
Stanford National Black Alumni Association Bylaws



Bylaws of the Stanford National Black Alumni Association

Effective as of January 17, 2019

Article I – Name of Organization and Mission Statement

The name of the club shall be the Stanford National Black Alumni Association (SNBAA)

The Stanford National Black Alumni Association cultivates a legacy of Black Excellence by strengthening bonds within the community, fostering engagement with the University, and delivering programs that unite, educate, inspire, and transform.

Article II – Membership

Membership is open to all alumni, spouses, Stanford students, parents of students and alumni, faculty, and staff that support the mission statement in Article I. Association members need not be members of the Stanford Alumni Association (SAA). 90% of club members must be Stanford alumni, spouses, or significant others of alumni, students, or parents of current students or alumni. Stanford faculty and staff are not included in the 90%.

Any person who has enrolled in Stanford University can become an active member through the process determined by the Board of Directors of the SNBAA. Active members have voting rights. Only active members whose degree has been conferred by Stanford University may be appointed or elected to the SNBAA Board of Directors.

Article III – Board of Directors

Section 1. General Powers

The affairs of the SNBAA shall be managed by its Board of Directors. The Board of Directors shall constitute the decision-making body with ruling and governing power for the SNBAA for all purposes. No contracts shall be entered on behalf of the SNBAA except as authorized by the Board of Directors.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Board of Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers:

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the President, the Treasurer and the Secretary. One person may fill dual roles and there may be co-officers; however, the president and treasurer positions must be held by different people. The President must be a Stanford alumnus and will serve a term of 1 year. The president may not serve more than 2 consecutive terms. A primary contact person must be designated to work with the SAA Manager assigned to the association and to respond to alumni inquiries.

Members of the Board of Directors shall be appointed or elected to serve a 3-year term unless a Director is appointed to fill a vacancy. In that instance, the appointed Director shall fill the remainder of the vacated term. The terms shall run concurrently with the calendar year, January 1-December 31. All Directors must be club members.

Members of the Board of Directors may not serve consecutive terms. Any subsequent terms must include a separation from the board for 12 months. Ex-officio board members are exempt from the 12-month separation requirement.

Section 3. Board Selection

The Board of Directors selection process consists of both an election and appointment process. During the selection process, no more than 50% of the new board members may be appointed, and the remainder shall be elected to the Board of Directors.

a. Appointment Process

1. Members of the Board of Directors must nominate candidates for appointment to the vacant board positions which will be filled by way of the appointment process.
2. All candidates for appointment to the Board of Directors shall be vetted by the Board Selection Committee.
3. The candidates who are approved and recommended by the Board Selection Committee shall be voted on by the Board of Directors.
4. The candidates who receive the most votes shall be appointed to the Board of Directors in rank order based on the number of votes they receive and dependent on the number of vacant board positions available for appointed board members.

b. Election Process

1. The SNBAA membership shall be notified as to when the election process will take place and shall have the opportunity to submit nominations and the opportunity to submit votes for prospective board members.
2. The preferred timeline for the election process is as follows:
 - i. Call for nominations – October 1
 - ii. Submission of candidate statements – November 1
 - iii. Voting Period – November 15 - November 30 (by SNBAA Membership)
 - iv. Deadline to share vote results with the candidates – December 7

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- v. Deadline to share vote results with the SNBAA membership
– December 15
- 3. Any active member of the SNBAA can nominate himself or herself as a candidate for the Board of Directors.
- 4. Each candidate must satisfy all certification pre-requisites set forth by the Board Selection Committee by a date designated by the SNBAA Board of Directors to become a certified candidate. The Board Selection Committee has the responsibility to certify the candidates.
- 5. The candidates who receive the most votes shall be elected to the Board of Directors in rank order based on the number of votes they receive and dependent on the number of vacant board positions available for elected board members.

Section 4. Meetings

The Board of Directors shall meet no less than once per quarter. All board members are to be notified of the place and time of each board meeting.

A special meeting of the Board of Directors may be called by the president or any three (3) board members provided that all board members are notified of the place and time of the special meeting.

A quorum for a meeting of the Board of Directors shall be defined as 50% or more of the total number of the current board.

Section 5. Abandonment

A board member shall be considered to have abandoned his or her position on the Board of Directors if:

- a. The board member misses three (3) or more monthly board meetings within the calendar year without notice to the president.
- b. The board member habitually fails to execute assigned or expected duties. A board member who is considered to have abandoned his or her position on the Board of Directors based on habitual failure to execute his or her duties may submit a written statement of explanation to all board members. The Board of Directors shall determine by majority vote whether the board member in question shall remain on the SNBAA Board.

Section 6. Vacancies

A vacancy on the Board of Directors may be filled for the unexpired term of office by the Board of Directors.

Section 7. Fiscal Year

The fiscal year for the Board of Directors is July 1-June 30 which coincides with the fiscal

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year for all SAA organizations.

Article IV – Officers

The officers of this Board shall be the President, Treasurer, and Secretary. All officers must have the status of active members of the Board.

Section 1. President

The SNBAA Board can decide to have up to two Co-Presidents. Everywhere “President” is referred to herein, it is understood that this may be carried out by the Co-Presidents, who have equal and concurrent powers. The duties and responsibilities of the President include but are not limited to:

- a. Calling meetings.
- b. Presiding at all meetings of the membership and the Board of Directors.
- c. Serving as the point of contact for the SNBAA and liaison with SAA staff.
- d. Driving the Board’s agenda and strategic planning activities.
- e. Coordinating the Board members and see that duties are properly performed.
- f. Being a signatory to the SNBAA bank account.
- g. Filing annual and quarterly reports/paperwork with the SAA on behalf of the SNBAA.
- h. Being an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Treasurer

The duties and responsibilities of the Treasurer include but are not limited to:

- a. Maintaining bank account balances.
- b. Initiating financial transactions.
- c. Being a signatory to the SNBAA bank account.
- d. Filing financial reports with the SAA on behalf of the SNBAA.
- e. Leading the budgeting process for events.
- f. Collecting and processing fees for events.

Section 3. Secretary

The duties and responsibilities of the Secretary include but are not limited to:

- a. Sending notices of all meetings to the Board Members.
- b. Recording attendance, all votes and minutes of all meetings and archiving the same.
- c. Performing all official correspondence from the Board as may be prescribed by the

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President.

Section 4. Election of Officers

The Board of Directors shall solicit, in time to elect Officers before the expiry of the calendar year, the names of those persons interested in serving as Officers. The election shall be held at the end of the year by majority vote of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the first meeting in the new calendar year. If all Officer positions are not filled, the elected Officers, or Board of Directors if there are no elected Officers, shall endeavor to fill the remaining Officer positions from the Board of Directors.

Article V – Committees

Section 1. Committee Formation

The Board of Directors may create, delete and change Standing Committees and ad hoc committees as necessary by two thirds (2/3) vote. The President appoints all committee chairs. A member of the Board of Directors shall serve as chair for each of these committees for one calendar year. Committee members may include any active member of the SNBAA.

Section 2. Standing Committees

- a. Board Selection Committee - This committee administers the board selection process. The composition of the Board Selection Committee shall include the outgoing President and board members who are in the final year of their term on the Board of Directors.
- b. Governance Committee - This committee is responsible for the periodic review of the SNBAA Bylaws and Mission Statement as well as the assessment of proposed amendments.
- c. Marketing Committee - This committee develops and executes the communication strategy and promotes the SNBAA brand.
- d. Membership Committee - This committee maintains the roster of SNBAA members and establishes initiatives to increase the membership of the SNBAA.
- e. Events Committee - This committee develops and executes current and new events.
- f. Programming Committee – This committee Develop new and deeper engagement opportunities.

Section 3. Initiatives

The Board of Directors may create, delete and change Initiatives as necessary by two thirds (2/3) vote. The President appoints all initiative chairs. A member of the Board of Directors shall serve as chair for each of these initiatives. Committee members may include any active member of the SNBAA that furthers the purpose of the initiative.

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Article VI – Membership Meeting

Section 1. Annual Meeting

The Annual SNBAA Membership Meeting (which might also be referred to as the SNBAA Town Hall Meeting) is an opportunity for the Board of Directors to discuss the activities, events, initiatives, and plans of the SNBAA with the general membership of the SNBAA. This meeting will take place as part of the agenda of the largest projected SNBAA member attended event for the calendar year such as the Stanford Black Alumni Summit or the SNBAA Weekend at Stanford Sierra Camp unless changed by the Board of Directors.

Section 2. Notice of Meeting

Notice of the time and location of the Annual SNBAA Membership Meeting shall be sent to the general membership of the SNBAA no less than thirty (30) days before the date of the meeting.

Article VII – Amendments and Rules

Section 1. Amendments to the Bylaws

The SNBAA Bylaws may be amended by a two-thirds vote of the Board of Directors. All board members shall be notified in writing about any proposed amendment.

Section 2. Rules of Order

Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure which are not explicitly covered by the SNBAA Bylaws or by other specific rules of procedure adopted by the SNBAA.

Section 3. Standing Rules

The Board of Directors may from time to time adopt Standing Rules, not in conflict with the SNBAA Bylaws, to conduct the affairs of the SNBAA. Standing Rules may be adopted, amended, or revoked by a majority vote of the Board of Directors. A copy of such Standing Rules shall be attached to, archived and maintained with the SNBAA Bylaws by the SNBAA President or the Secretary.

Section 4. SAA Approval

All amendments to the SNBAA Bylaws must be sent to the appropriate SAA Regional Manager within thirty (30) days and will be implemented after approved by the SAA Board of Directors.

Date Submitted to SAA by Volunteers: October 16, 2018

Date Approved by SAA Board: January 17, 2019