

**CONSTITUTION  
&  
BYLAWS**

**of the**

**CLARK ATLANTA UNIVERSITY  
ALUMNI ASSOCIATION,  
INCORPORATED**

*Proposed Revisions and Amendments FY 2011-2012*

CONSTITUTION and BYLAWS  
of the  
Clark Atlanta University Alumni Association, Inc.

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## CONSTITUTION

### CLARK ATLANTA UNIVERSITY ALUMNI ASSOCIATION

#### ARTICLE I-NAME

The name of this organization shall be known as the CLARK ATLANTA UNIVERSITY ALUMNI ASSOCIATION, INCORPORATED, hereinafter referred to as CAUAA, with jurisdiction over all matters affecting it, its sub units and all categories of members.

#### ARTICLE II-PURPOSE

The purpose of CAUAA shall be:

1. To promote, create, maintain and instill in the alumni a sense of personal commitment to ideals, welfare, traditions, and principles of CAUAA and the University.
2. To seek continuing support and raise funds for the University.
3. To develop and implement programs that enhance the images of CAUAA and support the mission of the University.
4. To encourage alumni to attain success in their specific fields of endeavor.
5. To recruit and assist in the recruitment of students for the University.
6. To encourage alumni to assist one another in professional, economic and social development.

#### ARTICLE III-ORGANIZATION

The principal units of CAUAA shall be:

1. The Clark Atlanta University Alumni Association.
2. The Board of Directors.
3. The Chapters.
4. The Members.

#### ARTICLE IV-MEMBERSHIP

##### Section 1. Member

- A. Any person who has received a degree from Clark College, Clark University, Atlanta University or Clark Atlanta University shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and shall receive the publications of the CAUAA.
- B. Any person who has been enrolled and attended Clark College, Clark University, Atlanta University or Clark Atlanta University at least one semester shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and receive the publications of the CAUAA.
- C. **Membership status is conferred annually upon payment of dues for the fiscal year of the CAUAA, Inc. which begins on July 1 and ends on June 30 of the succeeding year.**

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Section 2. Associate Member

Any individual or corporation who manifests interest in and support of the Alumni Association and subscribes to the purpose of same may become an associate member. ~~(May be granted to spouses of alumni, parents of alumni, former and current faculty and staff or corporations, and former recipients of Honorary Degrees received from Clark, Atlanta University or Clark Atlanta University).~~

Section 3. Honorary Member ~~NONVOTING MEMBER~~

**Honorary membership may be conferred to** the President of Clark Atlanta University, members of the Clark Atlanta University Board of Trustees, and former recipients of Honorary Degrees received from Clark **College**, Clark University, Atlanta University or Clark Atlanta University

The CAUAA may also elect as honorary members, upon recommendation by the Board of Directors, persons **who have made significant financial or material contributions** to the University or who have rendered notable service **to CAUAA or to the University.**

**Honorary members have no requirement to pay dues, shall not hold office nor have voting privileges.**

Section 4. Life Member

**Any individual who qualifies as a General Member and pays the requisite fee will be deemed a Life Member.**

ARTICLE V-CHAPTERS

Section 1

Chapters are hereby authorized and may be established as a unit of CAUAA in communities where sufficient graduates and former students of Clark College, Clark University, Atlanta University and Clark Atlanta University are located. Chapters may be admitted and chartered upon application and approval of a majority vote of the Board of Directors or approval by the CAUAA in session. The application must have the signatures of at least seven members of CAUAA as defined in Article IV, Sections **1 and 4** of the CAUAA *Constitution and Bylaws*.

Section 2.

- A. A chapter shall officially be considered a unit of CAUAA by being chartered by the Association.
- B. A chapter shall be in good standing with all rights and privileges by paying an annual stipulated affiliation fee, making annual financial contributions to the University, supporting the purpose and programs of the CAUAA and filing reports.
- C. Chapters shall submit to the ~~President~~ **Parliamentarian** a copy of the chapter bylaws ~~constitution~~ prior to chartering, for the approval by the Board of Directors or CAUAA body in session and which does not run contrary to the *Constitution and Bylaws* of the CAUAA.
- D. Chapters shall be named after the city or vicinity in which they are located.
- E. A chapter shall support and conduct activities toward programs prescribed by the CAUAA; and shall execute plans and programs for the benefit of the chapter, CAUAA, and the University.
- F. ~~Chapters in good standing shall be permitted to operate under the aegis of CAUAA for tax deductible purposes.~~
- G. No ~~alumni~~ ~~alumnus/na~~ or group of alumni may use the name of CAUAA or any similar name unless so certified **approved** by CAUAA **the Board of Directors.**

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- H. Chapters shall submit their program and activity schedule to the President no later than July 1 for the following fiscal year.
- I. Chapters shall elect officers in keeping with their ~~Constitution~~ **bylaws**. **An election report** ~~copy of the~~ **containing** the names of the officers with addresses, and telephone numbers, **and email addresses** shall be submitted to the ~~President~~ **Corresponding Secretary** no later than thirty days after their election.

ARTICLE VI-FINANCES

Section 1.

The Clark Atlanta University Alumni Association, Inc. shall develop a financial program structured to promote and cover any financial obligations which the Association directs to maintain an efficient, stable and economical organization.

Section 2.

The CAUAA shall assess all ~~alumni, associate members including former and current faculty and staff~~ **Members, Associate Members, and Members paying Life Membership in installments** an annual membership **dues** fee as recommended by the Board of Directors for ratification by the body in session at the Annual Meeting.

Section 3.

~~The Spring meeting (May Weekend) shall be developed, managed, and implemented by the Alumni Association as a fundraising activity for the Association.~~

**Section 3.** ~~Section 4.~~

Chapters are required to pay a ~~stipulated~~ annual affiliation fee to remain in good standing with the Association as recommend by the Board of Directors and ratified by the body at the Annual Meeting. Chapters may be requested to contribute financially, other than dues, as the need indicates.

**Section 4** ~~Section 5.~~

Proceeds from projects of the CAUAA Annual Meeting and the Spring Meeting shall be used to support the Association **and the University**. All financial reports regarding these events must be presented to the Financial Secretary no later than thirty days from the date of the event.

~~Section 6.~~

~~The CAUAA shall sponsor and promote a Souvenir Journal at the Spring meeting for the purpose of securing funds. Proceeds from advertisements will be reverted to the host chapter in order to assist it to support the goals, objectives, national programs, and chapter programs. Reports from this project will be presented to the CAUAA Financial Secretary no later than thirty days from the date of the event.~~

**Section 5.** ~~Section 7.~~

The fiscal year of the CAUAA, Inc. begins on July 1 and ends on June 30 of the succeeding year.

ARTICLE VII-OFFICERS

Section 1.

The Officers of CAUAA shall be: President, Vice President, Vice President for the Undergraduate **and Graduate Schools**, ~~Vice President for the Graduate School~~, Recording Secretary, Corresponding Secretary, **Chaplain**,

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Treasurer, Financial Secretary, Historian, Parliamentarian, **President Emeritus** and such Alumni Representative to the Clark Atlanta University Board of Trustees as are authorized by that body.

Section 2.

All officers shall serve a term of two years. No officer can serve more than two consecutive terms in a given office.

All officers shall continue in office until a successor has been duly qualified, elected and installed.

Section 3.

In the event an officer cannot perform the duty of office, the President shall appoint a member of the Association, with the approval of the Board of Directors, to serve out the term until the next ~~annual~~ meeting.

Section 4.

**In the event an officer is not performing his/her duties, a recommendation for removal may be made to the Board of Directors.** An officer may be removed for substantiated due cause by two-thirds vote of the Association membership present **at the Annual or Spring Meeting, whichever happens first.**

ARTICLE VIII-BOARD OF DIRECTORS

A. The Executive Board

The Board of Directors is a subordinate unit of the CAUAA.

Section 1.

The Board of Directors is composed of the following officers: President, who shall serve as Chairperson; Vice President, who shall serve as Vice Chairperson; Vice President for the Undergraduate **and Graduate Schools**; ~~Vice President for the Graduate School~~; Recording Secretary; Corresponding Secretary; Chaplain; Treasurer; Financial Secretary; Historian; Parliamentarian; ~~and~~ Alumni Representative to the Clark Atlanta University Board of Trustees **and President Emeritus**.

Six members are necessary as a quorum to conduct the affairs of the Board of Directors.

Section 2.

The Board of Directors shall have the power and authority to act upon association business between regular CAUAA Meetings.

Section 3.

The Board of Directors shall meet at least twice a year: once prior to the Spring Meeting and once prior to the Fall Meeting. The President may call meetings as necessary to conduct business of the Association expeditiously.

B. The Executive Committee

**The Executive Committee is composed of the Vice President for University Relations and Development for Clark Atlanta University, the Director of Alumni Relations for Clark Atlanta University, Officers of the Alumni Association, Presidents of Local Chapters, Chairpersons of Standing Committees** and other designees.

## **BYLAWS**

### ARTICLE IX-ELECTION of OFFICERS

#### Section 1.

The Officers of CAUAA shall be elected by the members in good standing by secret ballot. **No member may hold two elected positions simultaneously.**

The election of officers will be staggered by year into two groupings. They are as follows:

1. President, Corresponding Secretary, Treasurer, Financial Secretary, ~~Vice President for the Graduate School~~ and Historian.
2. Vice President, Recording Secretary, Alumni Representative to the Clark Atlanta University Board of Trustees, Parliamentarian, Vice President for the Undergraduate **and Graduate** Schools and Chaplain.

#### Section 2.

The Board of Directors shall elect a nominating committee consisting of five members. The Nominating Committee shall conduct the nominating process, election and report the results to the membership at the Spring Meeting. The Nominating Committee will use the following guidelines:

1. Elections will be held annually.
2. Official nominations will be announced at the Annual Meeting.
3. Ballots will be issued at least 30 days prior to the Spring Meeting.
4. Election results will be reported at the Spring Meeting.
5. Newly elected officers will assume responsibilities at the beginning of the fiscal year, July 1.

#### Section 3.

The Nominating Committee shall request from the members in good standing nominations for each office according to the nominating process.

#### Section 4.

No member's name shall be submitted for CAUAA office to the Nominating Committee without the member's written signature stating his/her willingness to serve if elected.

#### Section 5.

Candidates for each office shall conform to the following criteria:

Must be:

1. A graduate of Clark College, Clark University, Atlanta University, or Clark Atlanta University.
2. A financial member of the Association for the **fiscal** ~~at least one year~~ **immediately preceding the current** election.
3. A member in good standing in his/her chapter and/or the Alumni Association who exhibits good leadership qualities, commitment and dedication to the Association and the University and has integrity.
4. A financial contributor to the University **for the fiscal year immediately preceding the election cycle.**

**Section 6.**

**In the event that there is no candidate for an office, a candidate may be nominated and elected from the floor at the Spring meeting. The Nominating Committee must obtain a willingness to serve statement and verify that the candidate meets the criteria of Article IX, Section 5 within thirty days of the nomination. The Board of Directors shall appoint a member to fill the vacancy if the candidate does not meet the criteria or if an officer cannot fulfill his/her duties.**

ARTICLE X-MEETINGS

Section 1. Meetings

The Clark Atlanta University Alumni Association, Inc. shall have two regular meetings per year. The Annual Meeting shall be held at the Fall Conference in a region(s) on a rotating basis with a chapter(s) of a region(s) serving as host for the meeting. The place for the meeting shall be nominated by the Time and Place Committee for approval by the Board of Directors and the Alumni Association. The Spring Meeting (May Weekend) shall be held in Atlanta during the weekend of commencement.

Section 2. Special Meetings

Special meetings of the Association may be called by the President at any time upon request of the Board of Directors or upon written request of fifty members in good standing with the Association. The notice shall be sent at least 30 days prior to the meeting.

Section 3. Quorum

The quorum for the Alumni Association's meetings shall consist of ~~20~~ 25 financial members, five of whom must be officers of the Association.

Section 4. The Annual Meeting (Fall Conference)

The following activities shall be included at the Annual Meeting:

- A. Meeting of Board of Directors.
- B. Business meeting and recommendations from the Board of Directors.
- C. Written reports from Officers, ~~Chapters~~ and **Chairpersons of** Standing Committees
- D. President's outline of his/her program for the coming year.
- E. ~~Submission of budget and approval.~~
- F. ~~Committee assignments and reports.~~
- G. ~~Meeting of the New Board of Directors.~~

Section 5. The Spring Meeting (May Weekend)

The purpose of the Spring Meeting shall be: fellowship, class reunions, and fundraising.

The following activities shall be included at the **S**pring Meeting:

- A. Meeting of Board of Directors.
- B. Business meeting and recommendations from the Board of Directors.

- C. Submission of budget and approval for the upcoming year.**
- ~~G.~~ **D.** Written reports from Officers, Standing Committees and Chapters **Presidents.**
- ~~D.~~ **E.** President's State of the University Address.
- ~~E.~~ **F.** Report of election results.
- G. Board of Directors Transitional Meeting**
- ~~F.~~ **H.** Installation of officers (effective July 1).
- I. Committee assignments for the upcoming year**
- ~~G.~~ **J.** Memorial service.
- ~~H.~~ **K.** Annual recognition lunch and or banquet.

**Section 6. Electronic meetings**

**The Board of Directors, Executive Committee, Standing and Special committees of CAUAA may hold electronic meetings such as teleconferences and videoconferences provided all participants are able to hear and/or see each other at the same time.**

ARTICLE XI-DUTIES OF OFFICERS

Section 1. President

The President shall be Chief Executive Officer of the Association, Chairperson of the Board of Directors, and ex-officio member of all committees of the Association (except the Nominating Committee), and a representative of alumni to the Board of Trustees of ~~CAU~~ Clark Atlanta University.

The President Shall:

- A. Preside at all Association Board of Directors Meetings.
- B. Establish committees for specific purposes with the concurrence of the Board of Directors or Association in session.
- C. Appoint all committee chairpersons.
- D. Interpret and enforce the provisions of the Constitution and Bylaws and Board of Directors actions.
- E. Sign all proclamations and awards issued by the Association.
- F. Be an authorized signatory on all accounts maintained by the Association.
- G. Execute all contracts on behalf of the Association.
- H. Represent the Association at all significant public affairs or designate a representative when he/she is unable to attend.
- I. Submit a program plan and budget for the fiscal year to the general body at the annual meeting of the Association.
- J. Be one of the two Alumni Representatives to the Board of Trustees of Clark Atlanta University.

- K. Maintain consistent communication with the Vice President and Vice Presidents for the Graduate and Undergraduate Schools regarding the business and programs as defined by the Association.
- L. **Pass on his/her records to the incoming President at the close of his/her tenure.**

Section 2. The Vice President

The Vice President shall fulfill the duties of the President in his or her absence. The Vice President shall serve as the Program Chairperson of Association programs as defined by the Association.

**Pass on his/her records to the incoming Vice President at the close of his/her tenure.**

**RATIONALE:** Statement added to facilitate the transition of the office of Vice President to the incoming Vice President.

Section 3. The Vice President for the Undergraduate **and Graduate** Schools

The Vice President for the Undergraduate **and Graduate Schools** shall be responsible for expressing the concerns and grievances for undergraduate **and graduate** alumni and encourage participation in the Alumni Association.

**Additionally, the Vice President for the Undergraduate and Graduate Schools shall be responsible for maintaining a relationship with the Pre-Alumni Council and facilitating communication with the SGA Presidents, Presidents of all active alumni groups of CAU, and all Deans.**

**Pass on his/her records to the incoming Vice President for the Undergraduate and Graduate Schools at the close of his/her tenure.**

~~Section 4.~~ The Vice Graduate for the School

~~The Vice President for the Graduate School shall be responsible for expressing the concerns and grievances of the Graduate School alumni and encourage participation in the Alumni Association.~~

~~Establish active communication with the Deans and Presidents of any active alumni groups of the Graduate Schools.~~

~~Section 5.~~ **Section 4.** Recording Secretary

The Recording Secretary takes all minutes for all meetings of the Alumni Association. The Recording Secretary shall read and/or report all minutes of official proceedings of the Association. Provide a **draft of the minutes of the Alumni Association meetings within thirty days after the meeting.**

Shall have in his/her possession all official proceedings of the Association, ~~and~~ keep same in good order **and have them available during all meetings of the Alumni Association.** The Recording Secretary shall turn over all minutes at the end of his/her tenure to the Alumni Association **CAUAA President and incoming Recording Secretary.**

~~Section 6.~~ **Section 5.** Treasurer

The Treasurer shall be Chief Fiscal Officer of the Association and a member of the Budget Committee. The Treasurer under the direction of the Board of Directors or Association in session shall disburse all funds for the Association and keep a record of current balances. The Treasurer shall be responsible for all ~~moneys~~ **monies, current balances and expenditures** of the Association and shall be the custodian of all funds of the Association.

**The Treasurer shall submit financial records to the Audit Committee annually.**

The Treasurer Shall:

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- A. Maintain detailed records of financial accounts of the Association except those of the Financial Secretary.
- B. Maintain records of all transactions involving ~~moneys~~ **monies** of the Association.
- C. Serve as principal signatory along with one other authorized signatory (either the President or Financial Secretary), on all checks or instruments evidencing disbursements of Association funds **or any other related financial accounts**.
- D. Deposit all ~~moneys~~ **monies** of the Association in such banks, trust companies or other depositories as shall be instructed by the Board of Directors in accordance with provisions of the *Constitution* **and Bylaws in a timely manner**.
- E. **Present a written detailed** report at each meeting of the Association and Board of Directors commensurate with good and efficient business practice.
- F. Perform all duties incident to the office and such other duties as from time to time may be assigned by the President and/or Board of Directors.
- ~~G. Be an authorized signatory on all financial accounts maintained by the Association.~~
- H. Work in conjunction with the Financial Secretary.
- I. Be a bonded officer.
- J. Pass on his/her records to the incoming Treasurer at the close of his/her tenure

~~Section 7.~~ **Section 6.** Corresponding Secretary

The Corresponding Secretary shall act as corresponding officer for the Alumni Association, and shall maintain a permanent record of correspondence emanating from his/her office or received from chapters, members or sources outside the Association. **He/she shall also present a written summary of all major correspondence received by the Association at the Annual and Spring Meetings.** The Corresponding Secretary shall have the responsibility **of sending correspondence as directed by the President and** copies of the **minutes** ~~an~~ abbreviated summary of all General Meetings to financial members within two months following the meeting.

**Pass on his/her records to the incoming Corresponding Secretary at the close of his/her tenure.**

~~Section 8.~~ **Section 7.** Financial Secretary

The Financial Secretary shall:

**The Financial Secretary shall be a member of the Budget Committee and submit financial records to the Audit Committee annually.**

- A. Collect all funds of the Association, issue receipts for same and keep records of funds received, **and have current list of financial alumni available at all meetings**.
- B. Transfer funds to the Treasurer for deposit in the name of the Association.
- C. **Present a written detailed** report at all Board of Directors and Association meetings commensurate with good and efficient business practice.
- D. Work in conjunction with the Treasurer.
- E. Be a bonded officer.

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- F. Perform the duties of the office and such other duties as from time to time may be assigned by the President.
- G. **Pass on his/her records to the incoming Financial Secretary at the close of his/her tenure.**

~~Section 9.~~ **Section 8.** Historian

The Historian shall:

- A. Perform the primary function of publishing all newsworthy achievements ~~in~~ of the CAUAA and public press ~~in accordance with~~ **at the direction of the Board of Directors.**
- B. Compile and collect historical and biographical materials annually for the use of the CAUAA and direct their publication in the manner prescribed by the Board of Directors.
- C. Maintain files copies of all CAUAA publications and maintain a CAUAA history.
- D. **Establish and help maintain a process for accepting archival submissions from CAUAA chapters and individual alumni in conjunction with the Clark Atlanta University Alumni Relations Office.**
- E. **Pass on his/her records to the incoming Historian at the close of his/her tenure**

~~Section 10.~~ **Section 9.** Parliamentarian

The Parliamentarian shall advise the President on all legal matters of **parliamentary procedure**, including the interpretation of the *Constitution* **and Bylaws** of the CAUAA and shall perform such other duties as are ~~usually~~ **usual** to this office.

**Pass on his/her records to the incoming Parliamentarian at the close of his/her tenure.**

~~Section 11.~~ **Section 10.** Chaplain

The Chaplain shall perform such services as will provide inspirational and divine guidance.

Pass on any records to the incoming Chaplain at the close of his/her tenure.

~~Section 12.~~ **Section 11.** Alumni Representative to the Board of Trustees

The Alumni Representative shall act as a Representative of the Alumni Association. **He/she** ~~They~~ shall serve as a liaison from the Association to the Board of Trustees of Clark Atlanta University **and provide a written report of the highlights of the Board of Trustees meetings.**

**Pass on his/her records to the incoming Alumni Representative to the Board of Trustees at the close of his/her tenure.**

ARTICLE XII-STANDING COMMITTEES

The Association shall have the following permanent committees:

- A. Budget  
**This committee shall be responsible for presenting a yearly budget to be approved by the Board of Directors and ratified by the Alumni Association.**
- B. Fund Raising  
**This committee shall be responsible for initiating fund raising projects, and activities which have been recommended and approved by the Board of Directors and ratified by the Alumni Association.**
- C. Constitution and Bylaws  
**This committee shall function when directed by the Alumni Association to make revision of or amendments to the *Constitution and Bylaws*.**
- D. Time and Place  
**This committee is responsible for the long range planning for meeting sites and dates to be approved by the Board of Directors and ratified by the Alumni Association.**
- E. Audit  
**The Auditing Committee shall inspect financial records of all officers, members or groups in the Alumni Association who conduct monetary matters in the name of the Alumni Association. The report shall be made at the next Board of Directors meeting following the activity or event. It is highly recommended that chapters follow the audit procedures conducted by the Association.**
- F. Nominating  
**This committee shall be responsible for the nomination and election process.**
- G. Membership  
**This committee shall be responsible for increasing the membership of the Association.**
- H. Program  
**The Program Committee shall be responsible for planning and helping with the implementation of all programs of the Association, Local Chapters and the University as appropriate.**
- I. Awards  
The Awards Committee shall be responsible for the nomination and awards procedures **process** of the Association.

~~Budget Committee.~~— This committee shall be responsible for presenting a yearly budget to be approved by the Board of Directors and ratified by the Alumni Association.

~~Fund Raising Committee.~~— This committee shall be responsible for initiating fund raising projects, and activities which have been recommended and approved by the Board of Directors and ratified by the Alumni Association.  
~~Constitution and By-laws Committee.~~— This committee shall function when directed by the Alumni Association to make revisions of the constitution.

~~Time and Place Committee.~~— This committee is responsible for the long range planning for meeting sites and dates to be approved by the Board of Directors and ratified by the Alumni Association.

~~Auditing Committee.~~— The Auditing Committee shall inspect financial records of all officers, members or groups in the Alumni Association who conduct monetary matters in the name of the Alumni Association. The report shall be made at the next Board of Directors meeting following the activity or event. It is highly recommended that chapters follow the audit procedures conducted by the Association.

~~Nominating Committee~~— This committee shall be responsible for the nomination and election process.

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~~Membership Committee~~—This committee shall be responsible for increasing the membership of the Association.

~~Program Committee~~—The Program Committee shall be responsible for planning and helping with the implementation of all programs of the Association, Chapters and the University.

~~Awards Committee~~—The Awards Committee shall be responsible for the nomination and awards procedures of the Association.

ARTICLE-XIII-AMENDMENTS AND PROCEDURES PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the CAUAA, Incorporated in all cases to which they are applicable and in which they are not inconsistent with the current *Constitution and Bylaws* of the CAUAA, Incorporated and special rules or procedures that CAUAA, Incorporated may adopt.

ARTICLE XIV-AMENDMENTS AND REVISION PROCEDURES

Section 1.

AMENDMENTS

The *Constitution and Bylaws* of the Clark Atlanta University Alumni Association, Inc. may be amended or revised by a two-thirds vote of the membership present at any regular meeting of the CAUAA, Inc. provided that the proposed amendment(s) or revision(s) has been circulated to financial members in good standing at least sixty (60) days prior to the meeting.

**All amendments and revisions shall take effect immediately following adjournment of the Annual Meeting (Fall Conference) or the Spring Meeting (May Weekend) at which they are adopted.**

Section 2.

PROCEDURES

Robert's Rule of Order (Newly Revised) shall govern the CAUAA, Inc.