

**BY-LAWS OF THE  
Black Alumni & Friends Chapter**

An Affiliate of the  
Northwest Missouri State University Alumni Association

**Adopted and Approved 10/25/2019**

**MISSION STATEMENT**

*The Northwest Alumni Association fosters lifelong relationships through initiatives and opportunities that advance the University and its Alumni, future alumni, and friends.*

*The mission of the Northwest Missouri State University Black Alumni & Friends Chapter shall be to: promote the interests, needs, and relationships of African American alumni and students at Northwest Missouri State University and to serve as a source of ideas, recommendations, and information to the Board of Directors of the Northwest Missouri State University Alumni Association and the Office of Diversity and Inclusion relative to the well-being and progress of African American alumni and students at Northwest Missouri State University.*

**ARTICLE I: NAME**

The name of the organization shall be the Black Alumni & Friends Chapter, herein referred to as the Chapter. Use of the chapter name should be sanctioned and approved by the Chapter President.

**ARTICLE II: AFFILIATION & PURPOSE**

The Chapter is an affiliate of the Northwest Missouri State University Alumni Association, as part of the Northwest Foundation, Inc., an independent, not-for-profit educational corporation. The purpose of the Chapter is to promote the interests, needs and relationships of African American Alumni and former students, to promote a spirit of unity, connectivity and involvement with Northwest Missouri State University, to mentor current African American students and encourage the development of an academic and social environment that attracts, retains, and develops African American students to their fullest potential, to determine concerns, issues, and conditions regarding African American Alumni, former and current students, and advise the Alumni Association.

The Chapter endorses and pledges its support of Northwest Foundation, Inc., which is the official fund-raising agency of Northwest Missouri State University.

All Chapter by-laws shall be consistent. Chapters report to the Board of Directors of the Alumni Association who, in turn, report to the Board of the Northwest Foundation. All finances shall be processed through the Alumni Association which, in turn, reports to the Northwest Foundation.

## **ARTICLE III: MEMBERS**

Membership in this Chapter outside of the following designations shall be deferred to the Northwest Missouri State University Alumni Association.

### **Section 1. Membership in the Black Alumni & Friends Chapter**

Membership in the Chapter includes all persons of African descent who have attended Northwest Missouri State University, all persons of African descent who have received honorary degrees from the University, and any friends and family members who have an affinity for the Black Alumni Chapter.

### **Section 2. Membership in the Alumni Association**

The Board of Directors of the Alumni Association may establish and prescribe contributions for membership in the Association with approval by the Northwest Foundation, Inc. All contributing members of the Association shall enjoy all the rights and benefits as may be determined from time to time by the Board. The Northwest Missouri State University Alumni Association recognizes all who contribute annually to the Northwest Foundation, Inc. Membership levels of the Association shall be determined by the following criteria:

(a) Active Alumni Membership:

All graduates of Northwest Missouri State University will be confirmed to *Alumni Membership* in the Association. No contribution is required to become a member.

(b) Friends Membership:

Any person who did not attend Northwest will also have no contribution required to become a member.

### **Section 3. Rights, Benefits and Privileges**

All active members in good standing shall receive identical rights, benefits, and privileges of membership as may be determined from time to time by the Board.

## **ARTICLE IV: OFFICERS AND DUTIES**

### **Section 1. Officers**

Officers of this Chapter shall consist of a President, a Vice President, Secretary and Treasurer. These officers shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted in Article VIII of these by-laws. The officers will be elected by the Board and serve at the pleasure of the Board and shall be an active member of the Northwest Alumni Association as stated in Article III, Section 2 (a)(2).

### **Section 2. Term and Eligibility**

Officers shall serve for a period of two years or until their successors are elected, and their terms of office shall begin at the close of the meeting at which they are elected. No member shall hold more than one office at a time; and no member shall be eligible to serve more than two consecutive terms in the same office.

### **Section 3. Nominations**

Nominations must be presented to the Board Development/Nominating Committee at least 30 days prior to the meeting in which the election is to occur. The Board Development/Nominating Committee must submit in writing, either electronically or by traditional mail, a recommended slate to all board members at least 7 days prior to the meeting in which the election is to occur.

### **Section 4. Elections**

The slate of officers shall be elected at a meeting regularly held for such purpose. The slate shall be filled by a simple majority of the general members voting in person. Notice of the regular meetings in which an election will take place shall be sent to the membership not less than 14 days prior to the meeting date.

### **Section 5. Resignation or Removal**

Any officer may resign by notice in writing to the Board of Directors in care of the President. Any officer may be removed from office upon the vote of at least two-thirds of the Directors present at a meeting where a quorum of the Directors exists. Such removal shall be considered upon the request of not less than five Directors; any such request shall be submitted in writing to the Board in care of the President. The officer in question shall receive written notice not less than 30 days in advance of the meeting at which the issue of removal is to be addressed. Upon request of the officer subject to the removal action, a hearing shall be held at said meeting prior to the vote of the Directors.

### **Section 6. Vacancies**

In the event of a vacancy in the office of President, the Vice President shall fill the office for the unexpired term. Other vacancies shall be filled by appointment of the President, with approval of the Chapter Board of Directors, for the unexpired term. In the event of the absence or inability to act as the President, the Vice President shall temporarily carry out the duties of the office.

### **Section 7. Duties of the President**

- The President shall call and preside at all meetings of the Chapter, its Board of Directors and shall have general charge of, and control over, its operations. The President shall appoint the members of all committees and shall be an ex-officio member of all committees, except the Board Development/Nominating Committee. The President shall prepare the meeting agendas. The President shall prepare and submit an annual report to the Alumni Association. The President shall perform such additional duties as may from time to time be prescribed by the Board of Directors or the By-laws. Any communications by the Board of Directors to the Chapter membership must be signed by the President, pre-approved by the Director of Alumni Relations at least 7 days prior to issuing and a copy of it must be sent to the Director of Alumni Relations. The President shall act as the official public representative of the chapter and approve all public communications related to chapter operations, programs or activities.

## **Section 8. Duties of the Vice President**

The Vice President shall assist the President in the operations of the Chapter and shall perform such additional duties as may be prescribed from time to time by the Board of Directors or the By-laws. The Vice President shall succeed to the office of President in the event of a vacancy in the office of President. In the absence of the President, the Vice President shall serve in his or her stead. The Vice President shall collaborate with the University staff to collect and disburse funds, shall be entrusted with custody of the funds of the Chapter, and shall disburse funds upon the authority of the Board of Directors or the By-laws. The Vice President shall make a full financial report annually and make such interim reports as the Board of Directors or Executive Committee may direct. The Vice President shall serve as parliamentarian according to Article IX.

## **Section 9. Duties of the Secretary**

The Secretary shall keep a record of all the proceedings of the Chapter; shall keep on file all committee reports; shall collaborate with the University staff to maintain the official membership roll and send out notices of each meeting; shall maintain record books of by-laws, standing rules and minutes; shall present the meeting agenda; and shall conduct the general correspondence of the Chapter. The Secretary shall make the minutes and records of the Chapter reasonably available to any member upon request. In the absence of the President and Vice President, the Secretary shall call the meeting to order and preside until the immediate election of a president pro tempore.

## **Section 10. Duties of the Treasurer**

The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the chapter budget, activity budgets, help develop fundraising plans, and track collections and expenditures for programming and fundraising activities. Collection and disbursement of funds shall be the responsibility of the Advancement Services of the Alumni Association.

# **ARTICLE V: MEETINGS**

## **Section 1. Bi-Annual Chapter Membership Meetings**

The Chapter shall hold at least two membership at large meetings annually during the summer (on a date to be determined by the Executive Committee) and on the Friday of Homecoming weekend. Notice of the meetings shall be sent to the membership not less than 14 days prior to the meeting.

## **Section 2. Quarterly Board Meetings**

The Board of Directors of the Chapter shall hold quarterly meetings on dates to be determined by the Board of Directors. In addition, other regular meetings may be scheduled as needed for the transaction of business or to carry out the purposes of the Chapter. Notice of the quarterly meetings and of any other regular meetings shall be sent to the Board membership not less than 14 days prior to the meeting date.

### **Section 3. Special Meetings**

Special meetings may be called by the President or by the Board of Directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 7 days notice shall be given.

### **Section 4. Quorum**

A simple majority of the voting Board or members of the Chapter shall constitute a quorum for the conduct of any business of the Chapter.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall be made up of the officers of the Chapter, the immediate past president, appointed chairs of standing committees and no more than 12 total Directors elected by the membership.

### **Section 2. Powers & Duties**

The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings, determine the hour and place of meetings, make recommendations to the Chapter and perform such other duties as are specified in these by-laws. The Board may solicit funds for specific Chapter purposes; which must be approved and coordinated by the Vice President of University Advancement and the Director of Alumni Relations. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

### **Section 3. Meetings**

The Board in accordance with the Qualities of Excellence, shall meet as often as necessary for the transaction of business or to carry out the purposes of the Chapter; it shall determine its own meeting times. Special meetings of the Board may be called by the President or Executive Committee. Procedures for notice shall be similar to those established in Article V, Sections 1 and 2. The Board may authorize the transaction of business by the Board by mail or by electronic communication. All members of the Chapter are entitled to attend Board meetings.

#### **Section 4. Term and Eligibility**

- (a) No person shall be selected for more than 4 consecutive years or two two-year terms as a Director of the Chapter, except as follows: Officers listed in Article IV, Section 1, shall be members of the Board for as long as they hold office, without regard to any limit otherwise imposed by this Section.
- (b) After absence from the Board of Directors for a minimum of two years, any former Director may be selected for additional terms as a Director; however, such additional service is again subject to the limits imposed herein.

#### **Section 5. Nominations**

A Board Development/Nominating Committee shall be appointed, and the procedures established in Article IV, Section 3, shall be followed to fill vacancies on the Board of Directors.

#### **Section 6. Elections**

The election procedure established in Article IV, Section 4, shall be followed in electing members to the Board of Directors.

#### **Section 7. Resignation or Removal**

Any Director may resign by notice in writing to the President in care of the Secretary. Any Director may be removed from office for good cause upon the vote of at least two-thirds of the Directors present at a meeting where a quorum of the Directors exists. Such removal shall be considered upon the request of not less than five Directors; any such request shall be submitted in writing to the President in care of the Secretary. The Director in question shall receive written notice not less than 30 days in advance of the meeting at which the issue of removal is to be addressed. Upon request of the Director subject to the removal action, a hearing shall be held at said meeting prior to the vote of the Directors.

#### **Section 8. Vacancies**

Vacancies may be filled by appointment of the President, with approval of the Chapter Board of Directors, for the unexpired term.

### **ARTICLE VII: COMMITTEES AND TASK FORCES**

#### **Section 1. Standing Committees**

- (a) Standing committees shall consist of Student Engagement & Support, Board Development/Nominating, Development/Scholarship and Bi-Annual Reunion.
- (b) The President, with the approval of the Board, shall appoint or reappoint the committee Chairmen each year. Chairmen of standing committees shall be considered members of the Board of Directors when appointed and are subject to the term limitations established in Article VI, Section 4. The Chair of each committee shall select a substantial number of committee members, not less than three, who are not Directors and shall make attempts to be reflective of the membership it represents.

- (c) **Student Engagement & Support Committee-** The duties of this committee will be to work jointly with the Office of Admissions, the Northwest Alumni Association and the Office of Diversity and Inclusion on the recruitment and retention of Black Students, to plan and implement activities to allow Black Alumni to provide support, mentoring, networking opportunities for undergraduate black students and recent black alum and to maintain close working relationships deemed vital by the Black Alumni with other pertinent university departments. This committee will also be responsible for assisting the Chapter in securing active communications with current students and keeping the Chapter connected to recent black graduates of NWMSU.
- (d) **Board Development/Nominating Committee-** The President shall name a Board Development/Nominating Committee from the Board of Directors to submit nominations for officers and appropriate Directors for the ensuing year. The Vice President of the Chapter shall chair the Board Development/Nominating Committee and said committee shall be active year-round. Solicitation for nominations of Board members may be sought through electronic and print communications. Nominations may be submitted throughout the year to the Nominating Committee through electronic and print communications.
- (e) **Development/Scholarship Committee-** The duties of this committee will be to seek contributions from the membership and friends to further the aims of the chapter and to fund scholarships for current African American students. This committee will be in charge of the annual African American Scholarship Fundraising campaign and responsible for maintaining a close working relationship with the Northwest Foundation. Any money raised by the chapter shall be contributed to support programming, scholarship, students, or to contribute to the preservation and/or recognition of the contributions of former African American students, staff or faculty.
- (f) **Bi-Annual Reunion Committee-** The duties of this committee will be to plan and implement activities for the bi-annual Black Alumni Reunions held over homecoming weekend. This committee will also be responsible for assisting the chapter in the management of communications with the black alumni chapter membership. This committee will also serve as a resource to black alumni consistency groups that wish to hold reunions on campus.
- (g) The President of this Chapter automatically shall be an ex-officio member of all committees and task forces, except the Board Development/Nominating Committee.

## **Section 2: Other Committees and Task Forces**

- (a) The Board or the President may establish and appoint other committees and task forces deemed necessary or appropriate, to serve in an advisory capacity. The Chair of any such advisory committee or task force must be a member of the Chapter and is considered an advisor to the Board of Directors. Committees created by the Board or the President shall function for a term established by the Board of Directors or the President. A substantial number of members of each such committee and task force shall be persons who are not Directors.

## **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The usual parliamentary rules governing deliberative bodies contained in the current edition of *Robert's Rules of Order* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Chapter may adopt. The Vice President shall serve as the parliamentarian.

## **ARTICLE IX: AMENDMENT OF BY-LAWS**

- (a) These by-laws may be amended at any regular or special meeting of the Chapter by an affirmative two-thirds vote of those present, provided that the proposed amendments have been sent to all Board members of the Chapter not less than 14 days prior to the meeting at which they will be considered.
- (b) Amendments proposed on the floor must be tabled for vote until the next Board meeting or special meeting, which shall not be held less than 14 days from the date, proposed.

## **ARTICLE X: MISCELLANEOUS PROVISIONS**

### **Section 1. Fiscal year**

The fiscal year of the Chapter shall be from the first day of July each year through the 30<sup>th</sup> day of June in the succeeding calendar year.

### **Section 2. Definitions**

As used in these by-laws, the following terms shall mean:

- (a) Alumni: any person who attends or graduates from Northwest;
- (b) Annual Report: summary of all activities, copy of all minutes, membership roll;
- (c) Association: the Northwest Missouri State University Alumni Association;
- (d) Attendee: any person who enrolls and attends classes at Northwest;
- (e) Chapter: the Black Alumni & Friends Chapter;
- (f) Board or Board of Directors: the Board of Directors of the Black Alumni & Friends Chapter;
- (g) Director: a member of the Board of Directors;
- (h) Northwest: Northwest Missouri State University; and
- (i) University: Northwest Missouri State University.