

**WINSTON-SALEM STATE UNIVERSITY
NATIONAL ALUMNI ASSOCIATION**

BYLAWS

Revised May 2021



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2021

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PREAMBLE

We, duly constituted representatives of the established chapters of the Winston-Salem State University National Alumni Association, Incorporated, in order to form a closer union among its components and to fully implement the goals of the organization, to more specifically articulate the aspirations of our members; and to more decisively define both policies and procedures of this body, do hereby establish these bylaws. Current chapters, and chapters organized hereafter, shall be bound by these bylaws.

ARTICLE I - NAME

The name of this organization shall be the Winston-Salem State University National Alumni Association, Incorporated, herein referred to as the Association.

ARTICLE II - MISSION AND GOAL

Section 1. Mission

The mission of the Winston-Salem State University National Alumni Association shall be to: (1) create opportunities which promote unity, growth and progress of the Association and University for alumni and other supporters; (2) encourage active involvement by providing alumni services/activities of University alumni and other supporters; (3) disseminate information which communicates the academic excellence of Winston-Salem State University to alumni, supporters, and the community at large; and (4) foster meaningful support to the institution and its program.

Section 2. Goal

The goal of the Association shall be to provide the opportunity for alumni and supporters to unite as one body for the purpose of promoting the growth and development of the University and substantive actions of the Association.

ARTICLE III - MEMBERSHIP

Section 1. Membership

The Association shall be composed of individuals that meet the qualifications defined in these bylaws.

Section 2. Classes of Membership

Membership in the Association shall include four classes. They are: regular, life, honorary, and associate.

- a. **A *regular member*** shall be a graduate or former student that is financial with the Association.
- b. **A *life member*** shall be an individual member that has met the financial guidelines established for life membership.
- c. **An *honorary member*** shall be any person selected by the Board of Directors for services and/or support provided to the Association and/or University; this member has non-voting status, is ineligible for elected office and is exempted from the dues structure as specified by the Board of Directors.
- d. **An *associate member*** shall be an individual that did not attend the University; this member has non-voting status and is ineligible for elected office but may serve on all committees except the nominating committee; this member is not exempted from the dues structure.

Section 3. Membership Rights

Members have the right to:

- a. receive a membership card.
- b. receive *The Battering Ram* and other Association membership communications.
- c. vote for elected officials of the Association and Nominating Committee members, unless otherwise stated in these bylaws.
- d. attend all meetings and activities of the Association.
- e. serve on committees of the Association, unless otherwise stated in these bylaws.
- f. run for office in accordance with these bylaws.

Section 4. Membership Obligations

Members shall be obligated to:

- a. uphold the bylaws of the Association.
- b. pay dues as required by the Association and

- c. fulfill the requirements of an office or committee.

Section 5. Disciplinary Action

- a. Cause for disciplinary action against a member shall be limited to failure to fulfill the obligations cited in Article III, Section 4, of these bylaws, and other actions detrimental to the mission and goals of the Association.
- b. Disciplinary proceedings shall be conducted in accordance with Association policies and procedures approved by the Board of Directors, which shall have final disciplinary authority over members. Policies and procedures shall guarantee due process.
- c. The severity of disciplinary action may include any of the following:
 - 1. reprimand
 - 2. censure
 - 3. suspension of membership
 - 4. removal from elected or appointed office and/or committee
 - 5. membership revocation

Section 6. Dues/ Chapter Assessment Fees

- a. Dues for Association members shall be in accordance with the Association's fiscal year.
- b. Dues and chapter assessment fees shall be reviewed annually by the Executive Council. Any adjustments to reflect any changes in the Association's dues and/or fee structure must be presented at the Annual Meeting for approval.
- c. When a change in dues and/or chapter assessment fees occurs, the change shall become effective July 1.
- d. Chapter assessment and/or fees are non-transferable during the fiscal year.

ARTICLE IV - ASSOCIATION OFFICIALS

Section 1. Officers

- a. Elected officers of the Association shall be:
 - President
 - Vice President
 - Secretary
 - Treasurer
- b. All elected officers of the Association shall be bonded.

Section 2. Executive Council

The Executive Council shall consist of the elected officers, the immediate past president, the Director of Alumni Engagement, and Mr. and Miss Alumni.

- a. Authority
The Executive Council shall have the authority delegated by Association members to act for the Association between annual meetings.
- b. Voting Members
Voting members shall include the elected officers and the immediate past president. The non-voting members, Mr. and Miss Alumni, and Director of Alumni Relations, function in ex-officio capacities.
- c. Meetings
The Executive Council shall meet prior to each meeting of the Board of Directors and at the call of the President.
- d. Accountability
The Executive Council shall report to and be accountable to the Association.

ARTICLE V - ELIGIBILITY FOR OFFICE

To qualify as a candidate for an office of the Association, the candidate:

- a. Must have graduated from or been a former student at Winston-Salem State University by any prior known names.
- b. Must have attended a minimum of two National Alumni Association Board Meetings, and one Annual Meeting within the two years immediately prior to submitting an application for candidacy.
- c. Must have been financial and in good standing for the previous two fiscal years, with all dues paid by September 1st of each year.
- d. Must have contributed to the NAA Endowed Scholarship Fund or any other scholarship fund administered by WSSU or the WSSU Foundation, for the two fiscal years immediately prior to submitting an application for candidacy.
- e. Must have demonstrated and documented experience in accounting and/or finance to serve as Treasurer, in addition to above qualifications.

ARTICLE VI - ELECTION AND INSTALLATION OF OFFICERS

- a. Election – The election of officers shall be held in an even numbered year and shall be by secret ballot. A plurality vote shall constitute an election. In the case of a tie, a run-off election shall be held.
- b. Officers of the Association shall be installed at the Annual Meeting. ARTICLE VII - TERM OF OFFICE
 - a. Term of office shall begin July 1 following the election.
 - b. All elected officers of the Association shall serve for a period of two years, ending June 30 of the elected term.
 - c. All officers may be re-elected but shall not serve more than two consecutive terms in the same office.
 - d. Each elected officer shall hold only one elected office at any one time.

ARTICLE VIII - DUTIES OF OFFICERS AND DIRECTOR OF ALUMNI ENGAGEMENT

Section 1: Officer Duties

- a. The *President* shall be the Chief Executive Officer of the Association. The President shall:
 - 1) serve as the official spokesperson on matters of the Association entrusted with the direction and administration of its policies and procedures
 - 2) call and preside over all meetings of the Association and serve as chairperson of the Executive Council, Board of Directors, and as ex-officio member of all committees, except the Nominating Committee.
 - 3) call impromptu meetings when deemed necessary.
 - 4) assign duties to elected officers as deemed necessary.
- b. The *Vice President* shall assume such duties as designated by the President and serve as vice chairperson of the Executive Council, Board of Directors and shall have oversight of all standing committees. In the absence of the President, the Vice President shall assume such duties as designated by the President. In the event of resignation, disability or death of the President, the Vice President automatically becomes President for the unexpired

term. In the absence of the President and the Vice President, the Executive Council shall appoint a member (as defined in Article III, Section 2) to serve the unexpired term of the President.

- c. The *Secretary* shall be responsible for the minutes of all official meetings of the Association, maintain records of proceedings of the Association, send correspondence, and perform other duties as assigned by the President.
- d. The *Treasurer* shall be accountable for the fiscal affairs of the Association. The Treasurer shall provide reports and interpretation of financial status to the Executive Council and the Board of Directors at scheduled and annual meetings. The Treasurer shall be chairperson of the Finance Committee and perform other duties as assigned by the President.
- e. The *Director of Alumni Engagement* shall serve as liaison between the University and the Association; assist in implementing programs and communications to the Association President.

Section 2: Resignations and Vacancies

- a. In the event of resignation, disability or death of the President, the Vice President automatically becomes President for the unexpired term. In the absence of the President and the Vice President, the Executive Council shall appoint a member (as defined in Article III, Section 2) to serve the unexpired term of the President and ratified by a 2/3 vote of the Board of Directors at its next meeting.
- b. In the event of an unexpired term or no successor was elected for Vice-President, Secretary or Treasurer, the position shall be appointed by the President, subject to the approval of the Executive Council and ratified by the Board of Directors at its next meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Members

The Board of Directors is composed of elected officers, immediate past president, regional coordinators, chapter presidents, and committee chairpersons. Mr. and Miss Alumni, the Director of Alumni Engagement, and the Senior Class President will serve as ex-officio members.

Section 2. Authority and Accountability

- a. Authority - The Board of Directors shall have the authority delegated by Association members to act for the Association at scheduled board meetings.
- b. Accountability - The Board of Directors shall report to and be accountable to the Association.

Section 3. Duties

The Board shall:

- a. exercise responsibility and fiduciary duties on behalf of the Association.
- b. adopt policies and procedures for the transaction of Association business.
- c. recommend membership and chapter dues/fees to Executive Council.
- d. suspend/revoke membership status in accordance with these bylaws and established policies and procedures.
- e. approve the creation of and dissolution of chapters and committees.
- f. define, approve, and dissolve regional boundaries in accordance with these bylaws and established policies and procedures.
- g. establish positive relationships, collaboration, and active participation with the University.
- h. manage the use of the official Association insignia.
- i. review recommended amendments of the bylaws.

ARTICLE X - Meetings

- a. The Board of Directors shall meet at least three (3) times each year. At least one meeting shall be held in a city other than Winston-Salem, North Carolina.
- b. Special meetings may be called by the President. All members shall be notified at least 10 days prior to the date of the special meeting.
- c. The Annual Meeting shall include all financial and non-financial alumni and friends. The Annual Meeting is held once a year and is held in Winston-Salem, NC.

ARTICLE XI - CHAPTERS

Section 1. Definitions and Establishment

- a. A chapter shall be a group of five (5) or more financial members in good standing with the Association.
- b. An application to receive a charter shall be submitted to the Executive Council and shall include the following:

- 1) chapter name and names of chartered members
 - 2) names of elected officers
 - 3) region in which the chapter shall function
 - 4) chapter goals and objectives
 - 5) a schedule of at least four planned meetings during the first established year
 - 6) a copy of the petitioning chapter bylaws
- c. All applications for establishment of chapters are reviewed by the Executive Council.
- d. The Executive Council shall present recommendations to the Board of Directors to approve the establishment of a new chapter or reinstatement of a chapter. Upon approval and receipt of fees and assessments, the Association shall issue a charter to the said chapter.
- e. A request to establish a new chapter shall not be permitted if an existing chapter is active within the same city.

Section 2. Elected Officers

- a. Officers shall be elected by their members and shall include a President, Vice President, Secretary and Treasurer.
- b. Officers shall be elected according to the bylaws established by the assigned chapter.
- c. Tenure of officers shall be defined in the chapter bylaws and shall be congruent with the bylaws of the Association.
- d. The Association President or designee shall institute the chapter and install its officers.

Section 3. Chapter Responsibility

- a. Each chapter shall pay assessments and annual chapter fee to the Association annually, by September 1, in accordance with established policies and procedures.
- b. Each chapter shall document and maintain records of all financial transactions, subject to review or audit, by the Association or its designee.
- c. Each chapter shall maintain records and reports required by the Association.
- d. Chapters shall submit a written report of chapter activities to the Association President for distribution at scheduled and annual meetings

- e. Each chapter president shall be responsible for communicating all Association correspondence to chapter members.
- f. Each chapter president shall respond in a timely manner to matters requested by the Association and by the designated Region.
- g. All chapters shall govern themselves by the current WSSUNAA By-Laws, the approved memorandum of agreement (MOA) of their respective region and the approved bylaws of their chapter. The Chapter bylaws may not be inconsistent with the regional MOA.

Section 4. Active Chapters.

Chapters shall be declared active upon meeting all conditions defined in Article XI, Sections 1-3.

Section 5. Disciplinary Action

- a. Cause for disciplinary action against a chapter shall be failure to fulfill obligations as cited in Article XI, Sections 1-3, of these bylaws and other actions detrimental to the mission and goals of this Association.
- b. Disciplinary proceedings shall be conducted in accordance with established policies and procedures of the Association
- c. Depending on the severity of the violations, the chapter may be:
 - 1) Censured
 - 2) suspended from the Association
 - 3) removed from the Association
- d. Policies and procedures shall guarantee due process
- e. Disciplinary actions require a 2/3 vote of approval by the Board of Directors

Section 6. Chapter Reinstatement

A chapter which has been suspended or revoked may be reinstated by a 2/3 vote of approval by the Board of Directors provided the chapter meets all the conditions outlined in Article XI, Sections 1-3.

ARTICLE XII - REGIONS AND REGIONAL COORDINATORS

Section 1. Definition

Regions shall consist of groups of chapters which have been geographically designated by the Executive Council and approved by a 2/3 vote of the Board of Directors.

Regional Coordinators must be a financial member in good standing with their local chapter and with the Association for the previous two years.

Section 2. Regional Boundaries

Regional boundaries shall be defined by the Board of Directors and must have a 2/3 vote of approval by the Board of Directors.

Section 3. Purpose

The purpose of bringing chapters together in a region shall be to facilitate communications, coordinate activities, create new chapters, and to strengthen and rejuvenate existing chapters.

Section 4. Elections

Regional Coordinators shall be elected by members and/or chapters of the designated region during the same year elections are held for the officers of the Association. Regional Coordinators must be financial and in good standing with the Association.

Section 5. Tenure

All Regional Coordinators shall be limited to a term of two years. The tenure of office shall coincide with tenure of the officers of the Association and shall be limited to two elected consecutive terms.

Section 6. Accountability

Regional Coordinators shall be accountable to the regions they represent.

Section 7. Responsibilities

Regional Coordinators shall:

- a. serve as members of the Board of Directors.
- b. serve as resources to chapter presidents within their region.

- c. coordinate major events and assist in identifying other areas of creative activity within their designated region.
- d. communicate regional activities to the Executive Council and the Board of Directors.

Section 8. Memorandum of Agreement

Regions shall form and operate under a Memorandum of Agreement (MOA). Prior to implementation, the MOA must be reviewed and approved by the Bylaws Committee with final approval by the Executive Council.

Section 9. Forming a New Region

- a. Five or more chapters within a geographically designated area may request the establishment of a new region from the Executive Council.
- b. Application to establish a new region shall identify the names of the chapters submitting the request and signatures from the presidents and secretaries of the designated chapters.
- c. Upon receiving application to form a new region, the Executive Council may grant a one-year temporary approval. During the one-year temporary period, the region shall elect a coordinator, hold at least two meetings, establish goals and objectives, adopt a MOA and submit MOA and minutes of the meetings to the Executive Council.
- d. Following compliance with conditions outlined in Article XII, Sections 8 and 9, the Board of Directors shall grant full approval for the region.

ARTICLE XIII - COMMITTEES

All standing committee chairs shall be accountable for developing committee policies and procedures. Each year committee members shall review policies and procedure and submit changes to the Executive Council for approval.

Section 1. Standing Committees

There shall be ten (10) Standing Committees. Chairpersons of each standing committee shall be appointed by the Association President for a term of two (2) years. Each committee shall be composed of a minimum of three (3) Association members.

Standing Committees include the following:

- a. Annual Giving - This committee shall plan, promote and execute the campaign to raise funds through individual and chapter giving.

- b. University Liaison- This committee shall inform the Association of developments at Winston-Salem State University, develop collaborative relations and inform the Association regarding specific needs of the various University departments.
- c. Bylaws - This committee shall interpret these bylaws, receive, prepare, review and recommend proposed amendments of these bylaws to the Board of Directors and Association members at the Annual Meeting. This committee shall be responsible for reviewing and approving each region's Memorandum of Agreement for the purpose of determining uniformity prior to use.
- d. Finance - This committee shall be responsible for developing policies and procedures for the management, receipt, disbursement, and investment of Association funds. This committee shall also provide recommendations to the Executive Council and the Board of Directors on fiscal matters and shall develop the Association's annual budget for presentation and approval.
- e. Membership- This committee shall formulate plans to recruit and retain members of the Association; and, provide programs and activities which stimulate the Winston-Salem State University student body to become active participants in the Association.
- f. Political Awareness- This committee shall inform the Association of legislative developments affecting Winston-Salem State University and present a plan of action to the Executive Council.
- g. Students Today Alumni Tomorrow (STAT)- This committee shall assess student needs of the Association, plan strategies, and initiate programs to encourage active participation of future Association alumni. This committee's activities shall include all levels of student enrollment, not limited only to the Senior Class of Winston-Salem State University.
- h. Public Relations - This committee shall be responsible for keeping the news media informed of pertinent Association activities that have been approved by the Association President and developing programs/ activities which include community support.
- i. Scholarship -This committee shall be responsible for developing application procedures and guidelines, which must be approved by the Board of Directors. This committee shall also be responsible for identifying scholars and presenting scholars to the Association for approval.
- j. Special Events- This committee shall plan and initiate activities for the Association to include, but not limited to, Homecoming, Alumni Day, Class Reunions, Mr. and Miss Alumni Contest, and Unity Day. The Director of Alumni Engagement shall serve as a member.

Section 2. Elected Committee

Nominating - This committee shall be elected at the Annual Meeting by the membership in odd numbered years. The committee shall be made up with a representative from each region. The member receiving the highest number of votes shall serve as chairperson. In case of a tie, a run-off will be held. In case of a tie of the regional representative, the region will decide who serves. No region shall have more than one member serving on the committee at the same time.

Members of the committee shall serve for a two-year term or until their successors are elected. Members shall serve no more than two consecutive terms. The term of office shall begin July 1 following the election of the nominating committee.

- a. Accountability - The nominating committee shall be accountable to the Board of Directors and the membership of the Association.
- b. Responsibility - The nominating committee shall:
 - 1) implement policies and procedures for nominations and elections as established by the Executive Council.
 - 2) contact all Association members requesting names of candidates for elective office by January 15 of the election year.
 - 3) receive nominations for elective positions postmarked by February 15 of the election year.
 - 4) prepare a slate of at least two (2) nominees for each elective office and at least three (3) nominees for the nominating committee.
- c. mail candidate profiles and voting instructions to financial Association members on record as of February 28 and notify regional coordinators and chapter presidents of the distribution by March 1 of the election year.
- d. Ballots
 - 1) All ballots, when mailed, must be postmarked by April 1 of the election year. Electronic or onsite balloting procedures must be developed by the nominating committee and presented to the Board of Directors for approval at the Fall Board meeting.
 - 2) The nominating committee shall count ballots, notify candidates of results by April 15 of the election year, and report results to Association members at the Annual Meeting of the election year.
 - 3) All returned ballots shall be retained by the Association for a period of six (6) months following election.

- 4) Any election protest must be submitted to the Nominating Committee in writing no later than seven (7) days following the official counting of ballots.

ARTICLE XIV – REMOVAL FROM OFFICE

Section 1. Impeachment of National Officers

The Association, by a 2/3 vote of approval from the financial members (see Article III Section 2) in good standing, shall have the power to remove from office any nationally elected officer for neglect of duty, misconduct, or actions prejudicial to the best interest of the Association, provided all charges shall be submitted to the Board of Directors in writing at least thirty (30) days in advance of the hearing. The accused must have been provided with a copy thereof and given a fair and an impartial hearing, including the right to be represented by counsel and the right of confrontation by the Board of Directors. The Board of Directors shall report its findings, conclusions and recommendations to the general body for its consideration and disposition.

Section 2. Removal from the Board of Directors

- a. Causes for removal from the Board of Directors:
 - 1) Missing three unexcused consecutive scheduled meetings
 - 2) Neglect of duty
 - 3) Conduct unbecoming of an officer of the Association
 - 4) Actions prejudicial to the best interest of the Association

- b. Procedures for removal from the Board of Directors:

The Board of Directors shall have the authority to remove any person from the Board with a 2/3 vote of approval from the board members present, provided that all charges are submitted in writing to the Executive Council at least thirty (30) days prior to the vote.

ARTICLE XV - FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30.

ARTICLE XVI – QUORUM

At the Annual Meeting and the Board of Directors meetings, the “majority” of financial members present (see Article III Section 2) in good standing shall constitute a quorum for the transaction of business, provided that the President or the Vice President and Secretary are present to keep record. In the absence of these officers, the body may appoint a temporary chairperson and secretary to conduct the business of the Association.

ARTICLE XVII - OFFICIAL ORGAN

The Battering Ram shall be the official organ of the Association.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT’S RULES OF ORDER shall be the final authority for the Association on all questions or procedures of parliamentary law not covered by these bylaws.

ARTICLE XIX - AMENDMENTS WITH NOTICE

Amendments to these bylaws shall be held in odd numbered years. All proposed amendments shall be submitted in writing and referred to the Bylaws Committee for study and recommendations. All proposed amendments approved by the committee must be received by the Association President and Director of Alumni Engagement by March 1.

The Association shall disseminate such amendments to financial members in good standing of the Association by April 1 prior to the Annual Meeting. Such amendments shall be adopted by a 2/3 vote of approval by the financial members in good standing present at the Annual Meeting. No proxy votes shall be allowed. (Members must satisfy Article III, Section 2).

GLOSSARY

Amend - to change for the better

Amendment - a revision or change proposed made in a bill, law or constitution

Annual Meeting – a yearly gathering of Association members that is generally held in April

Associate Member - a financial non-graduate, spouse or friend of the Association.

This member may serve on all committees except the nominating committee. This member is a non-voting member.

Board of Directors Meeting – A meeting held each year with members of the Board as defined by these bylaws. At least one of the meetings is held in a city other than Winston- Salem, North Carolina

Bylaws - all rules of an organization of such importance that they cannot be changed in any way without previous notice

Censure - severe disapproval of someone or something, typically in a formal statement

Committee - a body of one or more persons appointed or elected by an assembly or society to do any or all of the following things: to consider, investigate or take action in regard to certain matters or subjects

Congruence – agreement, consistency. For example ... chapter bylaws congruent with the bylaws of the Association

Constitution - rules of a society or organization; the constitution should require previous notice of an amendment and also a two-thirds vote for its adoption

Council - a group of people chosen as an administrative assembly

Detrimental – causing harm, damaging, disadvantageous, negative or unfavorable. For example, actions detrimental to the mission and goals of the Association

Financial - Local chapter that has met all financial obligations set by the Association, fully paid life member, life member in the process of completing financial obligations established for life membership, or fully paid association regular member.

In Good Standing - A chapter or member who is not the subject of any form of sanction, suspension or disciplinary action by Winston-Salem State University or the National Alumni Association.

Majority – more than half of the votes cast

Mission - the specific goal, function or duty of an organization

Organ - means of communicating ideas or opinions, such as periodicals, pamphlets and newsletters

Plurality - In an election, a candidate has a plurality when he or she has a larger vote than any other candidate. In an assembly a plurality never elects except by virtue of a rule to that effect

Preamble - a clause at the beginning of a constitution stating the reason and purpose of the organization

Proxy - a power of attorney given by one person to another to vote in his or her place. It is also used to designate the person who holds the power of attorney. Proxy voting should be limited to the election of a board of directors.

Quorum - the number of members that must be present in order to transact business legally. The quorum refers to the number present, not to the number voting.

Suspension - the holding back of a judgment or keeping undecided

Two/Thirds Majority - is two-thirds of the votes cast

Constitution and Bylaws

WSTC Original Handbook 1955 Revised

1959

Revised 1964

Revised 1971

Revised 1982

Revised 1991

Revised 2003

Revised 2007

Revised 2009

Revised 2013

Revised 2017

Revised 2021

2013 Bylaws Committee Members

Dr. Patti Sanders-Smith, Interim Chair – Greenville, NC

Catherine Pettie Hart - Atlanta, GA

Barbara Williams - Southern Regional Coordinator - Fayetteville, NC

Victor Bruinton – Immediate Past President – Raleigh, NC

Gordon Everett – President - Gambrills, MD (Ex-officio)

2017 Bylaws Committee Members

Catherine Pettie Hart - Chair - Atlanta, GA

Kay Harris - Raleigh, NC

Calsine Pitt - Richmond, VA

Robert Rawls - Vice Chair - New Brunswick, New Jersey

Murdock Williams - Atlanta, GA

Victor L. Bruinton - President - Raleigh, NC (Ex-officio)

2021 Bylaws Committee Members

Cavette Buford

Kay Harris

Karen Hicks

Winfred Mack

Calsine Pitts

Tasia Wilson

Mo Wright - Chair