

"Our history is worth holding on to"



National African American Alumni Association
of
Denison
P.O. Box 594
Denison, TX 75021-0594
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NATIONAL AFRICAN AMERICAN ALUMNI ASSOCIATION OF DENISON BY-LAWS

Preamble: Name and Purpose

This organization shall be known as the **NATIONAL AFRICAN AMERICAN ALUMNI ASSOCIATION OF DENISON, TEXAS**

The purpose of the Association shall be to preserve the history of African American education in Denison, Texas by:

1. Promoting a spirit of alumni unity and camaraderie through hosting reunions among alumni.
2. Locating, establishing, and maintaining communications with alumni worldwide.
3. Acquiring, maintaining and protecting old school memorabilia.
4. The awarding of scholarships in support of the organization's purpose.

Article 1: Domicile. The Association will maintain its principle place of operations at The Community Center, 900 N. Armstrong Ave, Denison, Texas 75020. The domicile may be changed by a majority vote of the Board of Directors.

Article 2: Meetings. The Association shall meet once a quarter as agreed upon by the majority of the officers. There shall be at least three meetings of the Association during the fiscal year.

Article 3: Membership

Section A: Eligibility. Any individual who attended Anderson, Terrell, Langston, Walton, Brownsville, Denison Senior High, former teachers at any of these schools, or anyone who desires to support the goals of the Association is eligible to become a member of the Association.

Section B: Membership. Eligible individuals become members of the Association by completing and submitting an application for membership accompanied by the annual dues payment. The term of annual membership runs from January 1st through December 31st of each year, the Association's fiscal year. Dues will not be prorated.

Section C: Termination. Membership in the Association will terminate upon failure to pay annual dues.

Section D: Voting privileges. Only current Members in good standing at the close of board nominations are eligible to vote during elections.

Section E: Dues.

An individual alumnus yearly is **\$15.00** each.

Married alumni couple yearly is **\$25.00**

An individual alumnus lifetime Gold Member is **\$200.00**

Married alumni couple lifetime Gold Members is **\$350.00**

Article 4: Officers

Section A: Officers. The officers of the Association shall be the President, Vice President, Treasurer, Secretary, and Correspondence Secretary.

Section B: Elections. The officers shall be elected by a majority vote (two-thirds) of the members returning election ballots. There are no limits on the number of times an individual may seek election to any office.

Section C: Term of Office. The term of office for each officer shall be two years. The term of office shall begin on the first day of September and run through the last day of August two years later.

Section D: Powers. The officers are vested with the powers appropriate to their elected office to accomplish the tasks necessary for the successful, day-to-day operations of the Association.

The President shall be the chief operating officer of the Association, shall make all decisions concerning Association day-to-day operations, shall chair Association meetings, and shall direct the activities of the Vice President, the Treasurer, the Secretary, the Recording Secretary, Communications Secretary and various committee members.

The Vice President shall assist the President, perform the duties of the President if the President is incapacitated and oversee the activities of the Class or School Representatives and Standing Committees.

The Treasurer shall be responsible for the financial operations of the Association.

The Secretary shall be responsible for preparing and maintaining minutes, agenda, etc. of Association meetings; be custodian of the Association's business records including the President's Program budget Plan and Financial Review, Committee annual reports, and documents produced by the Association Officers.

The Correspondence Secretary shall be responsible for preparing and maintaining records of all authorized correspondence on behalf of the Association; shall maintain the list and registration information of Association members; obtaining all minutes from any committee meetings and including them with the scheduled Association meeting.

Section E: Resignation. Any officer may resign by tendering a letter of resignation to the elected Board Members. Such officer shall fully inform the President of the status of all pending items and shall deliver all Association information in his/her possession to the President prior to resignation.

Section F: Removal from Office. Any officer who fails to perform the duties of the office to which the individual has been elected may be removed from the office by a two-thirds vote of the members of the association.

Section G: Vacancies. If the President resigns or is removed from office, the Vice President will assume the Presidency for the balance of the existing term. If the Vice President, Treasurer or the Secretary resign or are removed from office, the President will nominate to the elected Board Members the individual to fill the vacant office for the balance of the existing term. This individual will enter the office upon a majority vote of the Board Members for the balance of the existing term.

Article 5: Board of Directors

Section A: Board of Directors. The Board of Directors of the Association shall consist of 9 directors plus the Association President and Vice-President. Four directors are designated directors and are non-voting members of the Board of Directors. These four designated directors are the Immediate Past-president of the Association, the Newsletter Editor, the Webmaster and the Registry Database Manager. The Board of Directors shall appoint the Newsletter Editor, Webmaster and Registry Database Manager. The remaining five Directors shall be elected by a majority vote of the membership. The voting Board members shall consist of the five elected Directors plus the Association President and Vice-President.

Section B: Board of Director Appointments

The Newsletter Editor will publish a newsletter at least twice a year with information provided directly by members, Class Representatives, Officers, Directors or Committee Members. The newsletter will be mailed to all Association members.

The Webmaster shall be appointed by the Board of Directors. The Webmaster shall maintain the official **NATIONAL AFRICAN AMERICAN ALUMNI ASSOCIATION OF DENISON** internet web site.

The Registry Database Manager will maintain a registry of all alumni, faculty, and associates of the high school. This registry will include, at a minimum, the names, addresses, telephone numbers, e-mail addresses if applicable and membership status.

Section C: Elections. Five directors shall be elected by a majority vote of the members returning election ballots for contested positions. There are no limits on the number of terms an individual may serve on the Board of Directors.

Section D: Term of Office. The term of office of each director shall be two years. The term of office shall begin on the first day of September and run through the last day of August two years later. The directors shall run for office concurrently with the officers.

Section E: Chairman of the Board of Directors. Upon the beginning of each new term of the Board of Directors in September, the Directors shall elect a Chairman by majority vote of the serving Directors.

Section F: Powers. The directors are vested with the powers appropriate to oversee and approve the actions of the Officers of the Association. The Board of Directors will develop and approve a charter detailing the various powers of the Board, the Board's method of operations and describing its decision making process.

Section G: Operations. The Board of Directors shall conduct business at least twice a year; in the Fall to review and approve the President's proposed Program Budget Plan and in the Spring to review and approve the President's Budget Review. The chairman may conduct business on other occasions, as circumstances require. If there is geographical dispersion of directors, business will be conducted by e-mail, conference calls or some form of the Internet communications.

Section H: Resignation. Any director may resign by tendering a letter of resignation to the Chairman of the Board of Directors.

Section I: Removal from Office. Any director who fails to perform the duties of the office of director may be removed as a director by a two-thirds vote of the remaining members of the Board of Directors.

Section J: Vacancies. If any director resigns or is removed from office, the President of the Association will nominate an individual to fill the vacant director position to the Board of Directors and this individual will become a director upon a majority vote of the Board of Directors and will serve for the balance of the existing term.

Article 6: Committees

Section A: Standing Committees. The Association will have the following permanent standing committees:

- Membership Committee
- Anderson-Terrell School Reunion Committee
- Scholarship Committee

Each of the standing committees will have a charter detailing objectives, membership, scope of operations and procedures.

The Elected Board Members shall approve the charters and all proposed charter changes and appoint committee chairmen and committee members. All Committee Charters will become addendums to the Association By-laws.

Section B: Ad Hoc Committees. The Board of Directors may establish Ad Hoc Committees as deemed necessary. The Board of Directors will approve the charters of these Ad Hoc Committees and appoint all committee chairs and committee members.

Section C: Committee Control. The President, as the Association's Chief Operating Officer, will direct and control the activities of the various Standing and Ad Hoc Committees.

Section D: Committee Oversight. The Board of Directors will exercise oversight of the various Standing and Ad Hoc Committees through the review process of the President's proposed Program Budget Plan and Financial Review. The Board of Directors may direct the President to restructure any portion of either of these two plans to which the Board objects. This mechanism allows the Board of Directors to control the operations and budgets of all Association committees.

Article 7: Class Representatives

Section A: Status. Members interested in serving as representatives of their class will notify the Vice President. The number of representatives per class will normally be one but class size and demographics may necessitate two or more representatives.

Section B: Role. The role of the Class Representatives shall be to promote communications between the various officers and committee members and the members of their respective classes. Class representatives shall correspond directly with all found members of their class at least once a year. All communications made directly on behalf of the Association by Class Representatives must receive approval of the Vice President.

Section C: Oversight. The Vice President shall oversee the Class Representatives and be their principle point of contact for Association activities. The Vice President shall be active in searching for Representatives for classes which have no active help; be liaison between all Class Representatives and the Elected Board; contact each Class Representative at least twice a year to encourage proactivity regarding search for "lost" alumni, yearly newsletters to classmates in the directory, and sharing classmate information with the Correspondence Secretary.

Article 8: Association Operations

Section A: Scholarship. The Association will solicit special contributions to fund scholarship(s) for deserving graduating students of the high school. Operating procedures for the award of scholarship(s) will be developed by the Scholarship Committee and approved by the Elected Board Members.

Section B: Nominating/Elections. The Elected Board Members will appoint a Nominating/Elections Committee to serve for a period of elections. It will be the responsibility of the committee to present to the Association through the Winter/Spring newsletter a single slate of nominees for officers. The committee will verify the results of the returned ballots and announce the results in the Summer/Fall newsletter.

Section C: Database. The Association will maintain a Database of all alumni, teachers, and associates of the schools. This Database will include, at a minimum, the names, addresses, and membership status. Operating procedures for the Database, addressing confidentiality of data, use of data for advertising purposes, and requirements of the directory, will be developed by the Correspondence Secretary and approved by the Elected Board Members.

Section D: Locator. The Association will actively seek missing alumni, teachers and associates through a variety of means, and will assist individual members seeking to do this also by whatever means available to the Association. Procedures for searching for missing individuals will be developed by the Correspondence Secretary and approved by the Elected Board Members.

Section E: Newsletter. The Association will publish a newsletter at least once a year with information provided directly by members, Class Representatives, or Officers. The newsletter will be mailed or emailed to all Association members. One complimentary newsletter will be sent to all newly located eligible individuals. Operating procedures for the Newsletter will be developed by the Membership Committee and approved by the Elected Board Members.

Section F: History. Officers shall appoint a Historian to maintain and manage archives of school and Association memorabilia to include but not be limited to: yearbooks, commencement programs, school newsletters, Association newsletters, Association directories and reunion memorabilia. Duties of the Historian include: keeper of Association archives, including all memorabilia, and proactive searching for said memorabilia.

Section G: Reunions. Every two years the Association will host the Traditional Anderson- Terrell School reunion, in which all class years will be invited. The President will propose such a reunion in the annual Program Budget Plan of the year hosted and approved by Elected Board Members.

Once approved, the entire registry, not just Association members, will be notified of the reunion. Attendance at reunions is open to all people in the registry, not only Association members, but the Officers may establish price differentials between member and non-member reunion costs. The President may establish a Committee to plan and execute an approved individual class year reunions. Further, the Association will assist individual Association members who organize mini-reunions for select groups of class years, for selected geographic areas or for Association members only. As a minimum, newsletter publicity and locator the Association shall provide assistance.

Section H: Memorabilia. The Association shall, to the degree practical, collect, maintain and sell memorabilia to Association members and supporters. If possible, the Association will obtain the copyright to all memorabilia it controls and sells. The President may establish a committee to handle memorabilia. The President will develop procedures for the control and sale of memorabilia and these procedures will be approved by the Elected Board Members. All profits received from the sale of any memorabilia will be placed into the Association fund and may be used to pay any or all expenses incurred by the Association.

Section I: Online Operations:

The Correspondence Secretary will organize and actively search for E-mail Representatives for each specific graduated year; receive all new and changed e-mail addresses from Alumni, sort these addresses, and pass them on to the respected class representatives and the respective Class/E-mail on-line representatives; maintain pages for class years which have no online E-mail Representative; and create and enforce rules and regulations for maintenance of on-line E-mail Directory Pages linked to the Association's Main Home Page.

Article 9: Fiscal Policy

Section A: Fiscal year. The fiscal year of the Association shall be from January 1st through December 31st of each year.

Section B: Dues. The Association shall collect dues from each eligible individual as a requirement for membership. The President shall propose a level of dues annually, which shall be approved by a majority vote of the Board of Directors. Dues are due in January of each year and are considered delinquent if not paid by March 1st. Failure to pay the annual dues will terminate membership in the Association.

Section C: Allocation. All dues will be deposited in a general fund account and may be used to pay any or all expenses incurred by the Association. Conversely, contributions received by the Association for scholarships, while they may be deposited in the general fund account, shall be appropriated and used only to fund scholarship(s).

Section D: Compensation. Officers, Directors, Committee Members and Class Representatives shall receive no compensation for their services. Reimbursement for expenses will be made only if the expenditures were contained in the President's Program Budget Plan and approved by the members and proof of the expenditures is presented.

Section E: Control. The President and the Treasurer shall sign all checks, drafts, loans or other orders for payment of money, notes, and other evidence of indebtedness issued in the name of the Association. If either the President or Treasurer is unavailable, the Vice President may act instead.

Section F: Audit. After the various financial records have been closed at the end of the fiscal year, the Treasurer shall obtain an audit of these records. Upon completion of the audit, these records along with the record of the audit will be included in the President's Financial Review. After elected Board Members have reviewed and approved the Financial Review report, it will be provided to the Association members via appropriate means.

Article 10: Elections

Section A: Timing. The Association will hold elections every two years for the Association Offices. Only current members of the Association are eligible to stand for election.

Section B: Management. The elections will be planned and executed by the Nominating/Elections Committee. Operating procedures for the Election Committee will be developed by the Elections Committee and approved by the Board.

Article 11: Reports

Section A: Requirements. The President will produce a Program Budget Plan and a Financial Review Report each year. Finally, the various Standing Committees will detail their activities in an annual report due in February.

Section B: Program Budget Plan. The President will provide a Program Budget Plan by November 1st of each year. The plan will briefly state the expected level of revenue for the coming year and each activity to be undertaken in the coming year and its associated projected cost, e.g., Newsletter, 1 per year, production and distribution costs. The Board will have until December 15th to review and approve the plan. The President may restructure and resubmit items, which the Board did not approve. If the Board fails to act on the plan by December 15, the plan is deemed disapproved.

Section C: Financial Review. The President with the assistance of the Treasurer will submit a brief Financial Review by March 15th of each year. The report will include initial and final balance sheets and other necessary financial reports that detail the preceding fiscal year and the audit conducted on them. The President will also recommend the level of dues for the succeeding fiscal year. The Board will review this submission, approve or reject any recommended dues changes and provide to the President any proposals for strengthening the fiscal operations of the Association. After approval of the Financial Review, it shall be published in the next issue of the newsletter or distributed to members by other means.

Article 12: General Provision

Section A: Contracts. Officer(s), or agent(s), upon approval by Association Officers, shall be authorized to enter into any contract or execute any instrument in the name of the Association. All contracts shall require the signature of at least one Association Officer.

Section B: Indemnity of Directors and Officers

Every Director, officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon he or she in connection with any proceeding to which he or she may be made a party to, or in which he or she may become involved, by reason of him or her being or having been a Director, officer, or employee of the Association or any settlement thereof, whether or not he or she is a Director, officer or employee at the time such expenses are incurred, except in such cases wherein the Director, officer or employee is adjudged liable for negligence or misconduct in the performance of his or her duties as such Director, officer or employee.

This paragraph shall not indemnify Directors, officers with respect to the following:

- A. Any breach of the Director's or officer's duty of loyalty to the Association or its members.
- B. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law.
- C. Any transaction from which the Director, officer or both derived an improper personal benefit.

Section C: Gifts. The Officers may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose of or for any special purpose of the Association.

Article 13: Existence

Section A: Implementation. These By-Laws will be implemented on January 1st of the year following their approval. These by-laws shall be approved by a majority vote of the members returning ballots.

Section B: Amendment. The elected Board Members shall set the policy for amending these By-Laws and shall send amendments that they approved to the members for final approval. These By-Laws may be amended or repealed by a majority vote of the members returning ballots.

Article 14: Dissolution

Section A: Approval. The Elected Board Members must approve a motion to dissolve the Association by a three-fourths majority vote and then send the approved motion to the membership for ratification. Dissolution will be approved if three-fourths of the members returning ballots vote in favor of the motion.

Section B: Implementation. Once dissolution has been approved, all liabilities and obligations of the Association will be discharged or adequate provision to discharge them will be made. Any remaining assets will be distributed to any Association or Associations that the Elected Board Members determines to be consistent with the Association's purpose as set forth in Article 2 above and with applicable provisions of law.

Article 15: Amendment to By-Laws

Section A. Proposed changes of these By-Laws shall be submitted by a written resolution that states intent to amend these By-Laws.

Section B. The adoption of resolution, submitted in the manner set out in Section A above, by two-thirds (2/3) majority vote of the officers of the organization in attendance at a regularly scheduled meeting shall thereby be an amendment to these By-Laws.

Adopted This _____

Day of _____ 20_____

President

Secretary