

**MORRIS BROWN COLLEGE
NATIONAL ALUMNI ASSOCIATION, INC.
CONSTITUTION AND BYLAWS**

**ARTICLE I
NAME**

- Section 1. **Name**
The name of this organization shall be **Morris Brown College National Alumni Association, Inc.**

**ARTICLE II
PLACE OF BUSINESS**

- Section 1. The Association shall have as its principal place of business the city of Atlanta, Georgia.

**ARTICLE III
PURPOSE**

- Section 1. **Purpose**
The purpose of this Association shall be to promote the best interest of Morris Brown College toward the continuous attainment of its mission by providing an organization through which the alumni may:
- A. Promote good relations between the alumni and the College
 - B. Aid in the recruitment and retention of academically talented students.
 - C. Organize and mobilize the collective strength of the alumni toward generating financial support for attainment of the College's mission, and in any other way that will be beneficial to the College's growth.
 - D. Formulate and carry out a program of activities for graduates and former students.
 - E. Create a dynamic organization that attracts new members, new benefactors and strong partnerships.

**ARTICLE IV
MEMBERSHIP**

Section 1 **Membership**

Members are graduates, former students, friends and interested parties who exhibit interest by financial support of and participation in the Alumni Association or the College.

Section 2 **Classification of Members**

- A. **General:** Graduates and former students of Morris Brown College.
- B. **Associate:** Recipients of honorary degrees; parents, spouses of active members of the Association, and such persons who exhibit interest by support of and participation in the Alumni Association or the College. Such persons may be voted on at any regular meeting, Associate members may exercise all privileges of the Association except that of holding National office.
- C. **At-Large**
 - 1. Alumni and former students who live in areas where there is no alumni chapter and desire to join may become members-at-large.
 - 2. Alumni and former students who live in areas where there **is** an alumni chapter but choose not to affiliate with a local chapter may become members-at-large.
- D. **Life Membership**

Alumni, former students and associate members may become a life members by paying the fee prescribed by the Association and/or meeting any other required qualifications.
- E. **Emeritus**

Alumni, former students and associate members who have been financial members of the Association for at least 25 years and reach the age of eighty (80) will become an emeritus member in the National Alumni Association and are exempt from paying National dues.

Section 3 **Membership Fees**

Membership fees shall be paid as recommended by the Executive Board and approved by the Association. The Financial Secretary should receive fees postmarked by October 31.

**ARTICLE V
OFFICERS**

- Section 1 **Officers**
- A. The elected officers of the Association shall be president, vice-president, recording secretary, financial secretary, corresponding secretary, treasurer and 2nd representative to Board of Trustees.
 - B. The appointed officer shall be the parliamentarian.
 - C. The Director of Alumni Affairs shall serve as an ex-officio officer and is appointed by the College.
 - D. The respective Regions shall elect Regional Vice Presidents.
- Section 2 **Terms of Office**
- A. Officers shall hold office for a term of three (3) years.
 - B. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.
 - C. The Regional Vice President shall hold office for a term of three (3) years or until a successor is elected.
- Section 3 **Qualifications/Eligibilities**
- A. Officers and potential officers must be current with the required membership dues, and involved in the activities of the Association.
 - B. All National officers shall be graduates or former students of the College.
- Section 4 **Responsibilities of Officers**
- A. President
 - 1. Serve as the Chief Executive Officer of the Alumni Association for the benefit of the Association and the College
 - 2. Preside at meetings of the Executive Committee, Board and the Association meetings.
 - 3. Ensure *adherence to all provisions of the Constitution and Bylaws*.
 - 4. Appoint committee chairpersons and members to Association committees, Standing and Special, except the Nominating Committee.
 - 5. Serve as spokesperson and represent the Association and Alumni at large.
 - 6. Serve as an ex-officio member of Association committees, except the Nominating Committee.
 - 7. Serve on the Board of Trustees for the College.
 - 8. Sign as one of three authorized signatures on the Association's account.
 - 9. Be bonded by the Association.

B. Vice President

1. Perform the duties of the President in the President's absence.
2. Assume the office of President in the event of the President's inability to serve.
3. Chair the Regional Vice President meetings.
4. Serve as an ex-officio member of committees, except the Nominating Committee.
5. Perform other duties as delegated by the President.
6. Chair the Program Committee
7. Coordinate the National Alumni event.

C. Recording Secretary

1. Keep accurate minutes of the Executive Committee, Board and the Association meetings and maintain annually in a bound book.
2. Disseminate minutes to all National Officers, Regional Vice Presidents and Chapter Presidents within one month after minutes are taken.

D. Financial Secretary

1. Receive and record all Association funds.
2. Transmit all monies to the treasurer.
3. Send membership cards to chapters and members-at-large.
4. Sign as one of the three authorized signatures on the Association's account.
5. Serve on the Finance Committee.
6. Serve as Voucher Coordinator.
7. Maintain Association's membership roster.
8. Be bonded by the Association.

E. Corresponding Secretary

1. Receive correspondence and take appropriate action as directed by the President.
2. Act in absence of the Recording Secretary.
3. Send appropriate information to the members of the Association and perform other duties as prescribed by the President.

F. Treasurer

1. Keep all finances and disburse at the direction of the Board.
2. Sign as one of three authorized signatures on the Association's account
3. Submit a financial report at all meetings.
4. Prepare and submit to the IRS an annual financial report in accordance with the Internal Revenue Service Code and State annual corporation requirements.
5. Be bonded by the Association to cover assets.

6. Serve as Chairperson of the Finance Committee.
7. Prepare and submit budget for approval at the annual meeting.

G. Second Alumni Representative to the Board of Trustees

1. Inspire confidence in Morris Brown College mission.
2. Demonstrate a continuing concern for and interest through active participation in the Alumni Association.
3. Particulate and interpret the alumni points of view.
4. Contribute liberally time, experience and resources to assist in generating financial support for the College.

H. Director of Alumni Affairs

1. Primary liaison between the Association and the College.
2. Serve as an ex-officio member of Association Committees.
3. Liaison to make necessary arrangements for meetings of the Executive Committee, Board and the Association, Homecoming and any other special activities in which the Association participates; assist with class reunions and fundraising for the Association.
4. Manage alumni biographical records and other records deemed necessary for keeping up with alumni activities.
5. Provide reports for all meetings of the Executive Committee, Board and the Association.
6. Perform other duties included in a job description provided by the College.

I. Regional Vice President

1. Elected by the Region prior to the National election.
2. Serve on the Board.
3. Liaison between the Region and Association.
4. Exercise general supervision of the Region in support of the mission of the Association including:
 - a. Responsible for chapter development.
 - b. Responsible for member recruitment and retention.
 - c. Responsible for fundraising, guidance and support to chapters.
 - d. Responsible for the dissemination of information to chapters and members-at-large.
5. Preside at all meetings of the Region.
 - a. Convene no less than two Regional meetings per year.

J. Parliamentarian

1. Appointed by the President.
2. Advise presiding officer in the interpretations of the Constitution and Bylaws of the Association and *Robert's Rules of Order Newly Revised*.
3. Serves as chairperson of the Constitution and Bylaws Committee.

Section 5. Vacancies of Officers

If an officer other than the President and the Director of Alumni Affairs does not fulfill a term of office, the Board shall elect a successor to fill the vacant office for the remainder of the term.

Section 6. Removal of Officers

Any officer, other than the Director of Alumni Affairs, may be removed from office for cause at any time by the affirmative vote of a majority of the Board then in office at a meeting called for this purpose. Complaints seeking the removal of an officer shall be sent to: the Corresponding Secretary or such other person(s) as the Board might designate, a Regional Vice President, or the Director of Alumni Affairs. If an officer is to be removed for cause, the Board shall provide reasonable notice thereof to such officer and an opportunity to be heard.

Note: The Board, pursuant to Article V, Section 2 and 3, shall fill any vacancy in any office arising under this Section for the unexpired portion of the term.

**ARTICLE VI
MEETINGS**

Section 1. Meetings

- A. The National Alumni Association shall hold the Annual Meeting at Commencement.
- B. Ten Percent (10%) of the paid members present shall constitute a quorum.
- C. The Board shall hold its meetings at Homecoming, Founder's Day and Commencement.
- D. The Executive Committee shall hold its meeting as deemed necessary.
- E. Place and manner of meetings: meetings of the members shall be held at such places as determined by the Board and stated in its notice of meeting. The business of the members may be transacted as provided by law or by signed proxy.
- F. Special Meetings: Special meetings of the members may be called by the Board of Directors or the President and shall be convened by the President or the Corresponding Secretary, or by written request of the members. No business may be transacted at a special meeting except the business specified in the notice of the meeting.
- G. Notice of Meeting of Members: Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the Members shall be given not less than ten (10) nor more than sixty (60) days notice before the date of the meeting to the Member, either personally or by mailing notice to the Members at the address

designated by the Member for such purpose, or if none is designated, at said Member's last known address. No notice is required for any adjourned meeting of the Members, provided the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

- H. Action without a Meeting: Any action required or permitted to be taken pursuant to authorization voted at an annual or special meeting of the Members may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, is signed by the designated representative of the Member. Such written consent shall be filed with the minutes of the proceedings of the Member and shall be filed with the minutes of the proceedings of the Member and shall have the same effect as a vote of the Member for all purposes.
- I. Quorum: Twenty-five percent (25%) of the financial members of the Board shall constitute a quorum. Twenty-five percent (25%) of the Executive Committee of the Board shall constitute a quorum.
- J. Voting eligibility: Member must be in good standing (dues must be up to date) in order to vote.

ARTICLE VII COMMITTEES

Section 1. **Committees**

The Standing Committees of the Association shall be:

- A. **Finance:** The committee shall consist of the Treasurer as chairperson, the Financial Secretary and three additional members appointed by the President. It shall develop and supervise the operation of the annual budget of the Association and review the Treasurer reports.
- B. **Constitution and Bylaws:** The committee shall consist of the Parliamentarian as chairperson and three additional members appointed by the President. The function of the bylaws committee is to review and propose changes to the Bylaws of the Association. The committee is also charged with offering interpretation of the Bylaws and finally the committee is charged with monitoring the procedures and rules to ensure that provisions are in accordance with the applicable Bylaw sections. It shall propose needed changes in the Constitution and Bylaws, carefully examine all proposed amendments from approved sources and formulate same to be circulated for approval by the Association.
 - 1. Emergency Procedures. Any emergency procedure that constitutes a Bylaws and Constitution Committee meeting will be handled through a conference call set up by the Parliamentarian and President.

- C. **Events Steering Committee.** The committee shall consist of the Vice President as chairperson and additional members appointed by the President. The committee shall coordinate the planning and implementation of events sponsored by the Association. The committee shall establish the criteria, review the nominations and make recommendations to the Board for presentation of awards. The committee shall coordinate refreshments and welcoming duties for meetings of the Association.
- D. **Membership Committee.** The committee shall consist of the Chairperson and members appointed by the President. It shall be the duty of this committee to monitor membership status and trends and recommends strategies for recruitment and retention of members and chapter development.
- E. **Nominating Committee.** The committee shall consist of Regional elected representatives. The committee shall elect its chairperson from among its members. The committee shall certify eligibility of perspective candidates for office and prepare the slate of officers to be presented at the Founder's Day meeting in an election year.
- F. **Program Committee.** The committee shall consist of the Vice President as chairperson and additional members appointed by the President. The committee shall develop program strategies for student assistance, Freshman Orientation, church relations and development.
- G. **Public Relations Committee.** The committee shall consist of the chairperson and members appointed by the President. The committee shall develop strategies to promote the Association and assist in the publication of Association's newsletter.
- H. **National Awards Committee.** The committee chair will be appointed by the President. The committee shall coordinate the National Awards selection according to adopted guidelines.

Section 2. **Appointments of Committee**

- A. Committee members shall serve one or more terms at the President's discretion.
- B. Any Association member is eligible for committee membership.
- C. Committee chairperson may recommend Association members to serve on committee.

Section 3. **Other Committees.** Other committees, standing or special, shall be appointed by the President with the approval of the Board when deemed necessary to carry on the work of the Association.

ARTICLE VIII ORGANIZATION

Section 1. Local Chapters

- A. A local Morris Brown College Alumni Chapter may be established whenever there are five (5) or more members.
- B. The Constitution and Bylaws of local chapters shall not conflict with the Constitution and Bylaws of the National Alumni Association.
- C. Chapter tax: A flat annual tax shall be paid to the Association by each chapter as recommended by the Board and approved by members at the Annual meeting. A Fifty Dollar (\$50.00) late fee tax will be assessed to any chapter that does not pay membership fees by the deadline.
- D. The fiscal year of the Association shall be from July 1 to June 30.

Section 2. The following Regions shall consist of all local chapters and alumni within the respective boundaries.

- 1. Atlanta Metro / North Georgia** - Atlanta, Decatur, Athens, West Georgia Chapter, North Georgia, and Tennessee
- 2. Southern** - The middle Georgia chapters from Augusta, Macon, Columbus-Phenix City and South Georgia, all chapters south to the Georgia state line, and Alabama
- 3. Florida** - The entire State of Florida
- 4. Great Lakes** - Michigan, Ohio, Kentucky, Indiana, Wisconsin, Minnesota, South Dakota, North Dakota, Illinois, Nebraska, Iowa
- 5. Eastern** - Maine, Vermont, New Hampshire, New York, Pennsylvania, Virginia, West Virginia, District of Columbia, Maryland, Rhode Island, Connecticut, New Jersey, Delaware, Massachusetts
- 6. Southern Coastal** - North Carolina, South Carolina
- 7. Far West North** – Northern California, Oregon, Washington, Nevada, Utah, Arizona, Idaho, Wyoming, Montana, Alaska
- 8. Far West South** – Southern California, Nevada, Arizona, Hawaii
- 9. South Central** - Mississippi, Louisiana, Arkansas, Missouri
- 10. Southwestern** - Texas, Oklahoma, New Mexico, Kansas, Colorado
- 11. Caribbean**
- 12. International**

Section 3. Board

- A. The management of this Association shall be vested in the Board comprised of the President, Vice President, Recording Secretary, Financial Secretary, Treasurer, 2nd Alumni Representative to the Board of Trustees, Parliamentarian, Regional Vice Presidents, Chapter Presidents, Director of Alumni Affairs, Immediate Past President,

Chairpersons of standing committees and heads of affinity groups as the President deems necessary.

- B. The Board shall manage the affairs and funds of the Association.
- C. The Board shall meet three times each year: Founder's Day, Commencement and Homecoming.
- D. Meetings shall be opened to all Association members with only the Board members voting during the Founder's Day and Homecoming meetings; except as provided in Article IX, Section 1A, which allows for nominations to be made from the floor at the time that the Nominations Committee makes its report.

Section 4. **Executive Committee**

- A. The Executive Committee shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer, 2nd Representative to the MBC Board of Trustees, and Regional Vice Presidents. The Parliamentarian, Director of Alumni Affairs and Immediate Past President shall be ex-officio representatives.
- B. This Committee shall be responsible for carrying out the mandates of the Board.
- C. This Committee shall convene at the discretion of the President.
- D. The Executive Committee shall be the governing body in the period between meetings of the Board.

Section 5. **Transition Team**

There shall be a Transition Team composed of newly installed officers and out-going officers. The purpose is to ensure continuity in the Association. All records, equipment, forms, keys, etc. shall be brought to the Annual Meeting for immediate transfer to the new officers. The Transition Team will meet immediately following the Annual Meeting.

**ARTICLE IX
ELECTIONS**

- Section 1. Each Region shall elect a representative to serve on the **Nominating Committee**. Its report, presentation of the slate of officers and election Procedures shall be made at the Founder's Day Meeting.
- A. Nominations may be made from the floor at the time the Nominating Committee makes its report.
 - B. The election shall be by mail.
 - 1. To be certified by the Financial Secretary, dues must be received by October 31.
 - 2. The election shall be fully executed during the period between the Founder's Day Meeting and the Annual Meeting.

3. Each member certified by the Financial Secretary shall be mailed a ballot.
 4. The ballots must be returned to a predetermined location by a set date.
 5. Any nominee must receive a simple majority of the votes cast to be elected.
- C. Elected officers will be announced and installed at the Annual Meeting or Alumni function.
- D. The term for newly elected officers begins with installation.
- E. Board of Electors
1. The President shall appoint a Board of Electors which shall consist of 3 members
 2. The Board of Electors shall investigate and render a final decision as to the qualification of any candidate for any office of the Association and its local chapters.
 - i. The nomination of any person who is declared nominated as candidate for any office of the National Alumni Association and its local chapters; the election of any person who is declared elected to any such office; the eligibility of any person declared eligible to seek any such nomination for office in any election; or approval or disapproval of any question submitted to the Electors at an election may be contested by any person who was a candidate at such election for such nomination or office, or by any aggrieved elector who was entitled to vote for such person or for or against such question
 - ii. Such aggrieved elector shall file a verified affidavit accompanied by a Five Hundred Dollar (\$500.00) appeal fee, with the Secretary of the National Alumni Association within 5 days after the approval or disapproval of any question or election
 1. Such affidavit shall be taken and subscribed before some person authorized by law to administer oaths and shall state that the contestant believes that the facts alleged therein are true, that according to the best of his or her knowledge and belief the contested result of approval or disapproval of any question or election is illegal and the return thereof is incorrect, and that the petition to contest the same is made in good faith
 2. Such affidavit shall set forth facts supporting the contestant's petition.
 3. Contestant shall cause a copy of his or her affidavit to be delivered to the Board of Electors and to the

Party against whom relief is sought, within 5 days after the approval or disapproval of any question or election.

4. The respondent shall have 10 days after receiving a copy of the contestant's affidavit within which to file a response to the contestant's allegation. Such response shall be delivered to the Board of Electors and the contestant no later than 10 days before any hearing by the Board of Electors
- iii. The Board of Electors shall render its decision within 30 days after receiving such petition.
- iv. If the results of the election or question is confirmed, the petition or affidavit shall be dismissed or declared void. If the result of the election or question is set aside, the \$500.00 fee shall be returned to the contestant.

Section 2. Officers elected by the **Regions** to serve at the Regional level shall be elected to fill positions identified in Article V, Section 1A of the Constitution and By-Laws of the National Alumni Association, except the Office of President, and 2nd Representative to Board of Trustees. The duties and responsibilities of elected Regional officers shall conform to the duties and responsibilities as described under Article V, Section 4B - 4F. Appointed Regional officers shall be as determined by the Regional Vice President and ratified by the Regional Executive Committee chaired by the NAA Vice President.

- Section 3. Each Region shall hold an election for the purpose of electing a Regional Vice President and other regional officers as provided in Article IX Section 2 of these By-Laws.
- A. Regional elections shall be held during the same year as the National elections are held.
 - B. The results of Regional elections shall be reported to the National Executive Board at the Founders' Day meeting of the National Alumni Association held during an election year.
 - C. Each Regional Executive Committee shall appoint a Regional Nominating Committee at least 60 days prior to the scheduling of a regional election.
 - D. The Regional Nominating Committee shall consist of no less than 3 and no more than 5 members of the region who are in good standing.
 - E. The Regional Nominating Committee shall identify and recommend a slate of Regional officers, including a Regional Vice President, to be presented at the date and time designated by the Regional Executive Committee but in time for the Region to make its report of the election results at the Founders' Day meeting of the National Alumni Association.

- F. Nominations may be made from the floor at the time the Regional Nominating Committee makes its report to the Regional meeting for elections.
- G. If there is more than one candidate seeking the same office, the election shall be by secret ballot prepared by the Nominating Committee.
- H. In order to qualify for service as a Regional Officer, the member's national dues must be current by October 31 of the year prior to the year in which elections are scheduled.
- I. Members elected to serve as Regional officers will serve for a term of three years. No Regional officer shall be eligible to serve more than two (2) consecutive terms in the same office. The National Board may approve an exception to this policy upon request of the respective Regional Executive Committee.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rule of Order, Newly Revised*, (Tenth Edition), shall govern the Morris Brown College National Alumni Association, Inc., in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Association.

ARTICLE XI AMENDING THE BYLAWS

- Section 1. **Amendments**
- A. The Constitution and Bylaws may be amended by a two-third (2/3) vote of the Association.
 - B. Any proposed amendment(s) must be sent to all chapters and to members-at-large at least twenty (20) days prior to the Annual (Commencement) Meeting.
 - C. An amendment becomes effective upon passage.