

The Alumni Association of Tuskegee University, Incorporated (TAATU)

TAATU Board Member Orientation Manual



Approved
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Purpose of Board Member Orientation

A thorough orientation is actually beneficial for many reasons:

- It is an initiation to board service; an introduction to the organization, its mission, and programs; clarification of future time and financial demands; an opportunity to get to know other team members; and a chance to form an educated foundation for the coming years on the board.
- It is a chance to speed up the learning curve of new members and get them quickly engaged in the board's activities. It ensures that every member is functioning within the same framework and with the same instructions. Orientation benefits the board as a team by providing an official launch for new partnerships and relationships.
- All board members should go through orientation no matter how extensive their previous board experience is. Every board has its special characteristics, personal dynamics, requirements for involvement, and a structure that needs clarification

<https://boardsource.org/fundamental-topics-of-nonprofit-board-service/composition-recruitment/board-recruitment/orient-develop-members/>

History – Tuskegee University

Tuskegee University was founded on July 4, 1881, as the Tuskegee Normal School for Colored Teachers (later named Tuskegee Institute in 1937). This was a result of an agreement made during the 1880 elections in Macon County between a former Confederate Colonel, W.F. Foster, who was a candidate for re-election to the Alabama Senate, and a local Black Leader, Lewis Adams. W.F. Foster propositioned that if Adams could successfully persuade the Black constituents to vote for Foster, if elected, Foster would push the state of Alabama to establish a school for Black people in the county. Adams succeeded and Foster followed through with the school.

A teachers' school was the dream of Lewis Adams, a former slave, and George W. Campbell, a banker, merchant, and former slaveholder, who shared a commitment to the education of blacks. Despite lacking formal education, Adams could read, write, and speak several languages. He was an experienced tinsmith, harness-maker, and shoemaker and was a Prince Hall Freemason, and an acknowledged leader of the African-American community in Macon County, Alabama.

Adams and Campbell had secured \$2,000 from the State of Alabama for teachers' salaries but nothing for land, buildings, or equipment. Campbell wrote to the Hampton Institute in Virginia, requesting the recommendation of a teacher for their new school. Samuel C. Armstrong, the Hampton principal and a former Union general, recommended 25-year-old Booker T. Washington, an alumnus and teacher at Hampton.

Booker T. Washington got the nod and he made the Lewis Adams dream happen. He was principal of the school from July 4, 1881, until his death in 1915. He was not 60 years old when he died. Initial space and building for the school was provided by Butler Chapel AME Zion Church not far from its present site. The school first held classes in a one-room building, but later relocated to a 100-acre abandoned plantation, which became the nucleus of the present 5,000 acre site.

A former slave, Washington was dedicated to the ideal of self-reliance based on industrial rather than purely liberal education, and he became internationally famous for advocating this to the recently emancipated slaves. Because he required all Tuskegee students to do some form of labor, Tuskegee's name soon changed to the Tuskegee Normal and Industrial Institute. The school's original buildings were actually built by its early students.

Despite his dependence on white state and private financial support, Washington made sure that Tuskegee had all-black faculty. It was the first major educational institution in the South to do so, and he made this requirement in a calculated move to "develop Black leadership to the maximum extent". By the time of Washington's death, Tuskegee was recognized nationwide and has gained institutional independence.

Tuskegee Institute was approved as a National Historic site in 1974. It is the only university campus in the country with a National Historic Site designation by the National Park Service (NPS). Tuskegee Institute acquired university status in 1985.

Tuskegee University accomplished its central purpose of developing leadership, knowledge and service through its undergraduate, professional, research and outreach programs. Through these programs, students are encouraged not only to pursue careers but to be of service to society and to remain active lifetime learners.

Sources:

https://en.wikipedia.org/wiki/Tuskegee_University

<https://www.tuskegee.edu/about-us/history-and-mission>

<https://www.blackpast.org/african-american-history/tuskegee-university-1881/>

<https://alabamane.wscenter.com/2016/12/09/tuskegee-only-university-campus-in-country-to-be-named-national-historic-site/>

<https://oxfordaasc.com/page/2739>

History – The Alumni Association of Tuskegee University, Inc.

The Alumni Association of Tuskegee University, Incorporated (TAATU) was organized and incorporated as a domestic nonprofit corporation under Title 10A of the Code of Alabama in December 2020 (see Appendix A and B). Entity ID Number is 833-313.

In a letter from the Department of the Treasury/Internal Revenue Service/Tax Exempt and Government Entities, dated 03/29/2021, TAATU was determined to be exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to TAATU under IRC Section 170 (see Appendix C). Employer Identification Number (EIN) is 85-3717258.

The Association's purpose is to enhance and support the continued existence of Tuskegee University. TAATU was founded on November 2, 2020 after the idea to start a new association was proposed by Karol Widemon Montgomery, class of 1977 to be more in line with a new vision as to how to support the University and to engage alumni as a whole. After several meetings, Richard Mathis, class of 1975, Alicia Wiley, class of 1994 and 1997 and William Mathis, class of 1978 began the process of establishing the new association. The initial Board of Directors consisted of Richard Mathis, A. J. Hicks, Alicia Wiley, William Morgan, Ouida H. Taylor, Key W. Edwards, Sharon G. Kelly, William Mathis and Donald Ashley.

The purpose of the TAATU is to enhance and support the continued existence of Tuskegee University by:

- Raising and giving funds to Tuskegee University that will support its programs
- Recruiting students that will attend the University
- Recruiting alumni and others that will support the university and its goals, through membership in the Association
- Influencing communities and governmental activities that will support the University's priorities.

The Articles of Incorporation were filed with the Secretary of State of Alabama and the Jefferson County Probate Office on December 30, 2020. The Application for Recognition under Section 501(c)(3) of the Internal Revenue Code was filed December 31, 2020.

The TAATU logo was designed by alumnus Victor Harris, a graphic designer, and Alicia F. Wiley.

The first Board of Directors meeting was held on January 28, 2021, where temporary officers were installed by Col. Gregory Clark, President of the Florida A&M University National Alumni Association.

The temporary officers installed were as follows:

Richard Mathis – Chair of the Board
Brenda Lorthridge - First Vice Chair
William Mathis - Second Vice Chair
Karol Montgomery - Third Vice Chair
Key W. Edwards – Treasurer
Ronald Anderson – Financial Secretary
Alicia Wiley - Parliamentarian
Member-At-Large – Miles Wiley
Member-At-Large – E. J. Lorthridge, Sr.

The founders decided that one of the Member-At-Large officers should be a graduating senior from the University. Miles Wiley agreed to become a member.

The first draft of the TAATU Bylaws, prepared by the Parliamentarian, was presented to the Executive Board for review during the first meeting. Modifications were made and a final draft was approved at the February 25, 2021 meeting. The document is a working document until final approval by the membership at the first National Convention scheduled for 2022.

The Board approved annual dues of \$40.00. It was agreed that the association would not organize through club membership but through direct membership with each individual. Existing clubs did not have to disassociate from the current alumni association, that individual members had the option to join either association or both. If a club is organized and a majority of the membership decides to associate with TAATU, the Board would assist the club in obtaining its 501(c)(3) tax exempt status.

During the second board meeting, the Chaplain (Anthony Weston) and the 3rd Vice Chair (Karol Montgomery) were installed by the Chairman.

Subsequently, Dr. Kristen Bishop was installed as the Recording Secretary.

For over 140 years, Tuskegee University's central purpose of developing leadership, knowledge and service through its undergraduate, professional, research and outreach programs. The continuing existence and welfare of our beloved alma mater rested upon the shoulders of alumni today, tomorrow and forever. For our university to continue the excellent progress it has made, all alumni must become a member and "rise up" and provide the kind of support that will ensure Tuskegee University remains a viable and sovereign institution.

References:

Appendix A (Business Entity Records/Alabama Secretary of State)

Appendix B (Articles of Incorporation - The Alumni Association of Tuskegee University Incorporated)

Appendix C (IRS Determination Letter)

Some differences between a nonprofit and a for-profit corporation

	<u>Nonprofits</u>	<u>For-profit corporations</u>
Owners:	None	Stockholders
Primary mission:	Provide services needed by society	Earn profits for stockholders
Secondary mission:	Ensure that revenues are greater than expenses so that the services provided can be maintained or expanded	Provide services or sell goods
U.S. tax status:	Exempt from income taxes if approved by IRS	Corporations (or their owners) are subject to income taxes
Main financial statements required by U.S. generally accepted accounting principles (US GAAP):	Statement of Financial Position Statement of Activities Statement of Functional Expenses (by function and nature) Statement of Cash Flows Notes to Financial Statements	Balance Sheet Income Statement or Statement of Operations Statement of Cash Flows Statement of Stockholders' Equity Notes to Financial Statements
Total assets minus total liabilities is reported as:	Net assets	Stockholders' equity
Subparts are reported as:	Without donor restrictions With donor restrictions	Paid-in capital, retained earnings, minus treasury stock
Examples of revenues:	Donor contributions, membership dues, program fees, fundraising events, grants, and investment income	Sales of merchandise, fees from services, investment income, gains on investments
Nonprofit expenses are reported by these functions:	Program, management and general, and fundraising	
Sources of money other than revenues and the sale of assets:	Borrow from lenders	Borrow from lenders Issue shares of stock
Additional annual reporting for some larger organizations:	Internal Revenue Service (IRS) Form 990 (churches are exempt)	Securities and Exchange Commission (SEC) Form 10-K

<https://www.accountingcoach.com/nonprofit-accounting/explanation>

Some differences between a 501(c)(3) and 501(c)(7)

	501(c)(3) Qualified Charity	501(c)(7) Social Club
Purpose	Religious, Educational, Charitable, Scientific, Literary,	Pleasure, recreation, social activities
Examples	churches, charities, private schools, homeschool programs with an educational or religious purpose	Fraternities, sororities, country clubs, hobby clubs, homeschool support groups
Requirements	No private inurement allowed. Upon dissolution all assets must be distributed to another 501(c)(3) organization.	Personal contact, fellowship and comingling of members. No private inurement allowed.
Activities	Can hold programs; sell services and products as part of their exempt purpose.	Can provide meals or services only to members in connection with club activities
Tax deductible donations allowed	Yes	No
Tax exempt (no taxes on profits)	Exempt from federal income tax unless the organization has unrelated business income	Exempt from federal income tax on income derived from members; other income taxed
Source of Income	Membership fees, fees for services, donations, fund raisers, program fees	Primarily (65% or more) of the income must come from the membership
Membership	Serving the public or the "public good" (i.e. the education of children is a public good)	Limited membership and consistent with the purpose of the club
IRS Application Required?	Yes, if gross revenues over \$5,000/year. File Form 1023 or 1023-EZ	No. The IRS does not require 501(c)(7) organizations to file an application. They can "self-proclaim" tax exempt status.
Annual IRS Reporting	Form 990-N, Form 990-EZ or Form 990	Form 990-N, Form 990-EZ or Form 990
Legislative Lobbying permitted?	Insubstantial lobbying allowed (less than 20% of total expenses). No endorsement of a candidate.	No limit on legislative activity as long as it furthers the exempt purpose

<https://homeschoolcpa.com/compare-501c3-charity-to-501c7-social-club/>

Benefits of Tax-Exempt Status under IRC Section 501(c)(3)

Tax exemption under Internal Revenue Code section 501(c)(3) provides a number of benefits:

- Exemption from Federal income tax;
- Tax-deductible contributions;
- Possible exemption from state income, sales, and employment taxes;
- Reduced postal rates;
- Exemption from Federal unemployment tax; and
- Tax-exempt financing.

Difference Between the Terms Nonprofit & Tax-Exempt

Many people mistakenly believe that all nonprofits automatically have 501(c)(3) tax-exempt status.

- **Nonprofit** status refers to state-law corporate status
- **Tax-exempt** status refers to state and federal tax exemption under tax regulations.

Many nonprofits are organized as *both* a nonprofit corporation *and* a tax-exempt entity. A nonprofit organization, whether incorporated or not, can decide whether or not it wants to apply for tax-exempt status from the IRS and the state.

The EIN (Employer Identification Number) is not a tax-exempt number. That term generally refers to a number assigned by a state agency that identifies organization as tax exempt from state sales and use taxes.

The IRS issues a '**Determination Letter**' to the organization confirming that the organization is exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3)

Sources:

<https://cullinanelaw.com/benefits-of-having-501c3-tax-exempt-status/>

<https://www.irs.gov/charities-and-nonprofits>

How to Put the 501(c)(3) Status in Jeopardy!

There are four types of activities that can jeopardize your 501(c)(3)'s tax-exempt status:

- Private benefit/inurement,
- Lobbying,
- Political activity, and
- Excessive unrelated business income (UBI).

#1 Private benefit

501(c)(3)s must avoid all activities that will substantially benefit the private interest of any individual or organization. Inurement: No part of an organization's net earnings may inure to the benefit of a private shareholder or individual. This means that a 501(c)(3) organization is prohibited from allowing its income or assets to accrue to insiders. The prohibition of inurement is absolute. Any amount will jeopardize the organization's 501(c)(3) status.

#2 Lobbying

Lobbying is an activity designed to influence legislation. If its lobbying activities are substantial, a 501(c)(3) may risk losing its tax-exempt status. The IRS uses two tests to determine whether lobbying is substantial: the substantial part test and the expenditure test.

#3 Political Campaign Activity

Political campaign activity involves directly or indirectly participating or intervening in any political campaign on behalf of or in opposition to any candidate for elective office. The prohibition of political campaign activity is absolute. Any violation may result in the loss of tax-exempt status and the imposition of excise taxes.

#4 Excessive Unrelated Business Income (UBI)

If a nonprofit, tax-exempt organization regularly carries on a trade or business that is *not* substantially related to its exempt purpose, except that it provides funds to carry out that purpose, the organization is subject to tax on its income from that unrelated trade or business.

Sources:

<https://cullinanelaw.com/benefits-of-having-501c3-tax-exempt-status/>

<https://www.irs.gov/charities-and-nonprofits>

TAATU Governing Documents

- TAATU Articles of Incorporation - Appendix B
- TAATU Bylaws – Appendix D
- Robert's Rules of Order Newly Revised (Current Edition)
- TAATU Policies and Procedures Manual – Appendix E

These documents are the components of your **Board of Directors Toolkit**. It is recommended that you bring your 'Toolkit' to each meeting

TAATU - Mission, Vision, Values and Motto

Mission

To recruit alumni and others that will support Tuskegee University and its goals.

Vision

To enhance and support the continued existence of Tuskegee University.

Values

Integrity

Service

Collaboration

Accountability

Moral Leadership

Continuous Improvement

Motto

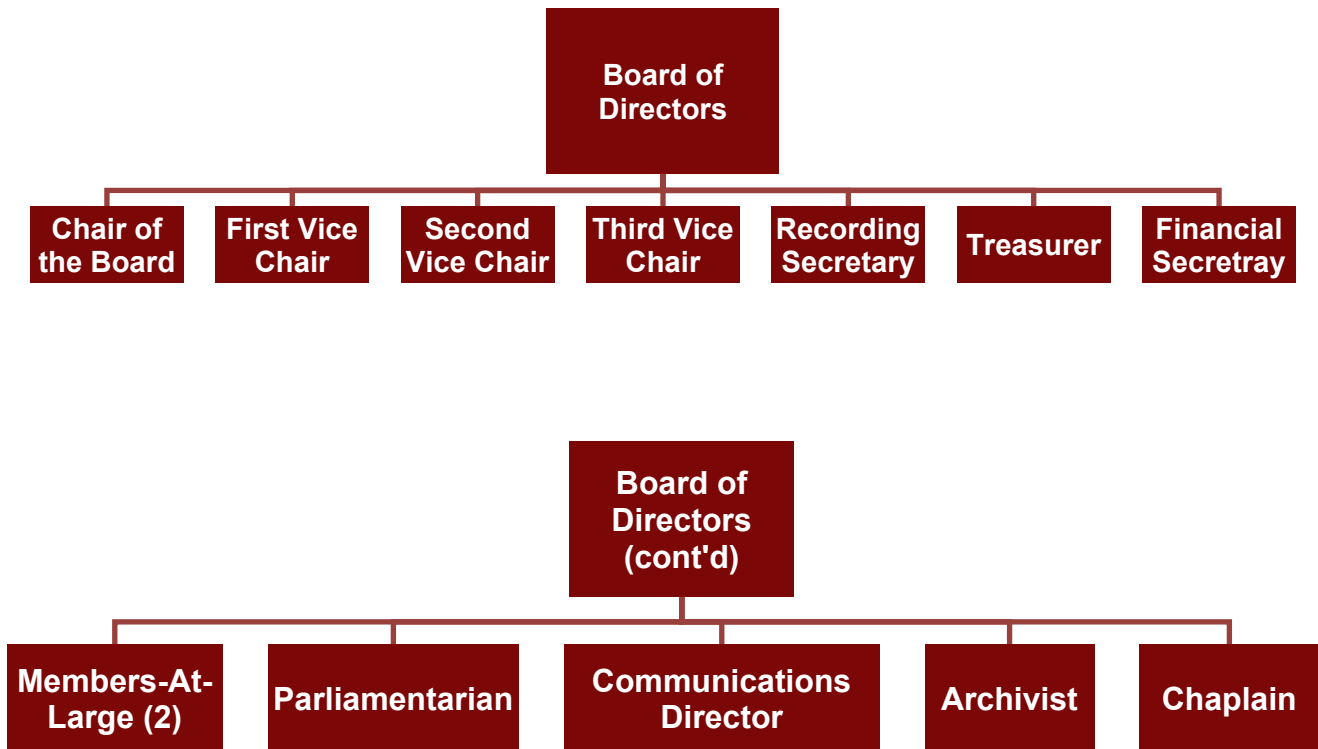
'A Pillar of TU'

TAATU - Strategic Plan

<p>Goal 1: Support programs and goals of Tuskegee University</p>	<p>Objective: To assist Tuskegee University in obtaining its enrollment goals and programs.</p> <p>Strategies:</p> <ul style="list-style-type: none"> • Partner with Tuskegee University to assist with College Fairs to recruit new and transfer students throughout the country. • Partner with the Student Government Association and the Pre-Alumni Council to develop strong student-alumni relationships.
<p>Goal 2: Strengthen alumni advocacy and financial support</p>	<p>Objective: To increase alumni giving to Tuskegee University</p> <p>Strategies:</p> <ul style="list-style-type: none"> • Set goals and priorities to assist Tuskegee University financially. • Create yearly fundraising opportunities
<p>Goal 3: Connect with all generations of alumni</p>	<p>Objective: To increase membership in the alumni association.</p> <p>Strategies:</p> <ul style="list-style-type: none"> • Connect with new graduates each year about the complimentary first year membership. • Develop a plan to recruit new members to join the association. • Provide annual renewal notifications to current members.
<p>Goal 4: Create communication networks with alumni</p>	<p>Objective: Utilize all communication channels to communicate frequently with alumni.</p> <p>Strategies:</p> <ul style="list-style-type: none"> • Create a presence on selected social media platforms. • Plan annual meetings
<p>Goal 5: Build strong alumni association leadership</p>	<p>Objective: To prepare board members to effectively and efficiently govern the non-profit alumni association.</p> <p>Strategies:</p> <ul style="list-style-type: none"> • Create a board culture of empowered and motivated members. • Maintain an effective board through training and succession planning.

The Alumni Association of Tuskegee University's Board of Directors will annually review the strategies offered in this plan to evaluate the progress toward meeting the goal. The Association, officially established in 2021, will continue to grow to best serve Tuskegee University and its alumni community.

TAATU Organization Chart



TAATU Board Committees:

- Bylaws
- Audit
- Budget and Finance

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Legal Duties of a Nonprofit Board

The board acts as trustee of the organization's assets and ensures that the nonprofit is well managed and remains fiscally sound. In doing so, the board must exercise proper oversight of the organization's operations and maintain the legal and ethical accountability of its staff and volunteers.

The main legal responsibilities of a nonprofit board are often summarized in **the "three Ds"**:

Duty of care: Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.

Duty of loyalty: When acting on behalf of the organization, board members must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest.

Duty of obedience: Board members must ensure that the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

In addition to its legal responsibilities, the board acts in a fiduciary role by maintaining oversight of the nonprofit's finances. Board members must evaluate financial policies, approve annual budgets, and review periodic financial reports to ensure that the organization has the necessary resources to carry out its mission and remains accountable to its donors and the general public. The board must also ensure compliance with federal and state regulations.

<https://grantspace.org/resources/knowledge-base/legal-duties-of-the-nonprofit-board/>

While all these responsibilities may seem arduous, they can be broadly summarized by answering these questions:

- Do you put the association's interests before your own?
- Do you ensure that others do as well?
- Do you regularly attend Board and committee meetings?
- Do you read the information provided to you as a director or otherwise stay informed?
- Do you regularly refer to the Bylaws or Policies and Procedures for decision making support?
- Do you do your best to make sure that TAATU follows the law, including the special rules applicable to nonprofits?

If you follow these steps, you will find that carrying out the fiduciary duties as a director will lay the groundwork for establishing the proper ethical tone for the association.

Pointers for Board Effectiveness

Board Member Roles

- Attend all called meetings
- Exercise fiduciary responsibilities
- Adopt policies that benefit the association
- Actively participate in meetings and discussion, and ask questions.
- Can chair Board committees

Collective Authority

- Individual board members may not speak or act on behalf of the board unless granted that authority by a vote of the board at a called meeting
- May not commit to spending the money of the association unless granted that authority by a vote of the board at a called meeting.
- The board should speak with one voice once a decision has been made

Bylaws

- Members of the Board: positions, how elected, term limits, roles and replacement rules
- Meetings: when meetings held, special meetings, quorum rules, association and agenda
- Committees: how members and chair appointed, terms and replacements
- Amendments to the Bylaws: how they are amended
- Parliamentary authority: Robert's Rules of Order prevail

Board Committees

- Establish committees when issues are too complex and/or numerous to be handled by the entire board
- For ongoing major activities use standing committees; for short-term activities use special committees
- Committees **recommend** policy or resolutions for approval by the entire board

Attendance

- Regular attendance at board and committee meetings is essential
- The Board Chair or Committee Chair should be notified in advance if attendance is not possible
- Informed board members make the best possible decisions when it comes time to vote

Meeting Focus

- Concentrate time and energy on issues that will have a major impact on the association's future
- The board needs enough information, in advance, to make the right decisions.
- Ensure that the board works as an effective unit and uses all parts of the board

Meeting Agendas

- Road map for the meeting
- Stick to the agenda
- Should be collaboratively developed by the Board Chair and Recording Secretary

Executive Sessions

- Executive sessions are meetings from which the members may be excluded
- Must be convened during an open meeting and only for a limited number of specific purposes
- Motions to go into executive session must be as specific as possible to explain the reason for the session

TAATU Board Member Roles and Responsibilities (Summarized)

Chair of the Board:

- Provide leadership to facilitate effective decisions intended for managing and operating the association.
- Call and schedule meetings.
- Coordinate, with the Recording Secretary, the preparation of the agenda for all meetings.
- Serve as the presiding officer for all meetings with the necessary tools to manage the business of the meeting.
 - A copy of the bylaws and other rules of the association.
 - A copy of the association's parliamentary authority (Robert's Rules of Order Newly Revised) as prescribed in the bylaws.
 - A list of all standing and special committees and their members.
 - A copy of the complete order of business (agenda).
- Serve as one of the approvers/signers for all vouchers and checks.
- Serve as the signer for all contracts for approved services or products.
- Prepare and present written reports
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Vice Chairs:

- The First Vice Chair shall preside at meetings in the absence of the Chair of the Board.
- Oversight for the respective areas
 - Program Planning – First Vice Chair
 - Student Relations – Second Vice Chair
 - Membership - Third Vice Chair
- Prepare and present written reports
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Recording Secretary:

- Keep a record of all proceedings of the association – usually called minutes.
 - The minutes should contain mainly a record of **what was done** at the meeting, **not what was said** by the members.
 - A recording device can be beneficial in preparing minutes, but a transcription from it should never be used as the minutes themselves.
- Keep on file all committee reports.
- Call the roll where it is required.
- Send out to the membership a notice of each meeting, known as the call of the meeting.
- Prepare, prior to each meeting, an order of business (agenda) for the presiding officer.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Treasurer:

- Manage all financial business (banking and investment) of the association.
- Prepare and present written financial reports as required.
- Prepare proposed budget for each fiscal year.
- Disburse funds approved by the association.
- Serve as one of the approvers/signers for all vouchers and checks.

- Prepare required IRS reporting forms.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Financial Secretary:

- Receive and keep accurate records of all financial transactions (income and expenditures).
- Maintain the Master Membership Database.
- Prepare and present written financial reports as required.
- Send reminder notices to members for their dues.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Members-At-Large:

- Serve as liaisons between the Board of Directors and the membership.
- Perform duties as assigned by the Chair of the Board or Board of Directors.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible

Parliamentarian:

- Chairs Bylaws Committee
- Provides parliamentary procedure advice to the presiding officer, upon request.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Communications Director:

- Compiles and transmits documents to be published through media sponsored and /or supported by the association.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Archivist:

- Responsible for assembling cataloging, preserving and managing the association's written records and historical information.
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Chaplain:

- Presents opening prayer at association functions and events.
- Coordinates resolution service for deceased alumni
- Attend all called meetings or notify the appropriate board member in advance if attendance is not possible.

Appendices

Appendix A - Business Entity Records/Alabama Secretary of State

<https://arc-sos.state.al.us/cgi/corpdetail.mbr/detail?page=number&num1=833-313>

Ctrl + Click to open the link and view the document

Appendix B - Articles of Incorporation - The Alumni Association of Tuskegee University Incorporated



The Alumni
Association of Tuskegee

Double click on the icon to view the document

Appendix C - IRS Determination Letter



FinalLetter_85-3717
258_THEALUMNIASSOCIATION

Double click on the icon to view the document

Appendix D – TAATU Bylaws

To be inserted

Appendix E – TAATU Policies and Procedures

To be inserted

Thank you for your willingness to serve on the Board of Directors of The Alumni Association of Tuskegee University, Inc.

There are many exciting challenges ahead, and the association is thankful that you have accepted the responsibility of being a member of the Board.

