

Constitution & Bylaws

Of The

Tougaloo College National Alumni Association, Inc.

Preamble

Whereas, we the alumni and former students of Tougaloo College, recognize the fact that having attended Tougaloo College, we have a bond of mutual interest and fellowship which we wish to continue; therefore we unite to form this organization.

ARTICLE I

Name

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

ARTICLE II

Purpose

The purpose of this organization shall be to promote the mission, interests and ideas of Tougaloo College in Tougaloo, Mississippi by:

1. Encouraging alumni to raise and/or make contributions annually to the Tougaloo College Annual Giving Fund,
2. Motivating and recruiting perspective students to matriculate at the college,
3. Enhancing the growth and development of its members socially and professionally,
4. Supporting human rights through social action,
5. Providing a forum for promoting good human relations within organization,
6. Assisting Tougaloo College in continuing its reputation of academic excellence through programs designed to enrich educational opportunities for its students, and

7. Supporting Tougaloo College Pre-Alumni programs and activities.

ARTICLE III

Membership

Section 1. Qualifications for admittance to this Association are as follows:

- A. Any graduate of Tougaloo College is eligible for membership in the Alumni Association.
- B. Any former student of Tougaloo College, graduate or former student of Southern Christian Institute, and any individual holding an honorary doctorate degree from Tougaloo College is eligible for membership.
- C. Any friend or family member of a Tougaloo Alumnus/Alumna who has an interest in supporting Tougaloo College is eligible for membership by paying Tougaloo College National Alumni Association dues.

Section 2. The types of membership shall consist of Regular, Life and Honorary.

- A. **Regular Membership** includes any person who has received a Degree from Tougaloo College or Southern Christian Institute or any person who enrolled and attended Tougaloo College or Southern Christian Institute for at least one (1) semester. Members in good standing would have paid either annual or life membership dues to Tougaloo College National Alumni Association.
- B. **Life Membership** shall be offered to any person who has paid \$500 dues to the Tougaloo College National Alumni Association. Life membership dues may change at any time deemed necessary by the National Alumni Association.
- C. **Honorary Membership** is any person who does not meet the criteria above but has genuine interest in supporting Tougaloo College. This person may become an Honorary Member by paying annual or life membership dues to the National Association.

Section 3. Dues:

- A. Tougaloo College National Alumni Association Annual Dues shall be \$25. This amount may change as necessary to conduct the business of the Association.
- B. Tougaloo College National Alumni Association Life Membership dues shall be \$500 and may change as necessary to conduct the business of the National Association.

Section 4. A member is eligible to vote in elections if he/she is in good standing financially with the National Association.

ARTICLE IV

Officers

Section 1. The Officers of this organization shall consist of President, President-elect or Vice President, Immediate Past President, President Emeritus, Secretary, Corresponding Secretary, Business Manager, Treasurer, Parliamentarian, Chaplain, and Executive Director (Director of Alumni Affairs). Effective July 1, 2000, the Office of President-elect is eliminated, and replaced by Vice President.

Section 2. Duties of each Officer of the Alumni Association are as follows:

A. *President:*

- 1) Presides at all *General and Annual Meetings* of the Association,
- 2) Interprets to the Public, the Board of Trustees of Tougaloo College, and its Administration the policies of the Alumni as they relate to Tougaloo College and its community, and enforces the Constitution and Bylaws of the Tougaloo College National Alumni Association,
- 3) Appoints the *Committee Chairs and Members* of all standing and special committees,
- 4) Signs checks with the Treasurer,
- 5) Signs contracts with the Business Manager after approval of the Board,
- 6) Signs membership cards with the Treasurer,
- 7) Decides all questions of debate or refers to Executive Committee,
- 8) Serves as *ex-officio* member to all committees, except the Nominating and Elections Committee,
- 9) Calls special meetings when necessary,
- 10) Appoints a Chaplain and Parliamentarian, and
- 11) Represents the Association on the Tougaloo College Board of Trustees.

B. *President-elect or Vice President:*

- 1) Acts in the absence of the President,
- 2) Assists in carrying out the duties of the President, including coordinating committee functions, and
- 3) Serves as President after three (3) years. Effective with Elections in 2000, the position title President-elect changes to Vice President. Then, the officeholder will not automatically assume the presidency after three (3) years.

C. *Secretary:*

- 1) Keeps a neat and correct journal of the minutes of all Association, and Executive Committee meetings,
- 2) Receives all reports of Officers and Committee Chairs, and
- 3) Keeps all appropriate records for filing with the National Office on a timely basis.

D. *Corresponding Secretary (Appointed by Executive Committee):*

- 1) Receives all correspondences on behalf of the National Alumni Association,
- 2) Sends all correspondences and notices of meetings on a timely basis, and
- 3) Acts in absence of Secretary.

E. *Business Manager (Appointed by Board of Directors):*

- 1) Conducts and supervises all business of the Association,
- 2) Signs all major contracts with the President after approval of the Board,
- 3) May sign checks along with Treasurer, and
- 4) Files tax reports and other forms on behalf of the Association.

F. *Treasurer:*

- 1) Has charge of all money of the Alumni Association,
- 2) Receives and issues receipt for money received from Business Manager,

- 3) Signs checks with President or Business Manager,
- 4) Honors all warrants signed by the President or Business Manager,
- 5) Deposits all money in bank in the name of the Association within the third business day after receipt,
- 6) Makes regular financial reports to the Executive Committee, the Board of Directors and the National Alumni Association, and
- 7) Must be Bonded.

G. ***Parliamentarian (Appointed by President):***

- 1) Enforces Robert's Rules of Order at all meetings, and
- 2) Assists in interpreting Constitution and Bylaws.

H. ***Chaplain (Appointed by President):***

- 1) Has charge of devotions at the opening and closing of all meetings, and
- 2) May give Invocations/Blessings and Benedictions at Tougaloo College National Alumni Association, Inc. sponsored functions.

I. ***Executive Director:***

- 1) Serves as Liaison between the Association, the College, Local Chapters, Alumni and Friends,
- 2) Implements and coordinates programs and activities of the Association,
- 3) Keeps and maintains up-to-date records for Alumni and all Association activities, and
- 4) Produces and/or reproduces Association material as well as mailing material when required.

Section 3. ***Qualifications*** - A member is eligible to hold national office if he/she meets the following criteria:

- A. Must be a Graduate or Former Student of Tougaloo College,
- B. Must be a regular contributor to Tougaloo College, financially or in-kind

- C. Must be an active member of a local chapter when such a chapter exists in his/her area, and
- D. Must be a financial member of the Tougaloo College National Alumni Association.

Section 4. ***Term of Office*** shall be three (3) years, with the exception of the Executive Director who is the Alumni Affairs Director, appointed by the College.

Section 5. ***Removal of Officers*** from Tougaloo College National Alumni Association shall be:

- A. By Resignation
- B. By just cause, i.e.
 - Failure to perform duties,
 - Elected under false pretenses, and
 - By recall. A ten (10) day notice written of reason(s) for recall is required. The accused has ten (10) days from receipt of notice to respond, at which time the accused may also request, in writing, a hearing from the Board. The Board must call a Special Meeting within thirty (30) days to make a decision. A decision of the majority of the Board makes the voting final.

Section 6. ***Vacancy*** in office due to resignation or removal for just cause of an officer may be filled by election at any regular or special meeting of the Board of Directors. In the event of vacancy in any office to which there is a designated assistant, the assistant shall assume the duties of the office for the unexpired term of the office, and shall be eligible for nomination and election to the office for the succeeding term.

ARTICLE V

Board Of Directors

Section 1. ***Membership*** of the Board of Directors of the Tougaloo College National Alumni Association shall consist of:

- A. The Officers of the Association,
- B. The 18 Regional Representatives comprised of:
 - Three (3) members elected from each of the Five (5) regions of which terms of office are staggered to allow the most tenured member to rotate off the Board, and
 - Three (3) members elected at large, by the Association,

- C. Presidents of the local Alumni Chapters,
- D. The two (2) Alumni Representatives to the Tougaloo College Board of Trustees,
- E. The Pre-Alumni Council President, and
- F. The Executive Director (Director of Alumni Affairs).

*****Past Presidents shall serve in an advisory capacity and have full voting privileges.***

Section 2. The ***Officers*** of the Board shall be Chairperson, Vice Chairperson, Secretary and Assistant Secretary, all elected by the Board.

Section 3. ***Duties*** of Officers of the Alumni Board of Directors are as follows:

- A. Chairperson presides at Board of Directors Meetings, and serves on the Executive Committee.
- B. Vice-Chairperson assumes the duties of the Chairperson in his/her absence.
- C. Secretary keeps the minutes and all appropriate material for filing with the National Office in a timely basis after each meeting.
- D. Assistant Secretary assumes all duties of the Secretary in his/her absence.

Section 4. ***Qualifications*** - Each member of the Board of Directors shall be an active member or life member in good standing with the Tougaloo College National Alumni Association, Inc. and an active member of a chartered chapter whenever such a chapter exists in his/her area.

Section 5. ***Duties*** - The Board of Directors shall be responsible for the overall governance of the Association, which include:

- A. Approving the Budget for the Association,
- B. Approving membership dues appropriate for funding the Association,
- C. Taking actions on recommendations of the Executive Committee, and
- D. Revising and updating the Constitution, Bylaws and Chapter Guide.

Section 6. ***Vacancy*** - If a vacancy occurs on the Board of Directors for an office other than an elected Officer serving on the Executive Committee, the President of the Association shall appoint a person to fill the unexpired term.

Section 7. ***Quorum*** - One third of the total membership of the Board will constitute a quorum.

Section 8. ***Meetings*** - The Board of Directors shall hold at least one (1) Annual Meeting during Commencement Weekend at Tougaloo College, or at any time or another location when called by the Executive Committee with thirty (30) days written notification.

Section 9. ***Attendance*** - Board Members are required to attend at least one (1) meeting each year. Additionally, Board Members should submit in writing, to the President, their request for an excused absence.

ARTICLE VI

Alumni Representatives To Trustee Board

Section 1. ***Powers*** - The two (2) elected Alumni Representatives and the President of Tougaloo College National Alumni Association shall be the official representatives to the Tougaloo College Board of Trustees.

Section 2. ***Duties*** - The duties of the Representatives to the Trustee Board are as follows:

Present items of interest and concern of the Association to the
Trustee Board,

- A. Serve on Board of Directors of the Association,
- B. Meet as a group prior to Tougaloo College Board of Trustees Meetings to coordinate ideas and interests on behalf of the Association, and
- C. Provide written reports to the Executive Committee, the Board of Directors, and the Association following Trustee Board Meetings.

ARTICLE VII

Executive Committee

The Executive Committee shall consist of all the Officers of the Tougaloo College National Alumni Association, the Immediate Past President, the Board Chairperson, the Pre-Alumni Council President, and the Executive Director.

Section 1. **Duties** - The business of the Association shall be managed by the Executive Committee. Additional duties include making recommendations to the Board, scheduling all meetings of the Board and the Association and appointing a Corresponding Secretary.

Section 2. **Meetings** - There shall be at least six (6) meetings of the Executive Committee, with the time and place designated by the President.

Section 3. **Attendance** - A quorum of at least four (4) members is required to conduct committee business or have official discussion. Any member who is unable to participate in at least four (4) meetings of the Executive Committee is required to submit in writing, to the President, a statement of reason for the absences.

ARTICLE VIII

Standing Committees

Standing committees of the Association shall be as follows:

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|-------------------------------------|-------------------------------------|
| 1. Executive Committee | 6. Nominating & Elections Committee |
| 2. Commencement Steering Committee | 7. Annual Alumni Giving Fund |
| 3. Fundraising Committee | 8. Scholarship Committee |
| 4. Membership/Reclamation Committee | 9. Hall of Fame Committee |
| 5. Constitution Committee | 10. Budget & Audit Committee |

ARTICLE IX

Meetings

The Annual Meeting of the Association shall be held at Tougaloo College during the Commencement period. In addition, the Board of Directors reserves the right to call a General Meeting of the Association at any other time and place as deemed necessary for conducting the business of the Association. Notice of the Annual Meeting and/or any General Meeting shall be provided to the membership of the National Alumni Association at least thirty (30) days prior to the date of the meeting.

ARTICLE X

Restrictions

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other Private Persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Organization shall not carry on any other activities not permitted to be carried (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

Regions

Section 1. The Tougaloo College National Alumni Association, Inc. shall be comprised of the following five (5) regions:

Northeastern Region:

Connecticut
Delaware
District of Columbia
Maryland
Massachusetts
Maine
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island
Vermont
Virginia
West Virginia

Midwestern Region:

Illinois
Indiana
Iowa
Kansas
Kentucky
Michigan
Minnesota
Missouri
Nebraska
North Dakota
Ohio
South Dakota
Wisconsin

Western Region:

Arizona
California
Colorado
Idaho
Montana
New Mexico
Nevada
Oregon
Utah
Washington
Wyoming

Mid-South Region:

Arkansas
Louisiana
Mississippi
Oklahoma

Southeastern Region:

Alabama
Florida
Georgia
North Carolina

Texas

South Carolina
Tennessee

Section 2. The Regions will be coordinated by three (3) Regional Representatives elected from their respective Regions. The Regional Representatives will constitute the Region's Executive Committee, of which one will serve as the President for the Region. Other Officers for the Region will be elected as deemed necessary.

Section 3. The Three (3) elected Regional Representatives from each Region, along with the three (3) At-Large Regional Representatives will serve on the Tougaloo College National Alumni Association Board of Directors.

Section 4. A Region of the Association shall encompass Local Chapters in the Region, over which it shall exercise jurisdiction.

Section 5. Regional Meetings and/or Conferences of the Association shall be determined by the Region's Executive Committee; however, they shall not conflict with meetings of the National Association.

ARTICLE XII

Local Chapters

Section 1. Local Chapters are required to operate under the auspices of the National Association. In addition, each Local Chapter will be required to participate and support the activities of the Tougaloo College National Alumni Association, Inc.

Section 2. A Local Chapter shall consist of no less than five (5) graduates, former students or friends of Tougaloo College within a locality who have joined together to promote the welfare of Tougaloo College and the Association, and who meet the following certification requirements:

- A. Submit a written request to the President and/or the Executive Director of the Tougaloo College National Alumni Association,
- B. Develop a Constitution and Guidelines, which are in concert with the Association.
- C. Elect officers which include President, Secretary, Treasurer, and others deemed necessary by the Chapter.
- D. Meet monthly or as often as deemed necessary in order to carry out its objectives.

ARTICLE XIII

Amendments

This Constitution may be amended by a two-thirds vote of members in good standing with the Association present at any Annual Meeting or a General Meeting called for the purpose of amending the Constitution, when such amendment has been submitted by the Board of Directors. In such case, notice must be given in writing to members of the National Alumni Association at least thirty (30) days prior to said meeting. Such notice shall be mailed to each organized chapter of the Association and to all active alumni.

Section 1. An amendment to this Constitution may also be proposed by:

- A. A resolution of any member in good standing with the Alumni Association,
- B. Any local Chapter,
- C. A Regional Organization, or
- D. A resolution of the Constitution Committee.

Section 2. A proposed amendment to the Constitution shall be handled in the following manner:

- A. The proposed amendment shall be submitted in writing to the Executive Director.
- B. The Executive Director, upon receipt of the amendment, shall send copies of the proposed amendment to the Board of Directors within thirty (30) days of receipt.
- C. The proposed amendment shall be introduced/considered by the Board of Directors at its next scheduled or call meeting.
- D. The Board of Directors shall cause the proposed amendment to go to membership along with its recommendation at least thirty (30) days prior to voting.
- E. The Board of Directors may submit a proposed amendment to the Association without comment or recommendation if it elects to do so.

- F. Amendment shall be adopted by two-thirds vote of the active membership present and voting at an Annual or a General Meeting called for the purpose of adopting amendment.

Section 3. The Board of Directors may consider a proposal to amend the Constitution at any time provided the requirements pertaining to the nature and distribution outlined above are followed.

Section 4. The Board may vote at any time before a regular meeting of the Association to withdraw a proposal to amend the constitution, which originated within the Board.

ARTICLE XIV

Nominating & Elections

Section 1. The Nominating & Elections Committee comprised of no less than three (3) nor more than seven (7) active members in good standing with the Association shall be appointed by the President for the purpose of recommending and certifying nominees for each elective office. The Chair of the Nominating & Elections Committee shall report the nominees for each elective office to be included on the ballot. The President shall not be eligible as an ex-officio member of the Nominating & Elections Committee.

Section 2. All officers shall be elected by plurality vote. The procedure will be determined by the Board of Directors and disseminated in the Chapter Guide. A brief summary of the procedures is as follows:

- A. The deadline for receipt of Nominations shall be February 28,
- B. Election Ballots will be mailed to active members by April 1, and
- C. Mail-in Ballots must be signed by each member voting, and returned postmarked by April 30 to Tougaloo College National Alumni Association post office box.

Section 3. All Officers, Regional Directors and Alumni Representatives to the Trustee Board shall be elected for a three (3) year term which shall begin July 1st. Each may be re-elected for a term of not more than six (6) consecutive years.

Section 4. A member is eligible to vote if he or she is in good standing financially with the National Association.

Section 5. An Honorary Member shall have voting rights and full privileges, except the holding of national office.

Section 6. **Qualifications** - A member is eligible to run for office if he/she meets the following criteria:

- A. Must be a graduate or former student of Tougaloo College,
- B. Must be a regular contributor to Tougaloo College financially or in kind,
- C. Must be an active member of a local chapter when such a chapter exists in his/her area, and
- D. Must be a financial member of the Tougaloo National Alumni Association.

ARTICLE XV

Publications

The official publications of the Associations are the *Tougaloo Alumni Bulletin*, *Membership Brochures* and the *Local Chapter Guide*. Criteria pertaining to qualifications for *Alumnus/Alumna of the Year* and *Chapter of the Year* Awards are included in the Local Chapter Guide.

ARTICLE XVI

Dissolution

Dissolution of the Association shall be governed as set forth in the Charter of the Association by the State of Mississippi. In the event of dissolution of the Tougaloo College National Alumni Association, Inc. remaining assets after satisfying all obligations of the Association, shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed by the Chancery Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted & approved, this 15th day of May, 1999

Thomas Warren Gray, President

Lela McCants Thompson, Secretary

Hon. Carolyn Wales Jefferson, Chair,
Constitution Committee

Angelia Gipson Bolden, Executive Director