

**MORGAN STATE UNIVERSITY  
GEORGIA ALUMNI CHAPTER**

**CONSTITUTION AND BYLAWS**



**APRIL 2025**

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# **CONSTITUTION**

## **ARTICLE I: Name**

- Section 1: Morgan State University Georgia Alumni Chapter, a chartered alumni chapter of the Morgan State University Alumni Association hereinafter referred to as the "Chapter".
- Section 2: These Bylaws constitute the code of rules adopted by the Chapter for the regulation and management of its affairs.

## **ARTICLE II: Purpose and Governing Instruments**

- Section 1: The purpose of the Chapter shall be to foster a continuing educational and philanthropic relationship between Morgan State University alumni in Georgia and the University, its students, and faculty.
- Section 2: To assist students from Georgia to attend Morgan State University through guidance and financial assistance.
- Section 3: To connect alumni to the University and to each other.
- Section 4: To provide valued service to members, and to support the University's mission of teaching, research, and service, in accordance with the provisions stated in the Morgan State University Alumni Association Constitution and Bylaws.
- Section 5: This organization shall be governed by its constitution and bylaws and by the constitution and bylaws of the Morgan State University Alumni Association, headquartered in Baltimore, Maryland.

## **ARTICLE III: Organization**

- Section 1: The Chapter will consist of an Executive Board and the financial members of the Chapter as defined by these bylaws.
- Section 2: The officers of the Chapter shall be the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Recording Secretary and Corresponding Secretary, and the voting Immediate Past President. The Parliamentarian and Sergeant-at-Arms shall be appointed by the Chapter President and will be members of the Board.
- Section 3: The Chapter's standing committees shall be the Programs, Membership, Finance, Communication, Scholarship, and Technology committees.
- Section 4: The Chapter's Board of Directors shall establish special or ad-hoc committees as required.

#### **ARTICLE IV: Membership**

- Section 1: Chapter membership shall be open to all graduates and former students at Morgan State University or Morgan State College and friends of the University.
- Section 2: Chapter members will be classified Regular, Life, Associate, and Honorary members, in accordance with the Morgan State Alumni Association Constitution and Bylaws.
- Section 3: Regular and Life members who are graduates of Morgan State University or Morgan State College may vote and hold elected and appointed positions.
- Section 4: Associate members, who are former members of Morgan State University or Morgan State College and Honorary members may serve on committees at the chapter level. They may vote at the chapter level, except for elections and appointments.

#### **ARTICLE V: Executive Board and Officers**

- Section 1: The Executive Board shall consist of the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Recording Secretary and Corresponding Secretary, and the Immediate Past President. The Parliamentarian and Sergeant-at-Arms are non-voting members of the Executive Board.
- Section 2: The elected Officers of the Chapter shall be the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Recording Secretary and Corresponding Secretary.
- Section 3: The election of officers shall be conducted in accordance with the provisions of these Constitution and Bylaws. A majority vote of the Chapter membership shall be required for election.
- Section 4: Officers shall serve for a term of two years. Officers may be eligible for re-election to a second consecutive term in the same office. Officers may be eligible to serve for additional consecutive term in another office.
- Section 5: The term of office shall begin when the successful candidate takes the oath of office. The term of office shall expire at the installation of the newly elected officer.

#### **ARTICLE VI: Meetings**

- Section 1: Chapter meetings will be held on the third Tuesday of each month, except July and August. If any such day in any year constitutes a legal holiday, then the meeting will be held on the following Tuesday of any given month.
- Section 2: The Executive Board shall meet monthly or as deemed necessary by the President.
- Section 3: Meetings will be conducted via video conferencing or in-person as appropriate. Any votes taken during the meetings will be conducted using available platform features or external polling software.

## **ARTICLE VII: Nominations and Teller Committees**

- Section 1: A Nominations Committee of at least three financial members of the Chapter shall be selected by the Executive Board. No current officer of the Chapter may be included on the Nominating Committee.
- Section 2: A Tellers Committee consisting of at least three financial members of the Chapter shall be appointed by the Executive Board. No current officer of the Chapter may be included on the Teller Committee.

## **ARTICLE VIII: Amendments**

- Section 1: All amendments of the Constitution must be submitted in writing and endorsed by at least five financial members of the Chapter. These proposed amendments must be presented to the Executive Board at least 30 days prior to the Executive Board's monthly meeting.
- Section 2: The Executive Board, upon receipt and review of a proposed Constitutional Amendment, shall direct the Secretary to send notice of the proposed amendments to the Chapter's financial membership 30 days prior to the next Chapter meeting.
- Section 3: A two-thirds vote of the Chapter members present at the Chapter meeting is required for the passage of the amendment.
- Section 4: Amendments to the Constitution are effective immediately after approval of the amendment.

## **ARTICLE IX: Indemnification, Dissolution and Severability**

- Section 1: If any portion of this Constitution is declared void, and is to be stricken, all other portions of this Constitution remain in effect.
- Section 2: The chapter may dissolve only with authorization given at a special meeting called for that purpose and with approval by a two-thirds vote of the Chapter financial members. Upon the dissolution of the Chapter, assets shall be distributed to the Morgan State University Foundation or the Morgan State University Alumni Association.
- Section 3: The Chapter shall indemnify each director, officer or member, present or former, against all cost and expenses (including attorneys' fees), liability, judgements, fines, and amounts reasonably incurred by or imposed upon them in conjunction with any action, suit or proceeding in which they may be involved by reason of being or having been a director, officer or member. The right of indemnification shall not be exclusive of other rights to which any such director, officer or member may be entitled as a matter of law.
- Section 4: The Chapter shall have the power to purchase directors and officer (D&O) liability insurance on behalf of any such person who is or was a director or officer of the Chapter.
- Section 5: In the absence of fraud or bad faith, the directors or officers of the Chapter shall not be personally liable for its debts, obligations, or liabilities.

## **ARTICLE X: Distribution of Assets**

Section 1: No part of the net earnings of the Chapter shall be used to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution.

# **BYLAWS**

## **ARTICLE I: Membership Definitions**

- Section 1: The Chapter shall have members as provided in these bylaws. Membership may be extended to persons directly or indirectly engaged in services provided by the Chapter; and shall be entitled to receive notice of and attend any Chapter meeting.
- Section 2: There shall be four classes of membership: regular, honorary, life, and associate.
- a. Regular Member: any person who is a graduate or former student of Morgan State University or Morgan State College and is financial with the Chapter.
  - b. Honorary Member: any person not a graduate of Morgan State University or Morgan State College, having been awarded this honor based on merit, and/or contributions to the University.
  - c. Life Member: Any regular member who has paid the required life membership fee to the Chapter.
  - d. Associate Member: Any person not a former student of Morgan State University or Morgan State College who demonstrates a sincere and genuine interest in the Chapter by paying the requisite membership fee.
- Section 3: Financial member is defined as a person who has paid annual national and chapter dues in the fiscal year. All members are considered fully financial when fees are paid and current.

## **ARTICLE II: Membership Structure**

- Section 1: The Chapter will consist of a Board of Directors (Board) and the financial members of the Chapter as defined by the bylaws. No Chapter member(s) shall have the authority of the Board to affect any of the following:
- a. Filling of vacancies on the Board outside of annual election time
  - b. Adoption, amendment, or repeal of bylaws
  - c. Amend or repeal of any resolution of the Board.
  - d. Act on matters committed by these bylaws or resolution of the Board to another Committee of the Board.
- Section 2: Membership dues will be assessed at the beginning of the Chapter's fiscal year. The schedule of dues is as follows:
- a. Regular member: \$35 annually
  - b. Honorary member: no dues assessment
  - c. Life member: \$250, single payment
  - d. Associate member: \$35 annually

Section 3: Any member considered Financial according to Article I, Section 3 of these bylaws shall be entitled to vote during meetings, serve on committees, volunteer at events, and receive Chapter correspondence. Non-financial members are welcomed to volunteer at events.

### **ARTICLE III: General Membership Meetings**

Section 1: General membership meetings will be held on the third Tuesday of each month except July and August. If any such day falls on a legal holiday, then the meeting will be held on the following Tuesday of that month. Meeting times shall be determined by the Board and announced at the first regular meeting of the year. The Chapter can vote to meet or not meet for general membership meetings during the regular calendar session. The Chapter can vote to meet in either July or August, as necessary.

Section 2: Members shall be notified of the meetings using current forms of communication, including electronic communication. Three days advance notice shall be given by the Secretary of a cancellation or date/time change, unless emergency conditions prevent such notice being given.

Section 3: A quorum for the general membership meeting of the Chapter shall constitute at least five financial members in good standing, including at least three officers, one of whom shall be the President, First Vice President, Second Vice President, or Treasurer.

Section 4: In-person or virtual meetings are permitted for general membership meetings.

Section 5: Financial members are entitled to vote at general membership meetings. A simple majority vote of the members present shall decide an issue except where these bylaws call for a separate proceeding.

Section 6: The President shall use the following order of business for the Chapter:

1. Call to order
2. Adoption of minutes of previous meeting
3. President's report
4. Officer reports
  - i. Programs
  - ii. Membership
  - iii. Treasurer
  - iv. Other board reports
5. Unfinished business
6. New business
7. Adjournment

Section 7: Robert's Rules of Order, Newly Revised shall govern the proceedings at all general membership meetings.



## **ARTICLE IV: Special Meetings**

- Section 1: Special meetings of the Board and/or membership may be called by the president, or when requested by a majority vote of the Board members. The corresponding secretary shall notify all members of meeting date and time not less than two or more than five calendar days before the date of the meeting. Any changes in meeting date and time shall be communicated to the membership either verbally or via electronic communication with a receipt of acknowledgement.
- Section 2: A Board member not notified of a special meeting may object to the business transactions of the meeting.

## **ARTICLE V: Board of Directors**

- Section 1: The Board of Directors (Board) shall consist of seven elected officers and two appointed officers. Officer roles shall include the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Recording Secretary, Corresponding Secretary, and the Immediate Past President.
- Section 2: The Parliamentarian and Sergeant-at-Arms shall be appointed by the Chapter president and will be members of the Board. The Parliamentarian is not a voting member of the Board.
- Section 3: The Board shall be the governing body of the Chapter. The Board of the Chapter shall be self-perpetuating.
- Section 4: All officers shall serve for a term of two years and may be eligible for re-election to a second consecutive term in the same office. Officers may be eligible to serve for one additional consecutive term in another office. No officer may serve for more than six consecutive years.
- Section 5: The duties of the Board are as follows:
- a. Transact business referred to it by the members of the Chapter.
  - b. Create and dissolve special committees.
  - c. Present a report at regular meetings, as necessary.
  - d. Prepare and submit an annual budget to the membership for adoption.
  - e. Approve payments of routine bills within the limits of the approved budget.
  - f. Create standing committees that promote the purpose of the chapter.
  - g. Appoint chairs for standing, special, and ad hoc committees.
  - h. Receive plans of work from committee chairs and approve them prior to implementation.
  - i. Fill any vacancies on the Board that may occur during the term of the vacant office.
- Section 6: The Board shall meet monthly or as deemed necessary by the President. A quorum for the Board to conduct official business shall consist of at least three officers, including the treasurer.

## **ARTICLE VI: Chapter Officers**

- Section 1: Elected officers of the chapter shall be the president, first vice president, second vice president, treasurer, financial secretary, recording secretary, and corresponding secretary.
- Section 2: Eligibility requirements for prospective chapter officers
- a. Candidates must provide a candidate resume when seeking a board position.
  - b. Candidates must show active participation in community and chapter events.
  - c. Candidates must financially support chapter fundraising activities.
  - d. Candidates must have attended at least six general membership meetings in the prior calendar year.
  - e. Candidates should be familiar with one or more of the following:
    - i. Fundraising and event planning
    - ii. Accounting or business management
    - iii. Grant writing
    - iv. Public relations and marketing
    - v. Community involvement
- Section 3: Duties and qualifications for the President
- a. Duties of the President:
    - i. Preside at all general membership and Board meetings.
    - ii. Be an ex-officio member of all standing committees, ad hoc and other committees, except for the nominating and teller committees.
    - iii. Represent the chapter at all public events and activities associated with the Chapter and University.
    - iv. Appoint all Committees and members, as required.
    - v. Order and authorize the distribution of funds of the Chapter and serve as a signatory with the Treasurer on behalf of the Chapter.
    - vi. Assist in the preparation and presentation of the annual budget to the Board and membership.
    - vii. Appoint members to fill vacancies on the Board, committee chairs and officers with the concurrence of the Board.
    - viii. Ensure that appropriate and timely audits are conducted of the Chapter's financial record.
    - ix. Perform all other duties pertaining to the position as required and ensure that the constitution and bylaws are always executed.
  - b. Qualifications for the President
    - i. Prospective candidate must be a financial member for a minimum of one year.
    - ii. Prospective candidate must have served as a member of the Board in the preceding year.

Section 4: Duties and qualifications for the First Vice President

- a. Duties of the First Vice President
  - i. Perform all duties of the President in the absence or disability of this officer.
  - ii. Serve as the chair of the Programs committee.
  - iii. Perform such other duties as may be assigned by the President or the Board.
- b. Qualifications for the First Vice President
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 5: Duties and qualifications for the Second Vice President

- a. Duties of the Second Vice President
  - i. Perform all duties of the President and/or First Vice President in the absence or disability of these officers.
  - ii. Serve as the chair of the Membership committee and will have all responsibilities accorded by these bylaws, with the approval of the Board.
  - iii. Perform such other duties as may be assigned by the President or the Board.
- b. Qualifications for the Second Vice President
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 6: Duties and qualifications for the Treasurer

- a. Duties of the Treasurer:
  - i. Responsible for the receipt of all chapter funds, including membership dues and donations, and issue receipts.
  - ii. Serve as chair of the Finance committee and lead preparation of the annual budget, with the assistance of the Financial Secretary.
  - iii. Responsible for the safeguarding and security of all funds and assets of the Chapter, to include the use of approved banking and financial institutions. The treasurer shall be bonded in accordance with Chapter requirements.
  - iv. Ensure that financial accounts are audited internally and present the finding and actions to the Board and the Chapter annually.
  - v. Serve as signatory for checks and other disbursement of funds on behalf of the Board.
  - vi. Provide a financial report to the Board and Chapter at requisite meetings.
  - vii. Perform other such duties as may be directed by the President.
- b. Qualifications for the Treasurer
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 7: Duties and qualifications for the Financial Secretary

- a. Duties of the Financial Secretary:
  - i. Assist the Treasurer in managing the receipt of all chapter funds, including membership dues and donations, and issue receipts.
  - ii. Serve as a member of the Finance committee and assist with preparation of the annual budget.
  - iii. Assist the Treasurer in the performance of duties to include the production of reports, maintenance of accounts and databases and other information as requested.

- iv. In the absence of the Treasurer, the Financial Secretary shall perform the duties of the Treasurer.
- v. Perform other such duties as may be directed by the President or the Board.
- b. Qualifications for the Financial Secretary
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 8: Duties and qualifications for the Recording Secretary

- a. Duties of the Recording Secretary:
  - i. Maintain in writing or other permanent form a record of all proceedings of formal meetings of the chapter.
  - ii. Maintain a record of meeting attendance and forward to the Membership chair.
  - iii. Take minutes during general membership meetings and send to Corresponding Secretary with President's approval for distribution to Chapter membership.
  - iv. Take minutes during Board meetings and distribute to Board leadership.
  - v. Prepare and handle all business correspondence of the Chapter and the Board.
  - vi. Perform other such duties as may be directed by the President or the Board.
- b. Qualifications for the Recording Secretary
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 8: Duties and qualifications for the Corresponding Secretary

- a. Duties of the Corresponding Secretary:
  - i. Send meeting notices and general chapter correspondence, including events, bereavements, and acknowledgements using current forms of communication.
  - ii. Perform other such duties as may be directed by the President or the Board.
- b. Qualifications for the Financial Secretary
  - i. Prospective candidate must be a financial member for a minimum of one year.

Section 9: The Immediate Past President serves as a voting member of the Board. Duties include providing administrative and other support required for the Board and the Chapter and assist in the coordination of activities and events sponsored by the Chapter.

Section 10: The President shall appoint a Parliamentarian, Sergeant-at-Arms, and other officers as shall be deemed desirable to execute the business of the Chapter. Candidates for these positions must be a financial member for a minimum of one year.

- a. Duties of the Parliamentarian:
  - i. Always maintain a position of impartiality.
  - ii. Advise the President, Board members, committee chairs, and members during meetings on matters of parliamentary procedure using Robert's Rules of Order, Newly Revised.
  - iii. Ensure members adhere to the chapter bylaws.
- b. Duties of the Sergeant-at-Arms:
  - i. Maintain order during all meetings.

- Section 11: Voluntary resignations of officers shall be in writing and shall take effect upon receipt by the president and Board. Any material or account information that is the property of the Chapter must be immediately returned, relinquished, and transferred back to the Chapter. Resignations will become effective immediately or on the date specified therein. The new member elected to fill the vacancy will serve for the unexpired term of the predecessor in office. Any material or account information that is the property of the Chapter must be immediately returned, relinquished, or transferred back to the Chapter.
- Section 12: Involuntary resignation grounds for removal:
- a. **Violation of Chapter's bylaws.** By a two-thirds vote of the financial members present at a Chapter meeting will have the power to remove any officer of the Chapter from office for violation of the Chapter's bylaws, neglect of duties, failure to perform or other such negative activities inimical to the purpose of the organization.
  - b. **Abandonment.** Abandonment of duties by an officer shall be considered immediately for involuntary resignation. In the case of an involuntary resignation, the Chapter shall submit written notice advising that they will have ten calendar days from the date of the notice to respond in writing. The officer may present an explanation that may be considered by the Board for a change in order or be permitted to submit a formal voluntary resignation. Failure to respond in writing within ten calendar days of the notice shall be considered an automatic voluntary resignation.
  - c. **For Cause.** A Board member may be removed from office for "cause shown" prior to the expiration of their term by a two-thirds majoring of the Board members in office, other than the Board member whose removal is under consideration. For purposes hereof, "cause shown" shall mean:
    - i. Disability or incapacity as determined by a physician acceptable to the Board.
    - ii. Fraud, theft, embezzlement, or misappropriation.
    - iii. Conviction of a felony or crime involving moral turpitude.
    - iv. Failure to carry out or comply with duly adopted resolutions of the Board, or these bylaws.
    - v. Any member of the Board who is absent without cause, from four consecutive Chapter meetings, or willfully neglects required duties to the Board, shall be deemed to have forfeited said position.
- Section 13: A vacancy in the office of president shall be filled by the first vice president. The resulting vacancy in the position of first vice president and any other vacancy in elective office shall be filled by vote of the Board and general membership. Vacancies in appointive offices shall be filled by the President with the approval of the Board. A financial member of the Chapter may be appointed to fill any vacancy on the Board, committee chairs, and officers with the concurrence of the Board.
- Section 14: **Removal of an Officer.** Before the Board can vote on the removal of an officer, formal charges must be specified by a financial member or officer of the Chapter detailing the nature of the act or acts for which the Officer is to be removed. The charges will be forwarded to a special committee to investigate the matter, conduct appropriate hearings, and invite the officer in question to present a defense in their behalf. Upon the completion of an investigation and hearing by the Board, they shall render a

recommendation to the Chapter. The corresponding secretary shall compose notification of removal to be signed by the president and sent to the Board member being removed. If the president is being removed, the first vice president shall perform the duties as stated above.

## **ARTICLE VII: Committees**

- Section 1: Standing committees of the Chapter shall be Programs, Membership, Finance, Communications, Education, and Technology.
- Section 2: Special committees are established by the President as needed to support programs or projects established by the Chapter. When the task is done, the committee's business is considered complete and the committee is dismissed. Special committees of the Chapter shall be Nominations, Teller, Fundraising, Audit, Advisory, and other committees established for completion of special assignments.
- Section 3: Standing and special committee chairs shall be appointed by the President, with the approval of the Board. The term of office for a committee chair shall be two years or until a successor is appointed.
- Section 4: Committee chairs may be asked to attend Board meetings upon invitation to present a plan of work to the Board for approval.
- Section 5: No committee chair shall have the authority of the Board to affect any of the following:
- a. Filling of vacancies on the Board outside of elections
  - b. Adoption, amendment, or repeal of bylaws
  - c. Amendment or repeal of any resolution of the Board
  - d. Action on matters committed by the bylaws or resolution of the Board to another committee.
- Section 6: **Programs committee.** The First Vice President shall serve as chair of this committee. The committee will work with the Board to review, finalize, and execute a calendar of events for the Chapter. This committee shall give publicity to the Chapter's activities and achievements.
- Section 7: **Membership committee.** The Second Vice President shall serve as chair of this committee. This committee shall undertake activities to increase membership in the Chapter. Duties include conducting membership drives and reporting the status of the chapter's membership at each meeting.
- Section 8: **Finance committee.** The Treasurer shall serve as chair of this committee. Members of this committee will be appointed by the President with the concurrence of the Board. This committee shall receive budget proposals from the standing committees and shall determine the annual budgets and reserve funds, subject to approval by the Board.
- Section 9: **Communications committee.** The Communications committee shall be responsible for all internal and external communication dissemination of the Chapter including the website and social media.

- Section 10: **Education committee.** The Education committee will be composed of the Scholarship and High School Recruiting subcommittees.
- a. **Scholarship subcommittee.** The scholarship subcommittee shall set guidelines, review applications, select and reward deserving Georgia high school seniors for their academic and leadership achievements, and to recognize current full-time undergraduate students from Georgia for academic excellence.
  - b. **High School Recruiting subcommittee.** The high school recruiting subcommittee shall be responsible for coordinating the Chapter's participation in local college fairs, including soliciting volunteers at general membership meetings.
- Section 11: **Technology committee.** The technology committee shall make recommendations, coordinate, implement and develop information technology solutions that will promote the communication and visibility of the Chapter.
- Section 12: **Nominations committee.** A committee chair and at least three financial members shall be appointed by the Board to determine the slate of officers. The slate shall be presented to the Board and members at the May meeting and voted on at the June meeting. New Board leadership will assume their roles at the beginning of the fiscal year following the election of officers. Current officers may not serve on the committee.
- Section 13: **Teller committee.** A committee chair and at least three financial members shall be appointed by the Board to conduct and oversee the election of the Board. Committee members shall not be candidates for an officer role, and current officers may not serve on the committee.
- Section 14: **Fundraising committee.** The fundraising committee shall plan, organize, and coordinate appropriate events to raise funds for chapter programs and projects, and jointly implement all fundraising activities involving other committees.
- Section 15: **Audit committee.** The audit committee shall consist of a chair and two members appointed by the President to review the Chapter's records. The committee will document and recommend improvements to internal controls. A detailed audit report shall be submitted annually to the Board for review and made available at general membership meetings. The president, treasurer, and members of the finance committee may not serve on the committee.
- Section 16: **Advisory committee.** An advisory committee of up to five community members shall be selected by the Board and can serve two-year terms or until their successors are selected. The committee shall assist the Board in furthering the mission of the Chapter. The committee shall be established when and if the Board deems it necessary for a specific purpose, e.g. an event or program that involves the local community.

## **ARTICLE VIII: Nominations**

- Section 1: The nominations committee shall notify the Chapter by January 1 of the election year that offices are open for nominations. Nominations shall be submitted to the committee by electronic or written submission by the third Tuesday in February.

- Section 2: Interested Chapter members may submit their names and candidate resume as nominees for any elected office. A candidate must be financial with both the National Association and the Chapter. Qualifications for officers can be found in Article VI: Chapter Officers.
- Section 3: The committee shall determine a slate of officers based on the submitted names of financial members of the chapter. Only names of members who are willing to serve should appear on the ballot. The nominations committee shall provide the slate to the Board for review and action during the March meeting of the Board. Nominations from the floor can be made for qualified candidates.
- Section 4: The Board shall be informed of all names and offices to appear on the ballot. The nominations committee chair shall provide an official ballot with the name and brief biographical sketch of each nominee for office.
- Section 5: Financial members as of April 30 of the voting year are eligible to cast ballots in the election of officers.

#### **ARTICLE IX: Conflict of Interest and Whistleblower Protection**

- Section 1: Whenever a director, officer or member of the Chapter has a financial or personal conflict of interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter.
- Section 2: Whistleblower protection applies to all Chapter members. Any member reporting a violation must act in good faith and have reasonable grounds for believing that the information shared in a report indicates that a violation has occurred. No member who is entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action.
- Section 3: Any member reporting a violation may submit anonymously or share identifying information to facilitate the investigation of the violation. Reports of violations or suspected violations will be kept confidential to the extent possible. Reports may be submitted to the Morgan State University Alumni Association.

#### **ARTICLE X: Finance and Budget**

- Section 1: The fiscal year for the Chapter shall be July 1 to June 30 of each year.
- Section 2: The treasurer shall be responsible for the management and maintenance of all chapter funds, maintaining accurate and permanent records. The financial secretary shall serve as a secondary custodian to the Chapter's financial affairs.
- Section 3: The finance committee, chaired by the treasurer, shall determine the annual budget and reserve funds of the chapter. The proposed budget shall be submitted to the Board for review and approval. Once approved by the Board, the budget will be shared with the Chapter membership at the next general membership meeting following the Board's approval.



- Section 4: The treasurer, or the financial secretary in the absence of the treasurer, shall provide a monthly update of the chapter's budget at the general membership meeting.
- Section 5: No member of the Board or Chapter may have any vested right, interest, or privilege of, in, or to the Chapter assets, function, or affairs; or any right, interest, or privilege that may be transferable or inheritable, or that will continue if membership ceases, or while member is not in good standing.
- Section 6: Upon dissolution of the Chapter, any assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyances of assets received and held subject to limitations permitting their use only for charitable, religious, benevolent, education, or similar purposes, shall be distributed to one or more 501(c)(3) organizations with similar missions to the Chapter as determined by the Board.
- Section 7: Whenever any notice is required to be given under the provisions of the law, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of the Board, specify the nature of the business to be transacted.
- Section 8: Any action required by law or the bylaws, or any action that otherwise may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all directors in office and filed with the recording secretary.

#### **ARTICLE XI: Parliamentary Authority and Governance**

- Section 1: The rules contained in Robert's Rules of Order, newly revised will govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Chapter.
- Section 2: Any powers or obligations not otherwise delegated in the bylaws will come within the province of the Board.
- Section 3: The exclusive and ultimate controls of the affairs of the Chapter shall be vested in its financial members and shall be exercised subject to control by the officers and Board.
- Section 4: If any portion of the bylaws is declared void, and is to be stricken, all other portions of this Constitution and Bylaws remain in effect.

#### **ARTICLE XII: Amendments and Modifications**

- Section 1: The Board has the power to alter, amend, and adopt new bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby.

- Section 2: All proposed amendments of the bylaws must be submitted in writing and endorsed by at least five members of the Chapter. The proposed amendments must be presented to the Board at least 60 days prior to the general meeting of the Chapter.
- Section 3: The Board, upon receipt and review of a proposed amendment, shall direct the corresponding secretary to send a notice of the proposed amendments to the financial membership 30 days prior to the next general meeting.
- Section 4: A two-thirds vote of the Chapter's financial members present at the general meeting is required for the passage of an amendment. Amendments shall become effective immediately after approval of the proposed amendment(s).
- Section 5: The Constitution and Bylaws will be voted on to review for proposal amendments every two years except for direct conflicts and violations to be addressed or amended immediately.