



**The Alumni Association  
of Tuskegee University, Inc.**

# Bylaws

## ARTICLE I: NAME

This organization shall be known as The Alumni Association of Tuskegee University, Inc. and hereinafter referred to as TAATU.

## ARTICLE II: PURPOSE

The purpose of 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; and influencing communities and governmental activities that will support the University's priorities.

## ARTICLE III: MEMBERSHIP

To be considered a **Member** of the Association, the individual must pay required annual dues. A member will be referred to as a "member in good standing". The Association's membership year shall be January 1 – December 31. Membership Categories:

### Section 3.1 Regular Membership

- Graduate or former student of record at Tuskegee University and persons who have completed at least two academic terms and left in good standing.

### Section 3.2 Recent Graduate Membership

- The first time a person graduates from the University, at the bachelor's, master's or doctoral level (one graduation only), the University graduates shall have their annual dues waived for the first membership year.

### Section 3.3 Associate Membership

- Current or former member of the Tuskegee University faculty or staff.
- Interested friends or family of Regular members who demonstrate their financial and moral support to Tuskegee University.

### Section 3.4 Honorary Membership

- President of Tuskegee University
- Members of the Tuskegee University Board of Trustees
- Persons recommended by the Board of Directors who have distinguished themselves by their contributions to the TAATU.

## ARTICLE IV: OFFICERS

- Section 4.1 Elected Officers.** The elected Officers of the Association shall be the Chair of the Board, hereinafter referred to as COB, First Vice Chair, Second Vice Chair, Third Vice Chair, Recording Secretary, Treasurer, Financial Secretary and Two (2) Members- At-Large.
- Section 4.2 Appointed Officers.** The COB shall appoint the Parliamentarian, Communications Director, Archivist and Chaplain. The appointed officers shall be subjected to a removal process by the Membership or BOD.
- Section 4.3 Officers.** All elected and appointed officers must meet the qualification for office at the time of nomination. The elected and appointed officers shall perform the specific duties as outlined in the Bylaws and all applicable duties as prescribed in the Parliamentary authority adopted by the Association.
- Section 4.4 Suspension/Removal of Officers.** Any officer may be removed from office after a petition, signed by at least ten percent (10%) of active members of the Association, is presented to the BOD. The petition shall state with specificity the allegations against the officer. The BOD, by majority vote, may also petition to relieve an officer from duty.
- Section 4.5 Right of Officers to Appeal Suspension/Removal.** If new information becomes available, the officer may request reconsideration of a suspension or removal action by the submission of a Request for Reconsideration of Appeal letter to the BOD of the Association. The ruling of the membership during this appeal hearing/meeting will be final.
- Section 4.6 Suspension/Removal of Members.** Individual members of the Association may be suspended from membership in the same procedures outlined in Sections 4.4 and 4.5.
- Section 4.7 Vacancies.**
- Section 4.7.1** The COB shall appoint a successor to fill the unexpired term of any officer with approval of the BOD unless otherwise stipulated in these Bylaws.
- Section 4.7.2** The COB shall appoint officers to serve in an elected position where there were no candidates nominated during the nomination process for an election with the approval of the Board of Directors. Candidates for an officer appointment must meet eligibility requirements of the position as stated in these Bylaws.

**Section 4.7.3** Any person so appointed shall hold office until the next regularly scheduled election for that position.

**Section 4.7.4** When vacancies occur in any of the fiscal officer positions, an internal audit shall be performed.

**Section 4.8 Terms of Office.** All elected officers shall serve a term of office of 3 consecutive years beginning on January 1<sup>st</sup>. Elected officers shall hold office three (3) consecutive years or until their successors have been appointed and elected. An officer shall not hold the same office for more than two (2) consecutive terms. No officer shall hold more than one elected or appointed office on the BOD. Each elected officer, if eligible, shall run for another BOD position after their second consecutive term expires, with the exception of the COB. The COB is ineligible to run for any other BOD position. No person who has held elected office, or acted in elected office for more than one and a half (1/2) years of a term to which some other person was elected, shall be elected to that office more than one additional consecutive term. Except for the office of COB, the BOD shall have the power to fill the un-expired term of any vacancy in any elective office of the Association. Succession to the office of Chairman is bound by the Order of Succession delineated herein.

**Section 4.9 Vacancies**

If, by reason of death, resignation, removal from office, inability, or failure to qualify, there is neither a COB nor First Vice Chair to discharge the powers and duties of the office of COB, then the officer of the TAATU who is highest on the following list, and who is not under disability to discharge the powers and duties of the office of COB shall act as COB.

Second Vice Chair, Third Vice Chair, Recording Secretary, Treasurer, Financial Secretary, Parliamentarian, Communications Director and Chaplain.

**Section 4.9.1** The same rule shall apply in the case of the death, resignation, removal from office, or inability of an individual acting as COB under this subsection.

**Section 4.9.2** An individual acting as COB shall continue to act until the expiration of the then current COB term, except that –

**Section 4.9.2.A** if the discharge of the powers and duties of the office is founded in whole or in part on the failure of both the Chairman and the Vice Chairman to qualify, then they shall act only until a Chairman or First Vice Chairman qualifies; and

**Section 4.9.2.B** if the discharge of the powers and duties of the office is founded in whole or in part on the inability of the COB or First Vice Chair, then these shall act only until the removal of the disability of one such individuals.

**Section 4.9.3** The subsections in Section 4.9 shall apply only to such officers that individually meet the qualifications for the Office of COB as provided in the TAATU Bylaws prior to succession; and only to officers not under impeachment or suspension by the Membership or BOD at the time the powers and duties of the office of COB devolve upon them.

**Section 4.10 Inability of the COB or First Vice Chair to Serve**

**Section 4.10.1** In case of the removal of the COB from office or of his death or resignation, the First Vice Chair shall become COB.

**Section 4.10.2** Whenever there is a vacancy in the office of the First Vice Chair, the COB shall appoint a First Vice Chair who shall take office upon confirmation by a majority vote of the BOD.

**ARTICLE V:  
NOMINATIONS AND ELECTIONS**

**Section 5.1 Nominating Committee.** During the second year of the term of office, the COB shall appoint a nominating committee from the active membership of the Association consisting of five (5) active members. Nominating Committee members cannot be a candidate themselves. The Nominating Committee shall, in consultation with the Financial Secretary, have the responsibility to certify the nominees as candidates for office.

**Section 5.2 Candidate Eligibility.** Any member seeking an elected office for the positions of COB, First Vice Chair, Second Vice Chair or Third Vice Chair of the Board of Directors must be a regular member, have earned a degree from Tuskegee University and been a financially active member of the Association for at least three (3) years at the time of nomination. Any member seeking an elected office for the positions of Recording Secretary, Treasurer, Financial Secretary or Members-At-Large must be a regular or associated member and have been a financially active member of the Association for at least one year at the time of nomination.

**Section 5.3 Elections Committee.** Shall be a Special Committee appointed by the COB to conduct and oversee the election process. The Chair and members of the Elections Committee shall not be candidates for any elected office or position.

Election Committee members shall be prohibited from actively campaigning for any candidate. The Elections Committee shall have the responsibility to ensure that the voting and election procedures are carried out with integrity. The list of certified candidates and eligible voters, as recommended by the Nominating and Elections Committee, respectively, shall also require approval by the Board of Directors majority vote.

**Section 5.4 Elections.** During the National Election, when more than two (2) candidates are competing for the same position, the winner will be decided by a majority (more than half) of the eligible votes cast. If no candidate receives the majority vote for a particular office, then a run-off election will be held between the two (2) candidates receiving the highest number of votes. The run-off election will follow the same rules and procedures as the original election. In the case of a tie or voting irregularities, which would adversely affect the validity of the run-off election, a second run-off may be held at the direction of the Board of Directors.

**Section 5.5 Electronic Voting.** The Board may adopt a web-based or other electronic-based method, which allows Members to cast votes electronically by ballot.

The Board may, but shall not be required to, adopt, promulgate, and amend rules, regulations, policies, and guidelines not inconsistent with this Section to assist with the implementation of the electronic voting process, including administration and management of electronic voting, voting security, electronic voting record keeping, technology support, third-party voting, unanticipated circumstances and any other issues relating to electronic voting that may arise from time to time.

**Section 5.6 Voter Eligibility.** To be eligible to vote in a national election, the member must have paid Association dues for the previous and current year with the Association. Members meeting these qualifications are considered to be eligible voters.

## **ARTICLE VI: DUTIES OF ELECTED OFFICERS**

**Section 6.1 COB**  
Presides at all National Meetings; chairs Board of Directors Meetings; Appoints standing and special committees or persons as provided in the Bylaws; Serves as one of the authorized signatories on all checks and drafts, except payments made to oneself; Makes Parliamentary rulings upon advice from the Parliamentarian; Performs governmental relations through activities, that influence legislations and impacts the University. Serves as ex-officio member of

all committees except the Nominating and Election Committees. The Chairman shall be a graduate of Tuskegee University.

**Section 6.2 First Vice Chair**

Presides at National Meetings in the absence of the COB; Chairs Executive Board meetings in the absence of the Chair. Coordinates program planning for the Association. Serves as one of the three authorized signatories on all checks, drafts, vouchers and certified copies of acts of the Association. The First Vice Chair shall be a graduate of Tuskegee University.

**Section 6.3 Second Vice Chair**

Presides at National Meeting in the absence of the COB and First Vice Chair; Chairs Executive Board meetings in absence of the COB and First Vice Chair; Works closely with students on campus through the Student Government Association to recruit students to the Association for the purpose of developing better Student-Alumni relations. The Second Vice Chair shall be a graduate of Tuskegee University.

**Section 6.4 Third Vice Chairman**

Presides at National Meetings in the absence of the COB, First and Second Vice Chairs; Chairs Executive Board Meetings in the absence of the COB, First and Second Vice Chairs; Provides overall support and assistance, as needed, to improve membership. The Third Vice Chair shall be a graduate of Tuskegee University.

**Section 6.5 Recording Secretary**

Records minutes of all meetings; Serves as official custodian of all documents; Transmits all minutes, reports, committee reports, constitutional changes, etc. to members and Board of Director members within sixty (60) days after meetings.

**Section 6.6 Treasurer**

Serves on the Budget & Finance Committee; Issues all checks for board approved expenditures; Reconciles the check registry in collaboration with the Financial Secretary; Gives complete account of financial records when called upon; Submits reports at every meeting; Maintains accurate records by performing monthly audits to coincide with the disposition of funds; Submits an annual report to the Association at its general meeting; Responsible for the care and custody of all funds; Serves as one of the three authorized signatories on all checks, drafts and vouchers, except payments made to oneself.

**Section 6.7 Financial Secretary**

Receives all monies and forwards receipts for all funds processed at special Association functions and events; Surrenders all collected funds to the Treasurer with appropriate documentation; Serves on the Budget & Finance Committee;

Prepares and submits an annual report to the Association in collaboration with the Treasurer; Maintains official records of financial members of the Association, separating memberships in appropriate categories.

**Section 6.8 Members-at-Large**

Two (2) qualified alumni that serves as a liaison between the Executive Board and the rest of the organization. Performs duties as assigned by the Chair of the Board or Board of Directors.

**ARTICLE VII:  
DUTIES OF APPOINTED OFFICERS**

**Section 7.1 Parliamentarian**

Gives advice to the presiding officer upon request; Calls the presiding officers' attention to any area in the proceedings that may affect the rights of any member or may otherwise do harm; Chairs the Bylaws Committee.

**Section 7.2 Communications Director**

Sends notices to the membership announcing meetings, elections, etc. in a timely manner; Conducts general correspondence of the Association, excluding correspondence that is functionally proper to other officers or committees; Sends notices to Alumni groups the University's communications media, etc. covering all Association events; Compiles and transmits documents to be published through media sponsored and/or supported by the Association.

**Section 7.3 Archivist**

Responsible for assembling cataloging, preserving and managing the Association's written records and historical information.

**Section 7.4 Chaplain**

Presents opening prayer at Association functions and events; Coordinates resolution service for deceased alumni with the Recording Secretary.

**ARTICLE VIII:  
MEETINGS**

**Section 8.1 National Meeting.** An annual meeting of the Members shall be held every third (3<sup>rd</sup>) year. The day and time for the annual meeting shall be determined by the Board of Directors. At such meeting, the Board of Directors shall be elected in accordance with Section 5.5 of these Bylaws and the Members shall transact such other business as may properly come before them.



**Section 8.1 Quorum.** A quorum shall be the majority of all the members present including five (5) members of the Board of Directors.

**Section 8.2 Meeting Criteria**  
Meetings of the Board of Directors and National Meeting may be conducted in person or electronically (telephone and/or virtual meeting). Meetings held virtually shall allow for anonymous voting and support visible displays identifying those participating. Speakers, motions and results of votes shall be visible. Virtual meetings shall be recorded and easily retrievable by any active member.

**Section 8.3 Special Meetings**  
The COB, with the approval of the Board of Directors, may convene a special meeting of the membership provided that written notice has been given not less than fifteen (15) days prior to said meeting to all members of the Association.

**Section 8.4 Majority Vote.** The casting of votes represented at a meeting at which a quorum is present, shall be binding for all purposes except where a different percentage vote is stipulated by the Bylaws.

## **ARTICLE IX: BOARD OF DIRECTORS**

**Section 9.1 Composition of the Board of Directors**  
The voting members of the Board of Directors shall consist of the COB (only in the event of a tie, if desired) First Vice Chair, Second Vice Chair, Third Vice Chair, Recording Secretary, Treasurer, Financial Secretary, all Members-at-Large, Communications Director, Archivist and Chaplain. A member serving as an Executive Officer in another alumni association, cannot serve on the TAATU Board of Directors.

**Section 9.2 Board of Directors Duties and Powers**  
Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission. The Board of Directors shall have governing authority of the affairs of the Association between its business meetings, make recommendations to the Association and perform such other duties as are specified in the Bylaws. The Board of Directors may act and ballot by telephone, mail, virtual meeting and otherwise as it may deem appropriate by general membership to handle the business of the Association.

**Section 9.3** The Board of Directors shall determine the time and location for the annual National Meeting.

**Section 9.4 Quorum for Board of Director Meetings**

A quorum for meeting of the Board of Directors shall be constituted by one-third (1/3) of the Board of Directors. Once a quorum has assembled, business may be conducted.

**Section 9.5 Special Meetings of the Board of Directors**

The COB may convene a special meeting of the Board of Directors, provided that a majority of the Board of Directors approve and not less than ten (10) days written notice has been given to all Board of Directors prior to the date of the meeting. For all special meetings, each Board of Director shall be polled and informed of the proposed agenda at the time they are polled.

**Section 9.6** Any action to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if such action is evidenced by written consents, setting forth the action so taken, signed by at least a majority of the Directors.

**ARTICLE X:  
COMMITTEES**

**Section 10.1 General Practices**

All committees and its members shall be appointed by the COB as provided in the Bylaws. Any committee may act and ballot by mail, electronically, virtual meeting or otherwise as it may wish or as the Board of Directors may direct.

**Section 10.2 Budget & Finance Committee Composition and Duties**

**Section 10.2.1** The Budget & Finance Committee will consist of the Treasurer, Financial Secretary and at least two (2) other members and shall perform the following duties:

**Section 10.2.2** Prepare an annual budget at least sixty (60) days before the annual meeting and shall submit the budget to the Board of Directors for review and approval.

**Section 10.2.3** Monitor the budget throughout the year and submit recommendations to the Board of Directors for amendments as needed.

### **Section 10.3 Bylaws Committee**

**Section 10.3.1** The Bylaws Committee shall consist of the Parliamentarian and at least two (2) members and shall perform the following duties:

**Section 10.3.2** Review, at least annually, the Bylaws and any other Associations adopted rules, hereinafter referred to as the Association's governing documents for current status and possible recommendations for changes. Amendments and Revisions to the Bylaws require approval by the membership.

**Section 10.3.3** Ensure that all Association governing documents comply with the principles of parliamentary procedure and are not in conflict with any applicable superseding rules.

**Section 10.3.4** Compile and organize all approved Association governing documents and make them available to the membership.

### **Section 10.4 Audit Committee Composition and Duties**

**Section 10.4.1** The Audit Committee shall consist of the First Vice Chair and at least two (2) members and shall perform the following duties:

**Section 10.4.2** The Audit Committee shall analyze and review the internal operations, both financial and perform audits of all the Association activities.

## **ARTICLE XI: REPORTS**

### **Section 11.1 Budget & Finance Committee Report**

The Budget & Finance Committee shall present an annual budget to the Board of Directors for review and the membership for approval at the annual meeting.

### **Section 11.2 Treasurer Report**

The Treasurer shall, each year, present to the annual meeting, a written summary report of the finances of the Association, and the purpose of its expenditures.

**ARTICLE XII:  
PARLIAMENTARY AUTHORITY**

**Governing and Operating Rules**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all matters to which they are applicable and in which are not inconsistent with these Bylaws.

**ARTICLE XIII:  
AMENDMENT OF BYLAWS**

Amendments and Revisions of these Bylaws shall require a two-thirds (2/3) vote at a National Meeting. Proposed amendments and revisions shall be published to the membership at least 60 days prior to the convening of the National Meeting.

**ARTICLE XIV:  
IRS COMPLIANCE**

**Section 14.1 IRS Form 990 Review**

Each member of the Board of Directors shall be provided a copy of the final Form 990 including all required schedules) whether in paper or electronic form, before its filing with the IRS. If the e postcard is filed, all of its governing body members shall be provided a link to a password-protected website on which the entire Form 990 can be viewed.

**Section 14.2 IRS Required Policies**

A written conflict of interest policy which defines conflicts of interest, identifies the classes of individuals within the organization covered by the policy, facilitates disclosure of information that can help identify conflicts of interest, and specifies procedures to be followed in managing conflicts of interest.

A whistleblower policy which encourages staff and volunteers to come forward with credible information on illegal practices or violations of adopted policies of the organization, specifies that the organization will protect the individual from retaliation, and identifies those staff or board members or outside parties to whom such information can be reported

A document retention and destruction policy which identifies the record retention responsibilities of staff, volunteers, board members, and outsiders for maintaining and documenting the storage and destruction of the organization's documents and records.

**A compensation policy describes compensation paid to any member of the Executive Board.**

**ARTICLE XV:  
DISSOLUTION**

The corporation is not organized for pecuniary profit and no parts of its net earnings shall inure to the benefit of any individual. Upon dissolution of the corporation, the residual assets of the corporation, if any, after payment in full of all debts and obligations of the corporation, shall be distributed to one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code for exclusively public purposes.

*Approved by the TAATU Body*  
**March 16, 2023**