



BY-LAWS
UNIVERSITY OF CALIFORNIA – DAVIS
AFRICAN & AFRICAN AMERICAN ALUMNI ASSOCIATION

Article I

- Section 1. This organization shall be known as the UC Davis African & African American Alumni Association, a chapter of the Cal Aggie Alumni Association hereinafter referred to as the CAAA. All reference herein to the UC Davis African & African American Alumni Association will be referred to as 5A.
- Section 2. Pursuant to recognition granted by the CAAA, 5A is organized as a chapter of the CAAA subject to the policies of the Davis campus and the CAAA concerning registered chapters and to such amendments as they may occur.

Article II
PURPOSES

- Section 1. 5A is organized for the following purposes:
- a. Foster communication and interaction among former and present members of 5A of the University of California, Davis.
 - b. To engage in other educational or charitable activities; included are scholarships, resource support, and the fostering of educational opportunities for African & African American students, staff, faculty, alumni, and community members.
 - c. Enhance the educational, personal and cultural development of African and African American students, staff, faculty, alumni, and community.
 - d. Provide a forum for the exchange of ideas among members of 5A, the administration, faculty, and students of the Davis campus.
 - e. To develop and sustain regional and/or local affiliate branches that will operate under the preview of 5A.
 - f. Conduct activities aimed at supporting various projects and cultural programs in cooperation with the CAAA.
 - g. To assist existing UC Davis programs in maintaining African & African American students on campus, and assist African & African American students on/off the Davis campus ensuring due process.
 - h. Support CAAA and its programs through program participation and as a resource to the alumni association.



Article III **MEMBERSHIP**

- Section 1 Any graduate, former student, current student, faculty, staff or friend of the University of California, Davis who supports the purposes of this chapter shall be eligible for membership in the chapter and shall become a member upon payment of dues to CAAA
- Section 2 A" Regular" member is a graduate of the University of California at Davis and is considered active when dues to CAAA are current.
- Section 3 An "Associate" member is a current student, faculty, staff or friend of the University of California at Davis and is considered active when dues to CAAA are current.

Article IV **RIGHTS AND PRIVILEGES OF THE MEMBERSHIP**

- Section 1. Any graduate, former or current student, faculty, staff or friend of the Davis campus or of the University of California, who has demonstrated his/her interest in the University and in the activities of the chapter is invited and encouraged to participate in general chapter meetings and activities.
- Section 2. A regular member of 5A, as defined in Article 3, Section 2 shall have the right to:
1. Hold a Board or Officer position in 5A,
 2. Vote on all on all matters submitted to the general body,
 3. Vote on the election of officers or board members.
 4. Nominate 5A officers and board members.
 5. Attend all 5A board and committees meetings.
 6. Access to other rights and privileges as granted by 5A's board.
- Section 3. Associate members of 5A, as defined in Article III, Section 3 shall have all the rights of a Regular member except to hold office in 5A.

Article V **MEMBERSHIP ROSTER - MAILING LIST**

- Section 1. All members of 5A who are current and active members in which 5A knows names and addresses of such individuals shall at any time constitute the official Mailing List of 5A.
- Section 2. The members are responsible for informing CAAA of changes to their contact information.



Section 3. For purposes of conducting the business of 5A, the current Mailing List shall be kept confidential and the responsibility of 5A's officers. Where these By-Laws provide for petition or Declaration statements, this Roster shall be the source document for verification.

Section 4. No one can use the mailing list of 5A without the expressed written permission of 5A.

Article VI ORGANIZATIONAL AND FISCAL YEAR

Section 1. The organizational and fiscal year of 5A shall run from July 1 to June 30.

Article VII BOARD & OFFICERS

Section 1. Duties of Board Members: Board members of 5A shall be members in good standing with CAAA and 5A. Board members are responsible for the management of 5A and are encouraged to actively participate in committees and activities of 5A.

Section 2. **Vested Powers** - The 5A Board shall be responsible for managing and conducting the affairs of 5A.

Section 3. **Term:** Board members shall serve a term of not more than six (6) consecutive years or until such time successors have been selected. The Board shall consist of up to 15 members.

Section 4. **Selection of Board Members:** The Board members will be selected by an application process and referral by a current board member. As per Article IV Section 2(3)

Section 5. **Meetings** - The Board shall meet on a quarterly basis, which is determined and announced at the first meeting following the beginning of the fiscal year. Minutes of all meetings shall be recorded and include the attendance, absence, and tardiness of the membership. It should also record the time and place, and the type of meeting. The minutes shall include all actions taken.

Section 7. **Special Meetings** –

- a. When no meeting is held, a quorum can be transmitted to the Secretary in writing or by telephone and confirmed in writing, shall constitute an action by the Board provided all board members are given adequate notice of the matter so acted upon. Adequate notice shall mean that a board member was contacted during the polling and was given 24 hours to respond. The minutes of special meetings should specify how the meeting was authorized and the notice given.



- b. Special meetings can be called by the President or by a written request signed by three (3) members of the Executive Committee. Written notice of the time and place of special meetings shall be delivered or sent by an electronic communication to each Board member or Executive Committee member. The request will be addressed to the 5A President at the address appearing on 5A's records.
- c. Notice of special meetings may be given by telephone, e-mail or fax provided such notice is given not less than 48 hours prior to the time of the meeting.

Section 8. **Quorum** - A quorum shall be at least fifty-one percent (51%) of the members of the Board. The affirmative vote of the quorum shall constitute action by the Board.

Section 10. **Removal and Resignation** - Three consecutive absences in one year will warrant removal or resignation of any Board member by 2/3 vote of the Board. The Board may also remove with or without cause any Board member or Officer by a sixty-six percent (66%) or 2/3 vote of the Board.

Section 11. **Officers** of 5A shall be as follows:

- a. President
- b. First Vice-President
- c. Second Vice President (Membership Officer)
- d. Treasure
- e. Executive Secretary
- f. development officer
- g. Historian
- h. Parliamentarian.
- i. Standing Committee Chairs

Section 12. **The Officers of 5A shall be known as the Executive Committee:**

- a. President
- b. First Vice President (President - elect)
- c. Second Vice President
- d. Treasurer
- e. Executive Secretary
- f. Parliamentarian
- g. Standing Committee Chairs



Article VIII **DUTIES OF EXECUTIVE COMMITTEE**

Section 1. President

- a. The President shall report to the Board on activities of 5A and put items on the agenda for policy consideration and approval by the Board.
- b. The President may establish Standing Committees and appoint Executive Committee members as authorized by these By-Laws with the concurrence of the Board.
- c. The President shall exercise such powers as may be necessary for the efficient and proper performance of the Board.
- d. The President may appoint the Sergeant at Arms.
- e. The President or a designee shall be an ex-officio member of all committees of 5A.
- f. The President shall consult with the students, faculty, administration, Regents, and friends of the University of California and, in particular, of the Davis campus on behalf of 5A and represent 5A at appropriate University and CAAA meetings and functions.

Section 2. First Vice President - President elect

- a. In the absence of the President, the First Vice-President shall perform the duties of the President. He/she shall be expected to prepare him or herself for the Office of President during his/her tenure in order to be qualified for the Office of President and may assume that office when the term of the person holding that office expires, with the consent of the Board of Directors.
- b. The First Vice President shall act as the liaison between 5A and the CAAA Board.

Section 3. Second Vice President

- a. In the absence of the President and First Vice-President, the Second Vice-President shall perform the duties of the President.
- b. The Second Vice President shall preside over the Standing Committee responsible for membership development and submit a membership report at each Board meeting.

Section 4. Treasurer

- a. The Treasurer shall oversee the financial administration of 5A.
- b. Review procedures and financial reporting.
- c. Advise the Board on financial strategy and fundraising.

Section 5. Executive Secretary



- a. The Executive Secretary shall record the minutes of each meeting of the Board and Executive Committee as the Executive Committee specifies. If the Executive Secretary is not available to attend a meeting, the presiding officer shall appoint someone to take the minutes in the secretary's absence.

The minutes shall state the time and place that the meeting was held and whether it was a regular or special. If it is a special meeting, the minutes should specify how the meeting was authorized, the notice given, and the names of those present whether the meeting was a Board meeting, an Executive Committee meeting, or a membership meeting. A similar copy of the minutes shall be kept for any other committee as required by the Board.

- b. The Executive Secretary shall give, or cause to be given, notice of all Board and Executive Committee and membership meetings required to be given under these ByLaws;
- c. The Executive Secretary shall have any other powers and perform any other duties that are prescribed by the Board, Executive Committee or the By-Laws.

Section 6. **Development Officer**

- a. The Development Officer shall lead fundraising activities for the organization.
- b. He/She makes and communicates with contacts to convey 5A's Vision to solicit donations.

Section 7. **Historian**

- a. Keep a record of 5A's accomplishments and activities
- b. Collect pictures and news articles about 5A and its members and organize this information in such a way that it is meaningful to current and future members.
- c. A resource for the history of 5A
- d. Develops and maintains the disbursement of the history of 5A

Section 8. **Parliamentarian**

The Parliamentarian shall be responsible for ensuring that parliamentary procedures are followed in accordance with Robert's Rules of Order. The Parliamentarian shall act as the expert in the parliamentary process governing deliberations and debates of Association meetings. Upon establishment of a By-Laws Committee, the Parliamentarian shall serve as the Chair of that committee.

Section 9. **Standing Committee Chairs**



The Executive Committee, with the concurrence of the Board, shall establish standing committees based upon the needs of 5A and will identify and define the duties of such committees. Standing Committee Chairs will be appointed by the President with the approval of a majority vote of the Executive Committee.

Section 10. **Annual Reporting to CAAA**

Each year the officers will submit the following information to CAAA: an annual registration form, an updated list of officers and principal contact person for the chapter, a copy of the current by-laws, a statement signed by the officers stating compliance with applicable UC and CAAA policies, and an annual plan of activities for the ensuing fiscal year.

Article IX OFFICERS OF THE BOARD

Section 1. **Powers**

Subject to the limitations in these By-Laws, the Executive Committee shall be responsible for the day-to-day operations of 5A. The Executive Committee shall consist of elected officers and Chairpersons of all standing committees. As the Executive Committee, it is empowered to conduct, manage, and control 5A's affairs and business; designate any place within the State of California for any membership meeting except the annual meeting held at UC Davis.

Section 2. **Meetings**

- a. The Executive Committee shall meet on four times (4x) a year, 30 minutes to 1 hour prior to scheduled Board meetings as designated by the President which is determined and announced at the first meeting following the beginning of the fiscal year.
- b. Regular and special meetings of the Executive Committee shall be held at any place that is designated by resolution of the Committee.
- d. Notice of each regular meeting of the Executive Committee shall be delivered or sent by an electronic medium to each member of the Committee at least two weeks in advance of the time for such meetings.

Section 3. **Quorum**

A simple majority plus one shall constitute a quorum for the transaction of business. This number shall include the President.



Section 4. **Action without Meeting**

The Executive Committee may take any action without a meeting that may be required or permitted by the Committee at a meeting if all members of the Committee individually or collectively consent to the action.

Article X

SELECTION AND TERM OF OFFICE

Section 1. **Selection of the Board**

- a. The members of the Board shall serve a maximum of six consecutive years or until new members are selected.
- b. The terms of office shall be staggered so that one-third (1/3) of the Board shall become vacant every year.

Section 2. **Selection of the Executive Committee**

- a. Officers shall serve a two-year term.
- b. Officers have to be elected by the Board at the annual membership meeting.
- c. The terms of office shall be staggered so that one- third of the Board of Directors shall become vacant every year.
- d. The Board shall approve of all acceptable nominations, thereby constituting an election.
- e. Any member of 5A may challenge the election of any officer of 5A provided just cause for doing so is provided in writing. The remaining officers of the Executive Committee shall have the responsibility for resolving such challenges.

Section 3. **Removal and Resignation –**

- A. Five (5) consecutive absences in one year will warrant removal or resignation of any Executive Committee member by a 2/3 vote of the Executive Committee.

Article XI

GENERAL MEETINGS

Section 1. General meetings of 5A shall be held at least four (4) times a fiscal year and at other times as the President shall determine.

Section 2. The annual meeting of 5A shall be held at least once a fiscal year and at other times as the President shall determine.

Section 3. General meetings will be noticed using the mailing list and other means designated by the President.



Article XII

DUES

- Section 1. The chapter may not authorize the establishment of an independent chapter dues program.
- Section 2. In compliance with campus policy, all funds must be managed in compliance with University of California, Davis campus policy.

Article XIII

DEDICATION OF ASSETS

- Section 1. In the event of the dissolution of 5A or withdrawal of recognition by the CAAA, all assets of this chapter shall become the property of the CAAA or the University of California, Davis. The specifics of this dedication shall be determined by the officers of the board in coordination with CAAA and the major UC Davis African American organizations.

Article XIV

AMENDMENTS

- Section 1. These Bylaws may be amended by a simple majority vote of the members of the African American Alumni Association as defined in Article III, Section 1 at such times as it may be deemed necessary. Such amendments shall be subject to the approval of the 5A Board for compliance of such amendments with the policy under which 5A is recognized as a chapter of the CAAA.
- Section 2. Any member of 5A may propose an amendment to the Executive Committee.

By-Laws Adopted September, 14, 2002

By-Laws Amended May 19, 2007

By-Laws Revised and Amended August 12, 2017