

CONSTITUTION and BY-LAWS

of the

**CLARK ATLANTA UNIVERSITY ALUMNI ASSOCIATION,
INC.**

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of the
Clark Atlanta University Alumni Association, Inc.

Table of Contents

CONSTITUTION	4
ARTICLE I - NAME	4
ARTICLE II - PURPOSE.....	4
ARTICLE III - ORGANIZATION.....	4
ARTICLE IV - MEMBERSHIP	4
Section A. MEMBER	4
Section B. ASSOCIATE MEMBER	5
Section C. LIFE MEMBER.....	5
Section D. HONORARY MEMBER.....	5
ARTICLE V - CHAPTERS.....	5
Section A. CHARTERING OF CHAPTERS.....	5
Section B. CHAPTER REGULATIONS	6
ARTICLE VI - FINANCES	6
ARTICLE VII - OFFICERS.....	7
ARTICLE VIII –CAUAA EXECUTIVE LEADERSHIP	8
Section A. EXECUTIVE BOARD	8
Section B. BOARD OF DIRECTORS.....	8
BY-LAWS	9
ARTICLE IX - ELECTION of OFFICERS	9
ARTICLE X - MEETINGS.....	10
Section A. - Meetings	10
Section B. - Special Meetings	10
Section C. - Quorum.....	10
Section D. - The Fall Conference	10
Section 5. - The Spring Conference (May Weekend).....	11
ARTICLE XI - DUTIES OF OFFICERS.....	11
Section A. - PRESIDENT	11
Section B. - THE VICE PRESIDENT	12
Section C. - THE VICE PRESIDENT FOR THE UNDERGRADUATE/GRADUATE SCHOOL.....	12
Section D. - RECORDING SECRETARY	12
Section E. - TREASURER.....	13
Section F. - CORRESPONDING SECRETARY	13
Section G. - FINANCIAL SECRETARY	13
Section H. - HISTORIAN	14
Section I. - PARLIAMENTARIAN	14
Section J. - CHAPLAIN.....	14
Section K. - ALUMNI REPRESENTATIVES TO THE BOARD OF TRUSTEES	14
ARTICLE XII - STANDING COMMITTEES	15
ARTICLE XIII - AMENDMENTS AND PROCEDURES	16
Section A. - Amendments	16

Section B. - Procedures 16

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 its members.

ARTICLE II - PURPOSE

The purpose of CAUAA shall be:

- A. To promote, create, maintain and instill in the alumni a sense of personal commitment to the ideals, welfare, traditions, and principles of CAUAA and the University.
- B. To support and raise funds for the University.
- C. To develop and implement programs that enhances the image of CAU alumni and support the mission of the University.
- D. To encourage alumni to attain success in their specific fields of endeavor.
- E. To recruit and assist in the recruitment of students for the University.
- F. To encourage alumni to assist one another in professional, economic and social development.

ARTICLE III - ORGANIZATION

CAUAA shall be comprised of:

- A. The Clark Atlanta University Alumni Association.
- B. The Executive Board.
- C. The Chapters.
- D. The Members.

ARTICLE IV - MEMBERSHIP

A. MEMBER

1. 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.

2. Any person who has been enrolled and attended Clark College, Clark University, Atlanta University or Clark Atlanta University for 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.

3. Membership status is conferred yearly upon dues payment from July 1 to June 30th.

B. ASSOCIATE MEMBER

Any individual or corporation who manifests interest in and support of the Alumni Association and subscribes to the purpose of it may become an Associate Member. This status may be granted to spouses of alumni, parents of alumni, former and current faculty and staff or corporations. Associate Members shall have the same voting privileges as Members.

C. LIFE MEMBER

Any individual or corporation who qualifies as a Member or Associate Member, and in addition pays the requisite fee will be deemed a Life Member. Life Member dues may be paid in installments and during that time, the member will be deemed a Partial Life Member and assessed annual membership dues. Upon final payment of Life Member fee, no further dues will be assessed to the Life Member.

D. HONORARY MEMBER

The President of Clark Atlanta University, members of the CAU 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 honorary members upon recommendation by the Executive Board, persons who have rendered notable service to the University. These persons have no requirement to pay dues and have no voting rights.

ARTICLE V - CHAPTERS

A. CHARTERING OF CHAPTERS

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/or Clark Atlanta University are located. Chapters may be admitted and chartered upon application and approval of a majority vote of the Executive Board or approval by the CAUAA in general session. The application must have the signatures of at least seven members of CAUAA as defined in Article VI, Section B of the CAUAA Constitution.

B. CHAPTER REGULATIONS

1. A chapter shall officially be considered a unit of CAUAA by being chartered by the Association.
2. 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. Chapters have until July 1 to pay annual affiliation fee. Failure to pay by this date will result in the chapter being placed in inactive status. Once a chapter is inactive, no events or meetings may be held until the chapter is returned to active status. After 60 days of inactive status, a reinstatement fee will be assessed.
3. Chapters shall submit to the President a constitution prior to chartering for the approval by the Executive Board or CAUAA body in general session. This constitution should not have any terms or sections in conflict with the Constitution of the CAUAA.
4. Chapters shall be named after the city or vicinity in which they are located.
5. 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.
6. No alumni or group of alumni may use the name of CAUAA or any similar name unless so approved by the CAUAA Executive Board.
7. Chapters shall submit their program and activity schedule to the President of CAUAA no later than July 1 for the following fiscal year.
8. Chapters shall elect officers in keeping with their Constitution. A copy of the names of officers with addresses, telephone numbers, and email addresses shall be submitted to the CAUAA President no later than thirty days after their election.

ARTICLE VI - FINANCES

A.

The Clark Atlanta University Alumni Association, Inc. shall maintain a financial program structured to promote and cover any financial obligations which the Association undertakes in order to maintain an efficient, stable, and sound organization.

B.

The CAUAA shall assess all Members, Associate Members, and Partial Life Members annual membership dues as recommended by the Executive Board for ratification by the body in general session. Honorary Members and Life Members will not be assessed an annual membership fee.

C.

Fall Conference, to be held during Homecoming, or at another time and place designated by the Executive Board, shall be developed, managed, and implemented by the Alumni Association as both a general session meeting and a fundraising activity for the Association.

D.

Chapters are required to pay a stipulated annual affiliation fee to remain in good standing with the Association. The affiliation fee will be recommended by the Executive Board and ratified by the membership. Chapters may be requested to contribute financially, other than dues, as the need indicates.

E.

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

F.

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

ARTICLE VII - OFFICERS

A. The Officers of CAUAA shall be:

President, Vice President, Vice President for the Undergraduate and Graduate School, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Historian, Parliamentarian, Chaplain, and the Alumnus Representative to the Clark Atlanta University Board of Trustees.

B.

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 and elected.

C.

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 Executive Board, to serve out the term until the next CAUAA meeting.

D.

In the event an officer is not performing his or her duties, a recommendation can be made to remove this officer. Once substantiated due cause is determined by the Executive Board, removal will be voted on by 2/3 of the membership present at the Fall or Spring Conference, whichever happens first. Due Cause will be determined by the Executive Board and then removal will be voted upon by the membership.

ARTICLE VIII - CAUAA EXECUTIVE LEADERSHIP

A. The Executive Board

1.

The Executive Board is composed of the following elected officers: President, who shall serve as Chairperson; Vice President, who shall serve as Vice Chairperson; Vice President for Undergraduate and Graduate School; Recording Secretary; Corresponding Secretary; Chaplain; Treasurer; Financial Secretary; Historian, Parliamentarian; and Alumni Representative to the CAU Board of Trustees.

Six members are necessary for a quorum to conduct the affairs of the CAUAA Executive Board.

2.

The Executive Board shall have the power and authority to conduct Association business between regular CAUAA meetings.

3.

The Executive Board shall meet at least twice per year: once prior to the Spring Conference and once prior to the Fall Conference. The President may call meetings as necessary to conduct business of the Association.

B. The Board of Directors

The Board of Directors includes the Executive Board, CAU VP for Development, CAU Director of Alumni Relations, and Presidents of Local CAUAA Chapters.

BY-LAWS

ARTICLE IX - ELECTION of OFFICERS

A.

The Officers of CAUAA shall be members in good standing elected by secret ballot. The term of office shall be two years. Officers may serve a maximum of two consecutive terms. The election of officers will be staggered by year into two groupings. They are as follows:

1. President, Corresponding Secretary, Treasurer, Vice President (Undergraduate and Graduate School) and Historian.

2. Vice President, Recording Secretary, Financial Secretary, Alumni Representative to the Board of Trustees, Parliamentarian, and Chaplain.

B.

The Executive Board shall elect a nominating committee consisting of at least five but no more than six members. The Nominating Committee shall conduct the nominating process, election, and reporting of the results to the membership at the Spring Conference and send or post electronically to the entire voting body within 30 days of the election. The Nominating Committee will use the following guidelines:

1. Elections will be held annually.

2. Ballots will be issued at least 30 days prior to the Spring Conference.

3. Election results will be reported at the Spring Conference and sent or posted electronically to the entire voting body.

4. Newly elected officers will assume responsibilities at the beginning of the fiscal year, July 1st.

C.

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

D.

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.

E.

No member may hold two elected positions simultaneously.

F. Candidates for each office shall conform to the following criteria:

1. A graduate of Clark College, Clark University, Atlanta University, or Clark Atlanta University.
2. A financial member of the Association for the fiscal year immediately preceding the current election.
3. A member, in good standing, in his/her local chapter (if one is located within 25 miles of member's residence) and the National Alumni Association.
4. A financial contributor to the University.

ARTICLE X - MEETINGS

A. Meetings

The Clark Atlanta University Alumni Association, Inc. shall have two regular meetings per year. The first meeting (Fall Conference) shall be held during CAU Homecoming in Atlanta, or at another time and place designated by the Executive Board. The Spring Conference (May Weekend) shall be held in Atlanta during the weekend of commencement.

B. Special Meetings

Special meetings of the Association may be called by the President at any time upon request of the Executive Board 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.

C. Quorum

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

D. The Fall Conference

The following activities shall be included at the Fall Conference:

1. Meeting of the Executive Board.
2. Business meeting and recommendations from the Executive Board.
3. Written reports from Elected Officers, Chapters and Standing Committee Chairs.
4. President's outline of his/her program for the coming year.

5. Committee assignments for the upcoming year.
6. Meeting of the New Executive Board.

E. The Spring Conference (May Weekend)

The following activities shall be included at the spring meeting:

1. Meeting of Executive Board.
2. Business meeting and recommendations from the Executive Board.
3. Submission of budget and approval for the upcoming year.
4. Written reports from Officers, Standing Committees and Chapters.
5. President's State of the University Address.
6. Report of election results.
7. Installation of officers (effective July 1).
8. Memorial services.
9. Annual recognition lunch and banquet.

ARTICLE XI - DUTIES OF OFFICERS

A. PRESIDENT

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

The President Shall:

1. Preside at all Association Executive Board meetings.
2. Establish committees for specific purposes with the concurrence of the Executive Board or Association in session.
3. Appoint all committee chairpersons.
4. Interpret and enforce the provisions of the Constitution and By-laws and Executive Board actions.

5. Sign all proclamations and awards issued by the Association.
6. Be an authorized signatory on all accounts maintained by the Association.
7. Execute all contracts on behalf of the Association.
8. Represent the Association at all significant public affairs or designate a representative when he/she is unable to attend.
9. Submit a program plan and budget for the fiscal year to the general body at the Spring Conference of the Association.
10. Be one of the two Alumni Representatives to the Board of Trustees of Clark Atlanta University.
11. 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.

B. 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.

C. THE VICE PRESIDENT FOR THE UNDERGRADUATE/GRADUATE SCHOOLS

The Vice President for the Undergraduate-Graduate Schools shall be responsible for expressing the concerns and grievances for Undergraduate and Graduate Schools alumni and encouraging participation in the Alumni Association. Additionally, the Vice President for the Undergraduate-Graduate Schools shall be responsible for facilitating communication with the SGA Presidents, Presidents of any active Alumni Groups of CAU Graduate Schools, and all Deans, maintaining a relationship with the Pre-Alumni Council, and overseeing alumni participation in the CAUAA.

D. RECORDING SECRETARY

The Recording Secretary takes minutes for all meetings of the Alumni Association. The Recording Secretary shall read and/or report all minutes of official proceedings of the Association. The Recording Secretary shall have the responsibility of sending copies and/or making copies available of all General Meeting minutes to financial members within two months following the meeting. Also, he/she shall have in his/her possession all official proceedings of the Association and keep same in good order. The recording Secretary shall turn over all minutes at the end of his/her tenure to the CAUAA President.

E. 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 Executive Board 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 monies of the Association and shall be the custodian of all funds of the Association.

The Treasurer Shall:

1. Maintain detailed records of financial accounts of the Association except those of the Financial Secretary.
2. Maintain records of all transactions involving monies of the Association.
3. 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.
4. Deposit all monies of the Association in such banks, trust companies or other depositories as shall be instructed by the Executive Board in accordance with the provisions of the Constitution.
5. Make a report at each meeting of the Association and Executive Board commensurate with good and efficient business practice.
6. Perform all duties incident to the office and such other duties as from time to time may be assigned by the President and/or Executive Board.
7. Work in conjunction with the Financial Secretary.
8. Be a bonded officer.

F. CORRESPONDING SECRETARY

The Corresponding Secretary shall act as corresponding officer for the Alumni Association, and shall maintain a permanent record of correspondence. He/she shall also present a written summary of all major correspondence received by the Association.

G. FINANCIAL SECRETARY

The Financial Secretary shall:

1. 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.
2. Transfer funds to the Treasurer for deposit in the name of the Association.
3. Make a report at all Executive Board and Association meetings commensurate with good and efficient business practice.
4. Work in conjunction with the Treasurer.
5. Be a bonded officer.
6. Perform the duties of the office and other duties as from time to time may be assigned by the President.

H. HISTORIAN

The Historian shall:

1. Perform the primary function of publishing all newsworthy achievements in the CAUAA and public press at the direction of the CAUAA President.
2. Compile and collect historical and biographical materials annually for the use of the CAUAA and direct their publication in the manner prescribed by the Executive Board.
3. Establish and help maintain a process for accepting archival submissions from CAUAA chapters and individual alumni in conjunction with the CAU Alumni Relations Office.
3. Maintain file copies of all CAUAA publications and maintain a CAUAA history.

I. PARLIAMENTARIAN

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

J. CHAPLAIN

The Chaplain shall perform services that provide inspirational and divine guidance during all necessary CAUAA programs.

K. ALUMNI REPRESENTATIVES TO THE BOARD OF TRUSTEES

The Alumni Representatives shall act as Representatives of the Alumni Association to the CAU Board of Trustees of Clark Atlanta University. The Alumni representative shall present a written report to the Executive Board after each Board of Trustee meeting to be included in the regular minutes of the Executive Board meeting.

ARTICLE XII - STANDING COMMITTEES

The Association shall have the following permanent committees, led by a Committee Chair who is a financial member of CAUAA:

A. Budget

This committee shall be responsible for presenting a yearly budget to be approved by the Executive Board and ratified by the Alumni Association at the Spring meeting.

B. Fund Raising

This committee shall be responsible for initiating fund raising projects and activities which have been recommended and approved by the Executive Board and ratified by the Alumni Association.

C. Constitution and Bylaws

This committee shall function when directed by the Alumni Association to make revisions to the constitution.

D. Time and Place

This committee is responsible for the long range planning for meeting sites and dates to be approved by the Executive Board 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 Executive Board meeting following the activity or event. It is highly recommended that chapters follow the audit procedures employed by the Association.

F. Nominating

This committee shall be responsible for the nomination and election process of Association officers.

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.

I. Awards

The Awards Committee shall be responsible for the nomination and awards process of the Association.

ARTICLE XIII - AMENDMENTS AND PROCEDURES

A. Amendments

The Constitution of the Clark Atlanta University Alumni Association, Inc. may be amended by a two-thirds vote of the membership who are present at any regular meeting of the Alumni Association, provided that the proposed amendment(s) has been circulated to financial members in good standing at least (60) days prior to the meeting. Members must have paid their dues by March 1st for the Spring Conference and by October 1st for the fall in order to vote.

B. Procedures

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