

# ILLINOIS STATE UNIVERSITY BLACK COLLEAGUES ASSOCIATION

## An Affiliate of the Illinois State University Alumni Association

### CONSTITUTION AND BY-LAWS

#### Article I – Name

**Section 1 -- Name:** The organization will be known as “The Illinois State University Black Colleagues Association,” an affiliate of the Illinois State University Alumni Association, and referred to herein as the “ISUBCA.”

#### Article II – Purpose

**Section 1 -- Purpose:** To serve Illinois State University as an affiliate of and in cooperation with the ISU Alumni Association, specifically to promote the interests and welfare of black students, faculty, staff, and alumni.

#### Article III – Membership

**Section 1 -- Members:** Membership shall be open to persons who have received a degree or diploma from Illinois State University or who were registered at the University for at least two consecutive terms with a class that has already graduated, or granted membership as defined in the Constitution and By Laws of the ISUBCA.

**Section 2 – Classes of Membership:** Membership shall be divided into three classes of membership, Contributing Member, Non-Contributing Member, and Associate Member.

**Contributing Member:** Contributing Members shall pay an annual contribution to be determined by the Board of Directors. Contributing Members shall have the right to run for and hold office, subject only to constitutionally specified qualifications. Contributing Members shall have the right to full participation, through discussion and vote in the decision-making process. All Contributing Members shall have an equal right to vote and each vote cast shall be of equal weight.

**Non-Contributing Member:** An ISUBCA Member who has not made the annual contribution during the current fiscal year. A non-contributing member can attend meetings. Non-contributing members do not have the right to vote and are not eligible to serve on the Board of Directors or committees.

**Associate Members:** Associate membership shall be open to all interested parties (family, friends, faculty and staff) who have paid the annual contribution as determined by the Board of Directors. Associate members shall have all the rights and privileges of membership, except to vote and to be elected to the Board of Directors.

**Section 3- Exception:** Current scholarship recipients and student campus leaders will be extended an invitation to serve as ex-officio members to the Membership Committee and Programming/Events Committee. These individuals may attend the Board and Annual meetings but do not have a right to vote or to run and/or hold a position as an officer or as a Board of Director.

**Section 4 – Membership Year:** Commences on the first day of July and ends on the last day of June in the following year. All rights and privileges of Contributing and Associate Memberships in ISUBCA shall accrue upon the receipt of the annual recommended contribution.

## **Article IV – Board of Directors**

**Section 1 –Governing Body:** The governing body of the ISUBCA shall be vested in a Board of Directors who shall be responsible for carrying out the purpose of ISUBCA as set forth in the Constitution and By Laws and maintaining a mutually beneficial relationship between ISUBCA and the University.

**Section 2- Officers:** the elected officers of ISUBCA shall be the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

**Section 3-The Board of Directors:** shall be the elected officers, two (2) board Members at Large, the chairs and co-chairs of standing committees, the Campus Liaison and the Community Liaison. The Alumni Engagement Liaison and Advisory/Ad-Hoc Chairs shall be an ex-officio members of the Board of Directors. These shall be the Board of Directors. Each director must be a Contributing Member of the ISUBCA for the current fiscal year and maintain Contributing Member status throughout their term with the exception of the Alumni Engagement Liaison.

**Section 4- Member at Large:** there shall be two Member At Large positions on the board and they shall be elected. Member at Large shall serve as the liaison between the membership and the Board of Directors, share ideas, guidance and expertise with Executive Committee and the Board and serve on one or more committees as defined in the Constitution and By-Laws.

**Section 5- Standing Committee Chairs:** shall preside at committee meetings, keep a record of committee activities and shall present reports at the Board meetings and an annual report at the annual meeting. Chairs must be in good financial standing, actively participated in at least three Board or committee meetings and volunteered at a minimum of two ISUBCA events over the past two fiscal years.

**Section 6-Emeritus:** Emeritus members are individuals who have served on the Board of Directors through service and a minimum of five-year commitment to annual giving. Emeritus members are not eligible to serve as officers or chairs of standing and/or special committees and their presence is not warranted in determining a quorum at Board meetings. Emeritus members may end their term at any time.

**Section 7 – Term of Office:** Elected Officers shall serve for two (2) years and can serve no more than two (2) consecutive terms in any one office. Member At Large and non-elected Board of Directors shall serve a two-year term. Member At Large may serve beyond 2 consecutive terms and Board of Directors may be re-appointed at the recommendation of the president and approval by majority vote of the Executive Committee.

**Section 8 -Fiscal Year:** The ISUBCA fiscal year shall be from July 1 through June 30, consistent with the University's fiscal year.

**Section 9-Vacancies:**—A vacancy occurring on the Board of a non-elected Board Member shall be filled for the unexpired portion by recommendation of the president and approval by majority vote of the Executive Committee at the next regularly scheduled Executive Committee meeting or special Board meeting. In the event a vacancy should occur in the office of President of the ISUBCA, the Vice President shall act as President during the interim term. In the event a vacancy shall occur in any other elected office or elected Board position, the vacancy shall be filled by an appointment of the Board of Directors.

**Section 10: Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Corresponding Secretary. A Board member shall be terminated from the Board due to excess absences or more than two unexcused absences from board meetings in a year. A Board member may be removed for conduct unbecoming of a Board member by a three-fourths vote of the remaining directors.

## **Article V – Duties of Officers**

**Section 1 – President:** Shall preside at all ISUBCA meetings, shall with the advice and consent of the Executive Committee, appoint committees, name their chairpersons and ensure the proper performances of their functions, serve as an ex-officio member of all committees, and shall perform all such other duties to the office of President and as prescribed by Roberts Rules of Order.

**Section 2 – Vice President:** Shall coordinate ISUBCA committee activities, preside in the absence of the president, and accept other duties as assigned by the president.

**Section 3 – Recording Secretary:** Shall be responsible for recording the minutes of meetings, receiving committee agendas and minutes, and maintaining these and other records of the ISUBCA.

**Section 4 – Treasurer:** Shall receive event registrations and contributions when appropriate, maintain a ledger of contributions collected, report on relevant financial matters to the ISUBCA board, and assist in ISUBCA budgeting.

**Section 5 – Corresponding Secretary:** Shall issue and receive necessary correspondence and notify members of all meetings.

#### **Article VI-Duties of Ex-Officio Board Members**

**Section 1-Campus Liaison:** Shall live in the Bloomington-Normal community and shall serve as a communication link between the ISUBCA and such University offices and organizations as Alumni Engagement, Development, the Association of Black Academic Employees, and the Black Student Union.

**Section 2 – Community Liaison:** Shall live in the Bloomington-Normal community and shall serve as a communication link between the ISUBCA and the Bloomington-Normal community.

**Section 3- Alumni Engagement Liaison:** shall partner with the ISUBCA to offer support, advice and guidance, review all contracts and agreements with vendors, attend events, committee meetings and online conversations whenever possible and other duties outlined in the Alumni Network Handbook. The liaison does not have voting power. Copies of notices and minutes of all meetings including attendance records are to be sent to Alumni Engagement.

#### **Article VII – Committees**

**Section 1 – Functionality-** Committees may be created and dissolved by the ISUBCA President with approval by majority vote of the ISUBCA Board. Each committee shall have a chairperson and/or co-chairpersons who sits on the Board of Directors. All committee members must have paid their annual contribution to the Association. Committee shall meet as deemed necessary to fulfill its duties. Attendance and minutes shall be recorded at all meetings and forwarded to the Recording Secretary. All committee actions must be approved by the Board.

**Section 2-Standing Committees:** The standing committees of the ISUBCA shall be the Executive Committee, Communications Committee, Fundraising Committee, Membership Committee, Past President’s Advisory Council, Programming/Events Committee and Scholarship Committee. The president shall appoint the Chairs of Standing Committees.

#### **Section 3– Principle Duties**

- **The Executive Committee** shall be composed of the president, vice president, recording secretary, corresponding secretary, treasurer, and the two (2) board Members at Large. The campus liaison, the community liaison and Alumni Engagement Liaison shall be ex-officio members of the Executive Committee. The Executive Committee shall meet prior to the

Board Meetings and at such times as determined by the President for the purpose of discussing Association Matters and adopting recommendations to be made to the Board.

- **The Communications Committee** shall have the responsibility of disseminating information to ISUBCA members, prospective members, and the community at-large through publications, press contacts, and relevant communication modalities identified by the committee. The chair and/or co-chairs, with committee members, shall work with the Programming/Events Committee, Fundraising Committee and Alumni Engagement to produce event publicity, communicate ISUBCA activities to local media, establish and lead communication modalities, and take responsibility for creating and/or producing other publications as needed within the ISUBCA.
- **The Fundraising Committee** shall lead the board in efforts that attract money and relations needed to carry out the mission of the ISUBCA, develop annual fundraising strategies that consider philanthropic and programmatic needs and includes short and long-term fiscal needs of the ISUBCA. This committee will recommend to the Board ISUBCA's contribution amount, funding needs for scholarship(s) and periodic review of the funding plan to ensure progress towards fiscal goals. The Treasurer shall serve on this committee.
- **The Membership Committee**
  - Shall work with Alumni Engagement to maintain accurate, current, and complete membership records and develop an annual membership directory.
  - Shall coordinate membership recruitment and retention campaigns for all membership levels that shall include and not limited to membership benefits for Contributing and Associate Members, an outreach program for recent graduates, an invitation and welcome process for new and returning members.
  - Shall invite a current scholarship recipient and/or current student leader to serve as an Ex-Officio Member to the committee.
- **The Past Presidents Council** shall advise the Board of Directors upon request, serve as a source of BCA's history and practices and assist in identifying ways for greater participation of fellow alumni. The Advisory Council is composed of all living past BCA Presidents
- **The Programming/Events Committee** shall work closely with Alumni Engagement in planning, coordinating, arranging, and evaluating all social, educational, and other events sponsored by the ISUBCA. The chair, with committee members, shall assess needs and interests and plan events accordingly, make initial event arrangements including a budget, have responsibility for setting event fees and registration, communicate needed information to the Communications Chair for event publicity, handle or assign responsibility for details and logistics at events, and complete and submit event reports to Alumni Engagement. The Homecoming Committee is a sub-committee of Programming/Events Committee and responsible for the planning, coordinating, arranging, evaluating and executing BCA's homecoming events. The Programming/Events Committee shall invite a current scholarship recipient and/or current student leader to serve as an Ex-Officio Member to the committee.
- **The Scholarship Committee** shall oversee the establishment and administration of scholarships for incoming freshmen and current Illinois State University students. The committee will determine the criteria, screen, review and select recipients. The chair (s) will provide the Board of Directors with the committee's recommendations, information on scholarships awarded and any other relevant information. The committee shall maintain a record of all recipients and provide the Membership and Communications Committee with the names of all graduating seniors and post-graduate activities.

**Section 4 –Advisory/Ad-Hoc Committees:** Other committees may be formed as determined by ISUBCA officers and as consistent with ISUBCA operations guidelines.

- The **By-Laws and Operating Code Committee** shall periodically review the By-Laws, seek recommendations from the Board and membership for the purpose of considering any additions and/or revisions, and propose amendments for considerations at Board, annual and/or special meetings. The Parliamentarian will serve as the chair and the committee will consist of one member at large, a board member, and two additional ISUBCA members appointed by the president with consultation from the Executive Committee.
- **The Nominations Committee:** shall determine and present a slate of officers and two Member At Large positions in accordance with the procedures outlined in Article IX of this Constitution and By-Laws at the annual meeting. If no nominations are submitted, the Nominations Committee shall make recommendations for positions. The committee shall consist of the chair, an at-large board member and two non-board members appointed by the president with consultation from the ISUBCA officers. The campus liaison and the ISUBCA’s designated Alumni Engagement representative shall serve as ex-officio members. Individuals seeking election are prohibited from serving on this committee but are not precluded from running from the floor. If any designated committee member is interested in office, their position on the committee can be filled by a committee chair and/or co-chair.

## **Article VIII – Meetings**

**Section 1 – Regular Meetings:** The Board of Directors should meet at least quarterly. The dates of these meetings and any other Board meetings will be set by the Board. All Board meetings are open to ISUBCA members or other interested persons. The membership shall be encouraged to attend the regular Board meetings. An annual meeting for the total membership shall be held as determined by the Board once every year.

**Section 2 – Special Meetings:** A special meeting of the Board shall be called by the president of the ISUBCA upon:

- the written request of a Contributing Member and/or an Associate Member or
- the request of a minimum of three Board of Directors

Persons supporting a request for a special meeting must be in good financial standing at the time of the request.

**Section 3 – Executive sessions –** The Board may hold executive sessions during a regular or special meeting. The executive sessions may be held only if motioned by a board member, second by a board member, and upon a majority vote of only full board members present (ex-officio members and general ISUBCA members may not vote), and no decisions shall be made in this session. Executive session can be held as determined by the board, with only full board members; ex-officio members, general ISUBCA members; or invited guest in attendance.

**Section 4 – Notice:**

A. All notices that are required to be in writing can be sent via regular mail, electronic mail (e-mail) or posted via any of the electronic methods available to ISUBCA members at the time of the notice (i.e., ISUBCA University webpage, ISUBCA Facebook page, etc.)

B. Board members shall receive at least two (2) weeks’ notice in writing of a regular meeting. At least three (3) days notice shall be given of any special meeting.

**Section 5– Quorum:** A simple majority of the voting membership of the Board of Directors who are in attendance at any duly called meeting and who are in good financial standing shall constitute a quorum.

**Section 6- Voting:** A member must be in good financial standing and have attended at least one Board or committee meeting in the last fiscal year to vote. Each member of the Board shall have (1) vote. The president shall only vote in the case of a tie.

**Section 7 –Decorum:** Meetings shall be conducted in accordance with Roberts Rules of Order. The president shall appoint a parliamentarian to ensure Roberts Rules of Order are followed and the parliamentarian shall sit next to the presiding officer during face to face meetings.

### **Article IX– Elections**

**Section 1 – Slate:** The Nominations Committee shall present a slate of one (1) nominee for each office at the annual meeting. The committee shall encourage recommendations of nominees from members six weeks prior to the annual meeting.

**Section 2 – Eligibility:** In order to be eligible to run for an office or elected position, a member must have consented to serve and met the qualifications listed below in each of the previous two (2) fiscal years prior to seeking to serve as an officer:

- A. Must be in good financial standing.
- B. Actively participated in at least three (3) regular Board meetings or committee meetings and
- C. Volunteered at a minimum of one (1) of ISUBCA event.

**Section 3 – Nominations from the Floor:** Additional nominations from any member in good financial standing may be made from the floor at the annual meeting.

**Section 4 – Voting:**

A. To be eligible to vote in an election, a member must be in good financial standing, have attended at least (3) three regular Board meetings or committee meetings and volunteered at a minimum of (1) one ISUBCA event in the last year.

B. Elections shall be by ballot during the annual meeting or by mail and determined by majority vote, except in the case there is only (1) nominee for any office: then, upon motion from the floor, the election may be voice.

C. For those unable to attend the annual meeting in person, votes can be submitted electronically. Such votes, upon certification by the Nomination Chair, shall be tallied together with ballots cast at the annual meeting.

D. All candidates for elected offices shall be elected by a simple majority of votes cast by eligible voting members of ISUBCA. The newly elected officers will begin their terms following the conclusion of the annual meeting.

**Section 5 – Notification:** Notification in writing of the date of the election and the names of the nominees for office shall be provided to the membership via e-mail three (3) weeks prior to the annual meeting.

**Section 6 – Announcement:** Names and contact information of the newly elected Board of Directors will be made public as quickly as possible following the elections.

### **Article X – Association Recommendations**

1. The ISUBCA will have at least one (1) informative mailing sent to its members each semester. A copy of each mailing is to be sent to the designated Alumni Engagement representative prior to printing for approval.
2. The president of the Alumni Association will be advised in advance of any ISUBCA fund raising efforts. Such efforts will be coordinated with other programs of the Office of Development.

3. Participation in University-wide events, such as Homecoming, Family Weekend, and Commencement is encouraged.
4. Death Resolutions shall be generated upon the authority of the President and or the request of a Board of Director to express the sympathy of the ISUBCA on the passing of a member, University Official and/or staff member and other individuals deemed appropriate. The President or their designee shall present the resolution to the family at the designated time. A copy of the resolution shall be provided to the family and one retained with the Recording Secretary.

#### **Article XI – Renewal of Charter**

**Section 1 – Procedure:** On an annual basis, an annual report, a list of the upcoming year’s plan of activities, and list of the new Board of Directors of the ISUBCA will be submitted to the designated Alumni Engagement representative for the purpose of gaining the renewal of the ISUBCA charter as approved by the Chapters/Clubs Committee.

#### **Article XII – Amendments**

**Section 1 – Amendments:** This document may be amended at any Board, annual and/or special meeting by a majority of the members present and casting a vote. All proposed changes to this document must first be submitted to the Board at least three (3) weeks in advance of a meeting. Amendments to the Constitution and By-Laws become effective for the fiscal year during which they were approved.

#### **Article XIII – Liability**

**Section 1 – Liability:** Illinois State University, the Alumni Association and its Board of Directors, and the Alumni Engagement staff shall not be liable for any loss or damage caused by the misconduct, mismanagement, or lack of funds in reference to the ISUBCA program or its events and activities. In addition, the ISUBCA, its officers and directors, and its committee members shall not be liable for loss, damages, and associated costs resulting from the actions and behavior of those who participate in or attend ISUBCA events and activities.

#### **Article XIV– Confidentiality**

**Section 1 – Confidentiality:** No ISUBCA officer, director, member, constituent, or friend shall utilize mailing lists, membership information, or labels for any purpose other than their intended use of promoting ISUBCA activities. Any such breach of confidentiality by an officer or director shall result in immediate dismissal from the ISUBCA Board of Directors.

Adopted: April 8, 1997  
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January 2015  
January 25, 2020  
August 24, 2020