

VIRGINIA STATE UNIVERSITY ALUMNI ASSOCIATION, INC.
BYLAWS

Article I.
Name

The name of this Association shall be the Virginia State University Alumni Association, Inc. (VSUAA).

Article II.
Purpose

VSUAA is organized for the mutual benefit and prosperity of Virginia State University (VSU), its graduates, former students, and others committed to our Alma Mater. As a collective expression of gratitude to VSU, we form ourselves into this association so that our work and dedication will strengthen and support our Alma Mater, ensuring that it remains a viable institution and that memories of our school life will be kept alive. This purpose and the following objectives are consistent with similar provision set out in the Articles of Incorporation adopted on June 6, 1949.

The objectives of the Association shall be to:

1. Act as a unifying organization.
2. Govern, all chapters established under the authority and sanction of VSUAA.
3. Solicit financial support and other resources from alumni, friends of the university and other sources such as government, foundations, and the corporate sector.
4. Assist in recruiting students to attend VSU and in providing financial support to VSU and its students.
5. Maintain a wholesome and supportive relationship with the University when suggesting or implementing Alumni programs.
6. Organize and mobilize the collective strength of the Alumni for the advancement of education.
7. Encourage a spirit of loyalty, love, and pride for our Alma Mater.
8. Encourage and maintain a friendly, working relationship among graduates, former students, and faculty and non-faculty VSU personnel.
9. Promote professional growth and reward outstanding service contributions to Statesmen (students and alumni of VSU).

Article III.
Membership

Section 1.

Membership in the VSUAA is open to any individual who is interested in advancing the goals of the Association, and meets the requirements for a class of membership as stated in Section 2 - A, B, and C.

Section 2.

There shall be three classes of membership as follows:

- A. Active members are those individuals who attended VSU, or its previous designation, and who pay annual dues, to the VSUAA directly or through a local chapter. All Active members shall have the right to vote and hold an elected office.
- B. Associate members are those individuals who have not attended VSU, but have been granted membership by a local chapter or the VSUAA and who pay annual dues. All Associate members shall have the right to vote and hold an elected office.
- C. Honorary members are those individuals upon whom membership is conferred by a local chapter or the VSUAA. Honorary membership shall be conferred upon any person(s), in recognition of contributions made to Chapters, VSUAA and VSU, upon recommendation of a majority vote of the VSUAA Board of Directors or a local Chapter. May serve on committees but shall not have a vote or hold an elected office.

Section 3. Life Members

Life Memberships are conferred to those individuals who meet the qualification in one of the above classes and have paid the Life Membership Fee. A subscribing life member is an individual making payments towards life membership.

Section 4.

- A. National Membership dues, including Life Membership, shall be recommended by the Board of Directors and approved by two-thirds majority vote of active members attending the Annual Meeting (May).
- B. All active and associate members shall pay local and national membership dues through a local chapter. If a local chapter is not located within a 50-mile radius, national dues shall be paid directly to the VSUAA.
- C. Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the By-laws of the VSUAA. Accompanying the application, the prospective member shall submit dues payable for the current year.

Section 5

During the term of service and thereafter, no member of VSUAA or the member's estate, personal representatives or heirs, shall be liable to VSUAA or to anyone claiming under, through, or in the name of VSUAA by reason of any action taken or omitted in good faith in their capacity as such member of VSUAA. The forgoing provision shall not exclude other defense or rights such members may be entitled as a matter of law.

If, during the term of service and thereafter, any member of the VSUAA or the member's estate, personal representatives, or heirs shall reasonably incur expenses or liabilities in resisting any claim or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such member, the VSUAA shall indemnify them against such expense

or liabilities. For the purposes of this paragraph, [a] the term “expenses and liabilities” shall include, but not limited to, attorney’s fees, court costs, judgments, and costs of reasonable settlements, and [b] the term “reasonable settlements” shall include, but not limited to, settlements or compromises approved for the VSUAA in a written opinion that the settlement or compromise is in the interest of the organization and falls within these provisions of the by-laws. The foregoing right of identification shall not be exclusive of other rights to which such member may be entitled as a matter of law or equity. For the purposes of the foregoing provisions of these by-laws, good faith of a member shall not be questioned on the grounds that action was taken or omitted by him in reliance upon the correctness of information supplied by others in the course of their duties.

The members of the VSUAA shall be fully protected in making any determination as to the existence or absence of liability, making or refusing to make any payment on the basis of such determination, and in taking any other action under these provisions of the by-laws in reliance upon the advice of counsel.

Article IV. **Organization**

Section 1.

- A. The VSUAA is an incorporated body.
- B. There shall be local chapters, and professional chapters, ex., Agriculture, Military, Human Ecology, etc. These chapters shall be organized in accordance with the By-laws of the VSUAA.
- C. Any group operating under the name of the VSUAA without express consent from the VSUAA is hereby prohibited.
- D. The fiscal year of the Association shall be July 1 through June 30.

Section 2.

The VSUAA Board of Directors shall meet quarterly in August, November, February and May. Special meetings may be called when necessary, based on two-thirds vote of the Board. Quarterly meetings, other than the Annual Meeting, may be held at alternate locations as designated by the Board of Directors.

Section 3.

- A. There shall be at least seven (7) prospective members in order to apply for a local chapter charter. Each chapter shall be granted a written charter. This charter shall be the chapter’s official badge of membership.
- B. The VSUAA Board of Directors must approve all applications for the organization of a chapter. Applications shall be obtained from and returned to the Board of Directors. There shall be a charter fee to be determined by the Board of Directors.

- C. There shall be only one chapter in a city or county except where, in the opinion of the VSUAA Board of Directors, there is a need for an additional chapter or chapters
- D. All chapters shall send a representative to the Annual Meeting, which will be held during Alumni weekend in May.
- E. All chapters shall be in compliance with the policies and procedures of the VSUAA and VSU. Chapters failing to have representation at two meetings, one of which is the Annual Meeting, including the timely submission of dues, requested reports and documentation, shall be deemed inactive and shall remain inactive until reinstated by the Board.

Section 4.

A proposed annual budget of the VSUAA shall be presented by the Budget Committee to the Board of Directors at the February meeting. It will be placed on the VSUAA website following the February meeting to solicit comments and/or recommendations prior to its approval by the Board of Directors at the VSUAA meeting in May. The approved annual budget will then be presented for information to the membership at the Annual VSUAA meeting.

Section 5.

A simple majority of the Board shall constitute a quorum, one-half plus one. International representation and immediate past-President shall not be considered for quorum requirements.

Article V.
The Board of Directors

Section 1.

The governing body of the VSUAA shall be known as the Board of Directors, elected by chapters every two years. VA Code 13.1-857.

Section 2.

- A. The Board of Directors shall have the power to remove any elected officers by two-thirds vote of the Board for cause. VA Code 13.1-860.
- B. Only the voting chapter may remove a director from the Board of Directors for cause. VA Code 13.1-860.
- C. Each Board member is expected to attend all Board meetings. A Board member shall designate a proxy in writing if he/she cannot attend a meeting. Failure to comply with the aforementioned attendance requirement could result in removal from the Board.

Section 3. Vacancies

If a vacancy occurs on the Board through resignation, death, removal, or otherwise, the chapters from which the vacancy occurs shall elect another representative to serve on the Board of Directors.

Article VI. Elections

- A. Each chapter shall elect a representative to serve on the VSUAA Board of Directors.
- B. Each chapter shall send the name of the elected member of the Board of Directors to the VSUAA Board of Directors by March 1, 2002 and by March 1 of any subsequent year in which an election is to be held.
- C. Beginning with the election to be held in 2002, all officers shall be elected by the Board of Directors. Those officers are: President, Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer and Chaplain.
- D. The Historian is an appointed position and does not have to be one of the representatives elected by the Board.
- E. The Parliamentarian is an appointed position and does not have to be one of the representatives elected by the Board.

Article VII. Qualifications and Duties of Officers/Appointed Positions

Section 1.

All officers and members of the Board of Directors shall be active members of the VSUAA, and a local or professional chapter.

Section 2. Duties:

- A. The President shall:
 - 1. preside at all Board of Directors meetings and meetings of the Executive Committee.
 - 2. enforce the Bylaws;
 - 3. appoint all committee chairs subject to the approval of the Board of Directors;
 - 4. serve as an ex-officio member of all committees;
 - 5. present an annual report to the VSUAA at its annual meeting; the focus of this report should be on the highlights and accomplishments of the VSUAA;
 - 6. assist whenever and wherever possible in the organization of local chapters;
 - 7. encourage Directors to perform their duties as prescribed in the Bylaws; and,
 - 8. serve as the Board's representative on the Virginia State University Foundation Board;
 - 9. represent the VSUAA at University events in which representation is needed or requested;

- B. The Vice-President shall:
1. serve in the absence of the President or any time as requested by the President;
 2. accept all responsibilities assigned by the President;
 3. chair and or coordinate Committee work; and,
 4. serve as President in the event that the President leaves office prior to the completion of the elected term. In such a case, the person serving as Vice-President will serve until the next regularly scheduled election.
 5. review reports of chapter activities.
- C. The Recording Secretary shall:
1. perform the usual duties of this office and other duties assigned by the Executive Committee;
 2. maintain records (membership rolls and financial records) and reports of all meetings (Association and Executive Committee);
 3. maintain an active roster of all members;
 4. provide the minutes of meetings; and file all committee reports with the Association's records.
- D. The Corresponding Secretary shall:
1. perform the usual duties of this office and other duties assigned by the Executive Committee;
 2. handle all correspondence for the VSUAA; keep the President posted on all correspondence received and sent in the name of the VSUAA;
 3. notify all Board members and chapter presidents of special meetings as appropriate;
 4. send appropriate data and materials to Alumni Chapters and the University's Alumni Relations office;
 5. read all correspondence at the meetings;
 6. send notices of regular meetings and any other correspondence at the direction of the President or the officer in charge;
 7. serve in the absence of the Recording Secretary.
- E. The Financial Secretary shall:
1. distribute receipts for monies received by the Treasurer;
 2. assist the Treasurer in compiling written reports (monthly and annually); and
 3. be a member of the Finance Committee.
- F. The Treasurer shall:
1. receive, record, and deposit all monies received by the VSUAA
 2. pay all bills as directed by the Board of Directors;
 3. assist in preparing an annual budget of estimated receipts and expenditures;

4. keeps the financial records of the VSUAA
 5. prepare a budget and financial report for the annual meetings of the VSUAA, Inc.;
 6. distribute a financial report at each quarterly meeting of the Board of Directors; and,
 7. serve as a member of the Finance and Budget Committee.
- G. The Chaplain shall: conduct devotions at all VSUAA meetings.
- H. The Parliamentarian shall:
1. advise the President on parliamentary matters;
 2. advise, when requested, any member of the Board of Directors or membership on parliamentary matters; and,
 3. review all actions proposed and taken to assure that they are in compliance with the Bylaws of the VSUAA and/or adopted parliamentary authority.
- I. The Historian shall:
1. research historical dates relevant to the development of the VSUAA
 2. devise and maintain a chronology of all materials and documents that have historical value; and,
 3. serve as the liaison between the VSUAA and the University archivist.
- J. The Immediate Past-President shall:
1. advise the President on procedures, policies, traditions, previous board actions that might affect actions of the current board of which the current board may not be aware;
 2. represent the VSUAA on occasions in which the President, the Vice-President might not be able to attend or represent the VSUAA
- K. Board of Directors shall:
1. attend all VSUAA Board meetings or be responsible for sending an alternate or a proxy if he/she can not attend the meeting;
 2. chair and/or serve on various committees;
 3. serve as liaison between the Board and his/her chapters;
 4. assist in planning and coordinating any sponsored activity.

Article VIII.
Executive Committee

- A. The Executive Committee consists of the President, Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer and Chaplain. Persons for these positions are all elected by the members of the VSUAA Board of Directors; however, they are elected from current members of the VSUAA Board of Directors, current Chapter Presidents, former Chapter Presidents who have served within the last four years, or open all members in good standing. The Immediate Past President and the Historian serve as ex officio members of the Executive Committee. The Executive Committee and its Members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Article VIII, Section 1A was amended by the VSUAA National Board of Directors during the May 2017 board meeting against advisement of the National Parliamentarian and National Bylaws Committee. The amendment includes circular language which leads to confusion about whether eligibility of candidates for elected office is restricted to “current members of the VSUAA Board of Directors, current Chapter Presidents, and former Chapter Presidents who have served within the last four years”, **or** whether eligibility of candidates for elected office is open “all members in good standing” of VSUAA, Inc. For purposes of the 2018 nomination and election cycle, “all members in good standing” should be consider eligible; however, at the May 2018 board meeting, Article VIII, Section 1A must be amended to remove circular language in order to comply with standards of parliamentary law.

Additionally, The Parliamentarian role is erroneously missed from the sentence about ex-officio members with the other appointed officer in Article VIII, Section 1A that prescribes the Executive Committee. The word Parliamentarian should be added to support the preceding sections of the bylaws that speak to it. (i.e. Article VI, Section 1E that speaks to Elections, and Article VII, Section 2H that speaks to Qualifications and Duties of Officers/Appointed Positions).

- B. The Executive Committee shall meet and act, if necessary, in the interim between Board meetings. All activities/actions of the Executive Committee shall be reported at the next regular scheduled meeting of the Board of Directors.
- C. The Executive Committee shall implement and execute programs and policies approved by the Board of Directors.
- D. The duties of these officers shall be the same as the duties they have during regular meetings. The Executive Committee must provide notice to the members and directors of the date, time, place and specified purpose of meeting. A meeting may be called for one specific purpose. Conduct of meetings should be consistent with Code of Virginia § 13. 1-864 through

Article IX.
Standing Committees

Section 1.

The Bylaws Committee shall review all recommendations for amendments and revision. The Committee shall prepare recommendations received and deemed appropriate, in proper order for submission to the Board of Directors. The chair shall be a Board member. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 2.

The Budget and Finance Committee shall consist of not less than three Board members, one of whom shall be the Treasurer. Its duties shall be to:

- 1) plan and develop a proposed Association budget annually and maintain fiscal practices and programs to support the Association's financial needs. Be responsible for and authorize internal and external audits and bonding procedure.
- 2) encourage fiscal responsibility as related to VSUAA's assets.
- 3) act as custodians of Association funds and monitor the spending to be sure that the budget is being adhered to and that funds are not expended without proper authority; and,
- 4) review the records of the Financial Secretary and the Treasurer quarterly.

The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 3.

The Fund-Raising Committee shall plan for and execute fund-raising projects that are in compliance with the University's Board of Visitors fund-raising guidelines. The Committee and its Members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 4.

The Legislative Committee shall have the Parliamentarian as a member of this committee. Its responsibilities and goals shall be to:

- 1) oversee legislation, both state and federal, which may have an effect on VSU;
- 2) explore and recommend positions the Alumni Association should take on various legislative or political issues; and
- 3) secure financial support for the institution from local, state, and federal governmental sources.

The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 5.

The Membership Committee shall develop programs and strategies to increase membership, retain those currently active members, establish commitments with previous members and recruiting new membership for the Association. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 6.

The Program Committee shall be responsible for recommending and planning activities for alumni, Homecoming, Alumni Weekend and other University activities in conjunction with the Office of Alumni Relations. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 7.

The Recruitment Committee shall be responsible for the Association's student recruitment program and work cooperatively with VSU's Student Recruitment Program. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 8.

The Information and Communications Committee is responsible for obtaining news from local chapters, VSUAA Board Members, the University, and communicating news through print and electronic means, including the internet. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 9.

The Heritage and Archives Committee is responsible for gathering, organizing, and maintaining a record of noteworthy news regarding alumni and the National Alumni Association, VSUAA. The Historian shall serve on this Committee. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869. e

Section 10.

The Awards Committee shall develop awards and recognition programs for alumni, faculty, staff, and students of the University on behalf of the VSUAA. Serve as the recommending committee to the Board of Directors for recipients of special alumni awards. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 11.

The Alumni Giving Committee shall develop plans in conjunction with Virginia State University for increasing Alumni giving to both the University and the VSUAA. The Committee and its members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 12.

Special Committees shall include Legal Advisory, and other ad hoc Committees. The President shall appoint such Special Committees as may be deemed necessary for the proper transaction of

the business of the VSUAA. The President shall outline the duties of the committees at the time of appointment. The Committee and its Members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.

Section 13.

No committee shall be authorized to create any financial liability unless the President and the Executive Committee shall have approved it, as to its purpose and amount.

A majority of each committee shall constitute a quorum, and any questions may be decided by a majority vote of those in attendance

Article X. University Alumni Relations

The University Alumni Relations Officer is the official liaison officer between the VSUAA and the Administration of VSU. This Officer serves as an ex-officio member of the Board of Directors and the Executive Committee, except when the Board of Directors or the Executive Committee is in executive session.

Article XI. Parliamentary Authority

The Parliamentary Authority shall be as indicated in Robert's Rules of Order, latest edition.

Article XII. Amendment and Revision

These Bylaws may be amended at the Annual Meeting by a majority vote, provided that the amendment or revision has been submitted to the Board in writing at least thirty (30) days prior to the meeting. If a proposed action has not been previously submitted in writing to the Board of Directors as stated above, the Board has the authority, if it so deems, to accept the action for review. The Board may, subsequently, recommend approval or disapproval at its next quarterly meeting.

Article XIII. Dissolution

In the event of the dissolution of the VSUAA, all assets or properties shall be distributed to Virginia State University as directed by the Board of Directors, or as delegated to the Executive Committee. Code of Virginia §13.1-902 through 13.1-913. Adopted at the annual meeting of the Board of Directors of the VSUAA on the 10th day of May 2008.

The association's bylaws that were adopted May 2010 were amended at the 2017 fourth Quarterly Board of Directors Meeting of VSUAA, Inc. on the 12th day of May 2017.

Starrie Jordan

Starrie Jordan
Greater Petersburg Chapter
National Recording Secretary

Franklin H. Johnson, Jr.

Franklin H. Johnson, Jr.
Washington DC Chapter
National President

Crystal M. Burns

Crystal M. Burns
Charlotte Chapter
National Parliamentarian

VSUAA, Inc. Bylaws Change Control

The chart below identifies the amended Articles and Bylaws for VSUAA, Inc. starting with 2008.

	Date	Change Type	Location	Old Text	New Text	Notes
1	May 2008	Amendment	Article XIII Dissolution	N/A	In the event of the dissolution of the VSUAA, all assets or properties shall be distributed to Virginia State University as directed by the Board of Directors, or as delegated to the Executive Committee. Code of Virginia §13.1-902 through 13.1-913.	Added dissolution clause.
2	May 2010	Adoption/ Revision	Revised Document	See May 2008 Bylaws	See May 2010 Bylaws	A revised version of the association's bylaws was adopted.
3	May 2017	Amendment	Article VIII, Section 1A, Executive Committee	The Executive Committee consists of the President, Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer and Chaplain. Persons for these positions are all elected by and from the members of the VSUAA Board of Directors. The Immediate Past President and the Historian serve as ex officio members of the Executive Committee. The Executive Committee and its Members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.	The Executive Committee consists of the President, Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer and Chaplain. Persons for these positions are all elected by the members of the VSUAA Board of Directors; however, they are elected from current members of the VSUAA Board of Directors, current Chapter Presidents, former Chapter Presidents who have served within the last four years, or open all members in good standing. The Immediate Past President and the Historian serve as ex officio members of the Executive Committee. The Executive Committee and its Members shall exercise authority within the limitations prescribed in Code of Virginia § 13.1-869.	Article VIII. Section A. was amended by the VSUAA National Board of Directors during the May 2017 board meeting against advisement of the National Parliamentarian and National Bylaws Committee. The amendment includes circular language which leads to confusion about whether eligibility of candidates for elected office is restricted to "current members of the VSUAA Board of Directors, current Chapter Presidents, and former Chapter Presidents who have served within the last four years", or whether eligibility of candidates for elected office is open "all members in good standing" of VSUAA, Inc. For purposes of the 2018 nomination and election cycle, "all members in good standing" should be consider eligible; however, at the May 2018 board meeting, Article VIII. Section A must be amended to remove circular language in order to comply with standards of parliamentary law.