

# **WILBERFORCE UNIVERSITY ALUMNI ASSOCIATION**

## **CONSTITUTION AND BYLAWS**

### **ARTICLE I**

#### **Nomenclature**

The organization shall be known as Wilberforce University Alumni Association (hereinafter referred to as 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**

#### **Fiscal Year**

The fiscal 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 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 University, and other interested persons recognized by local chapters.

## **ARTICLE V**

### **Chapters**

#### **Section 1.**

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

#### **Section 2.**

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

- a. 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 WUAA 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.
- b. 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 WUAA Board of Directors. Additionally, active chapters have the right to bid for the hosting of national conferences.
- c. 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 and Bylaws to the Office of Alumni Affairs, or President of the Association no later than three months after receiving their charters; and they shall also submit all Subsequent amendments to their Constitution as they are so amended. No provisions of the Chapter Constitution and Bylaws shall be in conflict with the Association (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 and 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 locally and nationally. The final determination as to Chapter provisions rests with the Board of Directors pursuant to a majority vote.

### **Section 5.**

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

- a. The Chapter in question shall be served in writing with a copy of the specific charges as alleged.
- b. 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.
- c. This Ad Hoc Committee shall present its recommendation to the Association at its next meeting for final disposition.

### **Section 6.**

Chapter Presidents shall be graduates of the University. However, if no graduates are available or willing to serve, other members may serve. All other Constitution and Bylaws guidelines must be upheld.

## **ARTICLE VI**

### **Dues**

#### **Section 1.**

To be financial membership dues must be paid no later than January 1 of the current year. The money shall be used exclusively for WUAA purposes in accordance with the will of the Association.

#### **Section 2.**

The amount of 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 fiscal year. The \$50.00 fee will be waived for current graduates for the next fiscal year. National dues will be collected and forwarded to the Office of Alumni Affairs, or whomever the Association President designates, approval, in the event the Director position in the Office of Alumni Affairs is vacant.

#### **Section 3.**

Life Membership shall be \$750.00 paid in a single payment, or within five (5) years from the date of the initial payment.

**Section 4.**

- a. Platinum Membership shall be \$1,000 paid in a single payment, or within five (5) years from the date of the initial payment.
- b. Existing Life Members desiring to become a Platinum Member shall pay an additional \$250 in a single payment, or within two (2) years from the date of the initial payment.

**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.

**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 |                     |

And such other officers as may be required, all of whom shall hold officer for a period of two years or until their successors are elected.

**Section 2.**

The President of the Association shall have the discretion to appoint a Sergeant at Arms and Parliamentarian from the membership of the Board of Directors 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.

### **Section 3.**

The President, Vice President, Treasurer, Assistant Treasurer, and Director of Alumni Affairs shall be bonded for and up to the highest dollar amount. The Treasurer will manager such amount for which the organization is bondable on a competitive market rate.

## **ARTICLE VIII** **Powers and Duties**

### **Section 1.**

The President

- a. Shall preside over all meetings of the Board of Directors and the Association, and shall have all the powers and duties incident to that effect. The President shall ensure fairness and impartiality; protect the rights of all Association members; perform administrative duties as assigned by the Constitution and 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.
- b. Shall have the authority to call special meetings to deal with urgent business of the Association. In such cases all of the members of the Board must be notified 15 days prior to the special meeting date, except in the case of an emergency.
- c. Shall maintain liaison with the Board of Directors and the President of the University and shall confer with the Director of Alumni Affairs relative to policies and programs affecting the Association.
- d. Shall appoint all committee chairpersons, except as herein otherwise provided, as well as dissolve committees and abolish chairpersons. The President shall serve as ex-officio member of all committees except Nominating.
- e. Shall approve the payment of money authorized by the Board and/or Association.
- f. In the event a vacancy occurs by death, resignation or the inability to fulfill obligations; or a member of the board is disqualified for insubordination, failure to fulfill required obligations or willful disregard for the constitution of the association, the President, with the concurrence of the Executive Officers, shall select and nominate a member of the Association to the Board of Directors for confirmation to fill the vacancy. Such person, thus confirmed, shall serve the remainder of the term until the next election.

## **Section 2.**

### The 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.**

### The Secretary

- a. Shall be present at all Board and Association meetings in order to record minutes. The Secretary shall compile the minutes in a timely manner and distribute them to the President within 14 days; and 10 days later to the Board and Committee members.
  
- b. 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.**

### The 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.

## **Section 5.**

### The Treasurer

- a. 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.
  
- b. All obligations that the Board has voted to pay shall be made by electronic transmission. All checks must have (2) two authorized signatures: the Treasurer, Assistant Treasurer, the President or Vice President.
  
- c. Shall be responsible for the expeditious transfer of Association funds

- d. Shall provide to the chair of the Audit Committee a written report no later than two (2) weeks prior to each meeting and for the end of the fiscal year. The report must include copies of all pertinent written justifications, authorizations and legal financial documents and records.

**Section 6.**

The 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.**

The Chaplain

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

**ARTICLE IX**  
**Board of Directors**

**Section 1.**

- a. The Board of Directors (Hereinafter referred to as Board) consist of the following membership:

President	Treasurer
Vice President	Assistant Treasurer
Secretary	Chaplain
Assistant Secretary	

15 Elected Board Members, Past Presidents, prior to August 2000;  
University Board of Trustee Rep and the Immediate Past President.

- b. 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 cases 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 and the Association; after the following conditions have been satisfied:

- a. Respect for Confidentiality and Professionalism is mandatory for board membership. Board deliberations and decisions that are of confidential nature shall not be shared outside of the board arena.
- b. The alleged charge(s) shall be in writing and copy of the same given to the Officer or Director in question.
- c. 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.
- d. The Ad Hoc Committee, after completing the hearing process, will present its recommendation(s) to the Board of Directors for final disposition.
- e. 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 of Directors 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 at the National and Local level (except where there is no local chapter) and maintain their financial status while serving on said Board. 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 or 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 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

- a. Shall have served as an alumni board member or committee member for a period not less than two years.
- b. Shall be elected every two years using the process of being placed on the ballot, as outlined for officers and/or directors.
- c. Written reports from the representative would be made to the Board of Directors at their regularly schedule meetings and during the Annual Association Meeting.

## **ARTICLE X**

### **Standing Committees**

**Audit** – Shall consist of five (5) members of the Association, none of which is an Officer or Board member. The Committee shall be responsible for auditing the receipts and expenditures of the Association and providing a written report on the same at all meetings. The audit shall be performed in accordance with accepting auditing standards and shall include such tests of accounting records as deemed necessary. The audit report must be completed at least one week prior to the Annual Meeting, and the committee must make a written report at the Annual Meeting.

**Awards & Recognition** – To make presentations to alumni who have demonstrated achievements which warrants such recognition based on established guidelines.

**Budget & Finance** – To be responsible for analyzing, developing and monitoring the operational budget of the Wilberforce University Alumni Association.

**Campus Life** - To work closely with student organizations and administration to insure a positive college experience for all students.

**Communication** - To promote and support concerns of the alumni association and the university.

**Constitution** – To maintain a uniform manual for members of the national alumni association and to maintain structural guidelines for local chapters.

**Development/Fundraising** – To recommend fund raising goals and activities to implement them. Monitoring gifts from various sources with respect to Restricted and Unrestricted determination.

**Election** – To disseminate annually in a timely manner ballots of candidates seeking positions for officers and/or board members.

**Event Planning** – To serve in an advisory capacity and assist chapters in planning conferences. This committee works very closely with the Board President and Alumni Director who provides support and technical support.

**Membership** – To maintain the membership policies of the Association and promote practices consistent with those policies. To increase, reclaim, and retain membership.

**Nominating** – To prepare and propose annually a slate of nominees (individuals) seeking positions as officer or board member.

**Public Relations** – To position the Association in support of its Mission; increase visibility of the National Board and its local chapters; and to extend the organization influence in the community.

**Scholarship** – To generate gifts to be used for scholarships; screen applicants and recommend student recipients of Wilberforce University to receive awards.

**Time and Place** – To recommend to the Board of Directors prospective sites and dates for meetings and national conferences.

## **ARTICLE XI**

### **Director of Alumni Affairs**

The Alumni Director is the liaison between the University and the Alumni Association and is responsible to the Board of Directors.

#### **Duties:**

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 that includes travel, Chapters visitation and newly constituted to the Board of Directors during their regularly scheduled meetings.
5. Perform other related duties as specified by the University President, Vice President of Development and National Alumni Association President.

## **ARTICLE XII**

### **Nominating**

#### **Section 1.**

In order for a member to nominate or vote in this Association, he or she must be financial. Individuals must be financial no later than January 1<sup>st</sup> to vote in the election of the Board of Directors.

#### **Section 2.**

The Committee shall consist of five persons, three elected by the Board of Directors and two appointed by the President of the Association. This committee shall nominate one person for each office to be filled. Other nominations may be made by petition submitted by any Chapter or

group of Alumni. The petition must bear a total of ten individuals' signatures and addresses of each supporting Alumni member and the signatures and addresses of candidates consenting to serve if elected. All petitions of candidates must be received no later than January 5<sup>th</sup> of each election year.

**Section 3.**

After receipt of petitions the Nominating Committee shall determine the need for additional candidates to complete the ballot. At that time, the Nominating Committee shall canvas Alumni Chapters to secure additional names.

**Section 4.**

The Committee shall convene on the third Saturday in January of each election year. At this meeting the Nominating Committee shall review the nominations for each office or directorship and shall have the authority to add candidates to the ballot when no candidate has been nominated by any other means. In cases where all positions are uncontested, the Chair of the Nominating Committee shall recommend to the President that no ballot be distributed and the candidates be ratified for said term.

**Section 5.**

After the Committee has completed its deliberations and finalized the candidates for election, they shall immediately distribute ballots.

**ARTICLE XIII**

**Election**

**Section 1.**

In order to be a candidate a person must have served as a Committee member at least two years and attended four consecutive meetings. Also, be a registered participant for one conference.

**Section 2.**

Officers of the Association shall be elected for a two-year terms in accordance with Article VII, Section I and in accordance with provisions set forth hereafter. Executive officers can serve no more than two consecutive terms. Board members shall be elected for a three-year terms with five being elected each year on a rotating basis in accordance with Article IX with provision set forth hereafter. Board members can serve no more than two consecutive terms.

**Section 3.**

The committee shall communicate the election procedures, including the names of the members of the Election and Nominating Committees no later than November 15<sup>th</sup> of each election year.

Special emphasis should be made to communicate the fact that the election will be held by secret ballot.

**Section 4.**

Ballots shall be electronically disseminated to all financial members no later than February 12<sup>th</sup> of each election year.

**Section 5.**

All ballots must be returned no later than March 4<sup>th</sup> of each election year, or will be considered void. Ballots will be counted and tabulated on the third Saturday in March.

The ballots shall be counted by the Committee of not less than three persons who have been previously named by the President and approved by the Board.

**Section 6.**

In case of a tie among candidates, a run-off election will promptly be held (no later than 30 days) to determine the successor candidate. No ballot will be sent out if officer ships or directorships are uncontested.

**Section 7.**

Executive Officers and Directors elected shall be promptly notified following the certification of the results by the Election Committee. These results shall be communicated to the candidates within 48 hours and to financial members within seven days. All ballots should be held in a security box by the Association for a period of one year and shall be opened for reasonable inspection(s).

**Section 8.**

All newly elected Executive Officers and/or Directors shall be installed at the meeting following the election.

**ARTICLE XIV**  
**Annual Meetings & Attendance**

**Section 1.**

The President, in collaboration with the Board of Directors, 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.

**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 present and voting constitute a quorum.

**ARTICLE XV**  
**Chapter Funding**

**Section 1.**

The Wilberforce University Alumni 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 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 and 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. 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 and Bylaws must be reviewed within five years from the date of adoption and every five years thereafter.

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**Constitution Committee**

Barbara Brown Baulding, Chair  
Gwendolyn Q. Brown  
Rev. Dr. Earle H. Ifill

Barbara A. King  
W. Ann Lee