

ORGANIZATIONAL BYLAWS OF THE UNIVERSITY OF THE DISTRICT OF COLUMBIA NATIONAL ALUMNI SOCIETY

ARTICLE I **NAME**

The official name of this organization shall be the University of the District of Columbia Alumni Society, hereafter referred to as the UDCNAS, whose administrative offices shall be located at 4200 Connecticut Ave NW, Washington DC 20008.

ARTICLE II **PURPOSE**

The purpose of the organization shall be the following:

Section 1. Mission Statement

The mission of the UDCNAS is to advocate and support the alumni of the University of the District of Columbia (hereinafter, the UDC) and its predecessor institutions for the benefit of the UDC community and in furtherance of the Society's goals.

Section 2. Goals

- 2.1** To promote the values and interests of alumni through outreach activities.
- 2.2** To plan, organize, lead, and execute fundraising activities which shall inure to the benefit of the UDC community.
- 2.3** To gather, cultivate, and preserve the legacy of the UDCNAS and its role in supporting the UDC and its predecessor institutions.

ARTICLE III **MEMBERSHIP**

Membership within the UDCNAS shall be described as the following:

Section 1. Eligibility

1.1 Alumni: Membership will be open to all alumni holding an academic degree, diploma, or certificate awarded by the UDC, or its predecessors, including the David A. Clark School of Law and its predecessors, and all persons who were enrolled in classes (for credit) who attended the University or its predecessors for at least one semester, including summer sessions, and left in good standing.

1.2 Affiliates: Membership will be open to all current degree-seeking students of the UDC and to those faculty and staff who have been employed by the UDC or its predecessors for at least one year, subject to additional eligibility requirements when such requirements are published by the Membership Committee with the approval of the Board of Directors.

Section 2. Categories of Membership

2.1 Active Members: Active Members are those members who have met the eligibility requirements established in Section 1 for Eligibility. An Active Member in good standing has the privilege of voting. Active Members are also eligible to hold any position as a member of the Board of Directors, as an elected or appointed Officer, and as a Committee Chair. To maintain good standing, an Active Member shall be required to:

- 2.1.1.** meet all financial obligations, to include payment of regular dues when imposed and in the amounts set by the Board of Directors, as outlined in [Attachment A: Dues];
- 2.1.2.** perform satisfactory volunteer service to satisfy requirements outlined by the Membership Committee in its published guidelines;
- 2.1.3.** consistently support UDCNAS-sponsored and UDCNAS-hosted events including through regular attendance, assistance, and positive promotion of all events, within guidelines set by the Membership Committee; and
- 2.1.4.** attend, at a minimum, two (2) quarterly UDCNAS regular meetings within the organization's fiscal year, between October 1 and September 30.

2.2 Lifetime Members: Lifetime eligible members are those members who have completed one year of active membership and met their financial obligations to the UDCNAS. Lifetime Membership will be conferred for eligible members by a majority vote of the Board of Directors taken at the next regular meeting after a member reaches eligibility. A Lifetime Member is in good standing only when that member is not delinquent in the fulfillment of their financial obligations to the UDCNAS. Pursuant to the rules of Active Membership, Lifetime Members may not hold a position as a member of the Board of Directors unless they complete all requirements for good standing as outlined in Section 2 "Active Members". Therefore, Lifetime Members are not automatically "members" as that term is used in the District of Columbia Nonprofit Corporation Act of 2010.

2.3 Emeritus Membership: Emeritus Membership shall be granted, upon written request, to any Lifetime or Active Member who has reached the age of seventy five (75) years or older and who has requested Emeritus Membership. Upon being granted Emeritus Membership permanently, the member shall no longer have a dues requirement to the UDCNAS. Emeritus Members shall be granted the same membership benefits as Lifetime Members. Pursuant to the rules of Active Membership, Emeritus Members do not have voting rights and are therefore not "members" as that term is used in the District of Columbia Nonprofit Corporation Act of 2018, unless they fulfill all of the same requirements as Active Members aside from payment of dues.

Section 3: Membership Privileges

3.1 Member Privileges: All members, including inactive members, will be eligible to attend general membership meetings, attend UDCNAS events, and volunteer to serve on committees and subcommittees. For non-voting members, service on a committee or subcommittee will be in a nonvoting capacity. All members will be eligible for additional privileges from time to time as outlined in [Attachment B: Membership Privileges].

3.2 Special Privileges: Active members, Lifetime Members, and Emeritus Members will be eligible to receive additional privileges as outlined in [Attachment B: Membership Privileges].

Section 4: Resignation, Removal, and Reinstatement

4.1 Resignation: Any member in good standing deciding to resign as a member of the organization must submit written notice of their intent to resign to the Vice President of Membership. Members who resign after January 31 will still be liable for that current fiscal year's dues unless otherwise authorized by the Vice President of Membership.

4.2 Removal: Any member may be removed by the Board of Directors by a majority vote for any of the following reasons:

4.2.1 Delinquency in payment of any dues associated with membership.

4.2.2 Failure to fulfill any obligations as specified in their respective membership classification.

4.2.3 Conduct deemed injurious to the interest, character or welfare of this organization.

The Vice President of Membership shall bring such a case before the Board for a vote. In the case of a vote for removal for any reason, the member shall receive written notice of the charge proffered against her at least thirty days prior to the vote, and upon written request she shall be given a hearing before the Board.

4.3 Reinstatement: Any member, having resigned in good standing or having been removed, must submit written notice to the Chair of the Membership Committee in order to be considered for reinstatement. If the member resigned in good standing, she can be reinstated with a majority vote of the Membership Committee. Members having been removed must submit notice within one year of their removal and be approved by the Vice President of Membership before being voted on by the Membership Committee. The Vice President of Membership may elect to have a removed member voted on by the Board of Directors prior to determining eligibility for reinstatement.

ARTICLE IV GOVERNANCE

Section 1: Board of Directors

1.1 Board Composition: UDCNAS shall be governed by six (6) elected Directors, to include UDC's Director or Acting Director of Alumni Affairs and Outreach, who shall be an ex-officio member of the Board of Directors (hereinafter, the "Ex Officio Director").

1.2 Board Observer: The Trustees of the UDC may appoint an observer to the Board of Directors (the "Board Observer"). The eligibility and term of service of the Board Observer shall be determined by the Trustees, and the Board Observer shall be exempt from the requirements of members as outlined in Article III, except that a Board Observer may be removed for a violation of Article III, Section 4.2.3.

1.3 Board Duties: It shall be the duty of the Board of Directors to conduct all business on behalf of the organization. The Board of Directors shall have the authority to vote on and decide all matters not otherwise reserved to the members by these Bylaws or the UDCNAS Articles of Incorporation.

Section 2: Rules of Order

2.1 Rules of Order: Robert's Rules of Order (newly revised) shall be the authority on all questions of procedures not specifically stated in the Bylaws and govern all proceedings of any regular and special meetings.

Section 3: Removal from Office and Resignation

3.1 Removal Based on Attendance: Any elected member of the Board of Directors who is absent from three consecutive Board meetings without adequate excuse shall be deemed to have resigned from their position and shall be automatically removed from office. Written notice of their removal will be issued by the Ex Officio Director within five (5) business days of the Director's third absence.

3.2 Vote of No Confidence: Directors failing to abide by the provisions of these Bylaws may be removed from office by a vote of the organization's Active Members. In order to remove a Director for cause, a member shall submit a petition for a vote of no confidence to the Ex Officio Director at a minimum of thirty (30) business days in advance of a regular meeting or special meeting. However, the Ex Officio Director may consider petitions made within thirty (30) business days of a scheduled meeting in extenuating circumstances. In the absence of a serving Ex Officio Director or Acting Director, the petition may be presented to the Board of Trustees. Upon receipt of the petition, the Ex Officio Director will present the issue for vote at the next scheduled regular meeting or request the Board of Directors call a special meeting to consider the issue. A petition which includes signatures from at least ten (10) Active Members of the organization and a written presentation on why confidence has been lost shall be submitted to a vote, whereas petitions which are deficient can be submitted for a vote, at the discretion of the Ex Officio Director. The Board Observer shall have the right to propose a vote of no confidence for any elected Director either to the Ex Officio Director or directly to the Board of Directors .

Section 4: Resignation from Office

4.1 Resignation: Any elected Director may elect to resign their position on the organization's Board. A Director shall submit written notice of their intent to resign to the Director of Alumni Affairs to be shared electronically with the remaining Board of Directors. At the discretion of the Board of Directors, a special meeting of the organization will be called to notify the membership of the resignation and elect an individual to serve out the remainder of the resigning Director's term. In the absence of a special meeting, the Board of Directors shall provide written notice of the Director's resignation to the membership.

ARTICLE V **OFFICERS AND DUTIES**

Section 1: Officers

1.1 Officers: The elected Officers shall be the President, the Vice President of Finance, the Vice President of Records and Compliance, the Vice President of Marketing and Events, and the Vice President of Membership.

1.2 Duties: Officers shall have the following duties:

1.2.1 The President is responsible for the management of the UDCNAS to include providing leadership to the Board of Directors and Officers, overseeing the function of the UDCNAS, and serving as a signatory for the UDCNAS. Specified duties include:

Operations:

- (1) Comparing the organization's performance to that of similar organizations.
- (2) Ensuring that the financial structure of the organization will adequately support the current needs and long-range strategy.
- (3) Providing constructive criticism, advice, and comments on any and all aspects of the organization's operation.
- (4) Providing input into the strategic planning and market research initiatives of the organization.
- (5) Holding a minimum of four (4) meetings per year for the Board of Directors.
- (6) Adhering to the Board's Attendance Policy.
- (7) Overseeing the appointment of the Chairs of all Standing Committees and of Special Committees when not in conflict with these Bylaws.
- (8) Serving on the UDCNAS Executive Committee, and serving Ex Officio as a member of each other Committee, except for the Nominating Committee.
- (9) Assisting staff at selected alumni activities, on/off campus.
- (10) Maintaining the confidential nature of Executive Committee deliberations and avoiding acting as spokesperson for the entire board unless specifically authorized to do so.
- (11) Overseeing the production and maintenance of minutes of meetings of the Board of Directors.
- (12) Presenting a report of UDCNAS' work to the Membership at the Annual Business Meeting.

Fiduciary:

- (1) Ensuring that the Executive Committee and its committees are adequately informed of the financial condition of the organization and its operation through reports or any other appropriate method.
- (2) Ensuring that published reports properly reflect the operating results and financial condition of the organization.
- (3) Ensuring that management has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
- (4) Approving the findings of the annual independent audit or internal financial compilation.
- (5) Reviewing compliance with relevant material laws affecting the organization and its programs and services.
- (6) Acting as a signatory for UDCNAS' checks and other financial instruments.

1.2.2 The Vice President of Finance is responsible for the financial affairs of the UDCNAS to include providing oversight of the UDCNAS' Budget, financial activities and reporting, and audits, and serving as a signatory for the UDCNAS. Specified duties include:

- (1) Overseeing UDCNAS' financial activities.
- (2) Serving as a member of the Executive Committee.

- (3) Being trained in the UDCNAS accounting procedures and any relevant software prior to assuming duties as the Vice President of Finance but in no event later than thirty (30) days after assuming such duties.
- (4) Collecting and having charge of the funds of the UDCNAS and depositing such funds in a designated financial account.
- (5) Maintaining an accounting of all funds of the UDCNAS including the income and expenditures of the UDCNAS.
- (6) Disbursing funds as properly directed by the Executive Committee and Board of Directors.
- (7) Assisting the UDCNAS President and the Executive Committee in preparing the annual report and budgets, including preparing a financial report to present to members at the annual business meeting.
- (8) Serving as the contact person during the annual independent audit.
- (9) Presenting financial information to the Executive Committee during its regular meetings.
- (10) Answering Executive Committee members' questions about the financial statement of the Society.
- (11) Assisting the UDCNAS President and Vice Presidents in the development of relevant and meaningful financial reporting tools to aid them in the day-to-day management of Society activities.
- (12) Acting as a signatory for UDCNAS checks and other financial instruments.
- (13) Being bonded at the expense of the UDC or the UDCNAS.
- (14) Performing other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.3 The Vice President of Records and Compliance is responsible for overseeing the production and maintenance of records relating to the UDCNAS, including supervising the preparation of the minutes of the meetings of the general membership, maintaining the corporate records of the UDCNAS, including making all filings required by the District of Columbia, and making UDCNAS records available for inspection by the Board of Directors. Specified duties include:

- (1) Issuing or overseeing issuance of all notices for Board of Directors meetings and Membership Meetings.
- (2) Making or overseeing the making and preservation of a record of all proceedings of the meetings of the members of the UDCNAS Executive Committee;
- (3) Overseeing the timely submission of the biennial report required to be filed with the DC Corporations Office, or any other DC requirements for corporate status.
- (4) Ensuring that UDCNAS maintains a registered agent who meets the requirements of the DC Corporations Office.
- (5) Serving on the Executive Committee and executing all functions as outlined in the Executive Committee job description.
- (6) Exercising management responsibility for ongoing compliance monitoring to ensure compliance with these Bylaws, the Articles of Incorporation, and applicable laws, including applicable DC laws.

1.2.4 The Vice President of Marketing and Events is responsible for planning and overseeing UDCNAS events and programming, and for overseeing the UDCNAS marketing plan. Specified duties include:

- (1) Organizing, planning and developing UDCNAS events and programming with support from the Committee, and ensure diverse event programming.
- (2) Where applicable, researching and procuring speakers, venues, vendors, and other required logistical support.
- (3) Overseeing the conduct of all events.
- (4) Together with the Vice President of Finance, developing and seeking approval of event budgets, and ensuring that events follow the approved budget.
- (5) Developing event marketing materials.
- (6) Conducting post-event evaluations and sharing results with the Board of Directors.
- (7) Developing and implementing a cohesive marketing plan to increase brand awareness.
- (8) Being adept at producing multiple events simultaneously. The Vice President of Special Events will be knowledgeable and have an understanding of meeting and event planning principles, requirements, procedures, and available resources.

1.2.5 The Vice President of Membership is responsible for overseeing the development of members and membership in the UDCNAS, and overseeing initiatives around volunteers. Specified duties include:

- (1) Providing the necessary vision, leadership and support to the UDCNAS and the UDC to develop and deliver the strategy, advice, counsel, and service necessary to meet the organizational goal of significantly growing and maintaining membership in all populations.
- (2) Overseeing the development of national membership campaigns that meet diverse needs in all parts of the country, supporting their efforts to increase and retain members in all populations.
- (3) Obtaining, analyzing and disseminating data dealing with current membership trends, projected demographic changes, population shifts, etc. in order to develop, articulate and implement the strategies to assist in developing the agility needed to meet the challenges of a changing external environment.
- (4) Ensuring that the department understands and responds to volunteer challenges including ensuring that volunteer staff have access to centralized support.

Section 2: Removal from Office and Resignation

2.1 Removal Based on Attendance: Any elected Officer who is absent from three consecutive Executive Committee meetings without adequate excuse shall be deemed to have resigned from their position and shall be automatically removed from office.

2.2 Vote of No Confidence: Officers failing to abide by the provisions of these Bylaws may be removed from office by a vote of the Board of Directors, by petition from the Active Members using the same process outlined for removal of Directors, or, when applicable, by the appointing Officer.

2.3 Resignation: Any elected Officer may elect to resign their position as an Officer of the organization. An Officer must submit written notice of their intent to resign to the Board of Directors, who may appoint an individual to serve in that Officer's capacity for the remainder of their term. The Board of Directors shall provide notice of the Officer's resignation to the membership.

ARTICLE VI MEETINGS

Section 1: Board of Directors Meetings

1.1 Training: All newly-elected members of the Board of Directors and Officers shall be required to attend a training retreat to occur annually in July, as outlined in [Attachment C: New Director Training]. The agenda, date, and location for this training will be determined and prepared by the incoming President of the organization. Notice of the date and location must be submitted sixty (60) days in advance to all incoming members of the Board and Officers.

1.2 Regular Board of Director Meetings: The Board of Directors shall hold monthly meetings. The dates for these meetings shall be scheduled not less than sixty (60) days in advance of the meeting date. Meeting dates shall be selected and agreed upon by a majority vote of the Board of Directors. Conference call meetings may be available at the discretion of the President or with a majority vote of the Board of Directors. Meetings of the Board of Directors shall be closed to general members, unless otherwise determined by the President or by a two thirds vote of the Board of Directors.

Section 2: Regular Meetings

2.1 Meeting Times: The organization's general membership body shall meet quarterly on the fourth Saturday of each of October, January, April, and July, unless otherwise determined by a majority of the general membership body. April shall be designated as a mandatory annual business meeting. Meeting locations, agendas, and meeting times will be determined by the Board of Directors and submitted in writing to the membership no less than thirty (30) days in advance of the meeting date. Meeting materials will be made available electronically by the Director of Alumni Affairs unless otherwise determined by the Board of Directors.

Section 3: Committee Meetings

3.1 Committee Meetings: Committees shall meet, at a minimum, bimonthly, except for the Executive Committee who shall meet, at a minimum, monthly. Agendas and meeting space shall be prepared and secured by the appointed committee chair. In their absence, all agendas and space shall be prepared and secured by the Officer to which the Committee reports.

3.2 Meeting Dates: Meeting dates shall be selected by a majority vote of the respective committee members.

Section 4: Special Meetings

4.1 Special Meetings: In addition to the regularly scheduled meetings of the general membership body, special meetings may be held at the discretion of the Board of Directors, or the President, or upon the request of ten percent of the members of the organization who are eligible to vote, provided that the

Board of Directors be given no less than thirty (30) day written notice of such meeting. The Board of Directors may call a special meeting with two (2) days' advance notice in order to discuss any matters which are not prohibited by the Articles of Incorporation, these Bylaws or D.C. law.

ARTICLE VII **ATTENDANCE**

Section 1: Active Member Attendance

1.1 100 Mile Rule: Members who reside within a one hundred (100) mile radius of a meeting location must be physically present at the meeting unless permission is received at least forty-eight (48) hours in advance of said meeting from the President or other designee from the Board of Directors. Members who receive permission to be absent from a meeting or members who reside outside a one hundred (100) mile radius of the meeting location may participate in said meeting via conference call, or by other electronic means. Dial-in information will be provided to those participants at least forty-eight (48) hours prior to the meeting time.

1.2 Means of Member Attendance: The Board of Directors retains the authority to determine whether participation telephonically, by video, or by other means shall constitute attendance for purposes of Member attendance for all members. Such attendance shall be considered separately from a determination of whether a quorum is present for voting and whether proxy voting is permitted at specified meetings.

1.3 Means of Director Attendance. Directors may attend Board of Director meetings telephonically or by other virtual means unless the Board of Directors determines differently from time to time.

ARTICLE VIII **VOTING AND TENURE**

Section 1: Voting

1.1 Directors: Directors shall be governed by the following terms.

1.1.1 Quorum: A quorum of a meeting of the Board of Directors shall consist of two thirds of the total members of the Board of Directors then eligible to vote.

1.1.2 Voting: An affirmative vote requires the vote of a majority of the Directors present when a quorum is formed.

1.1.3 Means: For meetings at which Directors are permitted to be participate telephonically or by other virtual means, such attendance will count towards the quorum of the Board of Directors and they may vote by such telephonic or electronic means.

1.2 The Membership: Members shall be governed by the following terms.

1.2.1 Quorum: A quorum at a regular meeting shall consist of two thirds of the total members eligible to vote in the organization as of the record date.

1.2.2 Voting: An affirmative vote requires the vote of a majority of the record-date members present when a quorum is formed.

1.2.3 Proxy: The Board of Directors reserves the right to determine for which meetings members may vote by proxy. If Members vote by proxy for an election, the Nominating Committee shall publish instructions and ensure that such voting otherwise conforms with these Bylaws, the Articles of Incorporation, and applicable laws in the District of Columbia.

Section 2: Eligibility

2.1 Board Eligibility: In order to be eligible to run for a position on and serve on the Board of Directors, one must (i) be an active member in good standing for a minimum of one (1) complete year, (ii) have obtained a degree from the UDC or its predecessor institutions, (iii) attend a minimum of 50% of scheduled meetings of the Board of Directors, and (iv) attend a minimum of 50% of the meetings of the regular body. The sitting Board of Directors shall have the authority to waive any or all of these eligibility requirements in the event that fewer candidates are nominated/run than positions are available.

2.2 Officer Eligibility:

1.2.1 The President and the Vice President of Finance shall be elected in their capacity as Directors.

1.2.2 To be eligible to run for the positions of Vice President of Records and Compliance, Vice President of Marketing and Events, or Vice President of Membership, one must be an active member in good standing for a minimum of one (1) complete year. Additionally, one must have obtained a degree from the UDC or its predecessor institutions, and attend a minimum of three (3) regular meetings a year.

Section 3: Tenure

3.1 Tenure: Each elected Director and each elected or appointed Officer shall be required to serve a term of two (2) complete fiscal years beginning on October 1 and ending on September 30 of the second year with the opportunity to serve one (1) additional consecutive term pending re-election. Initially, the Director elected as the President, and two additional Directors shall be identified by the Board of Directors to serve for three (3) year terms.

ARTICLE IX **COMMITTEES**

Section 1: Committee Descriptions

The UDCNAS shall be composed of the following committees to facilitate the purposes of the organization:

1.1 Executive Committee: The Executive Committee, reporting to the Board of Directors, shall manage the responsibilities of the organization. The Executive Committee shall be composed of each of the Officers of the organization.

1.2 Budget Committee: The President shall appoint the Chair of the Budget Committee. The Budget Committee, reporting to the Board of Directors, shall develop and present an annual budget no later than 30 calendar days prior to the annual business meeting. The Budget Committee shall recommend to the Board of Directors whether to approve or disapprove of requests for funding outside of the annual budget cycle.

1.2 Finance and Audit Committee: The Vice President of Finance shall chair the Finance and Audit Committee, reporting to the Board of Directors. The Finance and Audit Committee shall be responsible for assisting the Budget Committee in developing an organizational budget, and the Committee shall be responsible for executing or overseeing audits of the organization, determining and executing all fundraising activities of the organization, and determining any current and future assets and investments of the organization. At a minimum, the Committee shall submit a written request to the Board of Directors to procure an external audit every three years, and the Committee shall conduct an internal financial review for each non-audit year. The Finance Committee shall provide quarterly financial updates and an end-of-year report to the Board of Directors within thirty (30) business days of the end of each applicable quarter, except that the results of an external audit may follow within sixty (60) business days of the end of the year. The Finance Committee will also be responsible for proper filing of all financial documents on behalf of the organization, including but not limited to documents required by the U.S. Internal Revenue Service and the D.C. Office of Tax and Revenue in order to maintain active tax-exempt status in each jurisdiction and to comply with all applicable laws. The Committee is further responsible for maintaining records of all income and expenses and having records reasonably available for inspection by the Board of Directors. The Committee shall ensure that the Vice President of Finance is bonded and covered by a Directors & Officers insurance policy, and shall report any lapses in coverage to the Board of Directors immediately.

1.3 Records and Compliance Committee: The Records and Compliance Committee, reporting to the Vice President of Records and Compliance, shall be responsible for maintaining all documents regarding the organization, including but not limited to its incorporation status in the District of Columbia, and for maintaining current contact information for a registered agent with the District of Columbia. The Committee shall be responsible for making the biennial filing and all other required filings with the District of Columbia. This Committee will also appoint an organization secretary responsible for providing notices of all scheduled meetings of the Board of Directors and Membership and for maintaining and distributing accurate general body meeting minutes within fifteen (15) business days of each general body meeting. The secretary shall maintain the current list of Committees and Subcommittees and the chairs and members of each such Committee and Subcommittee. Additional secretary duties will be outlined in the organization's Records and Compliance Policy Manual, which the Committee shall be responsible to author and maintain. This Committee will also appoint a sergeant at arms, responsible for presiding over meetings. Additional sergeant at arms duties will be outlined in the organization's Records and Compliance Policy Manual.

1.4 Marketing and Events Committee: The Vice President of Marketing and Events shall serve as or appoint a Chair of the Marketing and Events Committee. The Committee shall be responsible for marketing, planning and executing all organization events as well as creating and distributing organization marketing materials. The Marketing and Events Committee shall work with the Budget Committee to request funding for all events and initiatives, and shall submit requests to for additional funding to the Budget Committee.

1.5 Membership Committee: The Ex Officio Director shall serve as the Chair of the Membership Committee, and report to the Vice President of Membership. The Membership Committee shall be responsible for maintaining all membership records, ensuring members fulfill membership obligations and working with other committees to determine volunteer opportunities. The Membership Committee shall be responsible for maintaining the list of all members and their voting status, and the Membership Committee shall provide the record date list to the Board of Directors in advance of any regularly scheduled meeting or special meeting. The Membership Committee shall be responsible for proposing changes to annual dues to the Board of Directors for approval, sending written notices to members to remind them of any dues owed on at least an annual basis, and coordinating with the Vice President of Finance to maintain a list of who has paid dues. The Membership Committee shall publish a Membership Guidelines document for members, approved by the Vice President of Membership, which shall include instructions for new members.

1.6 Nominating Committee: From time to time, the Board of Directors shall call for a Nominating Committee that will be responsible for setting and publishing the guidelines for campaigning and elections.

ARTICLE X **AMENDMENTS**

Section 1: The UDCNAS Bylaws may be amended by addition, deletion, or revision through the following process:

1.1: The proposed amendment must be submitted in writing by a member to the President at least ten (10) days prior to a regularly scheduled meeting, unless the Board otherwise convenes a special meeting expressly for the purpose of amending the Bylaws.

1.2: The member or members proposing the amendment shall read said amendment during the general meeting. The reading of said proposed amendment will be followed by open discussion and comments from the members.

1.3: If a quorum is present, all members will vote on the proposed amendment. If a quorum is not present, the proposed amendment shall be tabled for voting until the next regularly scheduled meeting or special meeting called for the purpose of voting on the proposed amendment.

1.4: A proposed amendment must receive a majority of the general members voting in favor of said amendment in order to pass.

1.5: No amendment to the Bylaws shall become effective until approved by the University of the District of Columbia Board of Trustees.

1.6: In the event the voting members do not vote to approve a proposed amendment, or if said amendment is not approved by the University of the District of Columbia Board of Trustees, such amendment may not be brought back to the Board for a vote for a period of six (6) months.

Original:

November 13, 2002

Revision adopted:

