

**BYLAWS OF THE GENERAL ALUMNI ASSOCIATION OF FISK UNIVERSITY, INC.**

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## Article One

### Alumni Association and Member(s)

SECTION 1. General Alumni Association of Fisk University – The name of the Association of Fisk University Alumni shall be the General Alumni Association of Fisk University, Inc., as referenced in Article One of the Constitution of the General Alumni Association of Fisk University, Inc., hereinafter referred to as “GAAFU.”

SECTION 2. Member(s) – Any graduate of Fisk University or former student whose class has graduated is eligible for Membership in GAAFU, as referenced in Article Two of the Constitution of GAAFU, hereinafter referred to as “Member(s)” or “Membership.”

SECTION 3. Member in Good Standing - A Member in good standing is a Member who:

1. Has met the financial obligations of GAAFU and the Alumni Association in which he/she is a Member.
2. Is not under disciplinary action.

SECTION 4. Alumni Association(s) - An association of ten (10) or more Members of Fisk University desiring to form an Alumni Association in various cities in the United States or throughout the world shall hereinafter be referred to as “Alumni Association” or “AA(s).” The reference to “Constituent” in the Adoption paragraph of the Constitution of the General Alumni Association of Fisk University, Inc. shall be deemed a reference to Alumni Association Members as defined herein. As deemed necessary, other categories of Membership may be established by the Board of Directors of GAAFU.

SECTION 5. Young Alumni Association - Any Member who has graduated from Fisk University or whose class has graduated from Fisk University within a period of ten (10) years from their graduation date shall be eligible to join an Alumni Association of GAAFU, identified as the Fisk University Young Alumni Association, also referred to as the “YAA.”

SECTION 6. Fisk Jubilee Singers Alumni Association – Any Member who has been a Jubilee Singer while a student at Fisk University shall be eligible to join an Alumni Association of GAAFU, identified as the Fisk Jubilee Singers Alumni Association, also referred to as “FJSAA.”

## **Article Two**

### **Organization and Membership**

SECTION 1. GAAFU - GAAFU shall be comprised of AAs, which shall exist to assist GAAFU in meeting its goals for the advancement of Fisk University in the areas of student recruitment and retention, fund raising, alumni Membership and promoting Fisk University's interest in the local community.

SECTION 2. AA(s) - Each AA shall have a Constitution and By-Laws which shall not conflict with the Constitution and By-Laws of GAAFU. The Constitutions and By-Laws of a proposed AA shall be submitted for approval to the Board with an Application for Membership in GAAFU and the required Application Fee in accordance with the requirements in Article Eleven – Dues and Fees.

SECTION 3. Regions - The states comprising the Regions of GAAFU (“Regions”) shall be determined by the Executive Committee of the Board of Directors with regards to changes in population and other socio-economic factors. The Regions shall consist of the following states:

Eastern Region: Metropolitan Washington D.C., including Northern Virginia; DC; Maryland; New York; New Jersey; Massachusetts; Connecticut; Rhode Island; Vermont; Maine; New Hampshire; Pennsylvania; Delaware; Africa; Antarctica; British Isles; and Europe

Midwestern Region: Ohio; Michigan; Illinois; West Virginia; Indiana; Missouri; Kentucky; Wisconsin; Minnesota; Kansas; Iowa; Nebraska; and Canada

Southwestern Region: Texas; Louisiana; Arkansas; Oklahoma; Colorado; New Mexico; Mexico; Central America; and South America

Southern Region: Tennessee; Virginia (excluding Northern Virginia); North Carolina; South Carolina; Alabama; Florida; Georgia; Mississippi; and Caribbean Islands

Far West Region: Washington; Oregon; California; Nevada; North Dakota; South Dakota; Arizona; Idaho; Montana; Utah; Alaska; Wyoming; Hawaii; Asia; and Australia

SECTION 5. Primary AA Member and Primary AA Membership – A Member may belong to more than one AA but is required to designate one AA as their Primary AA Membership.

SECTION 6. Secondary AA Member and Secondary AA Membership – In the event a Member belongs to more than one AA, the AA or AAs that have not been designated as their Primary AA Membership shall be designated as a Secondary AA Membership.

SECTION 7. Notification of AA Membership - If a Member belongs to more than one AA, the Member is required to notify the person responsible for Membership in each AA, (a) which AA the Member has designated as their Primary AA Membership and (b) which AA or AAs the Member has designated as Secondary AA Memberships. The person who oversees Membership for an AA is required to notify the Executive Director of GAAFU or Designee of the Primary AA Membership and Secondary AA Membership designation of its Members.

SECTION 8. Voting Eligibility in GAAFU – Only Primary AA Members shall be eligible to establish voting rights in GAAFU.

SECTION 9. Geographic Restrictions on Membership in AAs – There shall not be any geographic restrictions on Membership in AAs. Each AA can determine the Membership requirements, rights, obligations, and responsibilities for Primary AA Members and Secondary AA Members, which can include, but not be limited to, the obligation to pay dues and the ability to vote in AA meetings, providing that the rights, obligations, and responsibilities for Membership do not conflict with the Constitution and By-Laws of GAAFU.

### **Article Three**

#### **Board of Directors**

SECTION 1. There shall be a Board of Directors of GAAFU (“Board”), which shall consist of the following individuals:

Six (6) officers of GAAFU as identified in Article Five - Officers.

Two (2) elected representatives from each of the five regions.

The Fisk University Student Government Association President or their designee.

Two (2) elected representatives from YAA.

Two (2) Non-Chair Alumni Trustees as identified by Article Eighteen – Alumni Trustees

SECTION 2. The Board shall hold at least three (3) meetings per year at such time and place as determined by the Board.

SECTION 3. Special meetings of the Board may be called by the Chair on ten (10) days’ notice to each Director either personally, by mail or by method of telecommunications and shall be called by the Chair in like manner or on the written request of five (5) Members of the Board. Special meetings shall be held at such time and place as may be specified in the notice thereof.

SECTION 4. In the intervals between meetings of the Board, the Chair may refer and submit by mail or by method of telecommunications to the Members of the Board, definite questions relating to the affairs of GAAFU which, in the opinion of the Chair, require immediate action on the part of the Board. The result of such a referendum, which requires a majority vote of the Board, shall control the action of GAAFU and of its Board, officers, committees, agents, sections, and employees.

### **Article Four**

#### **Powers and Duties of Board of Directors**

SECTION 1. The Board shall:

- (a) Transact the general business of GAAFU.

- (b) Establish major administrative policies governing the affairs of GAAFU's growth and development.
- (c) Provide for the maintenance of the Alumni Affairs Office and for making such office the center of activities of GAAFU, including such work of the officers and committees as may be deemed expedient; provide for the proper care of materials; equipment and funds for GAAFU, for the payment of legitimate expenses and for the annual auditing of all books of account. The audit shall be conducted every other year by a non-Member certified public accountant. An internal audit shall be conducted on the alternative year when an independent audit is not conducted.
- (d) Assume responsibility with regard to AAs and Regional Officers as specified in these By-Laws.
- (e) Act upon applications for AAs in GAAFU.
- (f) In conjunction with Fisk University, appoint an Executive Director and defined duties and responsibilities.
- (g) Appoint standing committees and all committees not otherwise provided for.
- (h) Have power to fill any vacancies on the Board.
- (i) Decide upon the exact date and place for holding Regional Conferences, Annual Meetings, Biennial Conventions, and provide for the payment for a meeting place when necessary; hold meetings of the Board as herein before provided.
- (j) Verify referendum votes of the Board.
- (k) Provide for the establishment and dissolution of AAs in accordance with these By-Laws.
- (l) Have power to enter into contracts on behalf of GAAFU.
- (m) Have general powers to protect and preserve the integrity of the organization and the purposes for which it was formed including, but not limited to, the discipline of directors, officers, AAs, or Members, after due notice and opportunity to be heard.
- (n) Pursuant to the Newly Revised Roberts Rules of Order Section on Suspension and Enforcement of Rules, the Board of Directors may, by majority vote of those in attendance when a quorum is present, suspend a particular provision in the By-Laws when said suspension is deemed necessary to promote the goals and objectives of GAAFU for the advancement of Fisk University.

**SECTION 2. This section describing the Executive Committee has been deleted since it is repeated in Article Thirteen, Section 3. Executive Committee.**

**SECTION 3. Powers and Duties of the Regional Representatives:**

- (a) The two representatives from each region will be designated respectively as “Regional Chair” and “Regional Vice Chair.”
- (b) The Regional Chair and Vice Chair will have equal voting rights on the Board, consistent with other Members of the Board.
- (c) The Regional Vice Chair will assist the Regional Chair in carrying out the following Regional responsibilities:
  - i. Preside at Regional Meetings and the Biennial Regional Conference of the Region from which they were elected.
  - ii. Provide reports of operations, activities, and related Regional matters to the Board and to their Regional AAs.
  - iii. Provide Regional reports, items of interest, and other informative data to the Executive Director for inclusion in the newsletters and/other publications of GAAFU.
  - iv. Serve as the official liaison to the Board and Executive Director of GAAFU.
  - v. Foster the development of and receive applications for recognition as constituent associations from persons within their Region and make recommendations to the Board for dispensation of same.
  - vi. Receive and forward to the Parliamentarian, the Constitution, Articles of Incorporation, and By-Laws of those persons submitting Application for AA recognition. After the Parliamentarian has reviewed the Application, Articles of Incorporation, Constitution and By-Laws, of a prospective AA and has submitted a written review report back to the Regional Chair, make a written recommendation to the Board whether to accept or reject the application for AA recognition. Said recommendation will include the Parliamentarian’s review report.
  - vii. Perform other regionally related duties and responsibilities as designated by their Regional AAs, the Board, Executive Committee or Board Chair.
  - viii. Serve as regional coordinators of regional activities carried out in the name of GAAFU.

## **Article Five**

### **Officers**

SECTION 1. The officers of GAAFU shall be as follows:

Chair, Board of Directors  
Vice-Chair, Board of Directors  
Secretary, Board of Directors  
Treasurer, Board of Directors  
Parliamentarian, Board of Directors  
General Counsel, Board of Directors

## **Article Six**

### **Powers and Duties of Officers**

The powers and duties of the Officers shall be such as the Board prescribes, in addition to the following specified powers and duties:

SECTION 1. Chair

- (a) Shall serve as the official spokesperson of GAAFU.
- (b) The Chair shall preside at all the meetings of GAAFU, Executive Committee, and the Board.
- (c) May call and preside over special meetings of the Executive Committee whenever he/she deems it necessary.
- (d) Shall be presented to the Board of Trustees of Fisk University for nomination as a Member of the Board of Trustees during his/her tenure as Chair, Executive Committee of GAAFU.
- (e) Shall serves as the official liaison of GAAFU to the Fisk University President and/or his/her designee(s) for alumni matters.
- (f) Shall present to the Executive Committee and the Board, the budget for the year, after consultation with the Treasurer.
- (g) The Chair shall be bonded at the expense of GAAFU.
- (h) The Chair shall be a signatory on checks and vouchers.
- (i) The Chair shall appoint the Parliamentarian and Counsel of GAAFU.

- (j) The Chair shall ensure that all expenses are compliant with the budget and approve all transactions prior to issuing payment and supported by proper documentation.
- (k) Appoints the chairs of all standing and ad hoc committees.
- (l) Recommend candidates to fill any vacancies on the Board by majority vote of the Directors present.
- (m) Have power to enter into approved contracts on behalf of GAAFU.

#### SECTION 2. Vice Chair

- (a) The Vice Chair shall serve in the absence of the Chair.
- (b) He/She shall serve as Chair of Committees as designated by the Chair.
- (c) He/She shall perform other duties as designated by the Board or the Chair of GAAFU.

#### SECTION 3. Secretary

- (a) The Secretary shall be responsible for the recording of the meeting minutes, maintenance of the same in the official records of GAAFU, and dissemination of the same to the officers and Membership of GAAFU.
- (b) The Secretary shall serve as liaison to the Executive Director to ensure that minutes of all meetings and records of all transactions of GAAFU are properly and duly recorded, disseminated, and maintained in the official records of GAAFU.
- (c) The Secretary maintains a roster of all active Members and AAs. The roster shall also be maintained in the Executive Office of GAAFU.

#### SECTION 4. Treasurer

- (a) The Treasurer shall be responsible for maintenance of the official records of all financial transactions, fundraising activities, and such other related financial or fiscal activities of GAAFU.
- (b) The Treasurer shall provide the Executive Committee, the Board and active Membership a quarterly report on the financial status of GAAFU including revenues, expenditures, and other related information as designated by the Executive Committee.
- (c) The Treasurer shall make available to an independent non-Fisk University related audit or audit firm all available records and information on the fiscal status of GAAFU to facilitate the bi-annual auditing of GAAFU in accordance with usual and accepted accounting and auditing practices.



- (d) The Treasurer shall be bonded at the expense of GAAFU. The Treasurer shall serve as Chair of the Finance Committee.
- (e) The Treasurer shall serve as Ex-Officio Member of the Fund Raising Committee.
- (f) The Treasurer shall perform other fiscally related duties and responsibilities as designated by the Board or Executive Committee of the Board.
- (g) The Treasurer shall prepare and circulate a proposed to-year budget to the active Membership no less than 90 days before the Biennial Convention for consideration and approval.
- (h) The Treasurer shall write authorized checks according to the budgeted amount which must be co-signed by the Chair or Vice Chair in the absence of the Chair.
- (i) The Treasurer shall timely file all state and federal tax forms required to be filed by GAAFU.
- (j) The Treasurer shall present the annual financial report at the annual meeting.

#### SECTION 5. Parliamentarian

- (a) The Parliamentarian shall be responsible for ensuring that all meetings of the Board, Executive Committee, annual meetings, and Biennial Conventions of GAAFU are conducted in accordance with the most recent edition of Robert's Rules of Order.
- (b) The Parliamentarian shall be appointed by the Chair and shall serve as Chair of the By-Laws Committee.
- (c) The Parliamentarian shall ensure that all AA By-Laws are in conformance with the By-Laws of GAAFU and on file with GAAFU.
- (d) The Parliamentarian shall perform other related duties as designated by the Board or the Executive Committee of the Board.

#### SECTION 6. General Counsel

- (a) He/She shall be responsible for providing legal advice to the Chair and the Board and for ensuring that any Annual Report required by the State of Incorporation is filed timely.
- (b) He/She shall represent GAAFU in all legal proceedings and matters as directed by the Board.

- (c) He/She shall perform other related duties as designated by the Board, Executive Committee of the Board.

## **Article Seven**

### **Election and Tenure**

SECTION 1. The Regional Chairs and Vice Chairs shall be representatives for and from the following regions geographically: Eastern Region, Midwestern Region, Southwestern Region, Southern Region, and Far West Region.

SECTION 2. The Regional Chairs and Vice Chairs shall be elected for a term of two (2) years at the Biennial Alumni Regional Conference by all active Members in attendance, except, however the first Regional Chairs and Vice Chairs to serve on the Board will be elected for a term to be hereinafter described.

SECTION 3. The term of the first Regional Chairs and Vice Chair to serve on the Board will be decided as follows: One (1) representative from each region shall draw, at random, a sealed envelope which shall contain either of the numbers two (2) or three (3). The number inside the envelope shall designate the length of yearly term of service that the Regional Representatives (Chair and Vice Chair) shall serve on the Board. Prior to expiration of the Regional Representatives' terms of office with this body, nominations for their successors shall follow the procedures as specified in Article Seven – Election and Tenure.

SECTION 4. In the event any region fails to hold its biennial regional conference or otherwise fails to elect two Regional Representatives (Chair and Vice Chair), it shall be the duty of the Board Chair to appoint a Regional Representative or representatives for and from said Region or make other appropriate arrangements for the selection of the Regional Representative(s) by the Region, or for a period of six (6) months, whichever events occurs first. It will be the duty of the Regional Chair to hold an election as soon as possible within the aforesaid six (6) month period.

SECTION 5. The Officers of GAAFU shall be elected for a term of two (2) years, all of whom shall be elected in the following manner:

- (a) The Nominating Committee shall make nominations of officers by a majority vote of the Nominating Committee. A report of the nominations signed by each Nominating Committee Member shall be filed with the Executive Director, 24 hours before the scheduled election of the officers at the Biennial Convention. A plenary session of the Membership shall also be held before the election at which time floor nominations of qualified Members can also be made by a majority present. Not more than two Officers can reside in the same Region.
- (b) The Executive Director shall conduct an election by secret ballot prior to the termination of the Biennial Convention at which time Officers are elected by a majority of votes.
- (c) New Officers of the Board shall be sworn in during the Biennial Convention.

(d) The Officers of the Board shall be elected for two-year terms and can succeed himself/herself only once in the same office capacity. The Secretary and Treasurer are excepted from this requirement and may serve multiple terms.

(e) The following criteria shall be met to determine qualified Member nominees:

- i. Current with the payment of all GAAFU and AA dues in which the nominee is a Member;
- ii. Graduated from Fisk University five years prior to the GAAFU election of Officers; and
- iii. Attended at least one Biennial Convention or Regional Conference.

SECTION 6. Each of the five Regions shall appoint at its Biennial Conference two persons per committee to serve on each of the following Standing Committees: Student Affairs, Fund Raising, and Membership.

SECTION 7. All appointed Regional Committee Members shall serve in their capacities for two (2) years or until their successors are appointed at the Biennial Regional Conference.

SECTION 8. In the event that the Region has failed to elect Regional Committee Members, as outlined in Sections 6 and 7 above, the Board Chair may appoint, or may direct the Regional Chair and Vice Chair to appoint Regional Committee Members to serve on the foregoing committees only until a Regional election can be held for the election of the Committee Members, or for a period of six (6) months, whichever occurs first.

## **Article Eight**

### **Resignation and Replacement**

SECTION 1. In the event of death, resignation, or when for any reason, there occurs a vacancy of any office, including Membership of the Board, such vacancy shall be filled by the Board to stand for the unexpired term of the predecessor to that office.

## **Article Nine**

### **Quorums**

SECTION 1. Seven (7) Directors, including the Chair and/or Vice Chair, shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 2. Seven (7) Directors, including the Chair and/or Vice Chair, and representatives of at least three (3) of the AAs of GAAFU shall constitute a quorum for the transaction of business at any Regional Meeting or Conference of GAAFU.

SECTION 3. The elected Regional Chair or Vice Chair and Members of at least two (2) AAs or ten (10) Members within the Region shall constitute a quorum for the transaction of business at any Regional Meeting or Conference of GAAFU.

SECTION 4. Three (3) Members of any Standing or Special Committee shall constitute a quorum for the transaction of business.

### **Article Ten**

**Alumni Membership and Dues is now addressed in Articles One, Two and Eleven**

### **Article Eleven**

#### **Dues and Fees**

SECTION 1. The Annual Dues received from the AAs for all categories of Membership of GAAFU, including Life Membership Dues in GAAFU, shall be determined by the Board.

(a) The fiscal year for Membership in GAAFU is from January 1 to December 31 (“Fiscal Year.”).

(b) A Member in Good Standing provides the Member with all rights and privileges in GAAFU.

SECTION 2. Life Membership in GAAFU may be payable in full or in 2-5 installments.

(a) Life Membership supports the daily operations of GAAFU.

(b) Individuals who do not qualify as Members of GAAFU may be granted an Honorary Life Membership in GAAFU by paying the Life Membership Dues. An individual who receives an Honorary Life Membership will not be entitled to any of the rights and privileges of a Member in GAAFU.

SECTION 3. Annual Dues from AAs to GAAFU for each Fiscal Year shall be paid to GAAFU no later than February 1 of that Fiscal Year.

SECTION 4. In order to become an AA of GAAFU, the proposed AA must pay an Application Fee and become an incorporated AA with Articles of Incorporation, By-Laws, and any other requisite requirements that have been approved by Board. Application Fees and other requirements for Application of an AA with GAAFU shall be determined by the Board.

SECTION 5. The Application Fee for a proposed AA shall be paid at the time the proposed AA submits an Application to become an AA with GAAFU.

SECTION 6. All Annual Dues paid by the AA to GAAFU shall be accompanied by a list of its Members in Good Standing, which has been verified by the President and Treasurer of the AA.

SECTION 7. To be a Member in Good Standing, Members who are not affiliated with an AA will pay dues, as defined in Section 3 of Article Eleven (11) – Dues and Fees, and as determined by the Board, directly to the Treasurer of the Board.

SECTION 8. Any AA which fails to pay its Annual Dues to the Board shall be deemed delinquent and shall be notified of suspension from active status as an AA. Suspension remains until Annual Dues paid in full and notice of reinstatement is received from the Board or the Executive Director of GAAFU.

## **Article Twelve**

### **Fiscal Year**

The fiscal year of GAAFU shall be January 1 through December 31.

## **Article Thirteen**

### **Standing Committees**

SECTION 1. Standing Committees shall be composed of Members of GAAFU and shall assume duties as specified in these By-Laws and such other duties as may be designated by the Board.

SECTION 2. Members of the following Standing Committees shall be appointed as provided in Article Seven - Election and Tenure, and shall serve for two years, or until their respective successors are elected.

#### **Standing Committees**

- (a) Executive
- (b) Biennial
- (c) Finance
- (d) Fund Raising
- (e) Membership
- (f) Election
- (g) Student Affairs
- (h) Audit
- (i) Ethics and Risk Management
- (j) By-Laws
- (k) Technology
- (l) Nominating

### **SECTION 3. Executive Committee**

The Executive Committee shall:

- (a) be composed of the following individuals but the Chair and Parliamentarian shall not vote except by secret ballot:

Chair  
Vice Chair  
Secretary  
Treasurer  
Parliamentarian  
General Counsel

- (b) have all the powers of the Board to transact business of an emergency nature between meetings.
- (c) develop the strategic plans for GAAFU and ensure policies and procedures are in place for the transaction of GAAFU's business.
- (d) be responsible for the planning and execution of the Biennial Conventions.
- (e) Report all transactions of the Executive Committee at the next regularly scheduled meeting of the Board.

#### **SECTION 4. Biennial Convention**

The Biennial Convention Committee shall:

- (a) consist of a minimum of seven (7) Members, including one representative from each Region.
- (b) be responsible for the planning and execution of Biennial Conventions.

#### **SECTION 5. Finance Committee**

The Finance Committee shall:

- (a) consist of a minimum of seven (7) Members of GAAFU, including a Chair, the Treasurer of the Association, and one representative from each of the regions.
- (b) with Board approval and by the Committee Chair, appoint others to serve.
- (c) in consultation with the Chair, Executive Committee, assist in the preparation of the two-year budget.
- (d) give recommendations to the Chair and the Board on expenditure of funds.
- (e) Submit an annual written report of its activities to the Board.

#### **SECTION 6. Fundraising Committee**

The Fundraising Committee shall:

- (a) be composed of a minimum of seven (7) Members including one representative from each Region.
- (b) with Board approval and by the Committee Chair, appoint others to serve.
- (c) advise AAs and Regional Chairs in developing fundraising activities and projects.

#### **SECTION 7. Membership Committee**

The Membership Committee shall:

- (a) be composed of a minimum of seven (7) Members of GAAFU including the Board Chair, the Vice-Chair of GAAFU, and one representative from each of the Regions.
- (b) with Board approval and by the Committee Chair, appoint others to serve.
- (c) advise AAs and Regional Officers in recruiting and retaining Members, and in methods of organization for making such Membership effective.
- (d) assist and make recommendations on guidelines for the establishment of AAs.
- (e) perform any other related duties assigned by the Board, subject to the approval of the Executive Committee.

#### **SECTION 8. Election Committee**

The Election Committee shall:

- (a) be composed of one representative from each Region and the Board Chair.
- (b) develop campaign guidelines, voting procedures, verify candidate eligibility and confirm the number of delegates allowed per AA prior to the GAAFU election.
- (c) perform any other related duties assigned by the Board.

#### **SECTION 9. Student Affairs Committee**

The Student Affairs Committee shall:

- (a) be composed of a minimum of one representative from each Region and the Board Chair.
- (b) with Board approval and by the Committee Chair, appoint others to serve.

- (c) advise AAs and Regional Chairs pertaining to student recruitment, retention, and shall collaborate with the Fisk University Offices of Admissions and Student Affairs.
- (d) perform any other related duties assigned by the Board.

#### **SECTION 10. Audit Committee**

The audit committee shall:

- (a) facilitate an external audit every other year by a non-Member certified public accountant.
- (b) conduct an internal audit in the alternate year when an external audit is not conducted.

#### **SECTION 11. Ethics and Risk Management Committee**

The Ethics and Risk Management Committee shall:

- (a) oversee the process for handling ethical complaints.
- (b) serve as a resource for Members on ethical issues.
- (c) draft and enforce the Code of Conduct.
- (d) identify, evaluate, monitor and communicate risks associated with any activity, function or process that will enable GAAFU to minimize losses and maximize opportunities.
- (e) perform any other related duties assigned by the Board.

#### **SECTION 12. By-Laws Committee**

The By-Laws Committee shall:

- (a) be composed of the Regional Parliamentarians with the Board Parliamentarian serving as the Chair of the Bylaws Committee.
- (b) be responsible for the maintenance of the GAAFU's By-Laws to ensure compliance with the Newly Revised Version of Robert's Rules of Order and the goals, objectives, and practices of GAAFU.
- (c) provide the necessary communication to the Membership pertaining to By-Laws including but not limited to proposed amendments.
- (d) perform any other related duties assigned by the Board.



### **SECTION 13. Technology Committee**

The Technology Committee shall:

- (a) provide leadership, planning and coordination for GAAFU’s technology needs (including computing, telecommunication, security, and technology in general.)
- (b) oversee all social media instruments and presence on social media, to include but not limited to, website, Facebook, Instagram, and Twitter.
- (c) perform any other related duties assigned by the Board.

### **SECTION 14. Nominating Committee**

The Nominating Committee shall:

- (a) consist of a minimum of seven (7) Members (including one from each Region).
- (b) be elected at the Biennial Convention and the Member with the most votes shall be the Chair of the Nominating Committee. In the event there is a tie vote, the Nominating Committee will determine the Nominating Committee Chair.
- (c) examine the skills and credentials of candidates to determine compliance with the eligibility requirements established by the Election Committee.
- (d) ensure that there are candidates to fill all vacancies.
- (e) perform any other related duties assigned by the Board.

### **SECTION 15. Ad-Hoc Committee**

The Board Chair shall appoint Ad-Hoc Committees to perform specific tasks. Ad-Hoc Committees are dissolved when the tasks are completed, and the final reports are provided to the Board.

## **Article Fourteen**

### **Disqualification or Removal & Appeal**

SECTION 1. An AA may be suspended or expelled by the Board as follows:

- (a) An AA may be suspended or expelled by the Board when such AA violates any act of the rules, regulations, order, or By-Laws of GAAFU or acts in a manner that damages the good name and reputation of GAAFU and/or Fisk University.

- (b) A thorough investigation of the allegation shall be governed by rules and regulations established by the Ethics and Risk Management Committee.
- (c) At the conclusion of the investigation, the Regional Chair, with the consultation of the Board, shall rule on the alleged infraction.
- (d) Notice of the proposed disciplinary action shall be served on the President of the AA by certified mail at his/her last known address and via email with a copy to the Regional Chair.
- (e) Failure to meet all obligations of the AA as outlined by the By-Laws and the Board in a timely manner may be grounds for suspension or expulsion.
- (f) Failure to implement or establish programs designed to carry out the fundraising and student recruitment objectives of GAAFU may be grounds for suspension or expulsion.
- (g) Expulsion or suspension of an AA shall not affect its pre-existing liabilities to GAAFU.

SECTION 2: AAs may appeal disciplinary action by filing written appeal within fourteen (14) days of the date of the notice of the disciplinary action to the Board with a copy to the Regional Chair.

- (a) The Board shall set the due process requirements for the appeal which must be concluded within ninety (90) days of the appeal.

SECTION 3: A Member who is found culpable by the AA, Regional Chair, and/or the Board of conduct tending to injure the good name and character of GAAFU and/or Fisk University may be subject to disciplinary action.

- (a) A thorough investigation of the allegation shall be governed by rules and regulations established by the Ethics and Risk Management Committee. Disciplinary action of a Member of GAAFU shall include but not be limited to:
  - i. Suspension: withdrawal from all activities within GAAFU, the Regional and AA for a specific period not to exceed one (1) year. Any Member found in violation shall be subject to suspension by a two-thirds (2/3) affirmative vote of the Board.
  - ii. Expulsion: Membership with the Association may be recommended by a two-thirds (2/3) affirmative vote of the Board of Directors.
  - iii. Expulsion becomes final by a two-thirds (2/3) affirmative vote of the Executive Committee present and voting. An expelled Member shall not be reconsidered for Membership.

SECTION 4. The right of a Member to appeal disciplinary action.

- (a) A Member may appeal disciplinary action by filing a written appeal, within fourteen (14) days of the date of the disciplinary action, to the Board with a copy to the Regional Chair.
- (b) The Board shall set the due process requirements for the appeal which must be concluded within ninety (90) days of the appeal.

SECTION 5: A Director of GAAFU may be removed by 2/3 vote of the Membership at any meeting of the Board upon any of the following grounds:

- (a) Misconduct or behavior which might result in negative publicity to GAAFU or Fisk University;
- (b) Conduct which may tend to interfere with the accomplishment of the objectives set to be accomplished by GAAFU;
- (c) Repeated absenteeism from Board meetings without reasonable excuse made known to the Board prior to said meetings;
- (d) Failure to perform duties of office; and
- (e) Violation of the rules, regulation, orders, or By-Laws of GAAFU or violating any contract by or with GAAFU.

## **Article Fifteen**

### **Biennial Convention or Annual Meetings**

SECTION. 1 The voting body of GAAFU at each Biennial Convention or Annual meeting or Special Meeting shall consist of the regular accredited Delegates from each AA, active Members and all Officers and Members of the Board. Each Delegate, Officer, or Board Member shall be entitled to one vote on all matters coming before the Biennial Convention or Annual Meeting. If a Delegate is represented by an Alternate, the Alternate shall have the same voting privileges as the Delegate he/she represents.

SECTION 2. Each AA shall be entitled to one (1) Delegate for each twenty-five (25) active Members or fractional part thereof, such Delegate(s) to be elected in a manner determined by their AA. For the purpose of computing the number of Delegates to which any AA shall be entitled at any Convention or Special Meeting, the number of active Members shall be deemed to be the number of Members in Good Standing as of a cutoff date during the current Fiscal Year to be determined by the Board, as evidence by the dues paid to GAAFU and received (postmarked) by such time (See Article Twelve – Fiscal Year). Each AA, through the Regional Chair, shall certify the names and addresses of the Delegate(s) and his/her respective alternatives elected for such AA.

SECTION 3. Members not affiliated with an AA shall be entitled to one (1) Delegate for each twenty-five (25) such Members in Good Standing on a date to be determined by the Board, as evidenced by the dues paid to GAAFU and received (postmarked) by such time. If such Membership totals less than twenty-five (25) Members, active Members not affiliated with an AA shall be entitled to one (1) Delegate.

At least six (6) weeks prior to the opening day of the Biennial Convention or six (6) weeks before the date of an Annual or Special Meeting, Members not affiliated with an AA shall be notified of the number of Delegates to which they are entitled and via a process to be established by the Board, such Members shall select their Delegate(s) and Alternate(s).

SECTION 4. A Delegate may be represented by an Alternate who shall be elected in such manner as each AA naming such Alternate(s) shall determine, provided however, that no Delegate and his/her Alternate shall be permitted to cast more than one vote on any matter coming before a Convention or Special Meeting.

SECTION 5. The Delegates at any Convention, Biennial, Annual or Special Meeting may adopt such rules or procedures for the transaction of business at their meetings as they may deem suitable provided they are consistent with the Constitution and By-Laws of GAAFU and conform to *Robert's Rules of Order Revised*.

SECTION 6. Special meetings of GAAFU may be called by the Chair and upon the written request of on-third (1/3) or more AAs. The time and place of any Special Meeting shall be designated by the Board. Official notice of a Special Meeting shall be mailed to the President and Secretary of each AA and to the Members of GAAFU at least six (6) weeks prior to the meeting. The time, place, and purpose of the meeting shall be stated in the official notice thereof.

## **Article Sixteen**

### **Biennial Regional Conference**

SECTION 1. GAAFU shall hold Regional Conferences biennially. The time and place shall be designated by the Board and announced by publication in the newsletter of GAAFU and in various Fisk University publications.

SECTION 2. The order of business at each Biennial Regional Conference shall be fixed at the beginning of the Conference and shall include, among other things:

- (a) Address by the Regional Chair and Vice Chair
- (b) Reports of the Board of Directors.
- (c) Reports of AA Presidents.
- (d) Reports of Standing Committees.
- (e) Reports of Special Committees or Task Forces.

- (f) Appointments of Committee Members and elections of Regional Chair and Vice Chair.
- (g) Miscellaneous business.

### **Article Seventeen**

#### **Robert's Rules of Order**

The Rules contained in *Robert's Rules of Order* shall govern meetings of GAAFU in all cases to which they are applicable and in which they are not consistent with these By-Laws.

### **Article Eighteen**

#### **Alumni Trustees**

There shall be three (3) Alumni Representatives/Trustees on the Board of Trustees of Fisk University. Two (2) shall serve for a period of three (3) years with staggering terms. The Board Chair shall serve a two-year term as Trustee, concurrent to his/her term of office as Board Chair. The elected Alumni Trustees are eligible to succeed him/herself once.

SECTION 1. The following criteria shall govern eligibility for tenure as an Alumni Trustee, with the exception of the Board Chair.

- (a) Members who are graduates of Fisk University for less than ten (10) years shall be ineligible for nomination to the Board of Trustee.
- (b) Only graduates of Fisk University who are Members of GAAFU may serve as Alumni Trustees.
- (c) Employees of Fisk University and their spouses shall be ineligible for nomination as Alumni Trustees.
- (d) The nominees shall be of mature and sound judgment and should have demonstrated a continuing concern for and interest in Fisk University and in the activities of GAAFU.
- (e) The nominees should be persons of stature and leadership in their own communities; have knowledge, perspective, and open minds on higher education and Fisk University's relationship to the United States and abroad.

SECTION 2. The method of nomination and election of Alumni Trustees, with the exception of the Board Chair, shall be as follows:

- (a) The Board shall constitute the Nominating Committee for the election of Alumni Trustees.

- (b) The Board shall select no less than two (2) nominees as candidates whom the Board feels best qualified according to these By-Laws to become Alumni Trustees.
- (c) Each of the five Regions is entitled to nominate one candidate.
- (d) Nominations may also be made by the presentation of a signed petition, signed by not less than fifty (50) Members of GAAFU, which must be submitted to the Executive Director no later than midnight of September 1<sup>st</sup>.
- (e) The Curriculum Vitae of each nominee shall reach the office of the Executive Director no later than midnight of September 1<sup>st</sup>.
- (f) The names and Curriculum Vitae of nominees shall be published in the newsletters of GAAFU or any other correspondence of GAAFU.
- (g) The Executive Director shall send to each Member in Good Standing of GAAFU a ballot on which the voter can indicate his/her choice of nominees selected from those nominated.
- (h) Each Member of GAAFU shall vote for one (1) nominee.
- (i) Any ballot with more than one (1) nominee marked shall be deemed invalid and counted.
- (j) The nominee receiving the highest number of notes shall be the Alumni Trustee to the Board of Trustees.
- (k) The names of all nominees shall be placed in alphabetical order in all publications and on the ballot.
- (l) In the event of a tie vote, the nominee whose class shall have graduated first shall automatically be the elected candidate.
- (m) Any nominee may select his/her representatives to be present at the time of the counting of the ballots by the Committee appointed by the Board.
- (n) The Board Chair shall present the Alumni Trustee to the Board of Trustees for their approval as an Alumni Trustee at the first meeting of the Board of Trustees immediately following the Alumni Trustee's election to that office.

SECTION 3. The powers and duties of the Alumni Trustees shall be such as the Board of Directors prescribes in addition to the following specified powers and duties:

- (a) The Alumni Trustees, with the exception of the Board Chair, shall serve for three (3) years and are to act as liaisons between the Board of Trustees and the Board.

- (b) Each Alumni Trustee shall be able to provide a timely picture of Fisk University and should be able to interpret its policies including, but not limited to, admission, scholarship, and financial aid.
- (c) Each Alumni Trustee shall attend the regular meeting of the Board of Trustees. Each Alumni Trustees shall be Members of and attend meetings of the Board of GAAFU, pursuant to Article Three – Board of Directors. Each Alumni Trustees shall be Members of and attend meetings of the Executive Committee of GAAFU, pursuant to Article Thirteen, Section 3 – Executive Committee.
- (d) Each Alumni Trustee shall be available to speak to AAs, at Biennial Regional Conferences, National Conventions and Special Meetings, and to parents, prospective students of Fisk University, and prospective donors to Fisk University.
- (e) The Alumni Trustees shall make an Annual Report to the Membership of GAAFU. Major aspects of said report shall be disseminated to all Members via GAAFU’s newsletters and/or such other publications.
- (f) The Alumni Trustees, via the Board Chair, shall make a report at each meeting of the Board. Highlights of these reports shall be disseminated to the Membership of GAAFU in the newsletter published immediately after said reports are provided.

SECTION 4. In the event a vacancy occurs for any reason, and if said vacancy or vacancies occur too late to appear on the regular ballot or ballots mailed out by the Executive Director of GAAFU, the Board shall vote to fill the vacancy.

## **Article Nineteen**

### **Amendments**

These By-Laws may be amended at the Biennial Meeting of GAAFU or any GAAFU meeting called for that purpose, by a majority of those present at such meetings, provided that written notice of said meeting shall have been sent to the Members in Good Standing at least thirty (30) days prior to date of meeting, which notice shall include the proposed Amendment.

All printing of the By-Laws must include the date of the ratification printed on each page which is to include the total number of pages.

**APPROVAL OF BY-LAWS**

The undersigned Board Chair, Vice Chair, Parliamentarian and Counsel of GAAFU do hereby affirm that the above and foregoing By-Laws of GAAFU were duly adopted by the Members of GAAFU at the scheduled meeting held on April 17, 2024 and now constitute the By-Laws of GAAFU.

/s/ Samuel Williams  
Chair of GAAFU

4/17/2024  
Date

/s/ Gregory P. Johnson  
Vice Chair of GAAFU

4/17/2024  
Date

/s/ Roderick Bickerstaaff  
Parliamentarian of GAAFU

4/17/2024  
Date

/s/ William C. Bowen, Sr.  
General Counsel of GAAFU

4/17/2024  
Date