

# **MORGAN STATE UNIVERSITY ALUMNI ASSOCIATION**



## **CONSTITUTION AND BYLAWS**

Revised October 2014

# CONSTITUTION

## ARTICLE I

### Name, Term of Existence

Section 1: Morgan State University Alumni Association, Incorporated herein after referred to as the "Association."

Section 2: The existence of the Association is perpetual.

## ARTICLE II

### Purpose

Section 1: The purpose of the Association will be exclusively charitable and educational.

Section 2: The purpose of the Association will be to strengthen and extend relationships among alumni and the university and to communicate activities and challenges of the university in a timely manner.

Section 3: To develop and utilize the individual and collective efforts of the alumni in advancing the welfare and best interest of the University and to encourage promising high school students to attend the University.

Section 4: To assist the University in charitable fund raising projects and to encourage and foster the formation of new Association chapters wherever there is a demonstrated interest and commitment of MSU Alumni to form a chapter.

Section 5: The purpose of the Association will be to refrain from participating in or using propaganda, or otherwise attempting to influence Legislation. The Association will reject all political activities of any candidate campaigning for public office.

## ARTICLE III

### Organization

Section 1: The Association will consist of a Board of Directors, chartered chapters, interest organizations, and the alumni of Morgan State University or Morgan State College.

- Section 2: The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Financial Secretary, Immediate Past President, and a Parliamentarian appointed by the president.
- Section 3: The Association's standing committees shall be the Finance, Program, Membership, Class Reunion, Publications, History/Archives, Audit, and Executive committees.
- Section 4: The Association's Board of Directors shall establish other ad hoc committees as required.

## **ARTICLE IV**

### Membership

- Section 1: Association membership shall be open to all graduates and former students of Morgan State University or Morgan State College and friends of the University.
- Section 2: Association members will be classified as Regular, Life, and Associate, (also known as Financial, having paid the requisite Association fee), and Honorary Members.

## **ARTICLE V**

### Association Board of Directors

- Section 1: The Association Board of Directors shall consist of the Officers of the Association, the Executive Director of the Association, Immediate Past President of the Association, and not less than twenty-five (25) other members of the Association to include Chapter Presidents or elected representatives of all active alumni chapters, clubs and organizations approved by the Board of Directors.

## **ARTICLE VI**

### Association Executive Committee

- Section 1: The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Secretary, Immediate Past President, the Parliamentarian (non-voting), and Executive Director (non-voting) of the Association.

**ARTICLE VII**  
Association Officers

- Section 1: The elected Officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Financial Secretary. No more than two (2) officers may be from the same alumni chapter or organization.
- Section 2: The election of officers shall be carried out in accordance with the provisions of the Association's Constitution and Bylaws. The elected Officers shall be announced at the Association's Alumni Day meeting.
- Section 3: All officers shall serve for a term of two (2) years and may be eligible for re-election to a second consecutive term in the same office. Officers may be eligible to serve for one additional, consecutive term in another office. No officer may serve for more than six consecutive years. Before a candidate may be nominated for President, the nominee must have served as a member of the Board of Directors for the preceding year and may not be an employee of Morgan State University.
- Section 4: The term of office shall begin when the successful candidate takes the oath of office. The term of office shall expire at the installation of the newly elected officer.
- Section 5: The installation of officers shall take place at the June Board of Directors' meeting.

**ARTICLE VIII**  
Meetings

- Section 1: The Association will convene two (2) national meetings annually.
- Section 2: The Association meetings will be conducted during the Homecoming Weekend and on Alumni Day. Additional meetings will be scheduled in March and June and as needed.

**ARTICLE IX**  
Nomination and Election Committees

- Section 1: A Nominating Committee consisting of no more than five (5) financial members of the Association shall be selected by the Board of Directors and announced at the Homecoming meeting of the Association and electronically. No current Officers of the Association may be included on the Nominating Committee.
- Section 2: An Election Committee consisting of no more than five (5) financial members of the Association, shall be selected by the Board of Directors and announced at the Homecoming meeting of the Association and electronically. No current Officers of the Association may be included on the Election Committee.

## **ARTICLE X**

### Amendments

- Section 1: All amendments of the Constitution must be submitted in writing and endorsed by at least five (5) financial members of the Association. These proposed amendments must be presented to the Executive Committee at least sixty (60) days prior to the Homecoming meeting of the Association.
- Section 2: The Executive Committee, upon receipt and review of a proposed Constitutional Amendment, shall direct the Executive Director to send a notice of proposed amendments to the financial membership thirty (30) days prior to the Homecoming Day meeting.
- Section 3: A two-thirds (2/3) vote of the Association members present the Alumni meeting is required for the passage of the amendment.
- Section 4: Amendments become law and are effective immediately after approval of the amendment.

## **ARTICLE XI**

### Severability

- Section 1: If any portion of this Constitution is declared void, and is to be stricken, all other portions of this Constitution remains in effect.

## **ARTICLE XII**

### Distribution of Assets

- Section 1: No part of the net earnings of the organization shall be used 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 Article II of the Association's Constitution.

## **ARTICLE XIII**

### Dissolution

- Section 1: The organization may dissolve only with authorization given at a special meeting called for that purpose and with subsequent approval by two-thirds vote of the financial members. Upon the dissolution of the organization, assets shall be distributed to the Morgan State University Foundation 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, after payment in full of all its

debts, obligations, and necessary final expenses. Any assets not disposed shall be distributed to a non-profit organization whose purpose is similar to that of our organization.

# BYLAWS

## ARTICLE I

### Association Membership Requirements

- Section 1: Regular Member - Any person who is a graduate or former student of Morgan State University or Morgan State College and is financial with the Association.
- Section 2: Life Member - Any regular member who has paid the requisite life membership fees of the Association.
- Section 3: Honorary Member - Any person not an alumnus of Morgan State University or Morgan State College designated by the Association's Board of Directors as an Honorary Member.
- Section 4: Association Member - Any person not a former student of Morgan State University or Morgan State College, who demonstrates a sincere and genuine interest in the Association by paying the requisite Association membership fee.
- Section 5: Membership Year - The membership year shall be from July 1 to June 30.
- Section 6: Membership Fees - Membership fees shall be established by the Association's Board.
- Section 7: Financial is defined as paid membership in the Association, chapter or interest group.

## ARTICLE II

### Association Board Representation Requirements

- Section 1: Each active alumni chapter and other approved organizations shall be authorized one (1) representative on the Board of Directors, who may be the President or other elected chapter representative. Each organization shall be authorized additional representation on the Board of Directors based on total financial membership, not to exceed a total of five members as follows.

- |                        |                      |
|------------------------|----------------------|
| A. At least 25 members | 1 additional member  |
| B. 26 to 50 members    | 2 additional members |
| C. 51 to 100 members   | 3 additional members |
| D. 101 to 200 members  | 4 additional members |

No board member can represent more than one (1) chapter/organization.

- Section 2: Financial Status - All board members and representatives to the Board must be financial at the Association and chapter/organization levels.

Section 3: The financial status of all Association Board members must be verified and sent to the Association by the member's chapter president and treasurer after July 1 and before the first Board of Directors' meeting of the new fiscal year.

### **ARTICLE III**

#### **Association Board Powers**

Section 1: The Association Board will be the governing body of the Association.

Section 2: The Board of Directors shall be empowered to:

- A. Enter into contracts and other business, charitable, and other legitimate endeavors on behalf of the Association.
- B. Establish and approve operational, financial and administrative procedures and policies by which the Association will operate.
- C. Establish fees for all membership classifications, and methods of payment of these fees shall be reviewed and modified, if deemed necessary, every five years. The finance committee will determine proposals for change.
- D. Establish and supervise the fiscal affairs of the Association, including procedures for the financial support of the Association.
- E. Approve the names of members certified to serve on the Association Board and appoint ad hoc committees, and committees as may be deemed necessary.
- F. Fill any vacancies on the Executive Committee that may occur during the year.

### **ARTICLE IV**

#### **Association Board Meetings**

Section 1: Association Board Meetings - In addition to the presentation of committee and officer reports, the agenda of the Alumni Day meeting will include a report of the Election Committee of the Election results, during an election year.

Section 2: In addition to the presentation of committee and officer reports, the Homecoming Meeting will include the selection of the Nominating Committee during an election year.

Section 3: Special meetings of the Association may be convened at such times and places as the Association Board of Directors may determine or upon a petition of at least thirty (30) financial members. Such meetings called will have a specifically stated agenda.



## **ARTICLE V**

### **Nomination and Election of Association Board Officers**

Section 1: The Nominating Committee shall notify the chapters and financial members by January 1st of the election year that offices are open for nominations. Nominations should be submitted to the Nominating Committee by the third Tuesday in February. Nominations should remain unopened until the Nominating Committee convenes. The committee shall determine a slate of officers based on the submitted names of financial members of the Association.

A candidate must be financial with the Association and a chapter. No more than two (2) nominees on the official ballot may be from the same alumni chapter. Only names of members who are willing to serve should appear on the ballot. The Nominating Committee shall provide the slate to the Board of Directors for their review and action during the March meeting of the Association Board of Directors. Nominations from the floor can be made for qualified candidates.

The Association Board of Directors shall be informed of all names and offices to appear on the ballot. The Nominating Committee Chairperson shall provide an official, printed ballot with the name and brief biographical sketch of each nominee for office. Nominees shall be listed in alphabetical order according to offices for which they are nominated. The official ballot shall be sent to the Association membership.

## **ARTICLE VI**

### **Association Board Quorum**

Section 1: A quorum of the Board of Directors for the conduct of business at its meetings shall consist of ten (10) financial members to include three (3) Officers, one of whom shall be the President or First Vice President.

Section 2: The quorum for the semi-annual meetings of the Association shall constitute twenty (20) financial members or one third of the financial members.

## **ARTICLE VII**

### **Governance**

Section 1: Any powers or obligations not otherwise delegated in the Bylaws will come within the province of the Association's Board of Directors.

Section 2: The exclusive and ultimate controls of the affairs of the Association shall be vested in its financial members and shall be exercised subject to control by the Officers and Board of Directors of the Association.

Section 3: If any portion of the Bylaws is declared void, and is to be stricken, all other portions of this Constitution and Bylaws remain in effect.

## **ARTICLE VIII**

### Parliamentary Authority

Section 1: The Rules contained in Robert's Rules of Order revised will govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of this Association.

## **ARTICLE IX**

### Powers of the Association Executive Committee

Section 1: The Executive Committee of the Association Board of Directors will determine the number of meetings of the Executive Committee it will convene during the year.

Section 2: The Executive Committee will be empowered to conduct the affairs of the Association between Board of Directors' meetings.

Section 3: The Executive Committee is authorized to disburse and expend funds of the Association, not to exceed any limits established by the Association Board.

## **ARTICLE X**

### Quorum of the Executive Committee

Section 1: A quorum of the Executive Committee for the Conduct of official business will consist of four (4) Officers, one of whom will be the President or First Vice President.

## **ARTICLE XI**

### Duties of Association Officers

Section 1: The President will:

- A. Be the Chief Executive of the Association, and preside at all meetings. The President of the Association will also be the Chairperson of the Association's Executive Committee.
- B. Be an ex-officio member of all standing committees, ad hoc and other committees, with the exception of the Nominating and Election Committees.
- C. Represent the Association at all public affairs and activities associated with Morgan State University.
- D. Appoint all committees and members, as required.

- E. Order and authorize the disbursement of funds of the organization and to serve as a signatory with the Treasurer and Executive Director on all checks and other funds disbursements on behalf of the Association.
- F. Assist in the annual preparation and presentation of the annual budget.
- G. Perform all other duties pertaining to the Office of the President as required, and will ensure that the Constitution and Bylaws are faithfully executed at all times.
- H. Be bonded in accordance with applicable requirements of the Association.
- I. Appoint members to fill any vacancy on the Association Board of Directors, Committee Chairpersons, and Offices with the concurrence of the Board of Directors.
- J. Insure that appropriate and timely audits are conducted of the Association's financial records.

Section 2: The First Vice President will:

- A. Perform all duties of the President during the absence or disability of the President
- B. Serve as program Chairperson with specific responsibilities for planning and coordinating with the Executive Director the Alumni Day and Homecoming activities on behalf of the Association.
- C. Perform other duties as assigned by the President or the Association Board.

Section 3: The Second Vice President will:

- A. Perform all duties of the President and First Vice President in the absence or disability of these officers.
- B. Serve as Chairperson on the Association's Membership Committee and Publications Committee.
- C. Perform such other duties as assigned by the President and Association Board.

Section 4: The Treasurer will:

- A. Be responsible for the management and maintenance of all Association funds. In the performance of these duties, will maintain accurate and permanent records.
- B. Serve as Chairperson of the Finance Committee and be responsible for the preparation of the annual budget of the Association, with the assistance of the Association's Executive Committee. In performing these duties, will also be a member of the Association's Internal Audit Committee.
- C. Be responsible for the safeguarding and security of all funds and assets of the Association to include the use of banking and financial institutions approved by the Association. Be bonded in accordance with Association requirements.
- D. Insure that financial accounts are audited internally on an annual basis.
- E. Serve as signatory for checks and other disbursements of funds on behalf of the Association. Be responsible for the management of all financial activities of the Association and coordinate with the Financial Secretary, President, and Executive Director as required.
- F. Be responsible for the filing of such tax, and other financial reports required by the State, City, or Federal government.
- G. Make a regular financial report each month.

- H. Perform other such duties as may be directed by the President of the Association Board.

Section 5: The Financial Secretary will:

- A. Keep the Association Board informed regarding the status of the Association's financial membership.
- B. Assist the Treasurer in the performance of duties to include the production of reports, maintenance of accounts and data bases and other information as requested.
- C. Be bonded, as required by the Association.
- D. Perform other such duties as assigned by the President or the Association Board.

Section 6: The Recording Secretary will:

- A. Maintain in writing, or other permanent form, a record of all proceedings of formal meetings of the Association.
- B. Notify the Association and Executive Committee in a due and timely manner of all regular and special call meetings as required or directed.
- C. Perform other such duties as may be directed by the President of the Association Board.

Section 7: The Executive Director will:

- A. Coordinate and provide administrative and other support required between the Association and the MSU Office of Alumni Relations. Be an Ex-officio non-voting member of the Association Board and the Executive Committee.
- B. In coordination with the Treasurer be authorized to collect and deposit all membership fees and funds on behalf of the Association in banks and other financial institutions approved by the Association. Be bonded, as required, by the Association.
- C. Assist in the management and coordination of all activities and events sponsored by the Association to include providing assistance to all officers and Association committee chairpersons in the performance of their respective duties.
- D. Assist the Treasurer in the preparation of the Association's annual budget, and perform other such duties as may be assigned by the President and the Association Board.
- E. Assist in the disbursing of funds under the direction of the President and Board of Directors.

## **ARTICLE XII**

### **Duties of Association Committees**

Section 1: Program Committee - The First Vice President shall serve as the Chairperson of this committee, consisting of at least two (2) subcommittee names, Alumni Day and Homecoming. This committee will work with the Executive Director in review and making of a calendar of events pertaining to the University and its constituent

groups. Awards and Recognition activities shall be a priority of the Association in its annual program.

- Section 2: Class Reunion Committee - This committee and its chairperson will serve as advisors and assist in the coordination of activities pertaining to class reunions.
- Section 3: Membership Committee - The Second Vice President shall serve as Chairperson of this committee. This committee shall undertake activities to increase membership in the Association.
- Section 4: History, Traditions and Archives Committee -The President shall appoint a committee to record the history of Morgan State University and the Association to recall the Traditions and suggest emerging new traditions.
- Section 5: Publications Committee - The President, with concurrence of the Board of Directors, shall appoint a Publications Committee, including the Second Vice President serving as chairperson. The committee shall be responsible for all publication and publication services of the Association.
- Section 6: Finance Committee - This committee will be chaired by the Treasurer and composed of members of the Association appointed by the President with the concurrence of the Board of Directors. This committee shall receive the total coordinated budget proposals annually from the Executive Director and shall determine the annual budgets, reserve funds, and investments of the Associations, subject to approval by the Board of Directors.
- Section 7: Audit Committee - The Audit Committee shall consist of five (5) members of the Association appointed by the President with the concurrence of the Board of Directors. This committee shall conduct an internal audit of all financial records once a year and will report at the Homecoming meeting. An external auditing firm will conduct an audit as directed by the Board of Directors at the end of the Treasurer's term of office. All audit reports will be presented at the semi-annual meetings following the completion of the audit. The Audit Committee shall prepare a listing of qualified external auditors to be presented to the Association Board. The Board shall select from the list, an auditor (firm) to conduct the audit.

### **ARTICLE XIII**

#### **Removal of Officers and Committee Chairpersons**

- Section 1: The Association Board of Directors by a 2/3 vote of the financial members present will have the power to remove any officer of the organization from office for violations of the Association's Constitution and Bylaws, neglect of duties, failure to perform or other such negative activities inimical to the purpose of the organization.
- Section 2: Before the Association's Board of Directors can vote on the removal of an officer, formal charges must be specified by a member or officer of the Association, detailing the nature of the act or acts for which the Officer is to be removed. The charges be forwarded to the Executive Committee in order that the Committee can investigate the matter, conduct appropriate hearings and invite the Officer, in question to present a defense on their behalf. Upon the completion of an investigation and

hearings by the Executive Committee, the Committee shall render a recommendation to the Association Board.

Section 3: The President, with the concurrence of the Association Board, will have the power to remove from office for cause, any chairperson that was appointed by the President. The chairperson will not be entitled to hearing.

## **ARTICLE XIV**

### Order of Business Meetings

Section 1: The following shall be the order of business meetings of the Association except where altered or suspended by call for same.

- A. Roll Call
- B. Adoption of Minutes of previous meeting
- C. Correspondence
- D. Report of Officers
- E. Report of Committees
- F. Unfinished Business
- G. New Business
- H. Adjournment

## **ARTICLE XV**

### Bonding

Section 1: The officers of the Association to be bonded will be determined by the Association Board of Directors.

## **ARTICLE XVI**

### Fiscal Year

Section 1: The fiscal year for the Association shall run from July 1 through June 30 of the following calendar year. If deemed advisable, the Executive Committee may change these dates.

## **ARTICLE XVII**

### Amendments

Section 1: All proposed amendments of the Bylaws must be submitted in writing and endorsed by at least five (5) members of the Association. These proposed amendments must

be presented to the Executive Committee at least sixty (60) days before the Homecoming meeting of the Association.

Section 2: The Executive Committee, upon receipt and review of a proposed Amendment, shall, direct the Executive Director to send a notice of the proposed amendments to the financial membership thirty (30) days prior to the Alumni Homecoming meeting.

Section 3: A two-thirds  $\{2/3\}$  vote of the Association's financial members present at the Alumni Homecoming meeting is required for the passage of an amendment.

Section 4: Amendments become law and are effective immediately after approval of the Amendment.