

NATIONAL ASSOCIATION OF AFRICAN-AMERICAN HONORS PROGRAMS

CONSTITUTION

ARTICLE 1: NAME

This organization shall be known as the National Association of African-American Honors Programs.

ARTICLE 2: OBJECTIVE

The objective of this Association shall be the promotion and advancement of honors and similar educational programs in Historically Black Colleges and Universities (HBCU), and in Predominately Black Colleges and Universities (PBCU), as well as institutions which provide honors education for African-American students.

The specific goals of the Association include:

1. To develop, enhance, and support honors programs in all Historically/Predominately Black Institutions.
2. To stimulate and encourage community service and leadership as one of the high aims of education.
3. To sponsor and encourage scholarly research that address admission and retention of talented students, as well other challenges confronting honors education in Historically Black Colleges and Universities.
4. To advocate the funding of honors programs by federal and state agencies as well as by private philanthropic foundations and organizations.
5. To facilitate the enrollment of African-American students into graduate and professional schools.
6. To promote a curriculum that fosters a life-long disciplined approach to knowledge and scholarship through inquiry and exploration.
7. To develop an undergraduate educational environment that promotes scholarship, knowledge, and an appreciation of African-American culture as a mirror for understanding other great world cultures.

ARTICLE 3: MEMBERSHIP

Section 1: Active membership in the Association shall consist of two categories: individual membership and institutional membership.

- a. Individual membership shall be open to faculty members, administrators, students and other persons interested in honors and similar educational programs at HBCUs and PBCUs. The two categories of individual membership shall be known as student membership and professional membership.

- b. Institutional membership shall be open to institutions of higher learning as well as to foundations and government agencies interested in honors and similar educational programs at HBCUs or PBCUs, or at an institution which provides honors education for African-American students.

Section 2: Honorary membership may be bestowed upon any individual in recognition of distinguished service toward the objectives of the Association. Such action shall only be taken at a regularly scheduled meeting of the Association, upon nomination by the Executive Council.

Section 3: Sustaining membership may be held by foundations, associations, and other institutions of higher education which serve African-American students.

ARTICLE 4: GOVERNANCE

Section 1: General authority to govern the Association shall be vested in the membership as defined in Article 3 of the Constitution.

Section 2: The Executive Council shall be empowered to conduct business of the Association as provided by the Constitution and By-Laws.

Section 3: Each individual member and each representative of an institutional member shall be entitled to vote in all transactions of the Association, whether in meetings or by mail ballot, in accordance with regulations set forth in the By-Laws. Each person shall be entitled to one vote only, either as an individual member or as a representative of an institutional member.

ARTICLE 5: QUORUM

Section 1. Fifty (50) percent plus one of the individual members or representative of institutional members present shall constitute a quorum for the transaction of business at any meeting of the Association.

ARTICLE 6: OFFICERS

Section 1. The officers of the Association shall be the President, the Vice President/President Elect, Second Vice President (student), Secretary, Treasurer, Assistant Secretary-Treasurer (student), Parliamentarian, and the National Executive Director. All officers except the National Executive Director and the Parliamentarian shall be elected by vote of the membership of the Association. The Parliamentarian will be appointed by the President; the office may be filled by either student or professional members.

Section 2. President (One-Year Term). The President-Elect becomes President at the conclusion of the annual business meeting at which the term of the outgoing President ends or on the event of the death, permanent incapacity, or resignation of the President. He or she serves as President until the conclusion of the next annual conference succeeding their election. The President shall preside at all

meetings of the Association, shall appoint committees, and shall perform such duties as pertain to the office of President.

- Section 3. Past President (One-Year-Term) The President becomes Immediate Past President at the conclusion of their one-year term and serves an additional one-year term on the Executive Board.
- Section 4. Vice President (One-Year Term). The Vice President shall hold office for one year or until his/her successor is elected and installed. The Vice President shall succeed automatically to the office of President. In the absence of the President, the Vice President shall perform such duties as pertain to the office of the President. The Vice President shall serve as program chairperson of the annual meetings.
- Section 5. Second Vice President (One-Year Term). The Second Vice President shall hold office for one year or until his/her successor is elected and installed. He/she shall be a student member of the Association.
- Section 6. Secretary (Two-Year Term). The Secretary shall hold office for two years or until his/her successor is elected and installed. He/she shall keep the official records of the organization. These include the bylaws, special rules of order and standing rules, minutes, membership roll, and committee reports. The secretary will also be responsible for conducting the organizations' official correspondence, including officially notifying officers, committee members, and convention delegates of their election or appointment.
- Section 7. Treasurer (Two-Year Term). The Treasurer shall hold office for two years and may be elected to succeeding terms of office. He/she is entrusted with custody of the organization's funds. It is also the responsibility of this officer to bill and collect dues and fees from members.
- Section 8. The Assistant Secretary-Treasurer shall hold office for one year or until his/her successor is elected and installed. He/she shall be a student member of the Association.
- Section 9. The Parliamentarian shall hold office for one year or until his/her successor is appointed and installed.
- Section 10. The National Executive Director shall be appointed by the Executive Council and shall serve at the pleasure of the Executive Council.
- Section 11. In the event of the death or the inability of any officer to continue in office other than the President, the interim succession of officers shall be decided by the Executive Council.
- Section 12. Newly elected officers shall assume office as soon as the results of their election are officially certified by the Secretary and the Treasurer.

Section 13. The offices of President, Vice President/President Elect, Secretary, Treasurer, and the National Executive Director shall be filled by individuals from the professional membership of the NAAHP.

Section 14. The offices of Second Vice President and Assistant Secretary-Treasurer shall be filled from the student membership of the NAAHP.

ARTICLE 7: EXECUTIVE COUNCIL

Section 1. The Executive Council shall consist of the elected officers. The National Executive Director shall be a non-voting member of the Executive Council.

Section 2. The Executive Council shall transact such business of the Association as may be referred to it by the membership and by the officers in accordance with the Constitution and By-Laws and may initiate proposals to be acted upon by the membership.

Section 3. The President of the Association shall serve as the Chairperson of the Executive Council, and the Secretary shall serve as the secretary of the Executive Council.

Section 4. A majority of the membership of the Executive Council shall constitute a quorum.

ARTICLE 8: RESTRICTION PERTAINING TO TERMS OF OFFICE

Except for the Secretary and Treasurer, no other elected officer of the Association who has served a full term may be elected to succeed himself/herself to the same office upon the completion of his/her term. However, should the President Elect not be able to fulfill his or her term as President, the Past President may remain in office until a successor can be appointed or elected by the Association. A Past President may only be re-elected to the Office of President after one year following their current office.

ARTICLE 9: ANNUAL MEETINGS

Section 1: The Association shall hold regular annual meetings at times and places to be determined by the Executive Council.

Section 2. The agenda of the business meeting at each annual meeting shall be prepared by the Executive Council.

Section 3. Voting by proxy shall not be permitted at annual meetings.

ARTICLE 10: MAIL VOTE

Between annual meetings any questions or items of business may be submitted by the Executive Council to a vote of the Association membership via electronic ballot or other means deemed appropriate by the President.

ARTICLE 11: AMENDMENTS

Any proposal to amend this Constitution shall be referred in writing to the Executive Council for suitable working which clearly expresses the intent of the proposal and which is consistent with the other sections of the Constitution. It shall then be submitted in writing to the National Executive Director at least sixty days prior to a regular annual meeting of the Association. A copy of such proposed amendment shall be mailed by the National Executive Director to each individual and institutional member at least thirty days prior to the said annual meeting. Alternatively, such proposed amendments may be included in any NAAHP official publication received by all NAAHP members, provided the proposed amendments receive prominence and mailing of that issue of the publication is at least thirty days prior to the said annual meeting. Such amendments shall, upon receiving approval of two-thirds of the members present and voting at a regular annual meeting, become part of the Constitution effective immediately.

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BYLAWS

ARTICLE 1: FEES, DUES AND VOTING RIGHTS

- Section 1. The annual dues for active student individual membership in the Association shall be the conference registration fee. Twenty (20) dollars of the registration fee must be submitted to the Treasurer by the conference host for each student who is registered for the conference.
- Section 2. The annual dues for active professional individual membership in the Association shall be the conference registration fee. Seventy-five (75) dollars of the registration fee must be submitted to the Treasurer by the conference host for each professional who is registered for the conference.
- Section 3. The annual dues for active institutional membership in the Association shall be two-hundred (200) dollars.
- Section 4. The annual Dues for the sustaining membership shall be a minimum of two-hundred (200) dollars.
- Section 5. Individuals and institutions shall not be entitled to vote if their dues are not paid up for the current fiscal year.

ARTICLE 2: THE NATIONAL EXECUTIVE DIRECTOR

The National Executive Director shall have the responsibility of providing information and assistance to institutional and individual members during the period between annual meetings, publish a newsletter and other scholarly journals related to the Association, maintain the records and files of the Association, and perform all duties that are appropriate to maintaining a national headquarters for the Association. He/she shall as National Executive Director shall make an annual report to the Association.

ARTICLE 3: SECRETARY

- Section 1. The Secretary shall keep minutes of the meetings of the Association, the Executive Council, and perform other duties incident to the conduct of his/her office as may be required of him/her.
- Section 2. In the absence of the National Executive Director, he/she shall as secretary make an annual report to the Association.

ARTICLE 4: TREASURER

- Section 1. He/she shall collect all fees and dues owing to the Association and shall be the custodian of the Association's funds, securities, etc., and shall cause to be

deposited in the name of the Association all monies or other valuable effects in such banks, trust companies, or other depositories as shall be approved from time to time by the Executive Council.

Section 2. As treasurer he/she shall submit annually, or at any time requested by the Executive Council, a complete and verified statement of the financial condition of the Association.

ARTICLE 4: HEADQUARTERS

The national headquarters of the Association shall be an established site approved by the Executive Council and financially supported by the Association. In order to perform the duties of his/her office, the National Executive Director must reside within proximity of the national headquarters.

ARTICLE 5: EXECUTIVE COUNCIL

Section 1. The Executive Council shall consult and/or direct the President to appoint standing and ad hoc committees as needed to conduct business of the Association.

Section 2. The Executive Council shall meet immediately prior to the annual meeting and immediately following the annual meeting, and at such other times as may be determined necessary by the President.

Section 3. The Executive Council shall decide each year upon the amount to be paid as honorarium for the services rendered to the Association.

Section 4. The Executive Council shall be responsible for reviewing and approving an annual budget to be prepared by the Treasurer.

Section 5. Actions taken by the Executive Council shall be reported to the membership.

ARTICLE 6: NOMINATIONS AND COMMITTEE STRUCTURE

All committee members are appointed by the President and serve a two-year term. The presiding President may re-appoint respective committee members for an additional two-year term.

Section 1. Nominating Committee

- a. The Nominating Committee shall submit a preliminary report of candidates to the Executive Council at least 30 days before its annual meeting. Each candidate's name, qualifications, and personal statement will be posted on the Associations webpage immediately upon review by the Executive Council.

- b. The Nominating Committee may invite nominations from the institutional and individual members both before and during the annual Association meeting provided such candidates submit a Vitae one day before the election.

Section 2. Membership and Marketing Committee

- a. Responsible for developing and implementing strategies that will effectively enhance the visibility of the Association through marketing and other promotional materials.
- b. Chairperson of the committee must submit a report to the Executive Council that details its Plan-of-Action for the fiscal year for review and approval.

Section 3. Publications Committee

- a. Responsible for all publications that represents the Association. These would include newsletters, journals, and other publications that are distributed to the members and constituent groups on behalf of the Association.
- b. Chairperson of the committee must submit a report to the Executive Council that details its Plan-of-Action for the fiscal year for review and approval.

Section 4. Annual Scholarships, Awards, and Recognition Committee

- a. Solicits, screens, and selects applicants for Association scholarships and Awards, including the Freddy T. Davy Humanitarian and Service Award.
- b. Identifies members and affiliates who have made significant contributions to the Association through service and/or monetary gifts. Recommended recipients are presented to the Executive Council thirty (30) days before the annual Association meeting.
- c. Committee Chair represents the committee in presenting plaques, scholarship awards, and other recognitions to selected recipients during the Association's Annual Gala.

Section 5. Conference Planning Committee

- a. Chaired by the Vice President of the Association and responsible for planning the annual conference.
- b. Responsible for submitting reports to the Executive Council.

ARTICLE 7: INDEMNIFICATION OF OFFICERS

Indemnification shall be provided by the National Association of African-American Honors Programs for each officer, employee, or agent of the National Association of African-American Honors Programs (hereafter NAAHP), such as is allowable by the laws of the appropriate jurisdiction and which are reasonably incurred in connection with any action, suit or proceeding, completed, pending, or threatened in which such officer, employee, or agent of NAAHP may be involved by reason of his/her position with NAAHP, by the purchase of insurance, provided that such persons agree in writing to the purchase of such insurance protection. Such indemnification shall be made only in accordance with the laws of appropriate jurisdictions and shall be subject to conditions prescribed therein.

ARTICLE 8: FISCAL YEAR

The Fiscal Year of the Association shall be concurrent with the Calendar Year.

ARTICLE 9: ANNUAL MEETINGS

- Section 1. Motions and resolutions proposed for consideration at an annual business meeting shall be in order if presented by a professional or student member, with the exception of a motion to alter the time or place of a scheduled annual meeting.
- Section 2. Motions to alter the time or place of a scheduled meeting shall not be in order unless submitted to the membership no later than three years prior to the annual meeting in question, and unless reviewed and approved by the Executive Council.

ARTICLE 10: POINTS OF ORDER

These Bylaws may be amended at any annual meeting, provided that such amendment shall have been referred in writing to the Executive Council for clarity of wording and consistency with other sections of the Bylaws, and provided that such amendment shall be presented in writing to the Association and receive approval by the majority vote of the members present and voting. Amendments shall become effective immediately upon approval.