



**BYLAWS OF THE AFRICAN AMERICAN ALUMNI ASSOCIATION
OF DICKINSON COLLEGE**

April 3, 2021

ARTICLE I

NAME AND LOCATION

Section 1.1 Name: African American Alumni Association of Dickinson College

The name of the association, which is an unincorporated association of the Commonwealth of Pennsylvania, shall be the African American Alumni Association of Dickinson College (“Association”).

Section 1.2 Office

The Association shall have offices at Dickinson College, Carlisle, PA.

Section 1.3 Alumni Council

The name of the governing body of the Association shall be the Alumni Council of Dickinson College.

ARTICLE II

PURPOSES

Section 2.1 Purposes

The purposes for which the Association is organized are to support African American students to facilitate their academic and personal success at Dickinson College and to serve as a support network after their graduation, and without limiting the generality of the foregoing, include the following purposes:

- a) To foster and maintain good fellowship between the African American Alumni Association and the other diverse organizations at Dickinson College;

- b) To promote networking among the diverse alumni organizations on measures relating to the welfare of the college and the alumni constituency;
- c) To solicit the advice and counsel of Alumni Council members on measures relating to the welfare of the college and the alumni constituency
- d) To work closely with the Office of Alumni Relations and the Office of Parent Relations to promote the interests and welfare of African American students;
- e) To represent the interest of its members by:
 - i. developing an active and enduring interest in alumni affairs of the College;
 - ii. offering advice and counsel to the College on matters related to alumni and alumni activities;
 - iii. providing the leadership and the means for alumni to unite in their efforts to support and strengthen the College;
 - iv. disseminating information that will keep alumni well informed about the College;
 - v. identifying and recruiting the highest caliber of alumni volunteers to serve the College and recognize the achievement of those who have served with distinction in this capacity;
 - vi. assisting with fundraising efforts for the College;
 - vii. promoting, publicizing and enhancing the reputation of the College among the general public and supporting programs that recruit African American and other prospective minority students;
 - viii. encouraging qualified African American students to apply for admission to the College;
 - ix. developing programs for undergraduates that encourage an ongoing relationship with the College;
 - x. recognizing achievements of African American alumni through annual awards; and
 - xi. providing services and programs beneficial to African American students and alumni which foster and promote appreciation of the College experience.
- f) No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision, the Association shall not carry on any other activities not permitted to be carried on (a) by an association or corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)

Section 2.2 Limitations

Upon the dissolution of the Association, the Alumni Council shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association in such manner or to such organizations, organized or operated exclusively for the purposes similar to those of this Association as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Alumni Council shall determine.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership

The membership of the Association is open to all alumni regardless of race, while focusing on the experiences and interests of all African American individuals or those who identify as Afrocentric who have graduated from Dickinson College and/or individuals who express interest in the mission of the Association.

ARTICLE IV

ALUMNI ASSOCIATION

Section 4.1 General Powers

The property, business and affairs of the Association shall be managed by its Executive Committee and the Executive Committee may exercise all such powers of the Association as provided by law.

Section 4.2 Duties

The Executive Committee shall serve as an intermediary between the Association and the College and shall generally perform the following functions:

- a) Represent the interests and convey the views of the Association in all deliberations with the College, Alumni Council, and other bodies or institutions as needed;
- b) Offer advice and counsel to the College on matters related to alumni and alumni activities;

- c) Convey to the members of the Association the activities, decisions and policies of the College that are relevant to the Association and potentially impact the Association's goals and purposes; and
- d) Participate in the development program of the College by recruiting volunteers such as student class agents, advising the development officers on the objectives and procedures of the annual fund campaign, increasing participation among its constituency and supporting projects of particular interest to the Association.

Section 4.3 Composition

The Executive Committee shall consist of at least nine (9) members and not more than eleven (11) members selected from across the decades to represent all African American alumni constituents. The Executive Committee shall consist of a President, Vice President, Secretary, Treasurer; no more than six (6) at-large members; and, the Black Student Union representative.

The members of the Executive Committee shall be voted on by the membership of the Association. All shall be active participants of the Association. Each shall be elected in the manner provided by the Bylaws.

The current president or designee of the organization that represents African American students on campus (as of this writing **Black Student Union**) shall be the sitting member of the Executive Committee.

Section 4.4 Election

The Executive Committee in consultation with the African American Alumni Association, shall present a recommended slate of new members and those who are eligible for additional terms of service to the Association for election at its spring meeting. Other member recommendations may be made by any Association member at or before the spring meeting. All candidates shall meet qualifications set forth by the Executive Committee and communicated through the nomination process.

Section 4.5 Term

Other than the Black Student Union member of the Executive Committee (who shall serve as long as he/she holds said position), each member of the Executive Committee shall serve for a term of two (2) years beginning July 1.

Section 4.6 Vacancies

If any vacancy occurs by resignation or otherwise, with one (1) year or more of the unexpired term remaining, it shall be filled at the next regular or called meeting in the manner provided

in these Bylaws, for the remainder of the unexpired term. If the vacancy occurs with less than one (1) year of the unexpired term remaining, the Association may fill the vacancy by a special election for the remainder of the term. If a student vacancy occurs by resignation or otherwise, the Association may fill the vacancy by a special election for the remainder of the year. Members of the Executive Committee may only serve up to two consecutive terms unless they are elected by special election of the Association to complete an unexpected vacancy only until the next election.

Section 4.7 Re-Election

All members of the Executive Committee are eligible to be nominated for re-election to serve a second consecutive two-year term but shall not be eligible for re-election to serve a third consecutive two-year term. Any member who is selected or elected to fill a member's unexpired term shall be eligible to serve two consecutive two-year terms, in addition to serving the unexpired term. After completion of two consecutive two-year terms, a two-year break from service on the Executive Committee is necessary before the Executive Committee member may be considered for re-nomination to the Executive Committee.

Section 4.8 Removal of Executive Committee Members

Any Executive Committee member may be removed by a majority vote of the total number of Executive Committee members at a regular or special meeting of the Executive Committee whenever in their judgment the best interest of the Association will thereby be served.

Section 4.9 Resignations

Any Executive Committee member may resign at any time by giving written notice to the Executive Committee. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.10 Regular Meetings

There shall be at least two regular meetings of the African American Alumni Association each calendar year. One such meeting shall be held in the spring. The dates, times and locations for regular meetings shall be fixed in advance by the Executive Committee and shall be provided in writing to the members of the Association at the second or last meeting of each year for the meetings to be held in the next fiscal year.

Section 4.11 Special Meetings

Special meetings of the Executive Committee may be held at any time on the call of the President or at the request in writing of a quorum of voting members of the Executive

Committee made to the President of the Executive Committee. Special meetings of the Executive Committee shall be held as soon as practicable, but no sooner than three (3) days following the notice of such meeting, as described in the following section. Such meetings shall be held in a location TBD or via conference call if necessary.

Section 4.12 Quorum

One-half plus one of the total numbers of Executive Committee members at the time specified by the Bylaws shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. In the absence of a quorum, a majority of the Executive Committee members present may adjourn the meeting to a certain day, and the Secretary shall give all absent members three (3) days' notice of the date on which the meeting is to be reconvened; the Executive Committee members present, on such a reconvened date, shall constitute a quorum for the purpose of conducting business, provided that in no event shall a quorum consist of less than one-third of the total number of Executive Committee members.

Section 4.13 Consent in Lieu of Meeting

Any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a quorum of the Executive Committee members.

Section 4.14 Compensation of Executive Committee Members

Executive Committee members, as such, shall not receive any compensation from the Association for their service as Executive Committee members provided that nothing contained herein shall preclude any Executive Committee member from serving the Association in any other capacity and receiving compensation.

ARTICLE V

EXECUTIVE COMMITTEE

Section 5.1 Executive Committee

The Executive Committee oversees management of the business affairs and may exercise the powers of the Association in between meetings of the Executive Committee. Notwithstanding the foregoing, the Executive Committee shall not have the authority of the Association to:

- a) Amend, alter or repeal the Bylaws;
- b) Elect, appoint or remove any Executive Committee member or officer of the Association;
- c) Amend the Articles of Incorporation;
- d) Adopt a plan of merger or adopt a plan of consolidation with another Association;

- e) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association;
- f) Authorize the voluntary dissolution of the Association or revoking proceeding therefore;
- g) Adopt a plan for the distribution of the assets of the Association; and
- h) Amend, alter or repeal any resolution of the Executive Committee which by its terms provides that it shall not be amended, altered or repealed by such committee.

The Executive Committee shall regularly report its work to the Association.

The Executive Committee is responsible for the orientation of new members, the off boarding of members ending their terms, and the distribution of pertinent information to the full Association.

Section 5.2 End of Term of Office

Each member of the Executive Committee shall continue as such until his/her term as officer ends and until his/her successor is appointed unless such member is removed for cause.

Section 5.3 Chair

The President of the Executive Committee shall serve as Chair of the Executive Committee.

Section 5.4 Vacancies

Vacancies in the membership of the Executive Committee may be filled in the same manner as provided in the case of the original appointments.

Section 5.5 Quorum

One half plus one of the whole Executive Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the Executive Committee.

Section 5.6 Rules

The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws or with other rules for governance adopted by the Association.

Section 5.7 Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the members of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the Committee members entitled to vote with respect to the

subject matter thereof and such written consent is filed with the minutes of proceedings of the Executive Committee.

ARTICLE VI

OFFICERS OF THE EXECUTIVE COMMITTEE OF the AFRICAN AMERICAN ALUMNI ASSOCIATION

Section 6.1 Elected Officers

The elected officers of the Executive Committee shall be a President, a Vice-President, a Secretary, and a Treasurer all to be elected for up to two consecutive two-year terms by the members of the Association. The President, Vice-President, Secretary, and Treasurer each serve a two-year term except as determined by Association special elections to fill an unexpected vacancy (see Section 4.6). Candidates for election as President should preferably have served as Vice-President, Secretary, Treasurer or Committee Chair.

Section 6.2 Removal

Any officer may be removed from office at any time by a majority vote of the Executive Committee whenever in their judgment the best interest of the Association will be thereby served.

Section 6.4 President

The President shall be responsible for all usual operations of the Association, including Committee Chair appointments when vacant, and perform all duties incident to the office of President.

The President of the African American Alumni Association, who is also the President of the Executive Committee (the governing body of the Association), or his/her designee shall serve as a member of the Dickinson College Alumni Council in accordance with the Alumni Council procedures.

Section 6.5 Vice-President

In the event of absence or incapacity of the President, the Vice-President shall perform all duties of the President. Additionally, the Vice-President may have responsibilities as designated by the President.

Section 6.6 Secretary

The Secretary shall:

- a) Coordinate the internal communications of the Association on behalf of the Executive Committee and shall have such duties as pertains to maintenance of social media communications, taking minutes of meetings and ensuring ongoing presence on the Association's website (to be developed);
- b) Take and keep the minutes of the general meetings of the Association and the Executive Committee meetings;
- c) Send all notices that are to be duly given in accordance with the provisions of these By-Laws or as required by law; and
- d) Perform all duties incident to the Office of Secretary and such other duties as are provided by these Bylaws and, as from time to time, are assigned to him/her by the Executive Committee.

Section 6.7 Treasurer

The Treasurer shall:

- a) Prepare necessary financial reports and present, as needed, to Executive Committee and Association meetings;
- b) Help develop fund raising plans;
- c) Be responsible for assisting the committee in the preparation of a budget;
- d) Make financial information available to any member of the Association when requested; and
- e) Be a signatory on any Association bank account where 2 of 3 signatures shall be required for the negotiation of any bank check or instrument.

Any person acting as bank signatory shall be bonded.

Section 6.8 Compensation of Officers

Elected officers, as such, shall not receive any direct compensation from the Association for their service as officers, provided that nothing herein contained shall be construed to preclude any officer from service to the Association in any other capacity and receiving compensation for such service.

Section 6.9 Re-Election of Officers

No officer who has served two consecutive two-year terms on the Executive Committee shall be eligible for re-election to the Executive Committee until two years have elapsed. Nothing in this section shall be deemed to prohibit the election of such a person to a different office of the Executive Committee other than the one in which he/she has served two consecutive terms. If an officer has been elected to fill a vacancy and he/she serves in such capacity for less

than six months prior to the next annual election of officers, then such term shall not be counted toward consecutive terms in office for the purposes of this section.

Section 6.10 Bonds

If the Alumni Council shall so require, any officer or agent of the Association shall give bond to the Association in such amount and with such surety as the Alumni Council may deem sufficient, conditional upon the faithful performance of their respective duties and offices.

Section 6.11 Delegation of Duties

Except for the delegation of duties of the President to the Vice President of the Executive Committee, in the case of the absence of any officer of the Executive Committee or for any other reason which may seem sufficient to the Executive Committee, the Executive Committee may for the time being delegate his/her powers and duties, or any of them, to any other officer or to any Executive Committee member.

Section 6.12 Director of Alumni Relations

The Director of Alumni Relations or his/her designee shall:

- a) Serve as the liaison between the College and the Association and the Alumni Council on matters relating to their welfare and functions;
- b) Attend meetings of the Association and each meeting of the Executive Committee;
- c) Assist the President, Vice-President and Secretary in the performance of the prescribed duties;
- d) Meet with the President between meetings of the Executive Committee;
- e) Undertake and assist with the implementation of the nomination and election procedures for membership to the Executive Committee;
- f) Provide an update regarding the activities of the College of Advancement and arrange for updates of other pertinent College information.

ARTICLE VII

STANDING COMMITTEES

Section 7.1 Standing Committees

To Be Determined

Section 7.2 Special Committees

The President, with the approval of the Executive Committee, may establish such other committees, subcommittees or task forces as are necessary, and which are not in conflict with

other provisions of the Bylaws, and the duties of any such committee shall be prescribed by the Alumni Council Executive Committee.

ARTICLE VIII

ADMINISTRATION

Section 8.1 Records Location

The records of the Association shall be stored and backed up electronically. The records will be made available to the College upon request.

Section 8.2 Financial Oversight

Accounting procedures for funding provided by Dickinson College for the operations of the Executive Committee must comply with the policies and practices of Dickinson College and are subject to periodic review by the College's Financial Operations Division.

Approved April 3, 2021