

CONSTITUTION and BY-LAWS

Of The

CLARK ATLANTA UNIVERSITY

ALUMNI ASSOCIATION, INC.

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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.

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

The President of Clark Atlanta University, members of the CAU Board of Trustees, and former recipients of Honorary Degrees received from Clark, 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 rendered notable service to the University.

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 VI, Section 1 of the CAUAA Constitution.

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 a 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 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 or group of alumni may use the name of CAUAA or any similar name unless so certified by CAUAA.
- 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. A copy of the names of officers with addresses and telephone numbers shall be submitted to the President 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 an annual membership 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 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 5.

Proceeds from projects of the CAUAA Annual Meeting and the Spring Meeting shall be used to support the Association. 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 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 School, Vice President for the Graduate School, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Historian, Parliamentarian, and such Alumni Representatives 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.

An officer may be removed for substantiated due cause by a two thirds vote of the Association membership present.

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 Undergraduate School; Vice President for Graduate School; Recording Secretary; Corresponding Secretary; Chaplain; Treasurer; Financial Secretary; Historian, Parliamentarian; and Alumni Representatives to the CAU Board of Trustees.

Six members are necessary as a quorum to conduct the affairs of the CAUAA 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: VP for Development, Director of Alumni Relations, Officers of the Alumni Association, Presidents of Local Chapters and other designees.

BY-LAWS

ARTICLE IX - ELECTION of OFFICERS

Section 1.

The Officers of CAUAA shall be elected by the members in good standing by secret ballot. 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 (Graduate School) and Historian.
2. Vice President, Recording Secretary, Alumni Representative to the Board of Trustees, Parliamentarian, Vice President (Undergraduate School) 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:

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

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 at least one year.
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.

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 25 financial members, five of whom must be officers of the Association.

Section 4. - The Annual Meeting

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 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 spring meeting:

- A. Meeting of Board of Directors.
- B. Business meeting and recommendations from the Board of Directors.
- C. Written reports from Officers, Standing Committees and Chapters.
- D. President's State of the University Address.
- E. Report of election results.
- F. Installation of officers (effective July 1).
- G. Memorial services.
- H. Annual recognition lunch and banquet.

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.

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 By-laws 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.

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.

Section 3. - THE VICE PRESIDENT FOR THE UNDERGRADUATE SCHOOL

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

Section 4. - THE VICE PRESIDENT FOR THE GRADUATE 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 CAU Graduate Schools.

Section 5. - 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. 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 Alumni Association.

Section 6. - 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 of the Association and shall be the custodian of all funds of the Association.

The Treasurer Shall:

- A. Maintain detailed records of financial accounts of the Association except those of the Financial Secretary.
- B. Maintain records of all transactions involving moneys 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.
- D. Deposit all moneys 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.
- E. Make a 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.

Section 7. - 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. The Corresponding Secretary shall have the responsibility of sending copies of an abbreviated summary of all General Meetings to financial members within two months following the meeting.

Section 8. - FINANCIAL SECRETARY

The Financial Secretary shall:

- A. Collect all funds of the Association, issue receipts for same and keep records of funds received.
- B. Transfer funds to the Treasurer for deposit in the name of the Association.
- C. Make a 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.
- F. Perform the duties of the office and such other duties as from time to time may be assigned by the President.

Section 9. - HISTORIAN

The Historian shall:

- A. Perform the primary function of publishing all newsworthy achievements in the CAUAA and public press in accordance with CAUAA policy.
- 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 file copies of all CAUAA publications and maintain a CAUAA history.

Section 10. - PARLIAMENTARIAN

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

Section 11. - CHAPLAIN

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

Section 12. - ALUMNI REPRESENTATIVES TO THE BOARD OF TRUSTEES

The Alumni Representatives shall act as Representatives of the Alumni Association. They shall serve as a liaison from the Association to the Board of Trustees of Clark Atlanta University.

ARTICLE XII - STANDING COMMITTEES

The Association shall have the following permanent committees:

- A. Budget
- B. Fund Raising
- C. Constitution and Bylaws
- D. Time and Place
- E. Audit
- F. Nominating
- G. Membership
- H. Program
- I. Awards

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.

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

Section 1. - 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.

Section 2. - Procedures

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