

UNIVERSITY OF EVANSVILLE
AFRICAN-AMERICAN ALUMNI ASSOCIATION (UEAAA) BYLAWS

PURPOSE: To perpetuate the rich African-American tradition at the University of Evansville, the UEAAA (association) shall develop and maintain a close and supportive connection among African-American alumni by providing guidance, financial assistance and emotional support.

ARTICLE I: MEMBERSHIP

Section 1—Membership. UEAAA Membership shall be open to UE students that have completed at least one semester at UE, received an honorary degree from UE or community members who value and support the PURPOSE of the association.

ARTICLE 2 – MEETINGS

Section 1—Annual Meeting. The annual meeting of the UEAAA shall be held in the month of April or at such other time and place designated by the Executive Committee. Business transacted at the annual meeting shall include all matters and evolving issues relevant to the purpose of the association.

Section 2—Special Meetings. Special meetings of the members shall be held when directed by the President or a voting majority of the Executive Committee members.

Section 3—Place. Meetings shall be held at a place designated by the President or a voting majority of the Executive Committee members.

Section 4—Notice. Written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting.

Section 5—Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 6—Member Voting. Each member is entitled to one vote, represented in person or by proxy, on each matter submitted to a vote at the annual or special meetings of the UEAAA.

Section 7—Proxies. A member may vote either in person or by proxy. A proxy vote must be executed in writing by the member or his or her duly authorized representative and it must be delivered or postmarked within the time-period designated as described on the proxy or delivered to the Secretary prior to the official opening of the annual or special meeting.

ARTICLE III: OFFICERS

Section 1—Officers. The officers of this organization shall consist of a President, Vice-President, Secretary, Treasurer, Historian, Liaison to the Black Student Union, the ZPC Scholarship Committee Chair, a founding member and the preceding president. The founding member and preceding president shall automatically become an officer and member of the executive committee. Each officer shall be elected for a 4-year term by the members voting or by proxy at an annual business meeting, with the exception of the ZPC Scholarship Committee Chair who is appointed by the Zerah Priestly Carter Scholarship Committee. The elected officers shall constitute the Executive Committee. Any additional officers, as may be deemed necessary, shall be elected for a two-year term as an ex-officio (non-voting) member by the Executive Committee members, or until the next annual meeting – whichever comes first. A person may hold only one office at a time.

Section 2—Duties. The officers of this association shall have the following duties:

- a. The President shall be responsible for the leadership and overall management of the affairs of the association, subject to the directions of the Executive Committee; The President shall preside at all meetings of the members and Executive Committee.
- b. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Executive Committee or the President.
- c. The Secretary shall maintain all records of the association, except the financial records and shall, as requested, record the minutes of all meetings of the members and Executive Committee, send notices of all meetings, and perform such other related duties as may be prescribed by the Executive Committee or the President.
- d. The Treasurer shall maintain all financial records, keep full and accurate accounts of receipts and disbursements, present a financial report at the annual meetings of members and perform such other related duties as may be prescribed by the Executive Committee or the President.
- e. The Historian shall keep and maintain an accurate account of special events and activities, monitor the Bylaws requirements and perform such other related duties as may be prescribed by the Executive Committee or the President through various forms of media to depict and preserve the history of the African-American Alumni.
- f. The Black Student Union Liaison shall assist in fostering communication between the UEAAA and the Black Student Union, facilitating mutual support of BSU and UEAAA events, and fostering a direct connection to mentor and assist current Black students at UE.
- g. Any other member shall, in the absence of any other officer, perform the duties and responsibilities as defined by the office or perform such other duties as may be prescribed by the President or Executive Committee.

Section 3—Removal of Officers. An elected officer, with prior notice in writing, may be removed by a majority vote of the Executive Committee membership, with just cause, that serves the best interest of the UEAAA. Any vacancy may be filled by a majority vote of the Executive Committee until the next annual meeting of the Association.

ARTICLE IV: EXECUTIVE COMMITTEE

Section 1—Function. The Executive Committee shall initiate and carry out activities designed to fulfill the mission of the organization.

Section 2—Number. This association shall have seven (7) Executive Committee members elected by the association.

Section 3—Qualification. Eligibility for membership on the Executive Committee is open to all UEAAA members.

Section 4—Election and Term. Each person elected as a member of the Executive Committee by the association shall hold membership on the Executive Committee for a period of four years and until his or her successor shall have been elected.

Section 5—Presumption of Assent. An Executive Committee member who is present at a meeting of the Executive Committee at which action on any association matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 6—Quorum and Voting. A majority of the voting members of the Executive Committee fixed by these bylaws shall constitute a seated and/or proxy quorum for the transaction of business. Executive Committee members present or represented by proxy at a quorum shall vote.

Section 7—Vacancies. Any vacancy occurring in the Executive Committee, including any vacancy created by reason of an increase in the number of Executive Committee members, may be filled by the affirmative vote of a majority of the remaining Executive Committee members or appointed by the President as deemed necessary. The appointed Executive Committee member shall hold office until the next election of Executive Committee members by the members of the UEAAA.

Section 8—Removal of Executive Committee Members. At a meeting of the members called expressly for that purpose, any Executive Committee member or the entire Executive Committee may be removed with just cause, by a majority vote of the members entitled to vote.

Section 9—Executive and Other Committees. By resolution, the Executive Committee may designate individuals who may exercise certain written limited scope, time and authority on behalf of the Executive Committee.

Section 10—Place of Meeting. Regular and special meetings of the Executive Committee shall be held in Evansville or another location determined at the annual meeting or by consensus of the Executive Committee.

Section 11—Time, Notice, and Call of Meetings. Regular meetings of the Executive Committee shall be held with notice three (3) times per calendar year. Written notice of the time and place of special meetings of the Executive Committee shall be provided to each member.

- a. A majority of the Executive Committee present, whether or not a quorum exists, may adjourn any meeting of the Executive Committee to another time and place. Notice of any such adjourned meeting shall be given to the members who were not present at the time of the adjournment.
- b. Meetings of the Executive Committee may be called by the President or by any three Executive Committee members.
- c. Members of the Executive Committee may participate in a meeting by via conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12—Action without a Meeting. Any action required to be taken by the Executive Committee may be taken without a meeting with consent in writing of a majority of the Executive Committee, setting forth the action to be taken by a quorum. Such consent shall have the same effect as a majority vote.

ARTICLE V: NOMINATING COMMITTEE

Section 1—Intentional Leadership. UEAAA shall practice intentional leadership that includes, but is not limited to, advocating for equitable policies and practices that serve to create and maintain an inclusive environment in the UE community. UEAAAs' intentional leadership includes, but is not limited to, developing leadership with regard to race and gender. Thus, it is the intent of the association to honor diversity within its leadership by having each succeeding UEAAA President be of a different gender than the previous UEAAA President.

Section 2—Function

The president shall appoint a nominating committee to identify and recruit men and women for leadership roles as equitable as possible at least two (2) months before the scheduled annual meeting of which the term of officers shall expire.

The appointed chair of the nominating committee shall present a slate of officers for consideration by the membership prior to and at the annual meeting. Before the vote of the membership, individual members may nominate other members for consideration for office. With no further nominations, the vote of the membership shall take place.

ARTICLE VI: BOOKS AND RECORDS

Section 1—Books and Records. The UEAAA shall keep and maintain complete books and records of account and minutes of the proceedings of its meetings, including meetings of the Executive Committee. Any books, records, and minutes may be in written or electronic form or in any other form capable of being converted into written form within a reasonable time.

Section 2—Financial Information. Not later than forty-five (45) days after the close of each fiscal year, the UEAAA shall prepare a balance sheet, showing in detail, the receipts and expenditures and the overall financial condition of the organization as of the close of its fiscal year.

ARTICLE VII: BY-LAWS

Section 1 – UEAAA Governance. UEAAA will be governed and operated in accordance with its adopted By-Laws.

Section 2- Review, Revision, and Adoption – The UEAAA President shall appoint a By-Laws Committee to review, and if necessary, revise the By-Laws. Any revision to the By-Laws must be submitted to the UEAAA body at least 15 days prior to its scheduled annual meeting. The UEAAA By-Laws must be formally adopted by its members at the annual meeting*.

**(The UEAAA By-Laws were last revised and adopted 08/03/23)*