

**ENGINEERING ALUMNI ASSOCIATION
OF
TENNESSEE STATE UNIVERSITY
CONSTITUTION**

ARTICLE I. NAME

The organization shall be known as the **Tennessee State University Engineering Alumni Association**, having been so designated by the Tennessee State University National Alumni Association in the month of November, 1995 hereinafter referred to as TSUEAA.

ARTICLE II. PURPOSE

Section 1. The purposes of the TSUEAA shall be to:

- A. Promote engineering, technology and computer science education at the University.
- B. Unite the members (see Article III) in close fellowship to promote the general welfare of the College of Engineering and Technology, herein referred to as COETCS, and of the University at large.
- C. Stimulate interest among prospective students and to obtain the best possible students as candidates for admission to the University.
- D. Foster activities of the engineering organizations recognized by the University.
- E. Advance the professions of engineering, technology, and computer science.
- F. To secure the future of the College of Engineering, Technology, and Computer Science, by building alumni endowment, leading and supporting fundraising activities for capital campaigns.

Section 2. The TSUEAA shall have the powers granted to it by the Articles of Incorporation and this CONSTITUTION and shall have the ability to do all things necessary and incident to its purposes, however, that the shall not engage in any activities or exercise any powers not-permitted under chapter 501(c) (3) of the Internal Revenue Code of 1954.

Section 3. The TSUEAA and its members, in pursuit of the purposes stated above in section 1 above, shall act in accordance with the following principles:

A. The TSUEAA shall be based on the principles of freedom and equality for all members in accordance with this CONSTITUTION.

B. To ensure to all members the rights and benefits resulting from membership, each member shall fulfill, in good faith, the obligations of membership in accordance with this CONSTITUTION.

C. All members shall give The TSUEAA every assistance in all actions it may take in accordance with this CONSTITUTION.

ARTICLE III. LOCATION

The geographical area covered by the membership is anywhere in the world (i.e., wherever a member may reside). The address of the TSUEAA is P.O. Box 190716, Nashville, TN 37219-0176

ARTICLE IV. MEMBERSHIP

The TSUEAA shall have the following classes of members:

A. Regular Member: Any graduate of COETCS and its predecessor; any person who has matriculated at COETCS and has left the University in good standing; and engineering graduates of accredited institutions who have matriculated at the University.

B. Associate Member: Any person who manifests a genuine interest in the promotion of the TSUEAA is eligible for Associate Membership in the TSUEAA. Associate Membership carries with it all rights of deliberation and committee assignments.

C. Honorary Member: Any person to whom Honorary Membership is extended because of his/her national recognition of noteworthy achievement in the field of engineering and/or working to promote engineering education at the COETCS. Names of persons to be considered for Honorary Membership must be presented in writing by a financial member of the TSUEAA to the Honorary Members/Awards Committee who shall make recommendations to the Executive Board- A two—thirds vote of the Executive Committee will be required *for* election. A two-thirds vote of the voting membership of the TSUEAA will be required for selection for Honorary Membership in The TSUEAA. Honorary Membership carries with it the rights of deliberation and committee assignments, but no right to vote or hold office.

D. Life Member: Any person who would otherwise be eligible for membership in The TSUEAA may become a Life Member of the TSUEAA by the payment of a membership fee and the approval of the Executive Committee.

E. Member- Student: Any student in good standing and currently enrolled as an undergraduate in the COETCS of Tennessee State University. Student membership carries with it the right to participate in deliberations and committee assignments, but no right to vote or hold office. Upon graduation, students who so desire are automatically converted to regular membership and their dues for the first year are waived. The request for conversion to regular membership must be submitted in writing to the TSUEAA within 60 days of graduation from the COETCS.

ARTICLE V. OFFICERS

The officers of the TSUEAA shall be the President, Vice President, Corresponding Secretary, Recording Secretary, Financial Secretary, Treasurer, and Parliamentarian, who shall serve for two years, or until their successors are elected or appointed and qualified, or until suspended from office for good and just cause by the recommendation from the Executive committee and a two-thirds vote of the membership.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. The officers of the TSUEAA, the Chairpersons of the Standing Committees, the Immediate Past President for one (1) year immediately following his/her term of office, the Dean of the College of Engineering and Technology, and the Coordinator of Alumni Relations or a representative designated by the University shall collectively constitute the Executive Committee.

Section 2. A quorum for the transaction of business shall constitute one-half of the members of the Executive Committee.

Section 3. The Executive Committee shall: (1) Transact all necessary business of The TSUEAA in the interim between meetings; (2) call special meetings; (3) Appoint members to fill vacancies; (4) conduct the affairs of The TSUEAA in accordance with The TSUEAA CONSTITUTION and voted Standing Rules; (5) Prepare a budget including fund raising projects *for* each fiscal year and submit it to the membership for approval. A member appointed by the Executive Committee to fill a vacancy on the Committee shall serve the unexpired term of the vacated office.

ARTICLE VII. ANNUAL MEETING

Section 1. The Annual Business Meeting shall be held at the time set forth in the standing Rules.

Section 2. The Fiscal Year and operating Year of The TSUEAA shall be July 1st through June 30th.

ARTICLE VIII. TSU COLLEGE OF ENGINEERING, TECHNOLOGY AND COMPUTER SCIENCE (CoETCS) ALUMNI ENDOWMENT BOARD OF ADVISORS

The TSU CoETCS Board of Advisors, also known as the Board, consist of a minimum of twelve(12) members and a maximum of twenty(20) members provided that there is always a two-thirds (2/3) majority of TSU Engineering Alumni on the Board. Its purpose to approve and to provide guidance on the expenditure of the interest income produced by the TSU CoETCS Alumni Endowment for the direct benefit and use in the TSU CoETCS.

Section 1. The Board shall consist of the following voting members:

- A. The President of the Engineering Student Leadership Council;
- B. Two (2) student elected Engineering Society Presidents of undergraduates engineering, exofficio;
- C. The Dean of Engineering, exofficio;
- D. The President of the Industrial Cluster;
- E. Elected Officers of the Engineering Alumni Association shall by virtue of their office be members of the Board;
- F. Up to ten (10) members who are elected by the TSU Engineering Alumni Association. These will include one alumni member from each decade. Also a minimum of one member from each College of Engineering, Technology and Computer Science will be on the Board.
- G. And up to six (6) non-alumni members who are appointed by the Executive Committee.

Section 2. The Members of the board of advisors are to be elected for the ensuing year shall be chosen at the annual meeting of the TSUEAA in the same and style of the Officers of the TSUEAA and they shall serve for a term of two (2) years or by remote balloting. The method will be determined initially by the Executive Committee and thereafter by the Board. The members shall have overlapping terms; therefore one half of the elected board members will be elected each year. At the first election one half will be elected for a one-year term while the other half will be elected for a two term.

Section 3. Fifty percent (50%) of the members of the Board shall constitute a quorum and the meeting of the Board shall be held regularly on the call of the Chairman.

Section 4. Each member shall have one vote and such voting may be done by proxy.

Section 5. The Board may make such rules and regulations covering its meeting as it may in its discretion determine necessary as long as it does not conflict with the TSU Engineering Alumni Association/Chapter Constitution, ByLaws and Standing Rules.

Section 6. Board of Advisors – Officers: The Board may elect these officers:
Chairperson
Vice-Chairperson
Secretary

Section 7. A member may be removed when sufficient cause exists for such removal. The Board may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Board shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

Section 8. The Chairperson shall preside at all meetings of the committee and appoint subcommittees.

Section 9. The Vice-Chair shall in the event of absence or inability of the Chairperson to exercise his or her office become Acting Chairperson of the committee with all the rights, privileges and powers as if he or she had been the duly elected Chairperson.

Section 10. The Secretary shall keep the minutes and records of the committee, give and serve all notices to members of the organization, be the official custodian of the records, present to the membership at any meetings any communication addressed to the Secretary of the organization, submit to the Board any communications which shall be addressed to the Secretary of the organization, attend to all correspondence of the committee and exercise all duties incident to the office of Secretary. In the event of absence of the Secretary, the Chairperson shall appoint someone to fulfill the secretarial duties.

Section 11. Standing subcommittees shall consist of:

1. Endowment Review Working Group (ERWG):

A. PURPOSE

To recommend the use of the income generated from these funds for such needs as CoETCS student scholarships, student education projects, teaching resources, laboratory equipment, and such other purposes as the WG shall consider appropriate.

B. PROCEDURES

- i. The Treasurer/Finance Committee shall project the amount of funds to be available on July 1st by January 1st of each year. (A rolling average of the past three years of income in addition to any funds dedicated for use in the upcoming funding year.) This information will be provided to the Dean of the CoETCS, the Executive Committee and the Board of Advisors by January 1st of each year.
- ii. The dean will recommend needs and priorities to the Endowment Review Working Group by February 1st of each year.
- iii. The Endowment Review Working Group will review the TSU College of Engineering, Technology and Computer Science recommendations and develop a proposed priority list before February 15th of each year.

- iv. The Endowment Review Working Group is composed of Board of Advisors members. The TSUEAA president will appoint the chair.
- v. The voting procedure is as follows for e-mail balloting: After the recommendation is sent to the committee, there will be one week to propose changes or vote. After that, the committee will have a minimum of two weeks to vote. A plurality of those voting will be sufficient for a decision.
- vi. The committee will ensure that the selection procedure is in accord with the TSU CoETCS Alumni Endowment – TSU Foundation Agreement including applicable foundation, university, state and federal policies.
- vii. The Endowment Review Working Group will present their recommendations for priorities to the Board of Advisors for approval by February 15th of each year.
- viii. After the Board of Advisors approval, the recommendation will be provided to the TSUEAA for approval by March 1st of each year. The voting will occur at the annual meeting or by e-mail ballot by March 31st of each year. See 5 for balloting procedure.
- ix. After approval of the TSUEAA, the TSUEAA president will release the funds from the TSU Foundation by letter (No later than by April 1st of each year).
- x. The Endowment Review Working Group will monitor the use of the funds and report at a minimum on an annual basis to the TSUEAA. The Dean of CoETCS will be required to provide a report to the ERWG by October 1st of each year.

Any changes to this section of the constitution shall be provided to the TSU Foundation to update the agreement.

ARTICLE IX. ELECTION OF OFFICERS

Section 1. Elections shall be held biannually (every two years) at the 4th Quarter Business Meeting.

Section 2. Officers shall serve a term of two years, or until their successors are elected. No officer shall serve more than two consecutive full terms. However, an officer who is elected to serve out the term of an vacated office, may serve out that vacated term in addition to serving two consecutive full terms.

Section 3. Elections shall be by ballot. Absentee ballots must be postmarked and/or received by the official date published by the Nominating Committee in order to be

counted. Only those members in good financial standing with the TSUEAA are eligible to vote or run for office. The nominee receiving the majority/plurality of the votes cast shall be elected for each office.

ARTICLE X. VACANCIES

A vacancy in any office shall be filled by majority vote of the voting members at any regular business meeting and any absentee votes received by the official published date of said business meeting provided that the Corresponding Secretary or the Nominating Committee shall have notified each voting member in writing 30 days in advance before such voting shall take place.

ARTICLE XI. DUTIES OF OFFICERS

Section 1. The President shall (1) Act as President and Executive Officer of The TSUEAA and the Executive Committee; (2) Take the initiative within the Executive Committee in planning the programs of The TSUEAA; (3) Represent The TSUEAA where desirable and possible; (4) Prepare the agenda for all Executive Committee meetings and submit it the Executive Secretary for distribution at least two weeks prior to such meetings; (6) serve as the ex—officio member of all committees; (7) Transmit a report at the end of the operating year from the Executive Committee to The National Association; (8) Appoint all committees and chairpersons; (9) Attend the National and Regional Alumni Meetings and other such meetings representing The TSUEAA; and (10) perform such other duties that are usual for the President of similar organizations.

Section 2. The Vice President shall (1) at the request of the President and or in his/her absence perform any and/or all duties of the president; (2) perform other duties as designated by the President; (3) be responsible for the annual audit and its report at the Annual meeting of the National Alumni Association meeting and implementing its recommendations.

Section 3. The Recording Secretary shall (1) Keep the minutes of all regular and special meetings of The TSUEAA and the Executive Committee; (2) Maintain the same official records, and records of all transactions of The TSUEAA as duly recorded, disseminated as the official records of The TSUEAA; (3) Keep the roll of the membership, both active and inactive; (4) call the meeting to order at the designated time in the absence of the President and Vice President; and (5) Have at each business meeting a copy of the CONSTITUTION and minutes of the previous meeting.

Section 4. The Corresponding Secretary shall (1) Prepare all general correspondence of The TSUEAA; (2) Mail or e-mail all newsletters to the membership; (3) Review all communications and submit same to the proper authority within The TSUEAA; and (4) Carry out other duties which may be assigned by the President and/or Recording secretary.

Section 5. The Treasurer shall (1) Receive and hold the funds of The TSUEAA, which shall be deposited in a financial institution designated by the Executive Committee of the TSUEAA; (2) withdraw the same only upon receipt of a voucher signed/countersigned by the President; (3) Keep an accurate written account of all financial transactions and give a monthly report to The TSUEAA; and (4) Prepare an analysis of the transactions carried out by The TSUEAA to report at the Annual Meetings of The TSUEAA and the National Alumni Association, and (5) to reside in the Metro Nashville area. The Treasurer shall be bonded.

Section 6. The Parliamentarian shall (1) Interpret the National Constitution and The TSUEAA CONSTITUTION; (2) Ensure that all meetings of The TSUEAA are conducted in accordance with the appropriate and usual parliamentary procedure, as adopted by the TSUEAA; (3) Ensure The TSUEAA CONSTITUTION are in accordance with the Constitution of the National Alumni Association and (4) serve as the chairperson of the TSUEAA CONSTITUTION Committee.

ARTICLE XII. DUES

Section 1. The dues for The TSUEAA shall be classified as follows: Charter, Regular, Associate, Honorary, and Life. The dues structure shall be as set forth in the Standing Rules.

Section 2. Dues for the current fiscal year shall be paid by the beginning of the first quarter Alumni Summit Meeting, unless dues have been requested to be accounted for the next fiscal year, wherein the Treasurer will hold these funds in a temporary restricted account until the entry of the next fiscal year. Delinquent members will not be eligible to vote at any meeting where the business of the TSUEAA is conducted until such time as all financial obligations to the TSUEAA have been met. A late fee of ten dollars (\$10) must be included with the payment of any dues received after July 15.

ARTICLE XIII. COMMITTEES

Section 1. Standing committees shall consist of:

(1) **Audit Committee** which shall be composed of three active members, to be appointed by the President. The Audit Committee shall be responsible for auditing the records of the Treasurer and the Financial Secretary before the March meeting and after each election before the new officers are installed. Other duties may be assigned by the President;

(2) **CONSTITUTION Committee** shall study all proposed amendments to the TSUEAA and/or National Constitution, CONSTITUTION or Standing Rules and Resolutions received from members, the Standing Committees and the Executive Committee. All amendments and resolutions to be presented to The TSUEAA for consideration shall be

forwarded in writing at least thirty (30) days prior to a regular meeting at which voting will take place;

(3) Honorary Membership and Awards Committee shall be composed of five (5) active members, appointed by the President. The Committee shall be responsible for establishing guidelines for the awarding of honorary membership and recommending deserving TSUEAA members for awards to encourage membership participation. These recommendations will be forwarded to the Executive. Committee for action;

(4) Nominating Committee shall be composed of three (3) to five (5) active members, who shall be appointed by the President, to nominate elective officers. The Nominating Committee shall confer not less than two (2) months prior to the election;

(5) Program Committee shall consist of five (5) members appointed by the President to develop The TSUEAA Program for the year and to be responsible for interpretation and implementation of the Program, subject to the approval of The TSUEAA membership. This Committee would be in charge of: Annual Scholarship Banquet/Dance and other special events of The TSUEAA; and

(6) Scholarship Committee shall be composed of five (5) active members appointed by the President, who shall be responsible for establishing guidelines for the awarding of scholarships to deserving student applicants and the shall be actively involved in the recruitment of students to attend Tennessee Statue University.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised and **Robert's Parliamentary Law** shall apply to all questions of procedure and parliamentary law not specified in this CONSTITUTION.

ARTICLE XV. AMMENDMENTS

Section 1. This CONSTITUTION may be amended at the Annual meeting by a two-thirds vote of the active members present and absentee ballots submitted by the published date after a thirty (30) day notice has been sent to each active member.

Section 3. If any amendment to the National Alumni Association's CONSTITUTION or Constitution conflict with those of The TSUEAA, The TSUEAA CONSTITUTION shall be deemed to be amended automatically.

ARTICLE XVI. DISCIPLINARY ACTION

Individual officers or members who violate the provisions of the constitution and/or CONSTITUTION of the National Alumni Association of Tennessee State University, and thus chapter and/or individuals adjudged guilty of malfeasance, misfeasance, and/or nonfeasance by the Executive Committee shall be warned or suspended or expelled from The TSUEAA by the Executive Committee until the next regularly scheduled meeting of The *TSUEAA* for the transaction of all major business of The TSUEAA. At such meetings, the Executive Committee shall present the reasons/rationale for its action and The TSUEAA members shall then take whatever action deemed appropriate.

TSUEAA STANDING RULES

1. Annual Business Meeting:

The Annual Business meetings will be held in the first quarter of the calendar year during TSUEAA sponsored summit and in the fourth quarter during Homecoming.

2. Dues:

Regular and Associate - \$50 (\$25 for National Dues and \$25 for The TSUEAA);
Honorary - to be determined by the Executive Committee; Student - to be determined by the Executive Committee;

Life - to be determined by the Executive Committee. The National dues may be paid directly to the National. The TSUEAA dues will include the National Dues. However, if a member is already affiliated with another TSU Alumni Chapter or if a member is already a Life Member of the National Alumni Association, that member's TSUEAA dues will be reduced by the amount of the National Dues.

3. Bank Account:

All withdrawals require the signatures of both the President and the Treasurer.

4. Membership:

The TSUEAA shall be comprised of COETCS Alumni and associates located worldwide

5. Meetings:

TSUEAA representative(s) shall attend the following:

- Annual Business Meeting (Homecoming Weekend)
- National Alumni Association Annual Meeting
- Annual First Quarter Alumni Summit Meeting
- Regional Meetings
- Electronic Meetings (conference calls, webcast)

6. Transition of Business

Governed by Roberts Rules of Order, Newly Revised and Robert's Parliamentary Law. Issues requiring immediate action by the President and/or the Executive Committee shall be handled via teleconference, videoconference, e-mail or US mail.

7. Membership retention:

Utilize Internet to communicate with members. Maintain a database of members containing the following:

TSUEAA MEMBERSHIP APPLICATION

NAME: _____
ADDRESS: _____

PHONE: (_____) _____
INTERNET ADDRESS: _____

COMPANY NAME; _____
JOB TITLE/POSITION: _____
ADDRESS: _____
PHONE: (_____) _____
INTERNET ADDRESS: _____
YEAR OF GRADUATION FROM TSU: _____
DEGREE(S): _____

POST GRADUATE EDUCATION

COLLEGE/UNIVERSITY: ____
DEGREE(S): _____ **YEAR:** _____

PROFESSIONAL LICENSE(S): _____

PROFESSIONAL AFFILIATIONS: _____

OTHER AFFILIATIONS:

FRATERNITY/SORORITY: _____

- ____ Home address and phone number
- ____ Work address and phone number
- ____ Occupation/job title
- ____ Internet/World Wide Web (WWW) address
- ____ Professional affiliation(s)
- ____ Sorority/Fraternity affiliation
- ____ Degree(s) conferred; school(s) attended

TSUEAA CALENDAR OF EVENTS*

<u>EVENT</u>	<u>DATE</u>	<u>LOCATION</u>
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Go to www.tsuengralumni.org for an updated posting of all TSUEAA calendar events.

Note *: The TSUEAA *operating* year runs from July 1st to June 30th.

**ENGINEER ALUMNI ASSOCIATION
OF TENNESSEE STATE UNIVERSITY
Articles of Incorporation**

This is a nonprofit corporation, organized under Title 29, Chapter 6 of the State of Tennessee Code.

First: The name of the Corporation shall be "Tennessee State University Engineering Alumni Association (TSUEAA)"

Second: The duration is perpetual.

Third: The Corporation is organized (1) to promote engineering education at the Tennessee State University, (2) to receive and maintain funds and property for the foregoing purposes, and (3) to engage in all lawful activities necessary to carry out the foregoing purpose.

Fourth: The Corporation shall have four classes of members, namely:

(1) Voting members constituting dues paying alumni, and associates of the College of Engineering and Technology of the Tennessee State University,

(2) Non-voting members constituting dues paying alumni of the College of Engineering and Technology of the Tennessee State University,

(3) Student non-voting members constituting students in attendance at the College of Engineering and Technology of the Tennessee State University, and

(4) Honorary non-voting members constituting persons working to promote engineering education in the College of Engineering and Technology of the Tennessee State University to such an extent the Executive Committee bestows this honor, provided that such honorary member serves for one year at the pleasure of the Executive Committee, and may serve such additional terms as currently bestowed by the Executive Committee.

Fifth: The post office address of the principal office Of the Corporation in Nashville, Tennessee is P. O. Box 190716, Nashville, Tennessee 37219-0176.

Sixth: The number of Executive Committee members of the Corporation shall be chosen in accordance with the By-Laws of the Corporation, but shall not be less than three, and the names of the members, who are _____ in number, and who shall act for the first year or until their successors are duly chosen and qualify, are:

Seventh: The Executive Committee must review all CONSTITUTION amendments.

Eighth: No part of the net earnings of the Corporation or contributions thereto shall inure to the benefit of any member, trustee, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes) and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Any assets remaining on dissolution and liquidation shall be turned over to other charitable or educational organizations devoted to charitable or educational purposes. No part of the activities of the Corporation shall be used for carrying on propaganda or otherwise, attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any campaign for public office.

In Witness Whereof, we the undersigned, all citizens of the United States and a majority citizens of the State of Tennessee, of full age, have signed these Articles of Incorporation on the — day of _____

Nashville)
)
State of Tennessee)

I hereby certify that on the ____ day of _____ 20__, before me, the subscriber, a notary public, personally appeared

_____ and _____

and severally acknowledged the foregoing Articles of Incorporation to be their act.

Notary Public