

**BYLAWS OF
THE FRIENDS OF SHAW UNIVERSITY (CYBER) ALUMNI CHAPTER**

ARTICLE 1

Name

1.1 The name of the organization shall be the Friends of Shaw University (*Cyber*) Alumni Chapter, hereinafter referred to as “FOSU.”

ARTICLE II

Purposes

- 2.1 The purposes and objectives of the FOSU shall be as follows:
- 2.2 To be Shaw University’s first and only affiliate chapter of the National Alumni Association, hereinafter referred to as the “NAA” officially authorized to conduct its activities exclusively on-line or through other forms of technology commonly employed by virtual groups, such as Teleconferencing and Videoconferencing.
- 2.3 To encourage the close fellowship of all alumni and friends interested in the survival of Shaw University through plan giving.
- 2.4 To be a virtual gathering place on the world wide web for members of the FOSU community.
- 2.5 To be an affiliate chapter of the NAA focused on delivery of stellar leadership through honesty, transparency, and the highest forms of ethical standards.
- 2.6 To encourage all cyber alumni members to become bona fide members of the NAA and remain in good standing.
- 2.7 To be afforded the autonomy necessary by the NAA to conduct the affairs of the FOSU as envisioned by its duly recognized representatives.
- 2.8 To be open to all alumni and friends of the University who are concerned with the ideals upon which Shaw University was founded regardless of geographical location.
- 2.9 To be the principal advocate for those individuals who have decided to become members of the FOSU regardless of their affiliation with another recognized chapter of the NAA.
- 2.10 To assist in the growth of Shaw University’s general student population by helping to recruit desirable students who are interested in pursuing their educational endeavors at the first HBCU founded in the South.

ARTICLE III

Membership

3.1 **Classes of Membership.** The FOSU shall consist of one class of Voting Members and several classes of Non-Voting Members. The designations, qualifications and rights of each class shall be as follows:

3.1.1 Class of Voting Members: The class of Voting Members shall consist of all eligible members in good standing who have submitted the appropriate identifying information and paid their annual membership dues.

3.1.1(a) Eligibility. Any Shaw University Alumni shall be eligible to become a Voting Member of the FOSU upon 1) having been conferred with a degree from Shaw University; 2) registering with the internet site; 3) not having served in an official leadership capacity of a recognized chapter of the NAA in the last two years; and 4) paying the appropriate dues.

3.2 A separate category of the FOSU membership shall remain open to individuals who desire to become Associate members. This group will include individuals who have not been conferred with a degree from Shaw University, but desire to be associated with the FOSU. Those individuals in this particular class understand that they are precluded from holding elected office in the chapter; however, at the discretion of the President with the consent of the Executive Board they may serve as a political appointee.

3.2.1 Eligibility. Any former-Shaw student who spent not less than one academic semester matriculating at Shaw, provided that they have paid their annual Cyber chapter dues and are in good standing with the group. This category shall also include those persons who are currently enrolled as students of Shaw University (*who will*

receive Executive friends of the recognized have received Board of those individuals NAA will fall under also paid the Associate Members of the

a discounted membership fee to be determined by the Board), and those persons identified as family and alumni who are not themselves active in any other chapter of the NAA. Inclusive of those persons who honorary degree(s) from Shaw and/or served on its Trustees within the last two calendar years. Also, who are considered lifetime members of the this particular category provided they have appropriate annual dues to become Cyber chapter.

3.3 **Membership Year.** The period under which a member of the FOSU is in good standing upon payment of annual dues. Annual dues shall be renewable on or before the anniversary date that the said member joined the Cyber chapter.

3.4 **Membership Dues.** The current annual membership dues are \$75.00 for those who are not a member of a local Shaw University Alumni Chapter and \$25.00 for those who are members in good standing with an affiliate chapter recognized by the NAA and agree to the non-voting status of all Associate Members.

3.4.1 Membership in the FOSU is non-transferable and all dues paid are non-refundable.

3.5 **Good Standing.** To be in good standing, a member shall not be in default of the payment of dues required of all FOSU members.

3.5.1 The Executive Board, by a majority vote, may terminate, suspend or expel a Member for cause after a hearing before the Board.

3.6 **Meetings of the Membership.** The FOSU will hold one (1) official meeting a month via Teleconferencing that will be announced in advance by the Office of the President.

3.6.1 Special meetings of the Membership may be called by the President or his/her designee and will be announced via e-mail. As a result, it is extremely important that all active members of the FOSU keep a current e-mail address on file, so they can be properly notified.

3.7 **Voting.** Each Voting Member of the FOSU shall be entitled to one (1) vote on each matter submitted for vote at a Meeting of Members. A majority of the votes entitled to be cast, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members.

3.7.1 Voting by proxy will not be permitted unless approved by the Office of the President in advance.

3.8 **Minutes.** All official meetings will be recorded and either posted on the FOSU's official web site or in a downloadable format for future review. What this means is that all parties agree not to hold the organization, its officers, and/or appointees liable for any recordings that may contain their remarks. In addition, only members in good standing with the FOSU are invited to share in the information that will be disseminated during the course of official meetings. Further, those views held by an individual not serving in an official capacity of the group are considered their own. It is important to note this fact as a result of the way future meetings may be conducted. If, for example, an individual attributes a statement that they have discovered in the course of web-related research on a particular topic, it is in no way a reflection of the organization's endorsement of the comment. By virtue of your membership in this organization you

agree to conduct yourself in a way that is respectful of the laws that hold us all accountable for our actions. Also, you waive the right to hold the FOSU and its representatives responsible for anything that you might say that is later uploaded for others to hear. In effect, you agree to the recording of your voice during meetings regardless of the country, state, city, county or municipality that you reside. The FOSU is an organization founded on the principle of complete transparency and its members understand the importance of the rule of law.

ARTICLE IV

OFFICERS OF THE CYBER CHAPTER

4.1 The official officers of the Cyber chapter shall consist of the Office of the President, which will have a Vice-President(s), Secretary, Treasurer, Special Advisor to the Office of the President, and a Chaplain - who may be a member of the lay community. With the exception of the President who must stand for election all other officers will serve at the discretion of the President-elect and are therefore considered political appointees.

4.2 The election of the President shall be held biennially, and that person may succeed his/her term only twice, unless otherwise ruled by a majority of the voting members.

4.3 The election of the President shall be held on even years beginning in 2010 as a result of the charter members having officially elected the President during the fourth quarter of 2008. All other officers are considered political appointees and as such serve at the total discretion of the President who may remove them for cause. In addition, the President may appoint members of the Executive Board to multiple committees in an effort to ensure that the goals and objectives of his/her administration are being met.

4.4 **Vacancies.** All vacancies that occur on the Executive Board with the exception of the President shall be made by the President at his/her discretion with the consent of the Executive Board. If the President vacates his/her office by resignation or is no longer able to fulfill the duties of the office then a Special Election shall be called by the Executive Board of which nominations will be entertained prior to submission before the Membership.

4.4.1 **Resignation.** A member of the Executive Board may resign at any time by simply stating that it is his/her intentions to do so and will be asked to surrender all materials that belong to the FOSU. Those items are inclusive of any accounts that are being held in his/her possession and or literature deemed confidential.

4.5 **Executive Board.** The Executive Board of the FOSU shall consist of the President, Vice-President(s), Secretary, Treasurer, Special Advisor to the Office of the President, and any other person the President decides is necessary to carry out the goals

and objectives of his/her administration. Each member agrees to carry out his/her service to the Board in a way that is consistent with others similarly situated which means he/she owes a fiduciary duty to the FOSU and its overall objectives.

- 4.5.1 The duties of the Executive Board shall be to respond to the call from the President for the purpose of discussing and analyzing matters to be presented for consideration by the FOSU.
- 4.5.2 An official quorum for the transaction of official business shall consist of the President or his/her designee, and a minimum of the majority of those persons who make-up the Executive Board.

ARTICLE V

Affiliations

- 5.1 The FOSU may become a member of any organization upon approval by the members of the Executive Board, provided the purposes, actions and goals of the organization being considered are consistent with those of the Cyber chapter.
- 5.2 The Executive Board shall designate representative(s) or delegate(s) to any organization, as defined in Section 5.1, from among its members by affirmative resolution for a term to be decided at the official appointment.
- 5.3 The Executive Board shall approve the payment of dues to any organization, as defined in Section 5.1, as may be required for membership in such organization.

ARTICLE VI

General Provisions

- 6.1 **Contracts and Execution of Instruments.** All contracts or other instruments requiring execution by the FOSU in the normal course of business shall be submitted to the Office of the President for review and recommendation to the Executive Board. Contracts or other instruments shall be signed by the President, if required, countersigned by his/her designee, except where the signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the FOSU. No contracts or other instruments may be entered into or signed on behalf of the FOSU without the prior approval of a majority of the Executive Board.
- 6.2 **Fiscal Year.** The fiscal year of the FOSU shall be the calendar year.
- 6.3 **Parliamentary Authority.** The rules contained in the current version of *Robert's Rules of Order Newly Revised* shall govern the FOSU in cases to which they are applicable so long as they are not inconsistent with these Bylaws or any special rules of order the FOSU may adopt.

6.4 **Indemnification.** Persons who serve as Officers and/or Appointees of the FOSU shall be indemnified to the fullest extent as permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding, whether brought in the name of the FOSU or otherwise, arising out of their service to the FOSU or to an other organization at the request of the FOSU. Persons who are not Officers, members of the Executive Board, and/or official appointees will not be afforded such rights and agree to be held liable for their own inappropriate conduct.

6.5 **Amending Bylaws.** The President reserves the exclusive right to call for any amendments to the aforementioned bylaws with the consent of a majority vote by the Executive Board. All other suggestions will be studied, noted and taken under advisement.

6.5.1 At or before the current term expires of the *Chartered Members'* who were duly elected or appointed to serve through 2010 (a Special Convention-for-the-Reconsideration-of-the-FOSU's Bylaws) shall be called that will exclusively comprise the *Voting Members of the Executive Board* for the said purpose of reconsidering and/or modifying the Bylaws. This was unanimously approved after deliberation Members of the Executive Board who were in attendance at *session* which immediately followed the general meeting *first Day of January in the Year Two Thousand and Nine.*

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So Say We All