

RUTGERS AFRICAN-AMERICAN ALUMNI ALLIANCE (RAAA), INCORPORATED BYLAWS

ARTICLE I NAME

The organization shall be known as the Rutgers African-American Alumni Alliance (RAAA), Incorporated. The abbreviated name shall be RAAA, Inc.

ARTICLE II PURPOSE

RAAA, Inc. shall be an organization that operates independently of the administration of Rutgers, The State University of New Jersey and any Rutgers Alumni Associations. The purpose of this organization is to:

1. Establish a medium through which RAAA, Inc. may provide support, advance, and strengthen the intellectual, cultural, social and academic concerns of alumni, students, faculty, and staff of African Descent and the community –at large.
2. Provide community service in the areas surrounding the Rutgers University Campuses.
3. Provide a forum to unify Alumni of African descent to network and bond together for personal and professional enhancement.
4. Notwithstanding any other provision of these articles, RAAA, Inc. shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation/organization, where contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

Members in good standing are members who have paid their membership dues for the current fiscal year. All Lifetime Members and Honorary Lifetime Members shall remain in good standing unless such status is revoked by decision of the Executive Board.

1. **Regular Member** – Any graduate awarded a degree from Rutgers University. Regular Members shall have privileges to vote and to hold elected and appointed offices and serve as committee chairs.
2. **Associate Member** – Associate members may serve on committees but may not hold an elected or appointed office, or serve as committee chair, nor do they have any voting rights. Associate members are as follows:
 - a. Non- Alumni Associate Member: Any person who did not receive a degree from Rutgers University who wishes to support the goals of RAAA, Inc.
 - b. New Alumni Associate Member. Any new graduate who has graduated in the current fiscal year, and who has not paid dues for the current or subsequent fiscal year.

3. **Lifetime Member** – Any graduate of Rutgers University who has paid the Lifetime Membership fee. Lifetime Members shall have privileges to vote and to hold elected and appointed offices and serve as committee chairs.
4. **Honorary Lifetime Member** – Any person who does not have a degree from Rutgers University, in the opinion of the Board, has made significant contributions to the community regardless of their relationship to Rutgers University. Honorary Lifetime Member may serve on committees but may not hold an elected or appointed office or serve as committee chair nor do they have any voting rights.
5. **Student Member** – Persons who are full-time or part-time students of Rutgers University shall be granted privileges at the discretion of the Executive Board. Members may serve on committees but do not have any voting rights
6. **Members of good standing:**
 - a. For purposes of voting: Any regular or lifetime member who is a dues-paying member for the current fiscal year.
 - b. For purposes of eligibility of elected office: Any regular or lifetime member who has paid their dues prior to the end of the first quarter of the previous or current fiscal year in which they will serve their term, and dues for the next fiscal year in which they will serve. (i.e. for example an eligible candidate for 08-09, must have paid their dues for 07-08 and 08-09) Candidates must also be active for the prior year to elections.
7. **Dues**
 - a. Regular membership dues are payable on or before July 1 in accordance with RAAA, Inc. fiscal year. .
 - b. New Alumni Associate - Any new graduate does not have to pay dues for the fiscal year that they graduated, or the next fiscal year.
 - c. Student – Persons who are full-time or part-time students of Rutgers University shall be granted privileges at the discretion of the Executive Board. Members may serve on committees but do not have any voting rights
 - d. Amount- The amount of all dues shall be determined each year by RAAA, Inc upon recommendation of the Officers, and voted upon by the general body.
 - e. Proration: Dues will never be prorated.
8. **Termination of Membership.** A membership shall terminate on occurrence of any of the following events:
 - a. Resignation of the member, on reasonable notice to the corporation;
 - b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
 - c. Failure of the member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable;
 - d. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
 - e. Expulsion of the member under this article of these bylaws are based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.
9. **Suspension of Membership.** A member may be suspended under these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially

and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

10. **Procedure for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member under these bylaws, the procedure set forth below shall be followed:
 - a. The member shall be given fifteen (15) days notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the corporation's records.
 - b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 - c. The Board, committee, or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.
 - d. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.
11. **Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to these bylaws.

ARTICLE IV MEETINGS

1. Annual: The annual meeting of RAAA, Inc. shall be held on a date scheduled by the Board. Officer elections shall be conducted at the annual meeting. This meeting shall be held in the month of June. Notice of this meeting that includes time and place will be given no less than three months to all members. Quorum - For general and annual meeting-1/3 of the regular membership.
2. General Body: There shall be at least one general body meeting per quarter. The annual meeting may serve as a general body meeting. The Fiscal year shall be defined as the year starting from July 1 to June 30. The Board shall schedule the general body meetings. Notice of this meeting that includes time and place will be given no less than 30 days to all members. Quorum - For general and annual meeting-1/3 of the regular membership.
3. Executive Board: Executive board shall have one general body meeting per quarter and otherwise as deemed necessary by the executive board.
4. Consent Action without meeting. Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in any form of written communication to such action. Such written consent or consents shall be filed with proceedings of the Board. Such actions by written consent has /have the same force and effect as the unanimous vote of such directors.
5. Conference Call- Directors may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as all board participating in such meeting can hear one another (except for any disability

- limitations) Participation in a meeting pursuant to the Section constitutes presence in person at such meeting.
6. Executive Session- the Board may meet in Executive Session when, by majority vote, the Board determines that the nature of the business to be discussed should be confidential.
 - a. Following an Executive Session and approval of the minutes of the session by the Board, the Secretary shall seal and deposit all Executive Session written transcripts and tapes with the secretary and/or attorney.
 - b. Tapes and/or transcripts of executive Sessions shall be available upon written request of the President following a majority vote of the Board directing the President to request the minutes. Only those transcripts specifically requested will be released.
 - c. Executive Session transcripts/tapes will be opened and reviewed only during Executive Session of the Board. They will be returned to the secretary and/or attorney immediately following use by the Board to protect the confidentiality of the contents.

ARTICLE V EXECUTIVE BOARD

1. Purpose- The purpose of the Executive Board shall be to serve as the advisory council in planning programs and policies.
2. Executive Board Members – RAAA, Inc. shall be governed by the Executive Board which shall consist of the President, Vice-President, Treasurer and Secretary, President *Emeritus*, standing committee chairs, three regular members in good standing deemed as Members-at-large and 1 student representative each from the Camden, Newark and New Brunswick Campuses.
3. Duties: The duties of the executive board shall include:
 - a. Directing the routine business and financial affairs between meetings of the executive board
 - b. Establishing administrative policies of the board
 - c. Reviewing committee reports and recommending action to be taken on such matters to the board.
 - d. Each year prior to the first general body meeting the executive board will review and establish goals and objectives and ensure that goals and objectives are consistent with the long-range plan and/or any other strategic planning efforts endorsed or operated by the Board.
 - e. Ensure that these goals and objectives are well communicated to the general body.
 - f. Each year measure RAAA, Inc's progress in achievement of the established goals and objectives for that fiscal year and in context of the long range plan and/or any other strategic planning efforts endorsed or adopted by the executive board and general body.
 - g. Prepare and deliver a report to the general body at the annual meeting regarding RAAA, Inc. progress in achievement of RAAA, Inc. of said established goals and objectives. Both for that year and in the context of the long-range plan and/or any other strategic planning efforts endorsed or adopted by RAAA, Inc.

- h. The Executive Board may appoint Regular Members in good standing to represent RAAA, Inc. at Rutgers University Alumni meetings and to serve on Rutgers University boards as needed.

ARTICLE VI POLICIES, PROCEDURES, AND PRACTICES

1. Except as otherwise provided for in these Bylaws, the Executive Board shall develop a Policies, Procedures, and Protocol Manual to govern the general operations of the Association. The Executive Board shall approve the initial Policies, Procedures, and Protocol Manual. Thereafter it may be amended by action of the Executive Board. It shall be the collective responsibility of the Executive Board to maintain the Policies, Procedures, and Protocol Manual to ensure that it remains current.
2. Protocol Executive Board Meetings-
 - a. Quorum shall consist of 2/3 of the executive board.

ARTICLE VII OFFICERS

The officers of RAAA, Inc. shall consist of the following: President, Vice-President, Secretary and Treasurer. In the event of a vacancy, the executive board may appoint a replacement to serve the remainder of the term. At the end of the term, of each elected and appointed officer's term the outgoing officer shall transfer records to successor, as stated in the Policy and Procedure Manual.

1. **President** – The President shall be the presiding officer and shall have general supervision over all affairs of the organization. He/she shall perform such other duties as are incidental to the office. He/she shall preside at all executive board and general body meetings. In the President's absence, the Vice President shall preside. If neither of these two senior officers is present, the executive board shall designate a presiding officer.
2. **Vice-President** – The Vice-President shall serve in the absence of the President, and shall oversee all standing and ad hoc committees. In the event of the President's resignation or disability, the Vice President shall become President and serve the remainder of the term. The Vice-President shall assist with development and implementation of programs and perform any other duties as assigned by the executive board. Vice President shall receive all committee reports.
3. **Secretary** - The Secretary shall be responsible: 1) for recording the minutes at all meetings. 2) Maintain attendance records. 3) Maintain the official membership mailing list. 4) Assist in the preparation of correspondence as required. 5) The Secretary shall perform any other duties as assigned by the executive board. Secretary shall receive all committee-meeting minutes.
4. **Treasurer** – The Treasurer shall maintain full and accurate financial accounts for RAAA, Inc. Duties include receipt, deposit and disbursement of funds. The Treasurer shall prepare the written financial reports for distribution to the Executive Board and General Body including statements of income and expenses. The format for this report should be in the policies, procedures and protocol manual. The treasurer's job shall be to file all reports necessary with the I.R.S. and the annual report with the State of New Jersey. Treasurer shall provide all necessary documents to any professional hired to prepare state or federal taxes. Treasurer shall also provide necessary documentation to donors so that they may deduct their donation. The Treasurer shall also be a signatory for all bank accounts.

ARTICLE VIII: APPOINTED POSITIONS

1. Parliamentarian –

- a. For all meetings:
 - i. Must ensure that all meetings are being conducted according to the RAAA, Inc. bylaws and Robert’s Rule of Order.
 - ii. Deem members who are not following procedure and out of order and instruct members how to act properly.
 - iii. Assist the president with the management of all meetings and to help the president respond to issues that may arise from the floor. Work with all members between meetings to assure order in the presentation of motions for new business.

2. Committee Chairs-

- a. For all meetings.
 - i. Must ensure that all committee meetings are being conducted according to the RAAA, Inc. bylaws and Robert’s Rule of Order.
 - ii. Must ensure that the committee is adhering to the Bylaws and the Policies and Procedures.
 - iii. Ensure that all committee reports are forwarded to the Executive Board and the General Body.

ARTICLE IX: COMMITTEES

- 1. **General**- any action of the committee shall require the affirmative vote of a majority of the voting members present.
- 2. **Membership Committee** – The Membership Committee shall be a standing committee that actively recruit new members, solicit membership renewal and maintain the membership database. The Membership Committee shall structure the fee schedule for each membership class.
- 3. **Communications Committee** – The Communications Committee shall be a standing committee that distributes information regarding RAAA, Inc. including all public relations materials including press releases, advertisements, mailings and other duties as needed. The Committee shall be responsible for the maintenance of the RAAA, Inc web site and associated online services as resources permit. The committee performs or coordinates all internet related activities of RAAA, Inc., to promote the mission of the RAAA, Inc. by effectively disseminating information on the RAAA, Inc. website and any activities to the public via the internet. This committee shall also facilitate internet-mediated communications amongst RAAA, Inc. members and groups of member’s -such as committees. The committee is responsible for distributing information to members and for marketing and promoting all Chapter events and projects through local and university media. The Secretary shall chair the Publication/Communications Committee.
- 4. **Programming and Events Committee** - The Programming Committee shall be a standing committee that develops and implements RAAA, Inc. programs including, but not limited to workshops and networking events, the Hall of Fame, and community service. It is the responsibility of the Programs and Events Committee to solicit member assistance in planning, organizing, and hosting various alumni activities and special events throughout the year.

5. **Ad Hoc Committees** – The Executive Board may establish and define responsibilities of Ad Hoc Committees as necessary. Ad Hoc Committees shall not be considered standing committees. Special event committees shall be appointed, as needed, by the president to serve for a special purpose for such a time as determined by RAAA, Inc.
6. **By-laws Committee**- The chair of this committee will also serve as the Parliamentarian. Amendments to the bylaws must be presented through this committee. This committee will keep the membership informed of all changes or proposed changes. This committee will also supply copies of these bylaws to each member of the organization upon request. This committee must ensure that all new members receive a copy of the bylaws. The by-laws must be reviewed annually.
7. **Elections /Nominations Committee**-The responsibility of the Nominations and Elections Committee is to develop and implement a process for the selection of candidates for officers of the Association in accordance with the guidelines set down in this Bylaws. The committee is further charged with conducting the election of the officers as stipulated in the Bylaws and Policies and Procedure. The committee shall consist of at least three members nominated from among the Active Members by the President and confirmed by the Board of Directors. No member of the Nominations and Elections Committee nor may any member become a candidate for any office while a member of this committee.
8. **Regional Committee**- After being an ad hoc committee and having 10 financial members, the committee can become a standing committee.

ARTICLE X TERMS, APPOINTMENTS AND REMOVAL

1. **Officers**- The officers RAAA, Inc., Inc. shall be elected for a term of two fiscal years.
2. **Committee Chairs and the Parliamentarian** -shall be appointed for a term of two fiscal years.
3. **Removal** – Any officer or board member may be removed from office by a two-thirds vote of the Executive Board at any duly constituted meeting where prior notice of such intent is given to the member proposed for removal and all executive board members 14 calendar days prior to the proposed hearing date. Grounds for removal shall include, but not be limited to, failure to pay annual dues, failure to attend the minimum of two RAAA, Inc. events, and two executive board meetings, and failure to perform duties.

ARTICLE XI. ELECTIONS

1. **Elections**
 - a. Voting for elected officers shall take place at the Annual Meeting. If the annual meeting is cancelled, it should be held prior to the beginning of the next quarter.
 - b. In the event of a tie, a run-off election shall occur immediately.
 - c. Eligible members may vote by absentee ballot upon submission of a written ballot developed by the nominating committee and delivered to the chair of that committee. This form must be signed, and delivered to the chair at least one week prior to the elections.
 - d. Eligible members may vote by absentee ballot upon submission of a written ballot developed by the nominating committee and delivered to the chair of that committee. This form must be signed, and delivered to the chair at least one week prior to the elections.

ARTICLE XII AMENDMENTS/BY-LAWS

1. Amendment by Voting Members.

- a. The bylaws may be adopted, amended or repealed only by approval of the Voting Members at a meeting of Members or by written ballot.

ARTICLE XIII INDEMNIFICATION

1. Indemnification of the Board of Directors

- a. **General.** An individual made party to a proceeding because the individual is, or was, on the Board of Directors of the corporation may be indemnified against liability incurred in the proceeding only if the indemnification is determined permissible and authorized in accordance with procedures listed in the Nonprofit Corporation Act.
- b. **Indemnification of Employees and Agents-**The Board of Directors may choose to indemnify any employee or agent of the corporation only if the indemnification is determined permissible and authorized in accordance with procedures listed in the Nonprofit Corporation Act.
- c. **Indemnification not allowed.** The corporation shall not indemnify a Board of Director Member, employee or agent if the individual was determined liable to the corporation.
- d. **Mandatory Indemnification-** The Corporation shall indemnify a Board of Director and Member in the defense of any proceeding to which the Board of Director(s) or Member was a party, due to the individual's position as a Board Member of the corporation, against expenses incurred in connection with the proceedings.

ARTICLE XIV DISSOLUTION

- 1. Upon dissolution of RAAA, Inc., the funds of the treasury shall be used to pay outstanding expenses.
- 2. Remaining funds shall be disbursed to entities approved by the Executive Board.
- 3. All assets shall be distributed for one or more attempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future, federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purpose.