

# **Bylaws of The National Alumnae Association of Spelman College (NAASC)**

(Ratified: May 14, 1977 – Revised: May 17, 1986; May 18, 1991)

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## **ARTICLE I – DUTIES OF OFFICERS**

**Section 1.** All officers of the Association, National, Regional, and Chapter, shall perform the duties of their office as described in *Robert's Rules of Order Newly Revised*, current edition, in addition to any specified in these bylaws.

### **Section 2. President**

- A. The president at each level shall preside at all meetings of the Association and of the Executive Committee.
- B. She shall direct the activities of the Association.
- C. She shall open the meetings by taking the chair and calling the meeting to order.
- D. She shall announce the business in the order of the scheduled appearance.
- E. She shall obey all lawful orders of the body by becoming thoroughly familiar with the Association's constitution and bylaws and the rules of parliamentary law and procedure.
- F. She shall sign letters and documents necessary to carry out the will of the Association and approve publications in the name of the Association.
- G. She shall represent and speak for the Association to organizations and to the public.
- H. She shall appoint the chairperson of each standing committee.
- I. She shall appoint such special committees as may be authorized by the Executive Committee and/or the body.
- J. She may appoint a parliamentarian, chaplain, and historian from the membership.
- K. She shall act as ex-officio member of all committees except the Nominating Committee.
- L. She shall have the responsibility for seeing that all officers and committees function in their respective duties and that the activities of all committees are coordinated.

- M. She shall take action, with the advice and approval of the Executive Committee, on all matters that cannot be deferred until the next meeting.
- N. She shall approve and co-sign orders on the treasury for money.

**Section 3. President-Elect**

- A. The President-Elect, at the expiration of the term(s) of the President, shall become the President of the Association.
- B. She shall serve as President Pro Tempore of the Association in the event of the absence, incapacity, resignation, or death of the president of the unexpired term.
- C. She shall serve as chairperson of the Program Committee of the Association.
- D. She shall coordinate the activities of the standing committees of the Association.
- E. She shall be a member of the Executive Committee.
- F. She shall perform other such duties as assigned by the President of the Association.
- G. She shall serve as recruitment liaison.
- H. She shall serve as a member of the Finance Committee.

**Section 4. Vice President**

- A. She shall, in the event of the absence or inability of the President and President-Elect, convene the Executive Committee.
- B. She shall, in the event of vacancies of the offices of both the President and President-Elect, call a special meeting of the Executive Committee to select a president for the unexpired term.
- C. She shall communicate with alumnae interested in starting local NAASC chapters.
- D. She shall conduct on-site, new chapter orientation with the support of the respective regional coordinator, and serve as a major resource person for the training and development of chapters.
- E. She shall attend all regional meetings.
- F. She shall perform other such duties as assigned by the President of the Association.

**Section 5. Recording Secretary**

- A. The Recording Secretary shall take careful and authentic notes of the proceedings of the meetings as a basis for preparing the minutes.
- B. She shall present the minutes for the Executive Committee, no later than sixty (60) days following and Executive Committee meeting or Annual Meeting, for correction and approval; enter any corrections approved by the members in the minute book; and attest by her signature the approved minutes as the official record of the Association with the date of approval.

- C. She shall present to the President within two weeks of the meeting, a list of action items from each Executive Committee meeting and each annual meeting for immediate transmittal to the members of the Executive Committee.
- D. She shall bring to each meeting the minute book, a copy of the constitution and bylaws, a list of the executive committee members, a list of standing and special committees, and a copy of the parliamentary authority adopted by the Association.
- E. She shall search the minutes for information requested by the officers or members.
- F. She shall assist the President in the preparation of the order of business to be considered at each meeting.
- G. She shall preserve all records, reports, and official documents of the Association except those specifically assigned to the custody of others.
- H. She shall provide the chairperson of each special committee with a list of her committee members, a copy of the motion referring the subject to the committee, and instructions and other documents that may be useful.
- I. She shall provide the chairperson of each standing committee with a copy of all proposals referring to it, instructions, or materials that may be useful.
- J. She shall be responsible for maintaining a complete set of all forms developed and utilized by the Association in the office of NAASC.

#### **Section 6. Assistant Recording Secretary**

- A. The Assistant Recording Secretary, in the absence or incapacity of the Recording Secretary, assumes the duties of the Recording Secretary.
- B. She shall perform those duties of the Association as directed by the President.

#### **Section 7. Corresponding Secretary**

- A. The Corresponding Secretary shall compile, organize and represent information related to the chapters, regions, and the National Alumnae Association in a newsletter.
- B. She shall be responsible for the distribution of this newsletter to each member of the Association.
- C. She shall perform those duties of the Association as directed by the President of the Executive Committee.
- D. She shall prepare and send, through the Office of Alumnae Engagement, required notices of meeting and proposals one month prior to the meeting date.
- E. She shall maintain an up-to-date roster of all Association committees.
- F. She shall keep up-to-date listings of the national officers and membership, and distribute the lists when needed.

**Section 8. Financial Secretary**

- A. The Financial Secretary shall keep the official record of all monies collected.
- B. She shall keep the membership list for each fiscal year.
- C. She shall assist the Treasurer in the preparation of financial reports to the Association.
- D. She shall be a member of the Finance Committee.
- E. She shall assist the Credentials Committee in validating memberships.
- F. She shall keep files of all communication pertaining to financial matters.

**Section 9. Treasurer**

- A. The Treasurer shall be responsible for the collection, accounting, and expenditure of all funds of the Association.
- B. She shall keep an accurate financial record of all funds.
- C. She shall deposit the same in such banking institution as the Executive Committee shall authorize, and the account(s) shall be in the name of the Association.
- D. She shall render an annual report, and a report at such other times as the Association may authorize.
- E. She shall chair the Finance Committee.
- F. She shall present to the Association a proposed budget for the annual operation of the Association as planned by the Finance Committee.
- G. She shall countersign all checks and vouchers with the President or Assistant Treasurer.

**Section 10. Assistant Treasurer**

- A. The Assistant Treasurer shall assist the Treasurer and shall, in her absence, perform the duties of the Treasurer.
- B. She shall be responsible for determining the appointment of dues to the regions from the Association.
- C. She shall be responsible for the disbursement of dues to the regions on a quarterly basis within the fiscal year, July 1 to June 30.

**Section 11. Archivist**

The Archivist shall establish guidelines and procedures for the selection of Association materials for the archives and identify an appropriate location to store archives.

### **Section 12. Parliamentarian**

- A. The Parliamentarian shall be appointed by the President.
- B. She shall advise the President, Executive Committee Members, Regional Officers, Chapters and members on parliamentary procedure and the interpretation of the NAASC Constitution and Bylaws.
- C. She shall serve as a member on the National Constitution & Bylaws Committee.
- D. She shall serve as a non-voting Executive Committee member.
- E. She shall be an active member of NAASC

## **ARTICLE II - DUES**

### **Section 1. National Dues**

- A. The amount of annual dues per alumna shall be determined at each annual meeting. Dues shall be assessed for the purpose of continuing the programs of the Association. These dues shall be payable directly to the Association, beginning in July of each year, but no later than June 30. An exception is made for members paying dues through the College reunion registration. Reunion processed dues will be applied to the fiscal year beginning July 1 after the Annual Meeting. An alumna membership card shall be issued upon receipt of the annual dues and shall apply to a fiscal year of July 1 to June 30. Payment of annual dues to the Association shall determine membership and eligibility for local chapter membership. Each chapter shall be responsible for collecting and transmitting National Association dues upon receipt. Recent Alumnae (2-5 years out) shall pay 50% of dues paid by regular members.
- B. The Executive Committee shall be empowered to recommend changes in the dues assessment for approval by the Association.
- C. Life membership dues in an amount that shall be determined by the National Association shall be paid within a period not to exceed five (5) years. A Life Membership card shall be issued upon receipt of full payment. Honorary members are ineligible to become life members.

### **Section 2. Regional Dues**

- A. An alumna shall pay annual dues as determined by the Executive Committee of the National Alumnae Association.
- B. Twenty percent of the annual dues paid by each alumna to the National Association shall be disbursed to her region for the purpose of continuing the regional program.

### **Section 3. Chapter Dues**

Each chapter shall establish its own dues structure and may be responsible for collection of National Association dues and forwarding the same to the Association.

## **ARTICLE III – MEETINGS**

### **Section 1. Annual Meeting**

The Annual Meeting of the full membership of the Association shall be held during the week preceding commencement.

### **Section 2. Special Meetings**

A special meeting of the Association may be called upon a two-thirds vote of the National Executive Committee with a call sent to the members at least thirty days prior to the meeting.

### **Section 3. Executive Committee Meetings**

Meetings of the Executive Committee shall be held in December, preceding the Annual Meeting and at such other times as may be called by the President or three members of the Executive Committee.

### **Section 4. Quorum**

- A. Seventeen shall constitute a quorum to transact the business of the full assembly. Of these seventeen persons, at least seven must be members of the Executive Committee, and an additional ten must be members of the Association.
- B. Seven members of the Executive Committee shall be required to conduct the business of the Executive Committee.

### **Section 5. Regional Meetings**

- A. Regional conferences shall be held biennially, but must not be scheduled during the week of commencement at Spelman College. The purpose of these meetings shall be to increase alumnae at-large within the regions, and submit resolutions and recommendations for adoption by the National Association.

## **ARTICLE IV - EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee shall consist of all national officers, the immediate past president (for a one-year period), chairpersons of standing committees, regional coordinators, two members-at-large to be elected by the Association, and one delegate from each region for every two hundred (200) members, or fraction thereof.

### **Section 2. Duties**

- A. The Executive Committee shall study the needs of the Association as they relate to the College and make recommendations to the general body.
- B. It shall transact the business of the Association between meetings of the Association by call meetings or correspondence, if necessary.

- C. In the event of a vacancy in the office of President and the concurrent inability of the President-Elect to assume the office of the President, the Executive Committee shall be empowered to elect a President Pro Tempore. Any seven members of the Executive Committee shall be empowered to call an emergency session within sixty days for the purpose of electing from the Executive Committee a President Pro Tempore who shall serve until the next Annual Meeting.
- D. Criteria for determination of inability to serve shall be: 1) personal disability; 2) failure to perform the duties of the office of President-Elect; 3) moral turpitude; or 4) felony conviction.
- E. It shall receive all reports of standing committees and assume the duties of these committees when said committees fail to function.
- F. It shall take lead in making and executing the plans for the work of the Association.
- G. It shall prepare written articles of impeachment for presentation to the office charged.
  - 1. Upon determination that the conduct/condition of an officer warrants impeachment, a written list of charges shall be presented to said officer requesting a written response within thirty (30) days.
  - 2. Impeachment proceedings shall cease upon the resignation of the charged officer. No reference to the charges of impeachment shall be included in the records of the Annual Meeting.
- H. It shall approve the slate of officers for election at the December Executive Committee meeting.
- I. It shall approve the nominees for Hall of Fame, Merit, and Young Alumna Awards at the December Executive Committee meeting.

### **Section 3. Members-At-Large**

- A. Members-at-large shall be elected for a period of two years from among the pool of alumnae who live in areas not served by chapters.
- B. One member-at-large shall live east of the Mississippi River, and one member-at-large shall live west of the Mississippi.

### **Section 4. Delegates**

- A. Delegates shall be elected at regional conferences for a term of two years. If there is no regional conference prior to the first Regional Executive Committee meeting after adoption of this by-law, the Regional Executive Committee shall appoint the delegate(s) who shall serve until the next regularly scheduled regional conference.
- B. Delegates shall be members of the Regional Executive Committees.
- C. The regional coordinator shall inform the national president of the name, postal address, email address, and telephone number of each delegate within (30) days of appointment or election.

## **ARTICLE V - STANDING COMMITTEES**

### **Section 1. Number and Name**

Standing Committees of the Association shall be: Finance, Constitution and Bylaws, Personal Achievement and Awards, Membership, Nominating, Elections, Credentials, Compliance, Technology, Affinity Relations, Program, Leadership Development Institute and Health and Wellness.

### **Section 2. Duties of Committees**

#### **A. Finance Committee**

1. The Finance committee shall be made up of six members, namely, Treasurer, Assistant Treasurer, Financial Secretary, President-Elect, Vice President, and an active alumna appointed by the NAASC President.
2. It shall: a) submit, for approval, a proposed budget for the Association to the Executive Committee at its spring meeting, and b) make recommendations on the need to change the amount charged for dues and other sources of revenue for the Association.
3. It shall present the approved budget to the Annual Meeting of the Association.
4. For each fiscal year, it shall establish and maintain a computer file of alumnae who pay dues which includes the following information for each alumna; full name, complete address, telephone number (if submitted) chapter name, and date dues were received. The file shall be used to produce address labels and listings of members of the Association.
5. One month following the deadline for paying dues to be eligible to vote, shall provide the President with the state listings of all paid members for distribution to chapters for validation prior to election.

#### **B. Constitution and Bylaws Committee**

1. It shall review the constitution and bylaws of the Association.
2. It shall possess the right to originate amendments.
3. It shall review all submitted amendments and edit for composition.
4. It shall consolidate similar amendments for joint proposal, subject to acceptance by the proposers.
5. It shall submit proposed amendments to the members together with the committee's recommendations for action.
6. It shall ensure, with the assistance of legal counsel, the bylaws are in compliance with applicable federal and state statutes.
7. In the event a revision is authorized, prepare and submit the proposed revision.
8. Secure, review, approve and archive bylaws for all regions and chapters.

9. Advise regions and chapters on the compliance of their constitutions and bylaws with provisions of the National Association's constitution and bylaws.
10. Give technical assistance to regions and chapters in drafting of their constitution and bylaws.

C. Personal Achievement and Awards Committee

The committee shall have the responsibility of reviewing the achievements of alumnae whose names are submitted for personal achievement awards and for submitting the names of alumnae selected at the December Executive Committee meeting. It shall provide for the awarding of certificates of merit to graduates who have clearly distinguished themselves by their outstanding and loyal service to the College and to their communities. No more than three awards shall be made in any one year.

D. Membership Committee

1. The committee shall have the responsibility for developing strategies for recruitment of all alumnae for membership and shall function for a two-year period.
2. The Membership Committee shall be responsible for the timely issuance of membership cards to financial members of the Association.

E. Nominating Committee

The committee shall consist of one representative for each region and shall be empowered to function for a two-year period.

1. The committee shall be elected at the Annual Meeting of the year following the election of the major slate of officers or at a meeting called for this purpose by the President upon the recommendation of the Executive Committee.
2. It shall submit to the elections Committee a slate of officers for Recording Secretary, Assistant Recording Secretary and Financial Secretary by November 15<sup>th</sup> of the first year.
3. It shall submit to the Elections Committee a slate of officers for President-Elect, Corresponding Secretary, Assistant Corresponding Secretary, Treasurer, Assistant Treasurer, and two members-at-large by November 15<sup>th</sup> of the second year.
4. It shall secure from nominees a voluntary statement of 100 words to be included with the ballot.
5. No members of the Nominating Committee can be nominated for office while serving on this committee.

F. Elections Committee

1. The Elections Committee shall prepare and submit a slate of officers including voluntary statement of 100 words for each nominee to the Executive Committee at the December meeting.

2. It shall be responsible for numbering all official ballots and return envelopes.
3. It shall be responsible for mailing the initial slate of nominees to the electorate, with provisions for write-ins by January 15<sup>th</sup>. At least two (2) weeks turn around time shall be allowed for the return of ballots.
4. It shall be responsible for receiving, sealing, and retaining the teller's report until it is a certainty that a recount will not be ordered.
5. It shall be the responsibility of the chairperson of the Elections Committee to read the report of the teller and to declare the offices who have been elected.
6. It shall be responsible for notifying, by mail, persons elected to office.
7. It shall be responsible for notifying the Executive Committee and officers of the Association of the persons elected to office.

G. Credentials Committee

1. The Credentials Committee shall be responsible for certifying the eligibility of the initial slate of nominees by December 1 and the final slate by March 1.
2. It shall be responsible for certifying the eligibility of the electorate before the ballots are mailed.
3. Eligibility for voting in National elections shall be determined by the previous year's payment of National dues.

H. Program Committee

1. The Program Committee shall be responsible for the implementation of the approved national service program(s) for the Association at all levels.
2. It shall be chaired by the President-Elect with regional coordinators as the core membership. The President-Elect may appoint other members, as she deems necessary to accomplish the work of the committee.

I. Compliance Committee

- a. The Compliance Committee shall consist of no fewer than three (3) and no more than five (5) active members, in good financial standing. The membership may include, but is not limited to, the Financial Secretary.
- b. It shall oversee the status of each chapter and be responsible for performing the tasks described in ARTICLE IV, Section 4 of the Constitution.

## **ARTICLE VI - REGIONS**

### **Section 1. Duties of Officers**

A. Regional Coordinator

1. The Regional Coordinator shall act as presiding officer at all regional conferences and call meetings, and shall coordinate the activities of her region.

2. She shall act as chairperson of the Regional Executive Committee.
3. She shall call biennial regional meetings and assign a hostess chapter if no chapter volunteers.
4. She shall represent her region at the National Executive Committee meetings of the Association.
5. She shall appoint a parliamentarian from the membership when needed.
6. She shall appoint standing and special (ad hoc) committees.
7. She shall serve as an ex-officio member of all committees in her region.
8. She shall provide communication with each alumna within her region at least once during the year.
9. She shall take action, with the advice and approval of the Regional Executive Committee, on matters that cannot be deferred until the next conference.
10. She shall act to establish new chapters within the region when and where feasible.
11. She shall provide each Chapter with a copy of:
  - a) The Constitution and Bylaws of NAASC
  - b) Minutes of previous fiscal years.
  - c) A chapter handbook.
  - d) Special projects of the Association, i.e., the Christmas Gift to Spelman

B. Secretary-Treasurer

1. The Secretary-Treasurer shall keep minutes of each meeting and furnish the Coordinator with a copy.
2. She shall carry on such correspondence as may be delegated to her by the Coordinator.
3. She shall send a copy of the Regional Conference minutes to the Director of Alumnae Affairs.
4. She shall keep an accurate account of receipts and disbursements; and keep a file of bills, receipts, canceled checks, and bank statements.
5. She shall keep an up-to-date file and listing of the regional membership.
6. She shall present a treasurer's report at the biennial regional conference.
7. She shall chair the Finance Committee and present to region membership a proposed budget at its biennial conference.
8. She shall assist the Coordinator with mailings and other business of the region.

## **Section 2. Committees**

### **A. Executive Committee**

#### **1. Composition**

The Executive Committee shall be composed of regional officers, chapter presidents, chairpersons of any standing committees appointed by the Regional Coordinator, Delegate Representatives to the National Executive Committee, and three members-at-large elected by the region. Current and past national officers shall be ex-officio members of the Regional Executive Committee.

#### **2. Duties of the Executive Committee**

- a. The committee shall transact the business of the region between biennial conferences.
- b. The committee shall study the needs of the region and make recommendations to the general body.
- c. In case of the resignation or inability of the Coordinator to complete the term of office, any five members of the Executive Committee shall be empowered to call an emergency session for the purpose of electing a Regional Coordinator Pro Tempore who will serve until the next biennial conference.

#### **3. Quorum**

Five members of the Executive Committee shall constitute a quorum to transact business.

### **C. Standing Committees**

The Regional Coordinator may appoint chairpersons to serve on the following committees: Constitution and Bylaws, Personal Achievement and Awards, Finance, and Membership.

## **ARTICLE VII – ELECTRONIC PROVISIONS**

### **Section 1. Meetings**

The Association, Regions, Chapters, all committees and subcommittees on the National, Regional, and Chapter level shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members can simultaneously hear each other and participate during the meeting. Notice of meetings may be sent by email.

### **Section 2. Mailings**

Mailings may be sent electronically, except where the bylaws require the use of postal mail or where a member *does not have e-mail access or indicates otherwise*.

### **Section 3. Publications**

Publications may be in electronic format.

#### **Section 4. Postal Option**

Any member may formally choose to receive mailings and publications by postal means, by notifying the corresponding secretary.

### **ARTICLE VIII – PROCEDURES**

Procedures shall be adopted by a majority affirmative vote by the National Association or the Executive Committee to implement the Constitution and Bylaws of The National Alumnae Association of Spelman College. These procedures shall be binding on officers, Chapters, Regions, and members until such time as they are eliminated or changed by the National Assembly and/or the Executive Committee, so long as they are not inconsistent with the Constitution and Bylaws or procedures previously adopted by the National Assembly.

### **ARTICLE IX – AMENDMENTS**

**Section 1.** The Bylaws shall be amended by a two-thirds (2/3) affirmative vote of the voting electorate at the Annual Meeting or a special meeting called by the Executive Committee in accordance with the NAASC Bylaws, Article III, Section 2.

**Section 2.** The proposed amendment shall be recommended by a member, Chapter, Standing Committee, Regional Conference, the Executive Committee, the Constitution and Bylaws Committee and/or the Annual Meeting.

**Section 3.** The proposed amendment must be presented in writing to the Constitution and Bylaws Committee at least (3) months prior to the convening of the Annual Meeting.

**Section 4.** An amendment must be circulated to each Chapter by the Constitution and Bylaws Committee at least thirty (30) days prior to the convening of the Annual Meeting.

**Section 5.** Any amendment proposed at the Annual Meeting shall be referred to the Constitution and Bylaws Committee for consideration at the next Annual Meeting. It shall be subject to procedure as indicated in Section 4 of this article.