

THE HOWARD UNIVERSITY ALUMNI ASSOCIATION CONSTITUTION

PREAMBLE

The Board of Trustees of Howard University ("University") recognizes the existing special relationship between the University and its alumni. The University, therefore, wishes to encourage and expand the contacts between the University and its alumni.

Furthermore, the Board of Trustees recognizes the importance of alumni in assisting in fundraising for the University, in maintaining and raising the stature of the University worldwide and supporting the recruitment efforts of qualified and deserving students to attend the University.

In order to further the purposes of maintaining, fostering and expanding the unique and special relationship between the University and its alumni, the Board of Trustees hereby adopts this Constitution for the governance of the Howard University Alumni Association, as a unit of the University.

ARTICLE I Name

Section 1. The name of this organization is the Howard University Alumni Association, hereinafter referred to as the "Association" or "HUAA."

ARTICLE II Authority

Section 1. Formation and Authority

- A. The Association is formed by the Board of Trustees under the charter of the University, a tax-exempt entity under Internal Revenue Code Section 501(c)(3).
- B. The Association is not a separately incorporated entity.
- C. The Association shall operate under the authority of the University as a unit of the University.
- D. The Association shall be recognized as the parent organization of local alumni clubs, school-based and interest-based alumni associations/clubs, and professional alumni associations/clubs (collectively the "Constituent Units").
- E. To use the name of "Howard University" and receive benefits thereof, neither the Association nor any of its Constituent Units may be separately incorporated or separately seek tax-exempt status.

Section 2. Limitations on Authority. For the Association to fulfill its role as a subordinate organization to the University:

- A. HUAA shall remain subject to the authority of the University and the By-Laws of the Board of Trustees.
- B. The Association and its Constituent Units must comply with all policies and procedures set forth by the University before entering into all contracts or agreements or incurring any liabilities or obligations.
- C. Neither the Association nor any of its Constituent Units shall take any action or engage in any activity which would adversely impact the University's exempt status under Internal Revenue Code Section 501(c)(3), nor shall the Association or its Constituent Units take any action or engage in any activity which could bring disrepute upon Howard University. Neither the Association nor any of its Constituent Units shall maintain or seek exempt status under Internal Revenue Code Section 501(c)(3). Neither the Association nor any of its Constituent Units shall take any action or engage in any activity which would violate any state and/or local laws regarding fundraising and/or soliciting funds.
- D. The Association and its Constituent Units shall strictly adhere to all policies and procedures adopted by the University, including those prohibiting political activity.

Section 3. Fiscal Year: The fiscal year of the Association shall run from July 1 through June 30 of the following calendar year, or as the fiscal year may be amended by the University.

ARTICLE III Purpose

The purpose of the Association shall be to promote the University as an institution of academic excellence and to create and maintain an environment that encourages alumni participation through volunteer service and financial support.

ARTICLE IV Membership

Section 1. Categories of Members.

- A. The Association shall have two categories of members: Regular Members and Associate Members.
- B. All Regular Members and Associate Members of the Association may, but need not, be members of a Constituent Unit.

Section 2. Qualifications for Membership: Individuals shall be eligible for Regular Membership or Associate Membership in the Association as follows:

A. Regular Membership

- i. All graduates, and honorary degree recipients, of Howard University shall qualify for Regular Membership status.
- ii. Upon verification by the Director of Alumni Relations of Howard University, former students who completed at least one (1) year of studies at Howard University and withdrew in good standing.
- iii. Former students' eligibility is contingent upon application and verification of such status by the Director of Alumni Relations of Howard University.
- iv. A former student's verification shall be in the form and manner as provided by the Department of Alumni Relations.
- v. Upon approval by the Director of Alumni Relations, former students, regardless of Association membership status, shall be considered alumni of the University.
- vi. The determination of the Director of Alumni Relations to approve or reject any membership is appealable to the Executive Committee of the Association. The matter shall then be transmitted to the Alumni Board, whose decision shall be final.

B. Associate Membership

- i. Faculty and staff of Howard University who do not qualify for Regular Membership under this Article IV.
- ii. Spouses of individuals who qualify for Regular Membership, upon application to and approval by the Director of Alumni Relations.
- iii. The application for Associate Membership shall be in the form and manner as provided by the Department of Alumni Relations.
- iv. The determination of the Director of Alumni Relations to accept or reject any application for Associate Membership is appealable to the Executive Committee and then to the Alumni Board, whose decision shall be final.

C. All Regular and Associate Members are eligible to become Sustaining Members.

Section 3. Membership Levels

- A. *Regular and Associate Memberships:* All persons who fit within the qualifications set forth in Article IV, Section 2.
- B. *Sustaining Memberships:* A Sustaining Member is any Regular or Associate Member who donates monies to the Association and/or its Constituent Units in amounts determined by the Association Governance Manual.
- C. *Lifetime Memberships:* Any Regular or Associate Member who was a Lifetime Member prior to July 1, 2020, shall retain that status and level of membership.

- D. *Platinum Memberships:* Any Regular or Associate Member who was a Platinum Member prior to July 1, 2020, shall retain that status and level of membership.

Section 4. Revocation of Membership.

- A. The Executive Committee may revoke the membership of any individual in the Association for good cause, including, but not limited to, taking any action or engaging in any activity that i) could bring disrepute, damage or injury to the stature or reputation of the University, the Association, or any Constituent Unit; ii) harasses or intimidates any Officer, employee or member of the University, the Association, or any Constituent Unit; or iii) obstructs the operations of the University, the Association, or any Constituent Unit. "Good cause" for purposes of this Section includes the factors mentioned in this subpart as well as factors listed in the Association Governance Manual.
- B. Any determination to revoke the membership status of any individual is appealable to the Alumni Board, whose decision shall be final.

Section 5. Dues

- A. Neither the Association nor its Constituent Units may charge dues or any form of monetary fees as a requirement for membership.

Section 6. Restrictions on Membership

- A. Members may not hold office in more than one constituent unit.
- B. Members may not hold membership in more than one local alumni club.
- C. However, members may belong to both a local alumni club and Region VII constituent unit.
- D. Nothing in this Section prohibits members from attending meetings or events of a local alumni club in which (s)he is not a member. However, members may not vote in elections or on matters in a local alumni club of which (s)he is not a member.

ARTICLE V Constituent Units

Section 1. Qualification for Formation. In order for a local alumni club, school-based or interest-based alumni association /club or professional alumni association/club, or subcommittee of an existing constituent unit to form as a Constituent Unit, it must:

- A. Have a membership of at least ten (10) alumni of the University who meet criteria for membership in Article IV, Section 2 of this Constitution;

- B. Work in consultation with the Region Chair and be subject to criteria established by the Executive Board;
- C. Agree to be bound by the provisions of this Constitution; and
- D. Adopt and operate under the Constituent Unit Bylaws approved by the Alumni Council.
- E. No Constituent Unit shall be known as a chapter.
- F. No Constituent Unit formed after July 1, 2020, shall be permitted to use "association" in the name of its constituent unit.

Section 2. Upon approval and acceptance by the Alumni Council, a local alumni club, school-based or interest-based alumni association/club or professional alumni association/club shall be recognized as a Constituent Unit of the Association.

Section 3. Termination of Constituent Unit

- A. The Alumni Council has authority to terminate the Constituent Unit status of any local alumni club, school-based or interest-based alumni association/club or professional alumni association/club at any time by a two-thirds (2/3) vote of its members present at a regular or special meeting.
- B. Fees pertaining to any legal counsel retained during this process shall be paid by the individual Constituent Unit.

Section 4. The Constituent Units shall be grouped by regions as follows:

- A. Region I: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, Europe, and Africa.
- B. Region II: Delaware, the District of Columbia, Maryland, Pennsylvania, Virginia, and West Virginia.
- C. Region III: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, The Bahamas, Bermuda, the West Indies, Central America, and South America.
- D. Region IV: Indiana, Illinois, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, and Canada.
- E. Region V: Arkansas, Louisiana, New Mexico, Oklahoma, Texas, and Mexico
- F. Region VI: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, Asia, and the Pacific Islands.
- G. Region VII: All School-Based, Interest-Based, and Professional-Based clubs
- H. The Constituent Units of Regions I through VI are also known as "local alumni clubs." The Constituent Units of Regions VII are also known as "affiliate alumni clubs." The covered jurisdiction of all alumni clubs shall be defined in the Association Governance Manual.

ARTICLE VI ALUMNI BOARD

Section 1. The Alumni Board shall recommend policy to HUAA and advise the Department of Alumni Relations with respect to the management of the affairs of HUAA, subject to the directions and approval of the Board of Trustees.

- A. The Alumni Board shall consist of the following individuals:
 - i. The President of the University
 - ii. The Vice President for Development and Alumni Relations
 - iii. The Association President
 - iv. The Association Vice President for Administration
 - v. The Association Vice President for Finance
 - vi. The Association Vice President for Membership and Engagement
 - vii. The Association Secretary
 - viii. The Association Parliamentarian
 - ix. Two (2) Members-at-Large (one appointed by the Chair and one appointed by the Vice-Chair)
 - x. The Director of Alumni Relations of the University
 - xi. The University General Counsel or his/her designee
 - xii. The Provost of the University or his/her designee
 - xiii. The Vice President for Student Affairs of the University
- B. The Vice President for Development and Alumni Relations shall be the Chair of the Alumni Board. The President of the Association shall be the Vice Chair. The Chair shall preside at all meetings of the Alumni Board.
- C. In the event that the Chair is unable to be present at any meeting of the Alumni Board, the Vice Chair shall preside over such meetings.
- D. The Alumni Board may establish committees as it deems necessary.
- E. If any member of the Alumni Board ceases to hold his or her position with the Association or the University, such person simultaneously shall cease to be a member of the Alumni Board and shall be succeeded by the person who succeeds to the same position with the Association or the University.
- F. The term of office for the two Members at-Large shall be two years, coinciding with the term of office of the Association officers.

Section 2. A majority of the membership of the Alumni Board at a duly called meeting shall constitute a quorum.

Section 3. Meetings

- A. The Alumni Board shall meet at least once a year at such time and date as may be determined by the Alumni Board.
- B. Between annual meetings, the Alumni Board may convene special meetings or may approve actions by mail, teleconference or other electronic means as long as a quorum is present at such meetings.

Section 4. Powers and Duties of the Chair of the Alumni Board.

- A. The Chair of the Alumni Board shall preside at all meetings of the Alumni Board at which he or she is present.
- B. The Chair shall report to the President of the University and in all respects shall be subject to the supervision, direction and control of the President of the University and the Board of Trustees of the University.

ARTICLE VII Alumni Council

Section 1. Purpose and Composition

- A. Subject to the authority of the University, the Alumni Council of the Association, ("Alumni Council") shall manage and administer the internal affairs of the Association and meets for the purpose of hearing reports and considering recommendations from its members.
- B. The Alumni Council shall advise the Alumni Board on issues of concern to the members of the Association and recommend policy for the Association and its Constituent Units.
- C. The Alumni Council shall consist of the following individuals:
 - i. The Association President;
 - ii. The Association Vice President for Administration;
 - iii. The Association Vice President for Finance;
 - iv. The Association Vice President for Membership and Engagement;
 - v. The Association Secretary;
 - vi. The Association Immediate Past President;
 - vii. The Director of Alumni Relations;
 - viii. The Regional Chairs and Regional Representatives from each region;
 - ix. The President of each Constituent Unit;
 - x. One (1) Member-At-Large appointed by the Association President;
 - xi. The elected university student representatives;

- xii. Any past President of the Association (excluding the Immediate Past President), who may serve as honorary voting members. Past Presidents (excluding the Immediate Past President) do not count in determining a quorum; and
 - xiii. The Association Parliamentarian.
- D. The Association President shall act as the Chair of the Alumni Council and shall preside at all meetings of the Alumni Council.
 - E. The Association Vice President for Administration shall act as Vice Chair of the Alumni Council.
 - F. If the Chair is unable to be present at any meeting of the Alumni Council, the Vice Chair shall preside over such meeting.
 - G. In the event any member of the Alumni Council ceases to hold his or her position with his/her Constituent Unit, the Association, or the University, such person shall simultaneously cease to be a member of the Alumni Council. Said individual shall be succeeded by the person who succeeds to the same position with the Association or the University.
 - H. The Alumni Council may establish committees as it shall deem necessary.
 - I. Each Member of the Alumni Council shall be a Sustaining Member.

Section 2. Quorum. One quarter of the membership of the Alumni Council at a duly called meeting shall constitute a quorum.

Section 3. The Alumni Council shall meet as set forth in Article XII.

Section 4. Good Standing

- A. "Good standing" shall mean a member whose status is not under revocation or suspension.
- B. With the exception of the Director of Alumni Relations and the elected student officers of the University, all members of the Alumni Council must be members in good standing of the Association.
- C. Alumni Council members who are not in good standing shall not be entitled to vote on any matter presented to the Alumni Council, and the presence of such individual shall not count in determining whether a quorum is achieved.

Section 5. Active Constituent Units

- A. For the purpose of a quorum, with respect to local alumni clubs, school-based or interest-based alumni associations/clubs and professional alumni associations/clubs, only "active" Constituent Units shall be counted.

- B. A Constituent Unit is considered active when it has
 - i. Held at least one (1) Annual Meeting;
 - ii. Held a minimum of three (3) regular meetings or events during the past fiscal year;
 - iii. Maintained at least ten (10) members;
 - iv. Has a president who is a sustaining member of the Association; and
 - v. Submitted all required financial and activity reports.
- C. Inactive constituent units shall have no voting power during the annual Alumni Council meeting or a special meeting of the Alumni Council.

Section 6. If a quorum is not achieved during the annual Alumni Council meeting or a special meeting of the Alumni Council, any action taken at the meeting must be validated and ratified via electronic vote within thirty (30) days of the meeting by a majority vote of the membership of the Council.

ARTICLE VIII

Association Officers

Section 1. Election and Tenure.

- A. The Officers of the Association shall be
 - i. President;
 - ii. Vice President for Administration;
 - iii. Vice President for Finance;
 - iv. Vice President for Membership and Engagement;
 - v. Secretary;
 - vi. Executive Secretary; and
 - vii. Such other officers as the Alumni Council from time to time may consider necessary for the proper conduct of the business of the Association.
- B. The Officers shall be elected biennially in even numbered years by the members of the Association in accordance with Article IX.
- C. The Executive Secretary shall be that person who holds the office of Director of Alumni Relations at the University.
- D. The term of office for each Officer shall commence on July 1 of each even numbered year immediately following the election to office and shall conclude on June 30 of the next even numbered year.
- E. No elected Officer shall serve more than two consecutive terms.

- F. Upon leaving office, the Association President, during the period (s)he serves as Immediate Past President, is ineligible for election or appointment to a position on the Executive Committee.
- G. The Association Vice Presidents may only run for Association President or a higher-ranked Vice President position upon the end of his/her term unless a minimum of two years has elapsed since the term ended.
- H. No Association Officer may simultaneously serve as an officer of a Constituent Unit, Region Chair, or Region Representative during his/her term.

Section 2. Powers and Duties of the President.

- A. The President shall preside at all meetings of the Alumni Council, the Executive Committee, and the Officers Committee.
- B. The President shall be the Vice Chair of the Alumni Board.
- C. The President shall take an active role in promoting the Association's vision and executing its strategic initiatives along with Association activities to the University community.
- D. The President shall be an ex-officio voting member of all committees except the Nominating Committee.
- E. The President shall have and perform such other duties as may, from time to time, be assigned by the Alumni Council.

Section 3. Powers and Duties of the Vice President for Administration.

- A. The Vice President for Administration shall be responsible for overseeing the operations and governance of the Association.
- B. The Vice President for Administration shall monitor and prepare reports on the Association's Alumni Council and make recommendations about the Association's governance framework structure.
- C. The Vice President for Administration shall have such powers and shall perform such other duties as may be assigned by the Alumni Council or by the President.
- D. In the case of the absence or disability of the President, the Vice President for Administration shall perform the duties of that office.

Section 4. Powers and Duties of the Vice President for Finance.

- A. The Vice President for Finance shall prepare an annual budget and other budgets as needed, or as requested by the Association President or Alumni Council.
- B. The Vice President for Finance shall monitor and prepare reports on Association accounts, make recommendations about the Association's funding structure.

- C. The Vice President for Finance shall perform such other financial duties as may be assigned by the Alumni Council or by the President.

Section 5. Powers and Duties of the Vice President for Membership and Engagement.

- A. The Vice President for Membership and Engagement shall develop and implement an annual plan to increase sustaining members and engagement of the membership of the Association and its Constituent Units ("Membership Plan").
- B. The Membership Plan shall be presented to the Executive Committee at least thirty (30) days prior to the annual meeting of the Alumni Council.
- C. The Vice President for Membership and Engagement shall perform such other duties as may be assigned by the Alumni Council or by the President.

Section 6. Powers and Duties of the Executive Secretary.

- A. The Executive Secretary shall give notice of all meetings of the Alumni Board, the Alumni Council, and all other notices required by law or by this Constitution.
- B. The Executive Secretary shall record all proceedings of the meetings of the Alumni Board and shall make available as printed or digital media.
- C. The Executive Secretary shall perform such other duties as may be assigned by the Alumni Board.

Section 7. Powers and Duties of the Secretary.

- A. The Secretary shall give notice of all meetings of the Executive Committee, the Officers Committee, and all other notices required by law or by this Constitution.
- B. The Secretary shall record all proceedings of the meetings of the Alumni Council, the Executive Committee, and the Officers Committee as printed or digital media.
- C. The Secretary shall provide assistance, as necessary, to the Executive Secretary.
- D. In the case of the absence or disability of the Secretary, the President of the Association shall appoint a secretary pro tempore.
- E. The Secretary shall perform such other duties as may be assigned by the Alumni Council or by the President.

Section 8. Powers and Duties of the Parliamentarian

- A. The Parliamentarian shall give advice on parliamentary procedure to the Association President, Officers, Executive Committee, and Alumni Council.
- B. The Parliamentarian shall interpret and apply Robert's Rules of Order for the Alumni Council and Executive Committee meetings.

- C. The Parliamentarian is required to have knowledge and understanding of the Association Constitution, Board of Trustee and Constituent Unit Bylaws, and HUAA governance documents. Whenever necessary and/or if assigned, the Parliamentarian should assist in drafting and reviewing these documents.
- D. The Parliamentarian shall have knowledge of the Association nomination and election process.
- E. The Parliamentarian shall perform such other duties as may be assigned by the Alumni Council or by the President.

Section 9. Powers and Duties of the Member at Large.

- A. The Member at Large shall support HUAA mission and goals and act as a liaison with membership.
- B. The Member at Large shall stay informed and share expertise and knowledge to inform and educate the Executive Committee.
- C. The Member at Large shall perform such other duties as may be assigned by the Alumni Council or by the President.

ARTICLE IX Association Regional Positions

Section 1. Election and Tenure.

- A. There shall be one (1) Regional Chair to represent each region in Article V.
- B. Each Regional Chair shall be elected biennially in even numbered years by the members of each of the seven regions in accordance with Article X.
- C. The term of office for each Regional Chair shall commence on July 1 of each even numbered year immediately following the election to office and shall conclude on June 30 of the next even numbered year.
- D. No elected Regional Chair shall serve more than two consecutive terms.
- E. No Regional Chair may simultaneously serve as an officer of a Constituent Unit, or Region Representative during his/her term.

Section 2. Powers and Duties of the Regional Chair.

- A. Regional Chairs help establish new Constituent Units and address issues for Constituent Units within their assigned region. Regional Chairs also oversee club activities in collaboration with Regional Representatives.

- B. Regional Chairs serve on the Finance and Fundraising Committee and will assist with HUAA fundraising programs.
- C. Regional Chairs perform other duties as assigned by the Association President and the Alumni Council.
- D. *Regional Representatives.* Regional Chairs shall have the discretion to appoint up to three (3) Regional Representatives to serve a term concurrent with the appointing region chair and subject to the majority approval of the Executive Committee.

Section 3. Powers and Duties of the Regional Representative.

- A. Regional Representatives assist Regional Chairs with duties.
- B. Regional Representatives are the primary point of contact for Constituent Units.
- C. Regional Representatives perform other duties as assigned by the Regional Chair.

ARTICLE X Election of Association Officers and Regional Chairs

Section 1. Election Process

- A. Nominations for the Officers and Regional Chairs shall be submitted through the Nominating Committee to the Association President and the Association Executive Secretary by no later than February 28 of the year in which the election is to be held.
- B. The vote of the members shall be conducted by electronic means using a ballot developed by the Director of Alumni Relations.
- C. The candidate for each office hereunder who received the highest number of votes shall be elected to that office.
- D. All Association members in good standing as of forty-five (45) days prior to the last day to cast ballots shall be eligible to vote.
- E. Election results shall be tabulated by an independent accounting firm or electronic voting vendor and the results must be published within thirty (30) days of the tabulation.

Section 2. Officers.

- A. Qualifications to run for President and Vice President for Administration of the Association are as follows:
 - i. An earned degree from the University;
 - ii. Graduated at least three (3) years prior to the election;
 - iii. Served in an Association leadership position on the Executive Committee for two (2) years immediately prior to assuming office; and
 - iv. Must be a Sustaining Member of the Association.

- B. Qualifications to run for Vice President for Finance, Vice President for Membership and Engagement, and Secretary of the Association are as follows:
- i. Earned a degree from the University;
 - ii. Graduated at least three (3) years prior to the election;
 - iii. Served in an Association leadership position - either locally, regionally, or nationally - for two (2) years immediately prior to assuming office; and
 - iv. Must be a Sustaining Member of the Association.

Section 3. Regional Chairs and Representatives.

- A. Qualifications to run for Regional Chair of the Association are as follows:
- i. An earned degree from the University;
 - ii. Graduated at least three (3) years prior to the election; and
 - iii. Been a member of an Association constituent unit in the representing region for at least two (2) years immediately prior to assuming office.
 - iv. Region I-VI: Must reside in the Region during the entirety of term and two years prior to taking office.
 - v. Region VII: Must be a member of a school-based, interest-based club or Professional association/club during the entirety of the term and two years prior to taking office.
- B. Qualifications to serve as Regional Representative of the Association are as follows:
- i. An earned degree from the University;
 - ii. Have graduated at least two (2) years prior to the appointment;
 - iii. Been a member of the Association for at least two (2) years immediately prior to assuming office.
 - iv. Region I-VI: Must reside in the Region during the entirety of term and two years prior to taking office.
 - v. Region VII: Must be a member of a school-based, interest-based club or Professional association/club during the entirety of the term and two years prior to taking office.

Section 4. All elected Officers and Regional Chairs, and appointed Officers and Regional Representatives must:

- A. Participate in an Association training within forty-five (45) days of assuming office; and
- B. Participate in an orientation program developed by the Department of Alumni Relations within one hundred and twenty (120) days of assuming office.

Section 5. Removal.

- A. An elected Officer or Regional Chair may be removed from office by the Alumni Council at a regular or special meeting for good cause, including, but not limited to, the following:
 - i. Failure to fulfill the duties of the office; and/or
 - ii. Taking any action or engaging in any activity which could bring disrepute, damage or injury to the stature or reputation of the University.
 - iii. "Good cause" for purposes of this Section includes the factors mentioned in this subpart as well as factors listed in the Association Governance Manual.
- B. Removal shall require an affirmative vote of two-thirds (2/3) of the members of the Alumni Council, not including the past Presidents.
- C. Removal from office includes, without any additional action, removal from the membership of the Alumni Council, the Executive Committee and any other Association committee.
- D. The Vice President for Development and Alumni Relations, in accordance with the Office of General Counsel, reserves the right to remove any officer, Regional Chair or Regional Representative who has taken any action or engaged in any activity which has brought disrepute, damage or injury to the stature or reputation of the University or the Association.
- E. The appointed members of the Executive Committee may be removed by a two-thirds (2/3) vote of the Executive Committee at a regular or special meeting for the same good cause factors listed above.
- F. Regional Representatives may be removed with cause at the discretion of the Regional Chair and a vote of the Executive Committee at a regular or special meeting.

Section 6. Vacancies.

- A. In the case of a vacancy in the office of President, the Vice President for Administration shall succeed to the office of President and shall serve until the expiration of the current term.
- B. In the case of concurrent vacancies in both the Presidency and the Vice Presidency for Administration, the Executive Committee by a majority vote shall appoint an Acting President and Vice President for Administration who will serve until the expiration of the current term.
- C. In the case of a vacancy in any other HUAA office, the President shall appoint a successor, with approval by a majority vote of the Executive Committee, who will serve until the expiration of the current term.

- D. Should a vacancy occur in the position of Regional Chair, the Association President shall appoint the successor, with approval by a majority vote of the Executive Committee, who will serve until the expiration of the current term.
- E. If the predetermined line of succession fails to produce an individual willing to serve, the President shall appoint a successor, subject to the majority approval of the Executive Committee. Such individual shall serve until the expiration of the current term.
- F. Should a vacancy occur in the appointed positions of the Executive Committee, the Association President shall appoint the successor, subject to the majority approval of the Executive Committee, who will serve until the expiration of the current term.
- G. Should a vacancy occur in the positions of Member-at-Large to the Alumni Board, the vacancy shall be filled by the original appointing authority, *i.e.* the Chair or Vice Chair of the Alumni Board and serve until the expiration of the current term. The appointment shall be subject to approval by a majority vote of the Alumni Board, and the appointee shall serve until the expiration of the current term.

ARTICLE XI Committees

Section 1. The Association President, with the majority approval of the Executive Committee, has the authority to establish committees and appoint chairs of such committees, unless otherwise directed by resolution of the Alumni Council and/or stipulation in this Constitution.

Section 2. The Association President and Executive Secretary shall be ex-officio members of all committees with voting privileges, unless otherwise provided by this Constitution.

Section 3. The Executive Committee.

- A. The Executive Committee shall be a standing committee consisting of the following individuals:
 - i. The Association President;
 - ii. The Association Vice President for Administration;
 - iii. The Association Vice President for Finance;
 - iv. The Association Vice President for Membership and Engagement;
 - v. The Association Secretary;
 - vi. The Association Executive Secretary;
 - vii. The Region Chairs;
 - viii. Four (4) Constituent Unit Presidents;
 - ix. Association Parliamentarian;
 - x. Member-At-Large of the Alumni Council;

- xi. The Association Immediate Past President; and
 - xii. The elected student members of the Alumni Council.
- B. The Association President, with majority approval of the Executive Committee, has the authority to appoint the four (4) Constituent Unit Presidents, Member-At-Large, and Association Parliamentarian.
- i. Subject to the following sub-section ii, each appointed Constituent Unit President must be the active president of his/her constituent unit during the entirety of his/her appointment; or
 - ii. Should an appointed Constituent Unit President cease to hold his/her office as Constituent Unit President, the Association President shall have the option to keep the Constituent Unit President or remove him/her and appoint a replacement to serve for the remainder of the removed president's term on the Executive Committee.
- C. The identities of the standing members of the Executive Committee shall change immediately as the identities of the individuals serving in such capacities change and without further action by the President.
- D. The term of office for the appointed positions shall be two years to coincide with the terms of office of the Association officers. The Constituent Unit Presidents and Member-At-Large may be reappointed to a second two-year term. The Association Parliamentarian and Committee Chair appointments may be reappointed beyond a second two-year term.
- E. The Executive Committee, as the agent of the Alumni Council, shall be responsible for the management and administration of the Association, and to the extent permitted by law and this Constitution, shall have all powers that the Alumni Council otherwise would have.
- F. Wherever in this Constitution any reference is made to the Alumni Council or any of its powers, such references shall be deemed to refer to and include therein the Executive Committee duly designated by the Alumni Council.

Section 4. The Nominating Committee.

- A. The Nominating Committee shall consist of seven (7) members elected annually by the Alumni Council and chaired by a member of the Executive Committee.
- B. The Nominating Committee shall be comprised of representatives of the regions and no region may have more than one (1) member.
- C. Each member of the Nominating Committee shall be a member of the Association in good standing and cannot be nominated for office or an award.
- D. Nominations for the Nominating Committee are taken from the floor at the annual Alumni Council meeting. These names are subsequently voted on by the Alumni Council during this meeting.

- E. The Nominating Committee shall be responsible for developing a slate of candidates for Association Officers and Regional Chair positions, and other positions or awards as assigned by the Alumni Council or Executive Committee.

Section 5. Officers Committee.

- A. The Officers Committee shall include the following:
 - i. Association President;
 - ii. Association Vice President for Administration;
 - iii. Association Vice President for Finance;
 - iv. Association Vice President for Engagement;
 - v. Association Secretary;
 - vi. Association Executive Secretary; and
 - vii. Such other officers as the Alumni Council may consider necessary for the proper conduct of the business of the Association.
- B. The Officers Committee shall act as an agent of the Executive Committee in the management and administration of the Association.

Section 6. All members of any Association committee must be members in good standing of the Association. If any individual ceases to be a member in good standing of the Association, that individual simultaneously shall cease to be a member of the Association committee.

ARTICLE XII

Meetings

Section 1. Annual Meeting of the Alumni Council.

- A. The Alumni Council shall meet annually during the first weekend of June at the University, or on such other date as may be decided by a two-thirds (2/3) vote of the Alumni Council, not including the past Presidents.
- B. Written notice of the Alumni Council annual meeting shall be given to the members of the Alumni Council at least thirty (30) days prior to the scheduled meeting date.

Section 2. Special Meetings of the Alumni Council.

- A. The Association President and/or the Association Executive Secretary may call special meetings of the Alumni Council with the approval of a majority of the members of the Alumni Council.
- B. Written notice of such special meeting shall be given to the members of the Alumni Council at least seven (7) days prior to the scheduled meeting date.

Section 3. Regular Meetings of the Executive Committee.

- A. Regular meetings of the Executive Committee shall be held on the weekend of the University's Opening Convocation and the weekend of the University's Charter Day Convocation or on such other dates as may be decided by a majority of the Executive Committee members.
- B. Written notice must be given to the members of the Executive Committee at least thirty (30) days prior to the scheduled meeting date.

Section 4. Special Meetings of the Executive Committee.

- A. Special meetings of the Executive Committee may be called by the Association President or the Association Executive Secretary and/or upon the written request of a least a majority of the members of the Executive Committee.
- B. Written notice of such special meetings must be given to the members of the Executive Committee at least seven (7) days prior to the date of the special meeting.

Section 5. Quorum. A majority of the membership of any committee in regular or special session shall constitute a quorum (unless otherwise specified).

Section 6. Teleconference. Regular or special meetings of the Alumni Board, the Alumni Council, the Executive Committee, or any other committee may be held via teleconference upon the notification of a majority of the members of that body.

Section 7. Attendance at Alumni Council Meetings; Reimbursement of Expenses.

- A. It shall be the duty of each Alumni Council member to attend the annual meeting of the Alumni Council.
- B. In the event of a member's inability to attend, he or she shall give another member of the Association his or her proxy in a form provided by the Department of Alumni Relations.
- C. Attendees at Alumni Council meetings are limited to holding one (1) proxy. In other words, no attendee may hold more than one proxy.

- D. Any reimbursements for travel and related expenses by the Association shall comply with the travel procedures established by both the University and the Association.

Section 8. Attendance at Executive Committee Meetings; Reimbursement of Expenses.

- A. It shall be the duty of each Executive Committee member to attend Executive Committee meetings.
- B. In the event of a member's inability to attend, he or she shall give another member of the Association his or her proxy in a form provided by the Department of Alumni Relations.
- C. Any reimbursements for travel and related expenses by the Association to Executive Committee members shall comply with the travel procedures established by both the University and the Association.

Section 9. Attendance at Alumni Board Meetings; Reimbursement of Expenses.

- A. It shall be the duty of each Alumni Board member to attend at least one (1) annual meeting of the Alumni Board.
- B. Each member of the Alumni Board shall be responsible for his or her own travel and related expenses to attend such Alumni Board meeting, unless otherwise approved by the Alumni Board.
- C. Any reimbursements for travel and related expenses by the Association to the Alumni Council Officers and Members-at-Large shall comply with the travel procedures established by both the University and the Association.

Section 10. Meetings of the Officers Committee.

- A. The Association President and/or the Association Executive Secretary may call
- B. meetings of the Officers Committee on an as needed basis.
- C. A call for such a meeting shall take place with at least three (3) days advance notice.
- D. Such meetings shall be conducted via teleconference or by any other means as determined by the Officers Committee.

Section 11. Informal Action.

- A. Any other action required or permitted to be taken by the Alumni Board, Alumni Council, Executive Committee or any committee thereof, may be taken without a formal meeting.
- B. Voting shall be conducted by electronic means.

ARTICLE XIII

Annual Reports

Section 1. The President of the Association shall prepare an annual report to be presented at the annual meeting of the Alumni Council. Additionally, the President may present a suggested program of activities and goals for the coming year at the annual Alumni Council meeting.

Section 2. Regional Chair and Constituent Unit Annual Reports

- A. The President of each Constituent Unit and each Regional Chair shall submit an activity report to the Alumni Council fourteen (14) days prior to the Alumni Council Meeting.
- B. Additionally, each President of a Constituent Unit shall submit an end-of-the-year financial report and other reports requested by the Department of Alumni Relations by June 30 of each year.
- C. A Constituent Unit shall lose active status if its annual report is not timely submitted pursuant to the terms of this paragraph and shall remain in inactive status until said annual report is submitted.

Section 3. The Director of Alumni Relations shall prepare an annual report of Association programs to be presented at the annual meeting of the Alumni Council.

Section 4. The Vice President for Finance shall submit a year-end report of the Association's income and expenses and a proposed budget for the coming year at the annual meeting of the Alumni Council.

Section 5. The Vice President for Membership and Engagement shall submit a year-end report on membership at the annual meeting of the Alumni Council, including reports on the levels of sustaining members, changes from previous years and strategies for increasing engagement of membership for the Association and its Constituent Units.

ARTICLE XIV

Amendments and Procedures

Section 1. Amendments.

- A. Any amendment to this Constitution shall require the two-thirds (2/3) vote of those members present and voting by both the Alumni Council and the Alumni Board at a regular or special meeting of the Alumni Council and the Alumni Board.

- B. The Director of Alumni Relations shall provide notice of the proposed amendment(s) to all Alumni Council members either in writing or by publication not less than forty-five (45) days prior to such meeting.
- C. Such notice shall include a copy of the proposed amendment(s) to the Constitution.
- D. All such amendments shall be subject to ratification by the University Board of Trustees.
- E. The University Board of Trustees reserves the right to amend this Constitution at any time with a majority vote of the Alumni Board.

Section 2. Procedures.

- A. Robert's Rules of Order: The most recent version of Robert's Rules of Order shall govern all proceedings of any regular or special meetings of the Association, the Alumni Board, the Alumni Council, and the Executive Committee, provided that the aforementioned entities have not adopted other rules or procedures governing such meetings. The Association Parliamentarian shall ensure that the Association is using the most current version of Robert's Rules of Order.
- B. Waiver: For any restriction of this Constitution, a member may apply for a waiver. Granting a waiver is not automatic. Whether to grant the waiver application shall be determined by the Executive Committee.