

**THE NATIONAL ALUMNI ASSOCIATION
OF
SAINT AUGUSTINE'S UNIVERSITY**

Raleigh, North Carolina

CONSTITUTION AND BYLAWS

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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 hereafter referred to as the "NAA."

ARTICLE II: Mission

The mission of the National Alumni Association of Saint Augustine's University (NAA) shall be to support the University in its efforts 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 its mission, NAA shall (1) create student recruitment opportunities for alumni and other supporters to increase and maintain enrollments; (2) promote alumni giving and fundraising activity for student scholarships and operating funds for the University and the NAA; and (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:

1. To foster a closer relationship between the alumni and the University.
2. To promote and advance the interest and welfare of the University through alumni organizations and activities on all levels.
3. 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.
4. To establish endowments, scholarships, and trusts to aid and supplement the educational programs of the University.
5. To expand the annual giving program among alumni.
6. To recognize the distinguished services of alumni.
7. To encourage continued growth in alumni membership and chapters

ARTICLE IV: Membership

Section 1: TYPES OF MEMBERS AND ELIGIBILITY

1. Membership Eligibility

1. Graduates or former students at 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.
2. 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 (1) full year of study in good standing to be eligible for membership.

2. Types of Members

1. **NEW GRADUATE MEMBERSHIP:** All New Graduates will be extended a complimentary one (1) year active Membership with the National



Alumni Association. New Graduates shall be entitled to full rights and privileges of membership including voting privileges for the duration of the complimentary membership. The complimentary membership starts on graduation day and expires on June 30th of the following year.

2. **GENERAL MEMBERSHIP:** Any individual that meets the membership eligibility as outlined herein is eligible for General Membership into the NAA upon payment of annual dues. General Members have full voting privileges, are eligible to hold office at the national level, and may participate as a committee chair or member.
3. **SUBSCRIBING LIFE MEMBERSHIP:** Any individual that meets the membership eligibility as outlined herein is eligible for Subscribing Life Membership into the NAA upon payment of deposit to begin the membership process. An alumnus continues installment payments over the next three (3) years. Subscribing Life Members agree that once the installments begin and if the installments are not paid in full on or before the three (3) year deadline, then all payments shall be forfeited to the NAA. Subscribing Life Members have full voting privileges, are eligible to hold office at the national level, and may participate as committee chair or member.
4. **DUAL SUBSCRIBING LIFE MEMBERSHIP:** Any individual that meets the membership eligibility as outlined herein is eligible for Dual Subscribing Life Membership into the National Alumni Association upon payment of deposit to begin the membership process. An alumnus continues installment payments over the next three (3) years. Dual Subscribing Life Members agree that once the installments begin and if the installments are not paid in full on or before the three (3) year deadline, then all payments shall be forfeited to the NAA. Dual Subscribing Life Members have full voting privileges, are eligible to hold office at the national level, and may participate as committee chair or member. Dual Subscribing Life Membership consists of an alumni couple residing in the same household.
5. **FAMILY LIFE MEMBERSHIP #1:** Any individual that meets the membership eligibility as outlined herein is eligible for Family Life Membership #1 into the National Alumni Association upon payment of one (1) time membership assessment. Family Life Members have full voting



privileges, are eligible to hold office at the national level and may participate as committee chair or member. An alumnus and an alumnus child are eligible for Family Subscribing Life Membership. A maximum of two (2) alumnus allowed with this membership package. Life Members are exempt from paying future NAA membership dues.

6. **FAMILY LIFE MEMBERSHIP #2:** Any individual that meets the membership eligibility as outlined herein is eligible for Family Life Membership #2 into the National Alumni Association upon payment of one (1) time membership assessment. Family Life Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member. Two (2) alumnus parents and two (2) alumnus children are eligible for Family Subscribing Life Membership. A maximum of four (4) alumnus allowed with this membership package. Life Members are exempt from paying future NAA membership dues.
7. **FAMILY SUBSCRIBING LIFE MEMBERSHIP #1:** Any individual that meets the membership eligibility as outlined herein is eligible for Family Subscribing Life Membership #1 into the National Alumni Association upon payment of deposit to begin the membership process. An alumnus continues installment payments over the next three (3) years. Family Subscribing Life Members agree that once the installments begin and if the installments are not paid in full on or before the three (3) year deadline, then all payments shall be forfeited to the NAA. Family Subscribing Life Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member. An alumnus and an alumnus child are eligible for Family Subscribing Life Membership. A maximum of two (2) alumnus allowed with this membership package.
8. **FAMILY SUBSCRIBING LIFE MEMBERSHIP #2:** Any individual that meets the membership eligibility as outlined herein is eligible for Family Subscribing Life Membership #2 into the National Alumni Association upon payment of deposit to begin the membership process. An alumnus continues installment payments over the next three (3) years. Family Subscribing Life Members agree that once the installments begin and if the installments are not paid in full on or before the three (3) year deadline, then all payments shall be forfeited to the NAA. Family Subscribing Life



Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member. Two (2) alumnus parents and two (2) alumnus children are eligible for Family Subscribing Life Membership. A maximum of four (4) alumnus allowed with this membership package.

9. **LIFE MEMBERSHIP:** Any individual that meets the membership eligibility as outlined herein is eligible for Life Membership into the National Alumni Association upon payment of one (1) time membership assessment. Life Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member. Life Members are exempt from paying future NAA membership dues.
10. **DUAL LIFE MEMBERSHIP:** Any individual that meets the membership eligibility as outlined herein is eligible for Dual Life Membership into the National Alumni Association upon payment of one (1) time membership assessment. Dual Life Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member. Dual Subscribing Life Membership consists of an alumni couple residing in the same household. Life Members are exempt from paying future NAA membership dues.
11. **YOUNG ALUMNI MEMBERSHIP:** The Young Alumni Membership serves to mobilize & engage young alumni volunteers and future leaders in ways that deepen their commitment to the University and to prepare them for active roles in the National Alumni Association. Any individual that meets the membership eligibility as outlined herein is eligible for Young Alumni Membership into the National Alumni Association upon payment of annual dues. Young Alumni Membership is open to all young alumni who have graduated from Saint Augustine's University in the past ten (10) years. Members have full voting privileges, are eligible to hold office at the national level and may participate as committee chair or member.
12. **ASSOCIATE MEMBERSHIP:** Associate member shall be any friend, supporter, faculty or staff of Saint Augustine's University or spouse who have demonstrated genuine interest in Saint Augustine's University and expressed a desire of being affiliated as a member. Associate Member does not have voting privileges and are not eligible to hold a national office;



however, may serve on committee as a member or chair.

13. HONORARY MEMBERSHIP: Any person, who has not graduated from the University, but has shown outstanding and meritorious service to the University or the NAA is eligible to be considered for honorary membership status. This honor may be extended to University faculty or administrative staff. Approval of the membership is by a two-thirds (2/3) vote of the Executive Board.

- i. CRITERIA

1. Provide outstanding service to the University and/or the NAA.
 2. Demonstrate loyalty and commitment to the University and/or the NAA.
 3. Encourage a culture of equity and inclusion at the University and for the NAA.
 4. Exemplified honorable behavior throughout their engagement with the Saint Augustine's University community.
- ii. Honorary Membership shall be extended to those persons nominated by an active chapter or active alumni member and approved by a two-third (2/3) vote of the Executive Board. Criteria for Honorary Membership shall be developed by the Executive Board and published in the Constitution and Bylaws of the NAA.
 - iii. 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 Board.

Section 2: ACTIVE AND INACTIVE MEMBERS

1. 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 delinquent in paying the three (3) year consecutive NAA Life Membership installment payment(s).
2. 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 (3)



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 and Associate Members cannot vote or hold office; however, they may serve as committee chairperson or committee member. To participate in the nomination and election process, alumni must be an active member, as of December 31st prior to the election.

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 rights, privileges, and responsibilities relevant thereto. A reasonable application fee will be assessed as determined by the Executive Board to defray the expense 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-exemption determination is not automatic and requires criteria specifically established by the Executive Board. 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 shall be authorized and permitted only for use by active chapters. As a condition of 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 Board 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 of 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 2: TERMINATION OF CHAPTER STATUS

The NAA Executive Board 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 Bylaws of the NAA. Such termination and revocation require a majority vote of the Executive Council. 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 Board is strictly prohibited.

ARTICLE VII: OFFICERS

Section 1: ELECTED

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

1. The Parliamentarian shall be appointed by the President.
2. The Regional Coordinators shall be nominated by the President with the approval of the Executive Board. The number of regional coordinators shall be determined by the Executive Board.
3. The Executive Director shall be appointed by the President and be an alumnus of the University.
4. The Chaplain shall be appointed by the President.

Section 3: EXECUTIVE BOARD

The Executive Board is composed of:

1. All elected officers and appointed officers.
2. One past elected officer being the immediate past president.

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 (2) consecutive years preceding the current fiscal years, is eligible to hold office in the NAA either elective or appointive. Honorary and Associate members are not eligible to hold an office in the NAA.

ARTICLE IV: DUTIES OF OFFICERS

Section 1: PRESIDENT

It is the responsibility of the President to:

1. Officially represent the NAA.
2. Preside at all meetings of the NAA, Executive Board, and Executive Council.
3. Serve as ex-officio member of all standing, ad hoc, and special committees except nominating committee.
4. Appoint persons to appointed positions, committee chairs, and committee members.
5. 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.

6. Sign all vouchers and checks with the Treasurer.
7. Act as liaison between NAA and the University.
8. Provide oversight of NAA's accounts to include opening and closing accounts, approving the transfer of funds and reviewing of monthly statements.
9. Review and approve all content of the NAA website and social media accounts.
10. Perform such other duties as outlined and stated in its Constitution and Bylaws and Financial Management Procedures as approved by the NAA 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.

The Vice President shall:

1. Supervise all NAA committees and receive written committee reports for dissemination to the Executive Board.
2. Serve on the Membership Committee.

Section 3: SECRETARY

The Secretary shall be:

1. 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.
2. Shall receive, answer, distribute, and post all general correspondences, notices, and agenda for the NAA and its committees.
3. Perform other duties as assigned by the President.

Section 4: ASSISTANT SECRETARY



The Assistant Secretary shall:

1. Perform the duties of the Secretary in the Secretary's absence.
2. Perform other duties as assigned by the President.
3. Votes only when performing duties in the absence of the Secretary during Executive Board meetings.

Section 5: TREASURER

The Treasurer shall:

1. Deposit all funds received from the Financial Secretary into the NAA's back account within seventy-two (72) hours, sooner if possible.
2. Checks and vouchers received by the Treasurer should be copied to Financial Secretary.
3. Disburse funds only on approved forms with vouchers approved by the President.
4. Keep an accurate record in a ledger of all financial transactions the association along with the Financial Secretary:
5. Provide a monthly income and expense report to the NAA President in a format approved by the President.
6. Responsible for the preparation and submission of all tax reports; be bonded.
7. Chair the Budget Committee.
8. All other duties as assigned by the President.

Section 6: FINANCIAL SECRETARY

The Financial Secretary shall be:

1. Responsible for collecting and logging all funds received and payable to NAA and providing receipts for all transactions.
2. Provide the Treasurer a budget line-item voucher of funds received and transfer funds to the Treasurer for deposit.
3. Maintain the funds receipt journal and reconcile all receipts and deposits with the Treasurer on a monthly detailed spreadsheet.



4. 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:

1. Responsible for the interpretation and application of this Constitution and Robert's Rules of Order at all general and special meetings of the NAA and its committees.

Section 8: ALUMNI TRUSTEE REPRESENTATIVE

1. **ELIGIBILITY:** A graduate of the University who is an active member (current year and two (2) preceding years) of the NAA and has demonstrated a commitment to enhance and promote and advocate 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.
2. **DUTIES AND RESPONSIBILITIES:**
 - a. Represent the NAA on the University's Board of Trustees.
 - b. Serve as a member of the Executive Board.
 - c. Serve as liaison between 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.
 - d. Provide written reports for the NAA's Executive Board and general assembly meetings.
 - e. Perform the duties and assignments as required by the Board of Trustees, as well as other duties assigned by the NAA.
 - f. Responsible and accountable to both the NAA and the University's Board of Trustees.
3. **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: EXECUTIVE BOARD AND DUTIES

1. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Financial Secretary, Executive Director (Ex-Officio), Alumni Trustee Representative, Parliamentarian, and Immediate Past President (Ex-Officio). The Assistant Secretary can attend and act in the absence of the Secretary.
2. The Executive Board may extend invitations to any active alumni to participate in the deliberations, without vote, as advisors and consultants, when the Board deems the presence of such alumni to be helpful and constructive.
3. Former national officer of the NAA may attend and participate in Executive Board meetings as Ex-Officio members without a vote.
4. The Executive Board 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.
5. The Executive Board shall not have the unilateral power to elect officers or alter the Constitution.

Section 10: REGIONAL COORDINATORS

Regional Coordinators shall be responsible for coordinating local chapter's activities, in the region of their assignments and ambitions of the NAA. Additionally, see the following responsibilities:

1. Be financial members of the NAA.
2. Be a member of the Executive Council.
3. Attend Executive Council Meetings.
4. Contact all Chapter Presidents in their regions and schedule a meeting to introduce themselves and discuss chapter yearly events and fundraisers.
5. Assist Chapters when needed to increase membership, conduct fundraisers and with questions concerning chapter business.
6. Assist NAA Officers in retrieving documents and information from chapters at the request of NAA.
7. Monitor the fundraising activities of the Chapters and submission of tax forms, Chapter Yearly Fundraising calendar, Chapter Report form, Chapter Membership rosters, and new officers after elections rosters and submit them to the Vice President each year.



8. Conduct a meeting at least once a year with Chapter President in their region to discuss and generate ideas and recommendations.
9. Seek to initiate and guide the forming of new Chapters in their region.
10. Any other duties as assigned by the President.

Section 11: EXECUTIVE DIRECTOR

The Executive Director is an alumnus of the University, and he/she shall be a financial member of the NAA and is appointed by the President and approved by the Executive Board. The Executive Director may be assigned other duties by the President. The Executive Director shall be an ex-officio member of the Executive Board and does not vote during Executive Board meetings. The Executive Director is a voting member of the Executive Council. The Executive Director shall:

1. Coordinate the acquisition of philanthropic donations.
2. Chair the Fundraising Committee.
3. Coordinate NAA Strategic Planning.
4. Oversee the Nominations Committee.
5. Any other duties as assigned by the President.

Section 7: CHAPLAIN

The Chaplain's responsibilities include:

1. Opening and closing all meetings with prayer.
2. Assist the NAA President in maintaining the Fallen Falcons Memorial List.
3. Conduct the Fallen Falcons Memorial Service at the annual meeting.
4. Provide words of inspiration as necessary.

ARTICLE X: TERM OFFICE AND VACANCY

Section 1: ELECTED OFFICERS

1. All elected officers shall serve a term of two (2) years.
Incumbents, however; may be re-elected but shall not serve ore than one (1) additional two (2) year term in the same office.



2. Elected officers who formerly served as an officer of the NAA for two (2) 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 two (2) years. The two (2) year begins with the start of the NAA's fiscal year (July 1st) and ends two (2) years later regardless of when seated on the University's 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 two (2) year term. The Alumni Trustee shall not serve more than three (3) consecutive terms.

Section 3: VACANCY IN OFFICE OF PRESIDENT

In the event of death, resignation, or removal from the office of President; the Vice President shall succeed to the office of President for the unexpired term, and the Executive Board 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 office, the President by and with the consent of the Executive Board shall make an appointment for the unexpired term of the vacant office.

ARTICLE V: NOMINATION, ELECTION AND INSTALLATION PROCEDURES

Section 1: NOMINATION AND VOTING PROCEDURES

1. A Nominating Committee shall be appointed by the President at least one (1) 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 (1) alternate non-officer. The President and candidates for office and incumbents are ineligible to serve on the Nominating Committee.
2. 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.



3. 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, affiliates, or individual submit any nominations for office before February 1st, of the year in which the election is to be held. This same requested information will be posed on the NAA's web page including the duties of the offices.
4. The Membership Committee Chairperson shall submit to the Nominating Committee Chairperson and Executive Director a list of all active members eligible to vote.
5. The Nominating Committee shall require a consent form and a short biography from all nominees submitted as a potential candidate for office.
6. 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 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.
7. A request for a photography will be sent to all candidates verified as eligible to run for office.
8. The Nominating Committee Chairperson shall submit to the Executive Director a slate of candidates eligible to run for office, accompanied by a short biography, photography, and consent form received from each candidate. A list of ineligible nominees will also be sent identifying the reason for the ineligibility.
9. Executive Director shall prepare a voting packet consisting of a numbered ballot (with the slate of candidates), and election brochure (with a photography 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 NAA's website.
10. The voting packet shall be sent by (1) postal mail or (2) by electronic mail, to all active members (current year) six (6) weeks prior to the annual spring General Meeting. All ballots sent by postal mail or electronic mail shall be returned to the NAA's post office box or electronic mail no later than two (2) weeks prior (date to be set per elections period) to the annual spring NAA General meeting. Electronic balloting via the NAA website or other election.
11. The Nominating Committee or, in the absence thereof, persons appointed by the



President, shall open and count the ballots on the ay 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 count for each officer) to the President, Secretary, and Executive Director.

12. 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 ELECTION OF OFFICERS

1. 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 the election.
2. Where there are more than two (2) candidates for the same office, a plurality (received 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 start of the new fiscal year, July 1st. Officers will assume positional duties on July 1st.

ARTICLE VII: REMOVAL FROM OFFICE

The NAA, by a two-thirds (2/3) vote of active members voting, shall have the power to remove from office any elected officer 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 y counsel and the right of confrontation before the Executive Council. The Executive 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:

- Nominating
 - Membership
 - Audit
 - Budget
 - IT/Website/Social Media
1. Appointment of Standing Committee Members
The members of the Standing Committees shall be appointed by the President with the approval of the Executive Board. 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.

Section 2: NOMINATING

The Nominating Committee shall be appointed by the President. The Nominating Committee shall:

1. Find the best candidates for each office.
2. Secure a list of active members of the NAA.
3. Develop a slate of eligible candidates for each office.
4. Prepare voting packet.
5. Follow outlined procedures in Article V, Section 1.

Section 3: MEMBERSHIP

The Membership Committee Chairperson shall be appointed by the President. The



Membership Committee shall:

1. Recruit and retain members.
2. Conduct an annual membership campaign.
3. Maintain the membership database.
4. Present a membership report at each NAA general meeting.

Section 4: AUDIT

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

1. Perform an independent annual review.
2. Review and propose internal controls.
3. Verify all receipts and expenditures for the period.
4. Verify balances for all accounts.
5. Ensure presence of expenditures documentations (receipts, invoices, etc.).
6. Meet with Executive Board to present the audit report.
7. Ensure adherence to separation of fiduciary responsibilities.
8. Report audit findings and recommendations to the Executive Board.

Section 5: BUDGET

The Budget Committee shall be:

1. Responsible for drafting the NAA's annual budget plan and monitoring action on the budget.
2. Input for the annual budget will be provided from members of the Executive Board and Committee Chairs.
3. The Treasurer will be the chair of the committee as per Article XIII, Section 6.

Section 6: IT/WEBSITE/SOCIAL MEDIA

The IT/Website/Social Media Committee shall be appointed by the President. The duties of the committee shall be:

1. Develop and maintain NAA's website and coordinate chapter websites.
2. Develop, maintain, and monitor social media sites of NAA.
3. Monitor social media as it relates to the University.



Section 7: SPECIAL OR AD HOC COMMITTEES

Ad Hoc Committees may be established for a specific need or purpose in accordance with the NAA's mission as indicated in Article II of the Constitution. They shall cease to exist when said need or purpose has been served. All Ad Hoc Committees shall be appointed by the President.

1. Appointment of Ad Hoc Committees
 - a. The President shall appoint Ad Hoc Committees as conditions and circumstances require.

Section 8: EXECUTIVE COUNCIL

The Executive Council shall consist of all elected officers of the NAA, the President, the Regional Coordinators, the Presidents of NAA Chapters, the Immediate Past President, 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:

1. Ensure that the tax-exempt status of the NAA is protected from abuse or jeopardy by the NAA or the alumni chapters.
2. Monitor the fiscal activities of the alumni chapters which enjoy the tax-exempt status of the NAA.
3. Enforce the provisions of this Constitution relating to the responsibilities of local alumni chapters or clubs.
4. Investigate any reports regarding financial exploitation of the name of the NAA.
5. Conduct hearings, pursuant to proper notice, where investigation, stated in Paragraph 3 above, warrants a further consideration of the matter.
6. 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.
7. Hearings notice 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.
8. The Chairperson of 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.

ARTICLE XIV: MEETINGS

Section 1: GENERAL MEETING

There shall be at least one (1) general meeting of the NAA held annually. The Executive Board will determine the date of the annual meeting and whether it shall be in-person or virtual.

Section 2: EXECUTIVE BOARD MEETING

The Executive Board shall meet periodically as needed, but no less than three (3) times a year.

Section 3: EXECUTIVE COUNCIL MEETING

The Executive Council shall convene at least two (2) times during the year in-person or virtually as designated by the President.

Section 4: SPECIAL MEETING

When necessary, the President, with the consent and advice of the Executive Board, may call a special meeting, for 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 posed at least ten (10) day prior to the special meeting date. The IT/Website/Social Media Committee shall be appointed by the President.

Section 5: MEETING QUORUMS

1. A General Meeting – at least twenty-five (25) active members in good standing shall constitute a quorum for the transaction of business, provided the President or Vice President and Secretary are present.
2. A majority of members of the Executive Board or Executive Council shall constitute a quorum for the transaction of business in those bodies, provided that the



President or Vice President and a Secretary (or their designee) to record the Executive Board meeting minutes and the Executive Council chairperson (or designee) and a person designated to record the minutes are present at the Executive Council meeting.

3. Once a quorum has been reached, the quorum remains in effect until the close of the meeting only if the attendance numbers do not drop below the quorum level. Once the level resumes substantive business may be conducted.

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 the general or special meeting. Moreover, unless otherwise provided elsewhere, a majority 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)

Robert's 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

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 publication.

Section 2: PAYMENT OF DUES AND FEES

1. **PAYMENT (MEMBERS IN A CHAPTER OR AFFILIATE).** For alumni who are members of a local alumni chapter, payment of national (general) dues or life membership fee, may be paid directly to the chapter or affiliate provided that the chapter or affiliate agrees to collect and forward the national dues or life membership fee with required membership form to the NAA post office box (NAA-SAUI, INC., POB 28122, Raleigh, NC 27611-8122) address. Alumni are encouraged to pay membership dues online on NAA's website.



2. 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 with required membership form to the NAA post office box (NAA-SAUA, INC., POB 28122, Raleigh, NC 27611-8122) address. Alumni are encouraged to pay membership dues online on NAA's website.

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: NAA CHAPTER RESPONSIBILITIES

It is the responsibility of all Chapters to follow the guidelines for fundraising, use of the NAA name and seal and the Constitution and Bylaws of the NAA. It is required that all documents and verifications be submitted when requested in a timely manner. Chapter Officers are required to work with the Regional Coordinators in their region and attend Executive Council meets, General meetings, and NAA Conferences. Chapters are required to file forms with the IRS allowing them to be eligible for tax-exempt status whether they are under the umbrella of NAA or independent. Chapter Officers shall be financial members of NAA to serve in their chapters.

ARTICLE XVII: 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 active member, Chapter and/or 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 (2/3) of a quorum assembled, in good standing, and voting, shall vote in favor of the amendment.

ARTICLE XVIII: 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 the 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 the 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 Board 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



Board 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 Board.

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 Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Board shall decide if a conflict of interest exists.

Procedure for Addressing a Conflict of Interest

The Chairperson of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Board 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 Board 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 Board shall make its decision on whether to enter into the transaction or arrangement.

Disciplinary Action – If the Executive Board 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 Board 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. NAA 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 National Alumni Association (NAA) will help with advertising the meeting (i.e., webpage, 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 ensure continuity of purpose and mission
 - Draft chapter Constitution and Bylaws
 - Adopt Constitution and Bylaws
- Submit Constitution and Bylaws 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
- Apply for an EIN Number. An EIN Number and 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) or apply for individual chapter 501(c)(3) status.

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 Board. 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 #).

Appendix C



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.
- The Young Alumni Association hosts events and initiatives for ALL active young alumni of Saint Augustine's University.
- Its membership shall be comprised of graduates from the University within the last ten (10) ~~years~~ This has been changed to fifteen (15) years removed from the University.
- Members of YAC shall transition to regular members of NAA at the expiration of the fifteen (15) year or before. From years one (1) to three (3), membership dues will be \$18.67; from years four (4) to ten (10), membership dues will be \$25. For years ten (10) through fifteen (15) years membership dues convert to the current annual membership rate, which at this time is \$50. This does not include your YAC dues. Please see breakdown below.
 - First time/new member one (1) time fee \$25.00 (YAC dues) + \$18.67 (NAA Dues) + \$6.33 (will go to first time incentive)
 - 0 to 3 years - it will be \$25.00 (YAC dues) + \$18.67(NAA Dues) = \$43.67
 - 4 to 10 years it will be \$25.00 (YAC dues) + \$25.00 (NAA Dues) = \$50.00
 - 10 to 15 years it will be \$25.00 (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 1st – June



30th).

- 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 three (3) years will be the only ones subject to discounts (No guarantee.)