

BYLAWS
of
HBCU (Historically Black Colleges and Universities) Faculty Development Network

ARTICLE I

Name

This educational association shall be known as the HBCU (Historically Black Colleges and Universities) Faculty Development Network (hereinafter, HBCUFDN).

ARTICLE II

Vision, Mission and Purposes

SECTION 1. Vision Statement

The HBCU Faculty Development Network will empower faculty to promote effective teaching and learning practices to enable students to become engaged, lifelong learners in an ever-changing society.

The Network will be recognized as the main organization among the more than 100 HBCUs (for advancing the following strands) to encourage the delivery of effective teaching and learning:

- Active Learning and Engagement
- Curriculum Design and Revision
- Learning Across the Curriculum and Learning Communities
- Educational Technology
- Civic Engagement and Social Justice
- Diversity and Globalization
- Assessment and Evaluation
- Faculty Development Techniques and Design
- Special Topics

SECTION 2. Mission Statement.

The mission of the Network is derived from the rich legacy of HBCUs in providing educational opportunities for underrepresented students. Building on this heritage, the Network is committed to promoting effective teaching and student learning through a variety of collaborative activities that focus on faculty enhancement. These collaborative activities are designed to make a connection between teaching, research and service. The Network also facilitates collaboration between faculty and administrators to share individual achievements for collective success in meeting student needs. The main activities of the Network are the annual HBCU Faculty Development Conference and summer institutes.

The Network also invites participation in its activities by individuals from minority serving institutions (MSIs) and other institutions of higher education, and seeks working relationships with organizations that share its goals and objectives.

ARTICLE III

Registered Office

The HBCUFDN shall have and maintain a registered office and a registered agent whose office is identical with such office, and may have other offices as the Board may from time to time determine.

ARTICLE IV

Membership

The HBCUFDN shall have three classes of members. The classes of members, manner in which members shall be admitted to the HBCUFDN, and the rights, qualifications, privileges and responsibilities of those members upon their admission are set forth in these Bylaws.

SECTION 1. Categories of Members. The HBCUFDN shall have three categories of members. The designation of such categories and the qualification of the members shall be as follows:

- a) **Professional Members:** Any person who is professionally involved in higher education may be a professional member upon payment of dues.
- b) **Emeritus Members:** Any person retired from a profession involved in higher education may be a retired professional member upon payment of dues, provided that person is not employed full-time. Such members shall have all rights and privileges of members of the HBCUFDN except the right to hold office.
- c) **Graduate Student Members:** Any person enrolled in a post-bachelor's program who is planning to enter the profession of college teaching or other professional vocations related to higher education may be a graduate student member upon payment of dues. Such members shall have all rights and privileges of members of the HBCUFDN except the right to hold office.

SECTION 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. Termination of Membership. The Board by affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by the majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Membership will also be terminated for non-payment of dues for the period fixed in these by-laws.

SECTION 4. Transfer of Membership. Membership in HBCUFDN is not transferable or assignable.

ARTICLE V

Meetings of Members

SECTION 1. Annual Meeting. An annual meeting of the members shall be held for the purpose of the business of the HBCUFDN. The meeting shall take place at the annual HBCU Faculty Development Conference.

SECTION 2. Special Meeting. Special meetings of the members may be called either by the president, the Board, or not less than one-third of the members.

SECTION 3. Place of Meeting. The Board may designate any place as the place of meeting for any annual meeting or for any special meeting called by it.

SECTION 4. Notice of Meeting. Written notice stating the place, day and time of any meeting of members shall be delivered, either personally, regular mail, or electronically, to each member not less than five days before the date of such meeting, by or at the direction of the president, or the secretary-treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at her/his address as it appears in the records of the HBCUFDN, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the HBCUFDN, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved or otherwise sanctioned by the Board of Directors.

SECTION 6. Quorum. A majority of members holding votes which may be cast shall constitute a quorum at such meetings. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

SECTION 7. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by her/his duly authorized attorney-in-fact designating another professional member as proxy. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

SECTION 8. Scope of Activities. State and regional meetings concerned with the purposes of the HBCUFDN may be conducted or sponsored by the HBCUFDN itself, or by other educational organizations or individual institutions in cooperation with the HBCUFDN.

ARTICLE VI

Board of Directors

SECTION 1. General Powers. The affairs of the HBCUFDN shall be conducted, managed and controlled by its officers and/or Executive Committee, who shall report to the Board of Directors (Board), which shall set policy and approve implementation of HBCUFDN programs and initiatives. The Board may delegate certain functions, as appropriate, to officers and/or the Executive Committee. The work of the HBCUFDN shall be accomplished through Standing Committees. The Standing Committees are appointed and derive their authority from the Executive Committee.

SECTION 2. Membership. The voting members of the Board shall consist of nine members including the officers of the HBCUFDN. All members should also be members of standing committees. The program officer shall serve as a non-voting member of the Board. Presidents Emeriti are non-voting members of the Board.

SECTION 3. Election and Term of Office. The term of office for the nine elected members of Board shall

be three years, as initially staggered by the Executive Committee, except for officers of the Board whose term of office cause them to exceed the three year limit. After serving on the Board, a member cannot be reelected to Board membership until two years have passed. At each annual election, members of the Board will be elected by the membership to fill the vacancies of the respective members whose terms expire at that time. Members elected to the Board must have been members of the HBCUFDN for a minimum of two years prior to election.

SECTION 4. Duties. The Board of Directors shall formulate policies designed to further the purposes of the HBCUFDN. It shall manage properties and financial resources of the HBCUFDN.

SECTION 5. Regular Meetings. A regular annual meeting of the Board shall be held without further notice than these Bylaws at the same place as the annual meeting of members. The Board may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any two voting Board members. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 7. Notice. Notice of any special meeting of the Board shall be given at least five days previously thereto by written notice delivered personally, sent by regular mail, or electronically to each Board member at her/his address as shown on the records of the HBCUFDN. If mailed, such notice shall be deemed to be delivered when deposited in a sealed envelope so addressed, with postage thereon prepaid. Any Board member may waive notice of any meeting. The attendance of the Board member at any meeting shall constitute a waiver of notice of such a meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws.

SECTION 8. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board members are present at said meeting, a majority of the Board members present may adjourn the meeting without further notice.

SECTION 9. Manner of Acting. The act of a majority of the Board members present at the meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by these Bylaws.

SECTION 10. Vacancies. Any vacancy occurring on the Board or any position to be filled by reason of an increase in the number of Board members shall be filled by the Board. A HBCUFDN member elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

SECTION 11. Compensation. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the HBCUFDN 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 Article Two hereof.

ARTICLE VII

Officers

SECTION 1. Officers. The officers of the HBCUFDN shall be a President Elect, a President, a Past President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more assistants as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

SECTION 2. Election and Term of Office. The President Elect of the HBCUFDN shall be elected by the Board of Directors from among its members at its spring meeting. The term of office will be one year beginning with the culmination of the annual Conference following election. The President Elect will become the President the following year beginning with the culmination of the annual Conference. The President Elect will hold that office for one year. The President will become the Past President the following year beginning with the culmination of the annual Conference. The Past President will hold that office for one year. The Secretary will be elected by the Board of Directors at its spring meeting in odd numbered years and hold office for two years beginning with the culmination of the annual Conference following election. The Treasurer will be elected by the Board of Directors at its spring meeting in even numbered years and hold office for two years beginning with the culmination of the annual Conference following election. The President Elect, the Secretary, and the Treasurer must have had a minimum of two years of previous service on the Board prior to taking office. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected and shall have qualified.

SECTION 3. Removal. Any officer or agent elected or appointed may be removed by the Board whenever in its judgment the best interests of the HBCUFDN would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

SECTION 5. President Elect. The President Elect will assist the President in carrying out the functions of that office. The President Elect will become familiar with the responsibilities of the office of President and ensure a smooth transition to that office.

SECTION 6. President. The President shall be the principal executive officer of the HBCUFDN and shall provide leadership for the advancement of the HBCUFDN's mission and purposes. The President shall in general supervise and control all HBCUFDN business and affairs, including planning, fiscal management, membership development, programming and related matters. The President may spend as necessary the funds of the Network. The President shall oversee the responsibilities assigned to the program officer and other staff of the HBCUFDN. The President may sign, with the Executive Director or the Secretary or the Treasurer or any other proper officer of the HBCUFDN authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the HBCUFDN; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 7. Past President. The Past President will serve in an advisory capacity to the President, and when necessary, assist the president in carrying out the functions of that office.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the membership and of the Board in accord with standard operating procedures; see that all notices are duly given in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board.

SECTION 9. Treasurer. The Treasurer makes budget projections, prepares budgets, and makes reports on the financial affairs of the Network. The treasurer keeps permanent financial records of the Network, and in general performs all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board.

SECTION 10. Executive Director. The Executive Director shall carry out the decisions of the Board of Directors at the direction of the President. The Executive Director is responsible for managerial functions and for interaction with outside organizations and individuals, including fund raising. The Executive Director oversees operations of the Network, implements plans, and manages in conjunction with the president and the treasurer the financial and physical resources of the Network. If required by the Board, the president and/or the Executive Director shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board shall determine. The Executive Director shall have responsibility for all funds and securities of the HBCUFDN, receive and give receipts for monies due and payable to the HBCUFDN from any source whatsoever, and deposit all such monies in the name of the HBCUFDN in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws or by the officers of the HBCUFDN. The Executive Director, in consultation with the President and following policies and procedures determined by the Board, may spend funds of the HBCUFDN for necessary expenses. The Executive Director in general will perform all the duties incident to the office of Executive Director and such other duties as from time to time may be assigned by the president or by the Board. The Executive Director ensures that the Board has sufficient and up-to-date information, and suggests opportunities for the Network to change so as to more successfully achieve its mission. The Executive Director interfaces between the Network and other organizations, with special emphasis on fund raising. The Executive Director must have a commitment to faculty development and fund raising. The Executive Director sits on the Board of Directors without a vote, and provides continuity as Board membership changes. The Executive Director is appointed by the Board of Directors.

SECTION 11. Conference Coordinator. A member of the Board will be the Conference Coordinator. The Conference Coordinator works closely with the President organizes a Conference Planning Committee to make preparations and to carry out the functioning of the HBCUFDN annual conference and other events sponsored by the HBCUFDN. The Conference Coordinator serves a liaison between the Conference Planning Committee and the Board

The Conference Coordinator must be a member of the Board or any other member of the HBCUFDN and is appointed by the Board of Directors.

SECTION 12. Historian-Archivist. The Historian-Archivist is responsible for maintaining permanent records and databases of all information designated as important by the Board of Directors. Such data include membership information, minutes, participation at Conferences and other events sponsored by the HBCUFDN, programs and other publications of the HBCUFDN, as well as any other data deemed important by the Board of Directors. The records and databases must be kept redundantly and securely in at least two different sites accessible by the Board of Directors. The Historian-Archivist may be a member of the Board or any other member of the HBCUFDN and is appointed by the Board of Directors.

SECTION 13. Eligibility for Office. Professional members in good standing are eligible for office, membership on the Board and membership on committees. No salaried employee of the HBCUFDN shall be eligible for the offices of President Elect, Secretary, or Treasurer or for elected membership on the Board of Directors. Committee Chairs of Board committees will be selected by the President. The President and the

Board are specifically enjoined to ensure that insofar as feasible the Board and the various committees are broadly representative of the types of institutions of higher learning in accord with the stated mission of the HBCUFDN.

ARTICLE VIII

Committees

SECTION 1. Committees of the Board. The Board by resolution adopted by a majority of the Board of Directors may designate one or more committees. Each shall be lead by a member of the Board of Directors and consist of three or more HBCUFDN members, and to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the HBCUFDN; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon it or on them.

- a. Executive Committee. The Executive Committee, consisting of officers of the Board, shall carry out the operational procedures of the HBCUFDN, in accord with Article VI and Article VII of these Bylaws.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the HBCUFDN, such as an Advisory Committee of former Board members, may be designated by a resolution adopted by a majority of the Board of Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the HBCUFDN, and the president of the HBCUFDN shall appoint the members thereof based on recommendations of the Nominating Committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the HBCUFDN shall be served by such removal.

SECTION 3. Term of Office. Each member of the committee shall continue as such until a successor is appointed, unless the committee is terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Chair. One member of each committee shall be elected as chair by the members of the committee.

SECTION 5. Board Liaison. One member of each committee will be a member of the Board of Directors. This person will coordinate activities with the Board of Directors, may convene meetings and set agenda items of the committee as needed, and will make reports to the Board of Directors.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Rules. Each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board.

SECTION 9. President. The President shall be ex-officio member of all committees.

ARTICLE IX

Books and Records

The HBCUFDN shall keep complete records of accounts and shall also keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board, and shall keep at its principal office a record giving the names and addresses of the membership. All books and records of the HBCUFDN may be inspected by any member, or her/his attorney for any proper purpose at any reasonable time. Records shall be audited as approved by the Executive Committee.

ARTICLE X

Fiscal Year

The fiscal year of the HBCUFDN shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI

Dues

SECTION 1. Annual Dues. The Board may determine from time to time the amount of initiation fee, if any, and annual dues, for each membership category.

SECTION 2. Payment of Dues. Dues shall be payable to the HBCUFDN in advance of the first day of July in each year.

ARTICLE XII

Non-Profit Status

The HBCUFDN is organized exclusively for service and educational purposes and, in all aspects, shall comply with, and fulfill the requirements of being a section 501(c)(3) organization of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law). The HBCUFDN also has such power as are now, or hereafter may be granted by the General Not for Profit Corporation Act of the State of Mississippi. No part of the net earning of this Association ever shall inure to the benefit of any donor, officer of the HBCUFDN, or any private individual shall be entitled to share in the distribution of any of the HBCUFDN assets; nevertheless the HBCUFDN shall be authorized and empowered to make payments and distribution in furtherance of the purposes of the organizations. Upon dissolution, any assets of the HBCUFDN shall be distributed to a nonprofit charitable organization whose goals are consistent with the ideals of the HBCUFDN.

ARTICLE XIII

Conflict of Interest

SECTION 1. The HBCUFDN shall have and maintain a conflict of interest policy. Except as limited by section 2 hereof, this conflict of interest policy may be altered, amended or repealed and a new conflict of interest policy may be adopted by a majority of the Board present at any regular meeting or at any special meeting, or by mail ballot. The proposed alteration or amendment shall be adopted unless more than two-thirds majority of the Board rejects it within the specified time limit. Approved alterations or amendments will be announced in the next issue of the official publication of the HBCUFDN and at the next regular meeting of the HBCUFDN.

SECTION 2. Amendments as to the conflict of interest policy of the HBCUFDN may be initiated by the Board. Such amendments will be submitted in writing to the secretary-treasurer of the HBCUFDN. The President will submit the proposed amendment and a ballot to the Board of Directors and the Board of Directors will have the vote tabulated not earlier than three weeks and not later than thirty days after submitting the amendment to the Board. The proposed amendment shall be adopted unless more than a two-thirds majority of the Board rejects it by the written ballot within the specified time limit. Approved amendments will be announced in the next issue of the official publication of the HBCUFDN and at the next regular meeting of the HBCUFDN.

ARTICLE XIV

Amendments to By-Laws

SECTION 1. Except as limited by section 2 hereof, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, or by mail ballot. The proposed alteration or amendment shall be adopted unless more than one-third of the members reject it within the specified time limit. Approved alterations or amendments will be announced in the next issue of the official communication of the HBCUFDN and at the next regular meeting of the HBCUFDN.

SECTION 2. Amendments as to policy or major purpose of the HBCUFDN may be initiated by the Board or by any ten members from at least three different institutions. Such amendments will be submitted in writing to the secretary-treasurer of the HBCUFDN. The President will submit the proposed amendment and a ballot to the entire voting membership and the Board of Directors will tabulate the vote not earlier than three weeks and not later than thirty days after submitting the amendment to the membership. The proposed amendment shall be adopted unless more than one-third of the members reject it by written ballot within the specified time limit. Approved amendments will be announced in the next issue of the official publication of the HBCUFDN and at the next regular meeting of the HBCUFDN.

ARTICLE XV

Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the HBCUFDN in all cases to which they are applicable and in which they are consistent with these bylaws and any special rule of order the HBCUFDN may adopt.

Bylaws adopted: October 23, 2010

Bylaws amended: October 28, 2011