



**INMAN PAGE
BLACK ALUMNI
COUNCIL**

BROWN UNIVERSITY

The Inman Page Black Alumni Council Constitution and ByLaws

Chapter 1 The Constitution

Article I. Organization

Section 1. Name

The official name of this organization shall be The Inman Page Black Alumni Council, an organization chartered by the Brown Alumni Association, henceforth referred to as Inman Page, IPC or the Council. It shall be a non-profit organization whose funds shall be used solely for the expenses of the organization in accordance with the laws of the State of Rhode Island and Providence Plantations.

Section 2. Philosophy

The Brown experience should be optimal for its Black community at all levels and in all aspects. The IPC is dedicated to proactively making that experience prosperous, nurturing, enriching and healthy.

The Council is formed in honor of Inman Page and George Washington Milford, the first known Black undergraduates of Brown University in the class of 1877, Ethel T. Robinson, the first known Black undergraduate of Pembroke College in the Class of 1905, and all of the Black students who have followed in the path that they cleared. The Council was established on April 14, 2000 at a retreat held in Newport, Rhode Island, attended by Black alumni, other members of the Black community of Brown University, and the Brown University Alumni Relations Office.

Section 3. Mission of The Council

The mission of the Inman Page Black Alumni Council is to strengthen Brown University by directly addressing the needs and concerns of its Black alumni and establishing a productive interaction among Black alumni, students, faculty and staff. Members of IPC shall endeavor to channel their energies toward broadening opportunities for the Black community of Brown University and maximizing Black alumni participation in the life of the University. In addition, the members shall work with organizations that further the interest of Brown University, including but not limited to the Brown Alumni Association.

Section 4. Membership of The Council

- i. The Members of IPC shall be all persons who identify themselves as members of the Black community and are alumni in accordance with the definition established by the Brown Alumni Association.
- ii. The Friends of the Inman Page Black Alumni Council shall be all non-members who support the mission and work of IPC.

Article II. Board of Governors

A Board of Governors whose number shall consist of not less than thirteen (13) members shall govern the IPC. This Board shall consist of both voting and non-voting members.

Section 1. Voting Members

- i. The Executive Branch of the Council
- ii. Heads of any Standing Programs (Committees) designated in the By-laws.

Section 2. Non-Voting Members

- i. Any person who is a member of IPC and who is a current trustee, trustee emeritus, fellow, or fellow emeritus of the Corporation of Brown University.
- ii. Ex-officio members to the Board of Governors who are nominated by the President and ratified by a two-thirds (2/3) vote of the voting members of the Board. At least one ex-officio member shall serve on the Board of Governors as a historian.

Section 3. Authority

- i. The Board of Governors may appoint or employ such agents, as it deems necessary for the proper conduct of the affairs of the Council.
- ii. The Board of Governors shall meet no fewer than two (2) times per year at date specified by the President-Elect.

Article III. Executive Branch

The Council shall elect an Executive Branch comprised of a President, President-Elect, Treasurer and Secretary from among its members in accordance with this Constitution and its By-laws.

Article IV. Elections

Section 1. Nominations

The By-laws shall specify the function of a Nominating Committee to oversee the election of all officers and appointments to the Board of Governors.

Section 2. Voting

Members shall be entitled to vote for officers to the extent provided in this Constitution and the By-laws. Friends of IPC shall not be entitled to vote for officers.

Article V. Meetings

Section 1. Membership Meetings

There shall be an annual meeting of the members of IPC that shall be conducted on the campus of Brown University. In addition, there may be special membership meetings. The President-Elect of IPC shall set the date and time for all meetings. Fifty (50) members of the Council, including a majority of the voting Governors and additional members of the Council shall constitute a quorum at any annual and special membership meeting. Friends of IPC shall not be included in determining a quorum count.

Section 2. Board Meetings

The Board of Governors shall hold at least two regular meetings a year. The Board may schedule additional regular and/or special meetings. The President-Elect shall determine date and time of all meetings.

Article VI. Amendments

Section 1. Proposal of Amendments

Amendments to this Constitution or the By-laws must be proposed in a written statement filed with the Secretary at least thirty (30) days prior to a scheduled meeting of the Board of Governors. In order for any proposed amendment to be considered for approval at an annual meeting it must be endorsed by a simple majority of the Board voting at a regular meeting or by a petition of at least 200 members of IPC.

Section 2. Approval of Amendments

A vote of two-thirds (2/3) of all members present at the annual meeting shall be necessary to approve any amendments to the Constitution or the By-laws. Preceding the vote, any proposal may be amended by the attending Governors.

Chapter 2 The By-Laws

Article 1. Identification

Section 1. Name, Philosophy and Mission

The name, philosophy, and mission of The Inman Page Black Alumni Council, henceforth, Inman Page, IPC or the Council, is set forth in it's Constitution.

Section 2. Principal Office

The IPC was chartered by the Brown Alumni Association of Brown University and its principle office shall be located at Brown University in Providence, Rhode Island.

Section 3. Official Seal

The official seal of IPC shall be determined by majority vote of the Board of Governors.

Section 4. Fiscal Year

The fiscal year shall end on June 30th of each year or in conjunction with the fiscal year of Brown University. This date is subject to change by decision of the Governors or if required by law.

Article II. Executive Branch

Section 1. Definition

- i. The Executive Branch shall consist of the officers of the Council. The officers of the Council shall be a President, President-Elect, Treasurer and Secretary. No officer may hold more than one office at a time. Every officer must be a Member of the Council, as defined in the Constitution.
- ii. Special provisions may be enacted for the charter election in 2001.

Section 2. Elections

- i. The President shall be elected in 2001 and shall serve a two-year term, beginning October 13, 2001.
- ii. The President-Elect shall be elected in odd numbered years and shall serve a two-year term as President-Elect, beginning September 1 of that election year and shall then serve a two-year term as President immediately thereafter.
- iii. The Treasurer shall be elected in odd numbered years and shall serve a two-year term, beginning September 1 of that election year.
- iv. The Secretary shall be elected in odd numbered years and shall serve a two-year term, beginning September 1 of that election year.

Article III. Board of Governors

Section 1. Terms of Office - Presidential Appointees

The terms of service for appointed Governors shall be two (2) years beginning September 1. Terms for Governors shall be staggered such that the terms of no more than two-thirds (2/3) of the Board may expire each year.

- i. Only the officers of the Executive Branch shall be elected. All other voting members of the Board of Governors shall be appointed by the President.
- ii. For the purposes of staggering the terms, officers of the Executive Branch shall be elected, and four (4) of the members of the Board of Governors shall be appointed, in odd numbered years. A minimum of six (6) additional members of the Board of Governors shall be appointed in even numbered years.

Section 2. Standing Programs

The Council shall establish and support at least six (6) standing programs, which will operate in a manner that supports the goals of IPC as outlined in the Mission Statement of the Constitution.

Section 3. Resignation, Impeachment and Removal from Office

- i. Any Governor may resign by delivery of a letter of resignation to the President and such a resignation shall be effective at the first Board meeting after receipt of said resignation.
- ii. Any Governor who is not an officer of the Executive Branch may be removed from office for cause by a two-thirds (2/3) vote of the Governors present at any Board, special, membership or annual Council meeting.

- iii. An Officer of the Executive Branch may be removed from office for cause by a two-thirds (2/3) vote of the members at a special, membership or annual Council meeting.
- iv. Any Governor or Officer of the Executive Branch may be removed for cause only after a thirty (30) day notice of a scheduled hearing where said Governor or Officer may have an opportunity to be heard in a special, membership or annual Council meeting and said notice shall contain a statement of the causes assigned for such proposed removal.
- v. There is no appeal process.

Article IV. Board Meetings

Section 1. Meetings

The Board of Governors shall meet at least twice a year at locations determined by the President-Elect. The President or a majority of the Governors may convene special meetings of the Board of Governors whenever deemed proper at times and locations agreed upon by those in attendance.

Section 2. Notice

It is sufficient to send notice to each Governor by first class mail at least thirty (30) days prior to the meeting of the Council.

Section 3. Quorum

Majority of the voting Board of Governors shall constitute a quorum.

Section 4. Voting

Each voting member of the Board of Governors shall be entitled to one vote.

Section 5. Proxies

- i. No member of the Executive Branch may cast a vote by proxy.
- ii. Only Heads of any standing program may cast a vote by proxy to any meeting.

Article V. Organizational Structure

Section 1. Office of the President

- i. Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.
- ii. Must demonstrate a leadership commitment to the mission and goals of IPC and facilitate the goal-setting process at all levels.
- iii. Must be able to chair all mandatory meetings of the Board of Governors. (In case of an emergency, the President-Elect may serve as chair.) Will serve as liaison to the Corporation Committee on Minority Affairs (COMA), as an ex-officio member.

Section 2. Office of the President-Elect

- i. Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.
- ii. In the absence of the President, shall represent that office.
- iii. With the President, shall coordinate the activities of the Council.
- iv. Shall work in conjunction with the members of the Board to prepare annual objectives of IPC.
- v. Shall work with the President to coordinate all aspects of all meetings.
- vi. Shall work with the President to provide guidance and encourage participation of all members in the activities of the Council.

Section 3. Office of the Treasurer

- i. Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.
- ii. Is responsible for maintaining the integrity of the financial operations of the Council.
- iii. Shall be responsible for all of the financial reports and accounts of IPC.
- iv. Maintain a working relationship with the Alumni Relations Office and serve as liaison to the Brown Alumni Association, as an ex-officio member.

Section 4. Office of the Secretary

- i. Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.
- ii. Is responsible for structuring the agenda of the Board meetings in accordance with the desires of the Executive Branch.
- iii. Shall manage the communication process of the Council.
- iv. Must be present at the meetings of the Executive Board with exception only if proper notice and a substitute have been arranged.

- v. With the President, shall coordinate the external communications with the Office of Alumni Relations.

Section 5. Heads of Programs

- i. Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.
- ii. Shall be responsible for setting goals and planning strategy of the respective program.
- iii. Shall keep other members of the Board updated on the progress of the program activities and shall present an annual report at the annual membership meeting and whenever requested by the Board.
- iv. Must be present at all meetings of the Board or adhere to the provision stated in **Article IV. Section 5.**

Section 6. Ex-Officio Members

Must be a member of IPC, believe in the philosophy of IPC and be dedicated to those whom IPC has set forth in its mission to serve.

Section 7. Vacancies

- i. When a vacancy occurs in the Office of President, the President-Elect shall serve for the balance of the term.
- ii. When a vacancy occurs in the Office of President-Elect, Treasurer, Secretary or Head of an existing program, the President may appoint a member of the Board to serve for the balance of the term. The appointee must be approved by two-thirds (2/3) of the Board of Governors.

Article VI. Nominations/Elections

Section 1. Nominations for Executive Board

- i. The President shall appoint a Nominating Committee consisting of five (5) persons, one whom shall be designated as chairperson. The President shall not serve as chairperson. This committee shall seek recommendations from members of the Board of Governors, members of any standing program, and the membership-at-large.
- ii. Candidates nominated for the Board shall be considered provided they meet the previously defined membership criteria for IPC and are not serving on the current Nominating Committee.

- iii. Current voting members of the Council may recommend candidates to the Nominating Committee for the Board of Governors.

Section 2. Final Nominations

- i. From all nominations it receives, the Nominating Committee shall submit to the Board for its approval, at least one (1) but no more than three (3) candidates for each officer.
- ii. If a majority of the Board votes to exclude a candidate(s), the Nominating Committee shall provide a substitute nominee.
- iii. No candidate shall appear more than once on the final ballot.

Section 3. Elections

- i. The names of all candidates nominated by the Board of Governors shall be placed on a printed ballot (or approved alternative ballot including, but not limited to, technologically produced and processed ballots) and distributed by mail (or approved, alternative, technologically created transmissions) to the membership of IPC. The results shall be returned and tabulated by a designated agent under the direction of the President and chairperson of the Nominating Committee.
- ii. Candidates shall not be allowed to campaign.

Article VII. Amendments

These By-laws may be amended only in accordance with the procedures set forth in the Constitution under **Article VI**.

Filename: IPCconstitution.final
Directory: C:\Gee's stuff\Inman Page\Final Versions
Template: C:\Documents and Settings\dentg\Application
Data\Microsoft\Templates\Normal.dot
Title:
Subject:
Author: gld
Keywords:
Comments:
Creation Date: 10/11/2002 10:19 PM
Change Number: 2
Last Saved On: 10/11/2002 10:19 PM
Last Saved By: IBM_User
Total Editing Time: 11 Minutes
Last Printed On: 10/11/2002 10:20 PM
As of Last Complete Printing
Number of Pages: 10
Number of Words: 2,425 (approx.)
Number of Characters: 12,128 (approx.)