

**UNIVERSITY OF MARYLAND EASTERN SHORE
NATIONAL ALUMNI ASSOCIATION**



BYLAWS

Revised _____

University of Maryland Eastern Shore
National Alumni Association
Bylaws

Article I: Organization

- I.1. Name. The name of this non-stock corporation is “University of Maryland Eastern Shore National Alumni Association, Inc.” (“UMES NAA”), as set forth in the Articles of Incorporation filed with the State of Maryland.
- I.2. Principal Office. The principal office of UMES NAA will be located at the University of Maryland Eastern Shore.
- I.3. Purposes. The purposes of UMES NAA are set forth in its Articles of Incorporation.
- I.4. Mission. UMES NAA is a united, dynamic, and diverse organization whose mission is to serve and add value to the university, its students, fellow alumni, local chapters, and friends of UMES NAA. UMES NAA is nonsectarian, non-commercial, and nonpolitical.
- I.5. Official Publication. The official newsprint publication of UMES NAA will be titled *The Hawk Flyer*, and the President will appoint its Editor.

Article II: Membership

- II.1. Members. The ultimate control of the affairs of UMES NAA will be vested in its active individual members and will be exercised, subject to the control of said members, by the UMES NAA Board of Directors (the “Board”). UMES NAA will have one or more classes of members as determined by the Board. The Board will have the right to deny or terminate the membership of any individual or to deny access to or participation in the programs or services of UMES NAA, if such individual fails to meet the qualifications for membership or engages in activities that are contrary to the interests of UMES NAA. “Financial” is defined as a paid member in the UMES NAA.
- II.2. Categories of Membership.
 - II.2.1. Regular Member. Any individual who has been awarded a degree, diploma, or certificate by the University of Maryland Eastern Shore (“UMES”) or any of its predecessor institutions may become a Regular Member by paying the appropriate annual membership fees. Such members will be accorded full voting rights and the right to hold office.
 - II.2.2. Associate Member. Persons who attended UMES or any of its predecessor institutions but did not receive a degree, diploma, or certificate. Associate Members are voting Members but are not eligible to hold office at the local or national level.

- II.2.3. Life Member. Persons who fulfill the requirements for Regular membership and pay the prescribed Life membership dues. Life Members are exempt from further membership fees in UMES NAA, however, to be considered active at the local level, payment of annual local chapter dues is required. The Life membership fee may be paid in installments.
- II.2.4. Members At Large. Any person paying their Regular, Life, or Associate membership fees may be a Member At Large of UMES NAA and are not required to affiliate with a local chapter, but involvement with a local chapter is highly encouraged.
- II.2.5. Honorary Member. Honorary membership may be extended to persons because of their contribution to UMES or any of its predecessor institutions or their high ethical standing in the community or have national recognition of distinction. Honorary Members will have the privilege of participating in all UMES NAA activities, but they do not have voting rights and are not eligible to hold office. The Board, by a 2/3 vote, may elect a person to Honorary membership.
- II.2.6. Local Chapter. Any constituent or subordinate unit as described in Article VII of these Bylaws.
- II.3. Membership Year. July 1 to June 30.
- II.4. Membership Fees. The Board will establish membership fees and issue membership cards, as well as life membership certificates. Membership will be acquired through local chapters or directly from UMES NAA. No individual membership in UMES NAA at the local chapter level is sanctioned without membership at the national level. Although dues are received year-round, dues submitted at the end of the current membership year are applied to that year and cannot be rolled over or prorated to the upcoming membership year.
- II.5. Rights of Members. The only rights that Members will have are:
- II.5.1. all members have the right to participate in the general activities and programs of UMES NAA;
- II.5.2. financial members elect UMES NAA Board Members during an election year;
- II.5.3. financial members adopt, amend, and repeal the Articles of Incorporation of UMES NAA; and vote on any proposed bylaws amendment which would impact the rights of the Members.
- II.5.4. any other business matter the Board decides to put forth to Financial Members.
- II.6. Annual Meeting of the Members. The Annual Meeting of the Members will be held during Homecoming Weekend each year at a place, date, and time as determined by the Board. The primary purposes of this Annual Meeting are to:
- II.6.1. learn about the nominees for Officers of the Board;
- II.6.2. conduct necessary business; and
- II.6.3. transact any other business as might come before UMES NAA.

- II.7. Special Meetings of the Members. A Special Meeting of the Members may be called by the President, by majority vote of the Board, or upon a written petition signed by at least 25% of the voting Members. No business will be transacted at a Special Meeting, except as stated in the notice. The meeting is at the expense of the body that requested it.
- II.8. Notice of Meetings.
- II.8.1. Annual Meeting. Notice will be in writing and delivered at least 30 days, but not more than 90 days, prior to the meeting time.
- II.8.2. Special Meetings. The President will be afforded ten (10) calendar days to provide notice of the Special Meeting to the Members. Notice will be in writing and will state that it is a Special Meeting and include the time and place of the meeting and the purposes for the meeting.
- II.8.3. Written notice of meetings being called may be delivered by electronic transmission.
- II.8.4. Failure of notice to any Member will not invalidate the meeting or any action taken at the meeting.
- II.9. Waiver of Notice. A Member may waive any notice requirement by signing a written waiver of notice and delivering it to UMES NAA for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting will constitute waiver of notice unless, at the beginning of the meeting, the Member objects to holding the meeting or discussing business at the meeting.
- II.10. Quorum for Member Meetings. Quorum for the transaction of business at the Annual Meeting will consist of 5% of the Voting Members. Any Special Meeting of the Members will consist of 25% of the Voting Members of UMES NAA, present and participating in person, and three (3) Directors, one of which will be the President or First Vice President.
- II.11. Proxy Voting. Members may cast their votes in person or by written proxy. Votes cast by written proxy will be cast in conformance with Maryland Law regarding proxy voting. Members represented at a meeting of Members by written proxies will be counted in determining the presence of a quorum.

Article III: Board of Directors

- III.1. Role / Duties / Requirements. The management of UMES NAA will be vested in the Board of UMES NAA. The Board will have general charge of the affairs, property, and assets of UMES NAA. It will be the duty of the Board to carry out the mission and purposes of UMES NAA. Each Board member will regularly attend Board meetings, attend major functions of UMES NAA, and serve on one or more committees. In addition to the regular powers and authority of the Board, the Board will be expected to:
- III.1.a. Form an Audit Committee to conduct an internal audit of the financial records of UMES NAA and report the findings at the Annual Meeting. In the event that the budget is over five hundred thousand dollars (\$500,000.00), the Board will select

a Certified Public Accountant, who is not a member of the Board, to audit the financial records of UMES NAA and report the findings at the Annual Meeting;

- III.1.b. Submit a projected annual budget, including an operational budget and a program budget, at the Annual Meeting for approval by a majority of the Board Members present; and
 - III.1.c. Whenever feasible, provide “seed money” to local chapters for special chapter projects. The Board will determine the general criteria for receiving “seed money” and will make awards on a case-by-case basis.
- III.2. Classes. There will be only 1 class of Directors.
- III.3. Number / Composition. The Board will be composed of a minimum of 4 persons. The Directors will consist of the:
- III.3.a. elected Officers of UMES NAA;
 - III.3.b. Immediate Past President (ex-officio);
 - III.3.c. Local Chapter Presidents in good standing with UMES NAA;
 - III.3.d. Student Government Association President (ex officio); and
 - III.3.e. members appointed by the UMES NAA President (ex officio).
- III.4. Election / Vacancies. Election of Officers will be by secret ballot, which will include write-in candidates, or any other manner as may be determined by the Board. Any method of voting will ensure that all financial Members be afforded at least 30 calendar days’ notice to provide them an opportunity to participate in the process. A candidate for President may not be an employee of the University of Maryland Eastern Shore. In the event an Officer position becomes vacant, with exception of the office of President, the President will appoint a person to serve out the remainder of that term. In the event that the position is the First Vice President, the next highest-ranking Vice President will fill the vacancy until the appointment is made by the President. In the case of the President, the First Vice President will fill the vacancy.
- III.5. Requirements. All Board members and representatives of the Board must be financial at the local and national levels. The financial status of all UMES NAA Board members must be verified by the Treasurer and then a notice is to be sent to all financial Members, by the President, advising of the verification. The notice must be sent by the President after July 1 but before the first Board meeting of the new fiscal year.
- III.6. Term. Members of the Executive Board will serve a term of 2 years and may be eligible for re-election to a second consecutive term in the same position. No Member of the Executive Board may serve for more than 4 consecutive years in the same position. The term of office will begin effective July 1 of the election year and once the candidate takes the oath of office. The term of office will expire on June 30th of the following membership year and at the installation of the newly elected Executive Board Member.
- III.7. Resignation. A member of the Executive Board may resign by submitting a written resignation to the President or to the other Directors, if the resigning Executive Board

Member is the President. All resignations will be noted in the minutes of the next Board meeting after the resignation.

- III.8. Officers. The elected Officers will consist of, at a minimum, President, First Vice President, Treasurer, and Recording Secretary. Other Officer positions that may be filled are Second Vice President, Third Vice President, Fourth Vice President, Corresponding Secretary, Financial Secretary, Parliamentarian, Chaplain and Sergeant-at-Arms.
- III.9. Authority and Duties. The members of the Executive Board will have the authority and responsibility delegated by the Board and as follows:
- III.9.a. President. The President will preside over all meetings of UMES NAA; appoint committees; provide leadership to the activities of UMES NAA; call special meetings; perform such other duties that usually pertain to the office; and be the official spokesperson of UMES NAA.
- III.9.b. First Vice President. The First Vice President will perform all duties of the President during their absence or disability; serve as Chairperson of the Development Committee with specific responsibilities of implementing UMES NAA philanthropic efforts through sponsorships, partnerships, grants, fundraising events, and individual/chapter contributions that benefit UMES NAA and UMES; and perform other duties as assigned by the President.
- III.9.c. Second Vice President. The Second Vice President will be responsible for increasing the membership of UMES NAA; serve as Chairman of the Membership Committee; be responsible for increasing alumni membership through the growth of alumni chapters and actively engaging students and young alumni; and perform such other duties as may be assigned by the President.
- III.9.d. Third Vice President. The Third Vice President will direct special activities of UMES NAA; serve as Chairperson of the Homecoming Committee; and perform such other duties as may be assigned by the President.
- III.9.e. Fourth Vice President. The Fourth Vice President will keep UMES NAA informed of legal and legislative issues affecting higher education, particularly within the State of Maryland, and as these issues pertain to historically black colleges and universities; serve as Chairperson of the Legislative Affairs Committee; and perform such other duties as may be assigned by the President.
- III.9.f. Treasurer. The Treasurer will maintain the financial records of UMES NAA, review financial statements, maintain annual compliance by completing filings with the state and the IRS, disburse all monies, subject to the approval of the Board, and other financial duties.
- III.9.g. Financial Secretary. The Financial Secretary will maintain an active record of all members and will collect all monies on behalf of UMES NAA.
- III.9.h. Recording Secretary. The Recording Secretary will be responsible for coordinating all administrative and clerical affairs of UMES NAA, including but not limited to, recording minutes of all Board meetings and the Annual Meeting.

All minutes will be distributed to the Board no later than 15 calendar days prior to the next meeting.

- III.9.i. Corresponding Secretary. The Corresponding Secretary will record the minutes in the absence of the Recording Secretary and assist the Recording Secretary in carrying out their functions. The Corresponding Secretary will be responsible for all incoming/outgoing correspondence. The Corresponding Secretary will send out appropriate cards, flowers, and other courtesies, including issuance of proclamations, as the need arises.
 - III.9.j. Parliamentarian. The Parliamentarian will provide assistance to the President in the interpretation of the Articles of Incorporation and Bylaws of UMES NAA and will serve as chairman of the Bylaws Revision Committee.
 - III.9.k. Sergeant-at-Arms. The Sergeant-at-Arms will be the official guard of the door to ensure the privacy of official ceremonies and meetings. They will set the standard for protocol for UMES NAA.
 - III.9.l. Immediate Past President. The Immediate Past President will provide guidance to the current President and Board, as appropriate.
 - III.9.m. Chaplain. The Chaplain will send out appropriate cards, flowers, and other courtesies, including issuance of proclamations, as the need arises.
- III.10. Compensation. The members of the Executive Board of UMES NAA will serve without compensation. Directors may be reimbursed for pre-approved, direct expenses reasonably incurred on behalf of UMES NAA. Nothing in this paragraph is intended to preclude a Director from receiving compensation for their service to UMES NAA in some other capacity, provided the transaction is consistent with UMES NAA's conflict of interest policy and these Bylaws.
- III.11. Employment. If an individual or any member of that individual's immediate family (parent, grandparent, child, grandchild, sibling, spouse) is employed by UMES NAA, that individual is disqualified from serving on or election to the Executive Board, unless the Executive Board evaluates the situation, which may involve a conflict of interest, and determines that it is in the best interest of UMES NAA for that individual to continue serving on or be elected to the Board.

Article IV: Board Meetings

- IV.1. Regular Meetings. Regular meetings of the Board will be held at least 4 times per year.
- IV.2. Special or Call Meetings. Special or Call Meetings of the Board will be held at any time and at any place reasonable when called by the President or by at least 3 Directors or 25% of the Directors, whichever is greater. Business transacted at a Special or Call Meeting will be confined to the purposes of the meeting stated in the notice of the meeting.

- IV.3. Notice of Meetings. Notice of a Regular Meeting will be in writing, including electronic communications, and delivered at least 10 days before the date of the meeting to all Directors. Notice of a Special or Call Meeting will state that it is a Special or Call Meeting and include the purposes of the meeting, and may be given orally or in writing, including electronic communications, at least 72 hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting. Failure of any Director to respond to a notice will not invalidate the meeting or any action taken at the meeting.
- IV.4. Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an Executive Session, where only voting Directors and other persons invited by the Board may be present. The decision to enter Executive Session will be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only the actions taken.
- IV.5. Voting / Quorum. Except as otherwise provided in these Bylaws, decisions will be by majority vote of those present and eligible to vote at any meeting that has met quorum. A majority of the total number of Directors of UMES NAA eligible to vote will constitute a quorum. Ex officio Directors are non-voting members and do not count toward quorum. Each voting Director will have 1 vote. There will be no proxy voting.
- IV.6. Remote Participation. Members of the Executive Board, as well as Directors, may participate in meetings and vote on matters discussed therein by telephone or video conference or similar communications equipment where all persons participating in such meeting can communicate with each other at the same time. Participation by such means will constitute in-person presence of the Director at the meeting.
- IV.7. Action Without Meeting. Any action that may be properly taken by the members of the Executive Board or the Board, assembled in a meeting, may also be taken without a meeting, if unanimous consent in writing, including electronic communications, setting forth the action so taken is given by all the Directors entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Directors assembled and will be filed with the minutes.

Article V: Removal of Directors and Committee Chairpersons

- V.1. Requirements for Cause. The UMES NAA Board and the voting Members will have the power to remove any Director or committee Chairperson from office for cause, which includes, but is not limited to, failure to perform the duties of office, breach of fiduciary duties, including deliberate misrepresentation of policies, goals, and objectives (e.g., improperly implementing programs or instructions), wrongful use of funds, or actions clearly contrary to UMES NAA's Articles of Incorporation or Bylaws. A Director may also be removed for failure to attend two (2) regularly scheduled Board meetings in one (1) membership year.
- V.2. Procedure. Before UMES NAA's Board or the voting Members can vote on the removal of a member of the Executive Board or committee Chairperson, formal charges must be

specified by a Member of UMES NAA. The President must notify the individual, in writing, of the proposal to remove from position. The charges must detail the nature of the acts for the removal. The charges must also be forwarded to the Board so that the allegations can be investigated. The investigation may include appropriate hearings in which the individual in question will be invited to present a defense on their behalf. Upon the completion of the investigation, the Board will render a recommendation for vote. After the notice of proposal to remove is issued, the recommendation will be the first order of business at the next appropriately scheduled meeting. Such a decision must be transmitted in writing to the subject individual within five (5) business days after the decision is made. If approved, the individual will be removed from the Board and any committees they are a member of.

V.2.1. If by Appointment. If the member of the Executive Board was appointed to their position, then the recommendation will be made to the Board and must be approved by a 2/3 vote of the Board.

V.2.2. If by Election. If the member of the Executive Board was elected to their position, then the recommendation will be made to the voting Members and must be approved by a 2/3 vote of the voting Members.

Article VI: Committees

VI.1. Creation and Powers. The Board may create such committees with such powers as it deems wise to have by majority vote of Directors at a meeting that has met quorum, but the Board may not transfer any fiduciary duties to said committees. Committees may be formed on an ad hoc basis or may be a standing committee as provided below or in the resolution. The committees will perform work specifically tasked by the Board and for the duration designated. The committees will be overseen by a Chairperson and provide reports or recommendations to the Board following each committee meeting. Committees only have authority over specific tasks designated by the Board, so regardless of Board resolution, committees may not:

VI.1.1. take any final action on matters that require full Board approval;

VI.1.2. fill vacancies on the Board or any of its committees;

VI.1.3. amend the Articles of Incorporation;

VI.1.4. adopt, amend, or repeal the Bylaws;

VI.1.5. amend or repeal any resolution of the Board;

VI.1.6. appoint any other committees of the Board;

VI.1.7. expend corporate funds except for an expressly Board-authorized purpose;

VI.1.8. approve a plan of merger, consolidation, or dissolution, or transfer of assets of UMES NAA;

VI.1.9. employ or discharge anyone from employment with UMES NAA;

- VI.1.10. committees will not enter into any agreement, contract, or obligation on behalf of UMES NAA; and
- VI.1.11. committees and their members will not portray themselves publicly as representing UMES NAA.
- VI.2. Appointments. The President will serve as an ex officio member of all committees. The President will appoint the members and the Chairperson of each committee. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. The President may appoint to committees persons who are not Directors of UMES NAA.
- VI.3. Committee Chairs. All committees created by the Board will be chaired by a member of the Board or, in the case of co-Chairs, at least one Chair must be a member of the Board, unless otherwise specified in these Bylaws.
- VI.4. Minutes. Committee minutes must be kept and record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Board and must become part of the corporate record.
- VI.5. Standing Committees. There will be the following Standing Committees:
- VI.5.1. Membership Committee. This committee will consist of the Second Vice President as Chairperson and a representative from each Local Chapter. It will be the responsibility of this committee to monitor membership status and recommend strategies for the recruitment, retention, and reactivation of members.
- VI.5.2. Finance Committee. The Treasurer will be Chairperson of this committee. The committee will prepare and supervise the annual budget and be responsible for auditing all accounts and Local Chapter finances.
- VI.5.3. Homecoming Committee. This committee will consist of the Third Vice President as Chairperson, a representative from each Local Chapter, and other members of the Board as necessary. It will be the function of this committee to plan and execute all homecoming activities.
- VI.5.4. Development Committee. This committee will consist of the First Vice President as Chairperson and a representative from each Local Chapter. This committee will be responsible for implementing UMES NAA's philanthropic efforts through grants, fundraising events, and individual/chapter contributions that benefit UMES NAA and UMES.
- VI.5.5. Legislative Affairs Committee. The Fourth Vice President will serve as Chairperson of this committee. This committee will keep UMES NAA informed of legal and legislative issues affecting higher education, particularly within the State of Maryland, and as these issues pertain to historically black colleges and universities.
- VI.6. Ad Hoc Committees. These committees will accomplish specific tasks on a short-term basis, and once the tasks are completed will be dismissed.

- VI.6.1. Bylaws Revision Committee. The Parliamentarian will serve as Chairperson of this committee. Every 2 years, when there is a change in leadership, this committee will review these Bylaws for consistency with the policies and practices of UMES NAA, and propose and draft any changes, if necessary.
- VI.6.2. Nominating Committee. The Nominating Committee will be comprised of no more than five (5) financial Members of UMES NAA. The President will appoint the slate of committee members biennially by August 1st and provide the names to the Corresponding Secretary. The Corresponding Secretary will submit in writing the names of the committee members to the Board. No current elected Officers or ex officio members of the Board are eligible to serve on this Committee. The President will appoint one of the five (5) members to serve as Chairperson of the committee. In the absence of a Nominating Committee, nominations by ballot sent out by the President as well as floor nominations will be accepted.
- VI.6.2.1. The Nominating Committee will send out notification to all paid members requesting the names of potential candidates for each office by August 15th.
- VI.6.2.2. The Nominating Committee will receive nominations until October 15th.
- VI.6.2.3. The Nominating Committee will ascertain the eligibility and desire of each candidate to hold office no later than October 31st, at which time, the Nominating Committee will forward such slate to the Corresponding Secretary.
- VI.6.2.4. The Corresponding Secretary will submit in writing the names of the nominees to the Board no later than seven (7) business days before the Annual Meeting. Such slate will be deemed the “Official Slate of Candidates” for election to the UMES NAA.
- VI.6.2.5. The Official Slate of Candidates for election will be presented at the Annual Meeting of UMES NAA. Nominations may also be made from the floor of the meeting, provided the Nominating Committee is able to determine eligibility and desire to hold office.
- VI.6.2.6. The Corresponding Secretary then presents the Official Slate of Candidates for consideration by the membership. Each candidate for office will be provided with the opportunity to make a presentation to the membership at the Annual Meeting and may promote their selection between the date of the Annual Meeting and December 31st.
- VI.6.2.7. The role of the Nominating Committee ceases at the time the Official Slate of Officers is announced. Thereafter, the Elections Committee continues the process.
- VI.6.3. Elections Committee. The Elections Committee will be comprised of no more than 5 financial Members of UMES NAA. The President will appoint the slate of

nominees biennially by August 1st to the Corresponding Secretary. No current elected Officers or ex officio members of the Board are eligible to serve on this Committee. The President will appoint one of the five (5) members to serve as Chairperson of the committee.

- VI.6.3.1. The purpose of the Elections Committee is to supervise the UMES NAA election. This process will include the establishment of appropriate mechanisms and procedures for conducting the elections in accordance with UMES NAA's Articles of Incorporation and Bylaws.
- VI.6.3.2. Only members of UMES NAA who are financial by the close of the Annual Meeting will be eligible to vote for the candidates for office.
- VI.6.3.3. The Elections Committee prepares the ballot, and with the assistance of the Corresponding Secretary, mails the ballot, no later than February 1st, to all UMES NAA members who were financial as of the close of UMES NAA's Annual Meeting.
- VI.6.3.4. Ballots must be returned and postmarked no later than March 1st to be counted in the election.
- VI.6.3.5. The Elections Committee will tally all ballots and provide the results of the election in writing to the Board no later than ten (10) calendar days after the deadline to receive ballots has passed. The Elections Committee will advise all candidates regarding the date, time, and location at which the ballots will be tallied. All candidates will have the opportunity to observe the official counting of the ballots.
- VI.6.3.6. Questions arising during the nomination and election process will be directed to the Chairperson of the respective committee and will be resolved by that committee.
- VI.6.3.7. Once the ballots have been tallied, the Elections Committee will present the final tabulations to the Board. The Board will notify all candidates of the results of the election immediately, or as soon as possible following the tabulation. The UMES NAA membership will be notified in writing no later than ten (10) days following the tabulation of the votes.
- VI.6.3.8. The installation of the new Officers will take place at the May meeting.
- VI.6.3.9. If a need arises for a special election, the President and Board will determine the timetable for such election.

Article VII: Local Chapters

- VII.1. Subordinate Unit. All local chapters are constituent and subordinate units of UMES NAA, subject to the general authority, jurisdiction, and governance of UMES NAA and its Board. As subordinate organizations, local chapters do not have to apply for exemption from the IRS individually because they fall under UMES NAA's group exemption, and therefore, do not have separate IRS determination letters. However, if a local chapter decides to apply for their own exemption and remain under the group exemption, the local chapter may not be issued a separate IRS determination letter.
- VII.2. Establishment. The Board will oversee and authorize the establishment of all local chapters in any region. Local chapters may be established in a community, city, or other geographical area and will be open to all individuals who qualify for regular and life memberships as defined in these Bylaws.
- VII.3. Letter of Intent. Any group of 5 or more persons eligible for regular membership in UMES NAA may organize a local chapter with the approval of the Board. If a petitioning group cannot get 5 members within 6 months of submitting the Letter of Intent, the Board may waive this requirement. To obtain approval to start a local chapter, a Letter of Intent must be submitted to UMES NAA's Board. Such groups may be granted their own separate charter or instructed to join an existing local chapter.
- VII.3.1. Contents. The Letter of Intent should describe:
- VII.3.1.1. The approximate geographic area or target community of the proposed local chapter.
 - VII.3.1.2. The estimated number of members.
 - VII.3.1.3. The names, addresses, and signatures of the petitioning persons.
 - VII.3.1.4. The local chapter's proposed Articles of Incorporation and Bylaws.
 - VII.3.1.5. Contain the appropriate UMES NAA local chapter dues.
 - VII.3.1.6. Contain any other information documenting the potential of the petitioning group for furthering UMES NAA's goals and mission.
- VII.4. Authorization. The Board will set a reasonable timeframe for a local chapter's establishment based on the circumstances of the local petitioning group. Such a petitioning group will not be held in abeyance longer than 6 months. The Board and the President will be responsible for the issuance of local chapter charters. The Board will ensure that the local chapters continue to qualify to be exempt and will report any changes (addition or dissolution of chapters, changes in chapter names, etc.) to the IRS. Local chapters must maintain at least five (5) dues-paying members to remain in active status.
- VII.5. Reporting Requirements. If required, the Board will assist local chapters with any state and federal filings. Once established, local chapters will submit to UMES NAA yearly written reports for each fiscal year (July 1st to June 30th) with the Board, which includes:
- VII.5.1. End-of-year financials;
 - VII.5.2. Program accomplishments;

- VII.5.3. Problems encountered, actions taken to resolve them, and the outcomes, and any changes in local chapter membership;
 - VII.5.4. Chapter Bylaws and Articles of Incorporation, with any amendments;
 - VII.5.5. Other reports as required by the Board; and
 - VII.5.6. All reports will be due no later than October 1st annually.
- VII.6. Fees. Local chapters may collect UMES NAA and local chapter membership fees from all members. Local chapters will promptly remit UMES NAA's fees to the UMES NAA's Financial Secretary. All local chapter fundraising activities must be conducted in the name of the local chapter.
- VII.7. Governance Documents. Local chapter governance documents (e.g., Articles of Incorporation and Bylaws) must not conflict with UMES NAA governing documents. Local chapters must abide by the provisions set forth in the UMES NAA Bylaws that apply to local chapters.
- VII.8. Suspension.
- VII.8.1. Failure to Report. If a local chapter fails to submit its annual report and fees in accordance with these Bylaws, the local chapter may be suspended for noncompliance.
 - VII.8.2. Chapter Inactivity. If a local chapter does not maintain at least a financial President, First Vice President, Recording Secretary, Treasurer and one other financial member, the local chapter will be suspended for inactivity.
 - VII.8.3. Governance Violations. If a local chapter flagrantly disregards its chapter charter, Articles of Incorporation, Bylaws, or sanctioned guidelines or programs of UMES NAA, the local chapter will be suspended for governance violations.
 - VII.8.4. Notice of Suspension.
 - VII.8.4.1. A local chapter must be notified in writing of any violations that carry a suspension penalty.
 - VII.8.4.2. Said local chapter will have 30 calendar days to correct any such infractions and be afforded a full hearing before the Board, on the charges, before voting of the suspension penalty.
 - VII.8.4.3. Thereafter, should the Board determine it to be in the best interest of UMES NAA, and upon a 2/3 vote of the Board, such suspension will be effective immediately.
 - VII.8.5. Enactment of Suspension. If a local chapter is suspended, it must immediately:
 - VII.8.5.1. Seal all records;
 - VII.8.5.2. Freeze its bank account(s) within the next business day;

- VII.8.5.3. Cease all activity, not to be resumed until authorized in writing by the Board, but in no case not to exceed one (1) year; and
 - VII.8.5.4. Immediately surrender its Articles of Incorporation and chapter charter.
 - VII.8.5.5. Such suspension will not invalidate individual memberships in UMES NAA.
- VII.9. Expulsion. At the end of the suspension period, if a local chapter has not resolved the infraction to the satisfaction of the Board, UMES NAA will initiate disaffiliation procedures for the local chapter. Prior to expulsion, the affected local chapter will be afforded an opportunity for a full hearing. Local chapter expulsion requires at least a 2/3 vote of the Board.
- VII.9.1. Enactment of Expulsion. If expulsion is necessary, UMES NAA will proceed to disaffiliate the local chapter as an active subordinate organization under its group exemption under the Internal Revenue Code. The disaffiliated local chapter also must:
- VII.9.1.1. File Articles of Dissolution with Maryland SDAT to officially cease operation of the local chapter or show proof of name change so there is no confusion about the disaffiliation;
 - VII.9.1.2. Never use any UMES NAA or local chapter branding, logos, trademarks, marketing materials, copyrights, or other items; and
 - VII.9.1.3. Transfer all assets and personal property to UMES NAA or another local chapter in accordance with 501(c)(3) charitable property distribution rules.

Article VIII: Miscellaneous

- VIII.1. Accounting Period. The accounting period of UMES NAA will be from July 1st to June 30th.
- VIII.2. Amendments.
- VIII.2.1. Bylaws. These Bylaws of UMES NAA may be amended, changed, or deleted as necessary by approval of a 2/3 majority vote of the Board. Such amendments, changes, or deletions will become effective immediately, unless stated otherwise in the amendment resolution.
 - VIII.2.2. Articles of Incorporation. The Articles of Incorporation may be altered or amended by a majority of the financial Members at an Annual Meeting or at a Special Meeting called for that purpose. Notice of amendments will be mailed to each financial member thirty (30) calendar days prior to any scheduled adoption meeting.
- VIII.3. Conflicts of Interest. The Board will adopt a Conflicts of Interest policy that covers Officers, staff, and volunteers with significant decision-making authority with respect to

the resources of UMES NAA. The Conflicts of Interest policy will identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors will be by majority vote of the Directors present at a meeting that has met quorum. An interested party will not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy must require that the minutes of the meeting will reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.

VIII.4. Corporate Records. UMES NAA will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board and all committees and will keep at the Principal Office of UMES NAA a record of the names and addresses (both mail and email) of the Directors as well as its Articles of Incorporation, current Bylaws, and Board-approved policies. UMES NAA will make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its three (3) most recently filed IRS Form 990s. All books and records of UMES NAA may be inspected by any Director within three (3) business days of written request.

VIII.5. Dissolution. UMES NAA may be dissolved by a 2/3 vote of the financial Members provided that notice of the proposed dissolution has been submitted to the Members in writing with written notice of the meeting date to decide on the proposed dissolution at least 30 days prior to the meeting date.

VIII.5.1. Distribution of Assets. In the event of the dissolution of UMES NAA, its assets will be distributed to the University of Maryland Eastern Shore, as long as it is a viable educational institution and a 501(c)(3) tax-exempt organization, or distributed to such 501(c)(3) tax-exempt, nonprofit organizations as may be determined by UMES NAA Members.

VIII.5.2. Distribution Restrictions. There will be no general distribution of property or other assets to any Director, volunteer, employee, or Member of UMES NAA at any time beyond reasonable reimbursement of expenses. No Director, volunteer, employee, or Member will be held personally liable to any creditors or UMES NAA for an indebtedness or liability incurred pursuant to these Bylaws. Such creditors must look only to the assets of UMES NAA for payment.

VIII.6. Exoneration. To the fullest extent permitted by state or federal law, no Director of UMES NAA will be personally liable to UMES NAA for damages. Directors will not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

VIII.7. Indebtedness. UMES NAA will not be responsible for indebtedness or obligations of any of the local chapters, their Directors, or their agents. The UMES NAA President will be authorized to make expenditures or obligations not to exceed \$1,000.00 between Board Meetings. Any spending outside of the allowable limit requires prior approval of the

Board. Such expenditures must be ratified at the next Board meeting by 2/3 majority vote, or the President must reimburse the UMES NAA. All other expenditures will be approved budget items or expenditures authorized by the Board.

- VIII.8. Indemnification. UMES NAA will indemnify: (a) its Directors to the fullest extent permitted by state and federal law, including the payment of related legal fees; and (b) UMES NAA employees and agents to such extent as authorized by the Board. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled.
- VIII.9. Insurance: The Board will evaluate UMES NAA’s insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors’ and officers’ liability insurance.
- VIII.10. Limitations on Financial Liability. No local chapter, Director, or member of UMES NAA will have the authority or power to impose or incur financial liability on the part of UMES NAA without express authorization of the Board, in writing and obtained at least 15 calendar days in advance, except as provided herein.
- VIII.11. Non-Discrimination. UMES NAA’s Directors, employees, volunteers, and persons served will be selected in a non-discriminatory manner with respect to age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation with any of its policies, procedures, or practices.
- VIII.12. Parliamentary Authority. The current edition of Robert’s Rules of Order Newly Revised and the Maryland statute will govern in any case where a matter of parliamentary procedure is raised and/or when they are not consistent with the Articles of Incorporation or Bylaws of UMES NAA.
- VIII.13. Severability. If any portion of these Bylaws is declared void, and is to be stricken, all other portions of these Bylaws remain in effect.
- VIII.14. Signature Authority. All checks, notes, acceptances, and orders for payment of money will be signed by any individual authorized by the Board as described in UMES NAA’s financial policies or in these Bylaws. All contracts, leases, and deeds of any kind will be signed by the President, or any other agent of UMES NAA designated by the Board.

Adopted by the Board of Directors on _____, 2021.

President

Date

I, Kimberly Jones, being Recording Secretary of UMES NAA, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Board of Directors.

Kimberly Jones
Secretary

11/13/2021
Date

Version History:

First Adopted: February 2009
Latest Revision: November 2021