BY-LAWS/CONSTITUTION OF THE
CENTRAL NORTH CAROLINA CHAPTER of the
NATIONAL COUNCIL ON BLACK AMERICAN AFFAIRS

PREAMBLE

We, the CENTRAL NORTH CAROLINA CHAPTER of the National Council on Black American Affairs, hereinafter called is a council of the National Council on Black American Affairs (NCBAA), establish these by-laws consistent with the constitution of the National Council on Black American Affairs, herein after known as NCBAA. Recognizing and acknowledging that the higher education environment in the United States is still not color blind, that vestiges of discrimination remain which have resulted in inequality of access, promotion, professional development and parity among African Americans, all of which have had a negative impact on many African-Americans’ ability to successfully acquire, retain and grow in jobs within higher education. Also recognizing and acknowledging that this current state of affairs in higher education as it relates to African American students, faculty, staff and administrators is unacceptable; and that without the education and development of African Americans at every level of the educational continuum, neither the education arena nor the American society will become all that they are capable of becoming. Although Blacks are not the only group in our society in need of special attention and assistance in obtaining higher education, the Central North Carolina Council will have as its primary focus those programs and activities that promote the success of Black students, faculty and staff in higher education in the eleven (11) states that make up the Southern Region. The CNCNCBAA is an incorporated association; and its purposes, criteria for membership, governance, and financing are set forth in the sections which follow.

ARTICLE I
NAME

The name of this organization shall be the Central North Carolina Chapter of the National Council on Black American Affairs and hereinafter shall be referred to as the CNCNCBAA.

ARTICLE II
AFFILIATION

The CNCNCBAA is affiliated with one of the four regional Councils of the NCBAA, a Council of the American Association of Community Colleges (AACC). The CNCNCBAA shall be governed by the constitution of the NCBAA.
ARTICLE III
PRINCIPAL OFFICE

Whenever possible, the principal operating office of the CNCNCBAA shall be located at the institution at which the President of the CNCNCBAA is employed. The corporation may have other office locations as the affairs of the Corporation, from time to time, may require as determined by the Board of Directors.

ARTICLE IV
PURPOSE

The purpose of the CNCNCBAA shall be to promote the aims and objectives of NCBAA as set forth in the Preamble to the Constitution of the NCBAA. Specifically, the goals of the CNCNCBAA are to:

1. serve as a representative body of and leadership vehicle for Black students, faculty, staff and administrators within in the eleven (11) states that make up the Southern Region;
2. promote global education within the institutions of higher education within the Southern Region;
3. foster and encourage CNCNCBAA members and affiliates to study and to dialogue issues which directly impact Blacks in higher education within the Southern Region;
4. encourage the formulation of coalitions between and among Black members in higher education institutions and organizations within the Southern Region;
5. grow institutional and individual memberships in the states that make up the Southern Region;
6. promote and enhance the power and welfare of Blacks in higher education in the Southern Region;
7. serve as an advocate for Black students, faculty, staff and administrators in institutions of higher education within the Southern Region;
8. promote cohesiveness among Blacks in community colleges within the institutions of higher education in the states that make up the Southern Region of the NCBAA.
9. Continue to research, develop, implement, modify, and evaluate strategic initiatives that directly impact Blacks within higher education; and
10. provide public forums to discuss local, state, federal and national issues, to enhance the authority and well-being of Blacks as it relates to students, faculty, staff and administrators in higher education.
ARTICLE V
MEMBERSHIP

Section 5.1. The membership of this organization shall be open to all individuals and institutions within the Southern Region that are dedicated and committed to the goals of the NCBAA and the CNCNCBAA; and shall consist of five (5) types:

A. Institutional Member (any AACC southern region member College);
B. Individual/Professional Member;
C. Individual/Student Member (Regional Designation);
D. Associate Member; and
E. Retiree Member.

Section 5.2. Institutional Membership is open to any institution of higher education in the Southern Region that is a member of AACC and supports the goals of the CNCNCBAA and the NCBAA. Under normal circumstances, the chief executive officer shall be considered the institutional representative; however, the chief executive officer may appoint two (2) members which could include him/herself, and an alternate member. The institutional representative shall be the Chief Executive Officer, or his/her designee, who shall also have and maintain official status at the institution.

Section 5.3. Individual/Professional Membership shall consist of trustees, faculty, administrators, and other personnel employed by institutions of higher education within the Southern Region that qualify for institutional membership in accordance with both the CNCNCBAA and the NCBAA Constitution and By-laws. Individual/Professional members who are current (paid up) are entitled to all the rights and privileges such as chairing or participating on committees, making motions and enjoying the right of voting.

Section 5.4. Individual-Student Membership shall consist of students currently enrolled in institutions of higher education within the Southern Region who qualify for membership in accordance with the CNCNCBAA and the NCBAA Constitution and By-laws. Students shall have all of the privileges of membership in CNCNCBAA, except those of making motions, voting, and holding office.

Section 5.5. Associate Membership shall be extended to an individual, an organization, or a group that does not meet any other category of CNCNCBAA membership, but supports the purposes, programs and activities of CNCNCBAA in accordance with the NCBAA Constitution and Bylaws. The chief executive officer shall under normal circumstances be considered the organizational representative. However, the chief executive officer may appoint from within the organization an alternate organizational representative. (Do Affiliate Members have voting rights?)
Section 5.6. Retiree Membership is open to individuals who have been an CNCNCBAA active member. A retiree may serve as a member at large on the CNCNCBAA Board of Directors. Retiree membership shall have and enjoy all the privileges of the CNCNCBAA membership, except holding a regional office.

Section 5.7. The membership period shall be for a full year (July 1 – June 30), consistent with the fiscal year defined by the NCBAA Constitution and By-laws.

Section 5.8. Adherence to the Constitution adopted by the NCBAA and the By-laws adopted by the CNCNCBAA shall be a condition of membership. Interpretation and implementation of the Constitution and By-laws shall be the responsibility of the Board of Directors of CNCNCBAA subject to such action as may be taken by the Board in its annual business meeting.

ARTICLE VI
VOTING

Section 6.1. Each regional member in accordance with the NCBAA Constitution shall be entitled to one (1) vote at regular or special called meetings.

Section 6.2. The Board’s proposed amendments to the By-laws shall be ratified by a majority of members present and eligible to vote at the annual membership meeting.

Section 6.3. Ratification of Bylaws.

ARTICLE VII
DUES AND FINANCE

Section 7.1. This region shall be financed by the allocation of the annual dues of all memberships of the Southern Region, conferences, and other fundraising activities approved by the Board.

Section 7.2. The Southern Region dues shall be established by its Board of Directors at its yearly Strategic Planning meeting and communicated to individuals and institutions within 30 days.

Section 7.3. The assessment and the collection of dues shall be processed by the Regional Treasurer in collaboration with the regional Vice President for Membership and shall include the amounts designated for regional and national dues.
ARTICLE VIII
BOARD OF DIRECTORS

Section 8.1. The governing body of the CNCNCBAA shall be its Board of Directors. The Board shall consist of no less than nine and no more than seventeen members; the exact number shall be established by the Board. In no case shall there be an even number of Directors. CNCNCBAA Board of Directors shall be proportionally representative of the states that make up the Southern Region.

Section 8.2. Prospective board members must adhere to the policies and procedures established by the Regional Board.

Section 8.3. The Southern Region Board of Directors shall have the authority to establish policies for the Southern Region which are consistent with the Constitution of NCBAA and By-laws of the CNCNCBAA. It is the responsibility of the Board of Directors to implement policies and procedures set forth in the CNCNCBAA Bylaws.

Section 8.4. Members of the Board are elected by the membership during the annual business meeting of the CNCNCBAA. All persons elected to the Board shall be members in good standing (2 years’ consecutive membership), who shall adhere to guidelines of the nominating committee, and who must be present at the business meeting at the time of election. The Board, at its discretion, may accept excused absences which are in writing.

Section 8.5. There shall be no more than two (2) at-large seats on the Board of Directors of CNCNCBAA. At-large voting members shall be appointed by the Board to serve a one-year term. Any persons from the Southern Region serving at large on the Board of NCBAA automatically become ex-officio members of the Board of CNCNCBAA.

Section 8.6. The CNCNCBAA Board of Directors shall have the authority to select the members of its Board who will represent the Southern Region on the Board of Directors of NCBAA.

Section 8.7. Elections shall be held each year to ensure compliance with regional Bylaws.

Section 8.8. The Board of Directors shall have the authority to terminate membership on the Board for just cause. Failure to attend three consecutive meetings may result in termination from the Board. Failure to perform duties as prescribed in the By-laws, or inappropriately misrepresenting the Board shall constitute just cause for termination. The CNCNCBAA Board shall authorize the President to send written notification of termination within three weeks after such action.

Section 8.9. The Board of Directors shall consist of no more than four (4) representatives from a state in the region, excluding at-large members.
ARTICLE IX
NOMINATIONS

Section 9.1.A. Nominations by the Nominating Committee: The Nominating Committee Chair shall submit to the President and to the Vice President for Public Relations for publication in the fall issue of the Newsletter a slate of candidates to fill vacancies on the Board of Directors. Candidates for Board membership shall be submitted to the general membership for approval.

Section 9.1.B. Nominations from the Floor: Names of other candidates for Board membership may be placed in nomination from the floor during the business meeting of the CNCNCBAA conference. In such cases the nominee must already hold membership in the CNCNCBAA, and the nominee must be in good standing for a period of two years, must be present at the meeting, and must accept the nomination.

Section 9.2.C. Majority Vote Necessary for Election to the Board: If no candidate receives a majority (50% plus 1) of the return ballots cast in an election for Board membership, the Board shall ballot a second time between the candidates receiving the highest number of votes on the first ballot. If votes should be evenly divided between the candidates during the second ballot, the candidates for a seat(s) on the Board shall be determined by lot.

ARTICLE X
QUORUM

Section 10.1. A quorum shall consist fifty percent (50%) plus one of the current number of members present and eligible to vote in official meetings of the Board of Directors, Executive Council and annual business meeting. A quorum shall be established at the beginning of the meeting and the business of the organization can continue, although a quorum is not present at the end of the meeting.

ARTICLE XI
OFFICERS

Section 11.1. The officers of the CNCNCBAA, elected from among the Board of Directors, shall be President, Vice President for Organizational Vitality, Vice President for Programs, Vice President for Membership, Vice President for Public Relations, Secretary, Treasurer, Parliamentarian, and Immediate Past President. These officers shall be referred to as the Executive Council.

Section 11.2. In the absence of the President, the priority of succession shall be the Vice President for Organizational Vitality, Vice President for Programs, Vice President
for Membership, Vice President for Public Relations, Secretary, Treasurer, Parliamentarian, and immediate Past President.

**Section 11.3.** Officers of the CNCNCBAA shall possess such powers and responsibilities and perform such duties as are prescribed by the By-laws of the CNCNCBAA.

**ARTICLE XII**
**MEETINGS OF THE CNCNCBAA**

**Section 12.1.** There shall be an annual meeting of the CNCNCBAA at such time and place as the Board of Directors may determine. Special meetings may be called by the Board of Directors.

**Section 12.2.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the CNCNCBAA in all cases to which they are applicable and in which they are not inconsistent with the Constitution and any special rules of order the CNCNCBAA may adopt.

**ARTICLE XIII**
**DUTIES OF OFFICERS**

**Section 13.1.** The officers of the Board of Directors shall serve at the pleasure of the Board. The Officers of the Board shall be President, Vice President for Organizational Vitality, Vice President for Programs, Vice President for Membership, Vice President for Public Relations, Secretary, Treasurer, Parliamentarian, and Immediate Past President.

**Section 13.2.** These officers shall constitute the Executive Council and shall make the decisions of the organization in the interim between the meetings of the Board of Directors of CNCNCBAA.

**Section 13.3.** The role of each officer of the CNCNCBAA shall be as follows:

**A. President.** The President shall serve as Chairperson of the Board of Directors, preside at Board and regional meetings of CNCNCBAA, and serve as the official representative and spokesperson for the CNCNCBAA. He/she shall be responsible for the operation of the CNCNCBAA and for the implementation of CNCNCBAA policies, procedures and decisions. He/she shall appoint all committees not designated by the Bylaws.
B. **Vice President for Organizational Vitality.** The Vice President for Organizational Vitality, in cooperation with the officers of CNCNCBAA, shall be responsible for the maintenance of and the adherence to the constitution and by-laws of the regional component of NCBAAN. The Vice President for Organizational Vitality shall provide the leadership of the CNCNCBAA Committee on Organizational Vitality.

C. **Vice President for Programs.** The Vice President for Programs, in cooperation with the officers of CNCNCBAA, shall be responsible for developing, implementing, and coordinating programs, projects and activities for the fulfillment of the purposes, goals, and objectives of the CNCNCBAA; he/she shall be responsible for developing programs and activities for CNCNCBAA meetings. The Vice President for Programs shall provide the leadership for the Committee on Programs.

D. **Vice President for Membership.** The Vice President for Membership, in cooperation with the officers of CNCNCBAA, shall be responsible for developing and implementing structures and strategies for the recruitment, development, and retention of members of CNCNCBAA; he/she shall establish and maintain procedures to ensure accountability in the processing of membership enrollment and renewal for CNCNCBAA; he/she shall maintain the official roster of membership. The Vice President for Membership shall provide the leadership for the Committee on Membership.

E. **Vice President for Public Relations.** The Vice President for Public Relations, in cooperation with the officers of CNCNCBAA, shall be responsible for coordinating, developing, and implementing short-range and long-range publicity campaigns on behalf of the CNCNCBAA, its purposes, programs and activities; he/she shall be responsible for developing newsletters, brochures, news releases, and other publications which portray the CNCNCBAA positively and attractively. The Vice President for Public Relations shall provide the leadership for the Committee on Public Relations.

F. **Secretary.** The Secretary shall record, transcribe, file and distribute proceedings of all CNCNCBAA meetings, and shall assist with the written communications on behalf of CNCNCBAA.

G. **Treasurer.** The Treasurer shall be responsible for receiving, recording, managing, accounting and reporting concerning all CNCNCBAA funds; he/she shall present, at each annual meeting, a statement of the financial condition of the CNCNCBAA and a report on the financial operations of the preceding year. The Treasurer shall provide the leadership for the Committee on Finance.
H. Parliamentarian. The Parliamentarian shall advise the President, other officers, committees, and members on matters of parliamentary procedure.

I. Immediate Past President. The Immediate Past President shall provide advice and counsel concerning operation of the business of the CNCNCBAA

Section 13.4. Each officer of the CNCNCBAA Board shall be elected for a two-year term by the Board of Directors. The election of officers shall occur at the first meeting of the board following the election of members to the Board. No officer may serve more than two (2) consecutive terms in the same office.

Section 13.5. The Board of Directors of CNCNCBAA shall make appointments to fill the unexpired term of any office other than President. An unexpired term of the presidency shall be filled by an election, by secret ballot, with said election to take place at the meeting which follows the announcement that the Office of the President is vacant.

Section 13.6. General Responsibilities. In addition to the foregoing specific duties prescribed for officers of the CNCNCBAA, each officer shall perform other duties and assume other responsibilities as may be delegated by the Board of Directors and by the President of the Executive Council.

Section 13.7. Conference Parameters. The Board of Directors shall have authority to set the parameters of the CNCNCBAA regional conferences.

ARTICLE XIV
DUTIES OF COMMITTEES

Section 14.1. Executive Committee. The Executive Committee, in conjunction with the Board of Directors, shall exercise general managerial authority and fiscal responsibility over the work of the CNCNCBAA. It shall establish policies of the CNCNCBAA, consistent with the NCBAA Constitution and actions of the CNCNCBAA in its summer Board meetings. It shall adopt the budget of the CNCNCBAA and receive reports from standing committee chairs. The Executive Council shall establish the general policies of the publications of the CNCNCBAA. It shall exercise all other duties and assume all other responsibilities as may be required by law or directed by the CNCNCBAA.

Section 14.2. Nominating Committee. The Nominating Committee shall nominate highly qualified candidates for membership on the Board of Directors. It shall be responsible for preparing the ballots and conducting the election at the annual business meeting. The Chair shall be responsible for submitting the slate of candidates as indicated in Article IX, Section I of the By-laws.
Section 14.3. Membership Committee. The Membership Committee shall accept general responsibility for enlisting members in the CNCNCBAA. It shall be responsible for the maintenance of accurate and current information concerning the number and names according to states, institutions, and campus chapters with CNCNCBAA memberships. The Vice President for Membership shall be responsible for implementing policies as described in the CNCNCBAA Constitution and By-laws for this committee. The Chair of this committee shall submit an annual plan of action to the Executive Committee at the summer meeting. The Chair of this committee shall forward a budgetary request to the Treasurer prior to the meeting as requested by the Treasurer.

Section 14.4. Resolution Committee. The Resolution Committee shall be responsible for carefully studying, evaluating and presenting resolutions for possible consideration by the CNCNCBAA at its annual membership business meeting. The Vice President for Organizational Vitality shall be responsible for submitting any resolutions adopted by the membership to the President of the CNCNCBAA. The Chair of this committee shall submit an annual plan of action to the Executive Council at the summer meeting. The Chair of this committee shall forward a budgetary request to the Treasurer prior to the meeting as requested by the Treasurer.

Section 14.5. Conference Steering Committee. The Conference Steering Committee shall be responsible for CNCNCBAA conferences, with the Vice President of Programs serving as liaison between the Conference Steering Committee and the Board of Directors. The Conference Steering Committee shall open an account at a reputable bank with seed money from the Treasurer; organize the conference volunteers, program and format; secure conference site and program presenters; keep an accurate record of conference expense and proceeds; make provisions for a Spring or Summer Board meeting, a Fall meeting in the city of the conference, and make a general report at the annual membership business meeting. The Conference Steering Committee Chair shall be responsible for forwarding a final written conference report to the President and Treasurer, along with the conference notebook to the President and the conference proceeds to the Treasurer within one month after the conference. It shall present a proposal to the President for the publishing of the conference proceedings at this time. General conference reports shall be made by the committee at the summer meeting, with necessary input from the Executive Council. Steering Committee members must hold current membership in the CNCNCBAA.

Section 14.6. Program Committee. The Program Committee shall be responsible for developing, coordinating and implementing activities that will provide for active participation of the membership in accordance with the purposes of CNCNCBAA. The Chair of this committee shall submit an annual plan of action to the Executive Committee at the summer meeting. The Chair of this Committee shall forward a budgetary request to the Treasurer prior to the summer meeting as requested by the Treasurer.

Section 14.7. Public Relations Committee. The Public Relations Committee shall be responsible for developing, coordinating and implementing short-range and long-range publicity campaigns on the purposes and activities of the CNCNCBAA. The Chair
of this committee shall submit an annual plan of action to the Board of Directors. The Chair of this committee shall forward a budgetary request to the Treasurer prior to the meeting as requested by the Treasurer.

**Section 14.8. Finance Committee.** The Finance Committee shall be responsible for planning an annual operating budget with program budget guidelines. The Committee shall identify and plan methods of securing funds for the CNCNCBAA. The Chair of this committee shall present an annual operating budget to the Executive Committee at the summer meeting.

**ARTICLE XV**

**COMMITTEE RESPONSIBILITIES**

**Section 15.1. General Responsibilities.** In addition to the foregoing specific duties prescribed for Standing Committees of the CNCNCBAA, each committee shall perform other duties and assume other responsibilities as may be delegated by the CNCNCBAA or the Board of Directors.

**Section 15.2. Committee Quorum.** A quorum shall consist of a majority (50% plus 1) number of members serving on each committee for all CNCNCBAA committees.

**Section 15.3. Committee Chairpersons.** The chairperson of each committee creates the meeting agenda and shall participate fully in committee discussions and deliberations and may vote in all matters as does every other member.

**Section 15.4. Committee Minutes.** Each committee shall select its own secretary who shall be responsible for preparing a report of each meeting, and file one copy with each member of the committee, and one copy with the CNCNCBAA Secretary for dissemination to the Board of Directors and one to archive.

**Section 15.5. Public Statements.** No statement, news release, public announcement, circular letter, or other communication shall be issued on the CNCNCBAA or NCBA stationery, or using the emblem of the CNCNCBAA or NCBA or in the name of CNCNCBAA or NCBA or any of its officers or committees unless it has been specifically authorized and approved by the President and by the Board of Directors.

**Section 14. Committee Meetings.** Each Standing Committee shall meet at least once prior to the annual CNCNCBAA conference as appropriate. These meetings shall be held immediately after, or in conjunction with the June or October Board meetings. A majority of duly appointed members shall determine which month the committee will meet. The chairperson of each committee shall provide necessary details about the committee meeting.

**Section 15. Removal of Committee Members.** The Board of Directors shall have the power to declare committee assignments vacant and to authorize the Vice Presidents to appoint replacements for such vacancies. Any committee member whose position is
declared vacant shall first have ample opportunity to be heard by the Board of Directors. No action shall be taken by the Board of Directors in pursuance of this section of the By-laws which shall contravene any provision of the constitution of the CNCNCBAA.

**ARTICLE XVI**
**CHAPTER APPROVAL**

**Section 16.1.** The Board of Directors shall have the authority to approve requests for the establishment of chapters.

**ARTICLE XVII**
**DUTIES OF CHAPTERS**

**Section 17.1.** The duties of the CNCNCBAA chapters shall be to promote the aims and purposes of the CNCNCBAA.

**Section 17.2.** Chapter members must be dues paying members in the CNCNCBAA.

**Section 17.3.** Policies, procedures, and organizational structure of campus chapters must be consistent with the Constitution of NCBAA and the By-laws of the CNCNCBAA.

**ARTICLE XVIII**
**NOTICE OF READING OF THESE BYLAWS**

**Section 18.1.** Notice and Reading of These Bylaws. Notice and reading of these Bylaws shall be deemed to have taken place by making copies available to the members and a discussion of the Constitution at a Regular, Substitute or Special Meeting at least 10 days prior to being voted upon for adoption. Notice and reading of these Bylaws occurred by distributing copies to the members and conducting full and open discussion of these Bylaws with the members at the fall meeting for **DATE**.

These Bylaws was duly approved and adopted by a two-thirds vote of the members present and entitled to vote at the fall meeting duly held on the **DATE**

By the authority vested in the undersigned, this Document is duly signed on this **DATE**

Jacqueline Greenlee, CNCNCBAA President

Roxanne King, Secretary