



WILBERFORCE UNIVERSITY ALUMNI ASSOCIATION

CONSTITUTION & BYLAWS

July 27, 2024

Wilberforce University Alumni Association Constitution & Bylaws

ARTICLE I

Nomenclature

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

ARTICLE II

Purpose

This Association aims to promote the welfare of Wilberforce University, its alumni, and society at large through funding, student referrals, and overall support for the University's continuing existence. The Association is also committed to supporting the University 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, financial former students, and financial associate members.

Section 2.

Association members will include present and former professors and instructors at Wilberforce University, 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.

Dues paid between January 1 through September 30th shall be applied to the calendar year the payment was made. Dues paid from October 1 through December 31 shall be applied to the coming year unless specified by the paying member. The money shall be used exclusively for the Association's purposes in accordance with the will of the Association.

Each member is responsible for ensuring dues are paid timely to be eligible for chartering a local chapter, to meet nomination eligibility for local and national elections, and other benefits afforded to financial members.

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. Payment can be made in a single payment or on a subscribing basis with an initial payment of \$150.00. A minimum payment of \$150 is due annually and must be paid in full within five (5) years from the initial payment.

If no payment was made in the previous year, the subscribing member will have three weeks after being notified of default to make payment or lose their funds and subscription status.

Payments made to Life Membership programs are non-refundable.

Section 4.

Platinum Membership shall be \$1,000.00. Payment can be made in a single payment or on a subscribing basis with an initial payment of \$200.00. Full payment is due within five (5) years from the initial payment. A minimum payment of \$200 is due annually.

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

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If no payment was made in the previous year, the subscribing member will have three weeks after being notified of default to make payment or lose their funds and subscription status.

Payments made to the Life Membership programs are non-refundable.

Section 5.

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

ARTICLE VI

Voting

Section 1.

Each Regular or Associate member who is financial at the national level shall have the right to one vote. Each member is encouraged to be financial in a local chapter if one exists in their area of residence.

Each Executive Committee member shall have the right to one vote on matters duly taken up by this Body. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Matters voted on and approved by the Executive Committee that affect the General Body (e.g., the Annual Conference, potential deviations to the Constitution & Bylaws, etc.) must be approved by the Board of Directors.

Each member of the Board of Directors shall have the right to one vote on matters voted on by the Board. The immediate past President of the Board of Directors shall also be permitted one vote on matters to be decided by the Board. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place (except where otherwise stipulated in this document).

Section 2.

Current Subscribing Life and Subscribing Platinum Life Members must have paid the subscribing minimum to be eligible to vote.

Section 3.

Voting methods shall ensure that all eligible members have equal opportunity to register their vote. Voting methods can include:

1. Standing vote - Where members in favor stand and be counted.

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2. Acclamation vote - A voice vote where a “yay” stands for yes and “nay” means no.
3. Show of hands vote - Members raise their hands to indicate their vote.
4. Roll call - Voting members respond as their name is called.
5. Secret ballot - Members vote anonymously by placing their votes in a ballot box or other method designed to protect the voter’s identity and registered vote.

Section 4.

All committees are authorized to meet by telephone, virtually (e.g., Zoom, Teams, etc.), or via other remote means. When voting electronically, steps should be taken to confirm the financial status of each voting member before the vote is included in the tally.

When voting is performed manually, procedures must ensure that the number of ballots issued is controlled and that only financial members are issued a ballot. There should also be security over the casted ballots and the tallying of the votes.

ARTICLE VII

Board of Directors

Section 1.

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

1. Executive Committee

President	Vice President
Secretary	Assistant Secretary
Treasurer	Financial Secretary
Chaplain	

2. Elected Board Members

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

3. Past Association Presidents

Section 2.

Executive Officers of the Association shall be elected for two years and serve no more than two consecutive terms. Board members shall be elected for a three-year term, with five elected each year on a rotating basis. Board members can serve up to two consecutive terms.

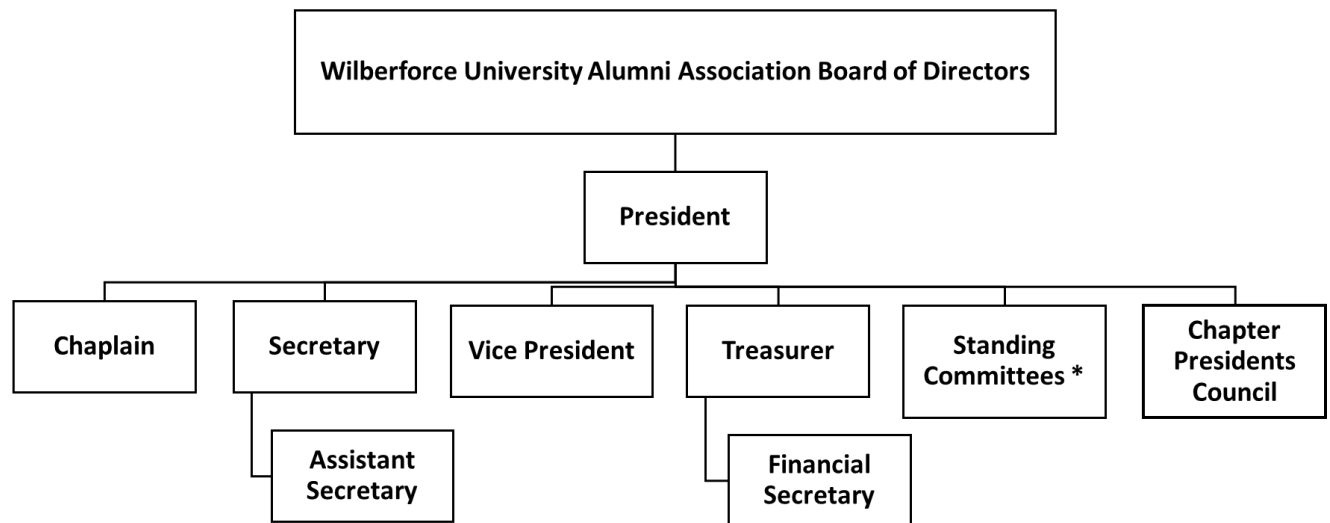
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Section 3.

The Board shall formulate policy and organizational direction consistent with the Association's purpose and mission. Accordingly, Board Members have distinct responsibilities, individually and collectively, to contribute to and participate in implementing the Association's programs and endeavors. The Board shall take necessary action on behalf of the Association as needed.

Section 4.

The following chart illustrates the organizational and reporting hierarchy of the Association.



* - The Nominating/Election Committee processes and reporting are performed independently.

Section 5.

Shall hold at least three regular meetings and the Annual/National Conference Meeting during the calendar year. 50% of the Board members must be present to constitute a quorum for Board meeting; one-third of the membership present shall constitute a quorum for general membership meetings. The Board will hold open meetings except in special situations as the President deems necessary.

Respect for confidentiality and professionalism is mandatory for Board membership. Confidential Board deliberations and decisions must not be shared outside the Board.

Section 6.

1. Any action required or permitted to be taken at a meeting of the Board of Directors may also be taken without a meeting, provided all Directors consent in writing and outlined in the same writing the action or decision taken or made. Consent in writing shall have the same effect as a unanimous vote.

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2. Amending or rescinding previously approved decisions/acts cannot be made unilaterally by a member or reduced group of members; they must be considered by the entire body that concluded on the original decision.

Section 7.

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

Section 8.

All officers, board members, committee members must be financial according to Article V., Dues. All Officers and Directors are required to be members of the President's Club. The President is authorized to make exceptions to the requirement with the agreement of the Executive Committee.

Officers and Board members must attend at least three regular meetings and the Annual/National Conference Meeting to maintain their office and seat on the Board. The Annual/National Conference Meeting must be attended in person. The President must excuse all absences.

Each Board member is required to serve on no more than two Standing Committees.

Persons failing to meet the above criteria may lose their seat on the Board unless the member obtained an excused absence from the President before the meeting. The President will have the authority to appoint someone to serve the remainder of the term.

Section 9.

At the conclusion of a member's term, the member must return all equipment (i.e., computers, hard drives, credit cards, etc.) purchased by the Association and provide all records (i.e., files, documents, emails, passwords, etc.) within four weeks of the installation of the new Board member or to the President if a successor has not been seated.

Each member must be available to support the onboarding, training, and operational support for their successor for up to two months.

The Secretary, with the assistance of the Treasurer, shall prepare a report to the President annually to confirm each member's financial status, contribution level, and meeting attendance record.

Section 10.

Shall have the power by a two-thirds vote to suspend, reprimand, remove from office, and permanently bar from future service on the Board 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

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following conditions have been satisfied: The alleged charge(s) shall be in writing, and a copy shall be given to the Officer or Director.

1. 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 their position regarding the matter.
2. After completing the hearing process, the Investigating Committee will present its recommendation(s) to the Board for final disposition.
3. The Investigating Committee's hearing and the Board's final disposition will be on the agenda at the next regular meeting.

Section 11.

The President shall serve as the Association's representative on the University Board of Trustees, effective 2022. Written reports of the Trustee meetings will be made to the Board during regularly scheduled meetings.

ARTICLE VIII

Executive Officers

Section 1.

The Officers of the Association shall be:

President	Vice President
Secretary	Assistant Secretary
Treasurer	Financial Secretary
Chaplain	

Section 2.

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

ARTICLE IX

Chapters

Section 1.

Alumni chapters of the Association may be established by five or more 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.

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Section 2.

An active chapter is a chapter that is financial by paying its Charter Renewal Fees. Starting January 2018, each chapter must pay \$100.00 to the alumni association every other year. An active chapter Renewal Form must be completed (by mail or online) and submitted to the Association's Board Treasurer, along with the fee of \$100.00 payable to the Association. This must be done to be recognized as an active chapter for the year.

A chapter is considered active 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 to host national conferences.

Any chapter unable to pay its Renewal Fee must submit a waiver request. The renewal fee for chapters with an approved waiver will be \$50.00 in the even-numbered request year based on the 2018 implementation date. All waiver requests will be reviewed/approved by the Board. This is necessary to be recognized as a chapter for the two-year Charter Renewal period.

Section 3.

All new chapters shall submit a copy of their Constitution & Bylaws to the President of the Association and the Chair of the Constitution & Bylaws Committee no later than three months after receiving their charters; copies of subsequent amendments are also to be submitted. No provisions of the chapter Constitution & 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 when its membership falls below five members who are financial both on the local and national levels. In this event, or if a chapter dissolves for reasons of its own, the Treasurer will assist chapters with ensuring the proper 501c3 procedures are followed.

Section 5.

A Charter granted to any chapter may be suspended by the Board by a 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.

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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 university graduates. However, if graduates are not available to serve, other members may serve.

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

ARTICLE X

Powers and Duties

Section 1.

Executive Board Members shall document and maintain procedures that reflect the current business practices for their position and office. These procedures are in addition to those listed in the following statements of key roles and responsibilities. Items to be considered, at a minimum, are redelegated authorities, operating procedures, detailed work instructions, and retention periods for key records.

Section 2.

President

1. Shall provide the minutes of the previous meeting to the Board and Committee members 14 days before the meeting.
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 before the special meeting date, except for urgent matters. For 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. The President or his/her appointee shall be involved in the selection and the exit processes of the Alumni Director. The President shall discuss with the Executive Board when decisions are being made regarding the Director of Alumni Affairs to include change in roles, duties, performance issues, etc.
5. Shall serve as the Association's representative on the University Board of Trustees.

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6. Shall have the discretion to appoint a Sergeant at Arms and Parliamentarian from 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.
 - a. The Sergeant at Arms is responsible for the security of the meetings and for maintaining decorum during meetings.
 - b. 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 and Assistant Chairpersons, except as otherwise provided herein, as well as dissolve Committees and Chairperson positions.
 - a. Shall have direct oversight responsibility for the management of each Standing Committee and serve as an ex-officio member of all Committees except Nominating/Election.
 - b. Shall also establish ad hoc committees necessary to further the Administration's objectives.
8. Shall approve the payment of money authorized by the Board and/or Association. Sign all contracts, leases of space, notes and other documents of indebtedness as agreed to by the Board.
9. If 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 shall be provided with a budget amount approved as part of the budgeting process agreed to by the Board. The Board must approve requests for additional funds more than budgeted amounts (e.g., situations in support of the Association or Wilberforce) requiring urgent resolution.

Section 3.

Vice President

Shall perform all duties of the President when the President is absent or incapacitated. The Vice President shall also be an ex-officio non-voting member of all other Committees except Nominating/Election.

Section 4.

Secretary

1. Shall be present at all Board meetings to record minutes. The Secretary shall compile the minutes and distribute them to the President within 30 days. The President shall return the approved minutes to the Secretary within 14 days of receipt from the Secretary.

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2. Shall be present at all Annual Association meetings to record all votes and the 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 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. This information must be stored electronically on a specific shared media facility with access to include the Assistant Secretary.

Section 5.

Assistant Secretary

Shall be present at all meetings, and in the absence of the Secretary, perform the required duties and provide assistance when requested by the President and/or Secretary. The Assistant Secretary will ensure all minutes are maintained an electronic filing storage system.

Section 6.

Treasurer

1. Shall account for all funds of the Association and disburse the same upon authorization of the Board. He/she shall keep a true and accurate account of the receipts and disbursements and submit a written report at each meeting of the Board and Association. All records and documents shall be maintained and filed electronically on a shared drive available at a minimum to the Financial Secretary.
2. Shall be responsible for establishing processes for collecting and/or managing the use and allocation of all electronic means of collecting and the expeditious disbursing of 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 disbursement of all Association funds.
3. The Treasurer utilizes a voucher disbursement process that ensures all payments have appropriate supporting documentation. Disbursement obligations must be paid by electronic transmission, check, or debit/credit card. All such disbursements shall have two authorizing signatures: the Committee Chairperson and the President. If the President is unavailable, the authority to approve may be delegated to the Vice President. If the payee is the President, the Vice President must sign. Requests for expenditures not included in the budget are to be reviewed with the Chairperson of the Budget & Finance Committee and approved by the Executive Committee before payment is made.
7. The Treasurer is also responsible for ensuring that the 501(c) (3) tax-exempt status is maintained by filing all required tax documents with the IRS promptly. The Association's tax form 990-EZ is due by May 15 of each year.

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5. The Treasurer shall provide actual financial data/reports and provide them to the Chairperson of the Budget & Finance Committee to prepare reports analyzing actual revenue and costs compared to budget.
6. The auditor shall be provided reports for the current calendar year. The report must include copies of all pertinent written justifications, authorizations, and legal financial documents and records. The Treasurer shall provide reports to the auditor within 14 days of request, or within the timeframe requested by the auditor.
7. Provide a list of current paid financial members to the Membership Committee monthly.

Section 7.

Financial Secretary

1. Shall record and maintain accurate documentation of funds received, specifically related to funds received via the Association mailbox, CashApp, PayPal, Zelle and any other electronic means of accepting cash payments. Funds received via the mailbox shall be deposited into the Association bank account within two days after receipt.
2. Reports of collections are to be submitted to the Treasurer monthly and include amounts received via the various payment types (e.g., Zelle, checks, etc.) and what the receipt applies to (e.g., memberships, fundraising, events, etc.).
3. The Financial Secretary should be prepared to provide the Board with a financial status at any meeting.

Section 8.

Chaplain

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

ARTICLE XI

Standing Committees

Section 1.

Standing Committees are established based on the approval of the Board. The committees are intended to provide oversight and guidance to the Association on all matters pertaining to their areas of responsibility.

1. Each Standing Committee shall develop and maintain current Standard Operating Procedures that detail its objectives and operating methods for carrying out its day-to-day activities.
2. Reports of Committee activities and plans must be provided prior to each Board meeting. Negative reports must be submitted with an explanation.

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Section 2.

1. Awards & Recognition – Provide awards to members who have demonstrated achievements which warrants such recognition based on established guidelines.
2. Budget & Finance – Responsible for developing and monitoring the operational budget of the Association. Also, to coordinate the annual financial audit on behalf of the Board.
3. Campus Life - Work closely with student organizations and the University administration to ensure a positive college experience for all students.
4. Chapter Presidents’ Council - Promote the Association's goals and objectives in the areas of fundraising, recruitment, and membership.
5. Communication - Promote and support concerns of the Association and the University.
6. Constitution & Bylaws – Responsible for reviewing the proposed changes to the Constitution & Bylaws prior to presenting the proposals to the Board of Directors for approval. Maintain a uniform manual of the Association’s principles and established precedents and to maintain structural guidelines for local chapters.
7. Fundraising – Recommends fundraising goals and activities and implements 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. Membership – Maintain the membership policies of the Association and promote practices consistent with those policies. To increase, reclaim, and retain membership. Obtain and publish a list of current paid financial members to determine voting eligibility; or as requested by Board Officers, Chapter Presidents, and Committee Chairpersons and Assistant Chairpersons for other matters.
9. Nominating/Election – To establish eligibility criteria for candidates, prepare and propose annually a slate of candidates to fill vacant positions on the Board, and disseminate, in a timely manner, ballots of candidates meeting the requirements of the vacant positions.
10. Public Relations – Supports the Association in its Mission; increases visibility of the Board and its local chapters; and to extend the organization’s influence in the community.
11. Scholarship – Generates gifts to be used for scholarships; screen applicants and recommend student recipients of Wilberforce University to receive awards.
12. Young Alumni – Promotes the interests and welfare of Wilberforce University and the Association, specifically alumni who have graduated within the last 20 years.

ARTICLE XII

Budget & Finance

Section 1.

The Budget & Finance Committee is responsible for developing and monitoring the Association's operational budget. The Committee shall develop an annualized operating budget timeline and process; work in cooperation with staff and other board committees to develop the operating

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budget; review the operating budget with the Board of Directors for approval; monitor adherence to the budget and provide reports to the Board quarterly.

Section 2.

1. The Association's financials will be audited annually based 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 the accountant performing the financial audit with all pertinent written justifications, authorizations, and legal financial documents and records.
2. 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 experience in auditing and accounting, a financial background, and an acceptable background check.
3. The accountant shall be responsible for auditing the Association's receipts and expenditures 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 Auditing Standards and shall test the accuracy of the financial records being audited and the accounting principles being applied by the organization.
4. The audit report needs to be clear, providing sufficient evidence supporting the justification for auditors' opinion. The report should describe, at a minimum, the scope of the audit, the records examined; if sampling is performed it should outline the sample sizes in relation to the population, evaluate the accounting principles used and evaluate the overall presentation of the financial statements.
5. 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 XIII

Nominating/Election

Section 1.

The Nominating/Election Committee (the "Committee") shall consist of five persons: a Chairperson and an Assistant Chairperson appointed by the President and three Board Members selected by the Nominating/Election Committee Chairperson. This committee shall receive and vet all nominations for vacant positions.

The vetting criteria shall include, but are not limited to, the Board member requirements detailed in ARTICLE VII, Board of Directors

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Section 2.

1. Any member serving on the Nominating/Election Committee and running for a Board position shall recuse themselves from the Committee during the entire nominating and election process.
2. The President shall have the right to appoint a candidate to a position if a nomination petition is not received or if a Board of Directors position becomes vacant.

Section 3.

1. The Committee shall provide a list of names of all committee members, procedures, and timeline of nominating/electoral process to the Alumni Association no later than November 15th prior to each election.
2. The Committee shall notify each nominee regarding the application process, deadlines, eligibility status, and method of voting (i.e., secret ballot) prior to the release of the election ballots.

Section 4.

1. Nominated candidates must demonstrate their active participation in the Association at the local and national levels, commit to contributing at the President's level, serve on two committees and have been registered participants at the Annual Conference within the last two years.
2. Nominated candidates shall be financial by January 31 of the election year. Members nominating candidates must also be financial by January 31.

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 candidate consenting to serve if elected. They must also be received no later than January 5th of each election year.

Section 6.

1. The Committee shall convene on the third Saturday in January of each election year to review the nominations for each vacancy.
2. The Committee 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. The Chair of the Committee shall confer with the President for the remaining uncontested positions, in which the Chair will notify membership within one week.
3. The Committee shall prepare, finalize, and distribute the ballot electronically or manually to all financial members no later than February 12th of each election year.

Section 7.

1. The Committee shall coordinate a virtual "Meet the Candidates" meeting to allow alumni to learn more about the candidates. The Committee Chairperson or designee shall serve as the facilitator of the meeting.

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2. The virtual meeting will include all candidates for contested and uncontested positions and shall be held one week after the candidates and been notified and the ballots distributed.
3. All financial members will be invited to attend.

Section 8.

1. All ballots shall 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).

ARTICLE XIV

Director of Alumni Affairs

The Director of Alumni Affairs is the University's liaison with the Association. He or she is responsible for implementing programs that engage alumni to the benefit of both alumni and students. The Director will work closely with the Association's President to develop and implement strategies to increase alumni giving.

The Director will also collaborate with colleagues in the University Administration to secure commitments and maintain pathways for alumni participation via professional expertise, volunteer services, and any other opportunities for alumni involvement that advances the University's goals.

ARTICLE XV

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 Conference. Notice

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of the Annual Meeting shall 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.

Those who are present, voting, and properly called at the Annual Meeting will constitute a quorum.

ARTICLE XVI

Chapter Funding, Exempt Purpose, and Dissolutions

Section 1.

The Association and its affiliated chapters are organized exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code or a 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 outlined in the purpose clause hereof. No substantial part of the organization's activities 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.

Each chapter must strictly apply this legal requirement in all Chapter activities.

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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 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 where 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 XVII

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 XVIII

Amendments

Section 1.

This Constitution may be amended by two-thirds affirmative vote of the members present at an Annual Meeting; proposal for amendments must 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 30 days prior to the Annual Meeting.

Section 2.

The Constitution Committee will consist of five members from a broad cross-section of the alumni body. Proposals for new programs, positions, or standing committees must be submitted directly to the Board. After the Board approves these new proposals, they will be included in the Constitution.

All other proposed amendments must be submitted to the Constitution & Bylaws Committee. The Committee will review all proposed amendments submitted by financial members of the Association. Proposals to be acted on include but are not limited to, additions, modifications, and deletions to existing governing principles, processes, positions, and committees. After review, the Committee’s decision will be communicated to the requester before the draft Constitution is submitted to the Board for final review and approval.

The Constitution Committee may make modifications to correct clerical or other wording changes that do not alter the meaning of a Section without the formal approval of the Board of Directors.

Wilberforce University Alumni Association Constitution & Bylaws

Section 3.

1. In January each year, the Committee will solicit proposed amendments from all financial members. Comments shall be returned to the Committee for review by February 15.
2. The Committee will review the proposed amendments at the Spring Board Meeting.
3. If there are a significant number of proposed amendments, a special meeting with the Board will be requested to review and approve the proposals.

The Constitution & Bylaws Committee

Ricardo Whitted, Chair
Dr. Bonita T. Ewers
W. Ann Lee
Latoya McFarland

Dr. Shane'e Tunstall, Assistant Chair
Iris Fowler-Roseboro
Stacey Hunter Withers