

John D. O'Bryant National Think Tank (JDOTT)

Constitution and By-Laws

ARTICLE I

The name of this non-profit corporation is The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses (JDOTT). The organization is incorporated pursuant to the laws of the State of Massachusetts and The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses.

ARTICLE II

Purpose

The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses is a broad-based coalition of individuals whose primary purpose is the reclamation, critique, and perpetuation of the culture of people of African descent, who work on predominately white colleges and universities. To achieve such purpose, it will focus on the following:

The John D. O'Bryant National Think Tank for Black Professionals in Higher Education On Predominantly White Campuses objectives are as follows:

- a. Disseminate information and exchange of ideas.
- b. Implement a national forum to discuss issues in higher education.
- c. Develop a professional resource network.
- d. Provide a mechanism for employment opportunities.
- e. Initiate a vehicle for career and leadership development.
- f. Implement a speakers bureau.
- g. Plan a yearly national summit.

ARTICLE III

Organizational Structure

The organizational structure shall contain: (1) a Board of Directors (2) Officers (3) Regional and At-Large Representatives (4) Standing Committees with a Chairperson and (5) General Membership.

A. BOARD OF DIRECTORS

1. The Board of Directors shall consist of the elected Officers, Regional Representatives and, At-Large Representatives. The immediate past-president serves for one year after

his/her term is completed in an ex-officio capacity. All Board Members shall have professional Membership Status.

2. Officers of the Board of Directors shall be President, Executive Vice-President, Program Vice President, Membership Vice President/ Finance-Secretary, and Parliamentarian. All Board Members shall have professional Membership Status.

3. Eligibility of Officers

Candidates for President must have served on the Board for a period of at least two years and demonstrated the kind of leadership needed in this position. Candidates for the position of Executive Vice-President, Program Vice President, Membership Vice President/Finance-Secretary, Vice President, and Parliamentarian must have served on the Board for a period of at least one year, but preferably two or more years, and demonstrated the characteristics and skills needed for these positions. All Board Members shall have professional Membership Status.

4. Election of Officers

An election for officers shall be held every two years. The election shall be administered by a Nomination and Election Committee, appointed and/or elected by the Board. The Nomination and Election Committee will present at least two nominees for each office on a mail ballot to be sent to the entire paid voting membership for the current fiscal year 30 days prior to the annual summit. Election results will be announced at the national summit.

5. Terms of Office for the Board

- a. At-Large Members shall be appointed by the Board for two-year terms.
- b. Regional Representatives shall be appointed by the Board for two-year terms.
- c. The term of office for Board Officers is two years. Officers may not serve in the same capacity for more than two consecutive two year terms (four years total). However, in the event that nominations were solicited and no nominations submitted, then current officers may agree to being nominated for another term.

6. Meetings of the Board

Meetings of the Board of Directors shall be held at least annually shall be open to the membership.

7. Annual Summit-Meeting

The Annual Summit shall be known as the Annual Meeting ,and shall be for purpose of electing officers (bi-annually), receiving reports, of officers and committees and for any other business that may arise. On that day, the Regular meeting and the Annual meeting become will be combined and convene as one meeting.

8. Board of Directors Voting Privileges

During Board of Directors meetings, voting privileges shall remain exclusively with the Board.

9. Executive Session

The Board may convene into Executive Session at its discretion. Such meetings are closed to all other members.

10. Removal from the Board for Cause

Board of Directors Members, Officers, Regional Representatives and/or At-large Representatives "Removed For Cause". Cause will be defined as failure to perform the duties/ responsibilities and/or directives described in policy, procedures, or By-laws as established by the Board.

11. Dissolution Article

Although it is intended that the term for which this organization is to exist is perpetual, in the event of dissolution, all assets of the organization shall be distributed only to an organization or organizations with the same or similar purposes that qualify for exempt status under section 501C3 of the Internal Revenue Code of 1986.

B. REGIONAL AND AT-LARGE REPRESENTATION

Regional and At-Large Representatives, when appropriate, are the agents of The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses in their respective regions and are charged with developing and coordinating activities of the Association in their region and where appropriate in their state and with representing their constituency on the Board of Directors.

1. Twelve regional representatives representing the North, South, East, West, Midwest and Southwest will be established. These regions will each be represented by (2) representatives.
 2. Regional Representatives shall be appointed by the Board of Directors.
 3. At-Large Representatives shall be appointed by the Board of Directors, as the Board deems appropriate.
 4. The term for the Regional Representatives and At-large Representatives is two years. They may not serve in the same capacity for more than two consecutive terms two year terms four years (total) providing no other nominees demonstrate a desire to fill the position.
 5. Regional and At-Large Representatives shall serve as Chairpersons for Standing Committees
- h. Create a newsletter.

ARTICLE IV

Membership

Membership in the John D. O’Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses shall be open to all persons and entities that support the purpose and goals of the organization and want to assist in the implementation of its programs. Dues will be determined by the Board of Directors. There shall be four categories of membership:

1. Professional Membership

Any individual who has paid the annual dues for this category. Only professional members shall have the right to vote on all matters put before the members.

2. Associate Membership

Any person expressing an interest in aims and purposes of the association and who want to receive mailings.

3. Graduate Student Membership

Any person currently engaged in graduate studies who and is not employed full time.

4. Special Membership

The Board of Directors can create special membership categories, as they are deemed necessary or useful.

ARTICLE V

Standing Committees

Standing Committees shall be established by the Board of Directors. All Committees are obligated to report their activities to the Board at least annually or as requested by the Board of Directors. The ultimate responsibility for reports is binding upon the committee chairperson.

Other Committees of the Association may be created by The John D. O’Bryant National Think Tank For Black Professionals in Higher Education On Predominantly White Campuses.

ARTICLE VI

General Membership

An annual meeting of the General Membership of the Council shall be held during the National Summit. A quorum shall be equal to forty percent (40%) of the paid members in attendance at the National Summit. Although a variety of issues may be discussed at such a meeting, no official votes may be taken without a quorum.

ARTICLE VII

Amending the Constitution

Changes in the Constitution may only be proposed by a paid member of The John D. O’Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses. The proposed change(s) must be submitted to the Constitution and By-laws Committee in writing, with a rationale for the proposed change.

The Committee, in consultation with the proposer(s), will draft the language to be presented to the board at its next meeting.

If the Board approves of the proposed change by a simple majority vote, the proposed change will be mailed to all paid voting members for their vote. Constitutional changes must be approved by a two-thirds (2/3) vote of the returned ballots.

If the Board fails to approve a proposed change, the item will be placed on the agenda of the next General membership meeting for further consideration by petition. The petition must be signed by at least 25 paid individual members and submitted to the President or Membership Vice President/Secretary two weeks (14 days) prior to the meeting.

The proposed change will be sent out for a mail ballot vote, if a simple majority of the paid voting members present at the General Membership Meeting are in favor. A two-thirds (2/3) vote of the returned ballots is required for approval of the proposed amendment.

John D. O’Bryant National Think Tank (JDOTT) **By-Laws**

ARTICLE I

Section 1 The By-laws of the organization shall always be subject to the Constitution of The John D. O’Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses.

Section 2 Code of Ethics

Membership shall observe moral and ethical discretion whenever in pursuit of or while conducting JDOTT organizational business. (new)

ARTICLE II

Board of Directors

Section 1. The members of the Board of Directors shall be comprised of the Officers, Regional Representatives, and At-Large Representatives.

Section 2. Election of Board Memberships

A. President, Executive Vice-President, Program Vice President, Membership Vice President/Secretary, Finance Vice President, Parliamentarian, Legal Counsel and shall serve a two term for continuity.

B. Board members must maintain sub-committee responsibilities.

C. Board members must attend National Board of Directors meetings. If a Board member cannot attend a National Board of Directors Meeting, he/she must:

- 1.) send a representative from his/her region
- 2.) send comments/concerns to the President before the meeting or
- 3.) submit a written response to the minutes to the President.

Anyone of these options will keep the committee member in good standing with the Board.

Section 3. Vacancies on the Board

Vacancies on the board by reason of death or resignation or removal for Cause shall be filled at the next meeting of The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses, unless the Board members decide by resolution to call a special election for this purpose.

Section 4. Terms of Office

A. President, Executive Vice-President, Program Vice President, Membership Vice President/Secretary, Finance Vice President, Parliamentarian, Legal Counsel and shall serve two-year terms;

B. Regional Representatives should hold terms for a duration of two years;

C. At-Large Representatives shall serve two years terms.

ARTICLE III

Duties of Officers

Section 1. President

A. Convene the Board of Directors, preside over all meetings, and perform such other duties as are deemed necessary to carry out the wishes of The John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses.

- B. Appoint the Committees and Chairpersons as deemed necessary to Execute the business of the organization, with the approval of the Board of Directors;
- C. Submit progress reports on the status of the organization at Meetings of the Board of Directors;
- D. Make an annual report to the Board of Directors.
- E. The President shall serve as President Emeritus.

Section 2. Executive Vice-President

- A. Serve in the absence of the President and perform duties as may be designated by the President;
- B. Promote, develop, and coordinate regional activities;
- C. Submit progress reports on the status of the regions at meetings of the Board of Directors.
- D. Responsible for the implementation and maintenance of the Organizational web page.
- E. The Executive Vice President shall serve as President Elect

Section 3. Program Vice President

- A. Serve in the absence of the President and Executive Vice President.
- B. Assist in the promotion, development and implementation of the Regional and National Summit and other programs as designated.

Section 4. Membership Vice President/Finance-Secretary

- A. Serve in the absence of the President, Executive Vice President and Program Vice President.
- B. Promote at least one month's notification of the Board meetings and all relevant materials necessary for that meeting to all members of the Board prior to Board meetings.
- C. Be responsible for recording all minutes of the Board.
- D. Distribute minutes to each member of the Board within thirty days of the conclusion of each meeting.

E. Be responsible for receiving, processing, and recording membership application data.

F. Develop and maintain the organizational E-mail database.

G. Keep accounts of all monies the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses received or disbursed;

H. Ensure that all the monies in the name of and to the credit of the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses are deposited in such banks and depositories as the Board shall designate, subject to withdrawal in the manner to be determined by the Board.

I. Ensure that the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on predominantly White Campuses records are reconciled with monthly the Board bank statements, with reports prepared quarterly or upon the request of the Board;

J. Have the responsibility of preparing appropriate year-end reports for the Board;

K. Keep financial records up-to-date and available for inspection by The Board upon request.

L. Financial records and reports maybe audited at the request of the Board.

Section 5. Parliamentarian

Be responsible for keeping the organization in compliance with the Constitution and By-laws.

Section 6. Legal Counsel

Be responsible for legal compliance in all areas: governmental, publishing, public policy, issues statements, and the development and utilization of Bylaws and Charter for not-for-profit status.

ARTICLE IV

Removal for Cause

Board of Director members, Officers, Regional Representatives and/or At-Large Representatives may be "Removed For Cause". Cause will be defined as failure to perform the duties/responsibilities and/or directives described in policy, procedures, or By-Laws as established by the Board.

ARTICLE V

Committees of the Board

Section 1. There shall be at least 15 standing committees of the Board unless otherwise designated by the Board of Directors. These will include:

1. Executive and Strategic Planning Committee
2. Summit Coordinating Committee
3. Business and Finance Committee
4. Constitution and By-laws Committee
5. Faculty/Staff /Student Research and Professional Development Committee
6. Editorial Publications Committee
7. Public Relations Committee
8. Membership Committee
9. Human Resources Committee
10. Speakers Bureau Committee
11. Administrative Affairs Committee
12. Ad Hoc Committee (optional; as deemed necessary)

ARTICLE VI

Membership

Membership shall consist of paid members for the fiscal year July 1st to June 30th.

ARTICLE VII

Amendments

These By-laws may be amended subject to the Charter of the Corporation and Constitution of the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses.

ARTICLE VIII

Committees

A. TYPES OF COMMITTEES

1. Standing Committees are those established under provisions of the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses Constitution and By-laws.
2. Ad hoc Committees are those established by the President and charged with a specific assignment on a continuing basis for a period of 6 to 12 months. All officers shall serve as ex-officio members.

B. DUTIES AND RESPONSIBILITIES

The general responsibility of all committees is to:

1. Utilize research necessary to prepare policy and procedural recommendations to the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses;

2. Conduct the routine affairs of the said committee in accordance with those policies and procedures set forth by JDOTT .

3. Keep records of all meetings and submit the same upon request of the President and/or Executive Board.

4. Prepare written reports and summaries of work/projects and to submit them as directed by the President and/or Executive Board.

C. APPOINTMENT

The Board shall make appointments to all Standing Committees at the annual mid-year meeting. The President should ensure that adequate regional representation occurs on all committees.

D. CHAIRPERSON OF COMMITTEES

Each committee shall have a Chairperson appointed by the President. A secretary may be elected from the committee members to keep written records of all committee meetings.

ARTICLE IX

Standing Committees

A. EXECUTIVE COMMITTEE

The Executive Committee consisting of the President, Executive Vice-President, Program Vice President, Membership Vice President/Secretary, Finance Vice President, Parliamentarian shall be responsible for strategic planning and shall conduct the business of the organization when the Board is not in session.

The Committee is responsible for providing recommendations for the promotion and development of the organization. The committee shall:

1. Recommend short and long-range goals and objectives for the organization.
2. Update short-range goals annually.
3. Revise long-range planning every other year.

B. SUMMIT COORDINATING COMMITTEE

The Conference Coordinating Committee has the primary responsibility for organizing and administering the annual conference for the organization. The committee shall:

1. Design, implement, coordinate and conduct an Annual National Summit as the major professional meeting of Black intellectuals;
2. Assist in the implementation of regional summits.

C. BUSINESS AND FINANCE COMMITTEE

Duties of the Business and Finance Committee shall be to oversee the financial operations of the organization. The committee shall make a full report detailing income and expenditures of the current budget year to the Board. The committee shall:

1. Prepare and submit an annual budget;
2. Develop a long-range fiscal plan for the John D. O'Bryant National Think Tank for Black Professionals in Higher Education on Predominantly White Campuses in conjunction with other committees;
3. Make periodic reports to the Board regarding the financial affairs of the organization.

D. CONSTITUTION AND BY-LAWS COMMITTEE

The Constitution and By-laws Committee shall be responsible for keeping the organization in compliance with the constitution and by-laws: The committee shall:

1. Interpret, review and recommend revisions to the constitution.
2. Provide annual reports of the review.

E. FACULTY/STAFF/STUDENT RESEARCH AND PROFESSIONAL DEVELOPMENT COMMITTEE (Divided into components)

The duties of the Faculty/Staff Research and Development component shall:

1. Work with the Technology Vice President and maintain the web page and E-mail database.
2. Develop linkages with national and regional Black organizations in the United States.
3. Develop linkages with national funding organizations, i.e., National Foundations, Ford, Rockefeller, etc.

The Student Research and Development component shall:

1. Receive and make recommendations regarding policies affecting Black students on

predominately white campuses.

2. Serve as an advocate for Black students on predominantly White campuses.
3. Make annual reports to the Executive Board regarding the condition of Black students on predominantly White campuses.
4. Undertake annual studies of the status of Black students on predominantly White Campuses.
5. Serve as an advocate in promoting student recruitment and retention in higher education.

F. EDITORIAL/PUBLICATIONS COMMITTEE

The Editorial/Publication Committee is responsible for producing and overseeing all written publications. The committee shall:

1. Produce the organizational newsletter, brochures and other publications.
2. Publish the annual Summit proceedings.
3. Assist in organizational members written works being published.

G. PUBLIC RELATIONS COMMITTEE

The Public Relations committee is responsible for the visible promotion of the organization. The committee shall:

1. Develop a process for organizational public relations.
2. Establish contacts with other national higher educational newsletters and Journals.

H. MEMBERSHIP COMMITTEE

The Membership Committee is responsible for developing strategies to increase membership of the organization. The committee shall:

1. Execute a membership drive annually.
2. Actively involve the active membership in the recruitment process

I. HUMAN RESOURCES COMMITTEE

The Human Resources Committee is responsible for providing information and assistance concerning employment opportunities. The committee shall:

1. Develop a job bank.
2. Directly assist members in becoming employed.
3. Provide a mentoring network for Black professionals and/or any other member who expresses this need.

J. SPEAKERS BUREAU COMMITTEE

The Speakers Bureau Committee is responsible for developing opportunities for members to be presented in an organized structure. The committee shall:

1. Develop a list of speakers from the organizational membership.
2. Promote speakers from the organizational membership.
3. Develop a speakers brochure.

K. FACULTY AFFAIRS COMMITTEE

The Faculty Affairs Committee is responsible for all academic issues relating to higher education. The committee shall:

1. Oversee all issues and concerns regarding class instruction in higher Education.
2. Develop a network of academicians within the organization.

L. ADMINISTRATIVE AFFAIRS COMMITTEE

The Administrative Affairs Committee is responsible for all administrative issues relating to higher education. The committee shall:

1. Oversee all issues and concerns regarding administration in higher education.

2. Develop a network of administrators in the organization.

M. AD-HOC COMMITTEE

The President shall appoint members to this informal committee as required to undertake special projects and/or initiatives deemed to be of importance to the organization.

ARTICLE X

A. NOMINATION AND ELECTION COMMITTEE

The President shall appoint a Nominating Committee composed of three to five members from different areas at the Board of Directors meeting prior to the annual meeting to announce the new officers. The duties of the Nominating Committee are to:

1. Present a slate of officers to the membership three months prior to elections;
2. Place a call for nominations to the general membership no later than the mid-year Board meeting prior to the election year.
3. Make available a copy of each candidates vita for review by the membership.