

SOUTHERN UNIVERSITY ALUMNI FEDERATION

BYLAWS

ARTICLE I NAME AND TITLE

Section 1. The name and title of the corporation shall be the SOUTHERN UNIVERSITY ALUMNI FEDERATION.

ARTICLE II DOMICILE

Section 1. The domicile of the corporation shall be at Southern University, Baton Rouge, Louisiana.

ARTICLE III MISSION AND PURPOSES

Section 1. The mission is to support the goals and objectives of the Southern University System and its campuses through recruitment, financial support, public relations, community outreach, talent, loyalty, dedication and commitment to high standards. (Recommended amendment 08.16.2014)

Section 2. The purposes for which the Federation is organization are exclusively religious, charitable, scientific, literary and educational as defined by Section 501(C)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law **or revision to the code.** (Recommended amendment 08.16.2014)

ARTICLE IV OBJECTIVES

Section 1. The Federation objectives shall be:

- a. **To unite the graduates and former students of the Southern University System campuses.**
- b. To foster a spirit of cooperation and fellowship between the Institution and its graduates.
- c. **To promote the welfare of the Southern University System and its campuses through financial contributions.**
- d. **To encourage and stimulate wholesome school spirit.**

(Recommended amendments 08.16.2014)

ARTICLE V GOVERNANCE AND ADMINISTRATION

Section 1. The corporate powers shall be exercised by the Executive Board. The President, Executive Board and Executive Council are authorized to promulgate bylaws, rules, and procedures relating to governance and administration as outlined in the Articles V, VIII, IX, and X of the Federation Articles of Incorporation. (Recommended amendment 09.03.2014)

ARTICLE VI MEMBERSHIP

Section 1. The membership of the Federation shall be classified as follows:

- a. Regular.
- b. Associate.
- c. Honorary.
- d. Life.
- e. **Booster**. (Recommended amendment 08.16.2014)
- f. **Association**. (Recommended amendment 09.03.2014)

Section 2. Regular members are those persons **who graduated from the Southern University System** at any of its campuses and have paid the dues prescribed **in the Federation Financial Policy and Procedures Manual**. (Recommended amendment 11.06.2014)

Section 3. Associate members are those persons **who attended the Southern University System at any of its campuses, but who did not receive a degree, diploma, or certificate from Southern University, or any other college or university**, and have paid the dues prescribed **in the Federation Financial Policy and Procedures Manual**. (Recommended amendment 11.06.2014)

Section 4. Honorary members are those persons who have rendered exceptional or distinguished service to the Southern University **System** at any of its campuses, and who are **recommended and approved** for such membership (i) by the Executive Board, (ii) by Executive Council , or by the membership at the Federation annual meeting. (Recommended amendment 08.16.2014)

Section 5. Life members are those persons who fulfill the requirements for the regular **or associate** membership and have paid the dues prescribed **in the Federation Financial Policy and Procedures Manual**. (Recommended amendment 11.06.2014)

Section 6. Boosters are those persons who meet the requirements prescribed in the Federation Policy and Procedures Manual. Boosters are non-voting members. (Recommended amendments 08.16.2014 and 11.06.2014)

Section 7. Associations are those organized campus, departmental, or professional alumni associations of Southern University that may be recognized as constituent professional association entities upon approval of their articles of incorporation and bylaws, which do not contravene or conflict with the Federation Articles of Incorporation and Bylaws by a majority vote of the Executive Board and have paid the affiliation fees as prescribed in the Federation Financial Policy and Procedures Manual, and that have been approved as an affiliate by the Executive Board. The presidents of such associations shall serve as members of the Executive Council. (Recommended amendment 11.06.2014; **Recommended amendment 04.23.2015**)

Section 8. In addition to meeting the Federation Financial Policy and Procedures Manual membership requirements, any local chapter or association shall also submit (a) its constitution and bylaws, and (b) current membership roster with contact information to the Federation Alumni Office. [Recommended amendment 02.19.2015].

ARTICLE VII LOCAL CHAPTERS

Section 1. A minimum of five persons who are eligible for membership **and have paid the dues prescribed in the Federation Financial Policy and Procedures Manual** may organize a local chapter. Such chapter may be established after securing approval of the Executive Council. (Recommended amendment 11.06.2014)

Section 2. Should any chapter have fewer than five financial members, has not paid the Chapter Affiliation Fee, **has not submitted required budget reports, or has not submitted required financial reports as prescribed in the Federation Financial Policy and Procedures Manual**, the Chapter shall be declared inactive **by the Executive Board**. The Executive Board may grant a **waiver if requested in writing by the affected local chapter upon presentation of written documentation supporting the waiver request**. (Recommended amendment 11.06.2014)

Section 3. The local chapter should present evidence of programs consistent with the **mission**, purposes, and objectives as outlined in Articles III and IV of the **Bylaws**. (Recommended amendment 08.14.2014 and 09.03.2014)

Section 4. Each local chapter shall keep informed of all federal, state, and local laws, ordinances and regulations and all orders and decrees of bodies or tribunals having any jurisdiction or authority over non-profit organizations, which affect the Southern University Alumni Federation, local chapters, or the conduct of its members. (Amended 07.1990)

Section 5. Each local chapter and its members shall at all times comply with such laws, bylaws, ordinances, codes, regulations, orders and decrees **referenced in Section 4**. (Recommended amendment 09.03.2014)

Section 6. Each local chapter and its members shall at all times comply with the Articles of Incorporation **and Bylaws** of the Southern University Alumni Federation, **Executive Board** and Executive Council regulations, rules, **orders**, decrees, **policies**, and **procedures**. (Recommended amendments 08.16.2014 and 11.06.2014)

Section 7. Each local chapter shall hold harmless and/or indemnify Southern University Alumni Federation, its officers and directors against any claim or liability arising from violation of any such law, bylaw, ordinance, code, regulation, order or decree **referenced in Section 5**, whether by the local chapter or its members. (Recommended amendment 11.06.2014)

Section 8. Each local chapter shall submit to the Southern University Alumni Federation office the **Chapter** Affiliation Fee as prescribed **in the Federation Financial Policy and Procedures Manual**. (Recommended amendment 08.16.2014, 09.03.2014 and 11.06.2014)

Section 9. Each local chapter shall submit its Annual Budget to the Southern University Alumni Federation office as prescribed in the Federation Financial Policy and Procedures Manual. (Recommended amendments 08.16.2014 and 11.06.2014)

Section 10. Each local chapter shall submit copies of audited Internal Revenue Service tax reports, forms, and other tax documentation required by other taxing jurisdictions to the Federation Treasurer or as prescribed by the Federation Finance Policy and Procedures Manual. (Recommended amendment 08.16.2014)

ARTICLE VIII OFFICERS AND DUTIES

Experience in partnership formation, team building, effective leadership, fundraising, public speaking, and commitment to transparency will insure successful efforts to support the Southern University System and its five campuses. These are expected skills and qualities for those who are candidates for national elective office positions. The Executive Board and Executive Council shall approve policy, procedures and candidate evaluation criteria. The Nomination and Election Committee shall insure that all election activities are conducted in accordance with the policy and procedures, and that all candidates approved for the ballot meet established candidate evaluation criteria. The policy, procedures and established candidate evaluation criteria shall be announced at least nine months prior to the election of national officers. [Recommended amendment 02.28.2015].

Section 1. The officers of the Federation shall be: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, **Financial Secretary**, Treasurer, Parliamentarian, Chaplain, Sergeant-At-Arms, and General Counsel. (Recommended amendment 08.16.2014)

Section 2. Any officer of the Federation shall be a Life member and a regular member of a local chapter (Recommended amendment 08.16.2014) unless a local chapter does not exist in the area where the officer maintains residence. (Recommended amendment 01.28.2015).

Section 3. The President shall preside over all meetings of the Federation, the Executive Board and the Executive Council; shall appoint committees; and provide leadership to the activities of the Federation. The President shall call special meetings of the **Executive Board**, Executive Council, and **Federation members**. The President appoints the Recording Secretary, Treasurer, Financial Secretary, General Counsel, and Executive Assistant to the President. (Recommended amendment 01.23.2015) The President shall oversee the activities of the Executive Director and all other officers and staff of the Federation. The President shall present the Federation position to the Board of Supervisors and other public forums. The President shall perform such other duties as usually pertain to this office. (Recommended amendment 08.16.2014) [[Recommended amendment 02.19.2015]]
{{{ Recommended amendment 04.23.2015}}}

Section 4. The First Vice President shall act as President when for any reason the chair becomes vacant. The First Vice President shall coordinate the public affairs and fundraising activities of the Federation, and perform any other duties and responsibilities as determined by the President, Executive Board or Executive Council. (Recommended amendment 08.16.2014) (Recommended amendment 01.23.2015) [Recommended amendment 04.23.2015]

Section 5. The Second Vice President shall be responsible for directing the membership activities of the Federation. (Recommended amendment 08.16.2014); 11.06.2014; 01.23.2015)

Section 6. The Third Vice President shall be responsible for assisting the coordination of Federation activities, **and perform any other duties and responsibilities as determined by the President or Executive Council.** (Recommended amendment 08.16.2014). (Recommended amendment 01.23.2015)

Section 7. The Recording Secretary shall record, maintain, and have reference copies of all official meetings. (Amended 07.1997).

Section 8. The Financial Secretary shall receive donations and collect monies, and maintain accurate records of such donations and collections. The Financial Secretary shall maintain records of the transfer of such donations and collections to the Treasurer who has the fiduciary duty and responsibility to deposit into Federation accounts. The duties and responsibilities of the Financial Secretary shall be under the direct supervision of the President. (Recommended amendment 08.16.2014)

Section 9. The Treasurer shall **provide oversight over the disbursement of Federation funds**, subject to the approval of the Executive Board, or the mandates **of the Executive Council**, or the membership at the Annual Meeting of the Federation. The Treasurer shall provide **periodic financial statements and financial reports. The Treasurer shall serve as the Chairperson of the Finance Committee. The duties and responsibilities of the Treasurer shall be under the direct supervision of the Federation President.** (Recommended amendment 08.14.2014 and 09.03.2014)

Section 10. The Parliamentarian shall interpret the rules of the parliamentary procedures as they relate to the conduct of all **meetings**, when requested to do so by the presiding official. **The Parliamentarian shall oversee the Strategic Planning and Governance Committee.** (Recommended amendment 08.16.2014)

Section 11. The Chaplain **or designee** shall open **and close** each meeting with the appropriate ceremony and shall be responsible for this service in all other **meetings** when such is required. **The Chaplain will oversee the Health and Wellness Committee.** (Recommended amendment 08.16.2014) (Recommended amendment 01.23.2015) [(Recommended amendment 02.09.2015)]

Section 12. The Sergeant At Arms shall assist the presiding officer in maintaining decorum and enforcing the rules relative to privileges in meetings. The Sergeant At Arms shall keep the meetings cleared of unauthorized persons. **The Sergeant At Arms will oversee the Federation Housing Committee.** (Recommended amendment 08.16.2014)

Section 13. The Historian shall establish and maintain records of significant Federation events. Records of such events that have historical value include pictures, DVDs, audio and video tapes. The Historian shall coordinate activities with the First Vice President. The Historian shall make arrangements with the Executive Director for transferring such records to the Southern University System archives. The duties and responsibilities of the Historian shall be under the direct supervision of the President. (Recommended amendment 08.16.2014)

Section 14. The General Counsel shall provide representation for the Federation in all legal matters. The General **Counsel** shall advise the **President, Executive Board**, and Executive Council on legal ramifications of any action or motion, when such advice is **requested**. (Recommended amendment 09.03.2014)

Section 15. **The Executive Assistant to the President is appointed by the President. The person appointed shall provide information management support and perform other administrative duties as directed by the President.** (08.27.2014)

Section 16. Vacancies in elective offices, except those of President, First Vice President, and Second Vice President, occurring during the year and prior to elections, shall be filled by appointment by the Executive Council. Vacancies in the office of President, First Vice President **and** Second Vice President shall be filled by elevation of the officer immediately below the vacated office. (Recommended amendment 08.16.2014) **(Recommended amendment 01.23.2015)**

ARTICLE IX

ELECTION OF OFFICERS

Section 1. All officers of the Federation, except the Executive Director, Treasurer, General Counsel, Recording Secretary, **Financial Secretary, Executive Assistant to the President, and Historian**, shall be elected at the Annual Meeting. (Recommended amendment 08.27.2014)

Section 2. The method of balloting during elections shall be determined by the Executive Council prior to the Annual Meeting. All regular, associate and life members shall receive **ballots at least 60 days** prior to the Annual Meeting. (Recommended amendment 08.16.2014)

ARTICLE X

TERM OF OFFICE

Section 1. **All elected officers shall serve two-year terms.** (Recommended amendment 08.27.2014)

Section 2. **Any elected officer may not serve more than two consecutive terms.** (Recommended amendment 08.27.2014)

ARTICLE XI

EXECUTIVE DIRECTOR

Section 1. **The Executive Director shall have the responsibility for day-to-day operations of the Federation including directing, coordinating and supervising all employed personnel of the Federation in the performance of their duties and responsibilities. In the execution of the Federation mission and purposes, the Executive Director works with the Federation President and reports to the Executive Board on a regular basis or as required by the Executive Board.** (Recommended amendment 09.03.2014)

Section 2. The operational responsibilities of the Executive Director include:

- a. Developing an annual operational plan and report;
- b. Maintaining a working knowledge of significant developments and trends in Federation operations and programs;
- c. Maintaining Federation records, including but not limited to, employee, membership, budget, contracts, assets, and all other resources;
- d. Coordinating Federation events, strategic communications, and community relations;
- e. Establishing and managing volunteer groups and ad hoc committees to enhance mission implementation;
- f. Providing administrative support for Federation meetings and other activities;
- g. Enhancing the collaborative relationships with Southern University System administrators, campuses administrators, faculties, Federation officers, alumni chapters, university and Federation affiliated associations, students, and supporters. (Recommended amendment 09.03.2014)
- h. Reporting financial information to the Federation Treasurer. (Recommended amendment 11.06.2014)

Section 3. The Executive Director shall serve as a non-voting member of the Executive Board and the Executive Council. [[Recommended amendment 02.19.2015]].

**ARTICLE XII
EXECUTIVE BOARD**

Section 1. The Executive Board shall consist of the elected and appointed Federation officers. (Recommended amendment 08.27.2014)

Section 2. The Recording Secretary, Treasurer, Financial Secretary, Executive Director, General Counsel, Executive Assistant to the President, and Historian are non-voting members of the Executive Board. (Recommended amendment 08.27.2014). (Recommended amendment 01.23.2015)[[Recommended amendment on 02.19.2015]] [[Recommended amendment 06.02.2016]]

Section 3. Four voting members of the Executive Board shall constitute a quorum. (Recommended amendment 08.27.2014) [[Recommended amendment 02.19.2015]]

Section 4. The Executive Board shall convene and take timely and appropriate actions on matters that constitute overriding exigencies, i.e., emergency situations that (i) threaten the Federation or the Southern University System or its campuses; and (ii) preclude convening the Executive Council. Minutes of such Executive Board meeting and any action taken are subject to the review of the Executive Council. (Recommended amendment 08.27.2014)

Section 5. The Executive Board shall select a certified public accountant to audit the Federation books and to report the findings at annual meetings. (Recommended amendment 04.23.2015)

Section 6. The Executive Board shall declare inactive any chapter which fails to meet the provisions contained in Article VII of the Bylaws. (Recommended amendment 04.23.2015)

ARTICLE XIII
EXECUTIVE COUNCIL

Section 1. The Executive Council shall consist of the following:

- a. Officers of the Federation (Amended 07.1997)
- b. The immediate past President of the Federation.
- c. The current President, or designee of each chapter. (Amended 07.1997)
- d. The Executive Director. (Recommended amendment 02.19.2015).**

Section 2. The Executive Council shall be empowered to make such bylaws as it may deem necessary and to amend the same from time to time, subject to the approval of the Federation at the Annual Meeting.

Section 3. The Executive Council shall require the Treasurer **and the Financial Secretary** to be bonded in an amount not less than the average cash sum which the Treasurer **and the Financial Secretary** will handle at any given time. [Recommended amendment 02.19.2015]

Section 4. **A quorum for an Executive Council meeting shall be not less than fifty-one percent of the Executive Council members eligible to be present for such meeting. Eligible members are (a) the Executive Board and (b) presidents of local chapters and associations that have remitted annual affiliation fees. If there is no quorum, the meeting shall not be deemed official. In a subsequent second meeting, the quorum requirement may be waived. The notice requirement applies to all meetings.** [[Recommended amendment 02.28.2015]]

**ARTICLE XIV
STANDING COMMITTEES**

Section 1. Nomination and Election Committee. The President shall appoint a nomination and election committee a minimum of ninety (90) days prior to the Annual Meeting. This committee shall present a slate of officer candidates a minimum of forty-five (45) days prior to the Annual Meeting. All eligible voters shall receive official ballots a minimum of thirty (30) days prior to the Annual Meeting. (Recommended amendment 09.03.2014)

Section 2. Finance Committee. The President shall appoint a finance committee with the Treasurer serving as the chairperson. The committee is responsible for developing the proposed Federation annual budget, evaluating the Federation's financial position, and other initiatives assigned by the Executive Board. The committee shall provide written recommendations to the Executive Board. (Recommended amendment 09.03.2014)

Section 3. All other committees shall be ad hoc committees appointed at the discretion of the President. (Recommended amendment 04.23.2015)

Section 4. Federation activities, projects, action plans, etc. are delegated to standing and ad hoc committees. The chairpersons of such committees are either national officers or Federation members appointed by the President, Executive Board, or Executive Council. Committee chairpersons shall designate a committee member to record committee meeting minutes. Chairpersons are responsible for preparing and presenting written reports at Executive Board, Executive Council, or annual meetings as required. Copies of committee minutes and reports shall be transmitted to the Federation Recording Secretary for archival purposes. (Recommended amendment 04.23.2015)

**ARTICLE XV
MEETINGS**

Section 1. The Federation Annual Meeting shall be held **in the first month of the fiscal year.** (Recommended amendment 08.27.2014)

Section 2. The date, time and place of the Annual Meeting shall be determined by the Executive Council.

Section 3. Notice of the Annual Meeting shall be mailed to each active chapter at least sixty (60) days prior to the date of the meeting.

Section 4. The term "meetings" includes Annual Meeting and any special meetings. (08.27.2014)

**ARTICLE XVI
PARLIAMENTARY PROCEDURES**

Section 1. Robert's Rules of Order, Revised shall govern the conduct of meetings. (08.27.2014)

**ARTICLE XVII
FISCAL YEAR**

Section 1. The fiscal year for the Federation and each chapter shall be July 1 through June 30 **of the following year.** (Recommended amendment 08.27.2014)

**ARTICLE XVIII
REMOVAL OF OFFICERS**

Section 1. The Executive Board shall promulgate rules and procedures relating to the removal of elected officers. (Recommended amendment 08.27.2014)

Section 2. Code of Ethics. Federation officials, i.e., elected and appointed officers, committee chairpersons and committee members in the performance of their respective duties and responsibilities are expected to comply with the Federation Bylaws, policies, Executive Board and Executive Council directives, and any outside agency rules governing non-profit organizations. (Recommended amendment 04.23.2015)

Section 3. The Executive Board shall develop the procedures for processing any complaint related to failure with the code of ethics. The procedures shall be disseminated to affiliated organizations (local chapters and associations), regular members, and Life members. (Recommended amendment 04.23.2015)

**ARTICLE XIX
AMENDMENTS**

Section 1. Any proposed amendment to the **Articles of Incorporation** requires sixty (60) day notice to all active chapters **and posting on the Federation website.** The written notice with the proposed amendment shall be signed by the Parliamentarian and the Federation President. (Recommended amendment 08.27.2014)

Section 2. **Articles of Incorporation** shall be amended upon proper motion and by a two-thirds vote of the eligible voters attending an Annual Meeting. (Recommended amendment 08.27.2014)

Section 3. Additions to or amendments of Bylaws require proper motion and majority vote of eligible voters attending an Annual Meeting or **a regular or special meeting convened by the Executive Board or the Executive Council.** (Recommended amendment 08.27.2014)

ARTICLE XX
OFFICIAL PUBLICATION

Section 1. The official publication of the Federation shall be the SOUTHERNITE. (Amended 07.1997)

Section 2. The editor of the SOUTHERNITE shall be responsible for its publication which shall contain news of interest to and about Southern University System alumni.

Section 3. The Executive Director shall have the employment and supervisory responsibility for the SOUTHERNITE staff.

Section 4. The subscription rate for the SOUTHERNITE shall be \$25.

ARTICLE XXI
FEES AND MEMBERSHIP DUES

Section 1. Each local chapter shall comply with the requirements as prescribed in the Federation Financial Policy and Procedures Manual. (Recommended amendment 11.06.2014)

ARTICLE XXII
FEDERATION SEAL, LOGO AND TRADEMARK

Section 1. The Executive Board shall promulgate rules, procedures and guidelines relating to the use of the Federation seal, logo and trademark. (Recommended amendment 09.03.2014)

NOTES: Committee Deliberations and Recommendations 11.06.2014

1. There was no support for assessing penalties for any local chapter failing to timely submit or to submit required affiliation fee or reports.
2. Change “Financial Policy Manual” to **Federation Financial Policy and Procedures Manual**.
3. Assurance that the Federation’s employee(s) job description(s) reflect the relationship with the Financial Secretary and Treasurer positions.
4. Finally, the Committee’s effort to harmonize the Federation Bylaws with the Federation Financial Policy and Procedures Manual would be completed if the following provisions were incorporated into the Federation Financial Policy and Procedures Manual:

Section 1. Each local chapter and association referenced in Federation Bylaws (Article VI, Section 7) shall be assessed an Annual Affiliation Fee of \$500.

Section 2. Members shall be assessed dues as follows:

- a. Regular.....\$50 per Fiscal Year
- b. Associate.....\$50 per Fiscal Year
- c. Life.....\$500. Payable in total or in installments within twenty-four (24) months of the first installment payment.
- d. **Booster.....\$30 per Fiscal Year**

Section 3. A Life member is exempt from further dues payment.

Section 4. A Life member shall pay an Annual Maintenance Fee of **\$50** per fiscal year.

Section 5. When dues are paid in full, a Life member shall receive a pin denoting Gold status. A Life member may elect to enhance financial support by remitting the requisite payment for Ruby status (\$1,000), Sapphire status (\$2,000), Diamond status (\$5,000), or Platinum status (\$10,000). A Life member who remits requisite payment shall receive appropriate recognition for achieving Ruby, Sapphire, Diamond, or Platinum status.

Section 6. Honorary members do not pay fees or dues, and are encouraged to financially support the Federation.

Section 7. Local chapters and associations shall assist the Executive Director in the collection of membership dues from eligible persons who reside in their geographic areas.