

**ARTICLES OF INCORPORATION
CONSTITUTION AND BYLAWS
OF THE
TUSKEGEE NATIONAL ALUMNI ASSOCIATION, INC.
TUSKEGEE UNIVERSITY TUSKEGEE,
ALABAMA 36088**



**ORGANIZED 1917
INCORPORATED July 25, 1979**

**AMENDED: AUGUST 1979, 1982, JULY 1984
AUGUST 1988, 1990, 2008, 2010, 2012, 2016, 2022
REVISION: AUGUST 1996, 2014**

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PREAMBLE

The Tuskegee National Alumni Association, Inc. a non-profit corporation is an organization dedicated to the advancement and support of Tuskegee University, its ideals and programs. The Association shall work toward mobilizing alumni and friends support for Tuskegee. The Association shall maintain liaison and working relationship with the Alumni organization structure at all levels; and a working relationship with faculty, staff, students, administration, trustees and such other groups as will foster the program of Tuskegee University.

CERTIFICATE OF INCORPORATION

The Certificate of incorporation under Title 10 of the Code of Alabama, 1975, is filed on the 25th day of July, 1979 and duly recorded on Volume 6, Page 462, iii the charts of Macon, Alabama.

ARTICLES OF INCORPORATION

ARTICLE I

Name

SECTION 1. The name of this organization shall be the Tuskegee National Alumni Association, Incorporated, hereafter known as TNAA.

ARTICLE II

Objects, Purposes and Powers

SECTION 1. The nature of the business and the objects, purposes and powers of the Corporation are as follows:

- (a) To foster the ideals of Tuskegee University and of its illustrious founder, Booker T. Washington.
- (b) To encourage and assist students, graduates, and former students toward the highest development of character and service to mankind.
- (c) To foster unity of purposes through an organized structure of regional organizations, state councils, and local clubs.
- (d) To encourage liberal financial and moral support of Tuskegee University and its policies.
- (e) To assume and maintain an active national leadership in the promotion and furtherance of Tuskegee University.
- (f) To foster acquaintance, fellowship and understanding among alumni and to serve as a medium of exchange of ideas, and alumni material toward the future development of alumni programs and activities.

SECTION 2. In furtherance of the aforesaid objects and purposes, this Corporation shall have the power to:

- (a) Purchase, sell, manufacture and generally deal in materials and goods, wares, and merchandise, and carry on any other lawful trade or business convenient, incidental to, proper or useful in connection with the purchase, sale, lease, ownership, construction, equipment of operation of its property and business.
- (b) Generally carry on and undertake any other lawful business which may from time to time seem to the directors of the corporation capable of being carried on in connection with the above objects, purposes and powers or calculated directly or indirectly to render valuable or enhance the value of any of the corporations properties, privileges, rights or franchises and whether or not such other business is similar in nature to the objects, purposes and powers hereinabove set forth or otherwise.

- (c) Acquire, develop, improve, sell, assign, transfer, subdivide, option, convey, lease, sublease, pledge, mortgage and otherwise encumber, alienate and dispose of real and personal property.
- (d) Make and enter into all manner and kinds of contracts, agreements and obligations with any person, partnership, firm, association, or corporation or other entity and with Municipal, County, State, Federal and other governments for purchasing, acquiring, holding, using kinds of property, real, personal and mixed and for the conduct of the corporation's business.
- (e) Have and exercise all the powers now or hereafter conferred by the laws of the State of Alabama upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto and, further have and exercise all the powers now and hereafter conferred upon corporations by the laws of the United States of America and any State, County, Municipality, District, Territory or Foreign Country in which the corporation is doing business.
- (f) Do any and all things herein set forth as principal, agent, contractor, subcontractor, joint adventurer, trustee or otherwise, alone or in company with others, and do any and all things necessary and proper for the accomplishment of the objects, purposes and powers herein enumerated or necessary or incidental to the protection and benefit of the corporation.
- (g) Conduct business in the State of Alabama, other States, the District of Columbia, the territories and possessions of the United States and in other countries and have one or more offices out of the State of Alabama, as well as within said state; provided however, that nothing herein contained shall be deemed to authorize the corporation to carry on in any State any business which is not lawful under the laws of such State for a corporation to carry on within such State.
- (h) To adopt, apply for, obtain, register, produce, take purchase, exchange, lease, hire, acquire, secure, own, hold, use,

operate, contract, or negotiate for, take licenses or other rights in respect of manufacture under, introduce, sell, assign, collect the royalties on mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters, patents, patent rights, patents applied for, trademarks, trade names, and symbols, distinctive marks and indications or origin or ownership, copyrights, syndicate licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly, to effectuate these objects.

- (i) The foregoing clauses shall be construed as powers as well as objects and purposes, and the marten expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers; shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another herein contained shall be construed as authorizing the corporation to engage in or carry on the business of banking or insurance.

CONSTITUTION AND BYLAWS

ARTICLE I

Membership

SECTION 1.

Regular

- Graduate or former student of record at Tuskegee University
- Member of officially sanctioned Tuskegee National Alumni Association (TNAA) professional association

SECTION 2.

Associate

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

SECTION 3.

Honorary

- President of Tuskegee University
- Members of the Tuskegee University Board of Trustees
- Current or former member of the Tuskegee University faculty or staff
- Persons recommended by the Executive Board who have distinguished themselves by their outstanding contributions to the objectives of TNAA

SECTION 4.

Life

- Shall be of three kinds as determined by the Executive Board.

SECTION 5.

Member-At-Large is a “regular” member who is not affiliated with a local alumni club.

SECTION 6.

Professional Association is a “regular” member who is also a member of one or more of the recognized professional associations within the Tuskegee National Alumni Association.

SECTION 7.

Rights and Privileges – A member is one whose dues (includes: Club, Region and TNAA) are current. A member shall

be privileged to attend all meetings, vote in the election of officers and association business, unless otherwise stated in these bylaws

ARTICLE II

FINANCES

SECTION 1. The Fiscal year of this organization shall be from July 1st to June 30th of the following year. All references in these bylaws to the word's year, annual, annually shall mean the organization's fiscal year.

SECTION 2. The National Dues (\$35), per member, as stipulated by the TNAA shall be payable to TNAA each fiscal year. Dues for the upcoming fiscal year shall be paid beginning in May of each year. Any recommended increase in dues shall be submitted for approval to the voting delegates at a Biennial Convention.

SECTION 3. Graduates joining TNAA within the first year of graduation shall be exempt from paying dues for one year.

SECTION 4. Each region and professional association shall pay annually any assessment as stipulated by TNAA.

SECTION 5. Each regular, associate and member-at-large shall pay annually to the National Office dues as stipulated by the TNAA.

SECTION 6. Dues shall be paid annually for members-at-large through the region.

SECTION 7. Dues shall be paid through the local club for regular and associate members.

SECTION 8. Clubs shall submit to their region a list of active and associate members plus fees (Membership Dues and Club assessments).

SECTION 9. Regional directors and professional association presidents shall submit to the Financial Secretary of TNAA a list of financial members and payment of appropriate dues to TNAA.

SECTION 10. TNAA may annually assess each region and professional association an amount to be determined by the Executive Board.

SECTION 11. TNAA financial records shall undergo an examination by an independent auditing firm (CPA) every two years. This requirement can be satisfied by the independent auditing firm performing an 'audit' or a 'review'

ARTICLE III

Officers

SECTION 1. The elected officers of this Association shall be the following:

- President
- First Vice-President
- Second Vice-President
- Third Vice-President
- Recording Secretary
- Financial Secretary
- Assistant Financial Secretary
- Treasurer
- Public Relations and Marketing Officer
- Chaplain
- Parliamentarian
- Historian

These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

SECTION 2. Regional Directors shall be elected in the odd years by the members of their region during the Regional Conference.

SECTION 3. OFFICERS AND THEIR ELECTIONS

- a. Nominating committee shall consist of seven (7) members, one (1) from each of the five (5) geographical regions and additional appointments as deemed necessary by the board.
- b. Nominating Committee shall be appointed by the Executive Board. The committee shall select the Chair from the appointed members.
- c. Nominating Committee shall secure nominees for a slate of National Officers to be elected, obtain their consent, and send biographical information to all active members of TNAA.
- d. Nominating Committee members may become nominees for National Office after resigning as a member of the Nominating Committee.

SECTION 4. NATIONAL OFFICERS

- a. National officers shall be elected by ballot.
- b. A majority vote shall elect all officers.

ARTICLE III (continued)

Officers

SECTION 5. To be eligible for a national office, the nominee or appointee shall:

- a. Have been a Regular, Associate or a Member- At-Large member for at least two consecutive year's immediately preceding nomination.
- b. Have attended at least one biennial convention and one regional conference within a four-year period.
- c. Have demonstrated leadership ability in one of the following areas:
 - (1) Club Office
 - (2) Regional Office
 - (3) National Office
 - (4) Chairman of a local, regional, or national committee.

SECTION 5.

SECTION 6. Officers shall serve a term of two (2) years or until a successor has been appointed or elected and shall be eligible to succeed themselves once in any given office. Members are limited to serving a maximum of three (3) terms on the Tuskegee National Alumni Board in any position held.

SECTION 7. The newly elected officer shall assume office at the adjournment of the biennial convention at which they were elected.

SECTION 8. No member of the Executive Board shall hold two positions on the Executive Board. *(Effective August 2016)*

ARTICLE IV

Duties of Officers

SECTION 1. THE PRESIDENT shall have the following duties:

- Provide leadership to facilitate effective decisions intended for managing and operating the Association.
- Possess a working knowledge of the governing documents of the Association.
- Abide by the Bylaws of the Association.
- Preside at all meetings of the Association.
- Recommend officer and committee (standing and special) appointments for TNAA Executive Board to approve.

- Serve as an ex-officio member of all Association Committees except Nominating, Audit and Regulatory, and Elections Committee.
- Be one of the authorized persons to sign vouchers and checks.
- Sign all binding documents and/or contracts as approved by the Executive Board
- Shall be bonded.

SECTION 2. THE FIRST VICE-PRESIDENT shall Chair the Program Committee, assume the office of the President should the President be unable to carry out the duties of the office and perform any other duty as prescribed by the President or the Executive Board.

SECTION 3. THE SECOND VICE-PRESIDENT shall Chair the Membership Committee and perform other duties as prescribed by the President or the Executive Board.

SECTION 4. THE THIRD VICE-PRESIDENT shall Chair the Giving and Fund-Raising Committee and perform other such duties as prescribed by the President or the Executive Board.

SECTION 5. THE RECORDING SECRETARY shall keep a record of all proceedings and transactions of the Biennial Convention, Executive Board and Executive Committee.

- Executive Board and Executive Committee minutes shall be sent to the Executive Board and chairs of all standing committees within sixty (60) days of the close of the meeting.
- Biennial Convention minutes shall be sent to active members within ninety (90) days of the close of the convention
- Document and assemble board approved policies and procedures in the approved format for the TNAA Operations Manual.

SECTION 6. THE ASSISTANT FINANCIAL SECRETARY shall

- Receive and receipt all membership dues and rosters.
- Report and send all dues received to the Financial Secretary with a detailed report.
- Maintain the TNAA Database and metrics.

ARTICLE IV (continue)

- Distribute updated TNAA Membership Database to Voting Members of the Executive Board quarterly, beginning in June of each fiscal year.
- Distribute membership cards, pins etc to Members-at-Large and Regional Directors.
- Perform other finance related duties as may be assigned by Executive Board.
- Serve as a member of the Budget and Finance Committee.
- Serve as a member of the Membership Committee.
- Shall be Bonded.

Duties of Officers

SECTION 7.

THE TREASURER shall secure all funds (in a designated bank); accept and dispense funds (or investments) in compliance with the policies established by the Executive Board; submit required documents for audit prior to the Biennial Convention and at other times when requested; reporting all financial actions to the Executive Board; act as chair of the Budget and Finance Committee and present the annual budget to the Biennial Convention for adoption. The Treasurer shall be bonded.

SECTION 8.

THE FINANCIAL SECRETARY shall keep the financial records of all income and expenses, reporting to the Executive Board and the Association's Convention. The Biennial financial reports shall be published with the Biennial Convention reports. The Financial Secretary shall be bonded.

SECTION 9.

THE HISTORIAN shall be responsible for the archives of the Association; prepare a narrative of the activities during the past term which, when adopted by the Association, shall become a part of the permanent history of the Association.

SECTION 10.

THE PUBLIC RELATIONS AND MARKETING OFFICER shall distribute publicity of the Association; regularly publish news concerning the Association of interest to members and the general public. Shall work with the PR/Marketing Representative for the University as well as the Social Media/Technology chair to ensure all announcements are communicated according to TNAA and Tuskegee University guidelines.

SECTION 11.

THE CHAPLAIN shall conduct Memorial services at the Biennial Convention and perform other such services as required.

SECTION 12. THE PARLIAMENTARIAN shall advise the President, officers and members, when requested, as to proper parliamentary procedures; perform other tasks as requested; and chair the Constitution and Bylaws Committee.

SECTION 13. THE ASSISTANT PARLIAMENTARIAN shall perform the duties of the Parliamentarian in the absence of that officer and serve as co-chair of the Constitution and Bylaws Committee. Provide current policies and procedures as adopted per recent minutes of the Executive Board and biennial convention.

ARTICLE IV (continued)

Duties of Officers

SECTION 14. THE REGIONAL DIRECTOR shall serve as National Vice Presidents and be a link between the National Association and Local Clubs of the region to keep them informed of changes in national policies and programs. The Regional Directors shall keep a file of all correspondence, a roster of officers and calendar of activities of each club of the region. They shall be responsible for the establishment and recruitment of new clubs in the region.

SECTION 15. THE EXECUTIVE DIRECTOR shall assist with implementation of policies established by the TNAA and perform other duties outlined in the position description.

SECTION 18. VACANCIES: The President shall appoint a successor to fill the unexpired term of any officer after consultation with all the Regional Directors, to fill the unexpired term of any officer with approval of the Executive Board
The President shall appoint officers to serve in an elected position where there were no candidates nominated during the nomination process for an election, with approval of the Executive Board
Candidates for an officer appointment must meet eligibility requirements of the position as stated in the TNAA Constitution and Bylaws.

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

When vacancies occur in any of the fiscal officer positions (President, Treasurer, Financial Secretary, and Assistant Financial Secretary) an Internal Audit shall be performed.

SECTION 19. In the event of a vacancy in the office of the President for any reason, the First Vice President shall assume the office of President for the remainder of the term.

SECTION 20.

- REMOVAL of OFFICERS:
- An officer may be removed from office for cause.
- Causes shall include, but are not limited to the following:
- Failure to perform the duties of the office.
- Breach of fiduciary duty to the Association, including deliberate misrepresentation of the bylaws, policies, goals, and objectives
- Wrongful use of Association funds.
- Actions clearly contrary to the Association's Constitution and Bylaws.
- If the Executive Board receives a written request from a person or party seeking an officer's removal.
- The officer shall be given reasonable notice of the pending action
- The officer shall also have the right to a hearing before the Board within 45 days, in Executive Session.
- The decision to remove an officer shall be based on a two third (2/3) ballot vote of the board members, present and eligible to vote, at a legally called meeting
- The officer whose removal is sought shall not be entitled to vote.
- The decision of the Executive Board shall be binding and final.
- Upon such removal, at the same meeting, the newly vacated office shall be filled in accordance with the procedures for filling vacancies in office.

If (3) three active local clubs submit a written request to the TNAA membership for an officer(s) removal, then the officer shall be removed forthwith (at once). Any officer who has been removed

from office shall be ineligible for election or appointment to any national, regional or club office.

SECTION 21. Within thirty (30) days after the close of the National Convention each outgoing officer shall deliver to their successor all TNAA property in their possession.

ARTICLE V

SECTION 1. BIENNIAL CONVENTIONS shall be held in accordance with the approved time and place announced to the membership two years prior to the convention. Any change in the approved convention time and place must be approved by the Executive Board.

SECTION 2. THE BIENNIAL CONVENTION shall be held on a rotation basis among the five (5) geographical regions with the General Body at the Convention having the option by majority vote to determine whether to hold every second Convention at Tuskegee University.

SECTION 3. In the event a vacancy in the office of the President for any reason, the First Vice President shall assume the office of President for the remainder of the term. Section 3. The Biennial Convention may be held electronically if the meeting cannot be held in person due to unforeseeable or unalterable circumstances that are beyond the control of the organization exist. The type of unforeseeable or unalterable circumstances which would qualify to hold an electronic Biennial Convention include:

- A. A Legal impediment established by a government entity.
- B. An act of God or environmental challenge that prevents meeting at the time and place previously announced. Pursuant to Section 1, and no other place is available.
- C. A national or international pandemic; and
- D. Any other significant event that makes meeting in person a health hazard to the members.

SECTION 4. **DELEGATES** at the Biennial Convention shall be regular, associate or members-at-large, in good (financial) standing with their Alumni Clubs or a Member-at-large within their Region, to be accredited as a delegate and be registered by the National Convention Registration Committee. All registered financial delegates are eligible to vote.

SECTION 5. **VOTING:** All members in good financial standing shall be eligible to vote for elected officers and elected committees at the Biennial Convention.

The Elections Committee shall conduct and oversee the elections process.

- a. Voting shall be by ballot (paper, machine, or electronic).
- b. Write-in candidates are not allowed, and the ballot shall not include this as an option.
- c. The election is not complete until a position is filled, and a candidate receives the majority vote (more than 50% of the votes cast).
- d. If there are two candidates for a position and the vote is a tie, balloting must be repeated until one candidate receives a majority.
- e. If there are more than two candidates for a position, and the office remains unfilled after the first ballot, the two candidates with the highest number of votes will remain on the ballot and balloting must be repeated until one candidate receives a majority. The other candidates will be removed from the ballot for that position.

If electronic voting is used for an election, the software must be programmed so that each segment of the ballot is treated as if it were a separate ballot/

ARTICLE V (continued)

Conventions

SECTION 6. A QUORUM shall be five (5) elected officers; three (3) regional directors or their representatives; two (2) from the professional associations; three (3) delegates from each region, plus a majority of the registered delegates, as ratified by the Credentials Committee.

ARTICLE VI

Executive Board

SECTION 1.

The Executive Board shall be the Elected Officers, the immediate past president; three members-at large recommended by the President and approved by the Board, at least one of whom shall be a graduate of not more than ten (10) years; the Alumni Trustee; Regional Directors; Executive Director or designee, chairman and President of the Tuskegee Alumni Housing Foundation Board or designee; the presidents of the Professional Associations or designee, the chairman of the Eminent Associates, emeritus member(s), and an attorney.

SECTION 2.

The Executive Board shall be the governing body of the Association between the Association's biennial business meetings.

- Ensures that the Association, a nonprofit corporation, carries out the purpose of the Association and complies with the requirements of its tax-exempt status.
- Legally responsible for the nonprofit Association and its activities.
- Sets policy for the nonprofit Association.

SECTION 3.

The Tuskegee Alumni Engagement Manager (or comparable job title) shall serve as the Executive Director of TNAA. The Executive Director shall serve as a non-voting member of the Executive Board.

- Serves as a liaison with Tuskegee University.
- Assist with logistics for TNAA board meetings when held on near the campus of Tuskegee.

SECTION 4.

MEETING shall be held at least twice yearly, to include pre and post biennial convention. They may communicate electronically. Board members must be paid members of the association for the current fiscal year to be eligible to vote during the meeting.

SECTION 5.

Any twenty (10) voting members of the Executive Board may petition the President or in the event of his/her unavailability, the First Vice President, for a special/call meeting. A meeting must be held within 10 days after the petition is submitted to the President or First Vice President.

SECTION 6.

QUORUM shall be five elected officers and three regional directors or their representative.

SECTION 7. ALL RECORDS, (originals and backups) including minutes of the Convention and Board, National and Executive Committee reports and financial reports, shall be stored in a secure location to be determined by the TNAA Executive Board.

ARTICLE VII

Executive Committee

SECTION 1. EXECUTIVE COMMITTEE: Shall consist of the TNAA elected officers.

SECTION 2. THE EXECUTIVE COMMITTEE

- Shall manage the affairs of the association between TNAA Executive Board meetings.
- Shall be chaired by the TNAA President.
- Decisions shall be ratified by and do not supersede those of the TNAA Executive Board.
- Business to be transacted shall be stated in a notice of the meeting which shall be sent to all TNAA Board members at least five days in advance, and no other business shall be transacted at the meeting.
- Meeting may be held via electronic means and the Secretary shall report its proceeding in writing at the next meeting of the Board.

SECTION 3. The Executive Committee shall not set policy; actions taken shall not conflict with any previous action taken by the Executive Board.

SECTION 4. The Executive Committee shall meet at the call of the TNAA President. They may communicate electronically.

SECTION 5. A QUORUM shall be established when a majority of Executive Committee members are present.

ARTICLE VIII

Alumni Trustee

a. The Alumni Trustee shall be nominated for election to membership on the Tuskegee University Board of Trustees as follows:

- (1) A preliminary canvass shall be held by each Region to secure five (5) final ballot candidates — one each residing in, and elected by, the organized regions of the National Alumni Association.
- (2) A listing of the names and a prepared brief biographical sketch of each of the final candidates shall go on the final nomination ballot and the candidate receiving the highest number of votes shall be the nominee of the National Alumni Association sent to the Tuskegee University Board of Trustees.
- (3) The TNAA President shall appoint an election committee to work under the supervision of the Executive Director in conducting the election of the Trustee in accordance with the TNAA Alumni Trustee Election Guidelines.

b. If for any reason the elected candidate cannot serve, the person with the second highest number of votes shall be the nominee to the Tuskegee University Board of Trustees.

ARTICLE IX Standing Committees of the association shall be the following:

Archives
Budget and Finance
Constitution and Bylaws
Executive
Giving and Fundraising
Internal Audit and Regulatory
Membership
Nominating
Public Relations and Marketing
Scholarship
Student Recruitment
Program

SECTION 2.	SPECIAL COMMITTEE: May be appointed as deemed necessary by the President and Executive Board. Duties of such committee shall be submitted at the time of appointment.
SECTION 3.	.
SECTION 4.	ARCHIVES COMMITTEE: Shall identify data of historical significance, collect, organize, and store the same. The Historian shall chair the committee.
SECTION 5.	AWARDS COMMITTEE: Shall consist of five (5) members; shall receive, review and evaluate appropriate data for the biennial awards according to the established guidelines and submit selections to the Executive Board for announcement at the Biennial Convention.
SECTION 6.	BUDGET and FINANCE COMMITTEE: Shall consist of five (5) members: 1. Treasurer (Chair) 2. Financial Secretary 3. Three (3) members appointed by the President The committee is responsible for the development, submission, approval and management of the TNAA operating budget. Recommend financial policies to the Executive Board for approval.

ARTICLE IX (continued)

Standing Committees

SECTION 7. **CONSTITUTION AND BYLAWS COMMITTEE:** Shall consist of at least five (5) members; they shall receive Submitted amendments to the Bylaws for study, preparation, and presentation at Biennial Convention. Parliamentarian shall chair the committee.

SECTION 8. **EXECUTIVE COMMITTEE:** Shall consist of the TNAA elected officers.

SECTION 9. **GIVING and FUND-RAISING COMMITTEE:** Shall consist of the Third Vice-President as chair, Immediate Past President, Treasurer, Financial Secretary, all Regional Directors, all Professional Association Presidents and the Executive Director.

SECTION 10. **REMOVED**

SECTION 11. **INTERNAL AUDIT and REGULATORY COMMITTEE:** Shall consist of no more than five (5) members that are not current regional financial officers:

1. Chair – appointed by Executive Board.
2. Four (4) members appointed by the Executive Board. The committee is tasked with assisting and advising the Board in fulfilling its oversight responsibilities by:
 - Auditing and reviewing financial records of the TNAA for the following:
 - At the close of every fiscal year.
 - When a fiscal officer resigns, before the new officer assumes his or her duties.

ARTICLE IX (continued)

Standing Committees

At any other time deemed necessary by the executive Board.

- Reviewing TNAA systems of internal controls, regarding finance, accounting, legal compliance (federal and state) and ethical standards.
- Review and recommend independent external auditing engagements.
- Presenting internal audit results to the Executive Board and at the Biennial Convention.

SECTION 12.	MEMBERSHIP COMMITTEE: Shall consist of at least three (3) members. The Second Vice-President will serve as the chair of the committee. Other members will be appointed by the President. The committee shall be responsible for assisting in the organization of new alumni clubs, recommending to the Executive Board alumni clubs eligible for affiliation with the region and for referring unaffiliated alumni to the local club nearest them.
SECTION 13.	REMOVED
SECTION 14.	NOMINATING COMMITTEE: See Article III Section 3
SECTION 15.	POLITICAL AWARENESS COMMITTEE: Shall consist of at least five (5) members appointed by the President. They shall evaluate issues facing Tuskegee University and the educational system with a focus on areas that the TNAA can and should be addressing and shall advise the President of possible directions to take.
SECTION 16.	PROGRAM COMMITTEE: Shall consist of at least five (5) members with the First Vice-President serving as the chair, the Regional Directors and the convention sub-committee chair(s) will serve on the committee. The committee shall formulate the program for the next biennial convention and submit to the Executive Board for approval.
SECTION 17.	REMOVE

ARTICLE IX (continued)

Standing Committees

SECTION 18. **PUBLIC RELATIONS and MARKETING COMMITTEE:** Shall consist of the Public Relations and Marketing Officer, serving as the chair, and at least four (4) members appointed by the President. They shall prepare publicity as directed by the President and the Executive Board.

SECTION 19. **SCHOLARSHIP COMMITTEE:**

- Shall consist of at least five (5) members appointed by the Executive Board.
- The chair shall be appointed by the Executive Board.
- The committee shall establish guidelines and report to the Executive Board for final approval.

SECTION 20. **STUDENT RECRUITMENT COMMITTEE:** Shall consist of no more than five (5) members appointed by the President. They shall facilitate student recruitment at the National level.

SECTION 21. **YOUNG ALUMNI COMMITTEE:** Shall consist of at least three (3) members appointed by the President. Members must have graduated from Tuskegee University no more than five (5) years at the time of nomination. Committee shall function at the direction of the President and Executive Board.

SECTION 22. **SPECIAL COMMITTEES**

ELECTIONS COMMITTEE: Shall be appointed by the Executive Board 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. The duties of the Elections Committee shall be but not are limited to the following:

1. Develop the elections and voting procedures.
2. Determine the method of ballot voting (paper, machine, or electronic).
3. Secure board approval for the elections and voting procedures, this includes method of voting.
4. Implement the approved processes.
5. Present the elections report to the Executive Board and the Membership.
6. Execute the ballot retention and destruction process.

ARTICLE X

Regions, Alumni Clubs and Professional Associations

SECTION 1. REGIONS AND CLUBS shall have uniform guidelines for their formation or revitalization prepared by the Executive Board and Executive Director.

SECTION 2. ALUMNI CLUB: To be considered active, an Alumni Club must hold at least four (4) meetings annually and be in good financial standing. The club must have at least five (5) active members. A charter granted to any club shall be revoked if the membership of that club falls below five members who are financial (local, region, and national). The final determination as to the club's assets rests with the Executive Board pursuant to majority vote.

SECTION 3. All clubs, regions and professional associations shall be governed by the TNAA Constitution & Bylaws and shall create Bylaws that do not conflict with the TNAA Constitution & Bylaws. Clubs, regions and professional associations shall evaluate and update Bylaws at the conclusion of the Biennial Convention to ensure agreement with the TNAA Constitution & Bylaws.

SECTION 4. Officers in regions and clubs must reside in the cities/counties/states defined in the region's/club's Bylaws for the entire term of office.

SECTION 5. PROFESSIONAL ASSOCIATIONS: Criteria for membership established by each professional alumni association. Must petition the TNAA Board for membership.

ARTICLE XI

Standards of Conduct for Board Members
Conflict of Interest

SECTION 1.

Standards of Conduct. A TNAA board member shall, based on facts then known to the board member, discharge the duties as a board member, including the board member's duties as a member of a committee:

- (a) in good faith.
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner the board member reasonably believes to be in the best interest of TNAA and the TNAA Board.

SECTION 2.

Conflict of Interest. A conflict-of-interest transaction is a transaction with TNAA in which a board member of TNAA has a direct or indirect interest. A board member must disclose any conflicts of interest and must refrain from voting on such transactions.

ARTICLE XII

Dissolution of Tuskegee National Alumni Association, Inc.

A resolution for the dissolution of TNAA shall be sent to all active clubs. By a two-thirds affirmative vote, the TNAA shall be dissolved, and necessary steps will be taken to conclude the affairs of the TNAA. After all debts and liabilities incurred by the TNAA have been satisfied, any remaining funds or other resources shall be given to Tuskegee University.

Said organization shall qualify for 501c3 status of the Internal Revenue Act Code of 1954 or the corresponding provision of any future U.S. Revenue Law.

ARTICLE XIII

Parliamentary Authority

The Rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XIV

Amendments or Revisions

SECTION 1. These bylaws of the Association shall only be amended or revised at any Biennial Convention of the Association by a two-thirds vote of the delegates present and voting, provided that the amendments or revisions have been submitted in writing to the members at least 60 days prior to said convention.

SECTION 2: Submitted amendments or revisions shall be submitted in writing to the Chair of the Constitution and Bylaws Committee (Parliamentarian) no later than 120 days prior to the convention at which they are to be considered.

SECTION 3: Submitted changes shall only be submitted by the Executive Board, Regions, and Alumni Clubs

SECTION 4: Amendments or revisions shall become effective immediately upon adoption.

SECTION 5: A copy of the amended/revised Constitution and Bylaws shall be sent to the entire membership within 60 days of adoption.

We the undersigned, as dues paying members in the Association, do hereby assent to the fore-going constitution and bylaws and attest thereby to adoption of the same in the name of this Association this Month/Day/Year.

Signature

TNAA President

Month/Day/Year

Signature

TNAA Constitution and Bylaws Chair

Month/Day/Year