



Bylaws for Morgan State University Alumni Association Georgia Alumni Chapter

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ARTICLE I NAME

1.1 Name. The name of the chapter shall be the Morgan State University Georgia Alumni Chapter, a chartered alumni chapter of the Morgan State University Alumni Association hereinafter referred to as “the Chapter”

1.2 Definition. These Bylaws constitute the code of rules adopted by the Chapter for the regulation and management of its affairs.

1.3 Location. The location of the registered office of this Chapter is P.O. Box 860 Powder Springs, Georgia 30127-0000. Such office will be continuously maintained in the State of Georgia for this Corporation until such time that the Board of Directors, hereinafter referred to as “the Board” may deem a change of address is needed.

ARTICLE II PURPOSE

2.1 Purpose. The purpose of this 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; to assist students from Georgia to attend Morgan State University through guidance and financial assistance; to connect alumni to the University and to each other/ 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 (MSUAA also hereinafter referred to as "the Association") Constitution.

2.2 Governing Instruments. This organization shall be governed by its bylaws and by the constitution and bylaws of the Morgan State University Alumni Association headquartered in Baltimore Maryland.



ARTICLE III MEMBERSHIP

3.1 Definition of Membership. 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.

3.2 Membership Categories. There shall be four classes of Membership:

- A. **Regular** - 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** - Any person not an alumnus of Morgan State University or Morgan State College, having been awarded this honor based on merit, and/or contributions to the University. They may serve on committees at the Association and chapter levels. They may vote at the chapter level with the exception of elections and appointments.
- C. **Life Member** - Any regular member who has paid the required life local membership fee to the Chapter.
- D. **Associate** - Any person not a former student of Morgan State University or Morgan State College, (also known as Financial,) who demonstrates a sincere and genuine interest in the Chapter by paying the requisite membership fee may serve on committees at the Association and chapter levels. They may vote at the chapter level with the exception of elections and appointments.

3.3 Structure. The Chapter will consist of a Board of Directors and the financial members of the Chapter as defined by these 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.

3.4 Dues.

- A. Regular membership dues \$35.00 per year
- B. Honorary membership dues: No Fee



- C. Life membership dues \$250.00, one time
- D. Associate membership dues \$35.00 per year

3.5 Financial members. Any member whose dues are current with the Local Chapter and the National Association, is deemed financial and has all the rights and privileges thereof. Financial Chapter members shall be entitled to vote during meetings, serve on committees, volunteer at events, and receive Chapter information.

3.6 Fiscal Year. The fiscal year of this Chapter shall be the same as that of the Morgan State University Alumni Association, July 1st to June 30th.

3.7 Voting. Financial members are entitled to cast a ballot and to vote at the General meetings. A simple majority vote by a quorum of the members present at such meeting shall decide an issue except where these bylaws call for a separate proceeding.

Article IV Meetings

4.1 General Meetings. Chapter member meetings will be held on the 3rd Tuesday of every 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. Dates and times of meetings shall be determined by the Board and announced at the first regular meeting of the year. The Chapter can vote to meet in either July, or August, as necessary. Also, the Chapter can vote to meet or not meet for general meetings during the regular calendar session. Three (3) days' notice, using current forms of communication, including electronic, shall be given by the Corresponding Secretary, of a cancellation or date/time change, unless emergency conditions prevent such notice being given.

4.2 Quorum of the General Meeting. A quorum for the general meeting of the Chapter shall constitute at least five (5) financial members in good standing including at least three (3) Officers, one of whom shall be the President or First President or Second Vice Presidents and Treasurer

4.3 Board of Directors Meeting. The Board shall meet monthly or as deemed necessary by the President. Face-to-face or electronic meetings are permitted. Electronic meetings shall include the following guidelines:

- A. Speakers must identify themselves.
- B. Minutes must be taken and ratified at the next regular meeting.



The Board shall conduct the affairs of the Chapter and report the progress of such matters to the Chapter at the next General meeting.

4.4 Quorum of the Board. A quorum for the Board for the conduct of official business shall consist of at least (3) Officers, in good standing, one of whom will be the President or First Vice President or Second Vice President and Treasurer.

4.5 Voting. Financial Members are entitled to cast a ballot and to vote at the General meetings. A simple majority vote by a quorum of the members present at such meeting shall decide an issue except where the bylaws call for a separate proceeding.

4.6 Special and Call Meetings. 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 meetings and any changes in meetings, not less than two or more than five calendar days before the date of the meeting. Notification can be verbal and/or electronic with a receipt of acknowledgement.

A Board member not notified of a meeting, may object to the business transactions of the meeting.

4.7 Order of Meetings. The President shall use the below order of business for the Chapter:

1. Call to order.
2. Roll Call
3. Adoption of Minutes of previous meeting
4. Treasurer Report
5. Correspondence
6. Report of the Board
7. Report of Committees
 - Program & Development
 - Membership
 - Finance
 - Communication/Social Media
 - Scholarship
 - Technology
 - Special Committees
8. Unfinished business
9. New business
10. Review of next meeting agenda
11. Adjournment



4.8 Robert's Rules of Order shall govern the proceedings at all meetings.

Article V

Board of Directors

5.1 Board Composition. The **Board** shall consist of the seven (7) elected officers, and two (2) appointed officers. The Board shall consist of 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.

5.2. Governing Body. The Board shall be the governing body of the Chapter. The Board of the Chapter shall be self-perpetuating.

5.3 Term of Office. All officers shall serve for a term of two (2) 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.

Before a candidate may be nominated for President, the nominee must have served as a member of the Board of Directors for the preceding year. If a successor cannot be found, then the officer may remain in office for one (1) additional year. A majority vote of the Chapter membership shall be required for election.

5.4. Board Qualifications. Prospective candidates for President **must** be a financial member of the Board for a minimum of one year; and prospective candidates for the remaining positions must be financial members of the Chapter for a minimum of one year. Candidates must provide a **bio** when seeking a board position.

A. All prospective candidates **must** meet a minimum of two (2) of the following criteria:

- Participation in community events,
- Financially support fundraising activities,
- Attend (six) 6 or more Chapter meetings in the prior calendar year,

B. Each candidate **must** possess one or more of the following areas of expertise or comparable skills:

- A. Fundraising / Event Planning
- B. Accounting or Business Management
- C. Grant Writing



- D. Financial Investment Management
- E. Licensed Broker/Real Estate
- F. Public Relations/Marketing
- G. Legal or Human Resources
- H. Teaching/Administrative/Counseling skills
- I. Community Involvement
- J. Application of Robert's Rules of Order

C. Duties of the Board.

- Transact business referred to it by the members of the Chapter.
- Create and dissolve special committees.
- Present a report at regular meetings, as necessary.
- Prepare and submit an annual budget to the membership for adoption.
- Approve payments of routine bills within the limits of the approved budget.
- Fill vacancies in office.
- Create standing committees that promote the purpose of the Chapter.
- Appoint standing, special, and ad hoc committee chairpersons.
- Receive **plans of work** from committee chairpersons and approve them prior to implementation.
- Fill any vacancies on the Board that may occur during the term of the vacant office.

5.5. Meetings

A. **Regular Board Meetings.** The Board shall meet monthly or as deemed necessary by the President. Face-to-face or electronic meetings are permitted. Electronic meetings shall include the following guidelines:

- Speakers must identify themselves.
- Minutes must be taken and ratified at the next regular meeting.

B. **Special and Call Meetings.** Special meetings of the Board may be called by the President, or when requested by a majority of the Board members. The Corresponding Secretary shall notify all members of meetings and any changes in meetings, not less than two or more than five calendar days before the date of the meeting. Notification can be verbal and/or electronic with a receipt of acknowledgement. A Board member not notified of a meeting, may object to the business transactions of the meeting.



C. **Quorum:** A quorum for the Board to conduct official business shall consist of at least (3) Officers, in good standing, one of whom will be the President or First Vice President or Second Vice President and Treasurer.

5.6. Removal from Office and Vacancies.

A. **Voluntary Resignations.** 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.

B. Involuntary Resignation Grounds for Removal.

- **Violation of Chapter's Bylaws.** By a 2/3 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.
- **Abandonment** of duties by an officer shall be considered immediately for involuntary resignation. In the case of an involuntary resignation, the chapter is required to submit a written notice to the officer advising he or she has ten (10) calendar days from the date of the notice, to respond in writing. The officer in question may issue an explanation that may be considered by the Board for a charge in order or be permitted to submit a formal voluntary resignation. Failure to respond in writing within ten (10) calendar days of the notice shall be considered an automatic voluntary resignation.
- **For Cause.** A Board member may be removed from office for "cause shown" prior to the expiration of their term, by a two-thirds (2/3) majority of the Board members in office, other than the Board member whose removal is under consideration. For purposes hereof, "good cause shown" shall mean (but not limited to):
 1. Disability or incapacity as determined by a physician acceptable to the Board.
 2. Fraud, theft, embezzlement, or misappropriation
 3. Conviction of a felony or crime involving moral turpitude.



4. Failure to carry out or comply with duly adopted resolutions of the Board, or these Bylaws.
 5. Any member of the Board who is absent without cause, from *four (4)* consecutive Chapter meetings, or willfully neglects required duties to the Board, shall be deemed to have forfeited said position.
- C. **Vacancy in Office:** A vacancy in the office of President shall be filled by the 1st Vice President. The resulting vacancy in the vice-presidential position 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 maybe appointed to fill any vacancy on the Chapter Board of Directors, Committee Chairpersons, and officers with the concurrence of the Board of Directors.
- D. **Removal of an Officer.** Before the Chapter’s Board can vote on the removal of an officer, formal charges must be specified by a financial member of 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. Notification, without prejudice, shall be composed and signed by the President and sent certified mail to the Board member being removed, by the Corresponding Secretary. If the President is being removed, the 1st Vice President shall perform the duties as stated above.

Article VI

Chapter Officers

6.1 Elected Officers

Elected officers of the Chapter will be:

- President
- First Vice President
- Second Vice President
- Treasurer
- Financial Secretary



- Recording Secretary
- Corresponding Secretary

6.2 Duties of Elected Officers

A. The President will:

- Preside at all meetings of General Membership and Board Meetings.
- Be an ex-officio member all standing committees, ad hoc and other committees, with the exception of the Nominating and Teller Committees.
- Represent the Chapter at all public affairs and activities associated with the Chapter and University.
- Appoint all Committees and members, as required.
- Order and authorize the distribution of funds of the Chapter and to serve as a signatory with the Treasurer on behalf of the Chapter.
- Assist in the annual preparation and presentation of the annual budget.
- Perform all other duties pertaining to the Office of the President as required and shall ensure that the Constitution and By Laws are faithfully executed at all times.
- Appoint members to fill any vacancy on the Chapter Board of Directors, Committee Chairpersons, and officers with the concurrence of the Board of Directors.
- Ensure that appropriate and timely audits are conducted of the Chapter's financial record.
- Perform other duties and responsibilities as prescribed in the parliamentary Constitution or as required.

B. The First Vice President will:

- In the absence of the President, the Vice President shall perform all of the President's duties.
- Serve as Program's Committee Chairperson.
- Perform such other duties as may be assigned by the President or the Board.

C. The Second Vice President will:

- Perform all duties of the President and First Vice President in the absence or disability of these officers.
- Serve as Chairperson on the Chapter's Membership Committee and will have all responsibilities accorded by these Bylaws, with the approval of the Board.
- Perform such other duties as assigned by the President and the Board.

D. The Treasurer will:



1. Be responsible for the management and maintenance of all Chapter funds. In the performance of these duties, shall maintain accurate and permanent records. Duties include but not limited to:
 - Be the custodian of all cash and financial accounts for the Chapter.
 - Receive funds, including membership dues and donations, and issue receipts.
 - Make distributions as authorized by the President and the Board.
 - Develop an annual budget based on proposed budgets as submitted by Standing and Special Committees to be approved by the Board.
 2. Serve as Chairperson of the Finance Committee and be responsible for the preparation of the annual budget of the Chapter, with the assistance of the Board.
 3. Be responsible for the safeguarding and security of all funds and assets of the Chapter to include the use of banking and financial institutions approved by the Chapter. Be bonded in accordance with Chapter requirements.
 4. Insure that financial accounts are audited internally and present the findings and actions to be taken to the Board and the chapter on an annual basis.
 5. Serve as signatory for checks and other disbursement of funds on behalf of the Board. Be responsible for the management of all financial activities of the Chapter and coordinate with the President and Board of Directors as required.
 6. Be responsible for the filing of such tax and other financial reports required by the Board.
 7. Make a regular financial report each month.
 8. Perform other such duties as may be directed by the President of the Chapter Board
- E. The Financial Secretary will:
1. Keep the Chapter informed regarding the status of the Board's financial membership.
 2. Assist the Treasurer in the performance of duties to include the production of reports, maintenance of accounts and databases and other information as requested.
 3. In the absence of the Treasurer, the Financial Secretary shall perform all the duties of the Treasurer.
 4. Serve as secondary custodian to the Chapter financial affairs which include serving on the Budget and Finance Committee.
 5. Perform other such duties as assigned by the President or the Board.
- F. The Recording Secretary will:
1. Maintain in writing, or other permanent form, a record of all proceedings of formal meetings of the Chapter. Duties include but not limited to:
 - Keep a record of attendance and minutes at all Chapter meetings and forward to membership chairperson.
 - Prepare and handle all business correspondence of the Chapter and the Board.



2. Perform other such duties as may be directed by the President of the Board.

G. Corresponding Secretary will:

1. Send notices of meetings to all members; and general correspondence of the Chapter such as events, bereavements, acknowledgements, invitations etc. to members and others, as required by law or by these Bylaws using current forms of communication, including electronic
2. Perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, parliamentary authority or as directed by the President of the Board of Directors.

H. The Immediate Past President will:

1. Provide administrative and other support required between the Chapter and the Board.
2. Be an ex-officio voting member of the Chapter and the Board.
3. Assist in the coordination of activities and events sponsored by the Chapter.

I. President Appointed Officers:

1. Parliamentarian

- Maintain a position of impartiality at all times.
- Advise the presiding officer, other officers, committees, and members during meetings on matters of parliamentary procedure using Robert's Rules of Order.
- Ensure members adhere to the Chapter Bylaws and Robert's Rules of Order.
- Is not a voting member of the Board.

Roberts Rules of Order revised will govern the chapter in all cases to which they are applicable and in which they are not inconsistent with Bylaws of this Chapter.

2. Sergeant-at Arms – Shall maintain order during all meetings.

6.3 Nomination of Officers

A. **Nomination Process.**

1. The Nominating Committee shall notify the chapters and financial members by January 1st of the election year that offices are open for nominations. Nominations should be submitted to the Nominating Committee by the third Tuesday in February. Nominations should remain unopened until the Nominating Committee convenes. The committee shall determine a slate of officers based on the submitted names of financial members of the Chapter.
2. A candidate must be financial with the National Association and the Local Chapter. Only names of members who are willing to serve should appear on the ballot. The Nominating Committee



shall provide the slate to the Board of Directors for their review and action during the March meeting of the Board of Directors. Nominations from the floor can be made for qualified candidates.

3. The Board of Directors shall be informed of all names and offices to appear on the ballot. The Nominating Committee Chairperson shall provide an official, printed ballot with the name and brief biographical sketch of each nominee for office. Nominees shall be listed in alphabetical order according to offices for which they are nominated. The official ballot shall be sent to the Chapter's membership.

Article VII Committees

7.1 Committees

- A. Standing committees of the Chapter shall be but not limited to:
 - Program and Development
 - Membership
 - Finance
 - Communication/Social Media
 - Scholarship
 - Technology
- B. Special committees shall include but not limited to:
 - Nomination
 - Teller
 - Fundraising
 - Audit
- C. **Special Committees.** These 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.
- D. **Ad-hoc Committees** are "one-time only" committees, appointed for special assignments.

7.2 Committee Chairs. The chairperson for all committees are appointed. Special committee chairpersons shall be appointed by the President with the approval of the Board.

- A. **Term of Office.** The term of office for a committee chairperson shall be 2 years or until a successor is appointed.



- B. **Responsibility.** The chair of each committee may attend Board meetings to present a Plan of Work to the Board for approval. No committee work shall be undertaken without the approval of the Board.
- C. **Authority.** No Committee chair shall have the authority of the Board to affect any of the following:
- Filling of vacancies on the Board outside of annual election time
 - Adoption, amendment, or repeal of Bylaws
 - Amendment or repeal of any resolution of the Board
 - Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

7.3 Duties of Program & Development Committee. The First Vice President shall serve as chairperson of this committee. The committee will work with the Board in the review and make a calendar of events pertaining to the Chapter and its constituent groups. This committee shall give publicity to achievements of the Chapter. This committee shall present to the Board a proposed annual program of activities for approval at the April general meeting.

7.4 Membership Committee: The Second Vice President shall serve as chairperson of this committee. This committee shall undertake activities to increase membership in the Chapter. Duties include but not limited to conduct membership drives and report the status of the membership at each meeting.

7.5 Finance Committee: This committee will be chaired by the Treasurer and composed of members of the Chapter appointed by the President with the concurrence of the Board. This committee shall receive the total coordinated budget proposal annually from the Standing Committees and shall determine the annual budgets, reserve funds, and investments of the Chapter, subject to approval by the Board.

7.6 Communication/Social Media Committee: The President, with concurrence of the Board shall appoint a Communication/Social Media Chairperson. The Committee shall be responsible for all internal and external communication dissemination of the Chapter including the Chapter website. Facebook, Twitter and other social media account vehicles.

7.7 Scholarship Committee: The President with concurrence of the Board, shall appoint a Scholarship Committee Chairperson. The Committee shall be commissioned to set guidelines, review applications, select and reward deserving local Georgia graduating high school senior for their academic and leadership achievements, to recognize current full-time undergraduate students from Georgia for academic excellence. Duties to include but not limited to:

- A. Coordinate the application, delivery and selections process for scholarship
- B. Review of applications and selection of scholarship recipients
- C. Announcement of scholarship recipients
- D. Make recommendations on the level of funding based on the Chapter's annual operating budget.



7.8 Technology Committee: The President, with concurrence of the Board, shall appoint a Technology Committee Chairperson. The Committee shall make recommendations, coordinate, implement, and develop information technology solutions that will promote the communication and visibility of the Chapter.

7.9 Nominations Committee. A Nominating Committee of at least 3 (three) Chapter members shall be appointed by the Board of Directors, to determine the slate of officers. The slate shall be presented to the Chapter's Board and members at the May meeting and voted on at the June meeting. New Board members will assume their positions at the beginning of the fiscal year following their election. No current Officers of the Chapter may be included on the Nominating Committee.

- A. All officers must hold regular membership.
- B. Interested Chapter members may submit their names as nominees for any elected office.
- C. All nominees must be in good financial standing.
- D. Refer to complete list of qualifications in Article 5.4 of these Bylaws.

7.10 Teller Committee. The Chair and committee members of at least 3 (three) Chapter members shall be appointed by the Board, to conduct and oversee the election process of the chapter. The Teller Chair receives the slate from the Nominating Chair. Committee members shall not be candidates for an office while serving on the committee. No current Officers of the Chapter may be included on the Teller Committee. All elections shall be by ballot.

It shall be the duties of the Teller Committee to:

- A. Determine the method of voting, such as, paper ballot, machine, electronic voting devices, online, etc.
- B. Establish rules for elections to include set location, set time to begin and end balloting. Present rules to Board and then to the chapter for approval
- C. Prepare ballots to be used in election.
- D. Distribute ballots, oversee members eligible to vote, monitor the voting process, ensure the balloting starts and ends at the designated time, and advise the president/presiding officer of the end of balloting.
- E. Tally votes
- F. Provide elections report to the President.

7.11 Fundraising.

- A. The Fundraising Committee shall plan, organize, and coordinate appropriate events to raise funds for chapter programs and projects.
- B. Present the proposed fundraising activities to the chapter for final approval.



- C. Include the projected fundraising goal for each activity, a complete event budget with potential profit/loss statement, and the total projection for the fiscal year in the recommendation of activities;
- D. Jointly implement all fundraising activities involving other committees

7.12 Audit. Internal Audit Committee: The Internal Audit Committee shall consist of a Chair, and two (2) members appointed by the President to review the Chapter's records. The members of the Internal Audit Committee may not be current Financial Officers, Chapter President or members of the Budget and Finance Committee but should have some knowledge of the Chapter's fiscal operations and general accounting procedures. The committee will document and recommend improvements to the internal controls to address any weaknesses. A detailed Audit report is to be given to the Recording Secretary and made available for review at the Board and Chapter meetings annually.

Article VIII Advisory Board

8.1 Definition. An Advisory Board of **up to** five (5) community members shall be selected by the Board and can serve two (2) year terms or until their successors are elected. This Advisory Board can be established when and if the Board of Directors deem necessary for a specific purpose (example: an event or program that involves the local Georgia community)

8.2 Function. An Advisory Board shall assist the Board of Directors in furthering the mission of the Chapter. It shall provide a broad base source of community input as the manner, methods and means of carrying out the mission and programs of the Chapter; and, in furtherance thereof, shall have such role as from time to time determined by the Board of Directors.

8.3 Resignations and Vacancies. Resignations of Advisory Board members shall become effective immediately or on the date specified. Vacancies will be filled by the Board. The new member(s) of the Advisory Board shall serve for the unexpired term of the predecessor(s) in office. The Board of Directors may, without prejudice, vote to remove any Advisory Board member when such action is in the best interest of the Chapter. Notification will be sent via certified mail.



Article IX

Conflict of Interest and Whistle Blower Protection

9.1 Conflicts of Interest. Whenever a director, officer or member of the Chapter has a financial or personal **interest** in any matter coming before the Board, the affected person shall:

- A. Fully disclose the nature of the interest and
- B. Withdraw from discussion, lobbying, and voting on the matter

9.2 Whistle Blower Protection. Whistleblower Protection applies to all Chapter members, each of whom shall be entitled to protection. 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.

Any member reporting a violation is encouraged to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted anonymously in writing to the Morgan State University Alumni Association.

Reports of violations or suspected violations will be kept confidential to the extent possible. No member who is entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action.

Article X

Indemnification

An indemnity clause is part of the bylaws to help prevent board members from being sued if someone were to file a lawsuit against your organization. It is also important to purchase liability insurance for your Board.

10.1 Indemnification. The Chapter shall indemnify each director, officer, or member, present or former, to the maximum extent permitted by law against all cost and expense 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 foregoing right of indemnification shall not be exclusive of other rights to which any such director, officer or member maybe entitled as a matter of law.

10.2 Liability. In the absence of fraud or bad faith, the directors of the chapter shall not be personally liable for its debts, obligations or liabilities.



10.3 Insurance. The Chapter shall have the power to purchase directors and officer liability insurance on behalf of any such person who is or was a director or officer of the Chapter.

Article XI

Books and Records

11.1 Fiscal Year. The fiscal year for The Chapter will be July 1st through June 30th

11.2 Execution of Documents. Except as otherwise provided by law; checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of The Chapter, shall be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of The Chapter shall be signed by the President and the Treasurer and have attached copies of the resolutions of the Board of Directors (certified by the Recording Secretary) authorizing such execution.

11.3 Financial Secretary. The Financial Secretary in the absence of the President or the Treasurer, shall be a signatory on checks up to \$300.00 and on those reimbursements for the Treasurer and the President.

11.4 Books and Records. The Chapter shall keep correct and complete books and records of account, and Minutes of the proceedings of its Board of Directors and Committees. The Chapter will also keep at its registered office a membership register, the original or a copy of the approved Bylaws, and amendments to date certified by the Recording Secretary of The Chapter.

11.5 Inspection of Books and Records. All books and records of The Chapter may be inspected by a member, agent or attorney, for any proper purpose and at any reasonable time, on written request/demand under oath stating such purpose. A mandatory annual audit will be conducted by an Internal Audit Committee.

11.6 Compensation and Loans. The Chapter shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Board of Directors. The Corporation shall not pay compensation to members of the Board of Directors for services rendered; and shall make no loans to any of its Board of Directors or members.

11.7 Assets.

- A. No member of the Board or Chapter may have any vested right, interest, or privilege of, in, or to the Chapter assets, function, affairs, or franchises; 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.

- B. Upon dissolution, of 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, eleemosynary, benevolent, educational, or similar purposes, shall be distributed to such one or more 501 (c) (3) organizations with similar missions to The Chapter as determined by the Board.

11.8 Waiver of Notice. 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.

11.9 Action by Consent. Any action required by law or these 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 Secretary.

Article XII

Amendments and Modifications

12.1 Amendments and Modifications. The power to alter, amend, and adopt new bylaws, insofar as is allowed by law, is vested in the members of the Morgan State University Georgia Alumni Chapter, a chartered alumni chapter of the Morgan State University Alumni Association.

The Board may amend these 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 shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Article XIII

Adoption of Bylaws

13.1 Adoption:



- A. All amendments of the bylaws must be submitted in writing and endorsed by at least five (5) members of the Chapter. These proposed amendments must be presented to the Board at least sixty (60) days prior to the general meeting of the Chapter.
- B. The Board, upon receipt and review of the proposed Amendment, shall direct the Recording Secretary to send a notice of the proposed amendments to the membership thirty (30) days prior to the next general meeting.
- C. A two-third (2/3) vote of the Chapter members present at the general meeting is required for the passage of an amendment.
- D. Amendments become law and are effective immediately after approval of the Amendment.

Revisions Below Were Made as of __June 11,2021__

Detail: Below you will see the sections of the Bylaws that have been amended. Please see the listed sections for the revisions.

5.6 Removal from Office and Vacancies.

B. Involuntary Resignation Grounds for Removal.

- **Abandonment** of duties by an officer shall be considered immediately for involuntary resignation. In the case of an involuntary resignation, the chapter is required to submit a written notice to the officer advising he or she has ten (10) days from the date of the notice, to respond in writing. The officer in question may issue an explanation that may be considered by the Board for a charge in order or be permitted to submit a formal voluntary resignation. Failure to respond in writing within ten (10) days of the notice shall be considered an automatic voluntary resignation.

- D. Removal of an Officer.** Before the Chapter's Board can vote on the removal of an officer, formal charges must be specified by a financial member of, 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. Notification, without prejudice, shall be composed and signed by the President and sent to the Board member being removed, by the Corresponding Secretary. If the President is being removed, the 1st Vice President shall perform the duties as stated above.



6.2 Duties of Elected Officers

D. The Treasurer will:

4. Insure that financial accounts are audited internally on an annual basis.

(May 2021) Created Revision History table by A.E.Burrell, III.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and a vote of _4_ (for) and _0_ (against) on (Date)

President

Kimberly J. Lawson
2nd V.P.