

**BENNETT COLLEGE NATIONAL
ALUMNAE ASSOCIATION**

CONSTITUTION

AND

BYLAWS

1997 Revision

1998 Reviewed

2003 Reviewed

2015 Revised

2017 Revised

2018 Revised

2023 Revised



Table of Contents

Constitution	5
Article I. Name and Location.....	5
Section 1. Name.....	5
Section 2. Office Location.....	5
Article II. Purposes.....	5
Section 1. General Purposes.....	5
Section 2. Specific Objectives and Purposes.....	5
Article III. Exemption Requirements.....	6
Section 1. Legislative and Political Activity.....	6
Section 2. Property.....	6
Section 3. Dissolution.....	6
Section 4. Limitations in Case of Private Foundation Status.....	7
Article IV. Membership and Dues.....	7
Section 1. Classes of Membership.....	7
Section 2. Dues.....	8
Section 3. Revocation of Membership.....	8
Article V. Organization.....	8
Section 1. Organization Levels.....	8
Section 2. Organization of Regions.....	9
Section 3. Organization of Chapters.....	9
Article VI. Parliamentary Authority.....	9
Article VII. Officers.....	9
Section 1. Officer Titles.....	9
Section 2. Nominations and Officer Requirements.....	10
Section 3. Election of Officers.....	10
Section 4. Vacancy.....	10
Section 5. Impeachment of Officers.....	10
Section 6. Term of Office.....	11
Section 7. Regional Coordinators.....	11
Section 8. Officers of the Chapter.....	11
Article VIII. Meetings.....	11
Section 1. Annual Meeting.....	11
Section 2. Special Meetings.....	11
Section 3. Board Meetings.....	12
Section 4. Quorum.....	12

Section 5. Regional Meetings/Conferences.....	12
Article IX. Method of Amendment.....	12
Bylaws.....	12
Article I. Governing Body.....	12
Section 1. Board of Directors.....	12
Section 2. Conflicts of Interest.....	13
Section 3. Indemnification.....	15
Article II. Committees of the Board of Directors.....	17
Section 1. Executive Committee.....	17
Section 2. Standing and Special Committees.....	17
Section 3. Ad Hoc Committees.....	19
Section 4. Governing Provisions.....	19
Article III. Officers.....	19
Section 1. President.....	19
Section 2. 1 st Vice-President.....	20
Section 3. 2 nd Vice-President.....	20
Section 4. Recording Secretary.....	20
Section 5. Financial Secretary.....	20
Section 6. Treasurer.....	21
Section 7. Parliamentarian.....	21
Section 8. Regional Coordinators.....	22
Section 9. Bond and Compensation.....	22
Article IV. Budget and Finance.....	23
Section 1. Budget.....	23
Section 2. Officer Expenses.....	23
Section 3. Audit.....	23
Article V. Contracts, Loans, Checks and Deposits.....	23
Section 1. Contracts.....	23
Section 2. Loans.....	23
Section 3. Checks and Drafts.....	23
Section 4. Deposits.....	24
Section 5. Gifts.....	24
Article VI. General Provisions.....	24
Section 1. Waiver of Notice.....	24
Section 2. Prohibition Against Sharing in Corporate Earnings.....	24
Section 3. Exempt Activities.....	24
Standing Rules.....	25

Article I. Finances..... 25

 Section 1. Expenses for Board Meetings..... 25

 Section 2. Expenses of President/Representative..... 25

 Section 3. Fiscal Year..... 25

Article II. Dues..... 26

 Section 1. General Membership..... 26

 Section 2. Associate Membership..... 26

 Section 4. Life Membership..... 26

Article III. Nominating and Balloting Procedures..... 26

Certificate of President..... 28



CONSTITUTION

ARTICLE I. NAME AND LOCATION

Section 1. Name

The name of this corporation shall be Bennett College National Alumnae Association (“BCNAA”).

Section 2. Office Location

The principal office of BCNAA shall be located in North Carolina. BCNAA also may also have offices at such other places as the Board of Directors of BCNAA (the “Board”) may from time to time designate.

ARTICLE II. PURPOSES

Section 1. General Purposes

BCNAA is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the North Carolina Nonprofit Corporation Act for charitable and educational purposes. The purposes for which BCNAA is organized and shall be exclusively operated are charitable and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or the corresponding provision of any subsequent federal tax laws, and Section 105-125 and Section 105-130.11(a) of the General Statutes of North Carolina.

Notwithstanding any other provision of these Bylaws, BCNAA shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of BCNAA.

BCNAA is authorized to conduct any transaction by electronic means, in accordance with North Carolina Statutes §§55A-1-70 and 66-311 et seq.

Section 2. Specific Objectives and Purposes

Within the context of the foregoing general purposes, the specific and primary purposes for which BCNAA is organized and shall be exclusively operated are as follows:

- A. To strengthen the relationship between Bennett College (the “College”) and its Alumnae, by encouraging the interest of Alumnae, friends, and donors; to engage the Bennett College Alumnae and friends in the life of the College; to support Alumnae as they stimulate interest among young women to attend the College; and to inspire Alumnae to support the College and each other.
- B. The vision of the Bennett College National Alumnae Association is to: Enhance the lives of Alumnae, the College, and its students and provide opportunities for increased engagement by current and future Alumnae in service to each other, to the College, and to the

- communities that the Alumnae serve.
- C. The values of the association are: (1) Strengthening our Multi-Generational Sisterhood; (2) Promoting Diversity and Inclusion; (3) Social Justice; and (4) Life-Long Learning.

ARTICLE III. EXEMPTION REQUIREMENTS

Section 1. Legislative and Political Activity

No substantial part of the activities of BCNAA shall consist of carrying on propaganda or otherwise attempting to influence legislation, and BCNAA shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property

The property, assets, profits, and net income of BCNAA are dedicated irrevocably to the purposes set forth in Article II, Section 2. No part of the profits or net earnings of BCNAA shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private individual.

Section 3. Dissolution

A vote to dissolve will require a 30-day notice to the membership and will require a two-thirds 2/3 vote of members present at the meeting.

Upon the dissolution and liquidation of BCNAA, the Board shall, after paying or making provisions for the payment of all liabilities of BCNAA, distribute all of the assets of BCNAA in the following manner and order:

- A. First, to an Endowed Scholarship Fund at Bennett College, which is organized and operated for educational purposes, and which has established its tax-exempt status under §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws, respectively, as selected by the Board;
- B. Second, as may be determined by a court of competent jurisdiction upon application of the Board for one (1) or more exempt purposes within the meaning of §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws.

Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the principal office of BCNAA was organized or such organization or organizations as said court shall determine.

Section 4. Limitations in Case of Private Foundation Status

At any time during which BCNAA shall be classified as a “private foundation” as that term is defined by §509 of the Code or the corresponding provision of any subsequent federal tax laws:

- A. BCNAA shall not engage in any act of self-dealing as defined in §4941(d) of the Code or the corresponding provision of any subsequent federal, tax laws;
- B. BCNAA shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by §4942 of the Code or the corresponding provision of any subsequent federal tax laws;
- C. BCNAA shall not retain any excess business holdings as defined in §4943(c) of the Code or the corresponding provision of any subsequent federal tax laws;
- D. BCNAA shall not make any investments in such manner as to subject it to tax under §4944 of the Code or the corresponding provision of any subsequent federal tax laws; and
- E. BCNAA shall not make any taxable expenditures as defined in §4945(d) of the Code or the corresponding provision of any subsequent federal tax laws.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Classes of Membership

BCNAA shall have four classes of membership.

- A. General Membership. General membership in BCNAA is open to all persons who have attended the College for at least one (1) semester, excluding current students and complete payment of BCNAA dues. General members can vote, serve on a standing committee, hold office or be appointed as a chairperson of a standing committee.
- B. Associate Membership. Associate membership in BCNAA shall be open to former or present Presidents or faculty of the College, parents, guardians, or any other interested person who has expressed an interest in the College and complete payment of BCNAA dues. Associate members may serve on a committee, but may not vote, hold office or be appointed as a chairperson of a standing committee.
- C. Life Membership. Life membership in BCNAA is available to a person in any class of membership who has paid the life membership dues as set forth by BCNAA. These dues shall be paid within three (3) years of the initial payment. A life membership certificate shall be issued upon receipt of full payment. A Life Member monetary assessment will be voted upon annually at the annual meeting.

Section 2. Dues

- A. Categories of Dues. The exact amount of dues shall be voted upon annually at the annual meeting by the majority of the members present based upon a recommendation from the Board or Executive Committee. There shall be four categories of dues: (1) General Membership, (2) Life Member, (3) Young Alumnae, and (4) Associate Membership.
- B. Young Alumna with Graduation Date Ten (10) Years or Less. BCNAA dues are waived for Alumna for one (1) fiscal year following commencement. Thereafter, Alumna will pay BCNAA dues at a reduced rate for the next nine (9) years.
- C. Changes to Dues. Any changes to BCNAA dues may only be approved at annual meetings and payments collected during the annual meeting become effective on July 1st of the following fiscal year. Dues cannot be paid retroactively. Dues shall be payable directly to BCNAA and submitted to the Treasurer by January 31st of each year to qualify for any voting privileges before the end of the fiscal year. A payment receipt will be issued at the time dues are paid and a membership card mailed by March 31st. Local chapters should promote membership in BCNAA and may collect and transmit BCNAA dues to the BCNAA Treasurer. Dues assist with the programs and activities of the BCNAA. The Executive Committee and/or the Finance Committee shall be empowered to recommend changes to the amount of dues to be paid for each level of membership for approval by the general body.
- D. Chapter Dues. Each chapter affiliated with the BCNAA shall establish its own dues structure.

Section 3. Revocation of Membership

- The Executive Board may revoke the membership of any individual in the Association for good cause, including, but not limited to, actions by an individual which bring disrepute, damage or injury to the stature or reputation of Bennett College National Alumnae Association. Any determination to revoke the membership status of any individual is appealable to the Executive Board, whose decision shall be final.

ARTICLE V. ORGANIZATION

Section 1. Organization Levels

The three levels of organization shall be national, regional and chapter (local and/or virtual).

- A. National shall designate the overall organization and operation of BCNAA. It is responsible for determining the global Alumnae populations.
- B. Regional shall be comprised of designated states according to geographic locations within the United States and global.
- C. Chapter shall designate the local unit within a town, city or metropolitan area. BCNAA shall also have virtual chapters for Alumnae who cannot join a local or metropolitan chapter due to geographic proximity.

Section 2. Organization of Regions

Each region shall consist of all chapters within states located in the following geographic areas:

- A. Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Delaware
- B. Southern: Alabama, Florida, Georgia, Arkansas, Louisiana, Mississippi, Texas, and Tennessee
- C. Carolinas: North Carolina and South Carolina
- D. Mid-Atlantic: West Virginia, Virginia, Washington D.C., and Maryland
- E. Midwest: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin, Kansas, Nebraska, and Oklahoma
- F. Pacific: Colorado, Idaho, Montana, New Mexico, North Dakota, South Dakota, Utah, Wyoming, Arizona, California, Nevada, Oregon, Washington, Alaska, Hawaii, and International
- G. International Region: will have a Regional Coordinator who will serve as the Virtual Chapter President.

Section 3. Organization of Chapters

Five (5) or more Alumnae living within a city or town or metropolitan complex where there is no organized chapter may organize to form a local chapter. The chapter shall be named for the city or metropolitan in which the Alumnae live or with which the Alumnae wish to affiliate and be designated as a chapter of BCNAA.

A Virtual Chapter may be formed by five (5) or more Alumnae members, and the President of the Virtual Chapter will serve as the International Regional Coordinator.

ARTICLE VI. PARLIAMENTARY AUTHORITY

Parliamentary authority of BCNAA shall be *Robert's Rules of Order*, by Henry Martyn Robert, current edition.

ARTICLE VII. OFFICERS

Section 1. Officer Titles

The officers shall consist of a President, 1st Vice President, 2nd Vice President, Recording Secretary, Financial Secretary, Treasurer, and Parliamentarian. The immediate past-president shall be an ex-officio officer.

Section 2. Nominations and Officer Requirements

Candidates for office shall be reviewed and/or nominated by a six (6) member committee selected at the annual meeting one (1) year prior to the election year, as applicable. Each member of the Nominating Committee shall represent a different region. Candidates can also be nominated at a meeting called for this purpose by the President upon recommendation of the Executive Committee. Nominations may also be made via write-in privileges; however, write-in candidates still must meet the criterion established for the officer position selected. Candidates for office shall have paid BCNAA national and local dues for two (2) consecutive years prior to nomination, as appropriate, and to BCNAA national and a virtual chapter if not geographically located near a local chapter. The candidates for President and 1st Vice-President shall have been a Bennett College graduate a minimum of five (5) years prior to nomination. The candidates for 2nd Vice President shall have been a Bennett College graduate no more than ten (10) years prior to nomination. The candidates for the Recording Secretary, Financial Secretary, Treasurer, and Parliamentarian positions shall have been a Bennett College graduate three (3) years or more prior to nomination.

Section 3. Election of Officers

Election to the offices of President, 1st Vice President, 2nd Vice-President, Recording Secretary, Financial Secretary, Treasurer, and Parliamentarian shall be by majority vote of the ballots received by mail preceding the annual meeting of BCNAA from among those candidates nominated as provided for in Section 2 of this Article. All officers shall be elected during the odd numbered years i.e. years ending in 1, 3, 5, 7 and 9.

- A. Voting shall take place by mail or email a minimum of thirty (30) days prior to the annual meeting of BCNAA.
- B. All officers shall assume their duties July 1st.
- C. The outgoing National Alumnae Association president Bennett College or designated outgoing NAA officer shall install officers.

Section 4. Vacancy

Vacancy in the office of the President shall be filled by the 1st Vice-President. Vacancy in the office of the 1st Vice-President shall be filled by the 2nd Vice-President. The Executive Committee shall appoint a successor to fill the term of any other vacated or vacant office on the Board.

Section 5. Impeachment of Officers

- A. Officer impeachment proceedings will be set forth by recommendation of the executive committee to the body and will take place via a special call meeting.
- B. Officers of BCNAA shall be impeached by a vote of two-thirds (2/3) of members present at the meeting.
- C. Cause for impeachment shall be based on evidence of dereliction of duty, treason, or

felony, or for any act of moral turpitude which tends to be adverse to the interests and purposes of the organization.

Section 6. Term of Office

The term of office for all officers shall be for two (2) years, commencing July 1st of the election year. Term of office is not to exceed two (2) consecutive terms in the same position.

Section 7. Regional Coordinators

- A. Regional Coordinators shall be elected at the same time as BCNAA officers.
- B. Each Regional Coordinator shall be an Alumna, a resident of the region, a member of a local or virtual chapter, and a member of BCNAA.
- C. The role of the Regional Coordinators is to support BCNAA officers in meeting the purpose of BCNAA as set forth herein.
- D. As elected leadership, Regional Coordinators shall serve as voting members on the National Alumnae Association Executive Committee.

Section 8. Officers of the Chapter

- A. Each chapter shall elect officers according to its bylaws, and the duties of chapter officers shall be patterned after the structure of BCNAA.
- B. Each chapter shall conduct bi-annual elections in accordance with its bylaws terms of office and shall follow the pattern established by BCNAA as closely as is feasible.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held at Alumnae Weekend. Business shall be transacted by a majority vote of BCNAA financial members present during the annual meeting. Provisions should be made for Alumnae to participate by telecommunications or other appropriate and accessible communications technology to the extent feasible.

Section 2. Special Meetings

- A. BCNAA membership may be called to assemble, should the necessity arise, at a time other than the regularly scheduled meeting. Provisions should be made for Alumnae to participate by telecommunications or other appropriate and accessible communications technology to the extent feasible.
- B. By vote of the Executive Committee, Special Meetings of the membership may be called with five (5) business day email notification.

Section 3. Board Meetings

The Board shall meet for the purpose of transacting BCNAA business.

Section 4. Quorum

- A. Quorum will be set at two-thirds $2/3$ of members present to transact the business of the full assembly during an annual or special meeting. Representation must include members of the Executive Committee, general, associate, or life members of BCNAA.
- B. Two-Thirds $2/3$ members of the Executive Committee shall be required to conduct the business of the Executive Committee.
- C. Two-Thirds $2/3$ members of the Executive Board shall be required to conduct the business of the Executive Board.
- D. Quorums may be accomplished by telecommunications or other appropriate and accessible communications technology.

Section 5. Regional Meetings/Conferences

Regional meetings/conferences shall be held quarterly but must not be scheduled during the week of the annual meeting. The purpose of these meetings shall be to increase Alumnae participation within the region and conduct other activities in support of BCNAA's mission.

ARTICLE IX. METHOD OF AMENDMENT

This Constitution and Bylaws may be amended by a vote of two-thirds ($2/3$) of the eligible electorate voting at an annual meeting or at a special meeting of BCNAA called for that purpose provided that the proposed amendment and the article to be affected are emailed or mailed to the electorate a minimum of thirty (30) days in advance of the voting.

BYLAWS

ARTICLE I. GOVERNING BODY

Section 1. Board of Directors (NOTE – Board of Directors is interchangeable with Executive Committee and Director is interchangeable with Executive Officer)

- A. Powers Reserved to the Board. The Board shall have the sole authority to make the following decisions:
 - 1. The location of the headquarters of BCNAA.
 - 2. The approval and adoption of BCNAA's annual budget.
 - 3. The borrowing of any money on behalf of BCNAA.
 - 4. The amendment or repeal of any resolution of the Board.
 - 5. The dissolution, merger or consolidation of BCNAA.

6. The amendment of the Articles of Incorporation.
 7. The sale, lease or exchange of all or substantially all of the property of BCNAA.
- B. Composition. The Board shall consist of BCNAA's Executive Committee, Regional Coordinators, Chapter Presidents, and chairpersons of any standing committees appointed by BCNAA's President. The immediate past president shall be an ex-officio member of the Board.
- C. Resignations. Any director may resign from the Board at any time by giving written notice to the President of the Board of BCNAA, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
- D. Compensation. Directors shall serve without compensation except that the directors may, in their discretion and by a majority vote of their number, reimburse any or all directors for expenses actually incurred by them in attending meetings or otherwise carrying out their duties to BCNAA. Nothing herein contained shall be construed to preclude any director from serving BCNAA in any other capacity and receiving compensation therefore.
- E. Functions of the Board.
1. The Board shall study the needs of BCNAA as they relate to the College and make recommendations to the general body.
 2. It shall transact the business of BCNAA in between annual meetings of BCNAA by called meetings or tools of correspondence, if necessary, two (2) times per fiscal year at a minimum.
 3. In the event of a vacancy in the office of President and the concurrent inability of the 1st Vice-President to assume the office of the President, the Board shall be empowered to elect a President Pro Tempore. Any seven (7) members of the Executive Committee shall be empowered to call an emergency session within thirty (30) days for the purpose of electing from the Board a President Pro Tempore who shall serve until the next annual meeting. Criteria for determination of inability to serve shall be: 1) personal disability; 2) failure to perform the duties of the office of President-Elect; 3) moral turpitude; or 4) felony conviction.
 4. It shall receive all reports of standing committees and assume the duties of these committees when said committees fail to function.
 5. It shall prepare written articles of impeachment for presentation to the officer charged. Upon determination that the conduct/condition of an officer warrants impeachment, a written list of charges shall be presented to said officer requesting a written response within thirty (30) days. Impeachment proceedings shall cease upon the resignation of the charged officer. No reference to the charges of impeachment shall be included in the records of the annual meeting, but may be included in the minutes of the Board.

Section 2. Conflicts of Interest

- A. Good Faith. Directors of BCNAA shall exercise good faith in all transactions touching upon their duties to BCNAA and its property. In their dealings with and on behalf of BCNAA, directors are held to a strict rule of honest dealing. The provisions regarding conflicts of interest set out herein are supplemented by a Conflicts of Interest Policy duly adopted by the Board.

- B. Conflict Raised by Another Board of Director. Each director, before taking her position, shall disclose in writing to the Board a list of all businesses or other organizations of which she is an officer, director, shareholder, member, owner or employee, or for which she acts as an agent and with which BCNAA has or might reasonably in the future enter into a relationship or a transaction in which the director would have conflicting interests.

If any matter should come before the Board of any of its committees in such a way to give rise to a conflict of interest, the affected director shall make known to the Board the potential conflict and shall answer any questions that might be asked of her. The Board shall determine whether or not a conflict exists. If the Board determines that a conflict does exist, the affected director shall be excluded from voting.

Any director may raise an issue as to whether or not another director has a conflict of interest with respect to any matter coming before the Board. In such case, the Board shall decide whether or not a conflict exists. If the Board determines that a conflict does exist, the affected director shall be excluded from voting.

The affected director shall be counted in determining the quorum for the meeting except as provided herein. If the material facts of a transaction and the director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction, a quorum is present if a majority of the directors who have no direct or indirect interest in the transaction voted to authorize, approve, or ratify the transaction. A majority of votes, whether or not present, that are entitled to be cast in a vote on a transaction where the material facts of the transaction and the director's interest were disclosed or known to the members of the Board entitled to vote constitutes a quorum; the members entitled to vote on such a transaction shall include all directors except (i) those directors with a direct or indirect interest in the transaction and (ii) those directors who have a material financial interest in another entity or are the general partners of another entity which is a party to the transaction. The minutes of the meeting shall reflect the existence of the conflict, the abstention from voting, and the quorum situation.

Any director may raise an issue as to whether another director's circumstances or situation renders her service on the Board in conflict with the best interests of BCNAA. In any such case, the Board shall determine if such a conflict exists, and what action, if any, should be taken.

- C. Disqualified Director. The foregoing section shall not be construed as preventing a director from briefly stating her position to the Board concerning the manner in which she has a possible conflict of interest or from answering pertinent questions of other directors concerning the matter because her knowledge may be of assistance to the Board.
- D. Notice to New Directors. The President of the Board shall advise each new director of the Conflicts of Interest policy promptly after the new director assumes the duties of her office.

Section 3. Indemnification

A. Indemnification Under N.C. Gen. Stat. §55A-8-51

1. Except as provided in subparagraph (4) of this Section 3, BCNAA shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if the individual (a) conducted herself in good faith; (b) reasonably believed (i) in the case of conduct in her official capacity with BCNAA, that her conduct was in its best interests, and (ii) in all other cases, that her conduct was at least not opposed to BCNAA's best interests; and (c) in the case of any criminal proceeding, had no reasonable cause to believe her conduct was unlawful.
2. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subparagraph (1) above.
3. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent is not of itself determinative that the director did not meet the standard of conduct set forth in subparagraph (1) above.
4. BCNAA shall not indemnify a director in connection with the proceeding by or in right of BCNAA in which the director is adjudged liable to BCNAA or in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in her official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
5. Indemnification hereunder in connection with a proceeding by or in the right of BCNAA that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding.
6. The authorization, approval or favorable recommendation by the Board of indemnification as authorized hereunder shall not be deemed an act or corporate transaction in which a director has a conflict of interest and no such indemnification shall be void or voidable on such ground.

B. Indemnification under N.C. Gen. Stat. §55A-8-52. BCNAA shall indemnify a director who is wholly successful on the merits or otherwise in the defense of any proceeding to which the director was a party because he is or was a director of BCNAA, against reasonable expenses actually incurred by the director in connection with the proceeding.

C. Advances Under N.C. Gen. Stat. §55A-8-53. Expenses incurred by a director in defending a proceeding shall be paid by BCNAA in advance of the final disposition of the proceeding upon receipt of an agreement by or on behalf of the director to repay such amount unless it is ultimately determined that the director is entitled to be indemnified by BCNAA against such expenses.

D. Court-Ordered Indemnification Under N.C. Gen. Stat. §55A-8-54. A director of BCNAA who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification if it determines that (i) the director is entitled to mandatory indemnification under N.C. Gen. Stat. §55A-8-52, in which case BCNAA shall also pay the director's reasonable expense incurred to obtain court-ordered indemnification, or

(ii) the director is fairly and reasonably entitled to indemnification in whole or in part in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in N.C. Gen. Stat. §55A-8-51 or was adjudged liable as described in N.C. Gen. Stat. §55A-8-51(d), but if the director is adjudged so liable, such indemnification is limited to reasonable expenses incurred.

E. Determination and Authorization of Indemnification Under N.C. Gen. Stat. §55A-8-55.

1. BCNAA shall not indemnify a director under N.C. Gen. Stat. §55A-8-51 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director met the standard of conduct set forth in N.C. Gen. Stat. §55A-8-51. The determination shall be made by the Board by a majority vote of a quorum consisting of directors not at the time parties to the proceeding. If such a quorum cannot be obtained, such determination thereupon shall be made by a majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding. If the foregoing two (2) methods of determination cannot be made, then such determination shall be made by special legal counsel selected by the Board or a committee in the manner prescribed herein, or if a quorum of the Board cannot be obtained and a committee cannot be designated, then selected by a majority vote of the full Board in which selection directors who are parties may participate.
2. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel hereunder.

F. Indemnification of Officers, Employees, and Agents Under N.C. Gen. Stat. §55A-8-56.

An officer, employee, or agent of BCNAA is entitled to indemnification under this subsection to the same extent as a director. BCNAA shall advance expenses to an officer, employee, or agent of BCNAA to the same extent as to a director.

G. Immunity from Civil Liability. Directors and officers of BCNAA shall be immune from civil liability for monetary damages arising out of their service as such to the fullest extent authorized by law, including but not limited to that immunity authorized by N.C. Gen. Stat. §§1-539.10, 55A-2-02(b)(4), and 55A-8-60, or any successor provisions of law.

H. Additional Indemnification and Insurance.

1. In addition to the indemnification provided for in this Article IV, Sections 5(A) through 5(G) hereof, BCNAA shall indemnify its directors, officers and employees against liability and expense in any proceeding, including without limitation a proceeding brought by or on behalf of BCNAA itself, arising out of their status as such or their activities in any of the foregoing capacities. BCNAA shall also indemnify any person who at the request of BCNAA is or was serving as a director, officer, trustee, or employee of another corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator of an employee benefit plan.
2. BCNAA shall purchase and maintain insurance on behalf of an individual who is or was a director, officer or employee of BCNAA or who, while a director, officer or employee of BCNAA, is or was serving at the request of BCNAA as a director,

officer, trustee or employee of another corporation, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by her in that capacity or arising from her or her status as a director, officer or employee, whether or not BCNAA would have authority to indemnify her against the same liability under any provision of law.

ARTICLE II. COMMITTEES OF BENNETT COLLEGE NATIONAL ALUMNAE ASSOCIATION

Section 1. Executive Committee

- A. Designation. The members of the Executive Committee shall at all times include the elected officers of BCNAA.
- B. Meetings. The Executive Committee may meet at stated times or upon written notice to all members of the Executive Committee.
- C. Authority. During intervals between meetings of the Board, and except as limited by resolution of the Board or by law, the Executive Committee shall and may exercise all of the authority of the Board in the management of BCNAA.
- D. Minutes. The Executive Committee and Executive Board shall keep regular minutes of its proceedings, which shall be made available to the membership.

Section 2. Standing and Special Committees

The Executive Committee may authorize such standing and special committees as are necessary and proper to carry on the affairs of BCNAA. The resolution of creation must designate the authority that the committee may exercise, as well as any limitations thereon, and the functions that the committee shall discharge. Members of such standing committees, as may be authorized, shall be appointed by the President of the BCNAA and approved by a majority vote of the Executive Committee. Only general or life members of BCNAA may serve as voting members or the chair of such special or standing committees, as may be authorized.

- A. Standing Committees. Standing Committees of BCNAA shall be Finance, Constitution and Bylaws, Alumnae Awards, Membership, Nominating, and Scholarship.
 1. Finance Committee. The Treasurer shall chair BCNAA's Finance Committee. The members of the committee shall be comprised of the Treasurer, Financial Secretary, 1st Vice-President, and two (2) active Alumnae appointed by the President, at least one should be a CPA or a financial accounting professional. It shall present the Approved Budget at the annual meeting of BCNAA. For each fiscal year, it shall establish and maintain a computer file of Alumnae who pay dues which includes the following information for each Alumnae: full name, complete address, email address, telephone number (if submitted), chapter name, and date dues were received. The file shall be used to produce address labels and listings of members of BCNAA. One month following the deadline for paying dues to be eligible to vote, the Finance Committee shall provide the President with a listing of all paid members organized by state for distribution to chapters for validation prior to election.
 2. Audit Committee. An Audit Committee shall be appointed by the Executive

Committee in the event an annual independent audit of BCNAA's financial records by a Certified Public Accountant (CPA) cannot be secured. Members of the Audit Committee may be members of BCNAA or nonmembers with audit expertise.

3. Constitution & Bylaws Committee. The Parliamentarian shall chair the Constitution & Bylaws Committee. It shall have the responsibility of reviewing the Constitution and Bylaws of BCNAA in order to reflect the changing needs of BCNAA. This committee also shall:
 - i. Secure, review, and archive current constitutions and by laws of all regions and chapters.
 - ii. Advise regions and chapters on compliance with provisions of BCNAA's governing documents.
 - iii. Provide technical assistance on parliamentary and constitutional matters, including drafting of governing documents.
 4. Alumnae Awards Committee. The committee shall consist of one (1) representative from each region and shall be appointed at the annual meeting preceding the election. The committee shall determine its criteria and balloting procedures prior to the selection of any award recipient and inform the general membership of the procedure at least sixty (60) days prior to the deadline for nominations. The committee shall accept nominations from chapters through chapter presidents and individuals who recognize the contribution of nominees. The 1st Vice-President of BCNAA shall chair this committee.
 5. Membership Committee. The Financial Secretary shall chair the Membership Committee. The Treasurer and 2nd Vice-President shall serve on the committee along with others selected by the chair or appointed by the President. The committee shall have the responsibility for developing strategies for recruitment of all Alumnae for membership and shall function for a two (2) year period. The Membership Committee shall work closely with the Financial Secretary to assure the timely issuance of membership cards to financial members of BCNAA.
 6. Nominating Committee. The committee shall consist of seven (7) Alumnae, one from each region and the chair. Each is appointed by the President at the annual meeting preceding the election, as applicable. The committee shall determine balloting procedures. It shall be required to inform the membership of the election procedures 30 days prior to the election.
 7. Scholarship Committee. The committee shall consist of the 2nd Vice-President and at least two (2) other active members of BCNAA selected by BCNAA President. It shall be required to inform the membership of procedures for contributing to the BCNAA Scholarship Fund at the College. The 2nd Vice-President of BCNAA shall chair this committee.
- B. Special Committees. Special committees may include:
1. Fundraising Committee. This committee develops and/or suggests strategies for individuals, chapters and regions to meet the College's annual fundraising goal. The committee shall work with the Office of Institutional Advancement and BCNAA chapters and encourage giving among Alumnae through fundraising, public relations and marketing strategies. Seek funding to support BCNAA's administrative, management, and program requirements. This committee should include persons with fundraising, grant writing, marketing and public relations experience. The chair is appointed by the President.
 2. Recruitment Committee. This committee serves as the Alumnae liaison to

the Office of Enrollment Management to ensure optimum student enrollment and retention. This committee will recommend recruitment strategies for chapters that can be implemented by individual Alumnae and/or groups of Alumnae. Recommend both recruitment and retention strategies to the College. The chair is appointed by the President.

3. Technology and Communications Committee. This committee develops strategies for improving communications and operations through technology that can improve BCNAA management, communication, chapter development, as well as fundraising. Ensure the continued growth, development, and management of BCNAA website, bcnaa.org, online membership applications, and other strategies to spur organizational growth. The 2nd Vice-President shall be a member of this committee. The chair is appointed by the President.
4. Young Alumnae Committee. This Committee works to bridge the gap between the College and young Alumnae by promoting awareness, connection, and involvement with BCNAA and the College. It works to create a pipeline for young Alumna to engage socially, participate in fundraising and other efforts to support and promote relevant and meaningful programs that foster the Bennett ideal. Members of the Young Alumnae Committee must be members of BCNAA. The 2nd Vice-President shall chair this committee.

Section 3. Ad Hoc Committees

Ad hoc committees may be created to address the temporary work of a group, a special committee, or collaborative efforts with Bennett College. The President may appoint ad hoc committees upon the recommendation and approval of the Executive Committee. Ad Hoc committees may include:

Section 4. Governing Provisions

Meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees, as well as the members of those committees.

ARTICLE III. OFFICERS

Section 1. President

The President shall preside at all meetings. Her duties include, but are not limited to:

- A. The power to call BCNAA meetings including the Board and Executive Committee meetings.
- B. Appointment of ad-hoc and standing committee chairs.
- C. Co-signatory on all contracts with the Treasurer.
- D. Signing off on all obligations authorized by the Executive Committee.
- E. Maintenance of a record of her responses to all correspondence received, including unsigned letters.
- F. Surrender of all BCNAA records to her successor on or before June 30 of an election year, or within five (5) business days of her resignation.
- G. Service in an ex-officio capacity on the Executive Committee for one year following the

- completion of her term.
- H. Representation of BCNAA on the College's Board of Trustees.
 - I. Communicating with Alumnae on the organization's activities and interactions with the College.
 - J. The President shall be an ex-officio member of all BCNAA committees.

Section 2. 1st Vice-President

The 1st Vice-President shall perform the duties of the President in her absence, incapacitation, or resignation. She shall serve as chair of BCNAA Awards Committee and liaison to Regional Coordinators. ADD IN SCHOLARSHIP COMMITTEE DUTIES

Section 3. 2nd Vice-President

The 2nd Vice-President shall serve as the chair of the Scholarship Committee and lead all young Alumnae initiatives. She shall chair the Young Alumnae Committee. She shall serve on the Technology and Communications Committee and the Membership Committee.

Section 4. Recording Secretary

The Recording Secretary shall:

- A. Record and keep a record of the minutes of the general BCNAA Executive Committee and the Board meetings and present them at subsequent meetings.
- B. Serve as custodian of all BCNAA records and historical records.
- C. Serve as a member of the Constitution and Bylaws Committee.
- D. Maintain under a separate cover, permanent copies of the Constitution, Bylaws, and Standing Rules.
- E. Record the attendance of each member present at all general, special, Executive Committee and the Board meetings.
- F. Maintain as proof of attendance the official sign-in sheet distributed at the annual meeting.
- G. Make an oral report at the annual meeting.

Section 5. Financial Secretary

The Financial Secretary shall:

- A. Serve as custodian of all BCNAA financial documents and records.
- B. Serve on the Finance Committee and is responsible for taking all committee minutes and attendance.
- C. Prepare and distribute Finance Committee meeting agendas and minutes.
- D. Maintain an updated list of all financial Association members, delete and provide quarterly reports to the Vice President (Membership Committee Chair).
- E. Support the Treasurer in all quarterly and annual financial reporting including annual year-end audit.
- F. Understand the BCNAA mission and purpose.

- G. Be familiar with BCNAA resources and support.
- H. Utilize resources provided by BCNAA.
- I. Assist in delegating responsibilities and supporting the Finance and Membership committees, and chapter leaders in their duties when needed.
- J. Ensure alignment with BCNAA is maintained through communications, engagement, and fundraising.
- K. Follow BCNAA policies and protocols for all events and activities, using registration, email, and web support.

Section 6. Treasurer

The Treasurer shall:

- A. Serve as custodian of all funds of BCNAA.
- B. Deposit all funds in the official bank of the BCNAA within seventy-two (72) business hours of receipt.
- C. Disburse the funds of BCNAA upon receipt of all legitimate statements, after receiving the authorization of the President.
- D. Maintain a full and accurate record of all funds transmitted to BCNAA.
- E. Maintain a record of all funds disbursed.
- F. Serve as co-signatory on all contracts with the President.
- G. Sign off on all obligations authorized by the Executive Committee and the Board.
- H. Submit bank statements and reconciliations monthly to the President.
- I. Submit quarterly and annual financial reports to the President and Executive Committee.
- J. Provide an Annual Financial Report from the previous fiscal year and a year-to-date Financial Report for the current Fiscal year to the membership at the Annual Meeting of BCNAA.
- K. Submit all records for audit at the end of the fiscal year.
- L. Serve as chair of the Finance Committee.

Section 7. Parliamentarian

The Parliamentarian shall:

- A. Responsible for the proper conduct of all Executive and general meetings.
- B. Annually review and update the Constitution, By-laws, and Standing Rules of the BCNAA in consultation with the Constitution & By-laws Committee.
- C. Chair the Constitution & By-laws Committee and serve as advisor to the Nominating Committee.
- D. Make regular recommendations to the Board of Directors regarding parliamentary procedures.
- E. Serve as consultant to the Association President on the planning and execution of all Executive and general meetings.
- F. Serve as Association subject matter expert on parliamentary procedures and Robert's Rules of Order Newly Revised.
- G. Arranges the nominating committee's first meeting, providing information on nomination and election process.

- H. Work with the Nominating Committee in preparing ballots for election of Association elected officers.
- I. At the first board meeting of the new fiscal year, ensure all BCNAA Board of Directors have updated copies of the Constitution & By-laws as well as Robert's Rules of Order Newly Revised.
- J. Utilize resources provided by BCNAA.
- K. Assist in delegating responsibilities and supporting committees and other chapter leaders in the execution of their duties when needed.
- L. Follow BCNAA policies and protocols for all events and activities, using registration, email, and web support.

Section 8. Regional Coordinators

Each Regional Coordinator shall:

- A. Act as presiding officer at all regional conferences and regional meetings.
- B. Coordinate the activities of her region, including promoting BCNAA membership and chapter engagement.
- C. Act as chairperson of the executive committee of her region.
- D. Represent her region as a voting member of the BCNAA Executive Committee and Executive Board.
- E. Appoint a parliamentarian from the membership when needed for regional meetings and conferences.
- F. Appoint standing, special and ad hoc committees within her region as needed.
- G. Serve as an ex-officio member of all committees in her region.
- H. Provide communication with each Alumna within her region quarterly during the fiscal year.

Section 9. Bond and Compensation

- A. **Bond.** The Board may, by resolution, require any officer, agent, or employee of BCNAA to give bond to BCNAA, with sufficient sureties, conditioned on the faithful performance of the duties of her respective office or position and to comply with such other conditions as may from time to time be required by the Board. The premiums of all such bonds shall be paid by BCNAA.
- B. **Compensation of Officers.** The salaries of the officers, if any, shall be fixed from time to time by resolution to the Board. In all cases, any salaries received by officers of BCNAA shall be reasonable and given in return for services actually rendered to or for BCNAA. All officer salaries shall be approved in advance in accordance with BCNAA's Conflict of Interest Policy.

ARTICLE IV. BUDGET AND FINANCE

Section 1. Budget

At least sixty (60) days before the end of each fiscal year, the Finance Committee shall prepare and submit to the Board a budget for the next fiscal year. Any budget that has been presented to and approved by the Board is referred to as an “Approved Budget.” BCNAA shall use and operate in all material respects in accordance with the Approved Budget until a revised Approved Budget is approved by the Board.

Section 2. Officer Expenses

The travel expenses of BCNAA officers and Regional Coordinators to its meetings shall be defrayed by BCNAA. The actual expenses of the President or her representative to three professional or other meetings and up to four meetings of the Bennett College Board of Trustees as required by her office per twelve-month period shall be defrayed by BCNAA, not to exceed the approved travel budget and operating expense.

Section 3. Audit

An independent audit by a Certified Public Accountant (CPA) of BCNAA’s financial records shall be conducted by the end of the fiscal year. An audit shall also be required upon the resignation or failure to serve for any reason of the Financial Secretary and/or the Treasurer.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of BCNAA and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of BCNAA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts

All checks, drafts, or other orders for payment of money issued in the name of BCNAA shall be signed by such officer or officers, agent or agents of BCNAA and in such manner as shall from time to time be determined by resolution of the Board. The appropriate officer or officers shall have authority to issue checks of BCNAA so long as the amount thereof and the purpose therefore has been previously authorized in the Approved Budget.

Section 4. Deposits

All funds of BCNAA not otherwise employed shall be deposited from time to time to the credit of BCNAA in such depositories as the Board may select.

Section 5. Gifts

The Board may accept on behalf of BCNAA any contribution, gift, bequest or devise for the general purposes or for any special purpose of BCNAA. Such gifts will be disclosed at the next BCNAA meeting.

ARTICLE VI. GENERAL PROVISIONS

Section 1. Waiver of Notice

Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time such notice is due, shall be equivalent to the giving of such notice.

Section 2. Prohibition Against Sharing in Corporate Earnings

No officer, director or employee of, or member of a committee of, or person connected with BCNAA, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of BCNAA, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for BCNAA in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of BCNAA. All directors and officers of BCNAA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of BCNAA, whether voluntary or involuntary, the assets of BCNAA, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Board, in the manner set forth in the Articles of Incorporation and these Bylaws.

Section 3. Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or other representative of BCNAA shall take any action or carry on any activity by or on behalf of BCNAA not permitted to be taken by either (i) an organization exempt under §501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended, or (ii) an organization, contributions to which are deductible under §170(c)(2) of the Code and the

regulations thereunder, as they now exist or as they may hereafter be amended.

STANDING RULES

ARTICLE I. FINANCES

Section 1. Expenses for Board Meetings

Travel expenses by rail, ground transportation, personal or rental car, or airline shall be allowed at the most economical rates for elected BCNAA officers and Regional Coordinators, as needed, to attend three (3) Board meetings per twelve (12) month period. Receipts must be presented to the Treasurer or Financial Secretary for reimbursement. The per diem rates for meals and other expenses are to be recommended by the Finance Committee and approved by the Executive Committee. Unless otherwise provided for, expenditures must be guided by the following parameters:

- A. Meals not to exceed *a four (4) day maximum*.
- B. Airport parking shall be allowed and should not exceed the maximum daily rate for a maximum of four (4) days.
- C. Mileage is reimbursed at the prevailing IRS rate and should not exceed the cost of airline fare or other modes of transportation.
- D. Double room accommodation shall be allowed for a maximum of a four (4) day period.
- E. A subsidy, equivalent to that afforded the Board member, shall be allowed BCNAA committee chairpersons when discharge of their duties requires their presence at the Board meeting(s).

Section 2. Expenses of President/Representative

Travel expenses by rail, ground transportation, personal or rental car, or airline shall be allowed at the most economical rates for BCNAA's President or her designated representative to attend three (3) professional meetings and/or conferences related to her duties each fiscal year. The per diem rates for meals and other expenses are to be recommended by the Finance Committee and approved by the Board. Unless otherwise provided for, expenditures must be guided by the following parameters:

- A. Meals not to exceed *a four (4) day maximum*.
- B. Mileage is reimbursed at the prevailing IRS rate.
- C. Airport parking shall be allowed and should not exceed the maximum reasonable daily four (4) day maximum.
- D. Hotel accommodations shall be allowed for a maximum four (4) day period.
- E. Cost of meeting/conference registration shall be allowed.

Section 3. Fiscal Year

The twelve-month period shall commence July 1st of each year and end June 30th of the following

year.

ARTICLE II. DUES

The schedule of dues are as follows:

Section 1. General Membership

- A. Young Alumnae Dues - BCNAA dues are waived for Alumna for one (1) fiscal year following commencement. Thereafter, the general membership fee for Alumna with a graduation date between two and ten years 2-10 years prior to the current year will pay \$150 effective July 1, 2023. \$75 of those dues remains with the local chapter and the remaining \$75 is remitted to the BCNAA.
- B. General Membership Dues – The BCNAA dues for general members is \$150 for fiscal year 2023-2024. Beginning fiscal 2024-2025, BCNAA general membership dues will be \$300. One payment of \$75 to the local chapter and the second payment of \$225 to the BCNAA.

Section 2. Associate Membership

The annual cost for associate membership is \$300 per fiscal year effective July 1, 2023.

Section 3. Life Membership

The cost for life membership is \$1926 effective July 1, 2023. Life membership shall be paid in full within three (3) years of the initial payment.

ARTICLE III. NOMINATING AND BALLOTING PROCEDURES

Nominating and balloting procedures are as follows:

- A. All persons nominated for office shall be financially active in BCNAA as well as be local/virtual chapter as applicable.
- B. The deadline for all nominations for office is January 31st of the election year.
- C. The deadline for payment of dues is January 31st to qualify for any voting privileges before the end of the fiscal year (June 30).
- D. Background checks shall be required of both President and Treasurer nominees.
- E. The Financial Secretary will send a list of all nominated members to each chapter president by February 1st of the election year. Each chapter president will verify and return the list to the Treasurer within fifteen (15) business days.

- F. Ballots will be sent via mail or email to financially active members of BCNAA by April 1st of the election year.
- G. Completed ballots must be postmarked to the designated receiver in Greensboro, NC no later than thirty (30) days after the postmarked date on the ballot.
- H. In the case of a vacancy, voting shall be conducted at the annual meeting only in case of vacancy or in the case of a tie vote. If a vacancy remains, the Executive Committee will appoint the position unless otherwise specified in these Bylaws.



CERTIFICATE OF PRESIDENT

I, Sydney J. Meeks, do hereby certify that I am the duly elected and qualified President of the Board of Directors of BCNAA, a nonprofit corporation under the laws of the State of North Carolina, and that the foregoing is a true and correct copy of the Bylaws adopted by the Board in accordance with law and the Articles of Incorporation of BCNAA.

Sydney J. Meeks

Sydney J. Meeks '18

President

Bennett College National Alumnae Association

