



Talladega College National Alumni Association

February 26, 2010

To: Members of the Talladega College National Alumni Association (TCNAA)

From: Zenda J. Bowie, Vice President

Re: Proposed amendments to the TCNAA By Laws

Over the past year, members of the TCNAA have considered and deliberated our current By Laws. Several amendments are being proposed. In accordance with Article X of our By Laws, the Board will vote on the proposed changes during the May 2010 annual meeting. We send you this information in compliance with our By Laws. As a member of TCNAA, you have the right to communicate any concerns about the proposed amendments. Should you have comments, please contact any officer or regional representative of the TCNAA Board in advance of the May meeting.

The attached By Laws document presents the By Laws in the current form. There are four proposed amendments that appear in bold italic font, highlighted in yellow. The rationale for change appears following the proposed amendment.

Thank you for your involvement with TCNAA and for your participation in this important process.

Attachment: as mentioned

TALLADEGA COLLEGE NATIONAL ALUMNI ASSOCIATION BY LAWS
Adopted May, 1981; Amended July 18, 1987; Amended July 15, 1993
Amended July 23, 2005

Article I - Name and Purpose

Section 1. Name

The name of this organization shall be the Talladega College National Alumni Association, hereinafter referred to as The Association.

Section 2. Purpose

The purpose of The Association shall be:

- A. To be the permanent network of communication, fellowship, and of common effort among all alumni and friends of the College;
- B. To provide resources, both human and financial, for the furtherance of the continuing growth of Talladega College, its students, alumni, and those related to the College;
- C. To provide a channel through which the public can be made aware of the needs of the College, can know of the contributions of the College and alumni to civic and community welfare, can contribute toward the constant progress of the College; and
- D. Actively participate with the College in scholarship support, other funding and student recruitment.

Article II - Membership and Dues

Section 1. Eligibility

Membership shall be open to all former students of Talladega College and to others who express an active interest in the welfare of the College and its purposes.

Section 2. Membership and Dues

Active members are those persons who have paid dues for the current year of The Association. They may vote and hold office in accordance with the By Laws.

- A. Those persons who are members of the most recent graduation class automatically hold active membership through December 31 following the year of their graduation year. The payment of dues for this group is optional.

Section 3. Dues

- A. Annual dues for each member of The Association will be established by a two-thirds vote of the Board. Membership in the National Alumni Association is not contingent upon holding membership in a local chapter. Local chapters may levy dues, as they deem appropriate. Dues are due and payable in December for the next fiscal year, beginning January 1 and effective through December 31 of the following year.

Article III - Regional Components

Section I. Defined

There shall be five regional components of this Association, each composed of local chapters (in various cities and states) and unaffiliated

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members: Midwestern Region, Eastern Region, Southern Region, Far Western Region, South Western Region

Section 2. Geographical Location

Midwestern Region: Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, Ohio, West Virginia, and Wisconsin.

Eastern Region: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia and Bermuda.

Southern Region: Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee.

Far Western Region: California, Idaho, Montana, Nevada, North Dakota, Oregon, South Dakota, Utah, Washington, Wyoming, Hawaii and Alaska.

South Western Region: Arizona, Colorado, Louisiana, New Mexico, Oklahoma, and Texas.

Organization and Geographic Components

Section 1. Organizational Components

The Association shall be comprised of local chapters established and chartered in various cities/metropolitan areas and of unaffiliated members.

A local chapter may be established in any city or metropolitan area wherein a group of interested parties develop a chapter, hold meetings and operate as required by their charter.

Section 2. Geographic Components

- A. Local chapters shall be chartered by the National Alumni Board and must submit a written report of accomplishment to the Alumni Board during its November meeting, along with other items the chapter would choose to present relevant to student recruitment, alumni outreach and Association membership, financial status and chapter monies contributed to the College.
- B. Each chapter must name a person responsible for coordinating each of the above-mentioned activities.
- C. Chapters shall promote all other purposes of the organization of The Association as described in Article I, Section 2 of the By Laws.
- D. Chapters shall adopt by laws, which are not in conflict with the By Laws of the National Association. The National Alumni Board of Directors must approve chapter by laws before taking effect. A copy of these by laws shall be filed with the National Alumni Board records.
- E. In any situation which the National Alumni Board deems an emergency, the National President may call a special meeting of any chapter provided at least 30 days notice is given to that chapter.

Section 3. Function of the Regions

- A. The regions shall function as sub-divisions for membership meeting and activities between triennial meetings of the National Association. They shall promote the purpose as described in Article I, Section 2 of the By Laws and shall provide information and representation to The Association as required.

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- B. Regions shall adopt by laws that are not in conflict with the By Laws of The Association. The National Board of Directors must approve regional by laws before they take effect. A copy of these by laws shall be filed with the National Board records.
- C. In any situation in a region which the National Board deems an emergency, the National President may call a special meeting of any region, provided at least 30 days notice is given the members of that region.

Section 4. Regional Meetings

- A. Each Region will present tentative dates for the Region's conference at the fall meeting of the National Alumni Board.
- B. Each Region may determine if there will be a Regional Conference during a given year

Article IV - Officers and Directors

Section 1. Officers

- A. Officers of The Association shall be: President, Vice President, Recording Secretary, Financial Secretary, and Treasurer. The President shall appoint a Parliamentarian. These persons must meet criteria as delineated by the Nominating Committee. These persons shall serve as officers of the Board of Directors.
- B. The term of office for all officers shall be three (3) years, beginning and ending at the close of the Triennial Alumni meeting, or until successors are elected. Officers may succeed themselves in office, except that the President may not serve more than two (2) consecutive terms.

Section 2. Directors

- A. The regional president from each region of The Association shall serve as a member of the National Board.
- B. Each region shall elect one member at-large from the region to serve on the National Board. The Immediate Past President of The Association shall serve on the National Board.
- C. A student body representative, elected by the student body, shall serve on the Board for a one-year term, and is to be seated at the May meeting of the Board.
- D. The President of the College and the Director of Alumni Affairs shall serve on the National Board in an advisory capacity.

Article V - Nomination and Election of Officers and Directors

Section 1. Election of Officers

1. Nominating Committee

A Nominating Committee shall be elected triennially as follows: One Member elected by the Board at the November meeting preceding the triennial meeting of the Association and one Member elected by each Region. The President of The Association shall designate one member as chairperson. The term of membership on the Nominating

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Committee is three (3) years. If a vacancy occurs during the 3-year term, the original appointer shall fill it. No member shall serve more than 2 consecutive terms.

2. Term of Office

Officers shall serve for a term of three years beginning and ending at the close of the triennial meeting or until their successors are elected.

3. Election Process

Beginning December 1, the Nominating Committee shall solicit suggestions from the total membership of The Association and prepare a ballot, preferably with two (2) nominees for each position. Nominees must be active members of the Association.

1. January 2nd will be the deadline for receipt of suggestions by the Nominating Committee.
2. The Nominating Committee shall strive to develop a slate of at least two nominees for each office. The ballot shall be prepared by March 1st. A biographical sketch including factors that affect potential success in the position, must accompany each ballot.
3. The Officers of the Association shall be elected triennially by majority vote. The election shall be conducted by direct mail ballot.
4. Ballots will be mailed to financial or active members no later than April 15th.
5. Return ballots must be received by return mail at the College by May 1st.
6. Ballots will be returned to the Office of Alumni Affairs and counted by designees of the Alumni President.
7. Election results will be announced at the May meeting of the Alumni and Board.
8. New officers will be installed during the Business Session at the triennial meeting.

Article VI - Duties of Officers

Section 1. The President

The President shall preside at all meetings of The Association and act as ex-officio member of each committee designated and shall assume all other duties incumbent upon his/her office. The President will serve as Alumni Association representative on the Board of Trustees of the College. The President will approve all expenses of the Association submitted by other members of the Board. The Vice President and Financial Secretary must approve expenses created and submitted by the President

Section 2. Vice President

The Vice President shall preside at meetings in the absence of the president, serve as ex-officio member of committees, and assume other duties of the President. In case of a vacancy in the office of President, the Vice President shall automatically succeed as President and serve

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until the expiration of the current term. In case of a vacancy of both the President and Vice President, the Executive Committee shall appoint an Acting President (from among members of the Board) who shall serve until the next regular election. In case of a vacancy of any other office, the Executive Committee shall appoint persons to act in those positions until the next regular election.

Section 3. Recording Secretary

The Recording Secretary shall be responsible for the minutes of all meetings of The Association and shall collect all data for a full and complete record of all transactions of The Association. The Recording Secretary shall be responsible for preparing and distributing in a timely fashion (i.e., to be determined by the President), the minutes of all meetings of The Association. The Recording Secretary shall collect all data and maintain a full and complete record of all business of the Association.

Section 4. Financial Secretary

The Financial Secretary shall be responsible for collecting all monies coming into The Association and give receipts for the same. The Financial Secretary will provide a current financial list of the membership at the May and November Alumni Board meetings. The Financial Secretary will issue membership cards annually to all financial members. The Financial Secretary will be responsible for membership relations and member growth.

Proposed amendment:

The Financial Secretary shall be responsible for collecting all monies coming into The Association and give receipts for the same **except those funds received through any electronic payment service such as PayPal.** The Financial Secretary will provide a current financial list of the membership at the May and November Alumni Board meetings. The Financial Secretary will issue membership cards annually to all financial members. The Financial Secretary will be responsible for membership relations and member growth.

Rationale: to provide accountability for funds received by way of alternative venues.

Section 5. Treasurer

The Treasurer shall receive from the Financial Secretary and hold in a bank all funds, dues and assessments of The Association; shall keep a proper book of accounts showing the source of all monies received; shall make all approved disbursements by check; shall make at least one detailed written report of all receipts and disbursements at the time of the Annual Meeting of The Association. A copy of this report shall be distributed to all voting members of The Association. The Treasurer must also file an annual tax return with the IRS.

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Proposed amendment:

The Treasurer shall receive from the Financial Secretary and hold in a bank all funds, dues and assessments of The Association; shall keep a proper book of accounts showing the source of all monies received; **shall maintain a record of monies received through any electronic payment service with which the Association has affiliation, and transfer such funds into the checking account** shall make all approved disbursements by check; shall make at least one detailed written report of all receipts and disbursements at the time of the Annual Meeting of The Association. A copy of this report shall be distributed to all voting members of The Association. **The Treasurer will provide the Financial Secretary a copy of all transaction records**

Rationale: This is in keeping with updated fiscal practices.

Section 6. Parliamentarian

The Parliamentarian shall advise the President and assist with any questions that may arise in interpreting the By Laws and in connection with the work of the Board and of officers and committees. The Parliamentarian shall serve as chairperson of the By Laws Committee.

Article VII - National Meetings of the Membership

Section 1. Annual Meetings

Annual meetings shall be held at Talladega College each May for the purpose of updating the membership as to the business of The Association, reviewing budget/ financial statements and receiving reports from officers and chairpersons, as appropriate, and other matters appropriately placed on the agenda by members of the Board or any member of The Association. Agenda items must be submitted in writing at least 60 days in advance of the meeting and must be approved by the Executive Committee of the Board

Section 2. Triennial Meetings

Triennial meetings will be held in a city to be determined by the Board for the purpose of installing officers, consideration of alumni business and fellowship.

Section 3. Special Meetings

The National Board may call special meetings of the membership provided at least 90 days notice is given to the membership.

Section 4. Business

Business to be conducted at triennial meetings of the membership shall include: review of the budget and financial statement for The Association; reports from officers and committee chairpersons, as appropriate; and any other matters placed on the agenda by members of the Board or any member of The Association. Agenda items must be submitted in writing at least 60 days in advance of the meeting and must be approved by the Executive Committee of the Board.

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Section 5. Quorum

In order to conduct business, at least (25) twenty-five active members must be present in person and this number shall include at least two (2) officers and four (4) other members of the Board.

Article VIII - Board of Directors

Section 1. Composition

The Board shall consist of the officers and directors as listed in Article IV of these By Laws.

Section 2. Meetings

The Board shall have two regular meetings, in November of each year during Founders' Day Weekend, and in May during Commencement Weekend. The President or five other members of the Board may call a meeting of the Board at other times as required, provided at least thirty (30) days notice is given for each meeting.

Section 3. Responsibilities

- A. The Board shall conduct the affairs of The Association between meetings. It shall abide by the provisions in these By Laws, and shall at all times follow a corporate business approach in fulfilling its responsibilities.
- B. It shall be the duty of each Board member to attend the Alumni Board meetings in May and November. In the event of a chapter delegate's inability to attend, that individual shall certify to the President, in advance, another qualified member as the voting proxy.
Proposed amendment: It shall be the duty of each Board member to attend the Alumni Board meetings in May and November.
Rationale: The recommendation is that the second sentence be stricken from this section. The wording was added in order to be consistent with the then proposed replacement of Regional Presidents by Chapter Delegates. That change was not approved; the Association does not have chapter delegates so the wording is invalid.
- C. Any Board officer's failure to uphold the responsibilities of office shall be considered breach of trust and shall be grounds for removal and replacement.
- D. The National Alumni Board assumes no responsibility for expenses incurred by it members. Board officers may be reimbursed for reasonable and actual expenses (travel and lodging) incurred in attending regular meetings of the Board.
- E. The President shall submit to the Board an annual budget for approval at the November meeting. This budget must be distributed to the chapters no later than February 1st. The approved budget must be presented to the membership at the May Alumni meeting.

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Section 4. Finance

Fiscal Year

The fiscal (accounting) year of The Association shall be January 1st to December 31st.

A. Tax Shelter

The Board shall make a continual effort to maintain tax shelters of mutual advantage to the Alumni Association, the College, and the members of The Association.

B. Tax Exemption

The local chapters of the National Alumni Association, having agreed to the purposes and By Laws of the National Association, will be entitled to the tax-exempt status granted to the National Association. To that end, each chapter must file an annual tax return with the IRS and must provide a copy of said document to the Treasurer of the National Alumni Association.

C. Dissolution

Upon dissolution of The Association, all assets remaining after debts are paid shall revert to Talladega College.

D. Bonding

The Treasurer shall be bonded at the expense of The Association.

Section 5. Conduct of Board Business

An Executive Committee consisting of the officers and two directors appointed by the President may conduct Board business between its meetings. All actions taken by the Executive Committee are subject to ratification by the Board at its next meeting.

Section 6. Committees

- A. Standing Committees shall be established as follows: Executive, Finance, Membership, Recognition, Reunion, Auditing, Recruiting and Nominating.
- B. The Board may establish special committees, as appropriate. The President shall appoint committee chairpersons. All committees except the Auditing Committee shall include at least one Board member.
- C. The Auditing Committee shall be comprised of non-members of the Board.
- D. The Finance Committee will be responsible for identifying an independent auditor, who shall complete an audit and provide a certified report at the November meeting, immediately preceding the triennial meeting.
- E. Committees shall regularly report to the Board, and to the Executive Committee when requested to do so.

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Article IX - Parliamentary Authority

Rules contained in Robert's Rule of Order, Newly Revised, shall govern The Association in all cases not covered by the By Laws.

Article X - Amendments

These By Laws may be amended by a two-thirds vote of the Board members present at an annual meeting; providing the membership has received at least (60) sixty days notice of the proposed changes.

Proposed amendment: These By Laws may be amended by a two-thirds vote of the Board members present at **a Fall Board** meeting; providing the membership has received at least **(30) thirty** days notice of the proposed changes.

In instances of emergency (emergency to be declared during a called or regular meeting of a quorum of the Board of Directors), components of Article V – Nomination and Election of Officers and Directors, may be suspended upon a two-thirds vote of the member of the Board present for that meeting. Notice of the proposed suspension of the By Laws section should be provided in advance of that meeting in as timely a manner as possible.

Rationale: The first change to this section is recommended because TCNAA has the highest number of members for any given year closer towards the end of that calendar year. Moving the vote of the Board to November would allow a broader audience to be included in receipt of the proposed revision. It is suggested that a thirty day window is sufficient time for the information to be received by members and for them to contact any Board members with comments.

The second change is recommended as a result of The Board having been challenged in 2008 to honor a request from the College President that the TCNAA Board officers remain the same during his first year. It was agreed that an “emergency” clause would have been helpful. Roberts’ Rules of Order, Newly Revised stipulates that suspension of the By Laws should address specific sections and should not be open to waiver of the By Laws document as a whole.