



**THE NATIONAL ALUMNI ASSOCIATION
OF
SAINT AUGUSTINE'S UNIVERSITY
Raleigh, North Carolina**

CONSTITUTION AND BYLAWS

Original Adopted May 7, 1993

Document Revised October 19, 2012 Revision

Adopted by General Assembly, May 3, 2013

Amended by General Assembly, October 19, 2018

This edition of the Constitution and Bylaws of the National Alumni Association of Saint Augustine's University, Inc. supersedes all other previous editions, copies, and drafts. Certified copies may be obtained by written request to the National Alumni Association of Saint Augustine's University, Inc. P.O. Box 28122, Raleigh NC 27611-8122. A fee may be assessed to cover shipping and handling.





TABLE OF CONTENTS

<i>PREAMBLE</i>	5
ARTICLE I-NAME	5
ARTICLE II - MISSION STATEMENT	5
ARTICLE III - PURPOSE	5
Section 1 - OBJECTIVES	6
ARTICLE IV - MEMBERS	6
Section 1 - TYPES OF MEMBERS	6
Section 2 - ACTIVE AND INACTIVE MEMBERS	7
Section 3 - MEMBER VOTING RIGHTS AND RIGHT TO HOLD OFFICE	8
ARTICLE V - AFFILIATION WITH NATIONAL ALUMNI ASSOCIATION (CHARTER AND ENFRANCHISEMENT)	8
Section 1 - APPLYING FOR CHAPTER STATUS	8
Section 2 - BENEFITS TO CHAPTERS	9
Section 3 - CHAPTER USE OF NAA NAME AND SEAL	9
Section 4 - AFFILIATES	9
Section 5 - TERMINATION OF CHAPTER STATUS	9
ARTICLE VI - CHAPTERS AND AFFILIATES RIGHTS, RESPONSIBILITIES, AND STATUS	10
Section 1 - ORGANIZATION AND CONTROL OF CHAPTERS AND AFFILIATES	10
Section 2 - USE OF NAA NAME	10
ARTICLE VII - OFFICERS	10
Section 1 - ELECTED OFFICERS	10
Section 2 - APPOINTED OFFICERS	10
ARTICLE VIII - ELIGIBILITY FOR OFFICE	11



ARTICLE IX - DUTIES OF OFFICERS	11
Section 1 - PRESIDENT	11
Section 2 - VICE PRESIDENT	11
Section 3 - SECRETARY	12
Section 4 - ASSISTANT SECRETARY	12
Section 5 - TREASURER	12
Section 6 - FINANCIAL SECRETARY	12
Section 7 - PARLIAMENTARIAN	13
Section 8 - ALUMNI TRUSTEE REPRESENTATIVE	13
Section 9 - REGIONAL COORDINATORS	14
Section 10 - EXECUTIVE DIRECTOR	14
Section 11 - CHAPLAIN	14
ARTICLE X - TERM OF OFFICE AND VACANCY	14
Section 1 - ELECTED OFFICERS	14
Section 2 - ELECTED ALUMNI TRUSTEE REPRESENTATIVE	15
Section 3 - VACANCY IN OFFICE OF PRESIDENT	15
Section 4 - VACANCY IN OTHER OFFICES	15
ARTICLE XI - NOMINATION, ELECTION & INSTALLATION PROCEDURES	15
Section 1 - NOMINATION & VOTING PROCEDURES	15
Section 2 - VOTING FOR ELECTING AND INSTALLING OF OFFICERS	17
Section 3 - TIE VOTE	18
Section 4 - INSTALLATION OF OFFICERS	18
ARTICLE XII - REMOVAL FROM OFFICE	18
ARTICLE XIII - COMMITTEES	18
Section 1 - STANDING COMMITTEES	18



Section 2-SPECIAL OR ADHOC COMMITTEES	19
Section 3 - EXECUTIVE COMMITTEE	19
Section 4-EXECUTIVE COUNCIL	20
Section 5 - MEMBERSHIP COMMITTEE	21
Section 6 - IT/WEBSITE/SOCIAL MEDIA COMMITTEE	21
Section 7 - AUDIT COMMITTEE	21
ARTICLE XIV - MEETINGS	22
Section 1 - GENERAL MEETING	22
Section 2 - EXECUTIVE COMMITTEE MEETING	22
Section 3 - EXECUTIVE COUNCIL MEETING	22
Section 4-SPECIAL MEETINGS	22
Section 5-MEETING QUORUMS	22
Section 6-MAJORITY VOTE AND QUORUM	23
Section 7-ROBERT'S RULES OF ORDER (FINAL AUTHORITY)	23
ARTICLE XV - DUES, FEES, PAYMENT AND FISCAL YEAR	24
Section 1 - DUES AND FEES	24
Section 2 - PAYMENT OF DUES AND FEES	24
Section 3 - FISCAL YEAR	24
ARTICLE XVI - AMENDMENT OF CONSTITUTION AND BYLAWS	24
ARTICLE XVII - PLAN OF DISSOLUTION	25
APPENDIX A - CONFLICT OF INTEREST POLICY STATEMENT	26
APPENDIX B - PROCEDURE FOR ESTABLISHING A CHAPTER	28
APPENDIX 3 - YOUNG ALUMNI COUNCIL (YAC) GUIDELINES	30



CONSTITUTION AND BYLAWS

PREAMBLE

We, the sons and daughters of Saint Augustine's University, established and incorporated a National Alumni Association in order to articulate the aspirations of the alumni and friends of Saint Augustine's University to form a closer union among components and define both policy and procedures for the National Alumni Association as we strive to grow and strengthen our alma mater.

ARTICLE I-NAME

Effective August 1, 2012, the name of Saint Augustine's College was officially changed to Saint Augustine's University. Accordingly, the name of this organization shall hereafter be the National Alumni Association of Saint Augustine's University and hereinafter referred to as the NAA.

ARTICLE II - MISSION STATEMENT

The mission of the National Alumni Association of Saint Augustine's University shall be to support the University in its effort to sustain a learning community in which students can prepare academically, socially, and spiritually for leadership in a complex, diverse, and rapidly changing world. To fulfill this mission, NAA shall (1) create Student recruitment opportunities for alumni and other supporters to increase and maintain enrollments; (2) promote Alumni giving and fund-raising activity for student scholarships and operating funds for the University and the National Alumni Association. (3) Disseminate to alumni, supporters, and the community at large information which communicates the academic excellence of Saint Augustine's University and foster meaningful support to the institution and its programs.

ARTICLE III - PURPOSE

It shall be the Purpose of NAA to raise funds, seek resources, grants, and business opportunities to finance, achieve and effectuate its objectives. All efforts of NAA and its Chapters shall comply with federal, state and local laws. These efforts shall not encumber or conflict with the pursuit of funding efforts of the University. NAA Chapters shall seek and obtain concurrence and approval of all related activities.



Section 1 - OBJECTIVES

The objectives of the NAA are:

- i. To foster a closer relationship between the alumni and the University;
- j. To promote and advance the interest and welfare of the University through
- k. alumni organizations and activities on all levels;
- l. To utilize the collective energy, expertise and influence of its members to generate programs and initiatives to serve the educational needs and ambitions of the University;
- m. To establish endowments, scholarships and trusts to aid and supplement the educational programs of the University;
- n. To expand the annual giving program among alumni;
- o. To recognize the distinguished services of its alumni; and
- p. To encourage continued growth in alumni membership and chapters.

ARTICLE IV - MEMBERS

Section 1 - TYPES OF MEMBERS

a. GENERAL MEMBER

- a1. Graduates or former students of the University, the former Saint Augustine's College, the former Saint Agnes School for Nurses, or the former Bishop Tuttle School are eligible for membership.
- a2. Former students, who have not graduated from one of the above four schools, and are not currently enrolled as a student at these schools, must have completed one full year of study in good standing to be eligible for membership.

b. Recent SAU GRADUATE

New graduate receives a discounted membership rate for the first three years after graduation as established by the NAA.



c. LIFE MEMBER

c1. A life membership is available to any alumni or any honorary member for a fee.

c2. Life membership fees shall be determined by the Executive Committee and shall be no less than five hundred dollars. All life membership fees must be paid in full within three consecutive years.

c3. A paid in-full life member is exempt from paying future annual NAA membership dues.

d. ASSOCIATE MEMBER (Friend and Supporter)

Persons who have not matriculated from Saint Augustine's University or any of its former entities, but who desire to support the NAA and /or Its local chapters. They are not eligible to hold an office in the NAA.

e. HONORARY MEMBER

e1. Any person who has not graduated from the University but is a present or former member of the University faculty or administrative staff is eligible to be considered for honorary membership status. Approval of the membership is by a two-thirds (2/3) vote of the Executive Committee.

e2. Honorary membership shall be extended to those persons nominated by an active chapter or active alumni member and approved by a two-thirds (2/3) vote of the Executive Committee. Criteria for honorary membership shall be developed by the Executive Committee and published in the Constitution and Bylaws of the NAA.

e3. Any person who has received an honorary degree from the University is eligible to become an honorary member. Approval of the membership is by a two-thirds (2/3) vote of the Executive Committee.

Section 2-ACTIVE AND INACTIVE MEMBERS

a. ACTIVE MEMBERS shall be those who have paid their annual NAA dues for the current fiscal year or hold a paid-in-full NAA life membership or are not



- b. delinquent in paying the three-year consecutive NAA life membership installment fee.
- c. INACTIVE MEMBERS shall be those who are not current in their annual NAA dues, or are delinquent in paying the NAA life membership fee within three consecutive years, or do not hold a paid-in-full life membership in the NAA.

Section 3-MEMBER VOTING RIGHTS AND RIGHT TO HOLD OFFICE

ONLY ACTIVE ALUMNI MEMBERS shall HAVE THE RIGHT TO VOTE OR HOLD OFFICE. Honorary Members cannot vote or hold office. An honorary member may serve as committee chairperson or committee member.

ARTICLE V - AFFILIATION WITH NATIONAL ALUMNI ASSOCIATION (CHARTER AND ENFRANCHISEMENT)

Section 1-APPLYING FOR CHAPTER STATUS

An Affiliate shall apply for chapter membership with the NAA and shall ratify and agree to accept and abide by the provisions of the NAA Constitution and Bylaws and whose proposed chapter Constitution and Bylaws shall be consistent with the mission and purpose of the NAA Constitution and Bylaws, shall be granted and issued a charter instrument with all the rights, privileges, and responsibilities relevant thereto.

A reasonable application fee will be assessed, as determined by the Executive Committee, to defray the expenses associated with the chartering process.



Section 2 - BENEFITS TO CHAPTERS

(TAX EXEMPT STATUS AND OTHER FISCAL BENEFITS)

Only active chapters can avail themselves of any tax exemption status or any other fiscal benefit which the NAA possesses. Inclusion in the NAA group tax-exempt determination is not automatic and requires criteria specifically established by the Executive Committee. Chapters who wish to become a member of the NAA group tax exempt determination must file Articles of Incorporation (become legally organized) and must have a valid Federal Employer's Identification Number (EIN).

Section 3 - CHAPTER USE OF NAA NAME AND SEAL

Use of the name or the official seal of the NAA of Saint Augustine's University shall be authorized and permitted only for use by active chapters. As a condition to the use of the name of the NAA in their fundraising or social activities, the chapter or affiliate shall cooperate in any investigation by the Executive Committee of the NAA in the proper exercise of its responsibilities.

Section 4 - AFFILIATES

Alumni located throughout the country are free to form and organize autonomous Saint Augustine 's University Alumni Chapters or Affiliates. Where such chapters or affiliates are organized, they shall not be deemed to be agents or representatives of the NAA and the NAA assumes no control over or responsibility for the internal, social or financial activities of such alumni chapters or affiliates.

Section 5 - TERMINATION OF CHAPTER STATUS

The NAA Executive Committee shall have the authority and jurisdiction to recommend termination of the chapter status and revocation of the charter of any chapter for just cause or violation of any provision of the Constitution and/or Bylaws of the NAA.

Such termination and revocation requires a two-thirds (2/3) vote of the members present at the NAA annual meeting on the University campus. The chapter must be



informed of the recommendation in writing, citing reasons for such action, at least thirty (30) days before the annual meeting. Moreover, the chapter must be informed, in writing, that it may be represented by any person or counsel of its own preference.

ARTICLE VI - CHAPTERS AND AFFILIATES RIGHTS, RESPONSIBILITIES, AND STATUS

Section 1- ORGANIZATION AND CONTROL OF CHAPTERS AND AFFILIATES

(Prohibits the unofficial use of the name and seal of the NAA.)

Section 2 - USE OF NAA NAME

The NAA reserves the right to control the use of its name and trademark. Any such use without written permission from the Executive Committee is strictly prohibited.

ARTICLE VII - OFFICERS

Section 1 - ELECTED OFFICERS

The elected officers of the NAA shall consist of President, Vice President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, and Alumni Representative to the Board of Trustees.

Section 2 - APPOINTED OFFICERS

- a. The Parliamentarian shall be appointed by the President.
- b. The Regional Coordinators shall be appointed by the President with the approval of the Executive Committee. The number of regional coordinators shall be determined by the Executive Committee.
- c. The Executive Director shall be appointed by the Executive Committee.
- d. The Executive Director shall be an alumnus of the University.
- e. The Chaplain shall be appointed by the NAA President and approved by the Executive Committee.



ARTICLE VIII - ELIGIBILITY FOR OFFICE

Any alumni member of the NAA who has been active and in good financial standing in the NAA for the current year, and two consecutive years preceding the current fiscal years, is eligible to hold office in the NAA either elective or appointive.

Honorary members are not eligible to hold an office in the NAA.

ARTICLE IX - DUTIES OF OFFICERS

Section 1 - PRESIDENT

The President shall preside at all meetings of the NAA and the Executive Committee.

In addition, the President shall:

- a. be a member, ex-officio, of all standing ad hoc and special committees except the nominating committee;
- b. call meetings to order at the appointed time, to announce the business (agenda) before the body in its proper order, to state and put all questions properly brought before the body, to preserve order and decorum, and to decide all questions of order with the advice of the parliamentarian; and
- c. perform such other duties as outlined and stated in its Constitution and Bylaws and Financial Management Procedures as approved by the NAA of Saint Augustine's University and incorporated by reference in the Constitution.

Section 2 - VICE PRESIDENT

The Vice President shall perform the duties of the President in the absence or incapacity of the President or such other duties as the President may properly assign.

In the event of a vacancy in the office of the President, the Vice president shall serve as President for the unexpired term of the President or until the next regular general meeting. Shall supervise all NAA committees and receive written committee reports for dissemination to the Executive Committee.



Section 3 - SECRETARY

The Secretary shall be responsible for the recording, transcribing and distribution of the minutes of the general or special meetings of the NAA and shall serve as a custodian of all reports and records of the NAA and its committees. In addition, the Secretary shall receive, answer, distribute and post all general correspondence, notices, and agenda for the NAA and its committees. Moreover, the Secretary shall perform other duties as assigned by the President.

Section 4 -ASSISTANT SECRETARY

The Assistant Secretary shall perform the duties of the Secretary in the secretary's absence. In addition, the assistant secretary shall perform other duties as assigned by the President.

Section 5 - TREASURER

The Treasurer shall deposit all funds received from the Financial Secretary into the NAA-SAU bank account within 72 hours, sooner if possible. Shall disburse funds only on approved forms with vouchers countersigned by the President or appropriate committee chairs; keep an accurate record in a ledger of all financial transactions of the association along with the Financial secretary; shall provide a monthly income and expense report to the NAA President. The Treasurer shall be responsible for the preparation and submission of all tax reports; be bonded; chair the Budget Committee.

Section 6 – FINANCIAL SECRETARY

The Financial Secretary shall be responsible for collecting and logging all funds received and payable to NAA-SAU and providing receipts for all transactions. Provide the Treasurer a budget line item voucher of funds received and transfer funds to the Treasurer for deposit; maintain the funds receipt journal and reconcile all receipts and deposits with the Treasurer on a monthly detailed spreadsheet.



The Financial Secretary shall be bonded; shall sign checks in the absence of the Treasurer and other duties as assigned by the President.

Section 7 -PARLIAMENTARIAN

The Parliamentarian shall be responsible for the interpretation and application of this Constitution and Roberts's Rules of Order at all general and special meetings of the NAA and its committees.

Section 8 - ALUMNI TRUSTEE REPRESENTATIVE

- a. ELIGIBILITY. A graduate of the University who is an active member (current year and two preceding years) of the NAA and has demonstrated a commitment to enhance and promote the objectives of the NAA and advance the interests of the University and has the talent and time to actively participate independently and effectively in meetings and activities of the University Board of Trustees, the University and the NAA.
- b. DUTIES AND RESPONSIBILITIES
 - b1. Represent the NAA on the University's Board of Trustees.
 - b2. Serve as a member of the Executive Committee.
 - b3. Serve as liaison between the NAA and the Board of Trustees by participating and communicating with these respective organizations to promote the objectives of the University in the pursuit of excellence.
 - b4. Provide written reports for the NAA's Executive Committee and general assembly meetings.
 - b5. Perform the duties and assignments as required by the Board of Trustees, as well as other duties assigned by the NAA.
 - b6. Responsible and accountable to both the NAA and the University's Board of Trustees.
- c. APPROVAL BY THE UNIVERSITY TRUSTEE BOARD REQUIRED. The NAA choice for Alumni Trustee Representative must also be recommended by a university



board member. Subsequently, the university board votes to approve or deny the NAA Alumni Trustee Representative a seat on its board.

Section 9 - REGIONAL COORDINATORS

Regional Coordinators shall be responsible for coordinating local chapter's activities, in the regions of their assignments and ambitions of the NAA. Additionally, these officers shall have the responsibility to call, coordinate and preside at a workshop meeting of the alumni in their regions at least once a year to discuss and generate ideas and recommendations for the advancement of the University and the NAA. These officers shall submit these recommendations to the NAA for its consideration at the annual plenary meeting at the University in May.

Section 10 - EXECUTIVE DIRECTOR

The Executive Director is an alumnus of the University and his or her duties shall be listed in the job description posted for the position. The Executive Director may be requested to perform such other duties as may be properly assigned by the President. The Executive Director shall be an ex-officio member of the Executive Committee. The Executive Committee shall appoint this position.

Section 11 - CHAPLAIN

- a. Shall be responsible for prayer at all meetings.
- b. Shall assist the NAA President in maintaining the Fallen Falcons Memorial List.
- c. Shall conduct the Fallen Falcons Memorial Service at the annual meeting.

ARTICLE X - TERM OF OFFICE AND VACANCY

Section 1 - ELECTED OFFICERS

- a. All elected officers, except Alumni Trustee Representative, shall be elected to serve a term of two years.
- b. Incumbents, however, may be re-elected but shall not serve more than one additional two-year term in the same office.



- c. Elected officers who formerly served as an officer of the NAA for two consecutive terms shall be eligible for election to the same office provided four (4) years have elapsed since serving in that office.

Section 2 - ELECTED ALUMNI TRUSTEE REPRESENTATIVE

Alumni Trustee Representative shall be elected to serve a term of four years. The four-year term begins at NAA installation and ends four (4) years later regardless of when seated on the University Board of Trustees. If a special election is necessary to fulfill a vacancy in the Alumni Trustee office, the newly elected representative fulfills the unexpired term of the vacant office. Alumni Trustee Representative may be nominated for an additional four-year term. The Alumni Trustee shall not serve more than two consecutive terms without a break of one year to comply with the rotation policy of the University Board of Trustees.

Section 3 - VACANCY IN OFFICE OF PRESIDENT

In the event of death, resignation, or removal from office of the President, the Vice President shall succeed to the office of President for the unexpired term, and the Executive Committee shall by appointment, fill the vacancy of the Vice President.

Section 4 - VACANCY IN OTHER OFFICES

In the event of death, resignation, or removal from office of an elected or appointed officer (except Alumni Trustee), the President by and with the consent of the Executive Committee, shall make an appointment for the unexpired term of the vacant office.

ARTICLE XI - NOMINATION, ELECTION & INSTALLATION PROCEDURES

Section 1 - NOMINATION & VOTING PROCEDURES

- a. A Nominating Committee shall be appointed by the President at least one year before the proposed election for the sole purpose of finding the best candidate(s) for each office. It will consist of three (3) non-officers and one alternate non-officer.



- b. The President and candidates for office and incumbents are ineligible to serve on the Nominating Committee.
- c. Nominations may be submitted by active chapters or active alumni members of the NAA in good financial standing. The Nominating Committee shall secure list of active members from the Membership Chairperson.
- d. Prior to the close of the calendar year in which the Nominating Committee was appointed, it shall contact all chapters and affiliates and require that said chapter, affiliate or individual submit any nominations for office before February 1 (first), of the year in which the election is to be held. This same requested information will be posted on the NAA web page.
- e. The Membership Committee Chairperson shall submit to the Nominating Committee Chairperson and Executive Director a list of all active members eligible to vote.
- f. The Nominating Committee shall require a consent form and a short biography from all nominees submitted as a potential candidate for office.
- g. The Nominating Committee shall review the list of active members and biography of each nominee to ensure the eligibility requirements are met before placing the
- h. Nominee's name on the *slate of candidates* eligible to run for office. All ineligible nominees will be rejected and the person or chapter or affiliate will be notified immediately of the ineligibility of their nominee.
- i. A request for a photograph will be sent to all candidates verified as eligible to run for office.
- i. The Nominating Committee Chairperson shall submit to the Executive Director a slate of candidates eligible to run for office, accompanied by a short biography, photograph and consent form received from each candidate. A list of ineligible nominees will also be sent identifying the reason for the ineligibility.
- j. Executive Director shall prepare a voting packet consisting of a numbered ballot (with the slate of candidates), an election brochure (with a photograph and short biography of each candidate), voting instructions, a signature form, a return envelope and a membership update form. To be counted in the vote, a



signature must be included and returned with the completed ballot. This same information will be placed on the alumni website. *The voting packet shall be sent by (1) postal mail or (2) by electronic mail if requested, to all active members (current year) six weeks prior to the annual May General Meeting. All ballots sent by postal mail or electronic mail shall be returned to the Alumni post office mailbox or electronic mail box no later than two weeks prior (date to be set per election period) to the annual May NAA general meeting. Electronic balloting via the NAA website shall be a consideration for each election.* The Nominating Committee or, in the absence thereof, persons appointed by the President, shall open and count the ballots on the day of the general meeting and report the results to the general membership before the adjournment of the meeting. The Committee will present copies of the election tally (a vote count for each office) to the President, Secretary and Executive Director.

- k. All ballots, used and unused, must be retained in the office of the Executive Director for at least six (6) months after the election. Any election protest must be submitted in writing to the Executive Director within ninety (90) days after the date of the election, or it will be deemed waived. All protests shall be considered and resolved by the Nominating Committee.

Section 2 - VOTING FOR ELECTING AND INSTALLING OF OFFICERS

- a. Where there are two (2) candidates for the same office, a majority (more than half of the votes cast) of those alumni properly voting is sufficient for an election.
- b. Where there are more than two candidates for the same office, a plurality (receives the most votes, but not necessarily a majority of those cast) of those alumni properly voting is sufficient for an election.



Section 3 - TIE VOTE

In the event of a tie vote, a new election for that office is required.

Section 4- INSTALLATION OF OFFICERS

Installation of officers shall be held prior to the adjournment of the annual May NAA general meeting in the election year.

ARTICLE XII - REMOVAL FROM OFFICE

The NAA, by a two-thirds vote of active members voting, shall have the power to remove from office any elected officer of the Executive Committee or any appointed member of the Executive Council for cause (neglect of duty, conduct unbecoming to such an office, or actions prejudicial to the best interest of the NAA), provided that all charges shall be proffered in writing, at least thirty (30) days in advance of a hearing, and the accused provided a copy thereof and given a fair and impartial preliminary hearing including the right to be represented by counsel and the right of confrontation before the Executive Council. The Council shall report its findings, conclusions, and recommendations back to the general membership for its consideration and disposition at the next general meeting. If any member of the Council is subjected to removal proceedings, for cause, he or she is eligible to participate in the evaluations, determinations, or resolutions of the Council in the matter of his or her removal.

ARTICLE XIII - COMMITTEES

Section 1– STANDING COMMITTEES

Standing Committees are considered a permanent part of the organization with specific duties to perform. The committees are:

- Executive Committee
- Executive Council
- Nominating
- Membership



- Auditing
 - Budget
 - Membership
 - IT/Website/Social Media
- a. Appointment of Standing Committee Members
- The members of the Standing Committees shall be appointed by the President, with the exception of the Executive Council. The tenure of all Standing Committee members shall coincide with the normal tenure of the President making the appointments. The President shall fill committee vacancies. The members of these committees serve at the pleasure of the President, with the exception of the Executive Council.

Section 2 - SPECIAL OR AD HOC COMMITTEES

- a. Are created to perform a specific task and dissolved when the task is completed and the final report is given. The special committee chairperson and committee members shall be appointed by the President.
- b. Appointment of Ad Hoc Committees
- The President shall appoint Ad Hoc Committees as conditions and circumstances require.

Section 3 - EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Executive Director, Alumni Trustee Representative and Parliamentarian. The Assistant Secretary shall attend and act in the absence of the Secretary.
- b. The Executive Committee may extend invitations to any active alumni to participate in its deliberations, without vote, as advisors and consultants, when the committee deems the presence of such alumni to be helpful and constructive.
- c. Former national officers of the NAA may attend and participate in Executive



- d. Committee meetings as ex-officio members without a vote.
- e. The Executive Committee meetings shall address and discharge the affairs of the NAA in order to facilitate the business and other matters requiring the attention of the NAA between sessions of the general membership as well as the other duties described in this Constitution.
- f. The Executive Committee shall not have the unilateral power to elect officers or alter the Constitution.

Section 4-EXECUTIVE COUNCIL

The Executive Council shall consist of all elected officers of the NAA, the Regional Coordinators, the Presidents of Affiliates and Chapters, the Executive Director and the Parliamentarian.

The Executive Council shall, in addition to those responsibilities stated elsewhere in the Constitution and Bylaws, perform the following duties:

- a. Ensure that the tax-exempt status of the NAA is protected from abuse or jeopardy by the NAA or the alumni chapters or affiliates;
- b. Monitor the fiscal activities of the alumni chapters which enjoy the tax exempt status of the NAA ;
- c. Enforce the provisions of this Constitution relating to the responsibilities of local alumni chapters or clubs;
- d. Investigate any reports regarding financial exploitation of the name of the NAA;
- e. Conduct hearings, pursuant to proper notice, where investigation, stated in paragraph (d) above, warrants a further consideration of the matter;
- f. Withdraw the privileges of the use of the name of the NAA, after finding a violation of the provisions of Article V of this Constitution, pending final approval of such sanction by the NAA general membership at the next general meeting;
- g. Hearings noted in this section may be conducted and based upon the submission of documents and certified written statements by interested parties and alumni and



their witnesses, especially in instances where the parties find it too expensive to attend hearings or have witnesses attend the hearing. A local alumni chapter has the right to representation of its own choosing, legal or otherwise, at such hearings;

- h. The Chairperson or his/her designee on the council shall preside at any hearings held in accordance with this section;

All determinations by the council shall be pursuant to a majority vote of a quorum.

Section 5 - MEMBERSHIP COMMITTEE

The Membership Committee Chairperson shall be appointed by the NAA President. The Membership Committee shall perform the following duties:

- a. Recruit and retain members
- b. Conduct an annual membership campaign
- c. Maintain the membership database
- d. Present a membership report at each NAA general meeting

Section 6 - IT/WEBSITE/SOCIAL MEDIA COMMITTEE

The IT/Website/Social Media Committee shall be appointed by the NAA President.

The duties of the committee shall be:

- a. Develop and maintain the NAA-SAU website and coordinate chapter websites.
- b. Develop, maintain and monitor social media sites of NAA
- c. Monitor social media as it relates to the University

Section 7 - AUDIT COMMITTEE

The Audit Committee shall be appointed by the NAA President. The Audit Committee shall perform the following duties:

- a. Perform an independent annual review.
- b. Review and propose internal controls.
- c. Verify all receipts and expenditures for the period.
- d. Verify balances for all accounts.



- e. Ensure presence of expenditure documentation (receipts, invoices, etc.).
- f. Meet with the Executive Committee to present the audit report.
- g. Ensure adherence to separation of fiduciary responsibilities.
- i. Report audit findings and recommendations to the Executive Committee quarterly.

ARTICLE XIV - MEETINGS

Section 1 - GENERAL MEETING

There shall be at least one general meeting of the NAA held annually on the University campus the weekend of May Commencement.

Section 2 - EXECUTIVE COMMITTEE MEETING

The Executive Committee shall meet during the Annual Conference of the NAA and as otherwise indicated in the Constitution and Bylaws.

Section 3 - EXECUTIVE COUNCIL MEETING

The Executive Council shall convene at least twice during the year, Homecoming and Commencement weekends, at a place designated by the President and Executive Director.

Section 4 - SPECIAL MEETINGS

When necessary, the President, with the consent and advice of the Executive Committee, may call a special meeting, for a designated date, time and place, provided an official notice is forwarded to each chapter, and to all known members in good standing who are not affiliated with a chapter. Such notice shall be posted at least ten (10) days prior to the special meeting date.

Section 5 - MEETING QUORUMS

- a. A General Meeting - at least twenty-five (25) members in good standing shall



constitute a quorum for the transaction of business, provided the President or the Vice President and a Secretary (to record the meeting minutes) are present. In the absence of these officers, the body may appoint active members to conduct the business of the NAA at that meeting only.

- b. A majority of members of the Executive Committee or Executive Council shall constitute a quorum for the transaction of the business in that body, provided that the President or Vice President and a Secretary (or their designee) to record the Executive Committee meeting minutes and the Executive Council chairperson (or designee) and a person designated to record the minutes are present at the Executive Council meeting.
- c. Once a quorum has been reached, the quorum remains in effect until the close of the meeting.

Section 6-MAJORITY VOTE AND QUORUM

Except as otherwise provided in this constitution, and bylaws, a majority vote of all alumni properly voting is sufficient to affect a decision of the NAA assembled in a general or special meeting. Moreover, unless otherwise provided elsewhere, a majority of a proper quorum is sufficient to approve or reject any action or resolution by any member or committee of the NAA.

Section 7-ROBERT'S RULES OF ORDER (FINAL AUTHORITY)

Roberts Rules of Order shall be the final authority on all questions and procedures of parliamentary law not otherwise covered in this Constitution and Bylaws.

ARTICLE XV - DUES, FEES, PAYMENT AND FISCAL YEAR

Section 1 -DUES AND FEES

- a. National Dues and Life Membership Fees shall be determined by the Executive Council after due notice of such pending action is communicated to the membership through affiliates, chapters, NAA website and/or alumni publications.



- b. NAA shall assess each Chapter an annual fee per Chapter member.
- c. Members not affiliated with a Chapter shall mail the assessment to the NAA post office box. The proposed fee shall be determined by the Executive Committee and will become effective after due and timely notice of such action has been communicated to the membership through its Chapters.

Section 2 - PAYMENT OF DUES AND FEES

a. PAYMENT (MEMBERS IN A CHAPTER OR AFFILIATE)

For alumni who are members of a local alumni chapter, payment of national dues or life membership fee, may be paid directly to the chapter or affiliate, provided the chapter or affiliate agrees to collect and forward the national dues or life membership fee with the required Membership Update Form to the NAA Post Office Box address.

b. PAYMENT (MEMBERS NOT IN A CHAPTER OR AFFILIATE)

For those alumni who are not members of a chapter or affiliate, the payment of national dues or life membership fee shall be paid directly to the NAA and mailed to the NAA Post Office Box address. Include the required Membership Update Form with the payment.

Section 3 - FISCAL YEAR

The fiscal year of the NAA shall commence on July 1st and conclude June 30th of the subsequent year.

ARTICLE XVI - AMENDMENT OF CONSTITUTION AND BYLAWS

The Constitution and Bylaws may be amended at any general meeting of the NAA provided that a copy of the proposal or the substance thereof is submitted to the President and the Executive Director of the NAA. The Executive Director shall forward a copy of the proposed amendment to each chapter and affiliate, one (1) month before the proposed change



shall be acted upon. No amendment, change, or alteration of this Constitution shall become effective until and unless two-thirds of a quorum assembled, in good standing, and voting, shall vote in favor of the amendment.

ARTICLE XVII - PLAN OF DISSOLUTION

Upon the dissolution of the NAA, the Executive Council shall, after paying or making provision for the payment of all liabilities of the NAA dispose of all of the assets of the NAA to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes under Section 501(c)(3) of the code, or to federal, state or local governments to be used exclusively for public purposes, as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the Clerk of Superior Court of Wake County, North Carolina, to such organization(s) as the Clerk of Superior Court of Wake County shall determine, which are organized and operated exclusively for such purposes and at the time qualify as exempt organization(s) under Section 501(c)(3) of the code, or to federal, state or local governments to be used exclusively for public purposes. The private property of the officers and other Executive Council members of the NAA shall not be subject to payment of corporate debts to any extent whatever.



APPENDIX A

Conflict of Interest Policy Statement

Article I - Purpose

The purpose of this conflict of interest policy is to protect the interest of the tax-exempt status of the National Alumni Association of Saint Augustine's University (NAA-SAU) and any affiliates that are contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Committee member, member of the Executive Council of NAA-SAU or any affiliates which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

Interested person – Any director, officer, or member of a committee with governing board delegated powers that has a direct or indirect financial interest as defined below, is an interested person.

Financial interest – A person has a financial interest if any person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with NAA-SAU or its affiliates, have a transaction or arrangement,
- A compensation agreement with NAA-SAU, its affiliates, or with any entity or individual with which NAA-SAU or its affiliates have a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which NAA-SAU or its affiliates are negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists, in accordance with this policy.



Article III – Procedures

Duty to Disclose – In connection with any actual or possible conflict of interest, an interested party must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee.

Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Committee shall decide if a conflict of interest exists.

Procedure for Addressing a Conflict of Interest

The Chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Committee shall determine whether NAA-SAU can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If an alternative transaction or arrangement is not possible, the Executive Committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the best interests of NAA-SAU, for its own benefit, and fair and reasonable. Based on these determinations, the Executive Committee shall make its decision on whether to enter into the transaction or arrangement.

Disciplinary Action – If the Executive Committee has reason to believe an individual has failed to disclose a conflict of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the Executive Committee still has reason to believe a conflict of interest exists after the alleged conflict is explained, it will take corrective action.



Appendix B

PROCEDURE FOR ESTABLISHING A CHAPTER

- Contact Office of the National Alumni Association to request a list of alumni in your area. National will work with the Office of Alumni Affairs to compile a list
 - Contact alumni in your area using social media such as Facebook, Twitter, Instagram, LinkedIn, etc.
- Plan an Interest Meeting such as a Meet/Greet
 - The Office of Alumni Affairs and National Alumni Association (NAA) will help with advertising the meeting, i.e., Webpage, Save-the- Date postcards, Facebook, and Email Blast
- Determine if Meet/Greet produces enough interest to start/redevelop a chapter
- Schedule organizational meeting to elect interim officers
- Committee Appoint Constitution and Bylaws
- Review NAA-SAU Constitution and Bylaws to insure continuity of purpose and mission
 - Draft chapter Constitution and Bylaws
 - Adopt Constitution and Bylaws
- Submit Constitution and Bylaws to NAA Constitution and Bylaws Committee for review and comment where appropriate
 - Submit Constitution and Bylaws with application for Articles of incorporation to your Secretary of State or the Agency that Incorporates Non/Not-for-Profit organizations
 - NAA will issue official charter to chapter
- Articles of Incorporation will be used to open a bank account
- Submit request to NAA to be included in the group tax exempt status 501(c)(3)

Only active chapters can avail themselves of any tax exemption status or any other fiscal benefit which the NAA possesses. Inclusion in the NAA group tax-exempt determination is not automatic and requires criteria specifically established by the Executive Committee.



Chapters who wish to become a member of the NAA group tax exempt determination must file Articles of Incorporation (become legally organized) and must have a valid Federal Employer' s Identification Number (EIN) also known as (Tax ID #)

ADDITIONAL CHAPTER INFORMATION

- Determine membership dues that should include national and local dues and honorary member dues
- The fiscal year for NAA is July 1 through June 30
- A schedule of chapter fundraising activities should be submitted to the NAA and Office of Alumni Affairs at the beginning of each fiscal year, July 1, with periodic updates
- Use of NAA's name for fundraising shall be authorized and permitted only by the NAA
- Chapter contributions to the University from Fundraising activities should be submitted to the University within 30 days following the Fundraiser
- Annual auditing of chapter Fundraising is under the direction of the NAA Executive Committee
- Chapter Fundraising must be in compliance with NAA's fund raising to maximize the effectiveness and efficiency of Fundraising and to avoid confusion on the part of the contributors
- Chapters wishing to establish a general scholarship or scholarship for which special criteria must be met should contact the Office of Institutional Advancement for assistance



Revised Guidelines: Young Alumni Council (YAC) of National Alumni Association

- The Young Alumni Council (YAC) shall operate under the auspices of the National Alumni Association (NAA) as a club. The primary focus of the YAC is to build a foundation of loyalty and support to NAA as NAA seeks to carry out its goals and objectives for the betterment of the University. If you are an active member (meaning financial) then you will have a vote.
- Its membership shall be comprised of graduates from the University within the last 10 years. This has been changed to 15yrs removed from the University.
- Members of YAC shall transition to regular members of NAA at the expiration of the 15th year or before. From years one to three, membership dues will be \$18.67; from years four to 10, membership dues will be \$25. For years 10-15 years membership dues convert to the current annual membership rate, which at this time is \$100. This does not include your YAC dues. Please see breakdown below.
 - First time/new member one-time fee \$25 (YAC dues) + \$18.67 (NAA Dues) + \$6.33 (will go to 1st time incentive)
 - 0 to 3 years it will be \$25 (YAC dues) + \$18.67 (NAA Dues) = \$43.67
 - 4 to 10 years it will be \$25 (YAC dues) + \$25.00 (NAA Dues) = \$50.00
 - 10 to 15 years it will be \$25 (YAC dues) + \$50.00 (NAA Dues) = \$75.00
- Officers of YAC shall be elected by YAC membership in good financial standing.
- The fiscal year of YAC shall be in line with the fiscal year of NAA (July 1 – June 30).
- YAC shall keep NAA abreast of its activities and YAC shall not willfully use the NAA brand in a manner unbecoming to NAA standards. YAC chair will send updates to NAA president to keep everyone abreast on events.
- Discount rates for NAA functions graduates of the first 3yrs will be the only ones subject to discounts (No guarantee.)