



The North Carolina A&T State University Alumni Association, Inc. - Constitution and Bylaws Committee Report
 Proposed Amendments to Constitution & Bylaws (For Membership Review & Approval)

	Section	Current	Proposed change	Change Rationale
1	<p>Article V, Section 2 “seat numbers”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	<p>Seat 1 – Chair (Member-at-large)</p> <ul style="list-style-type: none"> • Seat 2 – Vice Chair(Member-at-large) • Seat 3 – Secretary (Member-at-large) • Seat 4 – Treasurer (Member-at-large) • Seat 5 – Parliamentarian (Member-at-large) 	<p>Seat 1 – Member-at-large</p> <ul style="list-style-type: none"> • Seat 2 – Member-at-large • Seat 3 – Member-at-large • Seat 4 – Member-at-large • Seat 5 – Member-at-large 	<p>Under the previous structure, an individual seeking to be nominating/self-nominating could reasonably assume that by seeking a particular seat number, they are automatically elected to that officer position. This removes that confusion.</p>
2	<p>Article V, Section 3 “nominations”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	<p>For at-large positions (Seats 1-8), a candidate may self-nominate or be nominated by alumni, university faculty and staff. No individual may serve on the Board of Directors without the prior review of the Chancellor of A&T.</p>	<p>For at-large positions (Seats 1-8), a candidate may self-nominate or be nominated by alumni, university faculty and staff.</p> <p>To qualify as a nominee for regional director, the nominee must be an alumnus/alumna of the University; a member of the Association; and reside in geographic region of which seeking election.</p> <p>The nominee may self-nominate or have his/her name placed in nomination by an Active Chapter (in the respective region) of the Association. The Regional Director shall serve on the Association’s Board and shall not serve concurrently as an Alumni Chapter president.</p>	<p>Builds upon previous amendment, clarifying that officers are to be elected from the members at large, and that officer positions are not necessarily tied to a particular seat number.</p> <p>Relocates relevant information about nominating someone for a regional director in the correct position.</p> <p>Relocates information about prevention of dual service as alumni chapter president and regional director to correct position.</p>

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<p>3</p>	<p>Article V, Section 7 "Term"</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	<p>All seats on the Board shall be numbered 1 through 22, as outlined in Section 2 of this Article.</p> <p>The even numbered seats will be elected every third year thereafter. The odd-numbered seats will be elected every second year thereafter. This will prevent all Board seats from becoming vacant at the same time, thus ensuring an overlap of experience among the Board members. No elected member of the Board shall serve more than two consecutive terms.</p>	<p>The term of office of all board members (with the exception of the Executive Director, Immediate Past Chair & Student Alumni Association President) shall be three years. Each member shall assume office on July 1 of the fiscal year in which their term of service begins. With the exception of the previously named members, the terms of all board members shall be staggered as follows:</p> <p>Beginning with July 1 of fiscal year 2017-18, all odd-numbered seats shall be elected every third year thereafter. Beginning with July 1 of fiscal year 2018-19, all even numbered seats shall be elected every third year thereafter. This will prevent all Board seats from becoming vacant at the same time, thus ensuring an overlap of experience among the Board members.</p> <p>Any person who has served two terms in succession as a member of the North Carolina A&T State University Alumni Association Board of Directors shall, for a period of one year, be ineligible for election or appointment to the North Carolina A&T State University Board of Directors.</p>	<p>Specifies that all terms shall be adjusted to be three years going forward. Makes note that Immediate Past Chair, Executive Director & Student Alumni Association President terms are exempt from this due to those members terms of service being contingent upon external factors (i.e. election of a new chair, new Exec. Director hired, new Student alumni assoc. president elected.)</p> <p>Clearly explains how the terms shall be staggered. Previously, with odd numbered serving just 2 years, and even serving 3, we would have every member of the board potentially rotating off every six years. The new structure, with the additional year added to the odd numbered board members service, ensures 50% of the board will remain in place for the 1st year of a new term.</p> <p>Establishes clear restrictions and term limits for all board members.</p>
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4	<p>Article V, Section 7, Sub section A “Board Officer Term”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>The officers of the North Carolina A&T State University Alumni Association shall serve for a term of one year. An officer may seek re-election for a second, consecutive one-year term.</p> <p>No officer may serve more than two consecutive one-year terms.</p> <p>If at the end of two consecutive one-year terms, a board member still has a year of board service remaining, they will be designated a member-at-large for the final year of their term.</p>	<p>Shortening officer terms to one year allows all members at large, regardless of when their term began, to run for any officer position. (example) Previously, the vice chair could never run for chair because the officer term would not end at the same time as the chair’s term.</p> <p>Establishes clear term limits for board officers.</p> <p>Clarifies how members are to be designated after officer service has completed.</p>
5	<p>Article V, Section 7, Sub section B “Chair Term”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>The term of office of the Chair of the North Carolina A&T State University Board of Directors may not exceed more than two (2) one-year terms. The Chair may not succeed himself/herself beyond this established term of office.</p>	<p>Clarifies term limits as specific to the Chair of the board.</p>

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6	<p>Article V, Section 7, Sub section B “Immediate Past Chair Term”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>The immediate past chair will serve in such capacity so long as the current elected chair is in office. Upon the election of a new chair, the immediate past chair’s term shall end, and the now-previous chair shall assume this role.</p> <p>In the event the chair resigns/is removed from office & resigns as a member of the board, the Immediate Past Chair shall remain on the board until a new chair is elected. Upon said election, the proper succession of the immediate past chair position shall resume.</p> <p>If the chair resigns/is removed from their position but remains as a member of the board, they shall be designated member at large, and the Immediate Past Chair shall remain on the board until a new chair is elected. Upon said election, the proper succession of the immediate past chair position shall resume.</p>	<p>Clarifies that the immediate past chair’s term of service is tied to the same term of service as the current elected chair. Clarifies how immediate past chair succession is to be carried out.</p> <p>Clarifies who will serve as immediate past chair if the current elected chair resigns/is removed, but remains on the board.</p> <p>Clarifies who will serve as immediate past chair if the current elected chair resigns/is removed, and does not remain on the board.</p>
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7	<p>Article V, Section 10 “board member vacancies”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>The board shall have the authority to appoint, by majority vote of the members present, a qualified candidate to fill the roll of a vacant board member to serve on an interim basis in cases where such board member seats become vacant. The board shall have the authority to appoint, by majority vote of the members present, a qualified candidate to fill the role of a vacant board member not filled at the beginning of the position’s term. All board members appointed to the board pursuant to this section shall serve in the position for the unexpired term subject to prior review of the Chancellor of A&T.</p>	<p>This formally establishes out the process by which board member positions that are vacant in addition to those that are vacated can be filled, and allow the board to conduct those appointments in a timely fashion.</p> <p>Amendment to follow previously approved amendment surrounding officer vacancies, for added clarity in relation to board member positions.</p>
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8	<p>Article VI, Section 2 “Dual membership prohibited”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>No person may serve simultaneously as a chapter president and a regional director.</p> <p>No person may serve simultaneously as a regional director and officer of the Board of Directors.</p> <p>No member of the board who is also a University employee may serve simultaneously as an officer (does not impact the executive director).</p> <p>No person appointed to the Board of Directors by a University board or another University affiliated organization may serve as chair or vice chair.</p>	<p>Relocates prevention of dual service as chapter president & regional director to appropriate location.</p> <p>Adds that regional directors cannot be officers.</p> <p>Adds that members of the board who also work for the University cannot be officers, with exception of executive director, who’s role is a dual role by design. Not a conflict because the member is non-voting.</p> <p>Adds that board members appointed by the university, or serving on another university board can be chair or vice chair.</p>
9	<p>Article XIV “notices” Section 3, “power to vote”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>All members of the Board of Directors, except those designated ex-officio non-voting, may vote on all matters coming before the board for consideration, but no member may vote by proxy. No vote concerning any matter under consideration by the Board of Directors or by a committee of the Board of Directors may be cast, in absentia.</p>	<p>Clarifies who has voting privileges & that those members may vote on all association business.</p> <p>Clarifies members must vote themselves, and cannot designate a proxy.</p>

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10	<p>Article XIV “notices” Section 4, “rules of order”</p> <p>Approved by committee Feb. 20, 2017</p> <p>Approved by full board Feb. 24, 2017</p>	N/A (Section does not currently exist)	<p>Except as modified by specific rules, policy, or regulations enacted by the North Carolina A&T State University Alumni Association Board of Directors, Robert’s Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the North Carolina A&T State University Alumni Association Board of Directors and its committees.</p>	<p>Adds that Robert’s Rules of Order shall govern the association where there is not association protocol specified in the bylaws.</p> <p>Currently the bylaws only require the parliamentarian to have a “thorough working knowledge” of Roberts Rules and to “interpret proper procedure.”</p>
11	<p>Article V, Section 8 “Removal”</p> <p>Approved by committee Oct. 26, 2016</p> <p>Approved by full board Nov. 2016</p>	<p>The Board, by majority vote of the members present at any meeting may suspend or remove any elected member of the Board, including those elected at the regional level, when, (1) it is in the best interest of the Association; (2) who shall be in default in the payment of dues to the Association or; (3) if any Board member is absent from two consecutive Board meetings, unless such absence is excused by the Board for good and sufficient cause. Suspension or removal under this section shall not occur unless written notice of the proposed action is given to all members of the Board at least ten (10) days prior to the meeting for a vote on the proposed action.</p>	<p>The Board, by majority vote of the members present at any meeting may suspend or remove any member of the Board when (1) it is in the best interest of the Association; (2) who shall be in default in the payment of dues to the Association, (3) if any Board member is absent from two consecutive Board meetings, unless such absence is excused by the Board for good and sufficient cause or; (4) if any Board member fails to abide by the “Board Member Expectations and Responsibilities” guidelines they are required to sign at the beginning of their term. Suspension or removal under this section shall not occur unless written notice of the proposed action is given to all members of the Board at least ten (10) days prior to the meeting for a vote on the proposed action.</p>	<p>As the section is currently written, only those members of the board who have been elected are subject to removal for violating association policies and guidelines. Nearly a third of the board is made up of members who are either automatically granted a position on the board by virtue of their position elsewhere at the University or are grandfathered into the structure from having previously served. For the governing documents to apply equitably to all members of the board, these change is needed. This also serves as a way to place appropriate controls on all members of the board, whether elected or otherwise.</p>

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12	<p>Article V, Section 9 "officer vacancies"</p> <p>Approved by committee Oct. 26, 2016</p> <p>Approved by full board Nov. 2016</p>	<p>With the exception of a vacancy occurring in the office of the Chair, the Board shall have authority to elect, by majority vote of the members present, all other Officers of the Association to serve on an interim basis in cases where such offices become vacant. All officers elected by the Board pursuant to this section shall serve in the office or position for the unexpired term subject to prior review and approval of the Chancellor of A&T.</p>	<p>With the exception of a vacancy occurring in the office of the Chair, the Board shall have authority to elect, by majority vote of the members present, all other Officers of the Association to serve on an interim basis in cases where such offices become vacant. The board shall have the authority to elect, by majority vote of the members present, a qualified candidate to fill the role of a vacant officer not filled at the beginning of the position's term. All officers elected by the Board pursuant to this section shall serve in the office or position for the unexpired term subject to prior review of the Chancellor of A&T.</p>	<p>This formally establishes out the process by which officer positions that are vacant in addition to those that are vacated can be filled, and allow the board to conduct those appointments in a timely fashion.</p>
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