

**NATIONAL ASSOCIATION  
OF  
HBCU TITLE III ADMINISTRATORS  
BY-LAWS**

***ARTICLE I***

***PURPOSE***

The National Association of HBCU Title III, Part B, Administrators is organized to be a nonprofit Association that represents the general concerns of Title III Directors and Administrators of Title III, Part B, HBCUs. The purpose of the Association is “to provide professional development, information, technical assistance, and serve as an advocate to help advance/strengthen HBCU & HBGI programs of American Higher Education in order to provide a quality education to all its students”. Furthermore, the purpose of the Association is to encourage and maintain a cohesive relationship with the U.S. Department of Education and the HBCUs and to serve as a forum for discussion of regulations and policies.

***ARTICLE II***

***NAME, REGIONS AND OFFICES***

Section 2.1 Name. The name of the Association shall be *The National Association of HBCU Title III Administrators* (hereinafter referred to as the “Association”).

Section 2.2 Offices. The address of the registered office of the Association and the registered agent shall be the institutional address of the presiding President of the Association. The current mailing address of the Association shall be listed as the address of the presiding President. All regular correspondence shall be addressed to the institutional address of the presiding President of the Association.

Section 2.3 Boundaries. The regions of the Association as designated by the U.S. Department of Education are as follows: NORTH ATLANTIC, MID-ATLANTIC, SOUTH ATLANTIC, GREAT LAKES, SOUTH EASTERN, SOUTH CENTRAL, CENTRAL, MID-WESTERN, FAR WESTERN

***ARTICLE III***

***MEMBERSHIP***

Section 3.1 Membership. Membership in the Association shall be open to individuals employed in any post-secondary institution, which is funded through the Title III Program. Specifically, membership shall be open to all individuals, as described above, who have paid membership dues on a current basis, as set by the Executive Committee. Voting membership can only be granted directly to individual dues paying members and not through an affiliation with

an institution. Only currently financial, dues paying members shall be accorded the privilege of voting on any matter affecting the Association.

Membership in the National Association of HBCU Title III Administrators may be classified as (1) Associate and (2) Institutional

- 1.) Associate Membership shall be open to any individual who has past affiliation with an HBCU institution or has been a partner or affiliated with a HBCU funding agency and wishes to support the National Association of HBCU Title III Administrators Association and is neither currently employed full-time in any post-secondary institution, which is funded through the Title III Program nor serves in a capacity supported by Title III funds (i.e., Title III Director, Activity Director, and Title III Administrator). Each individual shall hold one vote.
- 2.) Institutional Membership shall be open to any post-secondary institution, which is funded through the Title III Program. The institution may provide membership for up to three individuals employed at said institution. Institutional membership allows for one vote for the institution.

### Section 3.2 Dues.

- (a) Membership rights shall be contingent upon the prompt payment of such membership dues that the executive committee shall establish.
- (b) Dues for associate and institutional members shall be assessed annually on an individual basis. The membership period shall be October 1 to September 30.
- (c) All employees of the Title III Programs residing at such institutions are eligible to become members of the Association.
- (d) The Executive Committee shall set dues annually to cover operational expenses and other reasonable expenses incurred by the Association fulfilling its purpose.

## ***ARTICLE IV***

### ***MEETINGS AND QUORUM***

Section 4.1 Meetings. The Association shall have at least one general meeting of the membership each year. The annual meeting of the members of the Association shall be held at a time specified by the Executive Committee. The election of officers, and/or any amendments to the By-laws with proper notice may be considered. Any other Association business shall be in order at the Annual Meeting, including the Annual Report of the President, the financial report, as well as other written committee reports. Special meetings of the members of the Association for any purpose may be called by the President or by the majority of the Executive Committee, or at a request of not less than fifty-one percent (51%) of the voting members of the Association on no less than thirty (30) days notice.

The Executive Committee or the President may designate any place, within the purview of the regulations of EDGAR, as the place for the meeting of the annual meeting or special meeting called by them.

- A. Meetings of the Association shall be held at times and locations designated by the Executive Committee.
- B. Notice of all meetings shall be given by the President. In the event of a special meeting, this notice shall indicate the reasons for said meeting. It shall be the responsibility of the Secretary to post a notice of each annual meeting or special meeting of the Association stating the date, time and place of such meeting. In addition, notice of any special meeting shall state the purpose thereof. In addition a good faith effort will be made to contact each member directly (via mail, phone, flyer, email, etc.) Notice of the annual meeting or any special meeting shall be posted not less than 30 days before the meeting.
- C. All meetings shall be conducted according to the provisions of the most current edition of Roberts Rules of Order and the By-laws.
- D. The President shall preside over all meetings. In the President's absence, the Vice President shall preside.

Section 4.2 Quorum. A quorum shall be established at any meeting of the Association. Attendance of thirty percent (30%) or more of the financial members of the Association constitutes a quorum.

Section 4.3 Voting. Each "Associate" member of the Association is entitled to one half vote; and each "Institutional" member of the Association is entitled to one vote. The majority of votes cast on any issue at a meeting with a quorum determine the will of the membership.

#### Section 4.4 Regional Meetings

- A. Annual meetings of the various regions shall be known as Regional Meetings and shall be under the supervision of the Regional Representative who shall preside at the Regional Meeting.
- B. Each Regional Meeting shall elect its own officers.
- C. Any action at a Regional Meeting, except the election of officers, shall be subject to the veto power of the Executive Committee.

#### Section 4.5 Order of Business

The usual order of business at meetings shall be:

- Approved reading of the minutes from the previous meeting
- Correspondence
- Reports
- Unfinished business

- New business
- Treasurer's report
- Other business
- Adjournment

## ***ARTICLE V***

### ***EXECUTIVE COMMITTEE (OFFICERS)***

Section 5.1. Management Powers, Number, Qualification and Term. The property, affairs, and business of the Association shall be managed by its Executive Committee. It may exercise all of the powers of the Association and do all such lawful acts and things as are not by statute, by the Articles of Incorporation or by these By-laws required to be done or exercised by the members. The Executive Committee shall consist of not more than ten (10) nor less than eight (8) persons, the exact number of which shall be fixed by resolution of the Executive Committee from time to time. The offices of the Executive Committee shall consist of: President, Vice President, Secretary, Treasurer, Parliamentarian, three members-at-large. Each Officer shall be a voting member of the Association. Each Officer shall either be elected by a simple majority vote of the voting members present at the annual meeting of voting members, and shall serve a term of two (2) years until their successor shall be elected and duly qualified, or appointed as provided in Section 5.14. Officers may succeed themselves.

Section 5.2. Nomination of the Executive Committee Any person may be nominated for office either from the floor or by a nominating committee. A person may nominate him or herself. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

Section 5.3. Meetings. Regular meetings of the Executive Committee may be held at such date, time and place as shall be determined from time to time by a majority of Executive Committee. Regular meetings are defined as Annual Association Meetings, teleconferences, site visits and any other meetings deemed necessary to conduct the business of the Association. The President shall preside at all meetings. In absence of or at the direction of the President, the Vice-President shall preside to conduct the affairs of the Association.

Section 5.4. Special Meetings. Special meetings of the Executive Committee shall be held when requested by the President, Vice President, or by a majority of the Executive Committee. The notice shall specify the date, time, place and purpose of the meeting, as shall be given to each director as early as feasible. At any meeting of the Executive Committee, a majority of the Committee then in office shall constitute a quorum for the transaction of business. The act of the majority of the Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 5.5. Action without a Formal Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee thereof may be taken without a meeting if written consent thereto is signed by a quorum of the Committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Executive Committee.

Section 5.6. Compensation. The Executive Committee shall not receive compensation for services rendered in fulfilling their duties.

Section 5.7. Expense Reimbursement. No Officer shall incur expenses on behalf of the Association in excess of \$100 without prior approval of the Executive Committee. Any expenditure reimbursement or expense reimbursement in excess of \$100 shall require the signature of the Treasurer and one other Officer. Recurring expenses in excess of \$100 once approved by the Executive Committee are considered pre-approved for subsequent occurrences of the expense and do not need to be re-approved.

Section 5.8. Open Meetings All meetings of the Executive Committee shall be open to all members, but only members of the Executive Committee may participate in any discussion or deliberation. However, at the discretion of the Executive Committee, members in good standing or others shall be given the opportunity to present their views.

Section 5.9. Executive Session. The Executive Committee may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may be involved, and any business of a similar nature. The nature of any and all business to be considered at executive session shall first be announced in open session.

Section 5.10. Conflict of Interest. Any Officer who might have a conflict of interest over a voting issue shall disclose such and, if deemed appropriate by a majority of the members of the Executive Committee, shall abstain from voting on said issue, and if deemed appropriate by a majority of the Executive Committee, shall not participate in any deliberation on said issue.

Section 5.11. Absences. Any person serving as a member of the Executive Committee who is absent forty percent (40%) of scheduled meetings without an acceptable excuse for a regular meeting in any twelve-month period (from Annual Meeting to Annual Meeting) may, at the discretion of the Executive Committee, be considered to have tendered his/her resignation. "Without an excuse" means, without informing the President or Secretary, prior to the scheduled meeting. An Executive Committee member shall be removed from office if the member is absent more than fifty percent (50%) of all scheduled meetings. Only the attendance included as part of the minutes of such meetings shall be used to determine the actual attendance of Executive Committee members.

Section 5.12. Removal from Office. Any Officer or member of the Executive Committee shall be removed from office for: (A) failure to be present and faithfully execute his/her responsibilities to the Association in accord with Section 5.11; or (B) failure or inability to carry out his/her fiduciary responsibility to the Association and/or the Executive Committee, with cause, by the affirmative vote of a simple majority of the financial members of the Association present, at any meeting of the voting members duly called for such purpose and at which a quorum is present.

Section 5.13. Powers. The Executive Committee shall have the power to perform all duties and activities on behalf of the Association except as specifically (1) reserved to the voting members; (2) reserved to the officers; or (3) delegated to the officers or others.

Section 5.14. Vacancies and New Executive Committee Positions. In the event one or more vacancies shall occur on the Executive Committee by reason of death, resignation, retirement, or removal, an increase in the number of the Executive Committee or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the Executive Committee then in office. Each person so elected shall serve the unexpired portion of the term. The Executive Committee may elect a new committee member, increasing the number of the Executive Committee, by the affirmative vote of a simple majority of the members of the Executive Committee. Each person so elected shall serve a term expiring at the next annual meeting.

An Officer will be deemed to have resigned if such person is no longer employed by a Title III institution. Any Officer who is absent from at least forty percent (40%) of defined meetings of the Executive Committee without prior notice or absent from fifty percent (50%) of all meetings may be deemed resigned by majority vote of the remaining Committee members.

Section 5.15. Committees. The Executive Committee may create committees and select a Chair to perform such tasks and to serve for such periods as they designate. Membership on each committee shall consist of at least one Executive Committee member and as many other members in good standing of the Association as deemed appropriate by the Chair. The Executive Committee delegates its authority to the Committees in the area covered by the Committee. With Executive Committee supervision, the Committee Chair is responsible for setting up committee organization and procedures. This includes appointing members, setting meeting schedule, and setting meeting agenda, and conducting Committee meetings. Each committee must provide to the Association's Secretary copies of any committee meeting minutes.

## ***ARTICLE VI***

### ***OFFICERS***

Section 6.1 Officers. Officers of the Association shall consist of President, Vice President, Secretary, Treasurer, Parliamentarian, three members-at-large, and such other officers as may be required to manage the Association's business and shall exercise such powers and perform such duties as are specified by these By-laws or by the Executive Committee. The immediate past president shall serve one term as ex-officio on the Executive Committee. No person shall hold more than one office at a given time; however, an officer may also be a Committee Chair or other functions. Each Officer shall be a voting member of the Association.

Section 6.2 Term. Removal and Vacancies. These officers shall be elected by a majority vote of the Association's members at a plenary meeting. If the institution at which an officer is employed no longer receives Title III funds, the office must be vacated.

- A. The term of office for all officers shall be two years. An officer may serve two consecutive terms.
- B. These officers shall perform the duties regularly and normally performed by such officers.

Section 6.3 Compensation. The Officers of the Association shall receive no compensation for the performance of the duties and responsibilities of their offices.

Section 6.4. Powers and Duties. The Officers of the Association shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred upon them by the By-laws.

Section 6.5. President. The President shall be the chief executive officer of the Association and, shall in general manage, delegate, and monitor the performance of all officers and committee chairs, and oversee all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the members.

President: It is the duty of the President:

- 1) To open the meeting at the appointed time by taking the chair and calling the meeting to order having ascertained that a quorum is present.
- 2) To announce, in proper sequence, the business that comes before the assembly or in accordance with the prescribed order of business, agenda, or program, and with existing orders of the day.
- 3) To recognize members who are entitled to the floor.
- 4) To state and to put to vote all questions that legitimately come before the assembly as motions or that otherwise arise in the course of proceedings, and to announce the result of each vote; or, if a motion that is not in order is made, to rule it out of order.
- 5) To enforce the rules relating to debate, order and decorum within the assembly.
- 6) To expedite business in every way compatible with the rights of members.
- 7) To authenticate by president's signature, when necessary, all acts, orders, and proceedings of the assembly.
- 8) To declare the meeting adjourned when the assembly so votes or- where applicable – at the time prescribed.

Section 6.6. Vice President. In the absence of the President or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Executive Committee.

Vice-President: It is the duty of the Vice-President:

- 1) To preside in the absence of the president.
- 2) To coordinate National and Regular activities for the Association.

Section 6.7. Secretary. The Secretary shall keep the minutes of the membership and Executive Committee meetings, see that all notices are duly given in accordance with the

provisions of these By-laws or as required, be the custodian of the Association's records, and in general perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Executive Committee. The secretary is the recording officer of the assembly and the custodian of its records, except those specifically assigned to others, such as the treasurer's books.

Secretary: It is the duty of the Secretary:

- 1) To keep a records of the proceedings of the organization.
- 2) To maintain a data base on all activities of the organization.
- 3) To keep the organization's official membership roll and to call the roll when it is required.
- 4) To make the minutes and records available to members upon request.
- 5) To notify officers, committee members and delegates of their election or appointment to furnish committees with whatever documents are required for the performance of their duties, and to have on hand, at each meeting a list of all existing committees and their members.
- 6) To maintain record book(s) in which the by-laws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and to have the current record book(s) on hand at every meeting.
- 7) To send out to the membership a notice of each meeting, known as the call of the meeting, and to conduct the general correspondence of the organization – that is, correspondence that is not a function proper to other officers, or to committees.
- 8) To preside in the absence of the President and Vice-President, to call the meeting to order and preside until the immediate election of a chairman pro-tem.

Section 6.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipts of monies due and payable to the Association, make an annual accounting to the Association, deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these By-laws, keep (or delegate to another to keep) the membership roster and mailing list of the Association, and in general perform all of the duties incident to the duties as Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Committee. Should there be no Vice President, or in the event of their death, inability or refusal to act, the Treasurer shall perform the duties of the Vice President. The treasurer is the officer entrusted with the custody of funds. The treasurer should be bonded for a sum sufficient to protect the association from loss. The treasurer disburses funds.

Treasurer: It is the duty of the Treasurer:

- 1) To make a full financial report annually or as the by-laws may prescribe; and to make such interim reports as the assembly or the executive board may direct.

- 2) To collect dues and all other related monies for the organization.
- 3) To write checks and disburse funds per the directions of the president.

Section 6.9. Parliamentarian: The Parliamentarian is a consultant, who advises the president and other officers, committees, and members on matters of parliamentary procedure. The parliamentarian's role during a meeting is purely an advisory and consultative one--since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.

Parliamentarian: It is the duty of the Parliamentarian:

- 1) To maintain order at all meetings, using the most current copy of Roberts Rules of Order at all meetings.

## ***ARTICLE VII***

### ***ELECTION OF OFFICERS AND MEMBERS-AT-LARGE***

Section 7.1 Election of Officers and Members-At-Large. The President and all officers must be currently serving as a Title III Administrator. The president must have served a minimum of five (5) years as a Title III Administrator and other officers a minimum of three (3) years.

Members –at-large must be serving currently as a Title III Administrator.

- 1) Members-at-large shall be elected from among the membership for a two-year term. They shall be eligible for re-election for one additional two-year term.

## ***ARTICLE VIII***

### ***COMMITTEES***

Section 8.1 Committees. The Association shall have the following committees:

- A. Executive Committee
  1. The Executive Committee shall be composed of eight members, the President, Vice President, Secretary, Treasurer, Parliamentarian, and three (3) at-large members.
  2. The President, Vice President, Secretary, Treasurer, Parliamentarian, and Members-at-large shall serve as members with voting rights of this committee. The President votes only to break a tie.
  3. The Committee shall have full authority to act for the Association when the Association is not in session.

4. Meetings shall be called by the President or Vice President in extreme situation(s).
- B. Budget and Finance Committee (President, Treasurer, and Members-at Large)
    1. The Budget and Finance committee shall prepare and supervise the operation of the annual budget of the Association, promote support for any current fund-raising drive and; be responsible for the auditing of all accounts not otherwise assigned.
  - C. Nominating Committee
    1. The members-at large will serve as the Nominating Committee.
  - D. Membership Committee
    1. The Membership Committee shall consist of a representation of each region. The duty of this committee is to monitor membership status, and reactivation of members.
  - E. Other Committees will be appointed as needed.

## ***ARTICLE IX***

### ***AMENDMENTS***

Section 9.1 Amendments. These By-laws may be altered, amended or repealed and new By-laws may be adopted by the affirmative vote of the majority of those financial members present and voting, with a quorum present, at a Business meeting of the Association. The proposed change(s) must be circulated to the membership at least thirty (30) days prior to the meeting designated for voting on the change(s).

- A. Proposed changes to these By-laws shall be submitted to the Executive Committee by Resolution in writing, that states the intent to amend these By-laws.
- B. The adoption of a resolution submitted in this manner by a simple majority vote of the Executive Committee shall thereby be an amendment of these By-laws

## ***ARTICLE X***

### ***REGIONS***

Section 10.1 Regions. The Regions of the National Association HBCU Title III Administrators shall be known as:

- A. NORTH ATLANTIC: Massachusetts Eastern New York, Eastern Pennsylvania,

New Jersey, Delaware, Connecticut, Maryland, District of Columbia, Rhode Island, Maine, New Hampshire, and Vermont.

- B. MID-ATLANTIC: Virginia and North Carolina.
- C. SOUTH ATLANTIC: South Carolina, Georgia, and Florida, U.S. Virgin Islands.
- D. GREAT LAKES: Ohio, West Virginia, Michigan, Western Pennsylvania, and Western New York.
- E. SOUTH EASTERN: Tennessee, Alabama, and Mississippi.
- F. SOUTH CENTRAL: Arkansas, Texas, New Mexico, and Louisiana.
- G. CENTRAL: Wisconsin; Illinois; Indiana; Kentucky; St. Louis; Missouri; North Dakota; and South Dakota.
- H. MID-WESTERN: Iowa, Nebraska, Kansas, Missouri (except St. Louis and Cape Girardeau) Oklahoma, Colorado, Montana, and Wyoming.
- I. FAR WESTERN: Arizona, California, Oregon, Washington, Nevada, Utah, Alaska, and Hawaii.

Each region shall be under supervision of a Title III Administrator who must be employed within the confines of the region throughout his/her term of office.

## ***ARTICLE XI***

### ***FINANCE AND REVENUE***

Section 11.1. Finance and Revenue. The Association shall operate on a calendar year of twelve months. Dues shall be determined by the Executive committee.

#### Section 11.2. Disbursements.

- A. The Treasurer shall sign all check or drafts for disbursements of funds.
- B. The Treasurer, at each meeting, shall provide and approve budgets for all expenditures for one calendar year.
- C. In selecting depositories for Association funds, the guidelines shall be first maximum security of the amount deposited, and second the most favorable interest rate available.

#### Section 11.3. Auditing.

The financial accounts of the Association shall be audited annually by a certified public accountant. The financial accounts and office expenses of all officers and persons handling funds of the Association shall be audited under the direction of the Treasurer. Expense vouchers

must accompany all financial records. Appropriations for the ensuing year shall not be granted to any officer or any person handling funds of the Association whose accounts have not been properly audited for the current year.

Adopted March 28, 2004

Amended: February 22, 2005

Amended: September 9, 2008

Amended: June 23, 2010