

Bylaws of the Tougaloo College National Alumni Association, Inc.

(Revised May 6, 2023)



Preamble

Whereas, we the alumni and former students of Tougaloo College, recognize the fact that having attended Tougaloo College, we have a bond of mutual interest and fellowship which we wish to continue; therefore we unite to form this organization.

ARTICLE I

Name

The name of the organization shall be the Tougaloo College National Alumni Association, Inc., hereinafter referred to as the Association.

ARTICLE II

Purpose

The purpose of the Association shall be to promote the mission, interests and ideas of Tougaloo College in Tougaloo, Mississippi by:

1. Encouraging alumni to raise and/or make contributions annually to the Tougaloo College Annual Giving Fund.
2. Motivating and recruiting perspective students to matriculate at the college.
3. Enhancing the growth and development of its members socially and professionally.
4. Supporting human rights through social action.
5. Providing a forum for promoting good human relations within organization.
6. Assisting Tougaloo College in continuing its reputation of academic excellence through programs designed to enrich educational opportunities for its students.

7. Supporting Tougaloo College Pre-Alumni programs and activities.

ARTICLE III Membership

Section 1. Qualifications for admittance to this Association are as follows:

- A. Any graduate of Tougaloo College is eligible for membership in the Association.
- B. Any former student of Tougaloo College, graduate or former student of Southern Christian Institute, and any individual holding an honorary doctorate degree from Tougaloo College is eligible for membership.
- C. Any friend or family member of a Tougaloo Alumnus/Alumna who has an interest in supporting Tougaloo College is eligible for membership by paying Association dues.

Section 2. The types of membership shall consist of Regular, Life and Honorary.

- A. **Regular Membership** includes any person who has received a Degree from Tougaloo College or Southern Christian Institute or any person who enrolled and attended Tougaloo College or Southern Christian Institute for at least one (1) semester. Members in good standing would have paid either annual or life membership dues to the Association.
- B. **Life Membership** shall be offered to any person who has paid \$500 dues to the Tougaloo College National Alumni Association. Life membership dues may change at any time deemed necessary by the National Alumni Association.
- C. **Honorary Membership** is any person who does not meet the criteria above but has genuine interest in supporting Tougaloo College. This person may become an Honorary Member by paying annual or life membership dues to the National Association.

Section 3. Dues:

- A. The Association Annual Dues shall be \$50. This amount may change as necessary to conduct the business of the Association.
- B. The Association Life Membership dues shall be \$500 and may change as necessary to conduct the business of the Association.

Section 4. A member is eligible to vote in elections if he/she is in good standing financially with the Association. Members in good standing are those persons who have paid their membership dues for the current fiscal year (July 1 – June 30).

ARTICLE IV Officers

Section 1. The Officers of this organization shall consist of President, Vice President, Immediate Past President, President Emeritus, Secretary, Corresponding Secretary, Business Manager, Treasurer, Parliamentarian, Chaplain, and Executive Director (Director of Alumni Affairs).

Section 2. Duties of each Officer of the Association are as follows:

A. President:

1. Shall preside at all General and Annual Meetings of the Association.
2. Shall interpret to the Public, the Board of Trustees of Tougaloo College, and its Administration the policies of the Alumni as they relate to Tougaloo College and its community.
3. Shall appoint the Committee Chairs and Members of all standing and special committees.
4. Shall sign checks with the Treasurer.
5. Shall sign contracts with the Business Manager after approval of the Board.
6. Shall sign membership cards with the Treasurer.
7. Shall serve as ex-officio member to all committees, except the Nominating and Elections Committee.
8. May call special meetings of the Association and Executive Committee when necessary.
9. Shall appoint a Chaplain and Parliamentarian.
10. Shall represent the Association on the Tougaloo College Board of Trustees.
11. Shall prepare and present to the Board of Directors a report of all activities of the Executive Committee since the last Board Meeting for ratification.
12. Shall prepare and present to the General Membership at the next General Meeting a report of all activities of the Board of Directors since the last General Meeting.

B. Vice President:

1. Shall act in the absence of the President.
2. Shall assist in carrying out the duties of the President, including coordinating committee functions.

C. Secretary:

1. Shall keep a neat and correct journal of the minutes of all Association, and Executive Committee meetings.
2. Shall receive all reports of Officers and Committee Chairs.
3. Shall keep all appropriate records for filing with the National Office on a timely basis.

D. Corresponding Secretary (Appointed by Executive Committee):

1. Shall receive all correspondences on behalf of the Association.
2. Shall send all correspondences and notices of meetings on a timely basis.
3. Shall act in absence of Secretary.

E. Business Manager (Appointed by Board of Directors):

1. Shall conduct and supervise all business of the Association.
2. Shall sign all major contracts with the President after approval of the Board.
3. May sign checks along with Treasurer.
4. Shall file tax reports and other forms on behalf of the Association.
5. Shall coordinate Budget Management Process. Include requirements for transition of files process from outgoing committee to incoming committee.

F. Treasurer:

1. Shall have charge of all money of the Association.

2. Shall receive and issue receipt for money received from Business Manager.
3. Shall sign checks with President or Business Manager.
4. Shall honor all warrants signed by the President or Business Manager.
5. Shall cause deposit of all money in bank in the name of the Association within the third business day after receipt.
6. Shall make regular financial reports to the Executive Committee, the Board of Directors and the Association's membership.
7. Must be bonded.

G. Parliamentarian (Appointed by President):

1. Shall advise the President or presiding officer on the Robert's Rules of Order at all meetings.
2. Shall assist in interpreting the Association's bylaws.

H. Chaplain (Appointed by President):

1. Shall have charge of devotions at the opening and closing of all meetings.
2. Shall have charge of Invocations/Blessings and Benedictions at Association sponsored functions.

I. Executive Director:

1. Shall serve as liaison between the Association, the College, local chapters, alumni and friends.
2. Shall implement and coordinate programs and activities of the Association.
3. Shall keep and maintain up-to-date records for alumni and all Association activities.
4. Shall produce and/or reproduce Association material as well as mailing material when required.
5. Shall maintain a file for each TCNAA committee and maintain TCNAA membership database.

Section 3. Qualifications - A member is eligible to hold national office if he/she meets the following criteria:

- A. Must be a Graduate or Former Student of Tougaloo College.
- B. Must be a regular contributor to Tougaloo College, financially or in-kind.
- C. Must be an active member of a local chapter when such a chapter exists in his/her area.
- D. Must be a financial member of the Association.

Section 4. Term of Office shall be three (3) years, or until a successor is elected, with the exception of the Executive Director who is the Director of Alumni Affairs, appointed by the College. . Officers shall not serve more than two consecutive terms (six years) in the same position.

Section 5. Removal of Officers from the Association shall be:

- A. By Resignation.
- B. By just cause, i.e.:
 - 1. Failure to perform duties.
 - 2. Elected under false pretenses.
 - 3. By recall.

A ten (10) day notice written of reason(s) for recall is required. The accused has ten (10) days from receipt of notice to respond, at which time the accused may also request, in writing, a hearing from the Board. The Board must call a Special Meeting within thirty (30) days to make a decision. A decision of the majority of the Board makes the voting final.

Section 6. Vacancy in office, not subject to succession, due to death, resignation or removal for just cause of an officer may be filled by the Board of Directors at any regular or special Board meeting.

ARTICLE V

Meetings

The Annual Meeting of the Association shall be held at Tougaloo College during the Commencement period. In addition, the Board of Directors may call a General Meeting of the Association at any other time and place as deemed necessary for conducting the business of the

Association. Notice of the Annual Meeting and/or any General Meeting shall be provided to the membership of the Association at least thirty (30) days prior to the date of the meeting.

ARTICLE VI Board of Directors

Section 1. Powers - All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of the Board of Directors which includes:

A. Approving the Budget for the Association.

B. Approving membership dues appropriate for funding the Association.

C. Taking actions on recommendations of the Executive Committee.

D. Revising and updating the Constitution, Bylaws and Chapter Guide.

Section 2. Membership of the Board of Directors of the Association shall consist of:

A. The Officers of the Association.

B. The 6 Regional Representatives comprised of:

1. One (1) member elected from each of the Five (5) regions.
2. One (1) members elected at large, by the Association.

C. Presidents of the active local Alumni Chapters, active chapter requirements are specified in the Chapter Guide.

D. The two (2) Alumni Representatives to the Tougaloo College Board of Trustees,

E. The Pre-Alumni Council President.

F. The Executive Director (Director of Alumni Affairs).

G. The Past Presidents of TCNAA.

Section 3. The **Officers** of the Board shall be Chairperson, Vice Chairperson, Secretary and Assistant Secretary, all elected by the Board.

Section 4. Duties of Officers of the Alumni Board of Directors are as follows:

A. Chairperson presides at Board of Directors Meetings, and serves on the Executive Committee.

- B. Vice-Chairperson assumes the duties of the Chairperson in his/her absence.
- C. Secretary keeps the minutes and all appropriate material for filing with the National Office in a timely basis after each meeting.
- D. Assistant Secretary assumes all duties of the Secretary in his/her absence.
- E. Maintain Board of Director member contact information and Board membership status.

Section 5. Qualifications - Each member of the Board of Directors, with the exception of the Director of Alumni Affairs and President of the Pre-Alumni Council, shall be an active member or life member in good standing with the Association and an active member of a chartered chapter whenever such a chapter exists in his/her area.

Section 6. Term of Office for Board Officers shall be three (3) years, or until a successor is elected. Elections for Board Officers shall be at the start of the Fall Board Meeting following the election of the Association's Officers (President, Vice President, Secretary and Treasurer).

Section 7. Vacancy - If a vacancy occurs on the Board of Directors for a member other than an officer appointed by the President or Executive Committee, the Board shall appoint a person to fill the unexpired term.

Section 8. Quorum - One third of the total membership of the Board will constitute a quorum. Members participating in any Board or committee meetings when held by electronic means as described in Article VI, Section 9 shall be counted to determine the presence of a quorum.

Section 9. Meetings - The Board of Directors shall hold two (2) Regular or Biannual Meetings (1) during Commencement Weekend at Tougaloo College, and (1) during Founders Weekend at Tougaloo College. . Special meetings may be called by the Chairperson, or shall be called upon the request of five members of the Board when submitted in writing to the Chairperson. Meetings may be held by means of video conference, teleconference, the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 10. Attendance - Board Members are required to attend at least one (1) meeting each year. Additionally, Board Members should submit in writing, to the President, their request for an excused absence. Failure to comply with this requirement may be interpreted as abandonment of their position.

ARTICLE VII
Alumni Representatives to Trustee Board

Section 1. The two (2) elected Alumni Representatives and the President of the Association shall be the official representatives to the Tougaloo College Board of Trustees.

Section 2. Duties - The duties of the Representatives to the Trustee Board are as follows:

- A. Present items of interest and concern of the Association to the Trustee Board.
- B. Serve on Board of Directors of the Association.
- C. Meet as a group prior to Tougaloo College Board of Trustees Meetings to coordinate ideas and interests on behalf of the Association.
- D. Provide written reports to the Executive Committee, the Board of Directors, and the Association following Trustee Board Meetings.

ARTICLE VIII
Executive Committee

The Executive Committee shall consist of all the Officers of the Association, the Immediate Past President, the Board Chairperson, the Pre-Alumni Council President, and the Executive Director.

Section 1. Duties - The business of the Association shall be managed by the Executive Committee. Additional duties include making recommendations to the Board, may call special meetings of the Board and the Association and appointing a Corresponding Secretary.

Section 2. Meetings - There shall be at least six (6) meetings of the Executive Committee, with the time and place designated by the President. Special meetings may be called by the President and shall be called upon the request of four (4) members of the Executive Committee when submitted in writing to the President.

Section 3. Attendance - A quorum of at least four (4) members is required to conduct committee business or have official discussion. Any member who is unable to participate in at least four (4) meetings of the Executive Committee is required to submit in writing, to the President, a statement of reason for the absences.

ARTICLE IX
Standing Committees

Standing committees of the Association shall be as follows and their terms shall be the same as elected officials. Common to all include requirements for transition of files and process from outgoing committee to incoming committee.

1. Commencement Steering Committee: Shall plan and implement alumni programs and activities for Commencement Weekend.
2. Membership/Reclamation Committee: Shall plan and implement program and events that will stimulate TCNAA membership. To report membership status periodically during the year.
3. Bylaws Committee: Shall review the Bylaws and the Chapter Guide for updates and corrections annually.
4. Annual Alumni Giving Fund Committee: Shall plan and implement programs and events for the College Annual Giving Fund.
5. Scholarship Committee: Shall plan and implement the TCNAA Scholarship and Loan Program (see Chapter Guide, Section XV).
6. Hall of Fame Committee/Chapters of the Year awards: Shall plan and implement Hall of Fame/Chapter awards activities and programs (See Chapter Guide, Section XIII and Section XV).
7. Finance Committee: Shall plan the annual TCNAA budget and monitor budget monthly.
8. Audit Committee: Shall audit TCNAA financial operations annually.
9. Benevolence Committee: Shall send resolutions in case of death of TCNAA member or immediate family member. See Chapter Guidelines Article XVI. Add item E (Resolutions Management).
10. Nominating & Election Committee: Shall coordinate all TCNAA nomination and election matters.

ARTICLE X

Restrictions

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Organization shall not carry on any other activities not permitted to be carried (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue

Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI
Regions

Section 1. The Association shall be comprised of the following five (5) regions:

Northeastern Region:

Connecticut
Delaware
District of Columbia
Maryland
Maine
Massachusetts
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island
Vermont
Virginia
West Virginia

Mid-South Region:

Arkansas
Louisiana
Mississippi
Oklahoma
Texas

Midwestern Region:

Illinois
Indiana
Iowa
Kansas
Kentucky
Michigan
Minnesota
Missouri
Nebraska
North Dakota
Ohio
South Dakota
Wisconsin

Southeastern Region:

Alabama
Florida
Georgia
North Carolina
South Carolina
Tennessee

Western Region:

Alaska
Arizona
California
Colorado
Hawaii
Idaho
Montana
New Mexico
Nevada
Oregon
Utah
Washington
Wyoming

Section 2. The Regions will be coordinated by one (1) Regional Representatives elected from their respective Regions.

Section 3. One (1) elected Regional Representatives from each Region, along with the one (1) At-Large Regional Representatives will serve on the Association Board of Directors.

Section 4. A Region of the Association shall encompass Local Chapters in the Region, over which it shall exercise jurisdiction.

Section 5. Regional Meetings and/or Conferences of the Association shall be coordinated by the Regional Representatives; however, they shall not conflict with meetings of the Association.

ARTICLE XII Local Chapters

Section 1. Local Chapters are required to operate under the auspices of the National Association. In addition, each Local Chapter will be required to participate and support the activities of the Association, Inc.

Section 2. A Local Chapter shall consist of no less than five (5) graduates, former students or friends of Tougaloo College within a locality who have joined together to promote the welfare of Tougaloo College and the Association, and who meet the following certification requirements:

- A. Submit a written request to the President and/or the Executive Director of the Association.
- B. Develop a Constitution and Guidelines, which are in concert with the Association.
- C. Elect officers, which include President, Secretary, Treasurer, and others deemed necessary by the Chapter.
- D. Meet monthly or as often as deemed necessary in order to carry out its objectives.

ARTICLE XIII Parliamentary Authority

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

ARTICLE XIV

Amendments

These bylaws may be amended by a two-thirds vote of members in good standing with the Association present at any Annual Meeting or a General Meeting called for the purpose of amending the bylaws, when such amendment has been submitted by the Board of Directors. In such case, notice must be given in writing to members of the Association at least thirty (30) days prior to said meeting. Such notice shall be mailed to each organized chapter of the Association and to all active alumni.

Section 1. An amendment to these bylaws may also be proposed by:

- A. A resolution of any member in good standing with the Association.
- B. Any local chapter.
- C. A regional organization.
- E. A resolution of the Bylaws Committee.

Section 2. A proposed amendment to the bylaws shall be handled in the following manner:

- A. The proposed amendment shall be submitted in writing to the Executive Director.
- B. The Executive Director, upon receipt of the proposed amendment, shall forward copies within 30 days of receipt to the Chairperson of the Bylaws Committee shall review and provide comment to help with the understanding of the proposed amendments' impact on the constitution, after which the Bylaws Committee will forward to the Chairperson of the Board of Directors for vote, after which the Chairperson of the Bylaws Committee will present to the General Membership for ratification.
- C. The proposed amendment shall be introduced/considered by the Board of Directors at its next scheduled or call meeting.
- D. The Board of Directors shall cause the proposed amendment to go to membership along with its recommendation at least thirty (30) days prior to voting.
- E. The Board of Directors may submit a proposed amendment to the Association without comment or recommendation if it elects to do so.
- F. Amendment shall be adopted by two-thirds vote of the active membership present and voting at an Annual or a General Meeting called for the purpose of adopting amendment.

Section 3. The Board of Directors may consider a proposal to amend the bylaws at any time provided the requirements pertaining to the nature and distribution outlined above are followed.

Section 4. The Board may vote at any time before a regular meeting of the Association to withdraw a proposal to amend the constitution, which originated within the Board.

ARTICLE XV Nominating & Elections

Section 1. The Nominating & Elections Committee comprised of no less than three (3) nor more than seven (7) active members in good standing with the Association shall be appointed by the President for the purpose of recommending and certifying nominees for each elective office. The Chair of the Nominating & Elections Committee shall report the nominees for each elective office to be included on the ballot. The President shall not be eligible as an ex-officio member of the Nominating & Elections Committee.

Section 2. All officers shall be elected by plurality vote. The procedure will be determined by the Board of Directors and disseminated in the Chapter Guide. A brief summary of the procedures is as follows:

- A. The deadline for receipt of nominations shall be February 28th.
- B. Election ballots will be mailed to active members by April 1st.
- C. Mail-in Ballot is to be returned in the official TCNAA “ballot only envelope” and sealed. This “ballot only envelope” will be placed in the self-addressed mail in envelope and the inside of the folding side of the mail in envelope must be signed in the designated space and mailed back to TCNAA by April 30 (Do not sign the “ballot only envelope”).
- D. Nominee must submit a short biography (including name, class year or last year of attendance, occupation, prior office held in TCNAA (if any), chapter affiliation (if any) and a minimum of two methods of contact (email plus one other. Biography shall be included by the Nomination and Election Committee with the election ballot when distributed to all active TCNAA members.

Section 3. All Officers, Regional Directors and Alumni Representatives to the Trustee Board shall be elected for a three (3) year term which shall begin July 1st. Each may be re-elected for a term of not more than six (6) consecutive years.

Section 4. A member is eligible to vote if he or she is in good standing financially with the Association.

Section 5. An Honorary Member shall have voting rights and full privileges, except the holding of national office.

Section 6. Qualifications - A member is eligible to run for office if he/she meets the following criteria:

- A. Must be a graduate or former student of Tougaloo College.
- B. Must be a regular contributor to Tougaloo College financially or in kind.
- C. Must be an active member of a local chapter when such a chapter exists in his/her area for one year.
- D. Must be a financial member of the Association for two years.

ARTICLE XVI Publications

The official publications of the Associations are the **Tougaloo Alumni Bulletin, Membership Brochures** and the **Local Chapter Guide**. Criteria pertaining to qualifications for **Alumnus/Alumna of the Year** and **Chapter of the Year** Awards are included in the Local Chapter Guide.

ARTICLE XVII Dissolution

Dissolution of the Association shall be governed as set forth in the Charter of the Association by the State of Mississippi. In the event of dissolution of the Tougaloo College National Alumni Association, Inc. remaining assets after satisfying all obligations of the Association, shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed by the Chancery Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.