



WILBERFORCE UNIVERSITY ALUMNI ASSOCIATION

CONSTITUTION & BYLAWS

August 7, 2021

Wilberforce University Alumni Association Constitution & Bylaws

ARTICLE I

Nomenclature

The organization shall be known as Wilberforce University Alumni Association (the “Association”).

ARTICLE II

Purpose

The purpose of this Association shall be to promote the welfare of Wilberforce University, its alumni and society at large with funding, student referrals and overall support for the good of the continuing existence of the University. We shall also be committed to assist in accomplishing its mission.

ARTICLE III

Operating Year

The operating year of the Association shall be from January 1 through December 31.

ARTICLE IV

Membership

Section 1.

The membership of the Association shall be composed of all financial graduates, former students, and associate members.

Section 2.

Associate members will constitute professors and instructors at Wilberforce University, both present and former; persons having received honorary degrees; spouses of financial members who actively support the Association and other interested persons.

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ARTICLE V

Dues

Section 1.

To be financial membership dues must be paid no later than January 31 of the current year. The money shall be used exclusively for the Association's purposes in accordance with the will of the Association.

Section 2.

The amount of the national dues for each Regular or Associate member will be \$50.00 per year for a one-year membership. This fee is valid for the current calendar year. The \$50.00 fee will be waived for current graduates for the next calendar year. National dues will be collected and forwarded to the Association or whomever the Association President designates.

Section 3.

Life Membership shall be \$750.00. This can be made in a single payment or an initial payment of \$150.00 with full payment due within five (5) years.

Section 4.

Platinum Membership shall be \$1,000.00. This can be made in a single payment or an initial payment of \$200.00 with full payment due within five (5) years.

Existing Life Members desiring to become a Platinum Member shall pay an additional \$250.00. This can be made in a single payment or an initial payment of \$125.00 with full payment due within two (2) years.

Payments made to Life Membership programs are non-refundable.

Section 5.

All officers, board members, committee members must be financial at the national and local level (except where there is no local chapter) and maintain their financial status while serving on said Board.

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ARTICLE VI

Board of Directors

Section 1.

The Board of Directors (the “Board”) consist of the following Association membership:

President	Vice President
Treasurer	Assistant Treasurer
Secretary	Assistant Secretary
Chaplain	

Fifteen (15) elected Board Members and Past Presidents.

The 15 board members shall hold office for a period of three years with five (5) being elected yearly on a rotating basis. Board members are limited to serving no more than two (2) consecutive terms.

Section 2.

Shall formulate policy and organizational direction consistent with the purpose and mission of the Association. Accordingly, Board Members have distinct responsibilities, both individually and collectively, to contribute and participate in the effective implementation of those programs and endeavors which are undertaken by the Association. The Board shall take necessary action on behalf of the Association as needed.

Section 3.

Shall hold at least three regular business meetings during the calendar year. One-third of the membership shall constitute a quorum. The Board will hold open meetings except in special situations as the President deems necessary.

Section 4.

Shall have the power by two-thirds vote to suspend, reprimand or remove from office any Officer or Director for insubordination, failure to fulfill required obligations, willful disregard to the Constitution of the Association and behavior detrimental to the welfare of Wilberforce University or the Association, after the following conditions have been satisfied:

1. Maintaining respect for confidentiality and professionalism is mandatory for Board membership. Board deliberations and decisions that are of a confidential nature shall not be shared outside of the Board.
2. The alleged charge(s) shall be in writing and a copy given to the Officer or Director in question.

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3. The President of the Association shall appoint an Investigating Committee to review the charges with the individual involved via a formal hearing. The person charged will be permitted to present his/her position regarding the matter.
4. The Ad Hoc Committee, after completing the hearing process, will present its recommendation(s) to the Board for final disposition.
5. Both the hearing by the Investigating Committee and the final disposition of the Board shall be included as a part of the agenda at its next regular meeting.

Section 5.

The Board shall collaborate with the University Administration prior to employment, termination or any disciplinary action of the Director of Alumni Affairs.

Section 6.

All officers, board members, committee members must be financial according to Article V., Dues, Section 5. All Officers and Directors are encouraged to be members of the President's Club. Officers and Board members are required to attend at least two Board meetings per calendar year to maintain their office and seat on the Board. Each Board member is required to serve on at least two Standing Committees. When an annual conference is held Board Members shall pay full registration. Those persons failing to meet the above criteria will lose their seat on the Board, at which time the President will have the authority to appoint someone to serve the remainder of the term.

Section 7.

The University Board of Trustee Representative

1. The President shall serve as the Association's representative on the University Board of Trustees, effective 2022.
2. Written reports will be made to the Board at their regularly schedule meetings and during the Annual Association Meeting.

ARTICLE VII

Executive Officers

Section 1.

The Officers of the Wilberforce University Alumni Association shall be:

President	Treasurer
Vice President	Assistant Treasurer
Secretary	Chaplain
Assistant Secretary	

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Other officers as may be required, all of whom shall hold office for a period of two years or until their successors are elected.

Section 2.

The President, Vice President, Treasurer and Assistant Treasurer shall be bonded for and up to the highest dollar amount available. The Treasurer shall manage such amount for which the organization is bondable based on a competitive market rate.

ARTICLE VIII

Chapters

Section 1.

Alumni chapters of the Association may be established by five or more eligible persons in the proposed geographic area upon payment of a \$100.00 fee and submission of a completed application to the Association. Chapter members must be financial both locally and nationally before receiving a Charter.

Section 2.

An active chapter is defined as a chapter that is financial by paying its Charter Renewal Fees.

1. Each chapter must pay \$100.00 to the alumni association every other year starting January 2018. An active chapter Renewal Form must be completed (by mail or online) and submitted along with the fee of \$100.00 payable to the Association and submitted to the Association's Board Treasurer. This must be done in order to be recognized as an active chapter for the ensuring year.
2. A chapter is considered in an "active" status if it has renewed its charter, paid its charter renewal fee as established in the preceding paragraph, has at least five (5) active members and has elected officers. Active chapters have the right to plan and host events/activities in the name of the Board. Additionally, active chapters have the right to bid for the hosting of national conferences.
3. Any chapter that is unable to pay its Renewal Fee must submit a waiver request. The renewal fee for chapters with an approved waiver will be \$50.00 on the even numbered request year. All waiver requests will be reviewed/approved by the Board. This shall be done in order to be recognized as a chapter for the Charter Renewal period of two years.

Section 3.

All new chapters shall submit three copies of their Constitution & Bylaws to the Office of Alumni Affairs, or President of the Association no later than three months after receiving their charters; and submit any subsequent amendments to their Constitution. No provisions of the chapter Constitution

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& Bylaws shall conflict with the Association (e.g., meetings, conferences, activities and fundraisers). If there is a difference between the two, either in the interpretation of or by actual conflict, the Association's Constitution & Bylaws shall prevail.

Section 4.

A Charter granted to any chapter will be revoked if and when the membership of that chapter falls below five members who are financial both locally and nationally. In this event, or if a chapter dissolves for reasons of its own, the final determination as to chapter provisions rests with the Board pursuant to a majority vote.

Section 5.

A Charter granted to any chapter may be suspended or revoked by the Board by two-thirds vote when it is determined that such chapter is not promoting the welfare of Wilberforce University, its alumni or society at large. However, no chapter shall have its Charter revoked until the following conditions have been satisfied:

1. The chapter in question shall be served in writing with a copy of the specific charges as alleged.
2. The President shall appoint an Ad Hoc Redress Committee to hear the charges and permit the chapter to present its position within 90 days after the charges have been made.
3. This Ad Hoc Committee shall present its recommendation to the Board at its next meeting for final disposition.

Section 6.

Chapter Presidents should be graduates of the University. However, if no graduates are available or willing to serve, other members (non-graduates, honorary degree, and friends that are part of the Association) may serve.

1. All other Constitution & Bylaw guidelines must be upheld.
2. Chapter Presidents shall participate in monthly Chapter Presidents Council meetings; and participate in the student recruitment and fundraising efforts of the Association.

ARTICLE IX

Powers and Duties

Section 1.

President

1. Shall provide the minutes of the previous meeting to the Board and Committee members 14 days before the meeting.

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2. Shall preside over all meetings of the Board and the Association and shall have all the powers and duties to that effect; ensure fairness and impartiality; protect the rights of Association members; perform administrative duties as assigned by the Constitution & Bylaws; adhere to all legal and ethical considerations; take an active role in promoting the Association's activities; and perform such other duties as may be directed by the Board.
3. Shall have the authority to call special meetings when necessary. In such cases, all members of the Board must be notified 15 days prior to the special meeting date, except in the case of an emergency. In the case of urgent business, the 15-day requirement is waived.
4. Shall maintain liaison with the Board and the President of the University and shall confer with the Director of Alumni Affairs relative to policies and programs affecting the Association.
5. Shall serve as the Association's representative on the University Board of Trustees.
6. Shall have the discretion to appoint a Sergeant at Arms and Parliamentarian from the membership of the Board or the Association to facilitate meeting deliberations. The term of office for such appointee(s) shall be for such times as the President deems it appropriate, but in no event will the term(s) extend beyond the President's tenure of office. The Sergeant at Arms is responsible for security of the meetings and in maintaining decorum during meetings. The Parliamentarian shall perform all duties as prescribed in "Roberts Rules of Order, Newly Revised" and shall maintain a position of impartiality in giving parliamentary opinions during meetings.
7. Shall appoint all Committee Chairpersons, except as otherwise provided herein, as well as dissolve Committees and Chairperson positions. The President shall serve as an ex-officio member of all Committees except Nominating/Election.
8. Shall approve the payment of money authorized by the Board and/or Association.
9. In the event a vacancy occurs, the President with the concurrence of the Executive Officers, shall select a member of the Association to fill the vacancy and nominate that member to the Board for confirmation. Such person, thus confirmed, shall serve the remainder of the term until the next election.
10. The President or his/her appointee shall be involved in the selection and the exit processes of the Alumni Director.

Section 2.

Vice President

Shall perform all duties when the President is absent or incapacitated and serve as Chairperson of at least one Standing Committee.

Section 3.

Secretary

1. Shall be present at all Board meetings in order to record minutes. The Secretary shall compile the minutes and distribute them to the President within 30 days.

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2. Shall be present at all Annual Association meetings in order to record minutes. The Secretary shall compile the minutes and distribute them to the Board within 30 days prior to the Annual Association meeting.
3. Shall keep all the records of the Association; update lists of all of the members of the Board and Committees; prepare and distribute assigned and appropriate correspondence and notifications; maintain updated official and governing documents; and bring meeting minutes, Bylaws, rules, etc. to each meeting for Board members' use, if necessary.

Section 4.

Assistant Secretary

Shall be present at all meetings, and in the absence of the Secretary perform required duties and assist when requested by the President and/or Secretary. Will ensure that all minutes are maintained in the electronic filing storage system.

Section 5.

Treasurer

1. Shall receive, account and disburse all funds of the Association and shall disburse the same only upon authorization of the Board. He/she shall keep true and accurate account of the receipts and disbursements and shall submit a written report at each meeting of the Board and Association.
2. The Treasurer utilizes a voucher disbursement process that ensures all payments have appropriate supporting documentation. Obligations for disbursements are to be paid by electronic transmission or check. All such disbursements must have (2) two authorized signatures: the Treasurer and the President or if one is unavailable the Assistant Treasurer, or Vice President can sign.
3. Shall be responsible for establishing and/or managing the use and allocation of all electronic means of collecting and disbursing money, specifically as it relates to Cash App, PayPal, Zelle and any other new or future electronic means of accepting cash payments. Additionally, the Treasurer shall be responsible for the expeditious transfer of all Association funds.
4. The Treasurer shall also be responsible for ensuring that the 501(c) (3) tax exempt status is maintained by filing all required tax documents with the IRS in a timely manner. The Association's tax form 990-EZ is due by May 15 of each year.
5. Shall serve as a member of the Budget & Finance Committee and shall provide to that Committee a written report no later than two (2) weeks prior to each meeting. Reports as of the current calendar year will be sent to the auditor. The report must include copies of all pertinent written justifications, authorizations and legal financial documents and records. All records and documents shall be maintained and filed electronically.

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Section 6.

Assistant Treasurer

Shall be present at all meetings and in the absence of the Treasurer, perform all duties, and assist when requested by the President and/or Treasurer.

Section 7.

Chaplain

Shall provide religious emphasis at all meetings and activities of the Association and spiritual support to members as requested and/or needed.

ARTICLE X

Standing Committees

1. Awards & Recognition – To provide awards to alumni who have demonstrated achievements which warrants such recognition based on established guidelines.
2. Budget & Finance – To be responsible for developing and monitoring the operational budget of the Association.
3. Campus Life - To work closely with student organizations and the University administration to ensure a positive college experience for all students.
4. Chapter Presidents' Council - To promote the Association's goals and objectives in the areas of fundraising, recruitment, and membership.
5. Communication - To promote and support concerns of the Association and the university.
6. Constitution & Bylaws – To maintain a uniform manual of the Association's principles and established precedents and to maintain structural guidelines for local chapters.
7. Development/Fundraising – To recommend fundraising goals and activities and implement them to the benefit of the Association and the University; responsible for monitoring gifts from various sources with respect to Restricted and Unrestricted determination.
8. Event Planning – To recommend to the Board prospective sites and dates for meetings and national conferences. To serve in a leadership capacity implementing conferences and meetings. Chapters hosting conferences will work very closely with this Committee.

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9. Membership – To maintain the membership policies of the Association and promote practices consistent with those policies. To increase, reclaim, and retain membership.
10. Nominating/Election – To prepare and propose annually, a slate of candidates to fill vacant positions on the Board and to disseminate, in a timely manner, ballots of candidates meeting requirements of the vacant positions.
11. Public Relations – To support the Association in its Mission; increase visibility of the Board and its local chapters; and to extend the organization influence in the community.
12. Scholarship – To generate gifts to be used for scholarships; screen applicants and recommend student recipients of Wilberforce University to receive awards.
13. Young Alumni – To promote the interests and welfare of Wilberforce University and the Association, specifically alumni who have graduated within the last 20 years.

ARTICLE XI

Budget & Finance

Section 1.

An audit of the Association's financials will be performed annually based up on the January 1 through December 31 year-end financial balances. The audit is to be performed by a professional accountant who specializes in auditing non-profit financials. The Treasurer will provide to the accountant performing the financial audit all pertinent written justifications, authorizations and legal financial documents and records.

The accountant will be recommended by the Budget & Finance Committee annually and approved by the Board. Preferably, the accountant should be a Wilberforce University graduate. Other selection criteria should include the following:

1. Experience in auditing and accounting
2. A financial background
3. Acceptable background check

The accountant shall be responsible for auditing the receipts and expenditures of the Association and will provide a written report regarding all aspects of the review to the Board. The audit shall be performed in accordance with generally accepted accounting principles and standards and shall test the accuracy of the financial records being audit as well as the accounting principles being applied by the organization.

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The Budget & Finance Committee and the President will review the auditor's findings and any planned remediation actions two weeks before they are presented by the Committee at the Spring Board Meeting. The Budget and Finance Committee will also present the auditor's findings by a written report at the Annual Meeting.

ARTICLE XII

Nominating/Election

Section 1.

The Nominating/Election Committee (the "Committee") shall consist of five persons, three elected by the Board and two appointed by the President of the Association. This committee shall receive and vet all nominations for vacant positions.

Section 2.

The Committee shall notify the Alumni Association of the nominating/election procedures (via petition), including the names of the Committee members no later than November 15th prior to each election year. The notification will emphasize the fact that the election will be held by secret ballot.

Section 3.

In order to be a candidate for a vacant position, a person must be able to demonstrate their active participation in the Association at the local and national level and have been a registered participant, at a minimum, at one conference.

In order for a member to nominate or be a candidate in the election of the Board, the member must be financial no later than January 31 of the election year.

Section 4.

Officers of the Association as referred to in Article VII, Section I, shall be elected for a two-year term. Executive officers, with the exception of the Treasurer and the Assistant Treasurer, can serve no more than two consecutive terms. The Treasurer and the Assistant Treasurer will serve no more than three consecutive terms. In accordance with Article VI Section 1., Board members shall be elected for a three-year term with five being elected each year on a rotating basis. Board members can serve no more than two consecutive terms.

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Section 5.

Nominations for vacant positions may originate from individuals, chapters or a group of alumni. All nominations must include the signature and address of the consenting candidate to serve if elected. All nominations must be received no later than January 5th of each election year.

Section 6.

After receipt of nominations, the Committee shall determine the need for additional candidates to complete the ballot. If there are insufficient candidates, the Committee shall canvas alumni chapters and the Association to secure additional names.

Section 7.

1. The Committee shall convene on the third Saturday in January of each election year. At this meeting, the Committee shall review the nominations for each vacancy and shall have the authority to add candidates to the ballot when no candidate has been nominated by any other means including canvassing the alumni chapters and the Association.
2. After the Committee has completed its deliberations and finalized the candidates for election, they shall prepare a ballot for distribution.
3. In cases where positions are uncontested, the Chair of the Committee confers with the President and notifications will be sent to the membership.

Section 8.

In those instances where ballots must be prepared, they will be disseminated electronically or manually to all financial members no later than February 12th of each election year.

Section 9.

1. All ballots must be returned electronically or manually to the Association's post office box no later than March 4th of each election year or will be considered invalid.
2. The Committee will meet on the third Saturday in March to count the ballots and tabulate the results.
3. In case of a tie, a run-off election will be held within 30 days to determine the successful candidate.
4. Upon certification of the results by the Committee, all parties will be promptly notified, and the Association will be notified within seven days.
5. All newly elected Executive Officers and/or Directors shall be installed at the Board meeting following the election.
6. All ballots will be held by the Committee for one year and shall be made available for reasonable inspection(s).

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ARTICLE XIII

Director of Alumni Affairs

The Director of Alumni Affairs is the liaison between the University and the Association and is responsible for implementing programs that engage alumni and provide benefits to alumni and students. The Director of Alumni Affairs is charged with securing commitments from alumni to provide professional expertise and volunteer service; collaborating with colleagues in the administrative offices (including, but not limited to Admissions, Development, Public Affairs and Student Engagement) and the divisions to create and maintain pathways for alumni participation that advance the goals of the Office of Institutional Advancement; partnering with Development colleagues to identify, cultivate, solicit and steward alumni giving.

The Director is responsible for planning and organizing alumni events and gatherings and engaging and sustaining alumni efforts to further the mission of Wilberforce University. The Director will work closely with the President of the Association to develop and implement a plan to increase alumni giving. Duties include, but are not limited to:

1. Visit, monitor and develop alumni chapters and stimulate interest to assure their success within the Association.
2. Be responsible for the timely update of all graduates and former students' records for Alumni Office usage and chapters when requested.
3. Be responsible for timely written communication to all alumni pertaining to the University and Association; regularly updating the Web, as necessary.
4. Submit a written report to the Board during regularly scheduled meetings that includes travel, visitation to current and newly chartered chapters.
5. Perform other related duties as specified by the University President, Vice President of Development and Association President.

ARTICLE XIV

Annual Meetings and Attendance

Section 1.

The President, in collaboration with the Board, shall schedule and hold an annual meeting of the Association. This meeting will normally be incident to and a part of the annual Summer Conference. Notice of the Annual Meeting must be sent to all members of the Association at least 90 days prior to such meeting being held.

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Section 2.

Any Officer or Director who is unable to attend the Annual Meeting should notify the President prior to the meeting.

Section 3.

At the annual meeting of the Association, regularly and properly called, those who are present, and voting constitute a quorum.

ARTICLE XV

Chapter Funding, Exempt Purpose and Dissolutions

Section 1.

The Association, and its affiliated chapters, is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed

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of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI

Parliamentary Authority

“Roberts Rules of Order,” newly revised, shall be considered authoritative in all meetings of the Association on all questions of order not covered in the Constitution & Bylaws.

ARTICLE XVII

Amendments

This constitution may be amended by two-thirds affirmative vote of the members present at an Annual Meeting; proposal for amendments must be submitted to the Constitution Committee by the Fall Board Meeting to be approved by the Board at the Spring Meeting. Proposals for amendments are to be sent to all active chapters and to all financial members at least 45 days prior to the Annual Meeting.

ARTICLE XVIII

Constitution Review

The Constitution & Bylaws must have a comprehensive review at least every five years from the date of adoption.

The Constitution & Bylaws Committee

Ricardo Whitted, Chair
Gwendolyn Q. Brown
Rev. Dr. Earle H. Ifill
W. Ann Lee
Rev. Harry E. Taylor

Barbara Brown Baulding
Dr. Bonita T. Ewers
Barbara Scott King
Latoya McFarland
Rev. Wilma L. Taylor