# Constitution and By-Laws

**For the African American Professional Organization**

(Amended, restated, and ratified October 16, 2013)

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ARTICLE I ORGANIZATION

SECTION I.1 NAME
The name of this organization shall be “AFRICAN AMERICAN PROFESSIONAL ORGANIZATION,” hereinafter referred to as “AAPO.”

SECTION I.2 PURPOSE
The purpose of AAPO is to recognize and promote the advancement of Black professionals (i.e. faculty and staff) on the campus of Texas A&M University and within the Texas A&M University System (hereinafter referred to as “TAMUS”) through professional development, advocacy, support, networking opportunities, and Bryan-College Station community engagement.

SECTION I.3 MEMBERSHIP
Membership in AAPO shall be open to all faculty, staff, graduate, students, community members, and other persons who are interested in advancing the professional development, advocacy, support, and networking opportunities, of Black professionals on the campus of Texas A&M University and within TAMUS.

SECTION I.4 GOALS
Through its presence, visibility, unity, communications, and support for AAPO members and constituents, AAPO shall provide

A. Professional Development
   Provide professional development opportunities through workshops, lectures and various programs in promoting both professional and personal growth.

B. Advocacy
   Advocate for the recruitment, retention, advancement, and interests of Black administrators, faculty, staff, and students at Texas A&M University.

C. Support
   Connect AAPO members to relevant resources and programming to assist them in reaching both personal and professional goals.

D. Networking Opportunities
   Provide opportunities for members to meet other Black faculty and staff members across campus and foster a sense of community through relationship-building and/or mentoring efforts.

E. Community Engagement
   Develop relationships and collaborate with on- and off-campus organizations and groups to address community issues affecting AAPO members and constituents.
ARTICLE II  OFFICERS, ELECTIONS, AND MEMBERS

SECTION II.1  ELECTED OFFICERS

A. The elected officers of AAPO shall be the official governing body of AAPO and shall serve and perform in the best interest of AAPO. The elected officers shall conduct the business of AAPO and shall consist of the following individuals:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Membership Engagement Committee Chair
6. Professional Development Committee Chair
7. Public Relations Committee Chair
8. Staff-At-Large Representative
9. Faculty-At-Large Representative
10. Community-At-Large Representative

B. PRESIDENT
The President shall

1. preside over the Elected Officer meetings,
2. preside over general membership meetings,
3. not vote except in case of a tie,
4. serve as the primary spokesperson for AAPO, and
5. appoint interim officers with the advice and consent of Elected Officers.

C. VICE PRESIDENT
The Vice President shall

1. assist the President,
2. monitor and coordinate activities of any committees,
3. seek information, feedback, and input from the graduate student population,
4. if the President is absent or otherwise unable to perform the duties of President, act as President until (a) the President is present and able to perform the duties of President, or (b) a new President is duly elected.

D. SECRETARY
The Secretary shall

1. record, authenticate, and distribute minutes of all general membership meetings and Elected Officers meetings
2. maintain an up-to-date calendar of all AAPO meetings and activities,
3. maintain up-to-date (a) membership records and (b) attendance records for all meetings,
4. keep, organize, and maintain copies of all AAPO records, including (but not limited to) correspondence, minutes, emails, and other documents and written communications, and
5. write official AAPO correspondence.

E. TREASURER
Notwithstanding any provision to the contrary, the Treasurer shall

1. keep, maintain, and safeguard up-to-date AAPO financial records (including budget records) and related documents in accordance with all legal and other regulatory requirements, including but not limited to, Texas A&M University requirements,
2. determine and maintain the sufficiency and accuracy of such records,
3. make regular reports to the Elected Officers,
4. make special reports as requested by the Elected Officers,
5. make monthly reports to the general membership.

F. Membership Engagement Committee Chair
The Membership Engagement Committee Chair shall lead his/her committee in accomplishing the goals of the committee described herein, facilitating meetings, managing events, and approving purchases and logistics for events.

G. Professional Development Committee Chair
The Professional Development Committee Chair shall lead his/her committee in accomplishing the goals of the committee described herein, facilitating meetings, managing events, and approving purchases and logistics for programs and initiatives.

H. Public Relations Committee Chair
The Public Relations Committee Chair shall lead his/her committee in accomplishing the goals of the committee described herein, facilitating meetings, managing deadlines, and approving purchases and logistics for any necessary tasks.

I. Staff-At-Large Representative
The Staff-At-Large Representative shall keep AAPO Elected Officers and members apprised of new developments, concerns, and/or issues for staff members at Texas A&M and within TAMUS. She/He may utilize resources and opportunities such as the university staff council to acquire information.

J. Faculty-At-Large Representative
The Faculty-At-Large Representative shall keep AAPO Elected Officers and members apprised of new developments, concerns, and/or issues for faculty members at Texas A&M and within TAMUS. She/He may utilize resources and opportunities such as the Faculty Senate and Black Faculty Alliance to acquire information.
K. Community-At-Large Representative
   The Community-At-Large Representative shall keep AAPO Elected Officers and members
   apprised of new developments, concerns, and/or issues within the Bryan and College Station
   communities. She/He may utilize resources and opportunities such as city council and
   community organization meetings to acquire information.

SECTION II.2  EX OFFICIO MEMBERS
   Notwithstanding any provision to the contrary, each chair of an ad-hoc committees shall be an ex
   officio nonvoting member of the Elected Officers.

SECTION II.3  ELECTIONS
   The Elected Officers shall establish a date for elections. Said date shall be prior to the end of the
   Spring Semester of each academic year.

SECTION II.4  TERMS OF OFFICERS AND CHAIRS

   A. ELECTED OFFICERS
      All elected officers shall serve a term of [one year]. Said terms shall expire at the first regularly
      scheduled general meeting following the current year's election.

   B. APPOINTED CHAIRS
      Each chair appointed to a non-officer or ex officio position shall serve a term set by the
      President and approved by majority vote of the Elected Officers.

SECTION II.5  REMOVAL OF OFFICERS FROM OFFICE (FOR CAUSE)
   If an officer or chair shall not perform assigned duties, misappropriate funds, or commit negligence,
   such officer or chair may be removed from the respective position in the following manner:

   A. ELECTED OFFICERS
      Elected officers may be removed from office by the vote of four-fifths (4/5) of the members
      present at a regular or special meeting.

   B. APPOINTED OFFICERS OR CHAIRS
      Appointed officers or chairs may be removed from office by the vote of four-fifths (4/5) of
      members of the Elected Officers.

SECTION II.6  INTERIM VACANCIES

   A. ELECTED OFFICERS
      If an elected officer shall relinquish his/her position during the term year, then the President
      shall appoint an "interim" replacement until a special election can take place. If the President
      shall relinquish his/her position, then the Vice President shall perform the duties of the
      President until a suitable process of election and replacement has taken place as mandated
      herein.
B. APPOINTED OFFICERS
If an appointed officer shall relinquish his/her position, the President, with the approval of a majority of the Elected Officers, shall appoint a replacement to fulfill the term.

SECTION II.7 QUALIFICATIONS OF OFFICERS AND APPOINTEES

A. Except as otherwise provided herein and following a generally announced request to members of AAPO, membership of AAPO Committees shall be filled by unpaid volunteers.

B. No person shall be a candidate for or serve as an AAPO officer, committee chair, or committee member if such person has not paid current annual dues in full on or before the (1) date nominations close or (2) prior to appointment, as the case may be.

C. Officers, committee chairs, and appointees shall actively participate in AAPO meetings and activities.

SECTION II.8 MEMBERS

A. Roles and Responsibilities
Upon joining AAPO, members must:
1. Pay annual membership dues. Membership dues will be set by the elected officers at the beginning of each term.
2. Provide accurate contact information for the listserv(s) and other modes of communication
3. Identify a working committee in which to participate

B. Terms of Membership
Individuals may join at any time during the year; however annual membership will open in May of each year and run through April of the following year.

ARTICLE III COMMITTEES AND MEETINGS

SECTION III.1 ELECTED OFFICER MEETINGS

A. AGENDA
The President and Secretary shall prepare the agenda for general meetings.

B. QUORUM
Quorum for an Elected Officers Meeting shall be two-thirds (2/3) of filled officer positions. Quorum may also be established via proxy.

C. BUDGET APPROVAL
The Elected Officers shall approve the annual budget and any revisions thereto by vote of two-thirds (2/3) of the filled officer positions of Elected Officers.
D. AMENDMENT OF CONSTITUTION AND BYLAWS
The Elected Officers shall propose to the general membership any amendments to this Constitution and Bylaws. Adoption of any such amendments shall be by majority vote of the members present.

E. ATTENDANCE BY MEMBERS OF AAPO
Any regular Elected Officers meeting may be attended by any member of AAPO. Members who attend meetings of the Elected Officers who are not Elected Officers may participate to the extent that they are recognized by the President. The agenda of said meetings shall be made available upon request prior to a meeting. All minutes of Elected Officers meetings shall be available to any member of AAPO upon reasonable request following the meeting.

F. SPECIAL MEETINGS
The Elected Officers may convene a special meeting. Notwithstanding any provision to the contrary, by a majority vote of the voting members present, the Elected Officers may declare the agenda and minutes of a special meeting to be confidential and private and may otherwise limit access to such agenda and minutes.

SECTION III.2 WORKING COMMITTEES

A. WORKING COMMITTEES
The following working committees shall serve and perform in the best interest of AAPO:

1. Membership Engagement
2. Public Relations
3. Professional Development

B. COMMITTEE CHAIRS
The chair of each working committee shall be elected according to the process for Elected Officers described herein.

C. MEMBERSHIP ENGAGEMENT COMMITTEE

1. The Membership Engagement Committee shall work to (1) recruit new members to the organization, (2) foster a sense of community among members, (3) provide opportunities for community development among AAPO members and constituents, and (4) promote cultural and social awareness among members through educational, cultural, and social activities.

2. The Membership Engagement Committee shall develop an annual calendar of events and activities in accordance with the organization’s purpose.
D. PUBLIC RELATIONS COMMITTEE
The Public Relations Committee shall promote the growth and membership development of AAPO through promotional, publicity, and membership campaigns. The Public Relations Committee shall establish procedures for, and maintain, an up-to-date and accurate website, a newsletter, and various social media profiles.

E. PROFESSIONAL DEVELOPMENT COMMITTEE
The Professional Development Committee shall be responsible for planning, organizing, or identifying existing workshops, seminars and other programs directed towards the enhancement of the professional, organizational and leadership knowledge and skills of AAPO membership. Such programs include, but are not limited to the First Friday Lecture Series.

SECTION III.3 OTHER COMMITTEE MATTERS

A. In addition to the Working Committees, and any Ad Hoc Committees, if AAPO shall need a special committee to carry out its purpose, the President may establish such committee for the specific purpose upon approval of a majority of the Elected Officers.

B. Notwithstanding any provision to the contrary, if the purpose of a committee, or a specific task of a committee, requires one or more committee members with specific skills, education, expertise, or experience, the President, or the committee chair with the concurrence of the President, shall appoint such members as necessary.

C. The size of each committee shall be determined on a case-by-case basis by the Elected Officers, the President, or the respective committee chair.

SECTION III.4 MEMBERSHIP MEETINGS
The President shall schedule regular general membership meetings for the year. The President may schedule special meetings to conduct AAPO business after notice to all members.

A. QUORUM FOR MEMBERSHIP MEETINGS
A quorum for any membership meeting shall be two-fifths (2/5) of the AAPO members. Quorum may also be established via proxy. Proxy agreements may be created by the Elected Officers. A sample Proxy Agreement is located in Appendix A.

B. QUORUM FOR COMMITTEE MEETINGS
A quorum for any committee meeting shall be one-third (1/3) of the committee members. Quorum may also be established via proxy.
ARTICLE IV  AMENDMENTS

SECTION IV.1  AMENDMENTS

A. Any and all amendments to this Constitution must be submitted in writing at a general meeting of AAPO members by either the Elected Officers or two (2) members. Any amendment shall be presented from the floor and shall be voted upon as set forth by the President.

B. Any amendment to this Constitution and Bylaws shall be adopted by a vote of two-thirds (2/3) of the members present at a general meeting of AAPO members.

ARTICLE V  RATIFICATION

SECTION V.1  RATIFICATION

This amended and restated Constitution and By-Laws was duly adopted on Wednesday, October 16, 2013 and shall be the official governing rules of AAPO.

CERTIFICATE OF SECRETARY

I hereby certify that I am the secretary of the AFRICAN AMERICAN PROFESSIONAL ORGANIZATION, and that this document constitutes the complete Constitution and Bylaws of AFRICAN AMERICAN PROFESSIONAL ORGANIZATION, as duly revised and adopted at a general meeting of AAPO members by a vote of two-thirds (2/3) of the members present.

DATED this 17th day of October, 2013.

PJ Jones
AAPO Secretary
AAPO PROXY AGREEMENT

I, as a current member of the African American Professional Organization, do hereby constitute and appoint as my proxy:

(Print Name of person appointed. You may appoint any AAPO member who is attending the meeting, as your holder. If no one is appointed, the proxy holder will be the Secretary of AAPO)

My Proxy shall have full power of substitution to cast my vote, unless (C) is checked below, as if personally present at the general membership meeting to be held on __________ (date) ________ at ______ (time) , and all adjournments thereof.

(Choose only one)

_____ A) For Quorum ONLY. This Proxy is to be used ONLY for the establishment of a quorum. Voting for any other matters is specifically unauthorized.

_____ B) Undirected Proxy ONLY. This Proxy will be deemed to be an undirected general Proxy enabling the Proxy holder the discretion to vote as she/he chooses in my stead on all matters properly brought before the membership at the meeting.

_____ C) Directed Proxy ONLY. This proxy allows the holder to vote only on the following agenda items as I have indicated below.

The undersigned confirms that said Proxy may vote by virtue of this Proxy. This Proxy shall not be revoked except by actual notice of revocation by the undersigned to the Secretary or the person presiding over the meeting.

_________________________________________  ______________________________  __________
Name                                      Signature                                Date

IMPORTANT

Give your completed form to the person who will vote for you at the meeting, or mail the completed form to the AAPO Vice President at the mail stop: Rudder Tower 607, TAMU 1360, College Station, TX 77843-1360. If you have any questions, please feel free to contact the AAPO president at Lyndon@msc.tamu.edu or (979) 845-1515.