



PVAMU NAA Amendments

Presented by: Charlotte Jefferson-Huggins,
PVAMU NAA Vice President



PASSED



CONSTITUTION-ARTICLE III: MEMBERSHIP

SECTION 1. This association shall have *three (3) classes of members*, as follows:

CHANGE: This association shall have four (4) classes of memberships as follows:

RATIONALE: Upon reviewing, the PVAMU National Alumni Association has four (4) types of members instead of three. We have (1) Annual, (2) Life, (3) Associate, and (4) Honorary.



PASSED



CONSTITUTION-ARTICLE III: MEMBERSHIP, SECTION 1(a). ACTIVE MEMBERS

All individuals holding degrees, diplomas or certificates awarded by Prairie View A&M University, and **all ex-students** who completed at least ***one semester or one full summer session*** and ***departed in good standing with the University*** shall be eligible for all privileges of active membership in the Association, including the right to vote and hold office therein upon the payment of annual dues and other assessments as established by the Board of Directors.

CHANGE: Section 1(a) ANNUAL MEMBER

RATIONALE: Upon reviewing, the PVAMU National Alumni Association has 4 types of members. Once a member pays annual dues each year, they are a financial member. All members who are currently paid up are active members (i.e. Associate, Life Member....)



PASSED



CONSTITUTION-ARTICLE III: MEMBERSHIP SECTION 1(b): LIFE MEMBERS

Active members who shall pay a fee, as determined by the Board of Directors, to the Association shall be designated as Life Members of the Association.

CHANGE: SECTION 1 (b) LIFE MEMBER

Active members who shall pay a fee, as determined by the Board of Directors, to the Association shall be designated as Life Members of the Association. A graduate within 1 year of earning an undergraduate degree from PVAMU may join the Association at a 60% reduced rate of the Life Membership.

RATIONALE: Remove Section 2, should be incorporated into Section 1. Format. With inflation and the need for increased funding membership discounts must be made to scale with the Life Membership Fees. Discounted price is only given within the 1st year of graduating with a Bachelor's degree (undergraduate) from PVAMU, not a Master's degree nor a doctorate degree.



PASSED



CONSTITUTION-ARTICLE III: MEMBERSHIP

SECTION 1(c): COORDINATE MEMBERS

Any spouse, friend, parent, daughter and/or son of Prairie View alumni may join the Association as an *associate member*. Associate members shall be entitled to all rights and privileges accorded regular members except the right to vote or hold office therein.

CHANGE: SECTION 1(c): ASSOCIATE MEMBER

Any spouse, friend, parent, daughter and/or son of Prairie View alumni may join the Association as an *associate member* if not a graduate of PVAMU. Associate members shall be entitled to all rights and privileges accorded regular members except the right to vote or hold office therein.

RATIONALE: Upon reviewing, the PVAMU National Alumni Association has 4 classes of members. Once a member pays life membership, they are a member for life. (Reflects updated wording.)



PASSED



CONSTITUTION-ARTICLE III: MEMBERSHIP
SECTION 1(d) Honorary

The *Board of Directors of the Association* shall have the *power to confer an honorary membership* in the Association *on any person it deems worthy of the same, upon two-thirds majority vote of the Directors.* **Persons who have provided *distinguished service* to Prairie View A&M University shall be given *preferred consideration*** for honorary membership in the Association as so deemed by the Board of Directors. Honorary members shall be entitled to all rights and privileges accorded regular members except the right to vote and/or hold office.

CHANGE: SECTION 1(d) HONORARY MEMBER

The *Board of Directors* shall have the *power to confer an honorary membership on any person it deems worthy of the same, upon two-thirds majority vote of the Board of Directors.* **Persons who have provided *distinguished service* to Prairie View A&M University shall be given *preferred consideration*.** Honorary members shall be entitled to all rights and privileges afforded to regular members except the right to vote and/or hold office.

RATIONALE: Change to Section 1d to correct format flow



PASSED



CONSTITUTION-ARTICLE IV- MEETINGS

SECTION 1. There shall be *at least two meetings* of the Association each calendar year.

CHANGE: SECTION 1. There shall be *at least two general meetings* of the Association each fiscal year and 4 quarterly meetings of the fiscal year for the Board of Directors.

RATIONALE: To ensure that the Business of the PVAMU National Alumni Association is being taken care of in an orderly and timely manner.



PASSED



CONSTITUTION-ARTICLE IV- MEETINGS

SECTION 2: Annual, regular and special meetings of the Association shall be at such time, place and date as determined by the Board of Directors, except, one meeting each year shall be held on the campus Prairie View A&M University.

CHANGE: The Prairie View A&M University National Alumni Association may hold electronic meetings (E-meetings) to the extent of the state laws governing meetings of public and non-profit organizations. Meetings may include teleconference, video teleconference, and /or social media subject to the Board of Directors approval. Annual, regular, and special meeting shall be at such time, place, and date as determined by the Board of Directors, except the Homecoming meeting shall be held on the campus of Prairie View A&M University.

RATIONALE: Due to executive committee, special committees, and board of directors being displaced all over the U.S. and in order to ensure we have a quorum at meetings.



FAIL



CONSTITUTION-ARTICLE V. -- OFFICERS OF THE ASSOCIATION

TITLES OF THE OFFICERS

SECTION 1: Titles of Officers. The Officers of the Association shall consist of the President and Chairperson (of the Board of Directors); President-Elect; Vice-President; Secretary; Treasurer; Parliamentarian; Historian; and Chaplain.

CHANGE: Titles of Officers the Officers of the Association shall consist of the President/Chairperson (Chief Executive Officer); Vice-President (Chief Operating Officer); Secretary (Chief Administrative Officer); Treasurer (Chief Financial Officer); Financial Secretary/Controller and Chief Accounting Officer (CCAO); Parliamentarian (Chief Legal Officer); Historian (Chief Communications Officer); and Chaplain (Chief Spiritual Officer).

RATIONALE: To equate functional titles of officers to common practice of other industry related organizations. Allows comparative consideration to other corporate environments. Duties remain as outlined in Article VI. The changes are in relation to change titles. The secretary is authorized to make the necessary changes throughout the constitution and by-laws as appropriate.



FAIL



CONSTITUTION- ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 2: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (hereinafter referred to as "Board of Directors", which shall be composed of the President and Chairperson of the Board of Directors; President-Elect; Vice-President; Secretary; Treasurer; one Representative from each *financial* Chapter or Club **registered with the Association on September 1, of each year**; the Immediate-Past President and former Chairperson of the Board; a member of the University's staff who is also an alumnus of the University and an active member of the Association; and two (2) students who are members of the University's graduating senior class for the next school year, one male and one female.

CHANGE: The affairs of the Association shall be managed by a Board of Directors hereinafter referred to as "Board of Directors," which shall be composed of the President/Chief Executive Officer (CEO); Vice-President/Chief Operating Officer (COO); Secretary/Chief Administrative Officer (CAO); Treasurer/Chief Financial Officer (CFO); Financial Secretary/Controller and Chief Accounting Officer (CCAO); Parliamentarian/Chief Legal Officer (CLO); Historian/Chief Communications Officer (CCO); and Chaplain/Chief Spiritual Officer (CSO); one Representative from each financial Chapter or Club registered with the Association on September 1, of each year; the Immediate-Past President and/or former Chairperson of the Board; a member of the University's staff who is an alumnus of the University and an active member of the Association; the President of the Pre-Alumni Association and four (4) additional students (two male and two female) who are members of the University's junior class student body.



CONSTITUTION- ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 2: BOARD OF DIRECTORS

RATIONALE: (1) Remove position of “President-Elect” and update to reflect the actual positions of the BOD. This also states who can actually participate in a BOD meeting. This is in terms of the updating of titles to coincide with outside businesses.

(2) In regards to the two additional students, it is suggested that there be two junior students who will begin in September and graduate the following school year, in May, to provide interaction stability and continuity.



FAIL



CONSTITUTION- ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 3: Executive Committee

The Executive Committee shall be composed of all elected officers of the Association: President; Vice President; Secretary; Treasurer; Parliamentarian; Historian; and Chaplain. The Executive Committee shall have no authority to alter, change, or amend any action taken by the Board of Directors.

CHANGE: The Executive Committee shall be composed of all elected officers of the Association: President/Chief Executive Officer (CEO); Vice President/Chief Operating Officer (COO); Secretary/Chief Administrative Officer (CAO); Treasurer/Chief Financial Officer (CFO); Financial Secretary/Controller and Chief Accounting Officer (CCAO) Parliamentarian/Chief Legal Officer (CLO); Historian/Chief Communications Officer (CCO); and Chaplain/Chief Spiritual Officer (CSO). The Executive Committee shall have no authority to alter, change, or amend any action taken by the Board of Directors.



CONSTITUTION- ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 3: Executive Committee

RATIONALE: Update the titles of officers to common practice in the industry. Comparative with the corporate environment.



PASSED



CONSTITUTION-ARTICLE VI: DUTIES AND DESCRIPTION OF ELECTED OFFICERS

SECTION 2: The President-Elect shall be an **ex-officio member of all standing committees** and shall have responsibility for coordinating the work of the various committees. Upon expiration of the President/Chairperson's term of office, the President-Elect shall automatically become President/Chairperson of the Board of Directors of the Association

CHANGE: The newly elected president shall assume the responsibilities as President/Chief Executive Officer at the first board meeting following the National Convention.

RATIONALE: This amendment is needed to clarify and to eliminate misunderstanding regarding this issue since the first meeting following the National Convention may occur before September 1st. Further, this will allow the newly elected president to implement his/her program in a timely manner at this meeting.



PASSED



CONSTITUTION-ARTICLE VI: DUTIES AND DESCRIPTION OF ELECTED OFFICERS

SECTION 5: The Treasurer shall be responsible as Controller, to adhere to the comptrollership concept as set forth in the By-Laws of the Association. He or she shall hold funds and give bond in an amount to be determined by the Board of Directors.

CHANGE: The Treasurer shall be responsible as Chief Financial Officer and fund manager of the Association and is primarily responsible for fundraising. He or she shall manage funds and give bond in an amount to be determined by the Board of Directors. The treasure is responsible for giving a financial report at each Board of Directors Meeting and/or upon the request of the President. The report must show all expenditures and balances.

RATIONALE: Updating the responsibilities of the treasurer. An updated treasures report helps the President and the Board of Directors to make adequate and smart decisions when it comes to financial expenditures.



PASSED
w/Corrections



CONSTITUTION-ARTICLE VI: DUTIES AND DESCRIPTION OF ELECTED OFFICERS

SECTION 6: Financial Secretary (new category addition, no description or duties assigned)

CHANGE: Financial Secretary/Controller and Chief Accounting Officer. The Financial Secretary/Controller and Chief Accounting is the lead accounting executive of the association. The duties of the officer is to provide financial leadership and is instrumental in forming accounting strategies to provide broad visionary responsibilities in championing financial status and condition of the association. Hands on management may also be required for the viability of the association. May be summoned by the President to serve as the Chairman for the Financial or Budget advisory board.

RATIONALE: To provide for input into the financial management and development of sound fiscal support for the association and to serve as a checks and balance for the associations finance.



PASSED

CONSTITUTION-ARTICLE VIII: ELIGIBILITY FOR OFFICE AND TERM OF OFFICE



SECTION 1: Eligibility for Office to be eligible for office in the National Association, a member shall be in good standing with the Association. This requirement does not apply to the two student members of the Board of Directors however the student members must be in good standing with the University and shall be approved by the Senior Class Faculty Sponsor.

CHANGE: To be eligible for any elected office in the National Association, a member shall be in good standing with the Association (i.e. met member qualifications and have paid financial obligation to the local chapter and national office).

RATIONALE: Must ensure those who are seeking officer positions are in good financial standing with local and national chapters. There are persons who are members of the chapter, but not the PVAMU NAA. It must be specified those chapter only members cannot serve in a PVAMU National Alumni Association position unless they are official members and are up-to-date with financial obligations.



PASSED



CONSTITUTION-ARTICLE VIII: ELIGIBILITY FOR OFFICE AND TERM OF OFFICE

SECTION 2.: Office Terms (a) The term of office for the Associations' officers, excluding the chapter or club representatives and the student members on the Board of Directors, shall be two (2) years, or until a successor has been duly qualified and elected to the office.

CHANGE: The Officers are elected for a two year term and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

RATIONALE: To limit the time an elected officer could serve in any office.



PASSED



CONSTITUTION-ARTICLE IX: OFFICER VACANCIES
SECTION 1: President and Chairperson of the Board

If the office of *President/Chairperson of the Board* shall become vacant during the term of office, whether by death, resignation, or otherwise, the ***President-Elect shall automatically become President and Chairperson of the Board for the remainder of the term;***

CHANGE: (a) If the office of *President/Chairperson of the Board* shall become vacant during the term of office, whether by death, resignation, or otherwise, the *Vice-President shall Automatically become President and Chairperson of the Board for the remainder of the term;*

RATIONALE: It is appropriate for the Vice-president will take over the duties of the president and become the president until a special election can be called or the term of office is complete. This also is in keeping with the removal of the office of President-Elect.

PASSED

CONSTITUTION-ARTICLE XI: CHAPTERS OR CLUBS

SECTION 5.: Local Chapters and Clubs chartered by the Board of Directors shall not have the power or authority to solicit funds in the name of the National Association or expend funds in excess of five hundred (\$500) without prior written approval of the Board of Directors.

CHANGE: Addition to Section 5: Any club, group, class, or any organization operating as an Alumni organization using the name or brand of PVAMU Alumni must be affiliated and a fully sanctioned organization of the existing PVAMU National Alumni Association which is the sanctioned organization with a proper exempt status under IRS Code Section 501(C)3.

RATIONALE: Non-affiliated groups operating under the banner and brand as PVAMU Alumni Groups put the PVAMU National Alumni Association's IRS exemption at risk. There are specific and defined provisions applicable to organizations with IRS 501(C)3 tax exempt status. Non-affiliated organizations are usually exposed through dues collected and other funds collected for activities and events that someone claims as a tax exempt donation to the IRS. The money trail is usually traced back to the affiliated and IRS exempt organization with the same or similar name which places the PVAMU National Alumni Association at a high risk.



By-law Amendments 2018



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

SECTION 2: ELECTION: The President and Chairperson of the Board of Directors, President-Elect, Vice-President, Secretary, Treasurer, Parliamentarian, Historian, and Chaplain shall be nominated by the Nominations Committee and elected by the voting members of the Association as provided in Article IV., Section 1 of these By-Laws.

CHANGE: The President / Chairperson of the Board of Directors, Vice-President, Secretary, Treasurer, Financial Secretary, Parliamentarian, Historian, and Chaplain shall be nominated by the Nominations Committee and elected by the voting members of the Association as provided in Article IV., Section 1 of these By-Laws.

RATIONALE: These are the current positions of the PVAMU National Alumni Association. The office of President elect is not included since this position is no longer an official one in the association.

PASSED

BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

Section 4(b): Any *elected or appointed Officer or Director of the Association* shall be removed from office for failure to attend (or absence from) three consecutive official meetings of the Board of Directors, or for cause upon a *two-thirds (2/3) majority vote at any meeting of the Board of Directors, provided prior notice is given that such removal is on the agenda of the Board.*

CHANGE: Section 4(b): RESIGNATION and REMOVAL: The Board of Directors may remove any Officer for cause by two-thirds (2/3) vote of all in office, at any regular or special meeting of the Board of Directors, provided that a statement of the reason or reasons shall have been mailed by certified mail to the Officer proposed for removal at least thirty (30) days before any final action is taken by the Board of Directors. This statement shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to take action on the removal. The Officer shall be given an opportunity to be heard and the matter considered by the Board of Directors at the time and place mentioned in the notice.

RATIONALE: Updating the wording, timeline and procedures for removal of an officer. Also must include rights of the officer being removed.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

SECTION 5: Meetings of The Board of Directors Meetings of the Board of Directors shall be held at such times and places as the President/Chairperson of the Board of the Association may appoint. Special meetings may be called by the President/Chairperson of the Board of Directors or by any three members of the Board.

CHANGE: 5a. The Board of Directors shall meet on a quarterly basis (four times) to be as such times as the President/Chairperson of the Board of Directors may appoint. Meetings may be conducted by electronic communication or at a designated place. Special meetings may be called by the President/Chairperson of the Board of Directors or by any three members of the Board.

RATIONALE: To meet on a regular and consistent basis in order to timely address current and/or potential problems.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

Add Section 5b: The President has the authority to call an Executive board meeting with a 48 hour notification, only in the case of an extreme emergency. Call meeting should be in the form of electronic communication only.

RATIONALE: This will allow the Board of Directors to conduct an emergency meeting quickly and alleviate the time and cost to assemble.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

Add Section 5c: The Board of Directors may hold an Electronic Meeting (i.e., Webex, Go-to-Meeting, Telephone conference, Skype) as a regular, special or executive board meeting. The meeting is conducted to the extent of the state law governing such meeting. The President/Chairman of the Board shall have the authority to such meeting within the prescribed time as outlined in the approved procedures for electronic meetings governing the meetings. The procedures also extend to committee meetings of the PVAMU National Alumni Association.

RATIONALE: Affords the association the ability to conduct business via an electronic technology platforms which will provide greater attendance and participation. It more efficient and convenient.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

Add Section (d): Electronic voting. Voting during these electronic meetings will be conducted in the appropriate manner. Issues will be offered via the usage of Roberts Rules of Order procedures. Each person voting will identify their name and vote for recording purposes. Votes during electronic meetings have the same force and affect as a vote taken during an in-person meeting. Electronic voting may also include using secure, legitimate and proven voting modules, such as Survey Monkey (*which is a 2017 closed tool used for individual voting*) to collect and tabulate such votes.

RATIONALE: Due to unforeseen circumstances or the BOD of directors not having the ability to congregate, and an emergency vote needed, the PVAMU National Alumni Association may still conduct business using electronic voting measures.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

SECTION 6: Quorum: A majority of the Directors shall constitute a quorum for any meeting of the Board.

Change SECTION 6: A majority of the Board of Directors present and voting shall constitute a quorum for any meeting of the Board of Directors. In addition to a face-to-face meeting, a majority of Board of Directors members identified as participating in an electronic meeting format outlined in By-laws, Article 1, Section 6 shall constitute a quorum for voting purpose.

RATIONALE: Establishes a quorum for electronic meeting purposes per the by-laws.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

SECTION 8: Reports

(a) The President/Chairperson of the Board of Directors shall, at *each annual summer meeting* of the Association, *make a written report of the years' activities*.

CHANGE: (a) The President/Chairperson of the Board of Directors shall, *make a written report of the quarterly activities at the Board of Directors meeting and an annual report at each summer annual meeting*.

RATIONALE: The BOD should be informed at all times. Making an annual report does not inform them of their progress, nor what they need to do to reach their goal.



PASSED



BY-LAWS-ARTICLE I: OFFICERS & DIRECTORS

SECTION 8: Reports

(b) *One month prior* to each annual summer meeting of the Association, the Treasurer shall render to the Board of Directors a complete written report of all monies received and disbursements made, which shall be *audited by an outside accounting firm licensed to operate in the State of Texas*. The audit report shall be presented in writing *at each annual summer meeting of the Association*.

CHANGE: *One month prior* to each board of directors and annual summer meeting of the Association, the Treasurer shall render to the Board of Directors a complete written report of all monies received and disbursements made, which shall be *audited by an outside accounting firm licensed to operate in the State of Texas*. The audit report shall be presented in writing *at each annual summer meeting of the Association*.

RATIONALE: The BOD should be informed at all times. Making an annual report does not inform them of their progress, nor what they need to do to reach their goal.



PASSED



BY-LAWS-ARTICLE II: COMMITTEES

SECTION 6: Number of Committee Member Except as may be otherwise provided by these By-Laws, the President/Chairperson of the Board shall determine the number of members on each National Committee.

CHANGE: Number of Committee members, except as may be otherwise provided by these By-Laws. Committees are made up of members from the board of directors who may volunteer. Each committee should be comprised of 2 or more people. Committees are comprised of Board of Director members and are selected on a volunteer basis or committee chairman may select committee volunteers.

RATIONALE: Committees are people who volunteer to perform a task in the best interest of the organization. They should be somewhat knowledgeable in the area of the committee's responsibility, provide experience and expertise, and diversity.



PASSED



BY-LAWS- ARTICLE III: VOTING

SECTION 4: Voting Requirements

To be eligible to receive a ballot, the active member *must have been a paid-up member of the Association at least thirty (30) days prior to the date of mailing the ballot.* (Such eligible member or Chapter or Club shall hereinafter be referred to as "Voter or "Voters".)

CHANGE: To be eligible to receive a ballot, the active member *must have paid dues to the Association at least thirty (30) days prior to the date of mailing the ballot.* (Such eligible member or Chapter or Club shall hereinafter be referred to as "Voter or "Voters".)

RATIONALE: Updating and correcting the wording, so people will understand the meaning.



PASSED



BY-LAWS-ARTICLE V: FINANCES

Section 2(b) Active Members:

The dues and assessments of active members and Chapter or Clubs shall be *payable on September 1st for the current fiscal year.*

CHANGE: Section 2(b) Active Members/Chapters and Clubs:

The dues, assessments, and affiliation fees for Chapter and/or Clubs shall be *payable on September 1st for the current fiscal year. If dues and/or affiliation fees are not paid by September 1st, the chapter is considered inactive and will not have a vote at any meeting, until dues and affiliation fees are paid in full, and required report forms are turned in.*

RATIONALE: Updating and correcting the wording, so people will have a clear understanding of the meaning. BOD is made up of Elected Officers and the president or representative of each active chapter.



PASSED



BY-LAWS-ARTICLE V: FINANCES

Section 2(c) Delinquency:

Any member who shall *fail to pay his/her dues by the following December 1st shall be automatically suspended from the Association.*

CHANGE: (c) Delinquency:

Any member or chapter who shall *fail to pay dues, affiliation fees, or assessments by 1 September are inactive. If those inactive chapters or inactive members have not paid dues, affiliation fees, assessments, and turned in required reports the following December 1st shall be automatically suspended from the Association.*

RATIONALE: Updating and correcting the wording, so people will have a clear understanding that you are an inactive chapter if dues are NOT paid by 1 September and if they are not received by 1 December you are automatically suspended. This does not give any chapter a grace period to pay chapter assessments and turn in required documentation.



Questions