

**Constitution and Bylaws
of
The Sojourner-Douglass College National Alumni Association, Inc.**

In an effort to foster a spirit of loyalty, fraternity and scholarship, to promote the continuous interest in and support of Sojourner-Douglass College as an educational institution of higher learning, we the graduates, former students and friends, both National and International of Sojourner-Douglass College and its historical entity, the Homestead Montebello Center of Antioch University, do hereby ordain and establish the constitution of the Sojourner-Douglass College National Alumni Association, Incorporated.

**Article I
Name and Symbol**

The name of this organization shall be the Sojourner-Douglass-College National Alumni Association, Inc. (hereinafter called the *Association*). The symbol of the Sojourner-Douglass College National Alumni Association, Inc. shall be the same as the college's official seal with National Alumni Association, Inc. appropriately inscribed.

**Article II
Mission**

The mission of this Association shall be to cultivate and promote the welfare and mutual understanding between students, faculty, alumni, and when appropriate, the community at large in support of programs and activities of Sojourner-Douglass College and to assist in organizing reunions and regional gatherings that further the purposes of the College.

**Article III
Membership**

The categories for membership in the National Alumni Association are Annual Membership, Life Membership, Honorary Membership and Associate Membership.

Section 1. Membership Eligibility

The following persons (hereinafter called the Alumni) shall be eligible for membership in the Association.

- A. All graduates of Sojourner-Douglass College or its historical entity, the Homestead-Montebello Center of Antioch University.
- B. Former students who have completed at least three trimesters at the College, and who left in good standing.
- C. Payment of Membership dues in accordance with Section 2-A, B, C, D, or E.

Section 2. Membership Categories

The Sojourner-Douglass College National Alumni Association, Inc. shall be financed by dues and other fund raising means by its membership. The Finance Committee shall have the responsibility of determining the amount of dues for the membership categories.

- A. Annual Membership (Active)

This status is obtained by paying annual dues good for the fiscal year, August 1st to July

31st. All members of the Association, except Honorary Members shall be assessed \$25.00 per year in addition to the local chapter dues. The assessment is due no later than December 31st of each year.

B. Lifetime Membership

This status is obtained by a one-time payment or installments not to exceed two years from initial payment. A lifetime member is exempt from annual dues, but not local chapter dues. Lifetime membership dues are \$360.

C. Honorary Membership

The National Alumni Association, Inc. may confer honorary membership on any person demonstrating outstanding dedication and service toward the purpose and mission of the College and Alumni. These individuals will be encouraged to contribute a one-time monetary gift decided by the individual to the Association. Individuals will also be invited to participate in Alumni events and activities. Honorary members may provide the Alumni with recommendations and serve on committees but shall not be eligible to vote or to run for an office of the Alumni.

D. Associate Membership

Associate membership shall include those individuals who have not attended Sojourner Douglass College but have been granted membership by a local chapter or the Alumni and have paid annual dues. This may be the spouse of a graduate or honorary degree recipient of the college or its historical entity, the Homestead-Montebello Center of Antioch University. Individuals will also be invited to participate in Alumni events and activities. Associate members may provide the Alumni with recommendations and serve on committees but shall not be eligible to vote or to run for an office of the Alumni.

Section 3. Voting Rights and Eligibility for Office

- A. All members referred to in Section 2, A and B of this article shall be entitled to vote and, except as expressly set forth in these Bylaws, to hold office in the Association.
- B. Honorary and Associate members as designated by Section 2, C and D of this Article shall not be eligible to vote or to hold office in this Association.

**Article IV
Government Bodies**

Section 1. Powers

- A. The management of the Association shall be vested in the Executive Committee (herein after called the Committee) of the National Alumni Association. By management it is meant that the Executive Committee shall be vested with the authority to manage, direct, and administer the affairs of the National Alumni Association between annual meetings of the Association and to make any decision and take any action necessary to carry out the responsibilities enumerated herein.
- B. The Alumni Council (herein after called the Council) is charged with conducting the on-going business of the Association and shall meet for the purpose of hearing reports and considering recommendations from its members.

Section 2. Composition and Terms

- A. The Council shall be composed of the following with terms to begin August 1st following election or upon appointments: National Alumni Association officers, the president or representative of each active local chapter, and At-large members (elected at the annual meeting) from areas in which no local chapter exists or is active. At-Large members are limited to one per area.
- B. In the event a local chapter is organized in an area in which an at-large member resides, the National President, subject to approval by the Council, may appoint another person from an area in which no local chapter is organized. The previous at-large representative may represent the new chapter (if the chapter so desires).
- C. Ex-officio (without vote) members include all former national presidents, president of the Student Government Association, Senior Class President, and Director of Alumni Relations.

Section 3. Meetings

- A. The Executive Committee shall meet at least two times a year, the dates to be determined by the Executive Committee members. Prior to the second meeting, a yearly calendar of meeting dates and places shall be established.
- B. Special meetings of the Executive Committee, with stated purpose, may be called by the President. Notification shall be made as outlined in Article IV, Section 4.
- C. Alumni Council meetings shall be open to any active members; however, non-Council members shall not speak without special permission and shall not have a vote.
- D. The Council shall meet at least four times a year, the dates to be determined by the Council. Prior to the fourth meeting, a yearly calendar of meeting dates and places shall be established.
- E. Special meetings of the Council, with stated purpose, may be called by the President.

Section 4. Notification

The Director of Alumni Relations shall give notice of all regular and special meetings by mail, email, or telephone no less than fourteen days prior to the meeting.

Section 5. Quorum

- A. At any duly called meeting of the Executive Committee a quorum shall consist of four officers.
- B. At any duly called meeting of the Alumni Council a quorum shall consist of four officers, including the President or Vice President, and at least one-third of the representatives of the active chapters.

Section 6. Standing Committees

All Standing Committees shall consist of not less than the number required to allow the appointment of at least one person from each of the chapters.

- A. **Executive Committee.** The President shall be the chairperson of the Executive Committee. It shall be composed of the officers of the National Alumni Association. It is the duty of the Executive Committee to prepare and present an annual program for the Association, oversee all standing and special committees of the Council, oversee the preparation of the agendas for Council meetings and the Annual National Alumni Association meeting.
- B. **Nominations Committee.** The President shall chair the Nominations Committee and appoint or select its members from the Alumni Council. It shall be the duty of this committee to prepare a list of nominees for all offices of the Association.
- C. **Bylaws Committee.** The Vice President shall serve as chairperson of the Bylaws Committee. Membership shall be comprised of Alumni Council members. This committee is responsible for recommending proposed revisions to the Constitution and Bylaws. It shall also make periodic reports to the Alumni Council regarding any recommendations or findings it may have.
- D. **Finance Committee.** The Treasurer shall serve as chairperson of the Finance Committee. Members shall include the chairperson of the Fund Raising Committee, and other Alumni Council members. It is the duty of this committee to prepare a budget for the ensuing fiscal year by the annual meeting date, to provide a liaison between the National Fund Raising leadership and the Executive Committee, to report to the Executive Committee the progress of the fund drive, to consider recommendations for allocations of unrestricted contributions, and to advise the Executive Committee on matters of fiscal policy.
- E. **Fundraising Committee.** The President shall appoint the chairperson and members of the Fundraising Committee from the Alumni Council. The chairperson submits recommendations for the development and coordination of the Association's programs as related to fund raising and other activities, which help or assist the Association in attaining its financial objectives.
- F. **Scholarship Committee.** The Executive Committee shall appoint the chairperson and members of the Scholarship Committee from the Alumni Council. This committee is responsible for establishing the standards, policies, and procedures for the administration of Alumni scholarships. The Director of Admissions, Financial Aid Officer, or a representative from the Admissions Office shall be a non-voting ex-officio member of the Scholarship Committee.
- G. **Membership Committee.** The President shall appoint the chairperson and members of the Membership Committee from the Alumni Council. It shall be the duty of this committee to advise the Association on strategies to solicit new members and memberships; publicity and promotion for membership drives; and the reclamation of inactive members.
- H. **Homecoming and Special Events Committee.** The President shall appoint the chairperson and members of the Homecoming and Special Events Committee from the Alumni Council. This committee shall be responsible for planning and coordinating alumni activities during commencement week. These activities include but are not limited to class reunions and the Induction Ceremony.

Section 7. Special Committees

The President may appoint committees for particular tasks as appropriate.

Section 8. Standing Rules and Procedures

Each standing committee will develop a set of standing rules and policies as guidelines for fulfilling the committee's responsibilities as outlined in the Constitution and Bylaws of the Association. After approval by the Executive Committee, the respective committee will adhere to the rules and procedures until they are changed with the approval of the Executive Committee.

Section 9. Director of Alumni Relations

The Director of Alumni Relations shall be a fulltime paid employee of the College and administratively responsible within the administrative structure as determined by the College. The Director is responsible for implementing the policies, programs, and activities prescribed by the Alumni Council. The Director shall serve as a liaison between the Association and the College, and serve as an ex-officio member of the Alumni Council, and all other committees.

Article V Officers

Section 1. Eligibility

Only active Association members in good financial standing in accordance with Article III, Section 2 A and B shall be eligible to hold office.

Section 2. Officers

The elected officers of the National Alumni Association who ipso facto are officers of the Alumni Council shall consist of:

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Financial Secretary
- Treasurer
- Parliamentarian

Section 3. Duties of Officers

- A. **President.** The President shall preside over the meetings of the Association and chair the Nominations Committee. The President shall be responsible for the general management of the Association affairs. The President shall be an ex-officio member of all committees. The President has the authority to appoint assistant officers as deemed necessary during his/her term. The President has the authority to appoint special committees as needed.
- B. **Vice President.** The Vice President shall perform the functions of the President in the President's absence and chair the By-Laws Committee. The Vice President shall also chair special committees as assigned by the President. In the case of a vacancy of the office of President, the Vice-President shall automatically assume the office of President.
- C. **Recording Secretary.** The Recording Secretary shall record the minutes of every

Association meeting. The Recording Secretary shall read the minutes of the previous Association meeting at each meeting for approval by the majority vote present at the meeting. The Recording Secretary shall be responsible for maintaining all Association records. All other duties as assigned to this office. The Recording Secretary shall preside over meetings if the President and Vice President are not in attendance.

- D. **Corresponding Secretary.** The Corresponding Secretary shall be responsible for retrieving Alumni mail, responding to all mail, and for coordinating Alumni mailings. If requested, the Corresponding Secretary shall write letters, memos or create flyers for the President of the Association. The Corresponding Secretary shall be responsible for preparing the election ballots and mailing them to the membership of the Association. All other duties as assigned to this office.
- E. **Financial Secretary.** The Financial Secretary shall distribute receipts for monies received by the Treasurer, assist the treasurer in compiling written reports, and be a member of the Finance Committee.
- F. **Treasurer.** The Treasurer shall be responsible for the timely collection, recording and banking of all Alumni dues and monies raised. The Treasurer will be responsible for reporting the current financial standing of the Association at each meeting. The Treasurer will be responsible for the payment of Alumni liabilities as approved by the President of the Association. The treasurer shall serve as chairperson of the Finance Committee. All other duties as assigned to this office.
- G. **Parliamentarian.** The Parliamentarian shall be responsible for maintaining Robert's Rules of Order during the monthly Association meeting. The Parliamentarian shall be responsible for dismissing any member displaying inappropriate and disruptive behavior. All other duties as expected of this office.

Section 4. Nomination of Officers

Bi-annually, members in good standing will be given the opportunity to nominate candidates for office of the Association. The Nomination Committee (as appointed by the President) must receive all nominations in writing by March 31st in the year of the beginning of the new term. An officer shall not be elected for more than two consecutive terms.

Section 5. Election of Officers

- A. The election of officers shall take place bi-annually during the week of Commencement of the election year. A ballot of nominees shall be mailed to members of the Association in April of the election year. This ballot shall be comprised of the nominations received from the membership by March 31st of the election year. Members of the Association will be advised on the ballot of the date, time and location of the election. Members will be given the option of mailing their completed ballots back to the Corresponding Secretary or attending the designated election meeting.
- B. The election shall be held during the regularly scheduled annual Association meeting during the week of Commencement of the election year. Election ballots will be distributed at the meeting. Members at the meeting will cast their votes and turn their ballots in to a Special Election Committee appointed by the President. This committee may be comprised of faculty, staff, or students of S-DC. The committee will tally the votes (including the mail-ins) check to make sure there are no duplicate votes and report the final numbers to the President. Nominees receiving the majority of the votes shall be

deemed elected for the succeeding term of office.

Section 5. Term of Office

Each elected term shall be for two years. Two-year terms shall begin on August 1st of year one and end on July 31st of year two.

Section 6. Removal from Office

Any officer may be removed from office for cause by a three-fourth vote of the Executive Committee after receipt of a written statement of charges. The Alumni Executive Committee must submit any statement of charges against an officer to the President of the Association sixty days prior to its scheduled hearing. This will enable the charged officer to prepare a response.

Section 7. Vacancies

If any officer is unable to fulfill his/her term due to death, illness, resignation or removal from office, the President has the authority to temporarily fill that office for the remainder of that term.

Article VI Meeting of the National Alumni Association

Section 1. The Annual Meeting

The Annual Meeting of the Association shall be held during the week of Commencement. The Alumni Council shall determine the time and place for such meeting. The purpose of such annual meeting shall be to receive written reports of the activities of the Alumni Council, local chapters, and to transact other business as is deemed necessary. Bi-Annually, the election of officers of the National Alumni Association, Inc. shall be held. It shall be the intent of these Bylaws that all power of the Association shall be entrusted to and exercised by the National Alumni Association.

Section 2. Special Meetings

A special meeting of the members the Association may be called at any time by the President, a majority of the Alumni Council members, or by a majority of local chapters upon seven (7) days notice by mail to all persons entitled to vote specifying the general purpose of such meetings.

Section 3. Order of Business

The Order of Business at the Annual Meeting of the National Alumni Association may be as follows:

- A. Call to order, President presiding
- B. Reading of minutes of the last meeting
- C. Report of Treasurer
- D. Report of all Alumni Committees
- E. Report of the Director of Alumni Relations
- F. Report of standing or special committees
- G. Reports of Local Chapters, written
- H. Unfinished business
- I. New Business
- J. Adjournment

Section 4. Quorum

At any duly called meeting of the National Alumni Association, four officers and members present, as defined in Article III, Section 2 A and B, shall constitute a quorum.

Article VII The Election Process

Section 1. Nominations Committee

The President shall chair the Nominations Committee and appoint or select its members. This Committee shall meet and nominate candidates for national office and such other office as the Executive Committee may from time to time decide upon.

Section 2. Eligible Voters

To be eligible to vote for the officers of the Association, the Members and Chapter members must be in good financial standing, in accordance with Article III, Section 2 A and B at the time of the balloting.

Section 3. Balloting

The Corresponding Secretary shall send a direct mail ballot to all eligible voters for voting on names selected by the Nominating Committee and confirmed by the Executive Committee.

1. Not less than three, and not more than five names shall be placed on the ballot for the vacancy.
2. The names shall be placed alphabetically on the ballot by position.
3. General voting instructions and a biographic sketch of each nominee shall accompany each ballot.
4. Ballots shall be unsigned by the voter and a return envelope shall be enclosed with each ballot.
5. Ballots shall be returned to the Corresponding Secretary. The nominee who polls the highest number of votes will be presented to the Executive Committee,

Section 4. Vacancy

In case of a vacancy in the office of President, the Vice-President shall automatically succeed to the office of President, and shall serve until the expiration of the current term. In case of a vacancy in both the Presidency and Vice Presidency, the Executive Committee shall appoint an Acting President who shall serve until the next regular election. In case of a vacancy in any other office, the Executive Committee shall appoint from its membership a person to serve the unexpired term.

Article VIII Local Chapters

Section 1. General

A local chapter shall be a group of ten or more Members within the United States and abroad, organized and chartered by the Association.

Section 2. Officers

The officers of the Chapter shall consist of a President, Vice President, Recording Secretary, Treasurer, Parliamentarian, and other officers deemed necessary by the Chapter. No chapter office shall be created which will conflict with or operate as the National Office.

- A. **Election.** Officers of the Chapter shall be elected according to the bylaws of the local chapter, but no later than the week of Commencement the same year elections are held for officers of the National Association.
- B. **Tenure.** The tenure of all officers shall be defined in the bylaws of the local chapter.

Section 3. Forming A New Chapter

Ten or more persons meeting the criteria of a Member in good financial standing in accordance with Article III, Section 2 A, B, and C, and seeking to establish a chapter shall apply to the Executive Committee of the Association.

- A. **Application.** The Application shall contain as a minimum the geographic area in which the chapter will function, the proposed name of the chapter, and the names of the charter members.
- B. **Temporary Charter.** If the application is approved by the Executive Committee, a one year temporary charter will be granted provided the applicant charter certifies that during the year of formation:
 - 1. Officers will be elected.
 - 2. Bylaws will be drafted (use National Bylaws as a guide). No chapter shall make rules or regulations inconsistent with the provisions of these Bylaws.
 - 3. At least six meetings will be held in a fiscal year and the minutes forwarded to the Executive Committee.
 - 4. Goals and objectives will be established and reported to the Executive Committee along with a copy of the Bylaws.
- C. **Permanent Charter.** A permanent charter will be granted after the conditions outlined in Article VIII, Section III – B have been met.
- D. **Instituting a New Chapter.** A new chapter shall be instituted within 60 days after the date the Executive Committee authorizes the Permanent Charter. The President of the Association shall appoint an officer to institute the new chapter and install its officers.

Section 4. Active Chapter

A chapter shall be declared active if it meets all conditions outlined in Article VII, and whose charter has not been surrendered, revoked, or suspended. In addition, each chapter must:

- A. Maintain a minimum of ten active members.
- B. Submit a written chapter report at the annual meeting.
- C. Submit a report covering the financial operations of the chapter for the fiscal year. The chapter shall have the same fiscal year as the National Alumni Association.

- D. The chapter president or chapter representative shall serve on the Alumni Council of the Association.
- E. All Chapter members must be a member of the national Alumni Association in good standing as defined in Article III, Section 2, A and B.
- F. Submit to the Treasurer of the National Alumni Association, within ten days of receipt, all dues paid by local chapter members that are designated as National membership dues. Pay a chapter assessment (for operating expenses) to the National Alumni Association annually by December 1st. Such chapter assessment will be set at a minimum of \$50.00 per year, with the Executive Committee having the authority to increase or decrease the amount for all chapters or any individual chapter upon proper petition.

Section 5. Dissolution of Chapters

- A. **Charter Probation.** The Executive Committee shall place a local chapter on probation for a period determined by the council for violation of the Constitution and Bylaws of the National Association; for violation of civil or criminal laws of the city, county, state, or country, in which the chapter is located; or for refusal to comply with the lawful direction of the National Executive Committee. The chapter will be notified in writing of its probationary status and advised in writing of the reasons for the proposed action.
- B. **Charter Suspension.** The Executive Committee shall suspend the charter of a Chapter for a period of sixty days or longer for violation of the Constitution and Bylaws of the National Association; for violation of civil or criminal laws of the city, county, state, or country, in which the chapter is located; or for refusal to comply with the lawful direction of the National Executive Committee.
- C. **Charter Revocation.** A two-thirds vote of the Executive committee present is necessary before any action may be taken to revoke the charter of a chapter. The charter of a chapter may be revoked for violation of the Constitution and Bylaws of the National Association; for violation of civil or criminal laws of the city, county, state, or country, in which the chapter is located; or for refusal to comply with the lawful direction of the National Executive Committee
- D. **Charter Surrender.** A charter shall be surrendered only after a proposition to surrender the charter has been made at a regular meeting at least four weeks before such vote is taken, and due notice has been given in writing to all members of the chapter. A chapter shall not surrender its charter so long as ten members demand its continuance
- E. **Charter Restoration.** A chapter whose charter has been suspended, revoked, or suspended may be reactivated, with its original name, provided the chapter meets all conditions outlined in Article VIII, Sections 1 through 5.

Article IX Reimbursement and Compensation

Section 1. Compensation

No member of the Association may receive compensation for service or work performed in an officially elected or appointed position of the Association, or any of its subordinate units. This provision does not preclude the Association from entering into a contract with a member for a bona fide service which that member or business does on a professional or business basis.

Section 2. Reimbursements

Members of the Association, performing service or work for the Association in positions for which they are elected or appointed, may be reimbursed for direct out of pocket expenses incurred as a result of such service or work. The Treasurer will prepare and disseminate to members of the Executive Committee at each regular meeting a list of expenditures for the preceding six months. The list is to include the name of the payee, purpose of the expenditure and the amount.

**Article X
Resolutions**

Section 1. General

Resolutions to be placed before the Association at the annual meeting may originate at any level (Chapter or Executive Committee).

Section 2. Submission

All resolutions to be placed before the Association at the annual meeting shall be sent to the Association not less than thirty calendar days preceding the annual meeting. Such resolutions will be forwarded to the Executive Committee and to the chairperson of the Bylaws Committee. The resolutions will be presented to the Association as a part of the report from the Bylaws Committee.

Section 2. Passage

As simple majority vote of the active Association members in good financial standing is necessary for passage of any resolution placed before the Association.

**Article XI
Fiscal Year**

The fiscal year of the Association shall be August 1st to July 30th.

**Article XII
Amendments**

The Executive Committee, the Bylaws Committee, or any active Chapter may make proposals for Amendments. Chapter proposals require the signature of at least eight active members and shall be sent to the Executive Committee at least 90 days before the annual meeting. Proposed amendments shall be presented at any annual meeting of the Association providing a notice of the amendment has been given and the amendment distributed to chapters at least 60 days prior to the annual meeting in which the amendment is presented for vote. A two-thirds vote of the active members present and voting at the annual meeting shall be required for adoption. Such amendment shall become effective immediately upon its passage. No part of this Constitution and Bylaws shall be amended or annulled except by the methods herein described.

Article XIII
Dissolution of National Alumni Association

In the event of the dissolution of the Association, the assets remaining after payment of all costs and expenses of such dissolution shall be transferred to the Sojourner-Douglass College Foundation, or conveyed to one or more domestic societies engaged in charitable, religious, educational, or similar activities, provided however that said organization shall qualify under section 501 (c) (3) of the Internal Revenue Code, and none of the funds or assets shall inure to the benefit of, or be distributed to, the individual members.

Article XIV
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and the Bylaws of the Corporation.

Approved the _____ day of _____.