the Board of Managers, to be responsible for the availability of CEAA's funds necessary to meet the ongoing financial obligations of CEAA and to monitor the expenditure of these funds. The Treasurer shall keep or cause to be kept the financial accounts of CEAA and report on these accounts at each regular meeting of the Board of Managers and at the Annual meeting.

## Article VI BOARD OF MANAGERS

Section 1. *Voting Members.* The voting members of the Board of Managers shall consist of all current Managers, the President, the Vice-President of Alumni Relations, the Vice-President of Student Relations, the Vice-President of Faculty Relations, the Secretary, the Treasurer, and ex-officio, the living past Presidents of CEAA excluding Past Presidents Emeriti and Past Presidents on Leave, within the maximum numbers fixed in the Constitution or in amendment thereof. If such number would exceed the maximum set forth, then only the most recent Past Presidents to the number required shall serve.

Section 2. *Selection of Managers.* Particular emphasis shall be given to selecting Managers who are active in the Regional Clubs of Columbia University. It shall be the duty of these Managers to promote the involvement of Alumni in their region in programs or CEAA and the School, and to coordinate their activities through the Vice-President Alumni Affairs.

Section 3. *Powers.* The Board of Managers shall have full power in the management and control of the policies, activities, funds and affairs of CEAA, including the selection of location and date for the Annual Meeting.

Section 4. *Regular Meetings.* Regular meetings of the Board of Managers shall be held at such times and places as the Board may determine. The Board of Managers shall hold at least four regular meetings during each year, namely, in approximately the months of September, December, March and May. Unless an earlier meeting is called, the September meeting shall be deemed the first meeting of the year.

Section 5. *Special Meetings.* Special meetings of the Board of Managers may be called at any time by the President, or, in the absence of the President, by the Secretary upon request of at least one-fourth of the Board of Managers.

Section 6. *Notice of Meetings.* Notice of each regular and special meeting of the Board of Managers shall be sent to each member of the Board of Managers at least seven days before the meeting. Meetings may be held at any place within or without the State of New York designated in the notice of the meeting. Meetings may be held at any time without notice if all the Managers are present or if notice of the meeting is waived in writing by all those not present.

Section 7. *Quorum; Action.* One-quarter of the voting members of the Board, with a minimum of at least eight, shall be necessary to constitute a quorum, but less than a quorum shall have the power to adjourn until a quorum is present. Individual Board members are authorized to participate in meetings via conference call. Any act of a majority of the Board members present and voting at any meeting of the Board at which a quorum is present shall be the act of the Board. The Board is also authorized to act by written consent of a majority of all directors in lieu of a meeting. Written consent is sufficient if given by that number of directors whose votes *in toto* would be sufficient for the same action taken at a meeting at which all voting members of the Board were present, but only after all then-incumbent board members have received copies of the proposed written consent and had a reasonable time, in the circumstances, to determine whether or not to grant or withhold the consent.

Section 8. *Compensation.* No member of the Board of Managers shall receive, directly or indirectly, any compensation from CEAA as an Officer, Manager or in any other capacity, except upon the vote of two-thirds of the Board of Managers.

## Article VII FINANCIAL AFFAIRS OF THE ASSOCIATION

Section 1. *Endowment and Bank Accounts.* All money and securities that are held by CEAA shall be either part of CEAA's endowment or deposited by the Treasurer to the credit of CEAA in a bank, or banks, approved by the Board of Managers.

Section 2. *Investment Committee.* The Board of Managers (a) shall confirm the appointment by the President of the Investment Committee, including the Chair, (b) shall approve or dismiss the Investment Manager based on the Investment Committee's recommendation to the Board of Managers for the appointment or termination of the Investment Manager, and (c) shall delegate to the Investment Committee and to the Investment Manager the

powers as detailed in the “Columbia Engineering Alumni Association Delegation of Authority and Spending & Investment Policy” (copy attached as Appendix A). The policy is subject to periodic modification at any meeting of the Board of Managers by a vote of three-fourths of those present and forming a quorum, provided that ten day’s notice in writing of the proposed modification shall have been given to the Board of Managers.

Section 3. *Executive Secretary.* The Board of Managers may appoint an Executive Secretary who shall (a) maintain CEAA’s accounting records concerning the disposition, receipt and distribution of all of CEAA’s disposable funds and the payment of CEAA’s operating expenses and (b) perform such duties as the Board of Managers may specify. The accounting records shall be subject to a periodic audit by a committee of members of CEAA appointed by the President. The person appointed to this office need not be a member of CEAA. In the performance of the accounting duties, the Executive Secretary shall be under the direction of the Treasurer, and as to all other duties, the Executive Secretary shall be under the direction of the Executive Committee.

Section 4. *Check Approval.* All bills for indebtedness of CEAA shall be approved by the chairman of the committee incurring the indebtedness as well as the President and Treasurer. All checks in payment of charges up to and including \$1000 may be signed by the Treasurer or, with the annual approval of the Board of Managers, the Executive Secretary. Checks in payment of charges in excess of \$1000 shall be signed by (a) the President and Treasurer, (b) the President or Treasurer and one other authorized signature from either the Executive Secretary or Secretary, (c) or a single signature of the Executive Secretary with the specific written approval by the President or the Treasurer (which may be in the form of an electronic transmittal) for the given expenditure.

Section 5. *Disposable Funds.* The required disposable funds shall be provided by the Investment Manager from CEAA’s endowment when requested jointly by the President and the Treasurer.

## Article VIII ELECTION OF OFFICERS AND MANAGERS

Section 1. *Nominating Committee.* The President, before the last day of September of each year, shall select a Nominating Committee of five or more members. This Committee shall nominate for election by CEAA from among the members of CEAA a President, a Vice President of Alumni Relations, a Vice President of Student Relations, a Vice President of Faculty Relations, a Treasurer and a Secretary for the ensuing fiscal year and no less than four Managers to serve for the two ensuing fiscal years.

Section 2. *Criteria for Managers.* The nominated Managers shall be chosen with due regard to the representation of the several branches of the School, to the chronological distribution among the Alumni and, to that degree possible, to a geographical distribution of Alumni. Emphasis shall be given to nominating Managers who are active in the Regional Clubs of Columbia University to promote the involvement of Alumni in their region in CEAA and in the School's programs.

Section 3. *Re-Election of Managers.* Managers shall be eligible for re-election to two additional two-year terms. Re-elected Managers shall not be eligible for re-election until the expiration of one year following the expiration of their third term.

Section 4. *Absence.* If any member of the Board of Managers shall be absent or unable to perform the duties of his or her office for an undue length of time, the member shall not be eligible for re-election at the end of his or her current term. Unexplained absence from two Board of Managers meetings in any given year shall constitute an undue length of time.

Section 5. *Approval of Nominations.* The nominating committee shall report the nominations to the Board of Managers for its approval before the regular meeting of the Board in December. The Board of Managers must report approval to the Secretary by December 31st.

Section 6. *Independent Nominating Committee.* In addition to such regularly named committees, any other ten members may constitute themselves an independent nominating committee, and may present to the Secretary before December 31st the names of such candidates as they may select. All the names of such independent nominees shall be placed upon the ballot list, accompanied by a statement showing the names of said independent nominating committee.

Section 7. *Ballot.* Not later than March 1st of each year, all nominations shall be submitted to the members of CEAA in the form of a ballot, which must be signed and forwarded to the Secretary not later than April 15th of the same year. On or before the May Board of Managers meeting, Tellers duly appointed by the President shall certify the result of the ballot to the Secretary.

Section 8. *Vacancies Among Managers.* Vacancies occurring among the elected members of the Board of Managers (as distinct from the ex-officio members) for any cause may be filled for the unexpired term by the majority vote at any meeting of the Board of Managers at which a quorum is present.

Section 9. *Vacancies Among Officers.* Vacancies occurring among any of the elected Officers of CEAA for any cause shall require the Nominating Committee to nominate a member of CEAA to serve the unexpired term of the Officer. This nominated Officer shall be confirmed by a majority vote at any meeting of the Board of Managers at which a quorum is present.

## Article IX MEETING OF MEMBERS

Section 1. *Annual Meeting.* CEAA shall hold its annual meeting of members for the transaction of such business as may come before the meeting, between the first day of April and the first day of June of each year, at a place within the City, County, and State of New York, on a day and at an hour to be specified in the notice of such meeting.

Section 2. *Special Meetings.* Special meetings of members of CEAA may be called by the Board of Managers or the President; a meeting shall be called by the Secretary on the written request of one-third of the Board of Managers; a meeting shall be called by the President on the written request of not less than thirty members stating the object.

Section 3. *Notice.* The notice of each special meeting of members of CEAA shall be mailed to each member at least thirty days before the meeting, and shall state the time, place and purpose of the meeting.

Section 4. *Quorum.* At all meetings of members of CEAA, 100 members, present in person or by proxy, shall constitute a quorum, but less than a quorum shall have the power to adjourn from time to time until a quorum be present. At the meetings of the members, each member shall be entitled to one vote. The President, or in the absence of the President, the Secretary, or, in the absence of both, a chair chosen by the meeting, shall preside at all meetings of the members.

Section 5. *Robert's Rule of Order.* Unless suspended by the Board, meetings of the Board of Managers shall be conducted according to Robert's Rules of Order.

## Article X COMMITTEES

Section 1. *Standing Committees.* There shall be the standing committees named in attached Appendix B, whose chairs shall be appointed from among the Board of Managers. Other standing committees shall be established, or the standing committees listed below may be changed, by action of the Board.

Section 2. *Ad Hoc Committees.* The President may establish from time to time such ad hoc committees as may appear to further the purposes of CEAA.

Section 3. *Subcommittees.* The chair of any committee has the authority to form subcommittees in order to carry out the committee's mandate.

Article XI  
DELEGATES TO ALUMNI TRUSTEE NOMINATING COMMITTEE

Section 1. The number of delegates and the term of office of the delegates will be in accordance with the By-Laws of the Trustees of Columbia University, Chapter XIV "Alumni Representation".

Section 2. CEAA will have one delegate appointed for a four-year term. The President of CEAA will choose the delegate and will present the name to the Board of Managers for approval.

Article XII  
MISCELLANEOUS

Section 1. *Seal.* The seal of CEAA shall be in such form as may be determined upon by the Board of Managers.

Section 2. *Emblem.* The official emblem of CEAA is the "Crossed Hammers" and is reserved to the official purposes of CEAA. Jewelry incorporating the emblem must be obtained through the Secretary of CEAA and is available to all classes of membership.

Section 3. *Publication.* The official publication of CEAA shall be designated by the Board of Managers from time to time.

Section 4. *Fiscal Year.* The fiscal year shall commence on the first day of July in each calendar year and shall end on the last day of June in the following calendar year.

Section 5. *Interests in Property.* All interest in the property of CEAA of persons resigning or otherwise ceasing to be members shall vest in CEAA. Upon dissolution of CEAA, its property after the payment of all debts shall be disposed of or applied only for the purposes for which CEAA is organized.

Section 6. *History.* Organized February 9, 1871.

- Official designation -- Association of the School of Mines of Columbia College, New York -- was adopted in 1872.
- Incorporated May 20, 1886 as the Association of the Alumni of the School of Mines of Columbia College. The Association has successively been named:
- The Alumni Association of the Schools of Science of Columbia University (Dec. 29, 1899)
- The Alumni Association of the Schools of Mines, Engineering and Chemistry (April 22, 1914)



- Columbia Engineering Schools Alumni Association (Dec. 17, 1925)
- Columbia Engineering School Alumni Association, Inc. (April 19, 1945)
- Columbia Engineering Alumni Association, Inc. (March 10, 2009)

### Article XIII AMENDMENTS

Section 1. *By Board of Managers.* These By-Laws may be amended at any meeting of the Board of Managers by a vote of three-fourths of those present and forming a quorum, provided that ten days' notice in writing of the proposed amendment shall have been given the Board of Managers.

Section 2. *By CEAA.* Alternatively, these By-Laws may be amended at any regular meeting of CEAA, or special meeting called for that purpose, by a vote of two-thirds of those present and forming a quorum, provided that ten days' notice in writing of the proposed amendment shall have been given to every member of CEAA.

Section 3. *Filing.* Amendments to the Constitution and By-Laws of CEAA shall be filed by the Secretary with the designated official of the Alumni Federation within 30 days of their adoption.

### Article XIV INDEMNIFICATION

Section 1. *Personal Liability.* No Manager of CEAA shall be personally liable to CEAA or its members for monetary damages for breach of fiduciary duty as a manager, except for liability (i) for any breach of the Manager's duty to act with such care as an ordinary prudent person in a like position would use under similar circumstances, or (ii) for duties not performed in good faith nor in a manner he or she reasonably believes to be in the best interests CEAA.

Section 2. *Indemnified Party.* CEAA shall indemnify, to the full extent permitted by, and in the manner permissible under, the Not-For Profit Corporation Law of the State of New York, as in effect from time to time (the "NPCL"), any person made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a Manager or officer of CEAA or any predecessor of CEAA, or served any other enterprise as a director, manager or officer at the request of CEAA or any predecessor of CEAA (such person or his or her testator or intestate being referred to herein as the "Indemnified Party").

Section 3. *Requirements for Indemnification.* To the extent permitted under the NPCL, CEAA shall pay for or reimburse the reasonable expenses incurred by Indemnified Party who is a party to a proceeding in advance of final disposition of the proceeding, if:

(a) the Indemnified Party furnishes CEAA a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1 above and as described in the NPCL;

(b) the Indemnified Party furnishes CEAA with a written undertaking, executed personally or on his or her behalf, to repay advances if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of Indemnified Party but need not be secured and may be accepted without reference to financial ability to make repayment); and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 2 of this Article XIV or under the NPCL as in effect from time to time.

Section 4. *Deemed Contract.* The foregoing provisions of this Article XIV shall be deemed to be a contract between CEAA and each Manager and officer who serves in such capacity at any time while this by-law is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing or any action, suit or proceeding theretofore brought based in whole or in part upon any such state of facts.

Section 5. *Other Rights.* The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Indemnified Party may be entitled apart from the provisions of this Article.

Section 6. *Discretionary Power to Indemnify.* The Board of Managers in its discretion shall have power on behalf of CEAA to indemnify any person, other than a Manager or officer, made a party to any action, suit or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was an employee of CEAA.

Section 7. *Insurance.* CEAA may maintain insurance, at its expense, to protect itself and any Manager, officer, employee or agent of CEAA or another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against any such expense, liability or loss, whether or not CEAA would have the power to indemnify such person against such expenses, liability or loss under the NPCL or any other law of the State of New York.

Section 8. *Trust.* Upon resolution passed by the Board of Managers, CEAA may establish a trust or other designated account, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of certain of its obligations arising under this Article XIV.

Section 9. *Severability.* If any part of this Article XIV shall be found, in any action, suit or proceeding or appeal there from or in any other circumstances or as to any particular

officer, Manager or employee to be unenforceable, ineffective or invalid for any reason, the enforceability, effect and validity of the remaining parts or of such parts in other circumstances shall not be affected, except as otherwise required by applicable law.

## Article XV AWARDS

Section 1. The President shall select committees or assign responsibilities to administer the Awards that have been established and approved by the Board of Managers and are described in the document “CEAA Awards,” which is attached to these By-Laws as Appendix C. All such awards should clearly state that they are presented by the “Columbia Engineering Alumni Association”.

**Appendix A**  
**Columbia Engineering Alumni Association**

**Delegation of Authority  
and  
Spending & Investment Policy**  
(December 3, 2014)

**Purpose**

With respect to the governance of the Columbia Engineering Alumni Association (CEAA) endowment (the “Fund”), the purpose of this document is two-fold. First, to detail the delegation of powers from the CEAA Board of Managers to its Investment Committee and to the Investment Manager of the Fund. These delegations are accepted with associated duties and responsibilities described herein.

Secondly, this document states the Spending and Investment Policies that the Investment Committee and the Investment Manager are obligated to operate under. Furthermore, it will describe the reporting and disclosure requirements to enable enforcement of these Policies.

**Delegation of Authority**

Powers reserved for the CEAA Board of Managers

- To approve the Delegation of Authority and Investment & Spending Policy document
- To confirm the appointment of the CEAA Investment Committee members by the President, including the Chair
- To approve/dismiss the CEAA Investment Manager

Powers reserved for the CEAA Investment Committee

- Recommendation for appointment/termination of the CEAA Investment Manager
- To provide due diligence monitoring of the Investment Managers performance and monitor the Manager’s conformance with the Spending and Investing Policy
- To provide a recommendation to the CEAA Board of Managers of the annual Spending Policy Target.

Powers reserved for the CEAA Investment Manager

- Investment decisions authorized within the Investment Policy

**Spending Policy**

The Spending Policy Target is the level of budgetary spending recommended by the Investment Committee to the CEAA Board of Managers for their approval for the coming

fiscal year. It should generally reflect the long-term risk-free real rate of return achievable in the markets.

The recommended Spending Policy Target submitted to the CEAA Board of Managers

- The Spending Policy Target shall be a percentage of the average asset balance over the prior three years and will usually be 4 percent of the three year average asset balance but may, due to special CEAA needs, be increased but shall not exceed 5.5 percent of that average asset balance.

The Spending Policy Target for the upcoming fiscal year starting on July 1<sup>st</sup> should be recommended to the CEAA Board of Managers at the prior December meeting of the Board of Managers.

### Investment Objective

The Investment Objective is to maintain an adequate level of assets to support the operating needs of CEAA in perpetuity. The Investment Policy utilized to meet this objective should reflect a reasonably efficient return with a prudent level of portfolio risk. The Investment Policy recognizes the competing criteria of liquidity, preservation of purchasing power and investment horizon. In pursuing this Investment Objective, the Investment Committee is obligated to monitor and enforce adherence to the following Investment Policy. This Investment Policy is to be enforced only with respect to the assets directly under the investment control of the CEAA Investment Committee and the CEAA Investment Manager.

### Investment Policy

Asset Class	Strategic Target	Tactical Range	Benchmark
<b>Equity</b>	<b>54%</b>	<b>30-70%</b>	<b>MSCI World</b>
US Equity	27%	10-35%	Russell 3000*
Global/ International	20%	10-35%	MSCI All Country World/ MSCI EAFE*
Emerging Markets	7%	0-15%	MSCI Emerging Markets*
<b>Fixed Income</b>	<b>32%</b>	<b>20-70%</b>	<b>Barclays Capital U.S. Aggregate</b>
Investment Grade	22%	10-50%	None*
High Yield	6%	0-20%	None*
Non-US	4%	0-15%	None*
<b>Alternative Assets**</b>	<b>14%</b>	<b>0-25%</b>	<b>T-Bills + 2%*</b>
<b>Cash</b>	<b>0%</b>	<b>0-15%</b>	
<b>FUND TOTAL</b>	<b>100%</b>		<b>50% MSCI World/ 40% Barclays Capital U.S. Aggregate/ 10% T-Bills + 2%</b>

\*Individual benchmarks for each sub-asset class are to be evaluated as part of the due diligence of the Investment Manager (see Investment Manager - Process and Due Diligence)

**\*\*Alternative Investments may include but are not limited to managed futures, commodities, real estate, global macro, long short and market neutral**

The Investment Manager is not authorized to trade on margin, sell short any security; trade in options, commodities or commodity pools, futures contracts, swaps and other derivatives; and purchase privately placed equity, debt or limited partnerships. Investment sub-advisors may trade in the above exclusions if they are within the investment mandate of the sub-advisor.

### **Investment Administration and Reporting**

The Investment Manager is responsible for providing appropriate and accurate monthly reporting of the performance of the fund and compliance to these Investment Policies.

It is the obligation of designated member(s) of the Investment Committee to review the monthly report(s) Prepared by the Investment Manager. Furthermore, these report(s) are to be maintained with the Investment Manager due diligence and performance reports. In addition the following procedures will be maintained

- Modifications and / or enhancements to the performance and compliance reporting of the fund are to be approved by the Investment Committee.
- Fund transactions of the Investment Manager and subscriptions / withdrawals are to be monitored by both a member of the Investment Committee and its designee.
- Withdrawals from the Fund must be requested by the Treasurer and / or President and receive the approval of one or both.

### **Investment Manager - Process and Due Diligence**

The Investment Manager shall provide to the Investment Committee a quarterly review of the investment sub-advisors or mutual funds and the overall Fund. The purpose shall be to evaluate the Investment Manager's process and due diligence. The Investment Manager may be required to lead additional discussion and / or provide documentation to address one or more of the issues listed below as it pertains to one or more of the existing sub-advisors or any recommended replacement sub-advisors. It is expected that the Investment Manager and / or members of the Investment Committee will focus on selected issues from those listed below based on inquiry, judgment and relevance.

- Sub-advisor/ mutual funds performance versus an appropriate market benchmark(s)
- Sub-advisor/ mutual funds peer comparison
- Sub-advisor/ mutual funds qualitative review
  
- Sub-advisor asset holdings
- Sub-advisor/ mutual funds attribution performance

- Asset fees and expenses

However, the Committee will not be limited as to the scope of any inquiry that in its judgment it sees fit to pursue.

There may be meetings or tele-conferences as called for by the Chair of the Investment Committee to address issues as they arise.

### **Loss Notification**

It shall be the responsibility of the Investment Manager to notify the members of the Investment Committee if the time-weighted return of the total Fund under the direct control of the Investment Manager declines by more than 5% since the last reporting period or within the trailing three months.

### **Governance**

It shall be the responsibility of the Investment Committee to regularly review this document and, when appropriate, recommend modifications to the Board for approval.

\_\_\_\_\_  
Authorized Signature-President CEAA

\_\_\_\_\_,  
(Date)

\_\_\_\_\_  
Authorized Signature-CEAA Investment Committee Chair

\_\_\_\_\_,  
(Date)

By initial and continuing acceptance of these objectives and policies, the Investment Manager concurs with the provisions of this document. However, no guarantee or representation is given with respect to any future investment performance.

\_\_\_\_\_  
Authorized Signature-Investment Manager

\_\_\_\_\_,  
(Date)

## **Appendix B: Standing Committees**

### **Alumni Relations Committee:**

The Alumni Relations Committee, consisting of not fewer than three members and chaired by the Vice President of Alumni Relations, is responsible for developing and executing programming to engage alumni, to facilitate alumni involvement in CEAA, and to provide opportunities for networking among alumni.

### **Audit Committee:**

The Audit Committee is responsible for conducting an annual audit of the CEAA's financial books. The annual audit includes verifying that all expenditures are appropriate based on receipts and have required approvals when needed. In addition, the committee verifies that all income is accounted for. Committee members typically meet once per year for about three hours to conduct the audit and draft a summary report. All other work is done by e-mail. Total time commitment for the year is typically six hours or less.

### **Budget Committee:**

The Budget Committee recommends a spending plan for the next fiscal year for approval by the entire board. Working with committee chairpersons, CEAA officers, the Investment Committee and the Dean's office, the budget committee strives to present as accurate a budget as possible given committee needs, historical funding, spending constraints and consideration for potential new programs.

### **Communications Committee:**

The principal mission of the Communications Committee is to publicize the existence, aims and activities of CEAA and to keep alumni informed and connected. This objective is framed in three task areas which form the basis of three work groups:

- The Technology Work Group will seek to develop and maintain avenues of communication with alumni including the presence of CEAA on the web and various social networks, electronic newsletters and publications of SEAS.
- The Branding Work Group will focus on means of increasing awareness of CEAA and its activities through exposure of its logo and name in flyers, banners and gift items.
- The Public Relations Work Group is tasked with soliciting and providing input to the available channels of communication.

### **Distinguished Faculty Teaching Award Committee:**

The committee shall be chaired by the Vice President of Faculty Relations and consists of not fewer than three board members in addition to a Dean's Office representative and three students appointed by the Engineering Student Council. The committee will evaluate award candidates and select two awardees and two alternates in accordance with the criteria defined in Appendix C to CEAA's By-Laws. The names will then be submitted to the Board of Managers for approval. The selected finalists are presented with the awards at the annual Class Day ceremony by the President of CEAA.



**Executive Committee:**

See By-Laws, Article V, Section 1(a), for a description of the composition and responsibilities of the Executive Committee.

**Investment Committee:**

The Investment Committee is responsible for managing the CEAA endowment. The committee follows the guidelines dictated in the “Delegation of Authority and Spending & Investment Policy,” which is an Appendix to CEAA’s By-Laws. The committee monitors the Investment Manager’s performance and conformance to the Spending and Investing Policy statement. Additionally, the committee provides a recommendation to the CEAA Board of Managers for the annual Spending Policy Target (*i.e.*, the recommended budget).

**Faculty Relations Committee:**

The Faculty Relations Committee, consisting of not fewer than three members and chaired by the Vice President of Faculty Relations, is responsible for developing activities to strengthen the bonds between faculties of the School and its alumni.

**Nominating Committee:**

The Nominating Committee, as selected by the President in the current term, shall nominate for election by CEAA from among the members of CEAA a President, a Vice-President of Alumni Relations, a Vice-President of Student Relations, a Vice-President of Faculty Relations, a Treasurer and a Secretary for the ensuing fiscal year. In addition, the committee shall nominate at least four Managers to serve for the two ensuing fiscal years.

**Prentis Scholarship Committee:**

The committee shall be chaired by the Vice President of Student Relations and consist of not fewer than one other CEAA board member. The committee will evaluate award candidates in the fall of each academic year and select awardees in accordance with the criteria defined in Appendix C to CEAA’s By-Laws. The names will then be submitted to the Board of Managers for approval.

**Pupin, Samuel Johnson and Egleston Medal Committees:**

The medal committees, whose chairs shall be selected by the President, are responsible for selecting medal recipients in accordance with the criteria defined in an Appendix to CEAA’s By-Laws. The Vice President of Alumni Relations will coordinate with the three medal committee chairs to avoid duplication among each year’s medal nominees. Medal recipients ordinarily should be selected and notified approximately eight to ten months in advance of the award ceremony to minimize the likelihood of scheduling conflicts.

**Student Relations Committee:**

The Student Relations Committee shall develop activities to strengthen the bonds between current students, the CEAA, and alumni. The committee shall be chaired by the Vice President of Student Relations and consist of not fewer than five members. The committee will coordinate directly with the Dean's office and the undergraduate and graduate school’s student councils.

## **Appendix C: CEAA Awards**

### **General**

One of the important ways in which CEAA fulfills its mission is through various awards and endowments that CEAA administers. Through these awards and endowments, CEAA perpetuates the memory and advances the ideals of those who have played an important role in CEAA and/or the engineering profession. This document, as specified by Article XV of the By-Laws of CEAA, shall serve as a guideline regarding the various awards and endowments managed and administered by CEAA, so that they may be managed and administered in the manner intended by those who established them.

#### **Thomas Egleston Medal for Distinguished Engineering Achievement Awarded by the Columbia Engineering Alumni Association**

The Medal is in honor of Thomas Egleston, who founded the School of Mines of Columbia College in 1864, the first of its kind in the United States. Subsequently, the School of Mines became the Columbia University School of Engineering and Applied Science. Thomas Egleston continued his association with the School of Mines as a Professor of Mineralogy and Metallurgy until his death in 1900. The Medal was first awarded in 1939.

The Medal is in recognition of distinguished achievement in engineering or applied science. The recipient must have significantly advanced his or her field of the engineering profession or the management of engineering activities.

This Medal is awarded annually by the Board of Managers of the Columbia Engineering Alumni Association (CEAA) with the concurrence of the Dean of the Fu Foundation School of Engineering and Applied Science. The recipient must be a graduate of the School of Engineering and Applied Science.

#### **Michael Pupin Medal for Service to the Nation in Engineering, Science, or Technology Awarded by the Columbia Engineering Alumni Association**

The Medal is in honor of Michael I. Pupin, who was a legendary teacher, inventor, and engineer. He was a graduate of Columbia College in the Class of 1883 and was subsequently a faculty member at Columbia from 1890 to 1931. Michael Pupin was a physicist and chemist well known for numerous important patents and for having been a founding member of the precursor to the National Aeronautics and Space Administration (NASA). The Medal was first awarded in 1958.

The Medal is in recognition of service to the nation in engineering, science, or technology, of lasting and broad significance to society as a whole. The impact of the contribution must reach beyond the candidate's professional field.

This Medal is awarded periodically by the Board of Managers of the Columbia Engineering Alumni Association (CEAA) with the concurrence of both the Dean of the Fu Foundation School of Engineering and Applied Science and the President of Columbia University. The recipient must be affiliated with Columbia University, including but not limited to the School of Engineering and Applied Science, in some capacity (such as an undergraduate or graduate student, fellow, visiting or resident faculty member) for at least one academic year.

**Samuel Johnson Medal  
for Distinguished Achievement in a Field Other Than Engineering  
Awarded by the Columbia Engineering Alumni Association**

The Medal is in honor of Samuel Johnson, who served as the first president of King's College, the predecessor of Columbia University, from 1754 to 1762. Samuel Johnson's vision for King's College was for it to provide an exceptional, well-rounded education that included both the liberal arts as well as the applied sciences as understood in his time. The Medal was first awarded in 2007.

The Medal is in recognition of distinguished achievement in fields other than engineering and applied science. Examples of these fields may include education, law, public affairs, business, social sciences, architecture, and the arts. The recipient must have significantly advanced his or her chosen field of endeavor or demonstrated exceptional leadership.

This Medal is awarded periodically by the Board of Managers of the Columbia Engineering Alumni Association (CEAA) with the concurrence of the Dean of the Fu Foundation School of Engineering and Applied Science. The recipient must be a graduate of the School of Engineering and Applied Science.

**Crossed Hammers Award**

The official emblem of the Columbia Engineering Association (CEAA) is the "Crossed Hammers" and is reserved to the official purposes of CEAA.

The Crossed Hammer Award is in recognition of distinguished service to CEAA.

The Award is presented periodically by the Board of Managers of the Columbia Engineering Alumni Association (CEAA), based on the recommendation of a Special Awards Committee convened by the President of CEAA. The recipient must be a graduate of the Fu Foundation School of Engineering and Applied Science.

**Edmund Prentis Class of 1906 Scholarships**

Established by a bequest of Edmund Prentis, School of Mines Class of 1906. Prentis served as a Trustee of the University, President of CEAA, and was a benefactor to the University and the School of Engineering. With his schoolmates Lazarus White, School of Mines Class of 1904, and Charles B. Spencer, School of Mines Class of 1907, he established the firm of

Spencer White & Prentis, which became one of America's leading foundation and marine engineering and construction companies.

The scholarships are awarded annual to students who have not only financial need but also who exemplify outstanding leadership abilities and scholarship.

### **C.P. Davis Scholars**

Established in recognition of C.P. Davis, School of Mines Class of 1922, for his many years of loyalty, leadership and active support of the School and CEAA, and in recognition of his transforming bequest to CEAA, which enabled it to become an important and independent resource for the School, and its students, faculty and alumni.

In gratitude for his visionary generosity and memorable accomplishments, the School established the C.P. Davis Scholars Program for entering students of extraordinary abilities to enjoy the advantage of co-curriculum enhancement programs to prepare them for excellence in their chosen professions.

### **Stephen D. Guarino Memorial Award in Industrial Engineering**

Established by an endowment from Roger Guarino, Class of 1951, a long-time supporter of the School and devoted member of CEAA who was largely responsible for the growth and management of the C.P. Davis bequest. The award, which is given in memory of Roger's son Stephen D. Guarino, is made annually to a member of the senior class of the Department of Industrial Engineering and Operations Research, on recommendation of the department chairman and with the approval of the Board of Managers. The award recognizes a student who has combined leadership, school spirit and scholastic achievement as described in the criteria of the award.

### **Henry Michel '49 Award**

Established by contributions from the friends and fellow alumni of Henry Michel, Class of 1949, in recognition of his leadership and support of CEAA and the School throughout his long and noteworthy career. Under his aegis as President and Chairman of Parsons, Brinkerhoff, Quade and Douglass, the firm became one of the world's leading engineering companies. It is given each year to an individual student or group of students in the Department of Civil Engineering, and, where possible, in support of a worthy student project with priority given to those relating to the construction industry.

### **Distinguished Student Leadership Award**

The award was established by CEAA in memory of Charles Kandel, class of 1911, Civil Engineering, whose tireless efforts were devoted to helping undergraduate engineers prepare for the realities of professional life after graduation. This award is granted annually by the Board of Managers. The recipient must be an undergraduate in the School. The criteria for

selection are: promoting the best interests of Columbia in general, partaking on co-curricular activities connected with the School, actively contributing to student-alumni affairs, and giving evidence by specific conduct of his or her appreciation of the traditions established by past and present engineering alumni and his or her recognition of the responsibility to uphold these traditions.

### **Distinguished Faculty Teaching Award**

Established by CEAA in 1996, the award is presented annually by the Board of Managers in recognition of excellence in teaching and dedication to undergraduate students. The recipient must be a member of the faculty of the School.

### **Albert W. Hahn 1905 Endowment**

Established at the bequest of his wife, Lulu Hahn, “to establish a memorial to my husband, Albert W. Hahn class of 1905 to be administered under the direction of the Columbia University Engineering Alumni Association, Inc with preference given to Mining and Metallurgy.”