

BY-LAWS OF THE GENERAL ALUMNI ASSOCIATION OF FISK UNIVERSITY, INC.

By-Law One

Constituents Associations

SECTION 1. Fisk Alumni Constituent Associations (“CAs”) presently situated in the various cities throughout the nation and other alumni associations whose members now constitute the membership of the General Alumni Association of Fisk University, Inc.,(GAAFU) shall be termed “Constituent Associations” of the General Alumni Association of Fisk University, Inc.

SECTION 2. Fisk Alumni CAs or alumni associations that presently exist or may hereafter be organized may be recognized as constituents associations upon approval of their articles of incorporation, Constitution and By-Laws by the majority vote of the board of directors of this Corporation

SECTION 3. CAs that fails to comply with these bylaws or for other cause deemed insufficient may be disqualified as a Constituent Association of the General Alumni Association of Fisk University, Inc. by two third vote by the members present at the Board of Directors’ meeting, provided due notice has been given the said local association at least three (3) months before such vote is taken.

SECTION 4. A Constituent Association which has been disqualified may be reinstated by two thirds vote of the Board of Directors of the GAAFU.

SECTION 5. The term “Constituent Association” as used in these By- Laws means any association of ten (10) or more alumni of Fisk University desiring to form an alumni association in various cities and states in this nation and throughout the world. When there are less than ten (10) alumni residing in a particular geographic area who desire to form an affiliate association, these persons may petition their Regional Chair for a special dispensation to the Board of Directors and may be granted such status contingent upon the recommendations of their Regional Chair and Vice Chair

SECTION 6. There shall be a division of the GAAFU known as the Fisk University Young Alumni Association (hereinafter referred to as the “YAA”). It shall constitute those members who have been graduates of Fisk University for ten (10) years or less.

By-Law Two

Organization

SECTION 1. The organization of constituent associations shall be encouraged. These constituent associations shall exist to assist The Association in meeting its goals for the advancement of the University in the following areas: student recruitment and retention, fund raising, alumni membership and promoting the University's interest in the local community.

SECTION 2. The local Fisk Alumni chapters shall be the basis of organization. Ten or more Fiskites shall be sufficient to form a CA. Each CA shall have a Constitution and By-Laws which shall not conflict with the Constitution and By-Laws of the General Alumni Association of Fisk University, Inc. Local chapter constitutions and By-Laws shall be submitted in accordance with the requirements in By-Law Section 3. c. (v) and (vi) at the time of application for recognition as a CA. The Constitution and By-Laws Committee shall review the local chapter documents in accordance with procedures outlined in Article XV of these By-Laws.

SECTION 3. The states comprising the several regions shall be determined by the Executive Committee of the Board of Directors with regards to changes in population and other socio-economic factors.

SECTION 4. The current regions shall consist of the following states.

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

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

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

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

By-Law Three

Board of Directors

SECTION 1. There shall be a Board of Directors of the Corporation with members. The board shall consist of ten (10) regional representatives, two representatives elected from each of the five regions, and the six (6) officers of the Corporation. Two elected Alumni Trustees, will serve as members of the Board of Directors of the General Alumni Association of Fisk University, Inc., the Student Government Association President and two representatives from the YAA.

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

SECTION 3. Special meetings of the Board of Directors 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 of Directors, the Chair of The Association may refer and submit by mail or by method of telecommunications to the members of the Board of Directors, definite questions relating to the affairs of the Association, which, in the opinion of the Chair require immediate action on the part of the Board of Directors. The result of such a referendum, which requires a majority vote of the personnel of the Board of Directors, shall control the action of The Association and of its Board of Directors, officers, committees, agents, sections, and employees.

By-Law Four

Powers and Duties of Board of Directors

SECTION 1. The Board of Directors shall:

- (a) Transact the general business of The Association.
- (b) Establish major administrative policies governing the affairs of The Association's growth and development.
- (c) Provide for the maintenance of the Alumni Affairs Office and for making such office the center of activities of The Association, including such work of the officers and committees as may be deemed expedient; provide for the proper care of materials; equipment and funds for The Association, 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 local CAs and regional officers as specified in By-Laws I and II.
- (e) Act upon applications for CAs in The Association.
- (f) In conjunction with the University appoint an Executive Director and define duties and responsibilities.
- (g) Appoint standing committees and all committees not otherwise provided for.
- (h) Have power to fill any vacancies on the Board of Directors.
- (i) Decide upon the exact date and place for holding Regional Conferences, Annual Meetings, Biennial Conventions, and provide for the payment for a place of meeting when necessary; hold meetings of the Board of Directors as herein before provided.
- (j) Verify referendum votes of the Board of Directors.
- (k) Provide for the establishment and dissolution of CAs in accordance with these By-Laws.
- (l) Have power to enter into contracts on behalf of the General Alumni Association of Fisk University, Inc.
- (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, CAs, or members, after due notice and opportunity to be heard.

SECTION 2. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice-Chair, Treasurer, Parliamentarian, and General Counsel, five regional chairs (one representative from each of the five regions), meeting as a committee of the whole. This committee shall have all the powers of the Board of Directors to transact business of an emergency nature between board meetings. All transactions of this body shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

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) Both regional chair and vice chair will have equal voting rights on the Board of Directors, consistent with other members of the Board of Directors.
- (c) The regional will have the following regional responsibilities: the regional vice chair will assist the regional chair in carrying out these 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 of Directors of The Association of and to their regional constituencies

(iii) Provide regional reports, items of interest, and other informative data to the Executive Director for inclusion in the newsletters and/other publications of The Association.

(iv) Serve as the official liaison to the Board of Directors and Executive Director of the Association.

(v) Foster the development of and receive applications for recognition as constituent associations from persons within their region, and make recommendations to the Board of Directors for dispensation of same.

(vi) Receive and forward to the Parliamentarian, the Constitutions, articles of incorporation, and By-Laws of those persons making application for Constituent Association recognition. After the Parliamentarian has reviewed the application, articles of incorporation, Constitution and By-Laws, of a prospective Constituent Association and has and submitted a written review report back to the Regional Chair, make a written recommendation to the Board of Directors whether to accept or reject the application for Constituent Association recognition. Said recommendation will include the Parliamentarian's review report.

(vii) Perform other regionally related duties and responsibilities as designated by their regional constituencies, the Board of Directors, Executive Committee of the Board Directors or Chair of the Board of Directors of The Association.

(viii) Serve as regional coordinators of regional activities carried out in the name of The Association.

By-Law Five

Officers

SECTION 1. The officers of the Association 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

By-Law Six

Powers and Duties of Officers

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

SECTION 1. Chair

- A. Shall serve as the official spokesperson of the Association.
- B. The Chair shall preside at all the meetings of the Association, Executive Committee, and Board of Directors.
- 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 the Association.
- E. Shall serves as the official liaison of the Association to the University President and/or his/her designee(s) for alumni matters.

- F. Shall present to the Executive Committee and the Board of Directors the budget for the year, after consultation with the Treasurer.

- G. The Chair shall be bonded at the expense of the Association.

- H. The Chair shall be a signatory on checks and vouchers.

- I. The Chair shall appoint a national Parliamentarian.

- 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 of Directors by majority vote of the Directors present.

- M. Have power to enter into approved contracts on behalf of the General Alumni Association of Fisk University, Inc.

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 of Directors, or the Chair as The Association.

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 the Association, and dissemination of the same to the officers and membership of the Association.
- B. The Secretary shall serve as liaison to the Executive Director to ensure that minutes of all meetings and records of all transactions of the Association are properly and duly recorded, disseminated, and maintained in the official records of the Association.
- C. The Secretary maintains a roster of all active members and Constituent Associations. The roster shall also be maintained in the Executive Office of GAAFU.
- D. The Secretary shall perform other duties as designated by the Board of Directors , Executive Committee of the Board of Directors. Or Chair of the Association

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 the Association.
- B. The Treasurer shall provide the Executive Committee, the Board of Directors and active membership a quarterly report on the financial status of the Association 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 auditing firm all available records and information on the fiscal status of the Association to facilitate the bi-annual auditing of the Association in accordance with usual and accepted accounting and auditing practices.
- D. The Treasurer shall be bonded at the expense of the Association. 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 of Directors or Executive Committee of the Board of Directors of the Association.
- G. The Treasurer shall prepare and circulate a proposed two-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 the Association.
- 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 of Directors, Executive Committee, annual meetings, and Biennial Conventions of the Association 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 Bylaws Committee.
- C. The Parliamentarian shall ensure that all Constituent Association By-Laws are in conformance with the By-Laws of the Association and on file with the Association.
- D. The Parliamentarian shall perform other related duties as designated by the Board of Directors or the Executive Committee of the Board of Directors of the Association.

SECTION 6. General Counsel

(a) He/She shall be responsible for providing legal advice to the Chair and the Board of Directors and for ensuring that any Annual Report required by the State of Incorporation is filed timely.

(b) He/She shall represent the Association in all legal proceedings and matters as directed by the Board of Directors.

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

By-Law Seven

Election and Tenure

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

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 of Directors of the Corporation 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 of Directors of the Association. Prior to expiration of the representatives' terms of office with this body, nominations for their successors shall follow the procedures as specified in Sections 1 and 2 of this By-Law Seven.

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 Chair, Board of Directors, 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 the Association shall be elected for a term of two (2) years, all of whom shall be elected in the following manner:

(a) The Committee on Board Affairs shall make nominations of officers by a majority vote of the committee. A report of the nominations signed by each 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 of Directors of The Association shall be sworn in during the Biennial Convention.

(d) The officers shall be elected for two-year terms and can succeed themselves twice.

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

- (1) Current in all Association and local dues;
- (2) Graduated from Fisk University five years prior to the election; and
- (3) Attended at least one Biennial Convention or Regional Conference.

SECTION 6. An Officer of The Association may succeed himself/herself only once in the same office or capacity except the Secretary and Treasurer.

SECTION 7. Each of the five regions shall appoint at its biennial conference one person per committee to serve on each of the following standing committees: Board Affairs, Convention, and Finance.

SECTION 8. 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 9. 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 10. In the event that the region has failed to elect regional committee members, as outlined in Sections 8 and 9 above, the Chair of the Board of Directors 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.

By-Law 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 of Directors, such vacancy shall be filled by the Board of Directors of the General Alumni Association of Fisk University, Inc., such appointments to stand for the unexpired term of the predecessor to that office.

By-Law 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 of Directors of the Association.

SECTION 2. Seven (7) Directors, including the Chair and/or Vice Chair and representatives of at least three (3) of the active chapters of association shall constitute a quorum for the transaction of business at any regional meeting or conference of the Association.

SECTION 3. The elected Regional Chair or Vice Chair and members of at least two (2) Constituent Associations or ten (10) members within the region shall constitute a quorum for the transaction of business at any regional meeting or conference of The Association.

SECTION 4. Three (3) members of any standing or special committee shall constitute a quorum for the transaction of business.

By-Law Ten

Alumni Membership and Dues

SECTION 1. Any graduate, or former student of Fisk University whose class has graduated, is eligible for membership in The Association.

SECTION 2. As deemed necessary, other categories of membership may be established by the Board of Directors of the Association.

SECTION 3. An active member in good standing is a member who:

1. Has met all the Constituent Association and national financial obligations of the Association.
2. Is not under disciplinary action
3. Has voting privileges in only one Constituent Association

SECTION 4:

1. Alumni who live more than 35 miles from the nearest Constituent Association.
2. Has met all of the national financial obligations of the Association.
3. Is eligible for delegate status in accordance with Election Committee guidelines.
4. **members who live within the jurisdiction of CA do not meet this criteria.

SECTION 5. Active members of the Association have representation on the national body through the elected Regional Chairs and Vice Chairs who will serve as Directors on Board of Directors.

By-Law Eleven

Dues and Fees

SECTION 1. The Annual dues received from the Constituent Association for all categories of membership of the General Alumni Association shall be determined by the Board of Directors.

- (1) National membership is current from January 1 to December 31.
- (2) The Annual Membership Card acknowledges all rights and privileges that membership in the GAA offers

SECTION 2. Life Memberships may also be payable in 2-5 installments.

- (a) Life Membership supports the daily operations of the General Alumni Association of Fisk University, Inc.

SECTION 3. Annual maintenance fees (for the current fiscal year) shall be paid by the Constituent Associations no later than February 1.

SECTION 4. In order to become a Constituent Association of The Association, such pays its initiation fee and becomes an incorporated organization with articles of incorporation, by-laws, any other requisite requirements, and has been approved by the GAAFU Board of Directors. Such fees may be modified by the Board of Directors of GAAFU

SECTION 5. Annual maintenance fees shall be paid at a date to be determined by the Board of the GAAFU, by the constituent local association or chapter.

SECTION 6. Initial affiliate fee shall be paid at the time application for affiliate status is made.

SECTION 7. All dues paid to this Association by the Constituent Association shall be accompanied by a classified list of the members for whom dues are paid and certified by the President and Treasurer of the Constituent Association.

SECTION 8. Dues paid by those persons approved by the Board of Directors as active no chapter members, as defined in Section 3, will be paid directly to the Treasurer, Board of Directors of the General Alumni Association of Fisk University, Inc.

SECTION 9. Any Constituent Association which fails to pay its annual maintenance fee, shall be deemed delinquent and shall be notified of suspension from active status. Suspension remains until annual maintenance fees are paid in full and notice of reinstatement is received.

By-Law Twelve

Fiscal Year

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

By-Law Thirteen

Standing Committees

SECTION 1. Standing committees shall be composed of active members of The Association and shall assume duties as are specified in these By-Laws and such other duties as may be designated by the Board of Directors.

SECTION 2. Members of the following standing committees shall be appointed as provided in By-Law VII, of these By-Laws 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. Bylaws
- K. Technology
- L. Nominating

SECTION 3. Executive Committee

The composition of the Executive Committee shall be limited to the Chair, Vice Chair, Secretary, Treasurer, Parliamentarian. The Chair and Parliamentarian shall not vote except by secret ballot. This committee shall have all the powers of the Board of Directors to transact business of an emergency nature between meetings. It shall develop the strategic plans for the Association and ensure policies and procedures are in place for the transaction of the Association's business. Is responsible for the planning and execution of biennial conventions. All transactions of this body shall be reported at the next regularly scheduled meeting of the Board of Directors.

SECTION 4. Biennial Convention

The Convention Committee shall consist of a minimum of seven (7) members, including one representative from each region is responsible for the planning and execution of biennial conventions.

SECTION 5. Finance Committee

The Finance Committee shall consist of a minimum of seven (7) members of the Association, including a Chair, the Treasurer of the Association, and one representative from each of the regions. With Board approval, the Committee Chair may appoint others to serve. In consultation with the Chair, Executive Committee, the Committee shall assist in the preparation of the two-year budget. This committee shall also give recommendations to the Chair and the Board on expenditure of funds. A written report of its activities shall be submitted to the Board of Directors annually.

SECTION 6. Fundraising Committee

The Fundraising Committee shall be composed of a minimum of seven (7) members including one representative from each region. With Board approval, the Committee Chair may appoint others to serve. This Committee may advise CAs and regional chairs in developing fundraising activities and projects

SECTION 7. Membership Committee

The Membership Committee shall be composed of a minimum of seven (7) members of the Association including a Chair, the Vice-Chair of the Association, and one representative from each of the regions. With Board approval, the Committee Chair may appoint others to serve.

This Committee shall advise CAs and regional officers in recruiting and retaining members, and in methods of organization for making such membership effective. May assist and make recommendations on guidelines for the establishment of CAs. Perform any other related duties assigned by the Board of Directors. Such action shall be 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 Chair.
- b) Develop campaign guidelines, voting procedures, verify candidate eligibility and confirm the number of delegates allowed per Constituent Association prior to the election.
- c) Perform any other related duties assigned by the Board of Directors.

SECTION 9. Student Affairs Committee

The Student Affairs Committee shall:

1. Be composed of a minimum of one representative from each region and the Chair.
2. With Board approval, the Committee Chair may appoint others to serve.
3. Advise CAs and regional Chairs pertaining to student recruitment and retention and collaborate with the Fisk University Offices of Admissions and Student Affairs.
4. Perform any other related duties assigned by the Board of Directors.

SECTION 10 Audit Committee

The audit committee shall

1. Facilitate an external audit every other year by a non- member certified public accountant.
2. An internal audit shall be conducted in the alternate year when an external audit is not conduct

SECTION 10. Audit Committee

The audit committee shall

1. facilitate an external audit every other year by a non- member certified public accountant.
2. An internal audit shall be conducted in the alternate year when an external audit is not conducted.

SECTION 11. Ethics and Risk Management Committee

- 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 of Directors

SECTION 12. By-laws Committee

- a) The Parliamentarian serves as Chair of the Bylaws Committee.
- b) Shall be composed of the Regional Parliamentarians.
- c) This committee is responsible for the maintenance of the Association's Bylaws to ensure compliance with the Newly Revised Version of Robert's Rules of Order and the goals, objectives, and practices of the Association.
- d) This committee also provides the necessary communication to the membership pertaining to Bylaws including but not limited to proposed amendments.
- e) Perform any other related duties assigned by the Board of Directors

SECTION 13. Technology Committee

- a) Provide leadership, planning, and coordination for the Association'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 of Directors.

SECTION 14: Nominating Committee

- a) Shall consist of minimum seven (7) members (including one from each region).
- b) Shall be elected at the Biennial Convention.
- c) The member with the most votes shall be the Chair. In the event there is a tie vote, the committee will determine the Chair.
- d) Examines the skills and credentials of candidates to determine compliance with the eligibility requirements established by the Election Committee.
- e) Ensures that there are candidates to fill all vacancies.
- f) Perform any other related duties assigned by the Board of Directors

SECTION 15 AD-HOC:

The 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 of Directors.

By-Law Fourteen

Disqualification or Removal & Appeal

SECTION 1. A constituent or association may be suspended or expelled by the Board of Directors when such:

- A. A Constituent Association may be suspended or expelled by the Board of Directors when such CA violates any of the rules, regulations, orders, or By-Laws of this Association or acts in a manner that damages the good name and reputation of the Association and/or Fisk University.

- B. After a majority vote of the active membership of a Constituent Association, the CA President shall present the alleged infraction to the Regional Chair with a copy to the Board of Directors.

- C. A thorough investigation of the allegation shall be governed by rules and regulations established by the Ethics and Risk Management Committee.

- D. At the conclusion of the investigation, the Regional Chair, with the consultation of the Board shall rule on the alleged infraction

- E. Notice of the proposed disciplinary action shall be served on the President of the Constituent Association by certified mail at his/her last known address, and via email with a copy to the Regional Chair.

- F. Failure to meet all obligations of the Constituent Association as outlined by the Bylaws and the Board of Directors of the Association in a timely manner may be grounds for suspension or expulsion.

- G. Failure to implement or establish programs designed to carry out the fundraising and student recruitment objectives of this organization may be grounds for suspension or expulsion.

- H. Expulsion or suspension of a Constituent Association shall not affect its pre-existing liabilities to the Association.

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

- (a) The Board of Directors 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 Constituent Association, Regional Chair, and/or the Board of Directors of conduct tending to injure the good name and character of the Association and/or university may be subject to disciplinary action.

1. 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 the Association shall include but not be limited to:
 - a) Suspension: withdrawal from all activities within the Association, the Regional and Constituent Association 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 of Directors. Reinstatement shall also require a 2/3 affirmative vote of the Board of Directors.
2. Expulsion:
 - a) Membership with the Association may be recommended by a two-thirds (2/3) affirmative vote of the Board of Directors.
 - b) Expulsion becomes final by a two-thirds (2/3) affirmative vote of the National 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 date of disciplinary action, to the Board of Directors with a copy to the Regional Chair.
- b) The Board of Directors shall set the due process requirements for the appeal which must be concluded within ninety (90) days of the appeal

SECTION 5: Removal of Director

A Director of the Association may be removed by 2/3 vote of the membership at any meeting of the Board of Directors upon any of the following grounds:

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

By-Law Fifteen

Biennial Convention or Annual Meetings

SECTION 1 The voting body of this Association at each Biennial Convention or Annual meeting or special meeting shall consist of the regular accredited delegates from each local Fisk Constituent Association, active non-chapter member and all officers and members of the Board of Directors of the Association. 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 local Fisk CA 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 local CA. For the purpose of computing the number of delegates to which any affiliate 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 General Alumni Association of Fisk University, Inc. members as of a cutoff date during the current fiscal year to be determined by the GAAFT Board, as evidenced by the dues paid to this organization and received (postmarked) by such time (See By-Law Twelve.) Each Fisk CA, through the Regional Chair, shall certify the names and addresses of the delegate(s) and his/her respective alternatives elected for such Fisk constituent association.

SECTION 3.

Active non-Chapter members shall be entitled to one (1) delegate for each twenty-five (25) such members in good standing with the General Alumni Association of University, Inc. on a date to be determined by the GAAFU Board, as evidenced by the dues paid to this organization and received (postmarked) by such time. If such membership totals less than twenty-five (25) members, active non-chapter members 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 a Annual or special meeting, non-chapter members shall be notified of the number of delegates to which they are entitled and via a process to be established by the Board of Directors, 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 affiliate association or chapter 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 The Association and conform to *Robert's Rules of Order Revised*.

SECTION 6. Special meetings of The Association may be called by the Chair and upon the written request of one-third (1/3) or more CAs or chapters. The time and place of any special meeting shall be designated by the Board of Directors of this Association. Official notice of a special meeting shall be mailed to the President and Secretary of each Constituent Association and to the active members of The Association 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.

By-Law Sixteen

Biennial Regional Conference

SECTION 1. The Association shall hold regional conferences biennially. The time and place shall be designated by the Board of Directors and announced by publication in the newsletter of the General Alumni Association of University, Inc. and in various 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 Chapter Association 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.

By-Law Seventeen

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

By-Law 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 Chair of the Board of Directors of the General Alumni Association of University, Inc. shall serve, a two-year term as trustee, concurrent to his/her term of office as Chair, Board of Directors of the General Alumni Association of Fisk University, Inc. 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 Chair of the Board of Directors, General Alumni Association of Fisk University, Inc.

- (a) Graduates of less than ten (10) years' standing shall be ineligible for nomination to the Board of Trustee.
- (b) Only graduates of the University who are active members of The Association may as serve 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 the University and in the activities of the General Alumni Association of Fisk University, Inc.
- (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 nation.

SECTION 2. The method of nomination and election of Alumni Trustees, with the exception of the Chair, Board of Directors of the General Alumni Association of Fisk University, Inc., shall be as follows:

- (a) The Board of Directors of the General Alumni Association of Fisk University, Inc. shall constitute the Nominating Committee for the election for the election of Alumni trustees.
- (b) The Board of Directors 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) active members of this Association, which is submitted to the Executive Director not later than midnight of September 1st.

(e) The vita of each nominee shall reach the office of the Executive Director no later than midnight of September 1st.

(f) The names and vita of nominees shall be published in the newsletters of the General Alumni Association of Fisk University, Inc. or any other correspondence of Association.

(g) The Executive Director shall send to each active member of this Association a ballot on which the voter can indicate his/her choice of nominees selected from those nominated.

(h) Each member of this association shall vote for one (1) nominee.

(i) Any ballot with more than one (1) nominee marked shall be deemed invalid and counted.

(j) The alumnus receiving the highest number of notes shall be the representative to the Board of Trustee.

(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 candidate whose class shall have graduated first shall automatically be the elected candidate.

(m) Any candidates may select his/her representatives to be present at the time of the counting of the ballots by the committee appointed by the Board of Directors.

(n) The Chair of the Board of Directors of the General Alumni Association of Fisk University, Inc. shall be presented to the Board of Trustees of Fisk University for their approval as an Alumni trustee at the first meeting of the Board of Trustees immediately following the Chair'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 Chair, Board of Directors, shall serve for three (3) years and are to act as liaisons between the Board of Trustees of Fisk University and the Board of Directors of the General Alumni Association of Fisk University, Inc.

(b) Each Alumni Trustee shall be able to provide a timely picture of the university and should be able to interpret its policies, including those of admission, scholarship, financial aid, and so forth.

(c) Each Alumni Trustee shall attend the regular meeting of the Board of Trustees and meetings of the Board of Directors, General Alumni Association of Fisk University, Inc.

(d) Each Alumni Trustee shall be available to speak to alumni groups, at biennial regional conferences, national conventions and special meetings, and to parents, prospective students of Fisk University, and prospective donors to the University.

(e) The Alumni Trustees shall make an Annual report to the membership if the General Alumni Association of Fisk University, Inc. Major aspects of said report shall be disseminated to all members via the organization's newsletters and/or such other publications.

(f) The Alumni Trustees, via the Chair of the Board of Directors, shall make a report at each meeting of the Board of Directors. Highlights of these reports shall be disseminated to the membership of the General Alumni Association of Fisk University, Inc. in the newsletter published immediately after said reports are provided.

SECTION 4. In the event that 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 the General Alumni Association of Fisk University, Inc. the Board of Directors shall vote to fill the vacancy.

By-Law Nineteen

Amendments

These By Laws may be amended at the Biennial meeting of the Association or any association 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 active members 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.

Know all men by these presents: That the undersigned Chair of the Board of Directors and the Secretary of the Corporation do hereby that the above and foregoing By-Laws were duly adopted by the members of said Corporation as the By-Laws of said Corporation, on 11 day of December 2021 and that they do now constitute the By-Laws of said Corporation.

Secretary

Chair

Seal