

**ARTICLES OF INCORPORATION
CONSTITUTION AND BYLAWS
OF THE
TUSKEGEE NATIONAL ALUMNI ASSOCIATION, INC.**

**TUSKEGEE UNIVERSITY
TUSKEGEE, ALABAMA 36088**



**ORGANIZED 1917
INCORPORATED July 25, 1979**

**AMENDED: AUGUST 1979, 1982, JULY 1984
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PREAMBLE

The Tuskegee National Alumni Association, Inc. a non-profit corporation is an organization dedicated to the advancement and support of Tuskegee University, its ideals and programs. The Association shall work toward mobilizing alumni and friends support for Tuskegee. The Association shall maintain liaison and working relationship with the Alumni organization structure at all levels; and a working relationship with faculty, staff, students, administration, trustees and such other groups as will foster the program of Tuskegee University.

CERTIFICATE OF INCORPORATION

The Certificate of incorporation under Title 10 of the Code of Alabama, 1975, is filed on the 25th day of July, 1979 and duly recorded on Volume 6, Page 462, iii the charts of Macon, Alabama.

ARTICLES OF INCORPORATION

ARTICLE I

Name

SECTION 1. The name of this organization shall be the Tuskegee National Alumni Association, Incorporated, hereafter known as TNAA.

ARTICLE II

Objects, Purposes and Powers

SECTION 1. The nature of the business and the objects, purposes and powers of the Corporation are as follows:

- (a) To foster the ideals of Tuskegee University and of its illustrious founder, Booker T. Washington.
- (b) To encourage and assist students, graduates, and former students toward the highest development of character and service to mankind.
- (c) To foster unity of purposes through an organized structure of regional organizations, state councils, and local clubs.
- (d) To encourage liberal financial and moral support of Tuskegee University and its policies.
- (e) To assume and maintain an active national leadership in the promotion and furtherance of Tuskegee University.
- (f) To foster acquaintance, fellowship and understanding among alumni and to serve as a medium of exchange of ideas, and alumni material toward the future development of alumni programs and activities.

SECTION 2. In furtherance of the aforesaid objects and purposes, this Corporation shall have the power to:

- (a) Purchase, sell, manufacture and generally deal in materials and goods, wares, and merchandise, and carry on any other lawful trade or business convenient, incidental to, proper or useful in connection with the purchase, sale, lease, ownership, construction, equipment of operation of its property and business.

- (b) Generally carry on and undertake any other lawful business which may from time to time seem to the directors of the corporation capable of being carried on in connection with the above objects, purposes and powers or calculated directly or indirectly to render valuable or enhance the value of any of the corporations properties, privileges, rights or franchises and whether or not such other business is similar in nature to the objects, purposes and powers hereinabove set forth or otherwise.
- (c) Acquire, develop, improve, sell, assign, transfer, subdivide, option, convey, lease, sublease, pledge, mortgage and otherwise encumber, alienate and dispose of real and personal property.
- (d) Make and enter into all manner and kinds of contracts, agreements and obligations with any person, partnership, firm, association, or corporation or other entity and with Municipal, County, State, Federal and other governments for purchasing, acquiring, holding, using kinds of property, real, personal and mixed and for the conduct of the corporation's business.
- (e) Have and exercise all the powers now or hereafter conferred by the laws of the State of Alabama upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto and, further have and exercise all the powers now and hereafter conferred upon corporations by the laws of the United States of America and any State, County, Municipality, District, Territory or Foreign Country in which the corporation is doing business.
- (f) Do any and all things herein set forth as principal, agent, contractor, subcontractor, joint adventurer, trustee or otherwise, alone or in company with others, and do any and all things necessary and proper for the accomplishment of the objects, purposes and powers herein enumerated or necessary or incidental to the protection and benefit of the corporation.
- (g) Conduct business in the State of Alabama, other States, the District of Columbia, the territories and possessions of the United States and in other countries and have one or more offices out of the State of Alabama, as well as within said

state; provided however, that nothing herein contained shall be deemed to authorize the corporation to carry on in any State any business which is not lawful under the laws of such State for a corporation to carry on within such State.

- (h) To adopt, apply for, obtain, register, produce, take purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate for, take licenses or other rights in respect of manufacture under, introduce, sell, assign, collect the royalties on mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters, patents, patent rights, patents applied for, trademarks, trade names, and symbols, distinctive marks and indications or origin or ownership, copyrights, syndicate licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly, to effectuate these objects.

- (i) The foregoing clauses shall be construed as powers as well as objects and purposes, and the marten expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers; shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the corporation now of hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another herein contained shall be construed as authorizing the corporation to engage in or carry on the business of banking or insurance.

CONSTITUTION AND BYLAWS

ARTICLE I

Membership

SECTION 1.

Regular

- Graduate or former student of record at Tuskegee University
- Member of officially sanctioned Tuskegee National Alumni Association (TNAA) professional association

SECTION 2.

Associate

- Current or former member of the Tuskegee University faculty or staff
- Interested friends and family of Regular members who demonstrate their financial and moral support to Tuskegee University

SECTION 3.

Honorary

- President of Tuskegee University
- Members of the Tuskegee University Board of Trustees
- Current or former member of the Tuskegee University faculty or staff
- Persons recommended by the Executive Board who have distinguished themselves by their outstanding contributions to the objectives of TNAA

SECTION 4.

Life

- Shall be of three kinds as determined by the Executive Board.

SECTION 5.

Member-At-Large is a “regular” member who is not affiliated with a local alumni club.

SECTION 6.

Professional Association is a “regular” member who is also a member of one or more of the recognized professional associations within the Tuskegee National Alumni Association.

ARTICLE II

Dues, Fees and Assessments

- SECTION 1. The Fiscal year of this organization shall be from July 1st to June 30th of the following year.
- SECTION 2. The Annual Dues as stipulated by the TNAA shall be payable to TNAA each fiscal year. See current version of TNAA Operations Manual for detailed information.
- SECTION 3. Graduates joining TNAA within the first year of graduation shall be exempt from paying dues for one year.
- SECTION 4. Each region and professional association shall pay annually any assessment as stipulated by TNAA.
- SECTION 5. Each regular, associate and member-at-large shall pay annually to the National Office dues as stipulated by the TNAA.
- SECTION 6. Dues shall be paid annually for members-at-large through the region.
- SECTION 7. Dues shall be paid through the local club for regular and associate members.
- SECTION 8. Clubs shall submit to their region a list of active and associate members plus fees (Membership Dues and Club assessments).
- SECTION 9. Regional directors and professional association presidents shall submit to the Financial Secretary of TNAA a list of financial members and payment of appropriate dues to TNAA.
- SECTION 10. TNAA may annually assess each region and professional association an amount to be determined by the Executive Board.

ARTICLE III

Officers

SECTION 1. The elected officers of this Association shall be the following:

- President
- First Vice-President
- Second Vice-President
- Third Vice-President
- Recording Secretary
- Assistant Recording Secretary
- Treasurer
- Financial Secretary
- Public Relations and Marketing Officer
- Chaplain
- Parliamentarian
- Assistant Parliamentarian
- Historian

These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

SECTION 2. Regional Directors shall be elected in the odd years by the members of their region during the Regional Conference.

SECTION 3. OFFICERS AND THEIR ELECTIONS

- a. A nominating committee shall consist of seven (7) members, one (1) from each of the five (5) geographical regions and two (2) from the professional associations group.
- b. They shall secure nominees for a slate of National Officers to be elected, obtain their consent and send biographical information to all active members of TNAA. Nominating Committee members may become nominees for National Office.

SECTION 4. NATIONAL OFFICERS

- a. National officers shall be elected by ballot.
- b. A majority vote shall elect all officers.

ARTICLE III (continued)

Officers

- SECTION 5. To be eligible for a national office, the nominee shall:
- a. Have been a regular or an associate member for at least four consecutive years immediately preceding nomination.
 - b. Have attended at least two biennial conventions and two regional conferences within a six year period.
 - c. Have demonstrated leadership ability in one of the following areas:
 - (1) Club Office
 - (2) Regional Office
 - (3) National Office
 - (4) Chairman of a local, regional, or national committee
- SECTION 6. Officers shall serve a term of two (2) years or until a successor has been appointed or elected, and shall be eligible to succeed themselves once in any given office.
- SECTION 7. The newly elected officer shall assume office at the adjournment of the biennial convention at which they were elected.
- SECTION 8. No member of the Executive Board shall hold two positions on the Executive Board. *(Effective August 2016)*

ARTICLE IV

Duties of Officers

- SECTION 1. THE PRESIDENT shall carry out the policies of the Association (preside at all meetings of the Association), shall be a member ex-officio of all committees except the Nominating Committee, and shall appoint a Sergeant-At-Arms and Hodegos at National Conventions.
- SECTION 2. THE FIRST VICE-PRESIDENT shall Chair the Program Committee, assume the office of the President should the President be unable to carry out the duties of the office and perform any other duty as prescribed by the President or the Executive Board.
- SECTION 3. THE SECOND VICE-PRESIDENT shall Chair the Membership Committee and perform other duties as prescribed by the President or the Executive Board.
- SECTION 4. THE THIRD VICE-PRESIDENT shall Chair the Giving and Fund Raising Committee and perform other such duties as prescribed by the President or the Executive Board.
- SECTION 5. THE RECORDING SECRETARY shall keep a record of all proceedings and transactions of the Biennial Convention, Executive Board and Executive Committee.
- All minutes must be approved by the President prior to distribution
 - Executive Board and Executive Committee minutes shall be sent to the Executive Board and chairmen of all standing committees
 - Biennial Convention minutes shall be sent to active members
- SECTION 6. THE ASSISTANT RECORDING SECRETARY shall assist the Recording Secretary as requested and assume the duties of office should the secretary be unable to carry out those duties.

ARTICLE IV (continued)

Duties of Officers

- SECTION 7. THE TREASURER shall secure all funds (in a designated bank); accept and dispense funds (or investments) in compliance with the policies established by the Executive Board; submit required documents for audit prior to the Biennial Convention and at other times when requested; reporting all financial actions to the Executive Board; act as chair of the Budget and Finance Committee and present the annual budget to the Biennial Convention for adoption. The Treasurer shall be bonded.
- SECTION 8. THE FINANCIAL SECRETARY shall keep the financial records of all income and expenses, reporting to the Executive Board and the Association's Convention. The Biennial financial reports shall be published with the Biennial Convention reports. The Financial Secretary shall be bonded.
- SECTION 9. THE HISTORIAN shall be responsible for the archives of the Association; prepare a narrative of the activities during the past term which, when adopted by the Association, shall become a part of the permanent history of the Association.
- SECTION 10. THE PUBLIC RELATIONS AND MARKETING OFFICER shall distribute publicity of the Association; regularly publish news concerning the Association of interest to members and the general public. Shall work with the PR/Marketing Representative for the University as well as the Social Media/Technology chair to ensure all announcements are communicated according to TNA and Tuskegee University guidelines.
- SECTION 11. THE CHAPLAIN shall conduct Memorial services at the Biennial Convention and perform other such services as required.
- SECTION 12. THE PARLIAMENTARIAN shall advise the President, officers and members, when requested, as to proper parliamentary procedures; perform other tasks as requested; and chair the Constitution and Bylaws Committee.
- SECTION 13. THE ASSISTANT PARLIAMENTARIAN shall perform the duties of the Parliamentarian in the absence of that officer and serve as co-chair of the Constitution and Bylaws Committee. Provide current policies and procedures as adopted per recent minutes of the Executive Board and biennial convention.

ARTICLE IV (continued)

Duties of Officers

- SECTION 14. THE REGIONAL DIRECTOR shall serve as National Vice Presidents and be a link between the National Association and Local Clubs of the region to keep them informed of changes in national policies and programs. The Regional Directors shall keep a file of all correspondence, a roster of officers and calendar of activities of each club of the region. They shall be responsible for the establishment and recruitment of new clubs in the region.
- SECTION 15. THE EXECUTIVE DIRECTOR shall assist with implementation of policies established by the TNAA and perform other duties outlined in the position description.
- SECTION 16. SERGEANT-AT-ARMS shall keep order at National Conventions and perform other duties as may be assigned by the National President.
- SECTION 17. THE HODEGOS shall poll the House of Delegates during the National Convention and perform other duties as may be assigned by the National President.
- SECTION 18. VACANCIES: The President shall appoint a successor to fill the unexpired term of any officer with approval of the Executive Board unless otherwise stated in these bylaws.
- SECTION 19. In case of death, resignation, or other unavailability of the President, as determined by two-thirds vote of the Executive Board, the First Vice-President, Second Vice-President and the Third Vice-President, respectively, shall succeed to the Office of President.
- SECTION 20. Any officer may be removed from office for malfeasance, misfeasance, or inability to perform duties as is determined by the Executive Board by two-thirds vote.
- SECTION 21. Within thirty (30) days after the close of the National Convention each outgoing officer shall deliver to their successor all TNAA property in their possession.

ARTICLE V

Conventions

- SECTION 1. BIENNIAL CONVENTIONS shall be held in August, unless otherwise ordered by the Executive Board. The time and place shall be announced to the constituents two years prior to that convention.
- SECTION 2. THE BIENNIAL CONVENTION shall be held on a rotation basis among the five (5) geographical regions with the General Body at the Convention having the option by majority vote to determine whether to hold every second Convention at Tuskegee University.
- SECTION 3. DELEGATES at the Biennial Convention shall be regular, associate or members-at-large, in good (financial) standing with their Alumni Clubs or a Member-at-large within their Region, to be accredited as a delegate and be registered by the National Convention Registration Committee. All registered financial delegates are eligible to vote.
- SECTION 4. VOTING: All members in good financial standing during the period of July 1st through March 1st of the election year shall be eligible to vote in the election of officers. Voting for all elected officers shall take place prior to the Biennial Convention.
- a. The voting process shall be monitored by an independent Third Party selected by the Executive Board.
 - b. Voting can be completed by ballot or electronically.
 - c. Persons seeking office must complete a Request to Seek Office Form and return to the Nominating Committee by March 31st of the election year.
 - d. The Nominating Committee will determine all persons eligible for the respective offices and submit to the Third Party handling the election by April 30th.
 - e. The Third Party will send an email to each financial member that has an email address on file and a paper ballot to all others by May 31st of the election year.
 - f. All ballots and electronic votes must be returned to the Third Party by July 15th of the election year.
 - g. The results will be announced at the Convention.

ARTICLE V (continued)

Conventions

SECTION 5. A MAJORITY VOTE shall elect all officers except the Nominating Committee.

SECTION 6. A QUORUM shall be five (5) elected officers; three (3) regional directors or their representatives; two (2) from the professional associations; three (3) delegates from each region, plus a majority of the registered delegates, as ratified by the Credentials Committee.

ARTICLE VI

Executive Board

- SECTION 1. The Executive Board shall be the Elected Officers, the immediate past president; three members-at large recommended by the President and approved by the Board, at least one of whom shall be a graduate of not more than ten (10) years; the Alumni Trustee; Regional Directors; Executive Director or designee, chairman and President of the Tuskegee Alumni Housing Foundation Board or designee; the presidents of the Professional Associations or designee, the chairman of the Eminent Associates, emeritus member(s), and an attorney.
- SECTION 2. The Executive Board shall have general supervision of the affairs in place of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform other duties as are specified in the Constitution and Bylaws. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.
- SECTION 3. The Executive Director shall be elected by a two-thirds (2/3) vote of the Executive Board by ballot at the Fall executive board meeting after the biennial convention.
- SECTION 4. MEETING shall be held at least twice yearly, to include pre and post biennial convention. They may communicate electronically.
- SECTION 5. Any twenty (20) voting members of the Executive Board may petition the President for a special/call meeting. A meeting must be held within 45 days.
- SECTION 6. QUORUM shall be five elected officers and three regional directors or their representative.
- SECTION 7. ALL RECORDS, including minutes of the Convention and Board, National and Executive Committee reports and financial reports, shall be kept in duplicates and housed in the office of the Executive Director.

ARTICLE VII

Executive Committee

- SECTION 1. The Executive Committee shall consist of the TNAA President, First Vice-President, Recording Secretary, Treasurer, Immediate Past President, and a Regional Director, as determined by the President of TNAA.
- SECTION 2. The Executive Committee shall manage the affairs of the Board between meetings of the Executive Board, reporting any action taken back to the Board. The Executive Committee shall provide documentation of scheduled and call meetings in the form of meeting minutes to the TNAA Board.
- SECTION 3. The Executive Committee shall not set policy; actions taken shall not conflict with any previous action taken by the Executive Board.
- SECTION 4. The Executive Committee shall meet at the call of the TNAA President. They may communicate electronically.
- SECTION 5. A QUORUM shall be established when a majority of Executive Committee members are present.

ARTICLE VIII

Alumni Trustee

- a. The Alumni Trustee shall be nominated for election to membership on the Tuskegee University Board of Trustees as follows:
 - (1) A preliminary canvass shall be held by each Region to secure five (5) final ballot candidates — one each residing in, and elected by, the organized regions of the National Alumni Association.
 - (2) A listing of the names and a prepared brief biographical sketch of each of the final candidates shall go on the final nomination ballot and the candidate receiving the highest number of votes shall be the nominee of the National Alumni Association sent to the Tuskegee University Board of Trustees.
 - (3) The TNAA President shall appoint an election committee to work under the supervision of the Executive Director in conducting the election of the Trustee in accordance with the TNAA Alumni Trustee Election Guidelines.
- b. If for any reason the elected candidate cannot serve, the person with the second highest number of votes shall be the nominee to the Tuskegee University Board of Trustees.

ARTICLE IX

Standing Committees

SECTION 1. The Standing Committees of this Association shall be the following:

Adopt-A-Dorm	Archives
Awards	Budget and Finance
Bylaws	Executive
Giving and Fundraising	Grant Writing
Internal Audit and Regulatory	Membership
National Day of Service	Nominating
Political Awareness	Program
Protocol	Public Relations and Marketing
Scholarship	Student Recruitment
Young Alumni	

SECTION 2. SPECIAL COMMITTEE: May be appointed as deemed necessary by the President and Executive Board. Duties of such committee shall be submitted at the time of appointment.

SECTION 3. ADOPT-A-DORM COMMITTEE: Shall consist of at least three (3) members appointed by the President. Shall establish goals agreed upon by the TNAA Executive Board.

SECTION 4. ARCHIVES COMMITTEE: To Be Developed

SECTION 5. AWARDS COMMITTEE: Shall consist of five (5) members; shall receive, review and evaluate appropriate data for the biennial awards according to the established guidelines and submit selections to the Executive Board for announcement at the Biennial Convention.

SECTION 6. BUDGET and FINANCE COMMITTEE: Shall consist of five (5) members:
1. Treasurer (Chair)
2. Financial Secretary
3. Three (3) members appointed by the President
The committee is responsible for the development, submission, approval and management of the TNAA operating budget.
Recommend financial policies to the Executive Board for approval.

ARTICLE IX (continued)

Standing Committees

- SECTION 7. BYLAWS COMMITTEE: Shall consist of five (5) members; they shall receive proposed amendments to the Bylaws submitted by the Executive Board, Standing or Special Committee, Regions for study, preparation and presentation at Biennial Convention. Parliamentarian shall chair the committee.
- SECTION 8. EXECUTIVE COMMITTEE: Shall consist of the President, First Vice-President, Recording Secretary, Treasurer, Immediate Past President and a Regional Director, as determined by the President.
- a. The Executive Committee shall manage the affairs of the TNAA between meetings of the Executive Board, reporting any action taken back to the Executive Board.
 - b. The Executive Committee shall not set policy. Actions taken shall not conflict with any previous action taken by the Executive Board.
 - c. The Executive Committee shall meet at the call of the President. They may communicate electronically.
 - d. QUORUM: Shall be established when a majority of Executive Committee members are present.
- SECTION 9. GIVING and FUND RAISING COMMITTEE: Shall consist of the Third Vice-President as chair, Immediate Past President, Treasurer, Financial Secretary, all Regional Directors, all Professional Association Presidents and the Executive Director.
- SECTION 10. GRANT WRITING COMMITTEE: To Be Developed
- SECTION 11. INTERNAL AUDIT and REGULATORY COMMITTEE: Shall consist of no more than five (5) members that are not current regional financial officers:
1. Chair – appointed by President
 2. Four (4) members appointed by the President
- The committee is responsible for the auditing and review of the financial records of the TNAA. Must perform biennial audit and present results at the Biennial Convention.

ARTICLE IX (continued)

Standing Committees

- SECTION 12. MEMBERSHIP COMMITTEE: Shall consist of at least three (3) members. The Second Vice-President will serve as the chair of the committee. Other members will be appointed by the President. The committee shall be responsible for assisting in the organization of new alumni clubs; recommending to the Executive Board alumni clubs eligible for affiliation with the region and for referring unaffiliated alumni to the local club nearest them.
- SECTION 13. NATIONAL DAY of SERVICE COMMITTEE: To Be Developed
- SECTION 14. NOMINATING COMMITTEE: See Article III Section 3
- SECTION 15. POLITICAL AWARENESS COMMITTEE: Shall consist of at least five (5) members appointed by the President. They shall evaluate issues facing Tuskegee University and the educational system with a focus on areas that the TNAA can and should be addressing and shall advise the President of possible directions to take.
- SECTION 16. PROGRAM COMMITTEE: Shall consist of at least five (5) members with the First Vice-President serving as the chair, the Regional Directors and the convention sub-committee chair(s) will serve on the committee. The committee shall formulate the program for the next biennial convention and submit to the Executive Board for approval.
- SECTION 17. PROTOCOL COMMITTEE: To Be Developed
- SECTION 18. PUBLIC RELATIONS and MARKETING COMMITTEE: Shall consist of the Public Relations and Marketing Officer, serving as the chair, and at least four (4) members appointed by the President. They shall prepare publicity as directed by the President and the Executive Board.
- SECTION 19. SCHOLARSHIP COMMITTEE: Shall consist of at least five (5) members and shall review scholarship applications according to established guidelines and report to the Executive Board for final approval.

ARTICLE IX (continued)

Standing Committees

SECTION 20. STUDENT RECRUITMENT COMMITTEE: Shall consist of no more than five (5) members appointed by the President. They shall facilitate student recruitment at the National level.

SECTION 21. YOUNG ALUMNI COMMITTEE: Shall consist of at least three (3) members appointed by the President. Members must have graduated from Tuskegee University no more than five (5) years at the time of nomination. Committee shall function at the direction of the President and Executive Board.

SECTION 22. SPECIAL COMMITTEES

CREDENTIALS COMMITTEE: Shall consist of at least five (5) members including the Financial Secretary. They shall examine and pass upon the credentials of all persons presenting themselves as delegates to the Biennial Convention.

TIME and PLACE COMMITTEE: Shall consist of the First Vice-President serving as the Chair, the Regional Director of the host Region and the host Biennial Convention Chair. The date and location must be announced two (2) years in advance upon approval by the body.

ARTICLE X

Regions, Alumni Clubs and Professional Associations

- SECTION 1. REGIONS AND CLUBS shall have uniform guidelines for their formation or revitalization prepared by the Executive Board and Executive Director.
- SECTION 2. ALUMNI CLUB: To be considered active an Alumni Club must hold at least four (4) meetings annually and be in good financial standing.
- SECTION 3. All clubs, regions and professional associations shall be governed by the TNAA Constitution & Bylaws and shall create Bylaws that do not conflict with the TNAA Constitution & Bylaws. Clubs, regions and professional associations shall evaluate and update Bylaws at the conclusion of the Biennial Convention to ensure agreement with the TNAA Constitution & Bylaws.
- SECTION 4. Officers in regions and clubs must reside in the cities/counties/states defined in the region's/club's Bylaws for the entire term of office.
- SECTION 5. PROFESSIONAL ASSOCIATIONS: Criteria for membership established by each professional alumni association. Must petition the TNAA Board for membership.

ARTICLE XI

Standards of Conduct for Board Members Conflict of Interest

SECTION 1. Standards of Conduct. A TNAA board member shall, based on facts then known to the board member, discharge the duties as a board member, including the board member's duties as a member of a committee:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner the board member reasonably believes to be in the best interest of TNAA and the TNAA Board.

SECTION 2. Conflict of Interest. A conflict of interest transaction is a transaction with TNAA in which a board member of TNAA has a direct or indirect interest. A board member must disclose any conflicts of interest and must refrain from voting on such transactions.

ARTICLE XII

Dissolution of Tuskegee National Alumni Association, Inc.

A resolution for the dissolution of TNAA shall be sent to all active clubs. By a two-thirds affirmative vote, the TNAA shall be dissolved and necessary steps will be taken to conclude the affairs of the TNAA. After all debts and liabilities incurred by the TNAA have been satisfied, any remaining funds or other resources shall be given to Tuskegee University.

Said organization shall qualify for 501c3 status of the Internal Revenue Act Code of 1954 or the corresponding provision of any future U.S. Revenue Law.

ARTICLE XIII

Parliamentary Authority

The Rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XIV

Amendments or Revisions

These bylaws may be amended or revised at any Biennial Convention of the Association by a two-thirds vote of the delegates present and voting, providing that the amendment or revision have been submitted in writing to the Members at least 60 days prior to said convention. Proposed amendments or revisions shall be submitted in writing to the Chair of the Constitution and Bylaws Committee. Proposed changes may only be submitted by the Executive Board, Regions, Alumni Clubs and Professional Associations.