

The National Clark Atlanta University Alumni Association, Inc.

**Proposed Amendments &
Revisions of the Constitution
and Bylaws of the Clark
Atlanta University Alumni
Association, Inc.**

Presented for Membership Review & Consideration for Vote at the Spring 2021 Meeting

April 24, 2021

Proposed Amendments of the CAUAA Constitution and Bylaws

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Proposed changes are indicated by a vertical bar which indicates the affected paragraph. The changed text is underlined and appears in red color.

ARTICLE:	ARTICLE IV-MEMBERSHIP
Proposed Change Description:	Expand and reorganize into 3 sections (1) Membership Eligibility, (2) Membership Classes, (3) Rights and Privileges; discontinue the practice of inducting new CAU graduates as “Provisional Members”; define new membership classes; define rights and privileges for each class.
Board of Directors Recommendation:	Recognizing that membership makes the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 1. Member</p> <p>A. Any person who has received a degree from Clark College, Clark University, Atlanta University or Clark Atlanta University shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and shall receive the publications of the CAUAA.</p> <p>B. Any person who has been enrolled and attended Clark College, Clark University, Atlanta University or Clark Atlanta University at least one semester shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and receive the publications of the CAUAA.</p> <p>C. Membership status is conferred annually upon payment of dues for the fiscal year of the CAUAA, Inc. which begins on July 1 and ends on June 30 of the succeeding year.</p>	<p><u>Section 1. Membership Eligibility</u></p> <p>A. Any person who has received a degree from Clark College, Clark University, Atlanta University or Clark Atlanta University shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and shall receive the publications of the CAUAA.</p> <p>B. Any person who has been enrolled and attended Clark College, Clark University, Atlanta University or Clark Atlanta University at least one semester shall be eligible as a member of CAUAA by paying annual membership dues to the CAUAA. Members in good standing shall have full privileges and voting rights and receive the publications of the CAUAA.</p> <p>C. Membership status is conferred annually upon payment of dues for the fiscal year of the CAUAA, Inc. which begins on July 1 and ends on June 30 of the succeeding year.</p>	<p>The proposed changes for this article reorganize and expand sections, as well as adds new sections for improved clarity about membership in the CAUAA, Inc.</p>

<p>Section 2. Associate Member</p> <p>Any individual or corporation who manifests interest in and support of the Alumni Association and subscribes to the purpose of same may become an associate member.</p> <p>Section 3. Honorary Member</p> <p>Honorary membership may be conferred to the President of Clark Atlanta University, members of the Clark Atlanta University Board of Trustees, and recipients of Honorary Degrees received from Clark College, Clark University, Atlanta University or Clark Atlanta University</p> <p>The CAUAA may also elect as honorary members, upon recommendation by the Board of Directors, persons who have made significant financial or material contributions to the University or who have rendered notable service to CAUAA or to the University.</p> <p>Honorary members have no requirement to pay dues, shall not hold office nor have voting privileges.</p> <p>Section 4. Life Member</p> <p>Any individual who qualifies as a General Member and pays the requisite fee will be deemed a Life Member.</p>	<p><u>Section 2. Membership Classes</u></p> <p><u>A. General Member</u></p> <p>Any individual who is eligible for membership that is current on the payment of annual dues.</p> <p>B. Life Member</p> <p>Any individual who qualifies as a General Member and pays the requisite fee will be deemed a Life Member.</p> <p>C. Associate Member</p> <p>Any individual or corporation who manifests interest in and support of the Alumni Association and subscribes to the purpose of same may become an associate member.</p> <p>D. Honorary Member</p> <p>Honorary membership may be conferred to the President of Clark Atlanta University, members of the Clark Atlanta University Board of Trustees, and recipients of Honorary Degrees received from Clark College, Clark University, Atlanta University or Clark Atlanta University.</p> <p>The CAUAA may also elect as honorary members, upon recommendation by the Board of Directors, persons who have made significant financial or material contributions to the University or who have rendered notable service to CAUAA or to the University.</p> <p><u>Section 3. Rights and Privileges</u></p> <p><u>A. General Member</u></p>	<p>Adds a new Section 2 to define the specific membership classes.</p> <p>Adds a new Section 3 to define and establish rights and privileges for each membership class.</p>
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	<p><u>General members are entitled to all rights and privileges to include voting, holding office and serving in any formal capacity recognized by CAUAA.</u></p> <p><u>B. Life Member</u></p> <p><u>Life members are entitled to all rights and privileges to include voting, holding office and serving in any formal capacity recognized by CAUAA.</u></p> <p><u>C. Associate Member</u></p> <p><u>Associate members shall not hold office nor have voting privileges.</u></p> <p><u>D. Honorary Member</u></p> <p><u>Honorary members have no requirement to pay dues and shall not hold office nor have voting privileges.</u></p> <p><u>Section 4. Membership Dues</u></p> <p><u>Membership dues are not prorated. Membership dues are due in full again at the beginning of the next administrative year. Dues may be paid early for the next fiscal year.</u></p> <p><u>Section 5. Member Obligations</u></p> <p><u>Members are expected to conduct themselves in line with the policies, rules, or regulations of the Association while representing CAUAA and participating in Association activities.</u></p> <p><u>Section 6. Membership Termination</u></p> <p><u>Membership in the Association may be terminated by nonpayment of</u></p>	<p>Adds a new Section 4 to clarify that dues are not prorated.</p> <p>Adds a new Section 5 to specify that members have an obligation to represent the Association in a positive and uplifting way.</p> <p>Adds a new Section 6 to establish the conditions</p>
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	<p><u>dues or terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of these Bylaws or any policies, rules, or regulations of the Association. Termination or suspension shall be in accordance with rules and procedures adopted the Board of Directors and published in the manual of standards and procedures.</u></p> <p><u>Termination or suspension of membership can be appealed. Appeals must be filed in writing with the national Board of Directors within 60 days after the termination or suspension of membership has become final. The national Board of Directors will review the appeal within 30 days of its receipt and can, by a two-thirds majority vote of the board, rescind the termination or suspension of membership. The President of the national Board of Directors will notify the appellant of the board's decision. The termination or suspension shall be in effect for the administrative year during which the termination or suspension occurs.</u></p> <p><u>Any member whose membership is terminated or suspended for cause can be reinstated during the next administrative year by payment of dues.</u></p>	<p>under which membership in the Association may be terminated, and how such action may be appealed.</p>
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Membersk

ARTICLE:	ARTICLE V-CHAPTERS
Proposed Change Description:	Incorporate text to recognize officially the establishment of affinity groups as units of CAUAA; specifies what happens if a chapter or affiliate becomes inactive or is de-chartered; specifies what happens to existing assets (if any) of a chapter or affiliate if it is deemed inactive or is de-chartered.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 1.</p> <p>Chapters are hereby authorized and may be established as a unit of CAUAA in communities where sufficient graduates and former students of Clark College, Clark University, Atlanta University and Clark Atlanta University are located.</p> <p>Chapters may be admitted and chartered upon application and approval of a majority vote of the Board of Directors or approval by the CAUAA in session. The application must have the signatures of at least seven members of CAUAA as defined in Article IV, Sections 1 and 4 of the CAUAA <i>Constitution and Bylaws</i>.</p> <p>Section 2.</p> <p>A. A chapter shall officially be considered a unit of CAUAA by being chartered by the Association.</p> <p>B. A chapter shall be in good standing with all rights and privileges by paying an annual stipulated affiliation fee, making annual financial contributions to the University,</p>	<p>Section 1.</p> <p>Chapters are hereby authorized and may be established as a unit of CAUAA in communities where sufficient <u>numbers of eligible members are located.</u></p> <p><u>Affiliates are hereby authorized and may be established as a unit of CAUAA by eligible members based upon programs of study or other affinity designations.</u></p> <p><u>Chapters and Affiliates</u> may be admitted and chartered upon application and approval of a majority vote of the Board of Directors or approval by the CAUAA in session. The application must have the signatures of at least seven members of CAUAA as defined in Article IV, Sections 1 and 4 of the CAUAA <i>Constitution and Bylaws</i>.</p> <p>Section 2.</p> <p>A. A chapter <u>and/or affiliate</u> shall officially be considered a unit of CAUAA by being chartered by the Association.</p>	<p>In or about 2016, CAUAA began recognizing the interests of members from different chapters forming groups and initiating projects based on their programs of study or other group connections.</p> <p>The Affinity groups were allowed to form and were recognized as units of CAUAA.</p> <p>These changes are proposed to officially codify the designation of Affiliates as units of CAUAA and prescribes how they are formed, and their operation as such.</p>

<p>supporting the purpose and programs of the CAUAA and filing reports.</p> <p>C. Chapters shall submit to the Parliamentarian a copy of the chapter bylaws prior to chartering, for the approval by the Board of Directors or CAUAA body in session and which does not run contrary to the <i>Constitution and Bylaws</i> of the CAUAA.</p> <p>D. Chapters shall be named after the city or vicinity in which they are located.</p> <p>E. A chapter shall support and conduct activities toward programs prescribed by the CAUAA; and shall execute plans and programs for the benefit of the chapter, CAUAA, and the University.</p> <p>F. No alumnus/na or group of alumni may use the name of CAUAA or any similar name unless so approved by the Board of Directors.</p> <p>G. Chapters shall submit their program and activity schedule to the President no later than July 1 for the following fiscal year.</p> <p>H. Chapters shall elect officers in keeping with their bylaws. An election report containing the names of the officers with addresses, telephone numbers, and email addresses shall be submitted to the Corresponding Secretary no later than thirty days after their election.</p>	<p>B. A chapter and/or affiliate shall be in good standing with all rights and privileges by paying an annual stipulated affiliation fee, making annual financial contributions to the University, supporting the purpose and programs of the CAUAA and filing reports.</p> <p>C. Chapters and/or Affiliates shall submit to the Parliamentarian a copy of the chapter bylaws prior to chartering, for the approval by the Board of Directors or CAUAA body in session and which does not run contrary to the <i>Constitution and Bylaws</i> of the CAUAA.</p> <p>D. Chapters shall be named after the city or vicinity in which they are located. Affiliates shall be named based on the group affinity.</p> <p>E. A chapter and/or affiliate shall support and conduct activities toward programs prescribed by the CAUAA; and shall execute plans and programs for the benefit of the chapter, CAUAA, and the University.</p> <p>F. No alumnus/na or group of alumni may use the name of CAUAA or any similar name unless so approved by the Board of Directors.</p> <p>G. Chapters and/or Affiliates shall submit their program and activity schedule to the President no later than July 1 for the following fiscal year.</p> <p>H. Chapters and/or Affiliates shall elect officers in keeping with their bylaws. An election report containing the names of the officers with addresses, telephone numbers, and email addresses shall be submitted to</p>	
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	<p>the Corresponding Secretary no later than thirty days after their election.</p> <p><u>I. All chapter and/or affiliate officers shall be active members of the CAUAA, Inc.</u></p>	<p>Currently there is no requirement for chapter and affiliate officers to be members of the CAUAA, Inc.</p> <p>To maintain communications and consistency in chapter operations, this proposed change is to establish that all officers of chapters and affiliates are required to be members of the CAUAA, Inc.</p>
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Membership Consider

ARTICLE:	ARTICLE VI-FINANCES
Proposed Change Description:	Clarifies that Honorary Members are exempt from paying dues; add new section that establishes a requirement for an external biannual audit.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 1.</p> <p>The Clark Atlanta University Alumni Association, Inc. shall develop a financial program structured to promote and cover any financial obligations which the Association directs to maintain an efficient, stable and economical organization.</p> <p>Section 2.</p> <p>The CAUAA shall assess all Members, Associate Members, and Members paying Life Membership in installments annual membership dues as recommended by the Board of Directors for ratification by the body in session at the Annual Meeting.</p> <p>Section 3.</p> <p>Chapters are required to pay an annual affiliation fee to remain in good standing with the Association as recommend by the Board of Directors and ratified by the body at the Annual Meeting. Chapters may be requested to contribute financially, other than dues, as the need indicates.</p> <p>Section 4.</p>	<p>Section 1.</p> <p>The Clark Atlanta University Alumni Association, Inc. shall develop a financial program structured to promote and cover any financial obligations which the Association directs to maintain an efficient, stable and economical organization.</p> <p>Section 2.</p> <p>The CAUAA shall assess all General Members, Associate Members, and Members paying Life Membership in installments annual membership dues as recommended by the Board of Directors for ratification by the body in session at the Annual Meeting. Honorary Members shall be exempt from paying dues.</p> <p>Section 3.</p> <p>Chapters are required to pay an annual affiliation fee to remain in good standing with the Association as recommend by the Board of Directors and ratified by the body at the Annual Meeting. Chapters may be requested to contribute financially, other than dues, as the need indicates.</p> <p>Section 4.</p>	<p>This proposed changes in Section 2 adds all membership classes to the discussion of dues for internal consistency of this document.</p>

<p>Proceeds from projects of the CAUAA Annual Meeting and the Spring Meeting shall be used to support the Association and the University. All financial reports regarding these events must be presented to the Financial Secretary no later than thirty days from the date of the event.</p> <p>Section 5.</p> <p>The fiscal year of the CAUAA, Inc. begins on July 1 and ends on June 30 of the succeeding year.</p>	<p>Proceeds from projects of the CAUAA Annual Meeting and the Spring Meeting shall be used to support the Association and the University. All financial reports regarding these events must be presented to the Financial Secretary no later than thirty days from the date of the event.</p> <p>Section 5.</p> <p>The fiscal year of the CAUAA, Inc. begins on July 1 and ends on June 30 of the succeeding year.</p> <p>Section 6.</p> <p><u>The Clark Atlanta University Alumni Association, Inc. shall undergo at least biennially an external financial review or audit by an independent qualified auditor to document that accounting records for CAUAA are complete and accurate. It is also done to ensure that the statements accurately represent the organization's financial position and are prepared in accordance with generally accepted accounting procedures.</u></p>	<p>The proposed new Section 6 establishes a requirement for a formal, external audit every two years. This is needed to support transparency and to ensure bookkeeping is accurate. Recently, the CAUAA board decided to engage the services of an investment broker. An external audit is one avenue by which members can be assured that internal controls and accountability policies are in place, and financial decisions are being made in the best interests of CAUAA to build and preserve its financial resources.</p>
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ARTICLE:	ARTICLE VIII-BOARD OF DIRECTORS
Proposed Change Description:	Establish a minimum requirement for convening meetings of the Executive Committee.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 3.</p> <p>The Board of Directors shall meet at least twice a year: once prior to the Spring Meeting and once prior to the Fall Meeting. The President may call meetings as necessary to conduct business of the Association expeditiously.</p> <p>The Executive Committee</p> <p>The Executive Committee is composed of the Vice President for University Relations and Development for Clark Atlanta University, the Director of Alumni Relations for Clark Atlanta University, Officers of the Alumni Association, Presidents of Local Chapters, Chairpersons of Standing Committees and other designees.</p>	<p>Section 3.</p> <p>The Board of Directors shall meet at least twice a year: once prior to the Spring Meeting and once prior to the Fall Meeting. The President may call meetings as necessary to conduct business of the Association expeditiously.</p> <p>The Executive Committee</p> <p>The Executive Committee is composed of the Vice President for University Relations and Development for Clark Atlanta University, the Director of Alumni Relations for Clark Atlanta University, Officers of the Alumni Association, Presidents of Local Chapters, Chairpersons of Standing Committees and other designees.</p> <p><u>The Executive Committee shall meet at least twice each fiscal year, and a report of the committee meeting shall be provided to the membership.</u></p>	<p>This proposed change is to ensure the Executive Committee conducts regularly scheduled meetings and the CAUAA membership is provided a meeting report.</p>

ARTICLE:	ARTICLE IX-ELECTION of OFFICERS Section 6
Proposed Change Description:	Establishes requirements for declaring a write-in candidate the winner of an elected office.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 6.</p> <p>A. In the event that there is no candidate for an office, a candidate may be nominated and elected from the floor at the Spring meeting. The Nominating Committee must obtain a willingness to serve statement and verify that the candidate meets the criteria of Article IX, Section 5 within thirty days of the nomination. The Board of Directors shall appoint a member to fill the vacancy if the candidate does not meet the criteria or if an officer cannot fulfill his/her duties.</p>	<p>Section 6.</p> <p>C. In the event that there is no named candidate for an office on the ballot, voters may write-in the name of a current member. A viable write-in candidate must receive a minimum of ten (10) percent of the total votes cast in the election. For a viable write-in candidate to be declared the winner, the Nominating Committee must obtain a willingness to serve statement and verify that the candidate meets the criteria of Article IX, Section 5 within thirty days of the election. If no one receives the required number of votes, or a write-in candidate is not eligible to hold office, the Board of Directors shall appoint a member to fill the vacancy until a qualified candidate is elected.</p> <p>B. In the event of a tie vote among eligible, write-in candidates for the same office and both are willing to accept, the Board of Directors shall devise a method to determine the winner.</p> <p>C. For offices filled by appointment, a candidate may be nominated and elected from the floor at the Spring meeting. The Nominating Committee must obtain a willingness to serve</p>	<p>In recent times, elections have occurred with no named candidate on the ballot for a specific office. Currently, a winning candidate can be declared with no minimum threshold for number of votes received.</p> <p>This change is proposed to establish a minimum threshold of votes required for office and specifies a process by which ties are resolved.</p>

	<p>statement and verify that the candidate meets the criteria of Article IX, Section 5 within thirty days of the nomination. The Board of Directors shall appoint a member to fill the vacancy if the candidate does not meet the criteria or if an officer cannot fulfill his/her duties.</p>	
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Membership Consideration

ARTICLE:	ARTICLE X-MEETINGS
Proposed Change Description:	
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
Multiple instances in document.	Replace "Annual Meeting" with Fall Meeting	This change is to establish consistency with how annual meetings are designated.

Membership Consideration

ARTICLE:	ARTICLE XI-DUTIES OF OFFICERS - (PRESIDENT)
Proposed Change Description:	To establish a time by which all committee chairs are named.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 1. President</p> <p>The President shall be Chief Executive Officer of the Association, Chairperson of the Board of Directors, and ex-officio member of all committees of the Association (except the Nominating Committee), and a representative of alumni to the Board of Trustees of Clark Atlanta University.</p> <p>The President Shall:</p> <p>A. Preside at all Association Board of Directors Meetings.</p> <p>B. Establish committees for specific purposes with the concurrence of the Board of Directors or Association in session.</p> <p>C. Appoint all committee chairpersons.</p> <p>D. Interpret and enforce the provisions of the Constitution and Bylaws and Board of Directors actions.</p> <p>E. Sign all proclamations and awards issued by the Association.</p> <p>F. Be an authorized signatory on all accounts maintained by the Association.</p>	<p>Section 1. President</p> <p>The President shall be Chief Executive Officer of the Association, Chairperson of the Board of Directors, and ex-officio member of all committees of the Association (except the Nominating Committee), and a representative of alumni to the Board of Trustees of Clark Atlanta University.</p> <p>The President Shall:</p> <p>A. Preside at all Association Board of Directors Meetings.</p> <p>B. Establish committees for specific purposes with the concurrence of the Board of Directors or Association in session.</p> <p>C. Appoint all committee chairpersons except where the committee chair is otherwise specified herein.</p> <p>D. Present the names of all committee chairpersons at the annual Fall Meeting.</p> <p>E. Interpret and enforce the provisions of the Constitution and Bylaws and Board of Directors actions.</p>	<p>This change ensures that the committee chairs are named and publicized to members within a specified time period.</p>

<p>G. Execute all contracts on behalf of the Association.</p> <p>H. Represent the Association at all significant public affairs or designate a representative when he/she is unable to attend.</p> <p>I. Submit a program plan and budget for the fiscal year to the general body at the annual meeting of the Association.</p> <p>J. Be one of the two Alumni Representatives to the Board of Trustees of Clark Atlanta University.</p> <p>K. Maintain consistent communication with the Vice President and Vice Presidents for the Graduate and Undergraduate Schools regarding the business and programs as defined by the Association.</p> <p>L. Pass on his/her records to the incoming President at the close of his/her tenure.</p>	<p>F. Sign all proclamations and awards issued by the Association.</p> <p>G. Be an authorized signatory on all accounts maintained by the Association.</p> <p>H. Execute all contracts on behalf of the Association.</p> <p>I. Represent the Association at all significant public affairs or designate a representative when he/she is unable to attend.</p> <p>J. Submit a program plan and budget for the fiscal year to the general body at the annual meeting of the Association.</p> <p>K. Be one of the two Alumni Representatives to the Board of Trustees of Clark Atlanta University.</p> <p>L. Maintain consistent communication with the Vice President and Vice Presidents for the Graduate and Undergraduate Schools regarding the business and programs as defined by the Association.</p> <p>M. Pass on his/her records to the incoming President at the close of his/her tenure.</p>	
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ARTICLE:	ARTICLE XI-DUTIES OF OFFICERS - (TREASURER)
Proposed Change Description:	Establishes the Treasurer as Chair of the Budget Committee.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
Section 5. Treasurer A. The Treasurer shall be Chief Fiscal Officer of the Association and a member of the Budget Committee.	Section 5. Treasurer A. The Treasurer shall be Chief Fiscal Officer of the Association and shall serve as Chair of the Budget Committee.	This change is proposed to establish that duties for certain elected officers include chairmanship of related standing committees.

ARTICLE:	ARTICLE XI-DUTIES OF OFFICERS - (PARLIAMENTARIAN)
Proposed Change Description:	Establishes the Parliamentarian as Chair of the Constitution and Bylaws Committee.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 9. Parliamentarian</p> <p>The Parliamentarian shall advise the President on all matters of parliamentary procedure, including the interpretation of the Constitution and Bylaws of the CAUAA and shall perform such other duties as are usual to this office.</p>	<p>Section 9. Parliamentarian</p> <p>The Parliamentarian shall advise the President on all matters of parliamentary procedure, including the interpretation of the Constitution and Bylaws of the CAUAA and shall perform such other duties as are usual to this office.</p> <p><u>The Parliamentarian shall serve as Chair of the Constitution and Bylaws Committee ensuring that governance documents are reviewed annually and shall process any revisions to be approved by members.</u></p>	<p>This change is proposed to establish that duties for certain elected officers include chairmanship of related standing committees.</p>

ARTICLE:	ARTICLE XII-STANDING COMMITTEES - (BUDGET)
Proposed Change Description:	Internal consistency.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>A. Budget</p> <p>This committee shall be responsible for presenting a yearly budget to be approved by the Board of Directors and ratified by the Alumni Association.</p>	<p>A. Budget</p> <p>This committee shall be responsible for presenting a yearly budget to be approved by the Board of Directors and ratified by the Alumni Association. <u>The committee shall be chaired by the Treasurer.</u></p>	<p>This change is to ensure internal consistency with the Treasurer duties.</p>

ARTICLE:	ARTICLE XII-STANDING COMMITTEES - (CONSTITUTION & BYLAWS)
Proposed Change Description:	Internal consistency.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>C. Constitution and Bylaws</p> <p>This committee shall function when directed by the Alumni Association to make revision of or amendments to the Constitution and Bylaws.</p>	<p>C. Constitution and Bylaws</p> <p>This committee shall function when directed by the Alumni Association to make revision of or amendments to the Constitution and Bylaws. <u>The committee shall be chaired by the Parliamentarian.</u></p>	<p>This change is to ensure internal consistency with the Parliamentarian duties.</p>

ARTICLE:	ARTICLE XII-STANDING COMMITTEES - (PROGRAM)
Proposed Change Description:	Internal consistency.
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>H. Program</p> <p>The Program Committee shall be responsible for planning and helping with the implementation of all programs of the Association, Local Chapters and the University as appropriate.</p>	<p>H. Program</p> <p>The Program Committee shall be responsible for planning and helping with the implementation of all programs of the Association, Local Chapters and the University as appropriate. The Vice President shall serve as Chair of the Program Committee. <i>(The requisite text is already included in Article XI-Duties of Officers for the Vice President.)</i></p>	<p>This change is to ensure internal consistency with the Vice President duties.</p>

ARTICLE:	ARTICLE XIV-AMENDMENTS AND REVISION
Proposed Change Description:	Establish a process for submission and consideration of amendments and revisions
Board of Directors Recommendation:	Recognizing that membership makes the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>The Constitution and Bylaws of the Clark Atlanta University Alumni Association, Inc. may be amended or revised by a two-thirds vote of the membership present at any regular meeting of the CAUAA, Inc. provided that the proposed amendment(s) or revision(s) has been circulated to financial members in good standing at least sixty (60) days prior to the meeting.</p>	<p><u>Section 1.</u></p> <p><u>Any member of the CAUAA may submit a proposal to amend or change these Bylaws.</u></p> <p><u>Section 2.</u></p> <p><u>Any proposed change to these Bylaws will be submitted to the CAUAA Parliamentarian no less than 120 days prior to the meeting at which the change will be considered.</u></p> <p><u>Section 3.</u></p> <p><u>The CAUAA Parliamentarian shall submit proposed changes to the Executive Board no less than 90 days prior to the next meeting at which the changes will be considered and voted upon. The Executive-Board will make a recommendation for approval/disapproval of each proposed change. The Executive Board recommendation shall become a part of the proposed changes being considered and voted upon by the membership.</u></p> <p><u>Section 4.</u></p> <p><u>The Constitution and Bylaws of the Clark Atlanta University Alumni Association, Inc. may be amended or revised by a two-thirds vote of the</u></p>	<p>The Constitution and Bylaws are silent on the process for amendments and revisions.</p> <p>The proposed change establishes a process for the treatment of proposed amendments and revisions.</p>

membership present at any regular or special called meeting of the CAUAA, Inc. provided that the proposed amendment(s) or revision(s) has been circulated to financial members in good standing at least sixty (60) days prior to the meeting.

Section 5.

The Constitution and Bylaws Committee shall have the authority to make minor editorial changes, change the names or ordering of by-laws sections and sub-sections, or such changes as needed to maintain the document's internal consistency without requiring a vote of membership. Such changes shall be reviewed and approved by the Board of Directors in advance.

Section 6.

Any proposed change presented to the membership for vote and not approved for adoption shall not be considered again for a period less than one year.

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ARTICLE:	ARTICLE XV - DISCIPLINE AND COMPLIANCE (AMENDMENT: May 18, 2018)
Proposed Change Description:	
Board of Directors Recommendation:	Recognizing that membership makes s the final decision, the CAUAA Board of Directors recommends APPROVAL of the proposed change.

Current Constitution & By-laws	Proposed Change	Rationale
<p>Section 1. Operational Definitions</p> <p>A. Grievance - a complaint filed by a member;</p> <p>B. Warning - a verbal or written admonishment given to the recipient of a grievance;</p> <p>C. Censure - a public (in meeting) admonishment; censure of a Chapter/Affiliate officer or member is a warning or action to him/her to discourage an inappropriate or unprofessional behavior that could result in suspension or expulsion.</p> <p>Section 2. Compliance</p> <p>A. All Chapter/Affiliate and members must comply with National CAUAA policy and procedures as outlined in the National CAUAA Operating Manual. All policy and procedures must be enforced and maintained by Chapter/Affiliate presidents and executive boards. This shall include all required Chapter/Affiliate reports.</p> <p>B. All records maintained by any officer of a Chapter/Affiliate must be transferred to the officer's successor during the following month of the officer's terminal year. This shall include all real property, papers, notes and other items which belong to the Chapter/Affiliate.</p> <p>C. The transference of records shall be preceded by a period of orientation sufficient in length for the complete dissemination of information to the officer's successor regarding activities of the office.</p>	<p>Repeal this entire article.</p>	<p>This change proposes repeal of this entire article as a new section that addresses membership termination and suspension is proposed in ARTICLE IV- Membership, Sections 5 and 6.</p> <p>The specific process for termination and suspension actions will be spelled out in the association's manual of standards and procedures.</p>

D. Failure to avail oneself of such orientation or dissemination of information should be forwarded to the attention of the National CAUAA Board of Directors for appropriate action.

E. All Chapter/Affiliates (for years 1 through 3 of chartering) are required to have a delegate(s) (executive board/officers) attend “Board Development Workshop” during the fall and/or spring conferences.

Section 3. Disciplinary Actions

A. Chapters/Affiliates or members. If a Chapter/Affiliate or member does not meet the requirements specified herein, the Chapter’s/Affiliate’s charter can be revoked/suspended/censured and/or a member’s membership can be revoked/suspended/censured at the discretion of the National CAUAA Board of Directors. Non-compliance may include but are not limited to:

1. Non-compliance with National CAUAA Operating Procedures and By-Laws;
2. Failure of Chapter/Affiliate delegates to attend Annual Spring and Fall Meetings;
3. Failure to respond to National CAUAA Executive Board request or inquiries;

B. Chapters/Affiliates and Members Censure/Suspension/Expulsion. Censure of a Chapter/Affiliate, officers or a member is a warning or action to him/her that if a certain behavior continues, suspension or expulsion may result. Violations may include but are not limited to:

1. Failure to exhibit integrity and confidentiality when conducting business on behalf of the National CAUAA and local chapter or affiliate
2. Inappropriate communication and/or distribution (electronic, mail, etc.
3. Non-compliance with National CAUAA Operating Procedures and By-Laws/Constitution

4. Non-compliance with parliamentary procedures and adherence to the By-Laws and Constitution of the local Chapter/Affiliate and National CAUAA.

5. Failure to provide financial reports and budgets voted upon and approved by a quorum of the chapter membership.

Section 4. Grievance Process

a) Any Chapter/Affiliate or member with a grievance, as specified in Article XV 1-a of the Constitution and By-Laws, against another Chapter/Affiliate or member will present, in writing, his/her charge to the Board of Directors.

b) The National CAUAA President will advise, in writing, the charged party of the grievance.

c) The National CAUAA President will confer with the Constitution Committee concerning the charge. The National CAUAA President may ask the Constitution Committee to conduct a preliminary investigation of the charge.

d) The National CAUAA President may or may not direct the Constitution Committee to proceed with a formal investigation and hearing of the charge. The Constitution Committee, as directed by the CAUAA President, will conduct a hearing and allow each side forty minutes to present its case. The Constitution Committee's findings and recommendations will be presented to the Board of Directors for action.

e) The National CAUAA President will advise the Chapter/Affiliate, officer(s) or member(s) of the recommendations in writing.

