

**PROPOSED AMENDMENTS TO THE CONSTITUTION
AND EXPLANATORY STATEMENT**

Pursuant to Article X, Section 2, of the Constitution of the Carver High School Alumni and Friends Association, Inc., the said Constitution is proposed to be amended at the Annual Meeting scheduled to be held on Friday, July 5, 2019. The Constitution is proposed to be amended in several limited respects as is set forth more fully below. (Primarily for convenience and ease of reading, the Carver High School Alumni and Friends Association, Inc., hereafter may be referred to variously as the Carver Alumni Association, the Alumni Association or as the Association.)

Not all provisions of the Constitution are proposed for amendment; however, the entire Constitution, with the proposed amendments incorporated, is proposed to be readopted so that it may exist as a single self-contained document in contrast to multiple documents consisting of the current Constitution plus each separate amendment that might be adopted at the Annual Meeting. A single document will promote retention, good recordkeeping and convenience for readers, users and others who seek to access the full document.

Thirteen amendments are proposed. However, most amendments are clarifying (e.g., items 1 and 3) editorial in nature (item 2) or made necessary by other proposed amendments (items 8 and 11 related to item 5). A few proposals may be considered major (items 5, 7, 9, 10 and 13).

ARTICLE II

1. The word “graduates” and the phrase “and descendants” [of students] would be added to this Article to emphasize that family members of Carver students are eligible for membership in the Carver Alumni Association. The verbiage was added as an alternative to a recommendation to include the word “family” in the legal name of the Carver Alumni Association.

Under Section 501(c)(4) of the Internal Revenue Code, the Carver Alumni Association is exempt from the payment of Federal income taxes, and contributions to the Association are tax deductible by the donors. The Alumni Association’s 501(c)(4) exemption is based on the organization’s status as an alumni association. One concern with adopting the recommendation to include “family” in the name of the Carver Alumni Association is that the word might undermine the alumni status of the organization and, consequently, the tax exemption. The additions to Article II are intended to allay any doubts or reservations that family members are eligible for membership.

ARTICLE III

2. Section 1. (a) The phrase “a former student is a” has been deleted as a redundancy.

3. (b) This paragraph would be amended to define good status to include lifetime members as well as members who pay annual dues. The reference to the October 1 to September 30 fiscal year would be deleted and the phrase “current fiscal year” would be substituted.

When initially adopted the Constitution recognized only Annual dues. Subsequently, Lifetime membership dues were approved by the Board of Directors but such dues were not referenced in the Constitution as a way to satisfy the good standing requirement. Lifetime membership dues were approved pursuant to legitimate Board authority, and while the absence of a reference in the Constitution to Lifetime memberships may have been confusing, no question ever existed as to whether Lifetime members also were members in good standing. Accordingly, addition of the word “lifetime” in paragraph (a) would acknowledge in the Constitution Lifetime membership dues and conform the text of the Constitution to actual policy and practice.

With respect to the deletion of the October 1 – September 30 fiscal year, the current Constitution refers to at least two different fiscal years. The amendment would simply reference the “current” fiscal year and rely on other parts of the Constitution for context (i.e., the actual months in the fiscal year). The change would eliminate a conflict with the new fiscal year, August 1 to July 31 of the following year, proposed in Article VI, below. By simply referring to the current fiscal year, rigidity is eliminated from the structure of the organization and the Board of Directors is provided flexibility in administration and governance.

4. Section 2. (b) Consistent with the proposed changes to Article II, above, regarding family members eligible to join the Carver Alumni Association, the word “parents” plus the phrase “and other descendants” would be added to the litany of categories eligible for membership. Again, the purpose of the proposal is to re-emphasize the present policy of perpetuating the Carver Alumni Association by reaching out to family members and encouraging them to join the Alumni Association.

ARTICLE IV

5. Section 1. Three principal changes are proposed for Article IV. First the title of the vice president would be changed to Vice President at Large and a new officer position, Financial Secretary, would be created.

The proposed change in the vice president title is intended to contrast the Vice President elected by the general membership and the Regional Vice Presidents elected by the respective Chapters. One recommendation would have changed the name of the Regional Vice President to Regional Liaison (suggesting liaison is more consistent with the actual duties of the Regional Vice President position).

No change in duties or responsibilities of either the Vice President at Large or the Regional Vice President position is proposed. Stated again, the Vice President at Large would be elected by the full membership of the Carver Alumni Association but a Regional Vice President would be elected by the respective chapter. Regarding, the suggestion to change the position to Regional Liaison, the position is not simply a liaison officer. Rather, the Regional Vice President is a full-fledged member of the Board of Directors with as much authority and responsibility as the other Board members and, in addition to representing the chapter, will represent each member of the Alumni Association. Moreover, unlike liaison, the title, Regional Vice President, is commensurate with the authority of the office.

Second, the proposed addition of the Financial Secretary position would end the present policy, procedure and practice of a single officer handling a financial transaction from beginning to end and also eliminate the obvious potential for conflicts of interest.

The proposed duties and functions of the Financial Secretary have been added and synchronized with

the duties and functions of the Treasurer. The Treasurer's duties and functions similarly have been revised to accommodate the new position of Financial Secretary. Reduced to their essentials, the duties of the Financial Secretary relate to receipt of revenue and the duties of the Treasurer relate to disbursements. This change would place the Carver Alumni Association in lockstep with the current trend in nonprofit governance of utilizing a treasurer and financial secretary to manage financial transactions.

The Reporter position, on recommendation, is proposed to be changed to Public Relations Officer. Reporter is a journalism title and, of course, the Alumni Association hopes to achieve favorable publicity for its activities and events, not necessarily journalistic straight reporting. Public Relations Officer is a more appropriate title.

6. Section 2. (a) The second unnumbered subparagraph provides:

If nominees are not available for an election to be held at the Annual Meeting in a given even year the Annual Meeting may vote to extend the terms of the outgoing officers for one year.

The provision was intended to cover the situation where no slate of officers was offered for election at the Annual Meeting. That is, if no officers are elected, the Annual Meeting may extend the term of the current officers.

A different case arises if some but not all officers are elected. In such an instance, the current Constitution authorizes the President and Board of Directors to fill vacancies through appointments. If a President is not elected the Vice President acts in the place of the President and an orderly process, based on the principles of succession, is followed until all positions are filled. (Under *Robert's Rules of Order*, the Carver Alumni Association default procedure manual, officers are ranked in the order they are listed in Article IV.) Accordingly, the paragraph is proposed to be amended to make it clear that this provision would take effect only if no officers are elected.

The third unnumbered paragraph is a clarification of the consecutive two-term limitation in office. A term extended at the Annual Meeting under Section 2 (a) above would count as a full term. Consequently, an officer whose term is extended after a single term would relinquish the office after serving the one-year extended term.

7. (c) The third principal change is a proposed new provision regarding discipline for dereliction of duties and misconduct. The Board of Directors would be authorized to adopt By-Laws to remove officers and provide other remedies in the case of misconduct or dereliction of duty.

ARTICLE V

8. Section 2 is proposed to be amended to include the Financial Secretary as a member of the Executive Committee by virtue of the position. One recommendation would have included the Regional Vice Presidents as members of the Executive Committee but is not being proposed. Currently, the Board of Directors is authorized to elect additional members of the Board of Directors to the Executive Committee. That provision is retained. Consequently, Boards that may wish to elect additional members to the Executive Committee would be free to do so but Boards that might wish to operate in a more streamline fashion also would be free to do so as well. However, the suggested amendment would permanently change the structure of the Executive Committee by increasing the number of members by the number of Chapters. Chapter numbers could grow in the future thereby making the Executive

Committee largely indistinguishable from the Board of Directors. The desired effect of the suggested amendment may be achieved without modifying the Constitution.

Another recommendation would discontinue use of the word “region” on the theory that the Carver Alumni Association is not large enough for regions. Region is used as a method of classifying organizational units over certain territory. Size is not necessarily irrelevant but distance is more important. In short, use of regions simply is a convenient method for classifying the bits and pieces of the Carver Alumni Association into units so they may be referenced in the context of their geography. The recommendation was not adopted.

9. The current Constitution in various Articles authorizes the Board of Directors to issue By-Laws in specific situations. Unless explicitly prohibited, the Board is inherently competent, without specific authorization in the Constitution, to issue By-Laws to administer and manage the organization. Section 3 is proposed to be amended to make that authority explicit. However, the Board’s authority obviously is limited to issuing By-Laws which are not inconsistent with the Constitution. The Board would be authorized to establish membership dues, payment dates and different classes of membership. Use of By-Laws in contrast to the constitutional amendment procedure would promote efficiency and enhance day to day management of operations which necessarily is entrusted to the Board of Directors.

ARTICLE VI

10. The Facilities Management Committee is proposed to be converted from its ad hoc status to Standing Committee status. The Facilities Management Committee perhaps is the busiest of all Committees and is charged with critical responsibilities that affect safety and health as well as fiscal matters. A new paragraph (g) is proposed which describes the duties and function of the Facilities Management Committee.

Recommendations to convert the Scholarship Committee and the Constitution and By-Laws Committee to Standing Committees also were considered. However, in the case of the Scholarship Committee, it was felt that the ad hoc committee should resolve some of the many issues relative to education and scholarships and how the Carver Alumni Association should interact with them so that Standing Committee functions and duties could be properly tailored.

With respect to the Constitution and By-Laws Committee, the workload is not sufficient to engage a Standing Committee. That is, while the workload of the Constitution Committee might be heavy at a particular time, the activities primarily are project oriented and can be completed within a specific, relatively short timeframe.

11. In paragraph (d) the functions and duties of the Finance Committee are set forth. That provision is proposed to be amended to establish the period of August 1 through July 31 of the following year as the fiscal year of the Carver Alumni Association. The desire is to move the fiscal year close to the Reunion Weekend without the beginnings of those two events colliding. By observation, the great majority of membership dues are paid and other revenue is raised in connection with Reunion Weekend. Operationally, it is useful for either the beginning or ending of the fiscal year to bear a calendar relationship to Reunion Weekend as well as the school years of colleges and local school districts. However, no provision is proposed requiring members to pay dues by a certain date of the fiscal year as the current Constitution requires. Rather that responsibility is left to the Board of Directors to fix as experience provides more instruction and direction.

Recommendations to change the name of the Elections Committee to Nominating Committee and establish a Tellers Committee are not proposed for adoption. In the case of the Elections Committee some organizations may prefer a nominating committee but they perform the same functions. The Elections Committee name does not present a problem that requires repair.

Regarding a Tellers Committee, the presiding officer always has authority to appoint tellers and a chair of tellers if required. The Carver Alumni Association meetings are relatively small and are held in a single room where everyone is visible to each other. Would not seem prudent to encumber the structure with such a committee.

ARTICLE VII

12. Section 1 is proposed to be amended to refer to the **current** edition of *Robert's Rules of Order*. *Robert's Rules of Order* is the default manual when a procedure is not prescribed in the Constitution or By-Laws. The proposed amendment would make it clear that the latest edition of *Robert's Rules of Order* must be consulted.

13. Section 2 is proposed as a new section authorizing electronic meetings and voting. Ordinarily, rules regulating organizations, especially state laws governing nonprofit organizations, presume that meetings are face to face. However, in recognition of present day realities these statutes have been amended to permit organizations to conduct business by electronic technology provided the By-Laws authorize such meetings. The proposed amendment would authorize meetings and voting through use of various electronic and communicating equipment provided all members participating in such meeting can communicate with one another at the time of such meeting.

EFFECTIVE DATE

The amendments are proposed to take effect 30 days after adoption. The time period will enable proper certification and publication on the Carver Alumni Association website.

Accordingly, based on the foregoing, the Constitution of the Carver High School Alumni and Friends Association, Inc., is proposed to be amended as is set forth below.

CONSTITUTION
CARVER HIGH SCHOOL ALUMNI AND FRIENDS ASSOCIATION, INC.
MOUNT OLIVE, NORTH CAROLINA

ARTICLE I

Name

The name of this organization shall be the Carver High School Alumni and Friends Association, Inc., and may be referred to as the Carver Alumni Association.

ARTICLE II

Purpose

The purpose of the Carver High School Alumni and Friends Association, Inc., is to perpetuate the education focus, traditions, spirit and memory of Carver High School. In furtherance of this goal, the Carver Alumni Association shall work to establish a network of close fellowship and cooperation among members of the Carver High School family, which includes graduates, alumni, former students, administrators, faculty, staff, employees, parents and descendants of students, friends, supporters and fans. Through this network the Carver Alumni Association shall endeavor to enhance the knowledge of the philosophy, programs and activities of Carver High School and of the accomplishments of its students, faculty, and alumni, to sponsor fundraising activities, to provide scholarships and awards for high school graduates, to support charitable causes consistent with the purposes of the Carver Alumni Association and to promote programs beneficial to the general welfare of the Mount Olive community and Wayne County.

ARTICLE III

Membership and Privileges

Section 1. Definitions. (a) Former student. A person who attended but did not graduate from Carver High School.

(b) Good standing. Members in good standing have paid either annual membership dues for the current fiscal year or lifetime membership dues.

Section 2. Memberships. (a) Graduates. Any graduate and any former student of Carver High School automatically are members of the Carver Alumni Association.

(b) Administration, faculty, staff, and others. The former administrators, faculty members, staff and employees of Carver High School and those persons such as parents, husbands, wives, children and other descendants, friends and graduates of Southern Wayne High School who demonstrate an interest in joining to share in its objectives are eligible for membership in the Carver Alumni Association. Payment of the designated membership dues shall constitute the required interest in and sharing in the objectives of the Carver Alumni Association.

(c) **Honorary membership.** Any person who shows unusual interest in the welfare of the Carver Alumni Association, who shares in its purposes, who wishes to share in the fraternal spirit, or has made some outstanding contribution to the causes for which it stands may be selected to honorary membership in the Carver Alumni Association by majority vote at the Annual Meeting. The Board of Directors may define *unusual interest* in the By-Laws.

Section 3. Privileges of membership. Only members who are in good standing shall be eligible to vote in elections and other activities such as meetings or to run for, to be appointed to or to hold office in the Carver Alumni Association. Honorary members are not eligible to vote in Carver Alumni Association activities or to run for or hold office.

ARTICLE IV Officers and Elections

Section 1. Officers. (a) Elected. The elected officers of the Carver Alumni Association shall be President, Vice President at Large, Secretary, Assistant Secretary, Financial Secretary, Treasurer, Assistant Treasurer, Public Relations Officer, Parliamentarian and Chaplain.

(b) **Appointed.** The President is authorized to recommend to the Board of Directors the names of members in good standing to fill vacancies. However, in the case of a vacancy in the office of the President, the Vice President at Large shall become President in accordance with subsection (c)(2) below.

(c) **Duties of officers. (1) President.** The duties of the President shall be those commonly performed by such persons. The President shall be charged with the general oversight of the affairs of the Carver Alumni Association and shall preside at all meetings of the Carver Alumni Association, the Board of Directors and the Executive Committee. The President shall serve as an *ex-officio* member of all committees (except the Elections Committee), and shall submit an "Annual State of the Carver Alumni Association Report".

(2) **Vice President at Large.** In the absence or disability of the President, or at the President's request, the Vice President at Large shall perform the duties of the President. The Vice President at Large shall perform such additional duties as may be delegated by the President. If the Office of the President becomes vacant, the Vice President at Large shall become President until the next biennial election of officers.

(3) **Secretary.** The Secretary shall record and maintain the official minutes of each meeting of the Carver Alumni Association, the Board of Directors and the Executive Committee. The Secretary shall serve as the custodian of the corporate seal, official correspondence, the original and official copies of the Constitution, By-Laws and Articles of Incorporation and shall maintain the complete list and records of all members, including honorary. The Carver Alumni Association and the Secretary shall use the members lists only for Carver Alumni Association purposes and shall not release the lists for outside commercial purposes, political activities or any other reason not directly related to Carver Alumni Association activities. The Assistant Secretary shall serve in the absence of the Secretary.

(4) **Financial Secretary.** The Financial Secretary shall receive the funds from all sources

taken into the Carver Alumni Association Treasury. The Financial Secretary shall establish and maintain a record of all such funds, including the accounts to which the funds have been allocated. The Financial Secretary shall deposit all funds in accounts established by the Carver Alumni Association, and shall deliver all deposit slips and a copy of the records mentioned above to the Treasurer. The Financial Secretary will deliver monthly reports to the Board of Directors or on such other schedule as the Board of Directors may direct in the By-Laws.

(5) Treasurer. The Treasurer shall make all disbursements of the Carver Alumni Association in accordance with procedures established by the Board of Directors which is authorized to establish procedures for receipts and disbursements as circumstances require them. The Treasurer shall obtain receipts for payments, maintain such receipts in regular order, provide monthly reports to the Board of Directors, or upon such schedule as the Board of Directors may direct in the By-Laws, and submit an annual financial report at the Annual Meeting. The Treasurer shall also assist the Secretary with the Carver Alumni Association's records, as necessary. The Assistant Treasurer shall serve in the absence of the Treasurer.

(6) Parliamentarian. The Parliamentarian shall assist the President or other presiding officer to ensure that meetings and debates are conducted in accordance with proper parliamentary procedure.

(7) Chaplain. The Chaplain shall be in charge of all devotions in the Carver Alumni Association. In the event of sickness or death of a member, the Chaplain should be notified.

(8) Public Relations Officer. The Public Relations Officer shall be in charge of all publicity of the Carver Alumni Association.

Section 2. Elections. (a) Terms and qualifications. The Carver Alumni Association shall conduct elections biennially in even years at the Annual Meeting. Candidates seeking or nominated for elected office must be members in good standing, and must have served the Mount Olive or some other Chapter commendably at least one year prior to the election. All members of the Carver Alumni Association in good standing, regardless of their place of residence, are eligible to vote in the elections, and to run for and hold office.

If nominees are not available for an election to be held at the Annual Meeting in an even year, the Annual Meeting may vote to extend the terms of the outgoing officers for one year. An individual may be granted an extension only once for the same office.

A Special Election shall be held at the Annual Meeting in the next odd-numbered year, and the elected officers shall serve a three-year term. The officers elected in the Special Election shall vacate their positions after three years and the election schedule in even-numbered years shall resume. All officers elected in even years shall vacate their positions at the end of their term. Elected and appointed officers may succeed themselves, but shall serve no more than two consecutive terms regardless of the number of actual years served in a term.

(b) Run-off. If an election produces no winner because the top vote-getting candidates receive an equal number of votes, the voting shall continue between or among the tied candidates until a winner can be declared.

(c) Disciplinary Procedures. The Board of Directors is authorized to issue By-Laws regarding removal from office and other remedies for dereliction of duty in office or misconduct.

ARTICLE V
Board of Directors

Section 1. Composition. (a) Officers. All elected officers and any officer who is appointed to fill a vacancy in one of the elected officer positions listed in Article IV, Section 1 (a) above, shall be members of the Board of Directors.

(b) Regional Chapters. Each Regional Chapter shall be entitled to elect one of its members in good standing to the Board of Directors who shall be designated Regional Vice President of that Chapter. Such elections and terms of office shall coincide with the Carver Alumni Association's elections and terms of office. However, the Regional Chapters may conduct the elections of Regional Vice Presidents at the Regional Chapter meeting immediately preceding the Annual Meeting. In the event of a vacancy in the office of Regional Vice President, the Regional Chapter affected, not the Board of Directors, shall fill the vacancy.

Section 2. Executive Committee. The Executive Committee shall administer the affairs of the Carver Alumni Association in the intervals between meetings of the Board of Directors and shall have such powers as may be delegated to it by the Board of Directors, or as may be provided in the By-Laws. The President, Vice President at Large, Secretary, Financial Secretary and Treasurer shall be members of the Executive Committee. The Board of Directors may elect additional members of the Board of Directors to the Executive Committee. The terms of such additional members shall terminate no later than the end of the term of the electing Board.

Section 3. Responsibilities and authority of the Board of Directors. (a) Administration. The Board of Directors shall conduct the affairs of the Carver Alumni Association during the period between Annual Meetings.

(b) Filling vacancies - limitations. The Board of Directors, in exercising its authority to fill vacancies on recommendation of the President, shall appoint only members who are in good standing.

(c) Memberships and dues. The Board of Directors is authorized to establish different classes of membership, membership fees and dates of payment from time to time for all members of the Carver Alumni Association.

(d) Authority to issue By-Laws. In discharging its responsibilities and obligations, the Board of Directors is authorized to issue By-Laws, not inconsistent with the Constitution, to implement any provision herein.

ARTICLE VI
Committees

Section 1. Committees. Seven committees (Membership, Fundraising, Public Relations, Finance, Elections, Program and Facilities Management) are established as standing committees. The President is authorized to establish such *ad hoc* committees as may be necessary to achieve the goals and activities of the Carver Alumni Association. Each standing committee shall consist of at least three (3) members. The President shall serve as an *ex officio* member of each committee (except the Elections Committee), and at the first Board meeting following the election of officers, shall appoint the chair of each committee, except the Elections Committee. The Elections Committee shall elect its chair.

Section 2. Functions of committees. The functions of the committees shall be those set forth below and such additional functions as the Board may assign.

(a) Membership. The Membership Committee shall make personal contacts with alumni, former students and other persons potentially eligible for membership in the Carver Alumni Association who have not participated in functions throughout the year and encourage them to join the Carver Alumni Association and become active members in good standing. The Membership Committee shall coordinate with the Secretary and shall notify the Secretary of address changes, job changes, achievements, and other pertinent information. The Secretary shall serve as an *ex officio* member of the Membership Committee.

(b) Fundraising. The Fundraising Committee shall be responsible for developing strategies and policies for fundraising.

(c) Public Relations. The Public Relations Committee shall inform the public through the local media and otherwise of notable achievements of the Carver Alumni Association and of its members. The Public Relations Committee also shall assist the *ad hoc* committees in securing publicity, as appropriate, for activities they undertake. The Public Relations Officer shall serve as a member of the Public Relations Committee.

(d) Finance. The Finance Committee shall prepare an annual budget for the Carver Alumni Association. The budget shall be based on a fiscal year between August 1st and July 31st of the following year and shall be submitted to the membership for approval. The Finance Committee shall cooperate with the Treasurer to ensure that the expenditures are made in accordance with the budget. The Finance Committee at the close of each fiscal year also shall conduct an internal audit of the financial records and transactions of the Carver Alumni Association. The Treasurer and Financial Secretary shall serve as members of the Finance Committee.

(e) Elections. In election years the Elections Committee shall select a nominee for each office of the Carver Alumni Association. Nominees for office shall not serve on the Elections Committee. The elections shall be held at the Annual Meeting, and the names of the nominees shall be included in the notice of the Annual Meeting.

(f) Program. The Program Committee shall establish an annual schedule of regular Board meetings and Carver Alumni Association activities that shall be presented for the Board's approval. The Program Committee shall ensure that the schedule of activities consists of a well-rounded series of events designed to promote all aspects of the Carver Alumni Association's purpose. The Program Committee shall coordinate its work with the *ad hoc* committees established to organize and conduct Carver Alumni Association activities, and throughout the year shall recommend necessary schedule revisions to the Board for approval. The Vice President at Large shall serve as an *ex officio* member of the Program Committee.

(g) Facilities Management. The Facilities Management Committee is responsible for the general oversight and management of the physical facilities and property of the Carver Alumni Association to ensure operations and activities run safely, efficiently and smoothly. The Facilities Management Committee's functions and responsibilities include interfacing and coordinating with the Town of Mt. Olive, leasing and property management (e.g., leasing facilities for private functions), project management (identifying need for and arranging and overseeing repairs and renovations), ensuring compliance with government regulations and property maintenance management.

ARTICLE VII

Meetings

Section 1. Annual Meeting and special meetings. The Annual Meeting of the Carver Alumni Association shall be held each year in Mt. Olive, North Carolina, during the 4th of July weekend, or at any other place and time designated by the Board of Directors. The Board of Directors also may call special meetings for specific purposes. Notice of the Annual Meeting and of any special meeting called by the Board of Directors shall be given to the membership of the Carver Alumni Association at least 30 days before the meeting. In addition, the Carver Alumni Association may meet once each month or as determined by the Board of Directors. In the absence of specific procedures prescribed either in the Constitution or in the By-Laws, the current edition of *Robert's Rules of Order* shall be followed.

Section 2. Electronic meetings and voting. Meetings of the Board of Directors or any committee may be held through the use of a conference telephone or similar communications equipment such as E-Mail and instant messaging so long as all members participating in such meeting can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. Similarly, voting through telephonic or electronic means during the meeting or separate and apart from the meeting is authorized.

ARTICLE VIII

Organization of the Association

Section 1. National Headquarters and Home Office. The National Headquarters and Home Office of the Carver Alumni Association shall be located in Mount Olive, North Carolina.

Section 2. Regional Chapters. A Regional Chapter of the Carver Alumni Association shall be located in Mount Olive, North Carolina. At no time shall more than one chapter exist in the Mount Olive area. Alumni and friends of the Carver Alumni Association who live in areas outside of the Mount Olive area may organize and establish a Regional Chapter. Each Regional Chapter shall elect its own officers. At least five members will be required to establish a Regional Chapter. Regional Chapters approved by the Board of Directors may seek to incorporate in their states as nonprofit organizations, adopt constitutions, by-laws, and seek exemptions from Federal, state and local income tax laws. No constitution or by-laws adopted by a Regional Chapter shall be inconsistent with the Constitution, By-Laws and polices of the Carver Alumni Association.

The Board of Directors is authorized to approve such chapters and no such chapter shall begin operations until it has received the approval of the Board of Directors. The Board of Directors is not authorized to approve a chapter for a city in which a chapter already exists without good cause shown such as the inconvenience of the members caused by inordinate travel distance.

Section 3. Naming Regional Chapters. The name of Regional Chapters shall reflect both the Carver Alumni Association and the geographic location of the chapter (e.g., "Carver Alumni and Friends Association, Greater Washington, DC, Chapter"). The chapter shall establish a primary address for the chapter, which shall be submitted to the Board of Directors at the time the chapter seeks Board approval. Thereafter, the chapter shall notify the Carver Alumni Association of any changes in the address.

ARTICLE IX
Property Ownership

In furtherance of its objectives and purposes, the Carver Alumni Association is empowered to receive property and other assets by solicitation, gift, grant, devise or purchase, and to hold invest or reinvest or, in any way, apply property and other assets for the purposes of the Carver Alumni Association. The Carver Alumni Association shall further have power to encourage, take part in and engage in any and all lawful activities, including without limitation, borrowing money, buying, selling and holding real property and other forms of property, which may be necessary, appropriate, useful, or proper for carrying out the purposes of the Carver Alumni Association.

ARTICLE X
Constitution

Section 1. Adoption. This Constitution shall be officially adopted upon its approval by a majority vote of the members, in good standing, of the Carver Alumni Association in attendance at the Annual Meeting. It shall take effect 60 days after adoption.

Section 2. Amendment. This Constitution may be amended by a two-thirds vote of all members, in good standing, present at the Annual Meeting. At least 30-days' notice must be provided to the membership before an amendment may be considered at the Annual Meeting. Such notice shall include a written copy of the amendment, a statement of the problem the amendment is intended to correct and the rationale for the amendment. Amendments shall take effect 60 days after adoption unless the amendment specifies a different time.

ARTICLE XI
Dissolution

Dissolution of the Carver High School Alumni and Friends Association, Inc., shall be governed as is set forth in the Articles of Incorporation of Carver High School Alumni Association filed with the Secretary of State, North Carolina, August 18, 1983, Certificate Number 5604700-1.