

**NORTHWESTERN UNIVERSITY BLACK ALUMNI ASSOCIATION
CONSTITUTION AND BYLAWS**

PREAMBLE

WHEREAS, there is a need and desire to generate and sustain interest and support between Northwestern University (hereinafter referred to as the "University") and its Black students and alumni; and

WHEREAS, there is a need and desire to establish a forum in which to address the personal and professional concerns of the of the University's Black alumni; and

WHEREAS, Black alumni of the University are concerned about the quality of education available to current Black students as well as the quality of their entire University experience.

THEREFORE, we, Black alumni of the University, agree to carry out these objectives and to abide by the following Constitution and Bylaws. In doing so, we establish the Northwestern University Black Alumni Association, hereinafter called "NUBAA", with its headquarters at John Evans Center, Northwestern University, 1800 Sheridan Road, Evanston, Illinois 60208.

CONSTITUTION

ARTICLE I – DEFINITIONS

Alumni Member: Any Black person who has matriculated to any of the schools or colleges of Northwestern University, is eligible for membership in NUBAA. Alumni members will pay the established membership dues.

Associate Member: Associate members may include faculty and staff of Northwestern University, as well as all friends and family of Alumni members or current students. Associate members will pay the established membership dues.

Current Student: Current students are eligible for membership in NUBAA and will be exempt from paying membership dues.

Honorary Member: Any Black person who has been recommended by a Member of NUBAA and has been appointed by the Executive Committee to NUBAA membership.

Executive Board: Members elected to the NUBAA offices of: President, Vice President, Treasurer, Recording Secretary, Communications Chairman, Membership Chairman and Program Chairman.

ARTICLE II – GOVERNANCE

Section 1. The length of each term of office shall be two years. No Member may serve in a given office for more than two consecutive terms.

Section 2. To provide for staggered terms of office, elections shall take place in even numbered years for the offices of President, Recording Secretary and Membership Chairman and Program Chairman. Elections shall take place in odd numbered years for the offices of Vice President, Treasurer and Communications Chairman.

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- Section 3. The term of office of an elected officer shall begin with the election and installation of such officer and end with the election and installation of his or her successor.
- Section 4. The President, with the consent of the Executive Committee, may appoint Members to vacant offices of the Executive Committee.
- Section 5. The Executive Committee may remove any officer from its body for non-performance of duties or conduct which tends to bring discredit upon NUBAA.
- Section 6. Any officer removed in accordance with Section 6 above shall thereafter be ineligible to hold a NUBAA office for three successive years.

BYLAWS

ARTICLE I – DUTIES OF OFFICERS

- Section 1. The President shall be the chief executive officer of NUBAA and shall preside at all NUBAA meetings. He or she shall explain and decide all questions of order, execute all contracts, agreements and official documents authorized by the Executive Committee.
- The President shall be a member of the Northwestern Alumni Association Council, and all NUBAA committees. He or she shall be the main spokesperson for NUBAA to the University and to the community at large.
- The President shall display a good working knowledge of parliamentary procedure and shall carry out all provisions of the Constitution and Bylaws. He or she must at all times uphold the mission statement as described in the Preamble.
- The President must co-sign with the Treasurer all allocations of funds.
- Section 2. The Vice President shall be prepared to assume the office of President and shall assume such office in the event of the absence, death, disablement or removal of the President and/or until the position of President has been filled, consistent with Article II Section 5 of the Constitution. The Vice President shall be responsible for coordinating all regional communication and coordination efforts.
- Section 3. The Treasurer will be involved in all aspects of the organization that involve the disbursement of funds or financial information. Fiscal reporting and accountability, to the board and to the general membership, is central to this role. In addition, although the board will vote on all key financial decisions, the Treasurer will be the primary point person and board strategist when it comes to how NUBAA will allocate its funds from membership dues and fundraisers.

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- Section 4. The Chairman of the Communications Committee is responsible for appointing and overseeing a Communications Committee to manage all external communication to the NUBAA membership at large. In many ways, the Chair will serve as “brand ambassador” for NUBAA by conveying to the membership a consistent vision and uniform message. The committee’s term will mirror the term of the Chairman.
- Section 5. The Membership Chairman is charged with increasing and retaining NUBAA membership as a way of strengthening the organization and insuring its long-term survival and relevance. The Chair will develop ways to expand active memberships across key geographies. Additionally, the Chairman will appoint a Membership Committee to assist in driving the membership mission forward. The committee’s term will mirror the term of the Chairman.
- Section 6. The Program Chairman will create and manage viable programs and events that exemplify the NUBAA national mission, retain or grow membership and connect people to the organization in meaningful ways. The Chair will also coordinate and oversee fundraising and community service programs and events in coordination with the Treasurer and a committee of two (minimum) program committee members to be appointed by the Chairman. The committee’s term will mirror the term of the Chairman.
- Section 7. The Recording Secretary shall record and preserve minutes of all Executive Committee and General meetings, respond to correspondence when necessary, first seeking approval of the Executive Committee when answering issues not covered by the Constitution and Bylaws. The Recording Secretary will also maintain and update NUBAA records, assist the President in maintaining order and timeliness during meetings and distribute reminders to board members in advance of actual due dates to insure timely delivery on commitments and assignments

ARTICLE II – EXECUTIVE BOARD

- Section 1. The Executive Board (hereinafter called “Board”) shall oversee all general affairs of NUBAA.
- Section 2. Board members shall be elected at the Annual Meeting, each serving a term of two years.
- Section 3. The decision of the Board shall be final over all issues brought before the Board. All members of the Board shall each be entitled to one vote. Resolutions can be passed by a simple majority of quorum.
- Section 4. The Board shall meet quarterly. Additional meetings may occur at the call of the Board President, providing notice is given to each member of the Board a minimum of 7 days prior to the date of the meeting.
- Section 5. In the event that death, disablement or removal of a Board member results in a vacancy, the Board may fill the vacant position by a majority

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vote of quorum at any meeting of the Board. Any person so appointed shall hold office until the next regularly scheduled election.

Section 6. The Annual Meeting of NUBAA shall be held at such time and place as may be determined by the Executive Committee.

Section 7. Special meetings of NUBAA, other than Executive Board Meetings and general meetings, may be called by the President whenever necessary.

Section 8. Notice of every Annual Meeting shall be communicated to the membership a minimum of 30 days prior to the date of the meeting. If practical, notice of every special meeting shall be communicated to Members a minimum of 14 days prior to the date of the meeting. In an emergency, the President may notify the Executive Board forty-eight (48) hours prior to a meeting.

ARTICLE III – QUORUM

Section 1. Quorum, as determined by the Executive Board, shall be necessary for the transaction of business at any regular or special NUBAA meeting.

ARTICLE IV – PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Newly Revised, shall serve as the parliamentary authority for NUBAA, except where this Constitution and Bylaws conflicts with Robert's Rules. In such cases, the Constitution shall prevail.

ARTICLE V – AMENDMENTS

Section 1. This Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the Members present and voting at the Annual Meeting of NUBAA, provided all such amendments shall be submitted in writing to the Secretary/Historian of NUBAA not later than 30 days prior to the date of the meeting and a copy of all such amendments shall be accessible to the Members.

Section 2. The President, acting as the agent for NUBAA, shall provide written notice of any changes in the body of the Constitution and Bylaws of NUBAA within thirty (30) days from the date on which the amendment was accepted.