

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

**By-Law One**

Constituents Associations

SECTION 1. Local 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. Local 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. A local CA that fails to comply with these by laws or for other cause deemed sufficient 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 local chapter or association which has been disqualified may be reinstated by two thirds vote of the Board of Directors of the .GAAFU.

SECTION 5. The term local “chapter” or “local 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 person may petition their Regional Chair for a special dispensation to the Board of Directors and may be granted such status contingent upon the recommendation s 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) The Chair shall preside at all the meetings of The Association and Board of Directors, and designate the Vice Chair to preside in the chair's absence, and may call and preside over special meetings of the Board of Directors whenever he/she deems it necessary.

(b) He/She 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, Board of Directors of The Association.

(c) He/She serves as the official liaison of the Association to the University President and/or his/her designee(s) for alumni matters.

(d) He/She shall have overall responsibility for the financial and program management of the Association.

(e) He/She shall present to the Board of Directors the budget for the year, after consultation with the Treasurer.

#### 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) He/She shall be responsible for the recording of the meeting minutes, maintenance of same in the official records of the Corporation, and dissemination of the same to the officers and membership of the Corporation.
- (b) He/She 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 Corporation.
- (c) He/she shall serve as Chair of Committees as designated by the Chair.
- (d) He/She shall perform other duties as designated by the Board of Directors, Executive Committees of the Board of Directors, or Chair, Board of Directors of the Association.

### SECTION 4. Treasurer

- (a) He/She 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) He/She shall provide the Board of Directors a quarterly report on the financial status of the Corporation including revenue, expenditures, and contributions to the University, and such other related information as designated by the Board of Directors.
- (c) He/She shall make available to an independent; non-Fisk University related auditor or auditing firm all available records and information on the fiscal status of the Corporation to facilitate the annual auditing of the Corporation in accordance with usual and accepted accounting and auditing practices.
- (d) He/She shall be bonded by a firm to be selected by the Board of Directors.
- (e) He/She shall serve as Chair, Committee on Finance;
- (f) He/She shall serve as Ex-Officio member of the Fund Raising Committee.

(g) He/She shall serve 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.

#### SECTION 5. Parliamentarian

(a) He/She shall be responsible for ensuring that all meetings of the Board of Directors, Executive Committee of the Board of Directors, standing committees, and Regional conferences, Annual Meetings and Biennial Conventions of The Association are conducted in accordance with appropriate and usual parliamentary procedure.

(b) He/She shall serve as Chair of the Ad Hoc Committee on Constitution and By-Laws.

(c) He/She shall ensure that all local constituent association constitutions By-Laws are in conformance with the By-Laws and charter of The Association at the time of application for constituent association recognition. The Parliamentarian will ensure that all constituent associations' constitution and By-laws are up-to-date and on file with the Association.

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

#### SECTION 6. General Counsel

(a) He/She shall be responsible for proving 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. Persons eligible for membership in the General Alumni Association shall be all graduates and former students of all departments and divisions of Fisk University so long as the former student's class shall have graduated. Annual dues for membership are due by February 1.

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

SECTION 3. The active members of this Corporation shall be those who have paid annual dues, life or subscribing life memberships. Only active members who are financial at both the local and national associations (unless no CA exists in their residential area within a reasonable traveling distance of the person e.g. approximately 35 miles) shall be eligible for election to the Board of Directors and to serve as Chairs of regions or standing committees of this Corporation.

SECTION 4. The associate members of The Association shall be the associate members of the constituent associations and shall be those persons who desire to promote Fisk University, but who are neither graduates nor former students of any department or division of Fisk University.

SECTION 6. 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.

SECTION 2. Life membership in the Association for active member status shall be Seven Hundred and Fifty (750.00) Dollars, effective January 1, 1992. Such fees may be modified by the Board of Directors of GAAFU. Persons electing to secure life membership status are required to pay local association or chapter dues as prescribed by the affiliated constituent association.

SECTION 3. Dues for the current fiscal year shall be paid not later than February 1 by the constituent local association for the members of such association Constituent.

SECTION 4. In order to become a Constituent Association of the Corporation, such local constituent association is required to pay an initial fee of Two Hundred Fifty (250.00) Dollars and Annual maintenance fee of One Hundred (100.00) Dollars or Ten Dollars per member whichever is greater. Such fees may be modified by the Board of Directors of GAAFU. No organization can hold itself out as a local "Fisk" CA unless it pays its initiation fee and becomes an incorporated organization with articles of incorporation, a local constitution and local by-laws.

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 Corporation by the Constituent Association or chapter shall be accompanied by a classified list of the members for whom dues are paid and certified by the President and Treasurer of the local 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. Suspension: Any Fisk CA which fails to pay its Annual maintenance fee, shall be deemed delinquent and suspended from active status until annual maintenance fees are paid in full.

## 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 designed by the Board of Directors.

SECTION 2. Members of the following standing committees shall be appointed as provided in Article VII of these By-Laws and shall serve for two years, or until their respective successors are elected.

- (a) Executive Committee
- (b) Biennial Convention
- (c) Finance
- (d) Fund Raising
- (e) Membership
- (f) Board Affairs
- (g) Student Affairs

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

The composition of the Executive Committee shall limited to the Chair, Vice Chair, Secretary, Treasurer, Parliamentarian and General Counsel. 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 Associations business. As officers, they will work as a team to further the mission and goals of The Association and the University. 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 six (6) members of The Association, including a Chair, appointed from the Board of Directors, and one

representative from each of the regions. With Board of Directors, and one representative from each of the regions. With Board approval, the Committee Chair may appoint others to serve. In consultation with the Chair, Board of Directors, the 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 5. Finance Committee**

The Finance Committee shall consist of a minimum of six (6) 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, Board of Directors, the Committee shall assist in the preparation of the Annual 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 six (6) members of The Association, including the Chair, appointed from the Board of Directors, and one representative from each the regions. With Board approval, the Committee Chair may appoint others to serve. This Committee shall devise ways to and means of cooperation with local CAs and regional offices in developing fundraising activities and projects, and in methods of organization for making such fundraising effective. Such action shall be subject to the approval of the Board of Directors.

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

The Membership Committee shall be composed of a minimum of six (6) members of The Association, including the Chair, appointed from the Board of Directors, and one representative from each the regions. With Board approval, the Committee Chair may appoint others to serve. This Committee shall devise ways to and means of cooperation with local CAs and regional offices in securing members and in methods of organization for making such membership effective. Such action shall be subject to the approval of the Board of Directors.

#### **SECTION 8. Board Affairs Committee**

The Board Affairs Committee shall be composed of a minimum of six (6) members of The Association, including the Chair, appointed from the Board of Directors, and one representative from each region. This Committee shall perform duties assigned by the Chair of the Executive Committee and perform duties described in By-Law Seven, Section 5.

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

The Student Affairs Committee shall be composed of a minimum of six (6) members of The Association, including the Chair, appointed from the Board of Directors, and one representative from each the regions. With Board approval, the Committee Chair may appoint others to serve. This Committee shall devise ways to and means of cooperation with local CAs and regional offices in securing students for Fisk University, and in methods of working with the Fisk University Office of Admissions, Student Affairs, Student Recruitment and retention of students for the University. Such action shall be subject to the approval of the Board of Directors.

### **By-Law Fourteen**

#### **Disqualification or Removal**

## **SECTION 1. Suspension or Disqualification of Constituent Chapter or Association**

A constituent or association may be suspended or expelled by the Board of Directors when such chapter violates an of the rules, regulation, orders, or By-Laws of this corporation or which does any act which any act which tends to interfere with the accomplishment of the objectives sought to be accomplished by this corporation. When any CA of this organization is charged with any act for which such constituent association may be suspended or expelled, notice of the same shall be served on the President of the constituent association by mail at his/her last known address, and if, after due opportunity to be heard, the Board of Directors, by a two-thirds vote of those present so decided, such chapter or association may be suspended or expelled, dependent upon the nature of the offense. Failure to meet all obligations of constituent association membership as outlined by the Board of Directors of the Association in a timely manner may be grounds for suspension or expulsion. 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. Expulsion or suspension of a chapter or association shall not affect its existing liabilities to the Corporation.

## **SECTION 2. Removal of Director**

A Director of this Corporation 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 GAAFU 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 1<sup>st</sup>.

(e) The vita of each nominee shall reach the office of the Executive Director not later than midnight of September 1<sup>st</sup>.

(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 7<sup>th</sup> day of October 1988 and that they do now constitute the By-Laws of said Corporation.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chair

Seal

Ratified April 17, 1989  
Revised August 1997  
Revised October 5, 2007  
Revised February 8, 2014