

AMENDED AND RESTATED

BY-LAWS

NORTH CAROLINA STATE UNIVERSITY COLLEGE OF PHYSICAL AND MATHEMATICAL SCIENCES ALUMNI AND FRIENDS SOCIETY

November 14, 2008

ARTICLE I

MISSION STATEMENT

The Mission of the North Carolina State University ("NCSU") College of Physical and Mathematical Sciences Alumni and Friends Society is to develop relationships with alumni and friends through new and existing initiatives and to enhance, promote and support the academics, research and outreach programs of the College of Physical and Mathematical Sciences ("PAMS").

ARTICLE II

MEMBERS

Section 1. Alumni Members

Any person who has attended PAMS or any predecessor thereto is an Alumni member of the NCSU PAMS Alumni and Friends Society (the "Society").

Section 2. Friends

Persons who do not qualify for Alumni membership, but who are friends of and interested in the welfare of PAMS, may become members of the Society. Any person who is not an Alumni member can apply for membership in the Society by completing and submitting to the Board of Advisors an application in such form as from time to time adopted by the Board. The Board will consider applications for membership in the Society. Upon approval of an applicant, he/she will be notified of the approval and added to the roster of members of the Society.

Section 3. Eligibility to Serve

All members of the Society, including Alumni and Friends, shall be eligible to serve on the Board of Advisors and to hold an elected office in the Society.

Section 4. Affiliation

A. North Carolina State University Physical and Mathematical Sciences Foundation, Inc. The Society is affiliated with the NCSU Physical and Mathematical Sciences Foundation, Inc. an independent 501 (c) 3 organization established to promote the educational, research and service programs of the College of Physical and Mathematical Sciences at NC State through personal advocacy by the Board of Directors and by securing private funding for priority programs of the College.

B. Departmental Affiliates

The Society shall encourage and promote the establishment of departmental chapters in furtherance of the purposes and mission of the Society and College. Such chapters shall be an adjunct element of the Society that functions under its Bylaws. The formation, operation, funding and programs of the chapters shall be in furtherance of the mission of the Society. Chapters will assist the Society by establishing and engaging a network of alumni and friends specific to each department. The Chapters shall endeavor to enhance knowledge of their departmental programs and activities and the accomplishments of the students, faculty, and alumni with their constituents. Chapters are encouraged to develop operating documents that outline the priorities established by their departmental Board of Advisors, consistent with the mission of the Society.

ARTICLE III

BOARD OF ADVISORS

Section 1. Composition

The affairs and business of the Society shall be conducted by a Board of Advisors. The Board of Advisors shall consist of not less than fifteen (15) nor more than twenty-five (25) voting Board Members, including one representative from each departmental Board of Advisors, all of whom shall be members of the Society, and the following five (5) non-voting ex-officio Board Members:

1. The President or designee of the PAMS Undergraduate Student Council;
2. A representative from the graduate students in PAMS;
3. The Director of Development for Alumni and Donor Relations of PAMS;
4. The Executive Director of the PAMS Foundation; and,
5. The Dean of PAMS.

In addition, the Immediate Past President of the Society shall be a non-voting, ex-officio Board Member in the event his/her term as a voting Board Member has expired at the end of his/her term as President of the Society.

Of the voting Board Members, no more than half of the total shall be non-Alumni of PAMS at any time.

Section 2. Term of Office

In order to effect continuity in the affairs and business of the Society, the voting Board Members shall be divided into three (3) classes, as nearly equal in number as may be, to serve in the first instance for staggered terms of one (1) year, two (2) years and three (3) years, respectively, and thereafter the successors in each class shall be elected to serve for terms of three (3) years. Any Board Member may serve up to two consecutive terms. Except as provided for the initial staggered one- and two-year terms, a Board Member's term will begin on July 1 of the year in which he/she is elected and end on June 30 of the third consecutive year thereafter. The initial one-year term will begin on July 1 of the year of the initial election and end on June 30 of the following year and the initial two-year term will begin on July 1 of the year of the initial election and end on June 30 of the second consecutive year thereafter. In the event of any increase in the number of Board Members, the additional members shall be so classified such that all classes shall be increased equally, as nearly as may be.

Section 3. Elections

The initial Board of Advisors shall be elected by the Alumni Focus Group which has been meeting since 2003 to consider the formation of a Society. Thereafter, the then current Board of Advisors shall elect Board Members at the annual meeting from a list of interested Society members provided to the Board. The interested individuals receiving the highest number of votes will be elected as Board Members.

Section 4. Vacancies on the Board

Any vacancy on the Board of Advisors shall be filled by the Board for the unexpired term of the vacant position by a majority vote of the Board Members.

Section 5. Meetings of the Board

The Board of Advisors shall hold at least two (2) meetings during each year, one of which shall be designated the Annual Meeting and held at any time after April 1 and before June 30. The time and place of meetings shall be determined by the Board of Advisors. The President may, for good cause, call special meetings of the Board.

A quorum of the Board of Advisors for conducting business shall consist of not less than one-half (1/2) of the voting Board Members, including those participating via proxy and interactive technology.

Section 6. Special Business

In the event time sensitive issues arise requiring action by the Board, information may be distributed and action taken utilizing electronic means.

Section 7. Voting and Proxies.

Each Board Member shall be entitled to one (1) vote on each matter submitted for a vote. A Board Member shall be entitled to vote either in person (which would include his/her participation via interactive technology) or by proxy. In order to vote by proxy, the Board Member must not be present at the meeting at the time the vote is taken and must submit to the Secretary a signed proxy statement naming another Board Member to serve as his/her proxy for the meeting, which proxy statement must be submitted either prior to the meeting by the Board Member or at the meeting by his/her designated proxy.

ARTICLE IV

OFFICERS

Section 1. Election

The Officers of the Society shall be a President, a Vice President, a Secretary and an Assistant Secretary. These Officers shall be elected by the Board of Advisors from the then current members of the Board at the annual meeting of the Board.

Section 2. Method of Electing Officers

The President of the Society shall appoint a nominating committee for Officers of the Society at least sixty (60) days prior to the annual meeting. The nominating committee shall send each Board Member a proposed slate of Officers at least thirty (30) days prior to the annual meeting. Any Board Member wishing to add a nominee to the proposed slate must submit the nomination at least fifteen (15) days prior to the annual meeting. At the annual meeting, the slate of Officers proposed by the nominating committee plus the list of additional nominees shall be submitted for a vote by the Board Members. The nominees who receive the most votes for each office shall be elected. Elections of officers and members shall be by written ballot. With limited exceptions, the Vice President will traditionally succeed the President of the Society with whom he/she serves.

Section 3. Term of Office

The Officers shall be elected to serve two-year terms. Officers may serve up to two (2) consecutive terms. Terms will begin on July 1 of each year and end on June 30 of the second consecutive year thereafter.

Section 4. Duties of Officers

The President, when present, shall preside at all meetings of the Board of Advisors and the Society and shall be the principal contact for the Society with PAMS and NCSU. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Advisors.

In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Advisors.

The Secretary shall be responsible for ensuring that an accurate record of all proceedings of the Society and the Board of Advisors is maintained. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Advisors.

In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned by the President or the Board of Advisors.

ARTICLE V

SOCIETY YEAR

The fiscal year of the Society shall be from July first through June thirtieth of the following year.

ARTICLE VI

AMENDMENTS OF BY-LAWS

These By-Laws may be amended from time to time by the Board of Advisors by a two-thirds vote of the voting Board Members present at a meeting where a quorum has been established provided that the proposed Amendment(s) has been mailed to all Board Members at least fifteen (15) days prior to the meeting at which the vote is taken.

ARTICLE VII

COMMITTEES

The President or the Board of Advisors from time to time may designate two (2) or more Board Members and any number of Society members to constitute such committees as deemed advisable to assist the Board of Advisors in any function delegated to the committee.