BYLAWS
OF
THE NATIONAL HAMPTON ALUMNI ASSOCIATION, INCORPORATED

Amended July 19, 2024

National Hampton Alumni Association, Inc.
Hampton University, Hampton, Virginia, 23668

Bylaws Adoption Chronology

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Table of Contents

BYLAWS 1

Bylaws Adoption Chronology 2

ARTICLE I – Authority 5

Section 1: Purpose 5

Article II – Membership 5

Section 1: Regular Membership 5

Section 2: Associate Membership 5

Section 3: Honorary Membership 5

Section 4: Voting Membership 5

Section 5: Member-at-Large 5

Article III – Board of Directors 6

Section 1: The Board of Directors of the NHAA, Inc. 6

Section 2: Legal Counsel 6

Section 3: The Assistant Vice President of the Office of Alumni Affairs and Family Engagement 6

Section 4: Elections 6

Article IV – Finances 9

Section 1: Budget 9

Section 2: Alumni-Giving Goals 9

Section 3: Financial Reporting 9

Article V – Executive Committee of the Board of Directors 9

Article VI – Standing Committees 9

ARTICLE VII – Special Committees 11

ARTICLE VIII – Chapters 12

ARTICLE IX – Regions 12

ARTICLE X – Duties of the National Officers 13

ARTICLE XI – Qualification of National Officers 14

ARTICLE XII – Council of Regional Presidents 15

ARTICLE XIII – Council of Chapter Presidents **15**

ARTICLE XIV – Council of Reunion Class Leaders (CORL) **15**

ARTICLE XV – Alumni Council **16**

ARTICLE XVI – Special Meetings **16**

ARTICLE XVII – Fiscal Year **17**

ARTICLE XVIII – Alumni Trustees **17**

ARTICLE XIX – National Meetings **17**

ARTICLE XX – Alumni Professional Associations **17**

ARTICLE XXI – Limits of Contractual Obligations **17**

ARTICLE XXII – Amendment to the Bylaws **18**

ARTICLE XXIII – Discretion in Board and Alumni Participation **18**

ARTICLE XXIV – Dissolution Clause **18**

ARTICLE I – Authority

The Board of Directors of the National Hampton Alumni Association, Inc., (the NHAA, Inc.) in accordance with the Articles of Incorporation of the NHAA, Inc. adopts and institutes these Bylaws to regulate the internal affairs of the NHAA, Inc., as are appropriate to its authority and responsibilities.

Section 1: Purpose

(a) Raise monies for Hampton University
(b) Recruit students to attend Hampton University
(c) Work cooperatively with University personnel to develop and implement programs that will benefit Hampton and the National Hampton Alumni Association, Inc.

Article II – Membership

There shall be five (5) classes of membership:

Section 1: Regular Membership

All holders of degrees, diplomas, and certificates heretofore and hereinafter granted by Hampton University and its predecessors, and all persons who attended Hampton University and its predecessors for at least one semester (including a summer session) and left in good standing, are afforded membership in the NHAA, Inc.

Section 2: Associate Membership

Associate memberships may be granted by a local chapter of the NHAA, Inc. to any person who exhibits interest by support of, and participation in, the program(s) of the NHAA, Inc.

Section 3: Honorary Membership

Honorary membership may be granted by the Board of Directors of the NHAA, Inc., regions or local chapters.

Section 4: Voting Membership

Regular members (defined in Section 1 above) who have participated in alumni giving within the past five (5) years will have voting rights. Alumni giving includes:

a. Dues payments to active NHAA, Inc. chapters/regions that donate to Hampton.
b. Direct donations to active NHAA, Inc. chapters/regions that benefit Hampton students and/or Hampton.
c. Contributions to NHAA, Inc. fundraisers supporting Hampton.

The NHAA, Inc. will maintain accurate records of all donations.

Section 5: Member-at-Large

All holders of degrees, diplomas, and certificates heretofore and hereinafter granted by Hampton University and its predecessors, and all persons who attended Hampton University and its predecessors for at least one semester (including a summer session) and left in good standing, who live more than 60 miles from a chapter of the NHAA, Inc., may seek

active membership into NHAA, Inc., as a Member-at-Large. A Member-at-Large shall pay membership dues directly to the appropriate NHAA, Inc. region, the amount to be determined by the regions.

Article III – Board of Directors

Section 1: The Board of Directors of the NHAA, Inc. shall consist of the following persons:
(a) The National President who is designated Chairperson of the Board
(b) First National Vice President
(c) Vice President (Eastern Regions)
(d) Vice President (Western Regions)
(e) Recording Secretary
(f) Corresponding Secretary
(g) Treasurer
(h) The Council Regional Presidents
(i) Assistant Vice President of The Office of Alumni Affairs and Family Engagement of Hampton University (Ex officio)*
(j) Legal Counsel (Ex officio) *
(k) Immediate Past National President of the NHAA, Inc.
(l) Chaplain
(m) Student Recruitment Chairperson
(n) Alumni-Giving Chairperson
(o) Parliamentarian*
(p) Standing Committee Chairperson
(q) Special Committee Chairperson*

* Non-voting members

Section 2: Legal Counsel

The Legal Counsel shall be appointed by the elected President, who shall serve as a non-voting member of the Board of Directors.

Section 3: The Assistant Vice President of the Office of Alumni Affairs and Family Engagement

The Assistant Vice President of the Office of Alumni Affairs and Family Engagement of Hampton University shall serve as a non-voting member of the Board of Directors.

Section 4: Elections

An election for board positions of National President, First Vice President, Vice President (Eastern Regions), Vice President (Western Regions), Recording Secretary, Corresponding Secretary, and Treasurer shall be conducted among the voting membership in even-numbered years.

Nominations of national officers shall be made in writing by chapters and regions for chapter and Member at Large members desiring to seek national office. A Member-at-Large desiring to seek national office must submit the nomination form directly to the Regional Board of Directors who will verify that he/she is a member in good standing. All Nominations shall be made in writing and be received by the Nomination Committee by October 15 of odd numbered years.

After the Nominating Committee has presented its report and before voting for the different officers takes place, the chair must call for further nominations from the floor. When nominations from the floor are completed and additional nominations are allowed for each position, each office nomination must be closed before voting takes place. Regions and Chapters should collaborate and host a Get to Know Your Candidates Session for their members. Upon the conclusion of elections, ballots should be destroyed following the first official meeting of the Board of Directors of the NHAA, Inc., during the year of elections.

A ballot shall be prepared and distributed to each voting member by March 1 of the even-numbered years. Each properly authenticated ballot received from voting members by midnight April 1 of even-numbered years will be counted and the person receiving the most actual votes (a plurality) for each national office shall be certified by the Teller Committee as elected for a two-year term beginning July 1 of the even-numbered years. Ballots may be cast either electronically, mailed in, or cast in person.

President is nominated by any Chapter/Region and all alumni voting members (as defined in Article II, Section 4) can vote for the candidates.

First Vice President is nominated by any Chapter/Region and all alumni voting members (as defined in Article II, Section 4) can vote for the candidates.

Vice President (Eastern Regions) is nominated only by Chapters from the Mid-Atlantic, North Atlantic, North Carolina, and Southeast Regions. All alumni voting members (as defined as Article II, Section 4) across the country can vote for that person(s). The person nominated must reside in one of those regions.

Vice President (Western Regions) is nominated only by Chapters from the Far West, Midwest, and Southwest Regions. All alumni voting members (as defined as Article II, Section 4) across the country can vote for that person(s). The person nominated must reside in one of those regions.

Recording Secretary, Corresponding Secretary, and Treasurer may be nominated by any Chapter and all alumni voting members (as defined as Article II, Section 4) can vote for the candidates.

If chapters do not nominate people for all elected positions by the nomination deadline, the Board of Directors and the Alumni council will nominate qualified persons for the vacant post.

If positions are still vacant on the ballot, the elected President shall have the right to appoint qualified persons to vacant positions.

Section 5: Regional Presidents shall be elected by voting members residing in the region of their representation. Elections shall be conducted among the voting membership of the region in odd-numbered years. Candidates for Regional President must have previously served as a Chapter President or as a Regional Officer.

Section 6:

A. The Board of Directors of the NHAA, Inc. shall meet **in person or virtually as follows**

1. Spring Meeting- generally during Founder's Day weekend in conjunction with the Alumni Council.
2. Fall Meeting-
    a. During the Biennial Meeting (even years)
    b. Board Directors Meeting & Organization (odd years)
3. Other meetings at the discretion of the President.

B. A Board Meeting can be canceled with a concurrence of a majority vote of the Board 30 days prior to the announced date of the scheduled meeting.

C. A quorum for the Board meetings shall be eight (8). Any Board member attending a Board meetings may call for an executive session, secret ballot or both. Robert's Rules of Order shall be the guide for the parliamentary procedure at Board meeting and Board Committee meetings.

Section 7: The Board of Directors shall have the general charge of conducting the business affairs of the NHAA, Inc., including the management of the Corporation, and the recommendation of a program budget to Hampton University.

Section 8: Upon the death or resignation of the National President, the First National Vice President shall assume the title and duties of the National President and the Board of Directors shall elect an acting First Vice President from the Alumni Council membership at their next meeting. Upon the death or resignation of any other national officer, the National President shall appoint an alumni council member to the vacant position for the remainder of the term.

Section 9: A member of the Board of Directors cannot hold more than one office on the Board.

Article IV – Finances

Section 1: Budget

The President of the NHAA, Inc. or his/her designated officer shall develop and prepare an annual program budget in consultation with the Board of Directors. The proposed budget for the

next fiscal year, beginning July 1, shall be presented to the NHAA, Inc. Board of Directors for adoption no later than the preceding August 31.

Section 2: Alumni-Giving Goals
The National Alumni-Giving Chairperson is responsible for developing and recommending the national alumni giving goal in consultation with the NHAA, Inc., Board of Directors and the Alumni Council. The National Alumni-Giving goal, including goals for regions and chapters, for the next fiscal year, beginning July 1st, shall be prepared for Alumni Council review no later than the preceding April 30th. The goals shall be ready for adoption at the following Fall Board of Directors meeting.

Section 3: Financial Reporting
The NHAA, Inc. Treasurer shall set forth the procedure for the annual financial reporting that will include the Hampton University Financial Report and the IRS 990-N. All of the NHAA, Inc. entities, National, Regional, and Local, are required to comply with the annual financial reporting.

Article V – Executive Committee of the Board of Directors

There shall exist an Executive Committee of the NHAA, Inc.'s Board of Directors, which shall be composed of the National President, the Three National Vice Presidents, the Treasurer, the Recording Secretary, the Corresponding Secretary, and the Parliamentarian. The General Counsel and Parliamentarian shall be non-voting members. When the Board of Directors is not in session, the Executive Committee shall have the responsibility of managing the day-to-day functions of the NHAA, Inc.'s Board of Directors.

Article VI – Standing Committees

Section 1: After the election of the national officers, the National President shall appoint the following Standing Committees of the Board: Credentials, Audit, Merit Awards, Alumni-Giving, Student Recruitment and Retention, Protocol, Technology, Time and Place, HUYAC (HU Young Alumni Council), and Emeritus Class **,** and Marketing/Public Relations. Standing Committee chairpersons will be voting members of the Board. Standing Committees may be combined at the discretion of the National President.

Section 2: Each committee shall consist of no less than three (3) and no more than nine (9) persons.

Section 3: Committee policies and actions are subject to review and determination by the Board of Directors.

Section 4: The purpose of the committees shall be as listed below:

(a) Credentials – shall verify the credentials of candidates nominated for national office as well as request of members seeking recognition as a Chapter.

(b) Audit – shall monitor all income and expenditures of funds. This committee may be tasked with auditing all entities of the NHAA, Inc. including Regions, Chapters, and Classes.

(c) Awards – shall select one or more persons, regions, and/or chapters to receive awards. It shall also recommend criteria for selection of the recipients. This committee shall be chaired by the First Vice President.

(d) Parents – shall serve as the coordinating body and liaison with parents of all current and former students of Hampton University.

(e) Mentorship-Career Network – shall coordinate all activities between the NHAA, Inc. and students at Hampton University.

(f) Alumni-Giving – shall develop a program or strategy and organize the regions and chapters to maximize the amount and participation of alumni in alumni-giving for the benefit of Hampton University. This committee shall be chaired by the National Alumni-Giving Chairperson and composed of the regional Alumni-Giving Chairpersons.

(g) Student Recruitment and Retention – shall serve as the coordinating body regarding student recruitment and retention activities of local, regional and national activities. This committee shall be chaired by the National Student Recruitment and Retention Chairperson and composed of the regional Student Recruitment and Retention Chairpersons.

(h) Alumni Recruitment and Chapter Development – shall serve as the coordinating body regarding alumni recruitment for local, regional and national activities. This committee shall be co-chaired by the Vice President (Eastern and Western Regions) Chairpersons.

(i) Time and Place Committee - shall provide the board with recommendations as to dates and locations for biennial meetings of the National Hampton Alumni Association. For planning purposes, the committee will ensure two meetings are always in the planning phase. The schedule will be provided in a report that will be due at the Board of Directors Meeting at the Biennial Meeting. Members of the committee will be, at a minimum, the Eastern Vice-President, the Western Vice- President, all Regional Presidents and the most recent Biennial Chair. In addition, the National President will appoint the chair for the committee.

(j) Protocol Committee - shall work with the National President to ensure that all events conducted by the NHAA, Inc. are organized in a manner that promotes a culture of dignity, mutual respect, and professionalism.

(k) Technology Committee - Shall be responsible for developing and implementing a technology program for use by the NHAA, Inc.

(l) HUYA (HU Young Alumni) - The Chair of this committee shall be an alumnus from the Young Alumni classification. The committee will work with NHAA, Inc., to keep young alumni engaged and serve as a liaison with the HUYAC (HU Young Alumni Council). The committee will assist Alumni Affairs when needed in planning events and activities that relate to the HU young alumni classification.

(m) Emeritus Class – The Chair of the committee shall be the Emeritus Class Leader and will have a seat as a member of the NHAA, Inc. Board of Directors with a voting right. The committee will serve as the liaison to the Emeritus Class and work to engage the members' plan activities to raise funds for the University.

(n) Marketing/Public Relations- Shall be responsible for promoting the programs of NHAA with the general public, alumni, and students.

ARTICLE VII – Special Committees

Special Committees appointed by the National President shall include, but not be limited to:

1. **Nominations** – shall submit nominations to the Board of Directors of the NHAA, Inc., at the Board meeting prior to the Annual Plenary Session of even-numbered years, for voting by the voting membership. In addition, this committee shall be responsible for coordinating election-related activities such as, but not limited to, campaign guidelines, candidate forums, and other activities deemed necessary and appropriate.
    a. At this meeting, nominations from the floor must satisfy the following requirements: black and white photo (headshot in the jpeg format) of the nominee, biographical and platform data, along with verification of having provided a personal financial donation to Hampton University within the past five years, as of June 30th;
    b. Nominations and Nominee Agreement Forms must be completed and returned via email and USPS to the Nominations Chairperson by the Chapter President. In the absence of the Chapter or Regional President, the next highest chapter officer (who is not an applicant) should submit these documents and be prepared to respond to any questions from the Chairperson. Forms must be in PDF.
    c. Names of the nominees are sent to the Credentials Chair (Recording Secretary) by the Nominations Chair.

2. **Teller** – shall assist in developing election procedures; be responsible for accurately recording the ballot count of all national elections if electronic balloting is not used to determine the outcome of such an election; and be responsible for reporting the election results to candidates prior to the Plenary Session.

ARTICLE VIII – Chapters

Section 1: A chapter shall be any regularly organized affiliation of five (5) or more regular members as defined in Article II which has been reorganized by Hampton University and the NHAA, Inc., their predecessors or is established as herein provided.

Section 2: Five (5) or more regular members may seek recognition as a chapter by written petition to the Regional President.

Section 3: A chapter shall be committed to the purpose and spirit of the NHAA, Inc. and shall cooperate with its program. Chapters are expected to abide by and adopt rules and regulations consistent with the Articles of Incorporation, Bylaws, written operating procedures, and/or duly promulgated rules and regulations of the NHAA, Inc. and its regions.

Section 4: A new chapter may not be organized in the same locality where a chapter is currently functioning without the approval of the The Board of Directors and Alumni Council. The Board of Directors, NHAA, Inc. shall issue a charter for the new chapter upon certification by the Regional President.

ARTICLE IX – Regions

Section 1: A region is a geographical area composed of any group of five (5) or more chapters.

Section 2: The seven (7) constituted regions of the NHAA, Inc. are:

(a) Mid-Atlantic
(b) North Carolina
(c) Southeast
(d) Southwest
(e) Midwest
(f) Far West
(g) North Atlantic

Section 3: Any five (5) chapters can, by written petition to the Credentials Committee, request designation as a Region of the NHAA, Inc.

Section 4: Each region shall coordinate the activities of the chapters within its jurisdiction and aid them in carrying out their programs to the fullest extent possible. Each region shall convene an annual convention and/or a retreat and shall have the authority to adopt rules and regulation and to execute plans to accomplish its mission. Regions are responsible for informing and training their membership about the operations, mission and business of the NHAA, Inc. and abiding by the rules and procedures of the NHAA, Inc.

Section 5: Regional constitutions and Bylaws shall not be contrary to the Articles of Incorporation, Bylaws, written operating procedures and /or duly promulgated rules and regulations of the NHAA, Inc.

Section 6: Regional Presidents, with the approval of the Region's Executive Committee, and the Region Vice President can visit and convene Chapter meetings for the purposes of reorganization, maintaining records, or information gathering if a chapter is becoming inactive or loses a president through death, resignation, or inactivity.

ARTICLE X – Duties of the National Officers

Section 1: President – shall have the usual executive powers of supervision and management of the NHAA, Inc., including, but not limited to:

(a) Serve as Chairperson of the Board of Directors of the NHAA, Inc.;
(b) Preside at all meetings of the NHAA, Inc.;
(c) Be the Chairperson of the Alumni Council as per Article XV;
(d) Present for consideration, proposed budget policies and programs for the NHAA, Inc.;
(e) Shall be the official medium of communication between Hampton University, its Office of Alumni Affairs, Board of Trustees and the NHAA, Inc.;
(f) Appoint the Chairperson and members of all standing and special committees with
(g) Call special meetings when deemed urgently necessary;
(h) Represent the NHAA, Inc., with other societies at public meetings and conferences or designate an alternate representative; and
(i) Shall provide an annual report to the Hampton University Board of Trustees at their spring meeting and the NHAA, Inc., membership at the Annual Plenary Session.

Section 2: Vice Presidents

(a) First Vice President - shall perform the duties of the President in all cases in which the President is unable to serve. He/She shall serve as alternate to the President and assist in such matters as may be delegated to him/her by the President or the Board of Directors. He/She may serve as a member of any committee, except the Nominations or Teller Committees, whenever designated by the President. He/She shall assist with administrative activities of the Corporation, Reunion Weekend, and support class leaders as Chairman of the Council of Reunion Class Leaders.

(b) Vice President (Eastern Regions) - This Vice President is responsible for chapter development and alumni recruitment for the four Eastern regions and is Co-Chairperson of the Chapter Development and Alumni Recruitment Committee. This Vice President co-chairs the Councils of Chapter and Regional Presidents for the purpose of advising the NHAA, Inc. Board of Directors on issues. The NHAA, Inc. President may call upon this Vice President to represent him/her in his or her absence within their geographic area of responsibility.

(c) Vice President (Western Regions) - This Vice President is responsible for chapter development and alumni recruitment for the three Western regions and is Co-Chairperson of the Chapter Development and Alumni Recruitment Committee. This Vice President co-chairs the Councils of Chapter and Regional Presidents for the purpose of advising the NHAA, Inc. Board of Directors on issues. The NHAA, Inc. President may call upon this Vice President to represent him/her in his or her absence within their geographic area of responsibility.

Section 3: Recording Secretary - shall record the minutes of the NHAA, Inc.'s official meetings and serve as Secretary of the Corporation.

Section 4: Corresponding Secretary - shall be responsible for preparing and distributing all correspondence for business undertaken by the Board of Directors and the Alumni Council.

Section 5: Treasurer - shall serve on the Budget Committee and keep an accurate account of the sources, receipts, and disbursements of all NHAA, Inc. funds.

Section 6: Chaplain - shall perform devotional services, express sympathies of NHAA, Inc., to alumni and friends and other appropriate duties.

Section 7: Parliamentarian - shall be appointed by the National President and shall advise the presiding officer regarding the use of parliamentary procedure and Bylaws as defined by the current revision of Robert's Rules of Order, at all meetings of the NHAA, Inc.

Section 8: Duties of all officers shall include the following:
1. Attend at least 50% of Board meetings unless there is an excused absence.
2. Remain a member in good standing of their home chapter and region.
3. Provide written reports to NHAA, Inc., Board of Directors identifying accomplishments for the year. The other duties of all officers shall be those customarily performed by such officers, except as herein otherwise provided.

ARTICLE XI – Qualification of National Officers

Section 1: Only members in good standing with chapters or regions may hold regional or national office. Good standing shall consist of the following:
1. Payment of dues;
2. Making a financial contribution to Hampton University; and
3. Participation in and support of chapter and regional activities.

Section 2: Only members as defined in Article II, Section 1 of the NHAA, Inc.'s Bylaws may hold regional or national office.

Section 3: Elected officers, as defined in Article X, shall serve for a term of two (2) years and shall be eligible for reelection for one individual successive two-year term.

Section 4: Individuals duly elected may not occupy more than one elected office within the NHAA, Inc. at any given time.

Section 5: Candidates of the Office of the President and the three Vice Presidents shall be members of the Association as defined in Article II, Section 1, and shall have served as a Regional or National Officer prior to being nominated.

Section 6: Any elected or appointed officer, who fails to fulfill the duties of his/her office or the general duties defined in Article X, Section 8, may be removed in accordance with the removal of officers provided in Robert Rules of Order (latest edition).

ARTICLE XII – Council of Regional Presidents

The primary purpose of said council shall be to discuss common problems/issues and share ideas toward improving the overall operating effectiveness of each region. The council shall advise their respective Regional Vice President and make recommendations in reports to their respective Regional Vice President. A meeting frequency will be established by the council.

ARTICLE XIII – Council of Chapter Presidents

The primary purpose of said council shall be to discuss common problems/issues and share ideas toward improving the overall operating effectiveness of each chapter. The council shall advise the Council of Regional Presidents and make recommendations in reports to the Council of Regional Presidents. A meeting frequency will be established by the council.

ARTICLE XIV – Council of Reunion Class Leaders (CORL)

There shall be a Council of Class Leaders representing each reunion class and shall be convened by the First Vice President prior to Reunion Weekend. The Class leaders for the ensuing five (5) years shall be elected by their respective reunion classes. The officers should be President, Vice-President, Treasurer, and Secretary/Recorder. The President shall serve on the Alumni Council and shall serve as class leaders from their class on the CORL until the next official reunion of their class. The purpose and duties of the CORL are as follows:

(a) The CORL shall serve as an additional means by which alumni, through their class loyalties, may be bound more closely to Hampton University and to one another. CORL shall give priority attention to alumni-giving; to promoting and strengthening the NHAA, Inc., national programs and outreach and increasing attendance at the Regional and National Sessions of the NHAA, Inc., and during Reunion Weekend.
(b) In furtherance of said aims, the President of each class shall serve on the Alumni Council and shall work closely with the First Vice President in developing a strategy by which class members

will be located, revitalized, where necessary; involved where possible and kept personally informed concerning the NHAA, Inc., and Hampton University. At the end of their tenure on the Alumni Council, he/she will make a written report (to his/her class and the Board of Directors of the NHAA, Inc.) which shall contain such recommendations and comments as deemed appropriate. The First Vice President shall appoint a Presidential delegate for any class that is not organized or in the event there is no successor for a vacancy which occurs between reunions. The appropriate graduating Senior Class Officers shall serve as reunion delegates to CORL until their first class reunion, unless someone else is selected by the class.

ARTICLE XV – Alumni Council

There shall be an Alumni Council which shall coordinate the programs and affairs of the NHAA, Inc., in accordance with the actions of the NHAA, Inc.'s Board of Directors and of the Alumni as manifested at the Annual Plenary Sessions or National Meetings of the NHAA, Inc. The Council is advisory to the NHAA, Inc., Board of Directors and has the power to recommend programs and actions for Board consideration. When appropriate, the Board of Directors may delegate decisions governing the Association to the Council. The Alumni council shall meet at least once a year. *A quorum for Alumni Council meeting shall be thirty (30).*
The Alumni Council shall be composed of:

(a) The Officers of the NHAA, Inc.;
(b) The Reunion Class Leaders;
(c) The Presidents of local chapters;
(d) The Regional Presidents;
(e) All Past Presidents of the NHAA and/or NHAA, Inc., in an honorary status;
(f) Standing Committee Chairpersons and Special Committee Chairpersons;
(g) President of the Hampton Boosters; and
(h) Presidents of alumni professional association(s).

ARTICLE XVI – Special Meetings

Special meetings of the Alumni council may be called by the President, any Vice President, or by the request in writing of sixteen (16) members of the Council. Special meetings of the Board of Directors may be called upon the written request of eight (8) members of the Board of Directors.
All requests for special meetings must be submitted to the Corresponding Secretary. This meeting may be held in person or virtually.

ARTICLE XVII – Fiscal Year

The fiscal year of the NHAA, Inc. shall conform to the fiscal year of Hampton University: July 1 - June 30.

ARTICLE XVIII – Alumni Trustees

When an alumni trustee vacancy exists on the Board of Trustees of Hampton University, the Board of Directors of the NHAA, Inc., chapters, regions or an individual alumnus can recommend for consideration the name(s) of an alumnus (alumni) to the Board of Trustees of Hampton University.

ARTICLE XIX – National Meetings

Section 1: Meetings

The Board of Directors of the NHAA, Inc. has the authority to conduct a national meeting of alumni, the program of which shall be developed by the Board of Directors. The Board has the option of implementing the National Meeting in even-numbered years (biennially).

On the day prior to the conferring of degrees to graduates of Hampton University at the close of the regular academic year, in Hampton, Virginia, an open meeting of the Association may be convened. This meeting shall be designated as the Plenary Session of the NHAA, Inc. The Board of Directors of the NHAA, Inc., has the authority to change the date, time and location of the Plenary Session during Reunion Weekend. This meeting may be held in person or virtually.

Section 2: Alumni Attendance

National, Regional, and Local officers and regular membership should support the NHAA, Inc. national meeting(s). The national meeting support includes in person or virtual attendance and financial support.

ARTICLE XX – Alumni Professional Associations

The alumni of the various organized professional groups of Hampton University may organize their own professional association(s) and be recognized as a constituent professional associate entity upon approval of their Articles of Incorporation or Constitution, and Bylaws, which do not contravene those of the NHAA, Inc., by a majority vote of the Board of Directors of the NHAA, Inc. These groups will function under the aegis of the NHAA, Inc.

ARTICLE XXI – Limits of Contractual Obligations

Section 1: Authority to bind the Association

The National President shall have the authority to bind the NHAA, Inc., within the limits defined herein. From time to time, only an individual(s) or an officer(s) of the NHAA, Inc. may be authorized by a majority vote of the Executive Committee, to act on behalf of and bind the Association.

Section 2: Contractual Obligations
The National President nor the Board of Directors shall not enter into a contract which exceeds five hundred dollars ($500.00) or one year in duration without the approval of a majority vote of the alumni council members present at the meeting.

ARTICLE XXII – Amendment to the Bylaws

Section 1: Bylaws may be amended by a two-thirds vote of those voting members of the NHAA, Inc., present and voting at the association's scheduled meetings, provided the duly proposed changes have been sent to all voting members at least sixty (60) days prior to the meeting at which time said amendment(s) are sought to be passed. This meeting may be held in person or virtually.

Section 2: Proposals to amend the Bylaws must contain the exact language for the amendment. Proposals must also contain a rationale that explains the reason for the proposed amendment.

Section 3: Amendments to the Bylaws become effective at the beginning of the (next) fiscal year following approval, unless a specific date is determined by the voting members.

Section 4: Regional and chapter bylaws shall not be in conflict with NHAA bylaws as directed in Article VIII Section 3 and Article IX Section 5.

ARTICLE XXIII – Discretion in Board and Alumni Participation

Section 1: Conflict of Interest
Care in voting and personal actions shall be exercised to avoid conflicts of interest by all Board and Alumni Council members.

Section 2: Personal Gain
Board and Council members shall abstain from voting on any projects or proposals through which they may incur personal or financial gain.

ARTICLE XXIV – Dissolution Clause

Section 1: In the event of dissolution or final liquidation of the NHAA, Inc.,
(a) none of the property of the NHAA, Inc. or any proceeds thereof shall be distributed to or divided among any of the officers or inure to the benefit of any individuals; and (b) after all liabilities and obligations of the NHAA, Inc. have been paid, satisfied and discharged, or adequate provision made therefore, then all remaining property of the NHAA, Inc. and the proceeds thereof shall be distributed to Hampton University, provided that such organization is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as

amended, provided that if Hampton University does not qualify, then such distribution shall be made to an organization which does so qualify, upon condition that such organization receiving such distribution shall apply and devote such assets exclusively for the benefit of Hampton University.

Section 2: The Board of Directors shall develop and implement strategies that ensure all regions and chapters of the NHAA, Inc. have a dissolution clause documented in their respective Bylaws.