

**Wiley College
National Alumni Association,
Incorporated**



**Constitution and Bylaws
2020 Edition**

**WILEY COLLEGE NATIONAL ALUMNI ASSOCIATION, INC.
CONSTITUTION AND BYLAWS**

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**WILEY COLLEGE NATIONAL ALUMNI ASSOCIATION, INCORPORATED
CONSTITUTION AND BYLAWS**

**ARTICLE I
NAME, PURPOSE, OBJECTIVE AND POWERS**

Section 1. Name

Wiley College National Alumni, Incorporated shall be known as WCNAA, Inc.

Section 2. Purpose

WCNAA, Inc., is a non-profit organization whose purpose is to create and maintain alumni relations in sustaining and perpetuating the growth, stability, and well-being of WCNAA, Inc. and the Wiley College (the College) through various initiatives and undertakings.

Section 3. Objectives

In line with the purpose, WCNAA, Inc. will seek to:

- A. Generate and contribute financial support for the College
- B. Undertake initiatives to sustain the financial solvency and stability of WCNAA, Inc.
 either through membership donations/fees and/or fundraising programs and projects to
 foster a closer relationship between the members of the organization
- C. Promote harmony and develop loyalty to the College and WCNAA, Inc.
- D. Acquaint the members of WCNAA, Inc. with their responsibility to the College and WCNAA, Inc.
- E. Demonstrate the advantages of attending Wiley College to the best and brightest high school students and others looking to further their educational opportunities
- F. Strengthen existing Wiley Clubs, revitalize inactive clubs, and organize new clubs
- G. Make an annual contribution(s) to the College

Section 4. Powers

In order to effectively fulfill its purpose and objectives, WCNAA, Inc. shall have the power to:

- A. Elect officers and appoint committees
- B. Make rules and regulations, and amend or adopt a Constitution and Bylaws
- C. Execute and accomplish plans adopted according to the letter and spirit of WCNAA, Inc.'s rules as reflected in its Constitution and Bylaws
- D. Make suggestions and recommendations to the College and its representatives on the planning, execution, and evaluation of its programs
- E. Award scholarships, support programs, and provide funds for the general operations of WCNAA, Inc. and to sustain the College programs
- F. Provide for the perpetuation of the organization in all ways necessary for its continued existence

ARTICLE II
MEMBERSHIP, CONSTITUENTS, AND MEMBERSHIP PRIVILEGES

Section 1. General Membership

General membership shall be comprised of all financial graduates and former students of Wiley College who have paid annual dues or the life membership fee. First year graduates of the College will receive free membership for one year following their date of graduation.

Section 2. Associate Membership

Supporters of Wiley College and graduates of historically black colleges and universities may be associate members of WCNAA, Inc. Associate members maintain active status by paying annual membership dues or becoming life members.

Section 3. Life Membership

Life membership may be obtained by full payment of the current life membership fee.

Section 4. Honorary Membership

Honorary membership may be extended to non-graduates of Wiley for highly significant services and support to WCNAA, Inc. and the College.

Section 5. WCNAA, Inc. Publication

WCNAA, Inc. may publish and distribute its official National Alumni Newsletter, subject to the review and approval of the Board.

ARTICLE III
WILEY CLUBS

Section 1. Status

All affiliate organizations of WCNAA, Inc. shall be known as Wiley Clubs, with their own officers and Bylaws, which must be approved by WCNAA, Inc.

Section 2. Functionality

A Wiley Club shall comprise any duly organized group in a city or area that has been recognized by WCNAA, Inc. to function as an authorized affiliate, and may include graduates, former students, friends, and supporters of Wiley College.

Section 3. Requirements and Powers

- A. To remain in good standing, a Wiley Club shall be committed to the purpose and spirit of WCNAA, Inc., and shall cooperate with WCNAA, Inc.'s national program. It shall have the authority to adopt rules and execute plans for the administration and operation of the local club and shall have the privilege of making recommendations to WCNAA, Inc.
- B. A Wiley Club shall be assessed an annual fee as recommended by the Board and approved by the general membership at the annual Spring/Founders meeting of WCNAA, Inc.

Section 4. Wiley Club Bylaws

All Bylaws adopted by Wiley Clubs shall be consistent with and supportive of the Constitution and Bylaws of WCNAA, Inc. and be formatted and submitted based on WCNAA, Inc. guidelines for review and authentication of the Club's functionality.

Section 5. Participation and Privileges

Duly recognized members of the Wiley Clubs may be extended the privilege of attending and participating in sessions of WCNAA, Inc. They may participate in discussions and serve where needed. These privileges and courtesies shall be afforded to Club members upon payment of the annual national dues.

**ARTICLE IV
FINANCE**

Section 1. The Budget

- defray the
- A. There shall be an annual or life membership fee assessed to each member to expenses of WCNAA, Inc. and to provide financial support to the College.
- order to be in good
- B. Each member of WCNAA, Inc. shall pay the annual or life membership fee in standing and be eligible to vote and/or hold office.
- membership fees and
- C. The annual operating expenses of WCNAA, Inc. shall be met by use of other income, and disbursed by means of a budget agreed upon by the Board and approved by WCNAA, Inc.

Section 2. Contributions and Funds

All contributions solicited for the benefit of WCNAA, Inc. shall be sent to the National Office.
Funds raised by a club or group in the name of WCNAA, Inc., minus documented administrative and operational expenses shall be sent directly to the National Office.

**ARTICLE V
OFFICERS, BOARD MEETINGS, ELECTIONS, TERMS OF OFFICE AND ELIGIBILITY
OF OFFICERS**

- Section 1. The Leadership of WCNAA, Inc. shall be vested in the Board, elected by the general membership of WCNAA, Inc. It shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Chaplain, Parliamentarian, Trustee Board Representative, and Directors: Director for Community Relations, Director for Events, Director for Finance, Director for Membership, and Director for Young Alumni Relations.
- Section 2. Ex officio membership to the Board shall be granted to WCNAA, Inc.'s immediate past President.
- Section 3. Regular meetings of the Board shall be held at such times and places as may be determined by the resolution of the Board. Notice of the time and place of a meeting shall be given in writing to each member of the Board at least thirty (30) days prior to the date

of the meeting. Meetings may be face-to-face or by use of technology (e.g., conference calls or computer assisted).

- Section 4. Special meetings of the Board may be called by the President with at least a prior notice of fifteen (15) working days to each member of the Board or as needed by the recommendation of a majority of the Board. Notice can be written or by electronic media, whereby it can be documented. Special meetings may also be called in like manner by the President or Corresponding Secretary upon request of five members of the Board. The Board shall determine the place of special meetings.
- Section 5. A quorum shall be constituted for the Board meeting when a majority of the total Board membership is present in person, or by technology-assisted means. Actions of the majority of the members of the Board present are considered sanctioned and standing.
- Section 6. Actions that involve approval of legislative policies or policy statements intended to become part of WCNAA, Inc. program of legislation shall be voted on only when a quorum of the Board is present at the meeting.
- Section 7. No one person shall serve concurrently in more than one capacity as an officer of WCNAA, Inc.
- Section 8. All elections of officers shall be made by ballot, unless otherwise directed by the general membership. Elections shall be determined by the majority of votes cast.
- Section 9. All officers shall be elected for a term of two years and serve until such time as their successors are installed. Officers are eligible for re-election to their respective offices, limited to two consecutive terms.
- Section 10. The election of officers shall be held at the annual Spring/Founders meeting of WCNAA, Inc.
- Section 11. The terms of the newly elected officers shall begin April 1. To provide information and support, out-going officers shall be available to assist the newly elected officers in their respective positions during the transition period. The transition period shall be from April 1 to May 31.
- Section 12. Should a vacancy occur in an office or an elected official is not willing or able to perform the duties and responsibilities of the respective, elected office, said vacancy may be filled with an appointment at discretion of the Board, until the end of the term of office(s) being filled. The appointee must meet eligibility criteria as set forth in Article V, Section 14 (below).
- Section 13. Elected officers may be removed from office for failure to attend three (3) consecutive face-to-face or technology-assisted meetings of the Board without providing written just cause, or may be removed if found at fault of dereliction of duty or a significant act of gross misrepresentation of WCNAA, Inc. In the event of removal, the Board shall appoint a qualified replacement who must meet eligibility criteria as set forth in Article V, Section 14 (below) until the end of the term of office(s) being filled.
- Section 14. Eligibility to be a candidate for or hold a WCNAA, Inc. Board position shall include that the person:
- A. Be a financial member of WCNAA, Inc. for one (1) year prior to running for office.

- B. Have knowledge of the organization's Constitution and Bylaws, its philosophy, history, and procedures.
- C. Be a reliable team worker with observable leadership skills.
- D. Be dependable and able to initiate and execute new ideas as well as implement the ideas of others.

Section 15. Election Years for Board Officers

Election of the following officers will be administered during the even number years to provide consistency and continuity between incoming/outgoing regimes.

- A. President
- B. Recording Secretary
- C. Treasurer
- D. Chaplain
- E. Director for Membership
- F. Director for Events
- G. Director for Finance

Election of the following officers will be administered during the odd number years to provide consistency and continuity between incoming/outgoing regimes.

- A. Vice President
- B. Corresponding Secretary
- C. Financial Secretary
- D. Parliamentarian
- E. Board of Trustees Representative
- F. Director for Communications Technology
- G. Director for Young Alumni Relations

**ARTICLE VI
DUTIES OF OFFICERS**

Section 1. President

The President shall:

- A. Serve as chief officer of WCNA, Inc. The President shall have general charge and supervision of all business and affairs; shall have power to sign and execute all authorized bonds, agreements or other obligations in the name of the organization; shall preside at all annual meetings (except where otherwise stipulated), and at all meetings of the Board; he/she shall perform other duties and exercise all other powers as may be assigned based on applicable WCNA, Inc. guidelines.
- B. Have authority to call special meetings of the Board to fill vacant officer positions according to Article V, Sections 12, 13 and 14 (above).
- C. In the absence of the Parliamentarian, the President shall appoint a temporary Parliamentarian to serve at the annual meetings, Board meetings, and at such other meetings as the President may determine.
- D. In conjunction with the Board, the President shall determine the duties and areas of responsibility of the immediate past President and coordinate the work of the officers and the

committees of the WCNAA Inc.

- E. Serve as ex-officio member of all committees of WCNAA, Inc. except the Committee on Election, Nominations and Credentials.
- F. Serve as co-signer to accomplish all instruments for receipt/disbursement of funds relative to the financial affairs of WCNAA, Inc. The President, Treasurer, and all other persons authorized to handle funds of the organization shall furnish to the organization fidelity bonds in amounts determined by the Board. The expense of such bonds shall be borne by WCNAA, Inc.
- G. Nurture and maintain amicable relationships with WCNAA, Inc. members and college constituents.
- H. Monitor the performance of each WCNAA, Inc. officer, and in cases where an officer is not performing the duties of said office; the President shall seek to understand causes of the deficiency and work with the officer to improve performance.
- I. Close out books and/or transition all financial books and records annually with the Treasurer, Financial Secretary and incoming officers in an election year.

Section 2. Vice President

The Vice President shall:

- A. Act as an aide to the President.
- B. Act in the place of the President in the event of the President's absence or disability; and may preside during designated sessions of the annual meeting.
- C. Serve as co-signer to accomplish all instruments for receipt/disbursement of funds relative to the financial affairs of WCNAA, Inc.
- D. Chair the Program Committee; Chair and/or be administratively responsible for the Constitution and Bylaws and Strategic Planning committees.

Section 3. Recording Secretary

The Recording Secretary shall:

- A. Serve as primary administrative assistant and record the minutes and all votes at the various meetings.
- B. Be responsible for recording and distributing of the minutes of general meetings and other relative Board meetings.
- C. Disburse, receive, and archive the Conflict of Interest Forms annually.
- D. Maintain a WCNAA, Inc. laptop to perform administrative duties to include various reports.
- E. Perform such other related duties and functions as may be designated by the President or the Board.

Section 4 Corresponding Secretary

The Corresponding Secretary shall:

- A. Be responsible for the dissemination of all notices and communications from the various components of the organization that may be required by WCNAA, Inc.
- B. Give notice to the general membership regarding all general and the Board meetings, where applicable, and shall notify all officers and committee chairpersons of their election or appointment to such offices.
- C. Retrieve mail and correspondence from the mailbox and distribute to designated recipient(s).
- D. Maintain a WCNAA, Inc. laptop to perform administrative duties to include various reports.
- E. Perform such other related duties and functions as may be designated by the President and the Board.

Section 5. Treasurer

The Treasurer shall:

- A. Submit vouchers for all expenditures for payment.
- B. In conjunction with the Financial Secretary, furnish fidelity bonds in amounts determined by the Board as likewise required for all persons authorized to handle WCNAA, Inc.'s funds. The expense of such bonds shall be borne by the organization.
- C. Maintain a full and accurate account of receipts and disbursements in WCNAA, Inc.'s record books and make timely deposits of all funds and other monetary instruments received/collected in support of WCNAA, Inc.
- D. Submit a monthly reconcile bank statement to the President of WCNAA, Inc. and the chairman of the Audit Committee.
- E. Disburse the funds of the organization as may be authorized by the President, Board, or as voted by WCNAA, Inc. and maintain proper vouchers for disbursements, reconciliation of monthly bank statements and receipts used to transfer funds from the financial secretary to the treasurer.
- F. Reconcile accounts of the organization to be audited annually by persons appointed by the President and/or Board.
- G. Serve as an ex-officio member of the Budget Committee and assist the Audit Committee as required.
- H. File 990, Franchise tax, or any other federal or state required documents annually.
- I. Close out books and/or transition all financial books and records annually with the President, Financial Secretary and incoming officers in an election year.

- J. Perform such other related duties and functions as may be delegated by the President and/or the Board.

Section 6. Financial Secretary

The Financial Secretary shall:

- A. Record and validate the names and credentials of all members present and thereby, along with the Credentials Committee, determine the persons eligible to vote at the annual and other WCNAA, Inc. meetings.
- B. Be responsible for recording all collections, remitting financial records, providing receipts of collections, and sending out notices of annual dues of WCNAA, Inc.
- C. Assist the Treasurer to validate the eligibility of those who are to vote at the annual and other WCNAA, Inc. meetings.
- D. Be responsible for recording all collections, remitting financial records to the Treasurer, and sending out of the annual dues of WCNAA, Inc.
- E. Submit vouchers for all expenditures to the Treasurer.

Board as

- E. In conjunction with the Treasurer, furnish fidelity bonds in amounts determined by the Board as likewise required for all persons authorized to handle WCNAA, Inc.'s funds. The expense of such bonds shall be borne by the WCNAA, Inc.

Chairman of the

- F. Submit monthly financial reports to WCNAA, Inc. President, Treasurer, and the Audit Committee.

required

- G. Assist the Treasurer with filing the 990, franchise tax, or any other federal and state documents annually.

relative to the

- H. Serve as cosigner to accomplish all instruments for receipt/disbursement of funds financial affairs of WCNAA, Inc.

- J. Close out books and/or transition all financial books and records annually with the President, Treasurer and incoming officers in an election year.

- K. Perform such other related duties and exercise such other powers as may be delegated by the President and the Board.

Section 7. Chaplain

The Chaplain shall:

- A. Chair and be responsible for Memorials and organize and render appropriate spiritual

fervor during general meetings and other situations where spiritual emphasis may be needed.

- B. In coordination with the College Alumni Relations Office and College Chaplain, shall prepare, coordinate and render a memorial tribute to deceased Wileyites during the Founders' Celebration and/or at other appropriate occasions.

Section 8. Parliamentarian

The Parliamentarian shall:

- A. Be knowledgeable of Roberts Rules of Order.
- B. Ensure proper decorum of meetings; and, at the discretion of the President, the Board or General Membership provide interpretation and application of rules to maintain proper order for discussion of deliberative issues.

Section 9. Trustee Board Representative

Trustees.

the Wiley

- A. Trustee Board Representative shall work in partnership with WCNAA, Inc. President to represent the WCNAA's interests at each meeting of the Wiley College Board of Trustees.
- B. The representative to the Board of Trustees shall ascertain from WCNAA, Inc. and the Board the general desires of the organization; voice WCNAA, Inc.'s interest at meetings of College Board of Trustees
- C. Provide routine reports to the WCNAA generally following a Wiley College Board of Trustees meeting.

Section 10 Director for Communication Technology

The Director for Communication Technology will Chair and/or provide administrative management and supervision of the association's technology operations and applications of the website and social media platforms and membership database. He/She will oversee functions of the committee(s) to maintain the currency of the website and social media platforms, membership database and online e-documents with the website vendor or responsible in-house personnel.

Section 11. Director for Finance

The Director for Finance will Chair and/or provide administrative management and supervision of the Audit, Budget, and Development committees. The Director may also be tasked to give leadership to other related special committees/functionalities as may be formed to further accomplish the purpose and objectives of WCNAA, Inc.

Section 12. Director for Membership

The Director for Membership will Chair and/or provide administrative management and supervision of the Membership/Life Membership Committee. The Director may also be tasked to give leadership to other related special committees/functionalities as may be

formed to further accomplish the purpose and objectives of WCNAА, Inc.

Section 13. Director for Events

The Director for Events will Chair and/or provide administrative management and supervision of the Elections, Nominations and Credentials Committee, Founders Day Activities (Purple and White Reunion, Alumni Social, etc.) and Homecoming Activities. The Director may also be tasked to give leadership to other related special committees and functionalities as may be formed to further accomplish the purpose and objectives of WCNAА, Inc.

Section 14. Director for Young Alumni Relations

The Director for Alumni Relations (within 10 years of graduation) will serve as liaison to establish and foster better connectivity and coordination with recent graduates (within 10 years of graduation) in managing relative matters/issues of WCNAА, Inc. concerning membership, fundraising, student recruitment, etc. He/she will execute his/her duties/responsibilities to further enhance communications and shorten the generational gap between recent graduates and WCNAА, Inc. and relationship with the College. The Ambassador may administratively oversee various committees assigned for Recent Graduate involvement to fulfill the objectives and goals of WCNAА, Inc. He/she will assist in the coordination of certain Association business with the Board, to ensure that recent graduates within 10 years of graduation are informed of WCNAА, Inc. membership, fundraising, student recruitment, etc. endeavors.

Section 15. Immediate Past President

President The Immediate Past President will serve as an ex-officio officer and as an advisor to the of NCAA, inc. He/She will serve as an information officer to ascertain continuity of processes and procedures as the current President takes office.

**ARTICLE VII
THE FISCAL YEAR**

The fiscal year of WCNAА, Inc. shall begin on April 1 and conclude on the following March 31 of each calendar year.

**ARTICLE VIII
STANDING COMMITTEES**

The Board or general membership may create such standing committees as may be deemed necessary to promote the purposes, objectives and to enhance and sustain initiatives of WCNAА, Inc. Each standing committee shall consist of a chair, co-chair, and other support persons (financial) as may be appointed.

Section 1. All committee chairs and co-chairs shall be appointed by the President, unless otherwise herein provided. The following shall be standing committees: Audit, Budget, Constitution and Bylaws, Development, Elections, Nominations, and Credentials, Membership, Memorials, Program, Public Relations/Resolutions, National Project, and Strategic Planning.

Section 2. The President shall be an ex-officio member of all standing committees with the

exception of the Committee on Elections, Nominations and Credentials. The Treasurer shall be an ex-officio member of the Audit Committee and Budget Committee. The Corresponding Secretary shall be an ex-officio member of the Membership Committee.

- Section 3. The term of office for chairs of standing committees shall be two (2) years until the selection or appointment and verification of qualification of their successors. Nominees and appointees as chairs of standing committees shall be financial members of WCNAA, Inc. and shall have expressed their willingness to serve if appointed.
- Section 4. If a vacancy occurs in the office of a standing committee chair, the co-chair shall assume duties and responsibilities of the chair. Where there is no co-chair, the President may appoint a chair.

ARTICLE IX DUTIES OF STANDING COMMITTEES

Section 1. Audit Committee

The Audit Committee shall conduct an annual certified audit of WCNAA, Inc.'s fiscal activities at the completion of each fiscal year. The Audit Committee shall present the completed audit to the Board, preferably at the fall meeting or as subsequently required, for review before presenting it to the national body for approval. The Director for Finance shall be administratively responsible for the Audit Committee.

Section 2. Budget Committee

The Budget Committee shall prepare an annual budget for WCNAA, Inc. and present it to the Board for review at the summer meeting or as subsequently required, prior to presenting it to the general body for approval. The Director for Finance shall be administratively responsible for the Budget Committee.

Section 3. Constitution and Bylaws Committee

The Constitution and Bylaws Committee shall study the WCNAA Inc. Constitution and Bylaws and make necessary recommendations for revision. The committee shall solicit and receive suggestions for additions to and deletions from the Constitution and Bylaws and submit proposed amendments to the Board prior to the annual meeting of WCNAA, Inc. The Vice President shall be administratively responsible for the Constitution and Bylaws Committee.

Section 4. Development Committee

The Development Committee shall devise strategies for WCNAA, Inc. for effective fundraising projects and provide assistance to the College relative to quality student recruitment. The Development Committee shall submit proposals to the Board prior to the annual meeting. The Director for Finance shall be administratively responsible for the Development Committee.

Section 5. Committee on Elections, Nominations and Credentials

The Committee on Elections, Nominations and Credentials shall be composed of five consenting, financial members appointed by the Board. The Chair of the committee shall be selected by the Board, and that person shall notify all members of the committee of their appointment not more than 30 days following their selection if not present at the time

of the appointment.

The Committee shall:

- A. Have general charge and supervision of the nomination, credentialing and election of officers and members at the annual meeting.
- B. Determine the eligibility and willingness of potential candidates for national office.
- C. Be responsible for the preparation of the ballots, which shall show the names of all nominees for each office, with sufficient space for write-in nominees/votes, and be formatted with a recommended slate of officers to include the name of at least one qualified person for each office to be voted on.
- D. Be responsible for collecting and approving the voting credentials of members of WCNA, Inc. by serving alongside the financial secretary, recording the names of all financial members present, and then determining all persons who are eligible to vote.
- E. Have at least one committee member on duty any time that a vote is taken at the annual meeting to:
 1. determine the persons present who are entitled to vote at the annual meeting,
 2. receive votes and ballots
 3. hear and determine all challenges and questions arising in connection with the right to vote;
 4. count and tabulate all votes and ballots; determine the results; and perform such acts as are proper
 5. to conduct the election or vote with fairness to all members
 6. Upon request of either the presiding officer at the annual meeting or any five members entitled to vote, the Committee on Elections, Nominations and Credentials shall submit a written report of any challenge, question or matter determined by them, and present any facts found by them.
- F. Any report made by the committee shall be prima facie evidence of the facts and the vote as certified by the committee, and shall constitute a final decision; and The Director for Events shall be administratively responsible for the Committee on Elections, Nominations and Credentials.

Section 6. Memorials Committee

The Memorials Committee shall be chaired and administrative responsibility of the Chaplain, and shall secure a list of names of the demised members from the past year, and shall arrange for a special service at the annual meeting of WCNA, Inc. and/or during the annual Wiley College Founders Week, and provide other spiritual fervor as required with coordination via the College Alumni Relations Office.

Section 7. Program Committee

The Program Committee shall be chaired by the Vice President and shall coordinate the general program for the annual meeting of WCNA, Inc. It shall select a general theme (where applicable), speakers and participants; make contacts; and do necessary promotional and cultivation work for the annual meeting and other related meetings during the year.

Section 8. Committee on Public Relations and Resolutions

The Committee on Public Relations and Resolutions shall generate and disseminate to Wiley Clubs and WCNAA, Inc. constituents, newsworthy items concerning the organization. Correspondence sent out may be communicated via US mail or electronic mail at strategic times to announce Founders' Week activities and planned events for the mini workshop. It shall also present to WCNAA, Inc. any resolutions designed to strengthen the organization, to extend courtesies, to recognize constituents or special events, and to promote clarity, understanding and cooperation of WCNAA, Inc. with the College and general public. The Director for Events has the administrative responsibility for the committee.

Section 9. National Project Committee

The national project of WCNAA, Inc. shall be the United Negro College Fund drive (College Fund/UNCF), and the National Project Committee shall assist Wiley College in generating funds for its required annual contribution to the College Fund/UNCF. The Director for Communication Technology shall be administratively responsible for the National Project Committee.

Section 10. Strategic Planning Committee

The Strategic Planning Committee shall create a guideline for the prioritization of administrative, fiscal, and operational initiatives to sustain WCNAA, Inc. organizationally on a continuing basis. The Plan is a method to further prioritize WCNAA, Inc. vision and commitment to accomplish the goals and objectives in support of the solvency and stability of WCNAA, Inc. and the College. The Vice President has the administrative responsibility for the committee.

**ARTICLE X
MEETINGS**

Section 1. Annual Meetings

The annual meetings of WCNAA, Inc. will be held during Founders Observance and Homecoming Activities annually, unless otherwise designated by WCNAA, Inc. or by the Board.

Section 2. Special Meetings

Special meetings of WCNAA, Inc. may be called by the President with prior written notice of at least fifteen (15) working days to each member of the Board. Special meetings shall be called in like manner by the President or Corresponding Secretary upon written request of the Board who shall determine the place of special meetings. Meetings may be face-to-face or by use of technology (i.e., conference calls or computer assisted).

Section 3. Voting at the Annual meetings

Each alum or friend of the College who is a registered member and having paid the required annual dues/life member shall be entitled to one vote.

ARTICLE XI ORDER OF AGENDA

The order of agenda at all regular business sessions of WCNAA, Inc. shall be the following: (A) Call to Order; (B) Invocation; (C) College Update (D) Adoption of Minutes; (E) Approval of Financial Secretary's Report (F) Approval of the Treasurer's Report (G) Reports of Directors; (H) Unfinished Business; (H) New Business; (I) Adjournment; (J) Alma Mater or as amended during a meeting.

ARTICLE XII CONSTITUTIONAL/BYLAWS AMENDMENTS AND PROCEDURES

Section 1. Constitution

The Constitution may be amended by a two-thirds (2/3) vote of the active members who are present and voting at any annual meeting, provided that the proposed amendment shall have been sent to the Board before the annual meeting at which amendment is to be presented. The Proposed amendment shall have been made available to WCNAA, Inc. members at least thirty (30) days prior to the annual meeting for consideration. The proposed amendment shall then be authorized for presentation to the national body.

Section 2. Bylaws

The Bylaws may be amended by a majority vote of members in good standing at any official WCNAA, Inc. business meeting or as recommended by the Board to the general membership for approval during an official meeting of WCNAA, Inc.

Section 3. Quorum

A majority of the general members (financial) present shall constitute a quorum for a business meeting of WCNAA, Inc.

Section 4. Rules of Order

The latest edition of Robert's Rules of Order shall govern the deliberations of WCNAA, Inc. and a copy shall be available at all sessions.

Section 5. Repeal of Conflicts

All rules, regulations and laws heretofore adopted that are inconsistent with this Constitution and Bylaws are hereby repealed.

ARTICLE XIII FINANCIAL MANAGEMENT

The Board is responsible for the financial solvency and stability of WCNAA, Inc. and to ensure that the financial record keeping is accountable and transparent.

Section 1. Reporting Period

The reporting period of all financial affairs will coincide with duration of the fiscal year, April 1 through the following year on March 31.

Section 2. Membership Fees/Life- Membership Contributions

- A. Cost of general Membership and Registration fees are recommended by the Board and approved by the general membership during an appropriate meeting to sustain WCNA, Inc.
- B. Life- Memberships may be established in a lump-sum or incremental payments recommended by the Board and approved by the general membership during an appropriate meeting to further sustain WCNA, Inc. financial initiatives/obligations at an advanced level.
- C. Annual membership fees are waived for Life-Members, who have paid their Life-Membership in full, and Life-Members must pay registration fees for various meetings/seminars as stipulated.

Section 3. Establishment of a Banking Institution and Managing Accounts/Deposits

- A. All monies will be kept in a banking institution (accredited) chosen in the best interest of the WCNA, Inc. by the Board.
- B. The Treasurer will be the custodian of all monies and with approval by the Board will determine the type of accounts (operational; restricted) that will be established and maintained to adequately accommodate and manage the financial assets/resources of WCNA, Inc.
- C. Interest accrued from donation monies and/or Life- Membership Endowment Fund will be deposited into a restrictive account(s) or as otherwise stipulated.
- D. Deposits, General Membership, and Life-Membership enrollments will be managed according to the following guidelines, unless otherwise recommended by the Board and approved by the general membership.

1). General Account: General Membership /Life-Membership/Advertisement/Donations monies will be deposited as follows: Eighty percent (80%) of registration fees, forty percent (40%) of the Life-Membership funds, and one hundred percent (100%) advertising and donation monies.

follows: Twenty enrollments for the percentage

2). Endowment (Restricted) Account: Deposits made into this account are as percent (20%) of the General Membership fees and sixty percent (60%) from Life-Memberships. NOTE: When partial life- membership payments are made, for the deposits still apply- (60%- endowment/40%-general)

- E. Interest from Donation and Endowment monies may be used for general operating expenses or other special projects recommended by the Board and as approved by the general membership.
- F. Special projects and/or financial requests made to WCNA, Inc. must first be presented to the Board for consideration and presented to general membership for approval.
- G. Budget Reporting: The Budget shall be presented in two parts (1) General Account (administration, maintenance and operational) and (2) Endowment (restricted).

ARTICLE XIV CONFLICT OF INTEREST POLICY

A Board or Committee member having a conflict of interest or a conflict of responsibility (as determined by him/her or by a majority of the Board present at a Board meeting) on any matter involving WCNAA, Inc. and any other business or person shall refrain from voting on such matter(s). No Board or committee member shall use his or her position as a Board or committee member of WCNAA, Inc. for his or her own direct or indirect financial gain.

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the tax-exempt status of WCNAA, Inc.'s interest when it is contemplating entering into a transaction or agreement that might benefit the private interest of a Board or committee member of WCNAA, Inc. or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable federal and/or state laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2. Definitions

Amendments to this document are those actions which would require a change (increase/decrease) in the amount of funds secured and/or designated within a given category of fund(s).

Board: Is the governing Board of WCNAA, Inc. is composed of fifteen members as stipulated by WCNAA, Inc. Constitution and Bylaws as provided, herein

Board Member: An elected member by the general membership to fulfill the duties and responsibilities of the elected as designated by WCNAA, Inc. Constitution and Bylaws as provided, wherein.

Budget: Is the financial operating instrument of WCNAA, Inc.

Compensation: Includes direct and indirect remuneration as well as favor or gifts that are not insubstantial.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, business, investment, or family:

- A. An ownership or investment interest in any entity with which WCNAA, Inc. has a transaction or arrangement.
- B. A compensation arrangement with WCNAA, Inc. or with any entity or individual with WCNAA, Inc. is negotiating a transaction or arrangement.
- C. A potential ownership or investment interest in, or compensations arrangement with any entity or individual with which WCNAA, Inc. is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Article XIV, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Interested Person: Any Director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined above, is an interested person.

The Official Name of the Non-profit Corporation is:
Wiley College National Alumni Association., Incorporated

The Official address is:
WCNAA, Inc.
P. O. Box 419
Marshall, TX 75671

Policy Statements: Are formal statements of policy adopted by the Board, where authorized herein, to facilitate and give direction to the administrative and operational aspects of WCNAA, Inc. and overall operation of the Corporation.

Section 3. Procedures

- A. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and materials facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:
 - 1) An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2) The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3) After exercising due diligence, the governing Board or committee shall determine whether WCNAA, Inc. can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterest Board member whether the transaction or arrangement is in WCNAA, Inc. best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict of Interest Policy:

- A. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings will be recorded.

Section 5. Records of Proceedings

- A. The minutes of the governing Board and all committees with Board delegated powers shall contain:
- B. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- C. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or agreement, and a record of any votes taken in connection with the proceedings.

Section 6. Compensation

- A. A voting member of the governing Board who receives compensation, directly or indirectly, from WCNAA, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WCNAA, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WCNAA, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. Earnings

No part of the net earnings of the organization shall inure (accepting something that is undesirable) to the benefit of, or the distributable to its, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding action of any future federal tax code, or (b) by the organization's contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8. Annual Statements

Each Director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflict of interest policy
- B. Has read and understands the policy
- C. Has agreed to comply with the policy
- D. Understands the organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9. Periodic Reviews

To ensure WCNAA, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following items of interest:

Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining. Where partnerships, joint ventures, and arrangement with management organizations conform to WCNAA, Inc.'s written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurnment (undesirable), impermissible private benefit or in an excess benefit transaction.

Section 10. Use of Outside Experts

When conducting the periodic reviews, WCNAA, Inc. may but need not, use outside advisors/consultants. If outside experts are used, their use shall not release the governing Board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE XV
DISSOLUTION**

Upon the dissolution of WCNAA, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code to Wiley College or its affiliate(s). Property held by the Wiley College National Alumni Association, Inc. on a condition requiring return, transfer or conveyance because of the discontinuation or termination shall be returned, transferred, or conveyed in accordance with that requirement.

Constitution and Bylaws were amended and adopted by the general membership of the Wiley College National Alumni Association Inc., effective November 7, 2020,

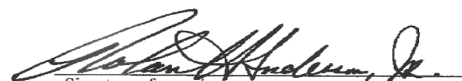
Signed by:

Nolan H. Anderson, Jr

(Print Name)

Lonzetta Smith-Allen

(Print Name)


Signature of _____



(Signature)
President

(Signature)
Vice President

November 7, 2020

DATE