



# AUBURN

## Black Alumni Council

### ORGANIZATION AND OPERATING PROCEDURES OF THE AUBURN ALUMNI ASSOCIATION BLACK ALUMNI COUNCIL

#### **Article I Organization & Purpose**

**Section 1.** The Auburn Alumni Association Black Alumni Council (hereinafter “Black Alumni Council” or “Council”) is subject to the conditions set forth in these operating procedures and is wholly affiliated with the Auburn Alumni Association. The Council may also be subject to additional policies and procedures as required by the Auburn Alumni Association.

**Section 2.** The purpose of the Black Alumni Council is to facilitate the engagement of Black alumni and friends with the Auburn Alumni Association and Auburn University as a whole. The Black Alumni Council will advocate for the concerns of Black alumni and friends, assist with the recruitment of new students, support the retention of current students, promote greater participation from Black alumni with their time, talents and resources, develop events and programs of interest to black alumni, faculty, staff, students and friends, work to preserve the legacy of Black alumni and those who paved the way for Black people to attend Auburn University, and support the important missions of the Auburn Alumni Association and Auburn University.

#### **Article II Membership**

##### **Section 1. Candidacy & Selection**

- (a) Applications will be accepted in the Spring of each year, and new members will be selected and confirmed by August 1st each year. Terms shall begin on September 1st of each year.
- (b) Selection criteria will be based upon past experiences, including leadership roles, past involvement as a supporter and advocate of Auburn University as a student and/or alumnus, letters of recommendations, letter/statement of interest, involvement and participation Black Alumni activities and programs. Selection criteria may also consider the demographic composition of the Council to ensure a diverse and inclusive Council regarding majors, graduation year, identity, etc.
- (c) Each member of the Council must be a graduate of Auburn University on the date their initial term begins. The Council shall consist of no more than twenty (20) members, not including the Immediate-Past Chair.
- (d) Each member of the Council shall make a philanthropic gift of at least \$150 for each year of service on the Council to the Black Alumni Council’s Harold A. Franklin annual and/ or endowed scholarship or a college/school, department, organization or program at Auburn University that promotes the interests of black alumni, faculty, staff, students and friends.
- (e) The new member selections shall be made by the members of the Selection Committee

- i. The Selection Committee shall consist of the Chair, Immediate Past Chair, Vice Chair, Secretary, one additional representative from the Black Alumni Council, primary staff liaison (or designee), the Assistant Director of Alumni Engagement of the Office of Alumni Affairs, and Auburn Alumni Association Board of Directors liaison to the Black Alumni Council. The Selection Committee shall also include (1) representative from another Auburn Alumni Association supported Council.
  - ii. The Selection Committee shall present their new member selections to the Council via email no later than three weeks before the beginning of the new term. Council members shall have the opportunity to review the Selection Committee's presentation of new Council members and discuss concerns regarding a new member privately with the Selection Committee.
  - iii. The Selection Committee will present a list of the Council members (new and returning members) to the Auburn Alumni Association Board of Directors upon completion of the Selection process. This is for information only and not approval.
- (f) Applications not selected for membership to the Council will be retained for two years and will be eligible for selection consideration for two subsequent selection cycles.

## **Section 2. Terms of Membership**

- (a) Terms for all Council members shall be two years, with a select number of members having the option to extend for an additional year, totaling three consecutive years of service to the Black Alumni Council. If a Black Alumni Council member is elected as Vice Chair going into their third year, then they may serve a fourth year on the Council, the year they serve as Chair. Council members shall wait two years after the end of their term of service to re-apply to serve on the Council.
- (b) All Council members must maintain "good standing" during the term. To remain in good standing, Council members must:
- i. maintain active levels of involvement in meetings, committees, projects, and other Council activities; and
  - ii. make a philanthropic gift of at least \$150 for each year of service on the Council [*reference section 1, paragraph (d)*]
- Good standing will be reviewed annually by the Executive Committee and shall furthermore be used in consideration for potential termination (*Reference Section 5*) or consideration to serve on the Council an additional year. Assessment of the giving status of each Council member will be provided by the Alumni Association at the beginning of each term year. Council Members will complete all membership agreements and requirements prior to the start of their respective term.
- (c) All Black Alumni Council members will be asked to exercise their option to serve one additional year, if they so choose, no later than the December Council meeting of their second year on the Council. If more than seven (7) members of the Council exercise this option, the Executive Committee shall select by majority vote the seven (7) members to serve a third year. For continuity and proper transition, BAC members ending their terms on August 31st of their final year will be ex officio non-voting BAC members through December 31st of their final year. They will attend meetings for the purpose of transitioning undocumented or "tribal" knowledge and to allow time for exit interviews to be completed.
- (d) Members of the Black Alumni Council should not concurrently serve as a member of another Auburn Alumni Association supported Council or the Auburn Alumni Association Board. The Executive

Committee may consider exceptions if a member's term on either Council ends within six (6) months.

## **Article III Structure**

### **Section 1. Elected Officers**

- (a) Chair: The Chair shall preside over all Council meetings, serving as Chair of the Executive Committee and as an ex-officio member of any other committee of the Council. The Chair will serve as the official representative for University Boards, Councils, and Task Forces. The Chair may also designate another Black Alumni Council member to serve as their proxy on committees, councils or task forces. In addition, the Chair will serve as the primary communications interface for all Black Alumni Council matters. The Chair will work with the Executive Committee to develop meeting agendas and focus areas for the Black Alumni Council. The Chair, in consultation with the Executive Committee, shall select Committee Chairs/Co- Chairs. The Chair shall be encouraged to attend the summer, fall, and winter meetings of the Auburn Alumni Association Board of Directors. Upon completion of their term of service, the Chair shall become the Immediate Past Chair (*Reference Article III, Section 2, paragraph [b]*).
- (b) Vice Chair: The Vice Chair shall assist in carrying out the Council's programs and activities at the discretion of the Chair. The Vice Chair shall serve as the chair of the Governance committee. In addition, the Vice Chair shall act for the Chair in their absence. At the direction of the Chair, the Vice Chair may serve as their proxy at committee meetings, where necessary. Further, they will serve as a member of the Executive Committee. The Vice Chair shall become Chair of the Council in the year immediately following their year as Vice Chair or upon removal of the Chair.
- (c) Immediate Past Chair: The Immediate Past Chair shall be an ex-officio member of the Executive Committee for one year after their term as Chair and will fully engage through such activities in the Executive Committee's work. The Immediate Past Chair will serve as a resource for the Chair and Vice Chair regarding all Black Alumni Council matters.
- (d) Secretary: The Secretary shall attend all meetings of the Council and arrange to have the minutes of such meetings recorded and delivered to each member of the Council and other appropriate persons. The Secretary will communicate regularly with the full Black Alumni Council regarding upcoming involvement opportunities, programs, and initiatives. At the direction of the Chair, the Secretary may serve as their proxy at committee meetings, where necessary. The Secretary shall be a member of the Executive Committee.

### **Section 2. Election of Officers and Terms of Office**

- (a) The nomination process for Officers of the Council will occur at the first Council meeting prior to the December meeting or a special call meeting, if required. Nominations may be made by fellow Council Members or through self-nominations. Nominees will be given the opportunity to accept or decline the nomination. Nominees may submit a resume and/or letter of interest prior to the December meeting to fellow members for consideration when voting. The vote will occur by ballot (in person or electronically) at the December meeting. Upon completion of their respective terms, the current Chair will become the Immediate Past Chair (*reference Article III, Section 1, paragraph [a]*), and the Vice Chair will roll into the Chair position (*reference Article III, Section 1, paragraph [b]*). The Vice Chair and Secretary will be elected by a majority vote of the Black Alumni Council. The officers will assume the roles in January of each year.

(b) Term of office for the Officers shall be as follows:

- i. Chair: The Chair shall serve a term of one year, beginning January 1. The Chair may only serve one term.
- ii. Vice Chair: The Vice Chair shall serve a term of one year, beginning January 1. The Vice Chair may only serve one term. Upon completion of their term of service, the Vice Chair shall as the role of Chair on January 1 of the subsequent year.
- iii. Immediate Past Chair: The Immediate Past Chair shall be an ex-officio member of the Executive Committee for one year immediately following the end of their term as Chair, beginning January 1.
- iv. Secretary: The Secretary shall serve a term of one year, beginning January 1.

### **Section 3. Committees**

(a) Executive Committee: The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair (non-voting member), Secretary of the Council, the chair or co-chair of the Alumni Engagement Committee serving as the Board Liaison, and the primary staff liaison in the Office of Alumni Affairs. The Chair of the Council shall serve as the Chair of the Executive Committee. No member of the Executive Committee, either in such capacity or in any other capacity, shall be paid any salary or any other remuneration for their services. However, they may be reimbursed for any out-of-pocket expenses incurred while on the business of the Black Alumni Council, so long as such expenses are approved in advance in writing by the Office of Alumni Affairs.

(b) Standing Committees: Standing Committees are long-term committees and listed as follows:

-Alumni Engagement, Inclusion, and Involvement- Develops and implements strategies to facilitate activities to engage and connect alumni with university, association, students, fellow alumni, and other stakeholders

-Events/Programming- Ad hoc for now; activities will filter on committees. Provides planning for special events and programs offered by the Council

-Executive Committee- Officers of the Council to help guide and make decisions as needed on urgent or crisis items

-Governance- Develops Bylaws, policies and operating procedures and ensures roles, responsibilities, and tasks are clear and meet

-Student Engagement, Recruitment, and Retention- Develops and implements activities to recruit, retain, and connect with students for a positive experience

Additional standing committees will be defined in these Operating Procedures upon future amendments.

(c) Ad hoc Committees: Ad hoc Committees may be appointed by the Chair or two-thirds (2/3) of the Executive Committee members for special purposes that may be deemed appropriate. An Ad hoc Committee may not have a set timeframe for existence and shall exist for so long as is necessary to ensure that it has thoroughly and properly completed its purpose or is converted to a Standing Committee by amendment.

(d) Committee Chairs: Each committee, in consultation with the Executive Committee, will select a Committee Vice-Chair that becomes the Committee Chair the following year. The candidate for Committee Vice Chair should be in their second year of BAC membership. The Committee Chairs shall serve one-year terms on the respective Standing Committee. This creates a minimum three-

year BAC commitment for Committee Chairs. Ad Hoc committee Chairs will serve for the duration of the length of the establishment of the Committee. Committee Chairs may elect to serve as Chair an additional year with majority support from their committee. Committee Chairs/Co-Chairs will be responsible for providing monthly reports to the Executive Committee, including meeting minutes and attendance. Committee Chairs may request committee-related items be included on the agenda of Executive Committee meetings. Committee Vice Chairs are ex officio members of the Governance and Strategic Planning Committee.

- (e) Every Council member will serve on at least one committee. Committee members will be selected based on interest and need through an application/selection process.

#### **Section 4. Dismissal of Officers**

- (a) The Chair or Vice Chair being considered for removal from office will be notified in writing by the primary staff liaison, after consultation with the Executive Director of the Auburn Alumni Association and Immediate Past Chair of the Black Alumni Council, prior to a vote by the Black Alumni Council for removal. The notification shall come in the form of an email and mailed letter from the primary staff liaison in the Office of Alumni Affairs.
- (b) The Chair or Vice Chair may petition the Executive Committee to consider canceling a vote by the Black Alumni Council for such officer's removal.
- (c) A majority vote of the Black Alumni Council is required to remove the Chair or Vice Chair from office. A majority is defined as two-thirds (2/3) of the Black Alumni Council members who participate in such a vote.
- (d) The Secretary being considered for removal from office will be notified in writing by the primary staff liaison prior to a vote of the other Executive Committee members for such member's removal. The notification shall come in the form of an email and mailed letter from the primary staff liaison.
- (e) The Secretary may petition the Executive Committee to consider canceling a vote of the other Executive Committee members for such member's removal.
- (f) A majority vote of the other Executive Committee members is required to remove the Secretary from office. A majority is defined as two-thirds (2/3) of the members of the Executive Committee.
- (g) If a Vice Chair or Secretary is removed or resigns from their position, the Chair will appoint someone to serve in this capacity within one month of the vacancy, respectively.
- (h) Upon removal of the Chair, the Vice Chair shall assume the Chair's role for the remainder of the term and serve their full one-year term as Chair.

#### **Section 5. Termination of Membership**

For any Council member being considered for removal from the Council, the Council member will be notified in writing by the primary staff liaison, after consultation with the Executive Director of the Auburn Alumni Association and the Black Alumni Council Executive Committee, prior to a vote by the Black Alumni Council for removal. The notification shall come in the form of an email and mailed letter from the primary staff liaison in the Office of Alumni Affairs. The Executive Committee, by majority vote, may suspend or terminate any general member of the Council for cause after an appropriate hearing. The member will be notified in writing by the primary staff liaison, after consultation with the Executive Director of the Auburn Alumni Association. "For cause" shall include, but not be limited, to:

- (a) failure to comply with the Auburn Alumni Association's Volunteer Code of Conduct or Confidentiality agreement,
- (b) failure to serve as an active member in good standing of the Black Alumni Council by:
  - i. participating in virtual, in- person and Regional Council meetings
  - ii. making a philanthropic gift of at least \$150 for each year of service on the Council
- (c) engaging and/or participating in illegal activity.

#### **Article IV Meetings and Voting**

**Section 1.** Meetings of the Black Alumni Council shall be held quarterly with discretion of the Chair and/or with general consensus of the Council for additional meetings as needed, traditionally in-person for one meeting during the Fall and one meeting in the Spring of each year in Auburn. Other meetings will be by conference call or electronic means. The Office of Alumni Affairs at its discretion may designate that a meeting be held by conference call or electronic means rather than in-person. The Council may also meet on additional days, including by conference call or by electronic means, as may be designated by the Executive Committee. Notices shall be sent out by the Secretary of the Council for any scheduled or special all Council meeting.

**Section 2.** Meetings of the Executive Committee may be held via conference call or by electronic means as needed. The Executive Committee shall meet monthly and provide meeting notes to the Council within one week of the meeting.

**Section 3.** The Chair shall preside over the Executive Committee's meeting as well as the Black Alumni Council's general meetings.

**Section 4.** Council members shall make every reasonable effort to attend all scheduled Black Alumni Council meetings and any other functions they have committed. If a Black Alumni Council member is unable to participate in a Black Alumni Council meeting, they will notify the Council Chair, Secretary, and primary staff liaison in the Office of Alumni Affairs prior to scheduled meeting. It is understood that emergencies and conflicts may occur.

**Section 5.** Any motion that will be voted on in all Council meetings will require a 2/3 vote of the Council members in attendance. Members who cannot attend the all-Council meeting may submit their vote electronically for procedure changes prior to the meeting.

**Section 6.** Quorum for Meetings of Members should be at least 60% of the Council and/or Committee. If there is no such quorum, a majority of Members present or represented may adjourn the meeting from time to time to a further date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 7.** The Black Alumni Council will use standard Parliamentary Procedures including, but not limited to the Robert's Rules of Order, Atwood's Rules, Democratic Rules of Order, or other standard parliamentary rules as a meeting guidance to facilitate fair, efficient, and orderly meetings and proceedings. In cases where the parliamentary procedures may conflict with these Operating Procedures, the Operating Procedures will take precedence.

#### **Article V Amendment**

**Section 1.** Any proposed substantive changes to these procedures will require a proposed change notice at least two weeks before all council meetings. These operating procedures shall be amended

by at least two-thirds (2/3) vote of the Council.

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The Executive Committee is authorized to approve non-substantive changes to these procedures in order to correct grammar, spelling and numbering, and to update changes to titles of University departments, officials and employees, without need for an amendment.