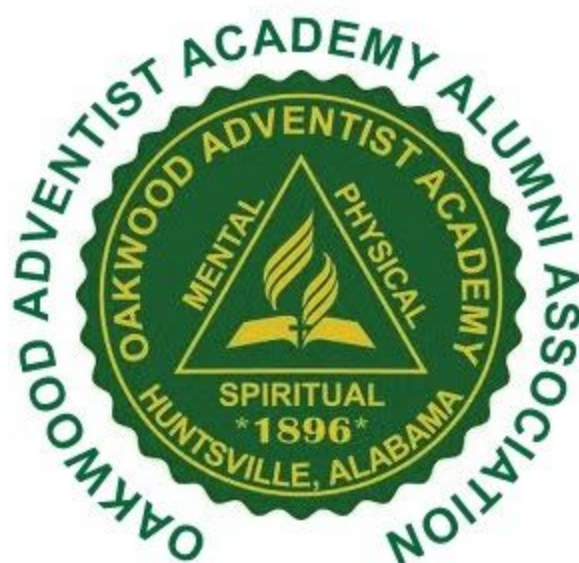


Constitution & Bylaws 2018-2021



**P.O. BOX 30036
Huntsville, Alabama 35896**

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256-262-3980

2018-2020 Board of Directors

Officers

President	Jarrold E. Patterson
Executive Vice President	Robyn Lang
Executive Secretary	Karen Barton-Moore
Treasurer	Angela King
Communications Director	Traci Preston
Parliamentarian	
Chaplain	DaNella Knight

Alumni Representatives

Jeannette Dulan
Gerald Kibble
Terra Anderson
Joel Williams
Marcia Hicks
Representative TBD
Representative TBD
Representative TBD

Ex-Officio Members

Principal	Judy Dent
Vice-Principal (K-8)	Chantel Calender
Vice-Principal (9-12)	Lakeisha Williams
Business Manager	Mary Greene

PURPOSE STATEMENT

To support the advancement of Oakwood Adventist Academy (K-12), hereinafter referred to as “The Academy,” by: promoting relationships and fellowship; coordinating the establishment of the Alumni Chapters; maintaining the history of the Alumni; generating financial contributions.

THEREFORE, we the alumni do hereby establish this constitution.

Article I.

Section 1.01 Name: The name of this association shall be “NATIONAL OAKWOOD ADVENTIST ACADEMY ALUMNI ASSOCIATION.” The names “National Oakwood Adventist Academy Alumni Association” and “NOAAAA” are the exclusive property of the National Oakwood Adventist Academy Alumni Association, hereinafter referred to as “The Association.” Unauthorized use is prohibited.

Article II.

Section 2.01 Members: There shall be three classes of membership: Regular Membership, Associate Membership, and Honorary Membership. These classes of membership shall be defined in the Bylaws.

Article III. Governance

Section 3.01 Board of Directors: There shall be a Board of Directors responsible for the establishing policies, plans, and procedures for The Association and elected by the membership according to the By-Laws. The Board of Directors is composed of elected officers and appointed Alumni Representatives.

Section 3.02 Elected Officers shall be the following:

President
Executive Vice-President
Communications Director
Executive Secretary
Treasurer
Parliamentarian
Chaplain

Section 3.03 Alumni Representatives at Large shall be comprised of the following: Eight (8)

Alumni Representatives-at-Large shall be appointed by the elected officers. Four (4) of the Alumni Representatives at Large must maintain Alumni Membership status, with a minimum of four (4) decades represented, and shall be appointed by the elected officers with a two (2) year term limit.

Section 3.04 Ex-officio Members shall be comprised of the following: Ex-officio board members shall be non-voting members, and shall be the Principal, the Vice Principals, the Business Manager of The Academy, and the Senior Class President and Vice President.

Section 3.05 Standing committees shall be comprised of the following:
 Executive Committee *President, Executive Vice-President, Treasurer, and two (2) Alumni Representatives
 Finance Committee *President and Treasurer
 Constitution and Bylaws Committee *Parliamentarian, Secretary
 Alumni Membership Committee * Executive Secretary

* Required members of the standing committees

Section 3.06 Bylaws. The Association shall establish Bylaws detailing governance that cannot be changed without previous notice.

Section 3.07 Rules of Order. The rules contained in General Conference Rules of Order Revised shall govern The Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and the Constitution.

Section 3.08 Meetings of the Board. The board shall meet at least quarterly as designated by the President.

Section 3.09 Annual Meeting. The Association shall have an Annual Meeting of the membership at the time and place established by the Board or the President.

BYLAWS

I. Membership

- Bylaw 1.01 Regular Membership:** Regular membership shall include persons who a) have graduated from The Academy, or b) were regularly enrolled for one full semester.
- Bylaw 1.02 Associate Membership:** Associate membership shall include (a) present and former faculty, staff, (b) parents and/or guardians of persons in Alumni Membership, and (c) spouses of persons who hold Alumni and Associate Memberships.
- Bylaw 1.03 Honorary Membership:**
Honorary membership shall include any persons who have demonstrated an interest in and/or financial commitment to The Academy.

II. Fiscal Year

- Bylaw 2.01** The Fiscal Year of The Association shall begin immediately following the Annual Labor Day Weekend Constituency Meeting until the next Annual Labor Day Weekend Constituency Meeting.

III. Officers

- Bylaw 3.01** Elected officers shall make a yearly financial contribution to The Association.
- Bylaw 3.02** Elected officers shall support all fundraising activities.
- Bylaw 3.03 Powers and Duties of the President:** The President of The Association shall call and preside over meetings of The Association, shall act as Chairman of the Board of Directors, shall act as liaison between the Principal and NOAAAA constituency, shall represent the Association at Academy events, shall also serve as an official representative of the Huntsville Association Seventh Day Adventist (HASDA) School Board of the Academy, and shall develop strategic plan for the Association to grow and meet the needs of alumni. The President shall be an ex-officio voting member of all standing committees except the Nominating Committee. The President must retain Alumni Membership for the duration of the elected term (see Bylaw 1.01).
- Bylaw 3.04 Powers and Duties of the Executive Vice-President:** The Executive Vice-President shall have such powers and shall perform such duties as may be

assigned by the President. The Executive Vice-President shall preside over all meetings of the Board of Directors in the absence of the President. The Executive Vice-President shall be successor to the President in the event that the President is no longer able to perform his/her duties. The Executive Vice-President shall be responsible for planning the annual constituency meeting of the membership and shall chair the Alumni Reunion Committee. The Executive Vice-President shall report to The President and shall be subject to the supervision, direction, and control of the Board of Directors. The Executive Vice-President must retain Alumni Membership for the duration of the elected term (see Bylaw 1.01).

- Bylaw 3.05 Powers and Duties of the Executive Secretary:** The Executive Secretary shall give notice of all regular and [specially] called meetings of the Board of Directors and all other notices required by law or by the Constitution & Bylaws. The Executive Secretary shall record and keep minutes and attendance records for all meetings, shall maintain official records for The Association, and shall be responsible for maintaining the [membership] database. The Executive Secretary The Executive Secretary must retain Alumni Membership for the duration of the elected term (see Bylaw 1.01).
- Bylaw 3.06 Powers and Duties of the Treasurer:** The Treasurer shall be responsible for the receipt, management, and distribution of the funds of The Association according to established policy, and/or according to the vote of the Board of Directors. The Treasurer shall prepare an annual budget for the operation of The Association and other budgets as needed. The Treasurer shall prepare financial statements for presentation to The Association at the annual meeting and/or upon request of the Board of Directors. The Treasurer must retain Alumni Membership or Supporting Membership for the duration of the elected term (see Bylaw 1).
- Bylaw 3.07 Powers and Duties of the Communications Director:** The Communications Director shall promote the interest of The Association by means of mass media (i.e. webpages and social media) and publications (newsletters and brochures). The Communications Director shall keep records of The Association's accomplishments, and compile photos/memoirs of The Association and its members. The Communications Director must retain Alumni Membership or Supporting Membership for the duration of the elected term (see Bylaw 1).
- Bylaw 3.08 Power and Duties of the Chaplain:** The Chaplain shall coordinate all religious activities and worships at all meetings of the Board of Directors. The Chaplain shall manage bereavement and loss support for the alumni membership. The Chaplain must retain Alumni Membership or Supporting Membership for the duration of the elected term (see Bylaw 1).
- Bylaw 3.09 Power and Duties of the Parliamentarian:** The Parliamentarian shall maintain order and decorum in the meetings and assure that meetings are conducted as

stipulated by GC Rules of Order. The Parliamentarian shall be interpreter of the Constitution and Chair of the Constitution and Bylaws Committee. The Parliamentarian must retain Alumni Membership or Supporting Membership for the duration of the elected term (see Bylaw 1).

IV. Alumni Representatives

- Bylaw 4.01** **Alumni Representatives** shall make a yearly financial contribution to the Association.
- Bylaw 4.02** **Alumni Representatives** shall support all fundraising activities.
- Bylaw 4.03** **Alumni Representatives** are required to attend, at a minimum, two (2) of the six (6) scheduled meetings per year.
- Bylaw 4.04** **Alumni Representatives** shall participate on at least one (1) standing committee.

V. Terms of Office

- Bylaw 5.01** The terms of all elected offices shall be three (3) years.
- Bylaw 5.02** No officer shall serve more than two (2) full consecutive terms in any one elected office.
- Bylaw 5.03** Any officer who is absent from more than half of the regularly scheduled Officer's, Committee, or Association meetings during any twelve (12) month period without an accepted excuse that is documented in the minutes of each meeting shall be deemed to have resigned the office.

VI. Election Process

- Bylaw 6.01** The Association's elections shall be held at the Annual Labor Day Weekend Constituency Meeting during the second year of each term of office. Winners of elections shall be determined by a majority vote.
- Bylaw 6.02** The Board shall fill a vacancy in any office or in the membership of any standing committee of The Association. The President is authorized to make interim appointments to fill vacancies until the Board meets and fills the positions.

VII. Committees

- Bylaw 7.01** **The Standing Committees** of The Association shall be: the Executive Committee, the Finance Committee, the Constitution and Bylaws Committee, the Alumni Membership Committee, and the Communications Committee.
- Bylaw 7.02** **The Executive Committee** shall include the President, Executive Vice-President, Treasurer, and two (2) Alumni Representatives. The Executive Committee assists the President in directing special business of The Association between Board meetings. The Executive Committee's authority shall include action on all matters except those specifically reserved for the Board of Directors or those regarding amendments to this Constitution and Bylaws. Any action taken by the Executive Committee on behalf of the Board of Directors is subject to review by the Board.
- Bylaw 7.03** **Finance Committee** shall include the President and Treasurer. The Finance Committee assists the President in directing the financial business of The Association between Board meetings. It shall be the duty of this Committee to recommend dues and assessments, to prepare an annual budget, to submit the budget for approval by the Board, and to supervise the disbursement and allocation of funds. It shall establish, maintain, and distribute scholarships to students of The Academy.
- Bylaw 7.04** **The Constitution and Bylaws Committee** shall be responsible for coordinating any amendments for the Constitution and Bylaws. It shall administer and facilitate the electoral process.
- Bylaw 7.05** **The Alumni Membership Committee** shall be responsible for maintaining accurate and up-to-date records of all alumni and their achievements. The Communications Director shall serve on this committee. The committee shall conduct membership drives and shall keep a record of all alumni, and shall seek advice and suggestions from members of The Association regarding potential alumni who should be recognized for their service. The Vice President shall chair this Committee.
- Bylaw 7.06** **The Communications Committee** shall be responsible for aid the staff in reviewing and planning alumni publications throughout the year, communicating the story of The Academy to newspapers, radio stations, television stations and to the public, and shall work with the designated Academy Leadership to provide a continuous flow of news and information concerning the activities of The Academy.
- Bylaw 7.07** **Special Committees** shall be established or appointed as needed by the President with the advice and consent of the Board of Directors.

VIII. Meetings

- Bylaw 8.01** The Annual Constituency Meeting of The Association shall be held at Huntsville, Alabama as designated by the President.
- Bylaw 8.02** Constituency meetings may be called by the President or by vote of the Board of Directors. Notice of special meetings shall be sent by email not less than two (2) weeks prior to the date of the constituency meeting, and shall include the specific purpose of the meeting. The only action items on the agenda shall be those listed in the notice of the meeting.
- Bylaw 8.03** **Regular Meetings:** Regular meetings of The Association and regional chapters shall be held at least three (3) times per quarter, equaling a minimum of six (6) per fiscal year. However, both entities may exceed the minimum number of meetings if the situation warrants. Local regular meetings shall be called by the President.
- Bylaw 8.04** **Special Meetings:** Special meetings (special, emergency, or town-halls) shall be called by the President, Executive Vice-President, and/or Executive Secretary to address important issues concerning The Association which cannot wait until the next regularly-scheduled meeting. Email notice of special meetings will be sent to members of the Board of Directors at least two (2) weeks prior to the special meeting date.
- Bylaw 8.05** **Quorum:** A majority of elected officers of any meeting (regular, special, constituency, or committee) shall constitute a quorum.
- Bylaw 8.06** **Teleconference:** Regular, special or committee meetings may be held via video-conference upon the approval of the majority of elected officers.

VIX

Changes/Amendments

- Bylaw 9.01** **Amendments:** This Constitution and its Bylaws may be amended during an Annual or Special Meeting by a two-thirds majority vote of members present and eligible to vote.
- Bylaw 9.02** **Quorum:** The quorum for an Annual meeting shall consist of twenty percent (50%) of the members of The Association who are eligible to vote.
- Bylaw 9.03** **Ratification:** This Constitution and its Bylaws shall be ratified and adopted by a majority vote of those members assembled at a regular Annual or Special Meeting who are eligible to vote.

X

Local Chapters

- Bylaw 10.01** Any three (3) graduates of the Academy who (a) meet the membership criteria,

(b) agree to be bound by the principles outlined by this Constitution & Bylaws, and (c) adopt and operate under this Constitution & Bylaws may form an [alumni] chapter. A formal application and payment of chapter application fee must be approved by the Board of Directors of the Association.

Bylaw 10.02 Upon approval and acceptance by the Board of Directors of The Association, regional chapter applicants shall be recognized as a Chapter of The Association.

Bylaw 10.03 [Approve] or [official] chapters shall be [grouped] or [organized] by region as follows:

Region 1: Alabama, Tennessee, Georgia Kentucky, Florida, Mississippi, Arkansas

Region 2: North Carolina, South Carolina, Virginia, Maryland, Washington D.C.

Region 3: New York, New Jersey, Delaware, Connecticut,

Region 4: Ohio, Indiana, Illinois, Michigan, Minnesota, Wisconsin

Region 5: Arizona, New Mexico, California, Oregon, Washington

Bylaw 10.04 Each chapter shall make an annual contribution of to national chapter of The Association to be used in the development of the national chapter and its philanthropic endeavors.

Bylaw 10.05 The Constitution and Bylaws for each local chapter must be ratified and adopted by the Board of Directors of the Association.

XI

Official Publications

Bylaw 11.1 The Association's official Newsletter shall be called _____ and will be published on a bi-monthly basis, with optional special editions.

XII

Conflict of Interests

Bylaw 12.1 A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of The Association, or in which the interests of an individual or another organization have the potential to be placed above those of The Association. Any interested individual must disclose the existence of any actual or possible conflict of interest and all material facts to The Association committee considering the proposed transaction. Action to address the conflict shall be taken by The Association.

XIII

Purpose and Dissolution

Bylaw 13.1 Said organization is organized exclusively to support the advancement of

Oakwood Adventist Academy through charitable, religious, educational purposes, including, for such purposes, the making of distributions to Oakwood Adventist Academy which qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Bylaw 13.2 Upon the dissolution of The Association, the Treasurer, in collaboration with the President, shall, after paying or making provision for the payment of all of the liabilities of The Association, bequeath all assets to The Academy, which itself is exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

Amended and ratified by the Oakwood Adventist Academy Alumni Association membership on this day, Sunday, December 16, 2018.

Jarrold Ennis Patterson
President

Robyn Lang
Executive Vice-President

Karen Barton-Moore
Executive Secretary