

713051

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FAMU National Alumni Association
(Business Entity Name)

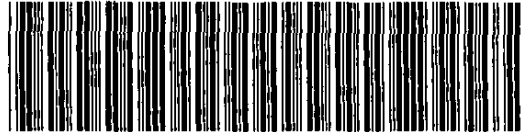
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TALLAHASSEE, FLORIDA

DR
5/16/12

(AMENDED - MAY 2010)

ARTICLES
OF

THE FLORIDA A&M UNIVERSITY NATIONAL ALUMNI ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

In an effort to foster a spirit of loyalty, fraternity and scholarship, to promote the continuous active interest in and support of Florida Agricultural and Mechanical University, to effect united action on behalf of and for the general welfare of Florida Agricultural and Mechanical University as an educational institution of higher learning: we, the graduates and former students of Florida Agricultural and Mechanical University, do hereby ordain and establish this Constitution of the Florida Agricultural and Mechanical University National Alumni Association, Inc.

**ARTICLE I
NAME AND SYMBOL**

Section 1. This organization shall be known as the Florida Agricultural and Mechanical University National Alumni Association, Inc.

Section 2. The Symbol of the organization shall be the same as the University's official seal with the "National Alumni Association, Inc." appropriately inscribed.

**ARTICLE II
PURPOSE**

Section 1. The purposes of the Association are as follows: To enhance and insure the continued existence of Florida A&M University in any manner not inconsistent with this Constitution, and function exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2. Notwithstanding any other provision of this Constitution, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III
SUPREMACY OF THE CONSTITUTION**

Section 1. By the authority of this Constitution, all power to contract, operate, maintain, and otherwise carry out the lawful purpose of this Association rests with the membership of the Association.

Section 2. When the general membership is not in session, the authority to act, contract, operate, maintain, and otherwise carry out the lawful purposes of this Association is entrusted to the officers and Executive Board of this Association.

Section 3. All powers not specifically delegated to the Association in the Constitution and By Laws rests with the membership.

ARTICLE IV MEMBERS

Section 1. Alumni of the former Normal School, all alumni of Florida A&M College and Florida A&M University, and all persons who have completed one semester or trimester or one quarter and who left in good standing, shall be eligible for regular membership in this Association.

ARTICLE V OFFICERS

Section 1. Only active regular members of this Association shall be eligible to hold national office.

Section 2. The officers of the Association shall be President, First Vice President, Second Vice President, Third Vice President, all five (5) Regional Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Publicity Director, Parliamentarian, Sergeant-at-arms, five (5) At-Large Committee Persons (One from each of the established regions), Chaplain and General Counsel.

Section 3. The regular affairs of the Association shall be administered by an officer or officers agreed upon by the Executive Board.

ARTICLE VI EXECUTIVE BOARD

Section 1. The Executive Board shall control and manage the affairs of the Association, in accordance with the Constitution and By-Laws. They shall have the power to authorize all acts on behalf of the Association, except limited by this Constitution and By-Laws of the Association. The Executive Board may make rules for the conduct of its own meetings, and in the absence of any such rules, said meeting shall be conducted according to Robert's Rules of Order. Any such rules inconsistent with the Constitution and By Laws shall not be valid.

ARTICLE VII COMMITTEES

Section 1. The ~~p~~President, with majority approval of the Executive Board, or the Executive Board, may create and appoint committees to assist in the purposes and

objectives of the Association. These committees shall perform such functions and make reports as the President or Executive Board shall determine and define.

ARTICLE VIII MEETINGS

Section 1. The general body of the Association shall meet at least once a year at a time and place determined by the Association. A second meeting may be held during the weekend of commencement.

Section 2. The Executive Board shall meet at least four (4) times a year as provided in the Bylaws of the Association.

ARTICLE IX ORDER OF BUSINESS

The order of business of the Association shall be, insofar as is practicable, as follows:

1. Call to Order
2. Devotion
3. Adoption of the Agenda
4. Reading of Minutes from previous meeting
5. Reports of Officers
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Adjournment

The order of business may be changed by affirmative vote of the majority of the registered active and regular members present and voting at the meeting.

ARTICLE X RULES OF PROCEDURE

The proceedings and business of the Association shall be governed by Robert's Rules of Order (latest edition), unless otherwise provided herein.

ARTICLE XI CHARTERS OF AUTHORITY

Section 1. The National Association through the Executive Board may grant a charter of authority to chapters having ten (10) or more active members of the National Alumni Association.

Section 2. The National Association, through the Executive Board may establish and grant a charter of authority to each regional office (chapter)

ARTICLE XII ELECTIONS

The officers of the Association will be elected as prescribed in this Constitution and By Laws.

ARTICLE XIII BY LAWS

Section 1. By-Laws shall be adopted pursuant to this Constitution.

Section 2. By-Laws shall be adopted by a simple majority vote of the general membership at an annual meeting.

ARTICLE XIV AMENDMENTS

Section 1. This Constitution may be amended at an Annual Meeting or at any called for the purpose, by a two-thirds (2/3) majority vote for ratification of the registered active and regular members present and voting at such meeting provided that such amendments have been filed with the Recording Secretary in writing sixty (60) days prior to the meeting. The Recording Secretary shall provide notice to all chapters either in writing or by publication of intent to amend, not less than thirty (30) days notice shall include proposed amendments to the Constitution. In an emergency or situation which would adversely limit the effective operations of the Association, a suspension of a portion of the Constitution for a specified time may be placed into effect by a two-thirds (2/3) majority vote of registered active and regular members present and voting.

Section 2. The President shall appoint active members of the Association to review this Constitution at least once every two (2) years for possible revision and updating. Proposed amendments, if any shall be submitted for ratification by the Association at the next subsequent Annual Meeting of the Association in compliance with this Constitution.

Section 3. Any amendments ratified by the membership shall be official immediately upon the proper ratification process. An official coded copy of such amendments shall be filed with the Florida Secretary of the State as an authenticated copy of such change as a part of the Articles of Incorporation. Only through a constitutional change may the Articles of Incorporation be changed, amended or modified and vice versa. A "coded" copy of the document is one that shows all words stricken as deletions and words underlined as additions.

Section 4. This Constitution and all amendments shall be attested by the signing of the appropriate officer present at the time of ratification and signed and witnessed by the President and Recording Secretary of the Association accompanied by a sworn notarized affidavit. If either the President or Recording Secretary were not present during the

2010 Amendments to the FAMU NAA, Inc. Constitution

meeting, however, they may still attest to the validity of the documents in good faith by sworn affidavit if provided verified proof of the accuracy of the documents by the official minutes of the meeting.

Section 5. An official "clean" (non-coded) final copy of the Constitution and all amendments signed by the President and Recording Secretary shall be made available to the FAMU Office of Alumni Affairs and other archives to be determined by the Executive Board.

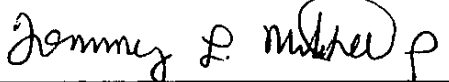
ARTICLE XV DISSOLUTION

Section 1. Upon dissolution of the Association, all 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, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the Association, INC. is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

The Constitution was adopted at the 1979 Spring Meeting. Signed by the NAA President, Rev. Moses G. Miles on 14 January 1980. The Constitution was amended:

December, 1985
December, 1988
December, 1989
May, 1990
December, 1991
January, 2008
May 2010

ADOPTED BY THE MEMBERS ON MAY 22, 2010



Tommy L. Mitchell, Sr.
President



Mary H. Smith
Recording Secretary

AFFIDAVIT

STATE OF Florida
COUNTY OF Leon

Before me, the undersigned authorities personally appeared

1. Tommy L. Mitchell, Sr.

to me well known or identified with the following identification

_____ ; and known to be persons who subscribed to the foregoing revised Constitution as an amendment to the Articles of Incorporation of Florida A&M University Alumni Association, Inc., a corporation not for profit, organized under Chapter 617, Florida Statutes, and they acknowledged before me that they executed the same for the uses and purposes therein expressed, and that each of them after being first duly sworn by me upon oath according to law says that they are a natural person competent to contract, and it is the intent by each of them severally as subscribers and incorporators in the above and foregoing r revised Constitution as an amendment to the Articles of Incorporation to carry out the purposes and objects set forth the purposes and objects set forth therein in good faith on May 22, 2010.

Sworn to and subscribed before me this 8th day of May, 2012.

Tommy L. Mitchell, Sr.
Tommy L. Mitchell, Sr.
President

STATE OF FLORIDA
COUNTY OF Leon
Sworn to and subscribed
Before me on this 8th day
of May, 2012.



Benetta B. Davis

AFFIDAVIT

STATE OF Florida
COUNTY OF Broward

Before me, the undersigned authority personally appeared

1. Mary H. Smith

to me well known or identified with the following identification _____;
and known to be persons who subscribed to the foregoing revised Constitution as an
amendment to the Articles of Incorporation of Florida A&M University Alumni
Association, Inc., a corporation not for profit, organized under Chapter 617, Florida
Statutes, and they acknowledged before me that they executed the same for the uses and
purposes therein expressed, and that each of them after being first duly sworn by me upon
oath according to law says that they are a natural person competent to contract, and it is
the intent by each of them severally as subscribers and incorporators in the above and
foregoing r revised Constitution as an amendment to the Articles of Incorporation to
carry out the purposes and objects set forth the purposes and objects set forth therein in
good faith on May 22, 2010.

Sworn to and subscribed before me this 4 day of May, 2012.

Mary Smith
Mary H. Smith
Recording Secretary

STATE OF FLORIDA
COUNTY OF Broward

Sworn to and subscribed
Before me on this 4 day
of May, 2012.
Notary Public

My Commission expires:

