Lincoln University (MO) Alumni Association, Inc. Bylaws

ARTICLE I - BOARD OF DIRECTORS

- Section 1. Composition
- The Board of Directors of the Lincoln University Association, Inc. hereafter called the Association shall consist of the four (4) nationally elected officers (president, vice president, secretary and treasurer) and the president (or elected representative) from each active chapter.
- Section 2. Number
- The number of Directors shall be equal to the four nationally elected officers and the total number of presidents (or elected representative) from each active chapter.
- Section 3. Qualifications
- Each member of the Board of Directors must be a graduate or former student who has completed at least one semester at Lincoln University and be a member in good standing. However, only members that are graduates of the University are eligible to hold a national office. Members of the Board of Directors shall hold no membership in any organization, activity or enterprise that is in competition with the Association. A finding by the majority of the Board of Directors that a director is in conflict with this qualification shall result in disqualification from membership on the Board of Directors. In addition, members of the Board of Directors shall hold no more than one elected position in the Association.

ARTICLE II - DUTIES OF OFFICERS

- Section 1. The President
- The President shall preside at all meetings of the Association; enforce due observance of the bylaws and rules of the Association; decide all questions of order; offer for consideration all motions; appoint all committees consistent with the bylaws of the Association; issue all orders of the expenditure of Association funds under the direction of the Board of Directors; submit a report to the Association at its annual meeting on the activities of the Board of Directors and perform such other duties as the office may require by amendment; shall not vote on any question or motions unless the Board of Directors is equally divided, then the President shall cast the deciding vote.

- Section 2. The Vice-President
- The Vice-President shall act in the absence of the President and may carry out special assignments for the Association.
- Section 3. The Secretary
- The Secretary shall keep a full and complete record of the proceedings of the regular and called meetings of the Association; keep a record of the subjects debated and actions taken by majority vote thereon; have charge of all books, documents, and papers belonging to the Association not in the keeping of other officers; sign all approved corporate documents of the Board of Directors; provides notice to the Board of Directors of the annual meeting and the number of delegates to which they are entitled; directs and verifies the official delegates at the annual meeting; distributes all minutes of any meeting of the Executive Committee, Board of Directors, including the annual and Mid-Winter meetings, within ninety (90) days or as directed by the Board of Directors or the President and submits to the Board of Directors within 30 days all action items from these meetings; and submits the Executive Committee action items to the Board of Directors within fourteen (14) days.
- Section 4. The Treasurer
- The Treasurer shall receive, account for, manage, and disburse all Association funds; keep records of all association dues, other receipts, expenditures, and investments; make expenditures only under the direction of the Board of Directors; verify the status of financial members when called upon to do so by a member of the Board of Directors, University official, or other party or parties authorized to give such direction; and report the state of the treasury at all regular meetings of the Board of Directors and/or when so directed by the presiding officer of the Association.
- Section 5. Treasurer's Bond
- Upon election prior to undertaking the duties of the office, the Treasurer shall give bond to the State of Missouri in such sum as required by the Board of Directors and file an affidavit to faithfully administer, disburse and invest the funds of the Association as directed by the Board of Directors; and such bond shall be renewed annually as deemed necessary by the Board of Directors. The expense of such bond shall be borne by the Association.

ARTICLE III - ELECTION OF OFFICERS

- Section 1. Term of Office
- Nationally elected officers shall serve no more than two (2), consecutive, three-year (3) terms. Elections shall be held every three (3) years. National officers will serve staggering terms. The election of the President and the Secretary shall be held during the year 2012, 2015, 2018, 2021, etc. The election for the Vice President and the Treasurer shall be held during the year of 2013, 2016, 2019, 2022, etc.
- Section 2. Vacancies
- The Vice-President shall replace the President in the event that the President is for any reason unable to complete a term. The President shall make an interim appointment to replace any of the other three nationally elected officers prior to the expiration of a term. Such interim appointments shall be presented to the Executive Committee for confirmation at the Executive Committee meeting immediately following the interim appointment.
- Section 3. Nominations
- A Nominating Committee appointed by the President shall make nominations for office with the approval of the Board of Directors at the annual meeting following the annual meeting in which the current officers were elected. The report of this committee shall be sent to each chapter at least sixty (60) days prior to the date set for the next annual meeting. Additional nominations may be made in writing up to thirty (30) days before the date set for the annual meeting.
- However, the addition of such nominations to the slate must be approved by a majority of the delegates present and voting. The Office of Alumni Affairs in Jefferson City, Missouri shall mail ballots to each financial member (as of December 31 of the preceding year) no later than February, of the election year.
- Section 4. General Election Procedures
- The ballots shall be returned to the post office box in Jefferson City secured in the name of the alumni Association. Thirty (30) days shall be allotted for the return of the ballots for tabulation. All ballots shall be prepared and tabulated by an Election Committee appointed by the President with the approval of the Board of Directors. The Election Committee shall not include any current members of the Board of Directors.
- Each nominee or a representative may be present at the time of tabulation. More detailed election procedures will be submitted to each candidate thirty
 (30) days after the annual meeting preceding the election. The Election Committee will mail the results of the election to the Board of Directors and

each candidate within three (3) business days following the tabulation of results. The majority of the votes cast by financial members shall determine all elections.

- Section 5. Uncontested Nominations
- If the office of President, Vice-President, Secretary or Treasurer is not contested the Secretary of the Board of Directors at the annual meeting of the Association shall cast one (1) ballot and the nominees shall become duly elected.

ARTICLE IV - MEMBERSHIP

- Section 1. Eligibility for Membership
- Any graduate, honorary degree recipient or former student who has completed at least one semester at Lincoln University is eligible for membership in the Association.
- Section 2. Active Membership
- Any graduate, honorary degree recipient or former student who has completed at least one semester at Lincoln University is an active member of the Association upon the payment of annual dues.
- Section 3. Associate Membership
- Any person, with the exception of a graduate, honorary degree recipient or former student who has completed at least one semester at Lincoln University, may become an associate member upon payment of annual dues.
- Section 4. Member-At-Large
- Any graduate, honorary degree recipient or former student who has completed at least one semester at Lincoln University and does not live within a fifty-mile (50) radius of an authorized chapter, upon payment of annual dues will become a Member-at-Large.
- Section 5. Honorary Membership
- The Board of Directors may confer honorary membership status upon any person with the approval of a majority of the membership voting at the annual meeting. Honorary members are exempt from payment of annual dues. Members so designated are not to be confused with honorary degree recipients. Honorary degree recipients, are not required to hold any earned degree from the University, are eligible for membership as specified in this same Article, Section 1. Honorary membership may be given to former

faculty, administrators, curators and/or any other person who has served the University and/or the Association with distinction.

- Section 6. Golden-Life Membership
- This special membership status is available to any graduate, honorary degree recipient or former student who has completed at least one semester, is at least sixty-two (62) years old and pays the Golden-Life assessment of four hundred dollars (\$400). The Golden-Life member will be exempt from further payment of national dues.
- Section 7. Silver-Life Membership
- This special membership status is available to any graduate, honorary degree recipient or former student who has completed at least one semester, is under sixty-two (62) years of age and pays the Silver-Life assessment of one thousand dollars (\$1,000) will be exempt from further payment of national dues.
- Section 8. Complimentary Membership
- Upon graduation from Lincoln University all graduates will receive a full one-year complimentary membership in the Association. This complimentary membership includes all privileges of full financial membership including voting privileges in Association elections for the duration of the complimentary membership.
- Section 9. Membership Year
- The Association's membership year is January 1 through December 31.
- ARTICLE V PRIVILEGES OF MEMBERSHIP
- Section 1. Financial Members
- All financial members shall have the right to vote in national elections. If present, financial members who do not live within a fifty-mile (50) radius of an authorized chapter (i.e., a Member-At-Large) shall be allowed to vote at the annual meeting. Additionally, financial members are eligible for discounts on tickets for Association-sponsored Homecoming activities and registration fees for the annual National Alumni Convention.
- Section 2. Non-Financial Members
- Members who have not paid annual dues are not eligible to receive any of the previously outlined privileges. However, attendance at the annual meeting and

Association-sponsored Homecoming activities is still available to these members but costs for participation will be the same as rates charged to non-members.

ARTICLE VI - BOARD OF DIRECTORS' MEETINGS

- Section 1. Regular Meetings
- Regular meetings of the Board of Directors shall be held at least two times a year, and at such other times as determined by consensus of the Board of Directors.
- Section 2. Quorum
- Two-thirds of the membership of the Board of Directors shall constitute a quorum, which is required before a vote can be held on any issue under consideration by that body.
- Section 3. General Duties of the Board of Directors
- The Board of Directors shall direct the business and affairs of the Association and shall exercise all of the powers of the Association except such as are conferred upon or reserved to the members by law, the Articles of Incorporation, or these bylaws.
- The Board of Directors shall adopt such policies, rules and regulations not inconsistent with law, the Articles of Incorporation, or these bylaws, as it may deem advisable. It shall see that all interests of the Association suffer no detriment.
- Section 4. Executive Committee
- The Executive Committee shall consist of the nationally elected officers. However, the Board of Directors may, at its discretion, appoint, from its own membership, an executive committee, determining their tenure of office and their powers and duties. The Board of Directors may allot to such executive committee all or any stated portion of the functions and powers of the Board of Directors, subject to the general directions, approval, and control of the Board of Directors. A list of the action items from any meeting of the Executive Committee shall be provided to all Directors within fourteen (14) days following such meeting. The minutes from these meetings shall be provided to the Board of Directors within ninety (90) days. The Executive Committee in the recess of the Board of Directors shall see to the execution of all orders and resolutions not otherwise provided for.
- The Executive Committee may adopt such rules as it may deem necessary, which rules, after being approved by the Board of Directors shall be the permanent rules of the Executive Committee and in general during the recess of the Board of Directors, it shall see that the interests of the Association suffer no detriment. Three (3) members of the Executive Committee shall constitute a quorum.

- Section 5. Other Committees
- The Board of Directors may, at its discretion, appoint such other committees as may be necessary.
- Section 6. Reports
- The Board of Directors shall make a report to the Association in detail, exhibiting the progress, conditions and actions of the Board of Directors at the annual meeting of the Association.

ARTICLE VII - COMMUNICATION TO THE BOARD OF DIRECTORS

- Section 1. Authority of the President
- All communications of the Board of Directors from alumni, students, or others
 interested in the Association shall be filed in writing with the President of the
 Association. The President of the Association shall have the authority to read the
 communication and to make thereon any comments,
 but may have no authority to delay or withhold any communication
 addressed to the Board of Directors or to any of its committees or officers.
- Section 2. Communications to Chapter Presidents
- Communications in writing may also be sent to the chapter presidents for possible action at the regular Board of Directors meetings. Copies of such communications should be sent to the President of the Association at least fourteen (14) days prior to the meeting.
- Section 3. Submitting Items for the Agenda
- Members of the Board of Directors and alumni must submit in writing, items for inclusion on the agenda to the President of the Association at least fourteen (14) days before the annual meeting or the Mid-Winter Board meeting.

ARTICLE VIII - CHAPTERS

- Section 1. Chapter Charters
- The Association through its Board of Directors shall have the authority to grant charters to only one chapter within a Standard Metropolitan Statistical Area (SMSA).

- Section 2. Eligibility for Chapter Status
- The Standard Metropolitan Statistical Area (SMSA) in which a chapter is located shall determine its designated name. In order to use the name of "Lincoln University Alumni," the chapter shall agree to adhere to policies and procedures adopted by the Association. Local chapters must include a minimum of five (5) alumni who meet the criteria for membership as stated in Article IV, of these bylaws, and adopt and operate under a constitution, or articles of incorporation, or bylaws that have been approved and accepted by the Executive Committee or Board of Directors. A chapter receiving a charter shall be formally recognized at the next annual meeting of the Association following approval.
- Each chapter shall agree that neither the chapter nor any of its representatives, members or units shall take any action or engage in any activity which would adversely impact the University or the Association's status as a section 501 (c) (3) exempt organization under the Internal Revenue Code, nor shall the chapter or its representatives take any action or engage in any activity which could bring disrepute upon Lincoln University or the Association.

ARTICLE IX - ANNUAL MEETINGS

- Section 1. Annual Meeting
- The annual meeting of the Association shall be held at a National Convention held once a year during the summer at a time and place designated by the Board of Directors. The date, time and location of such meetings shall be announced at least six (6) months in advance to each active chapter and all financial members.
- Section 2. Member Participation and Voting
- All financial members of the Association may actively participate in the annual meeting. The members of the Association may present recommendations for board action at this meeting. Only official delegates from each active chapter and members-at-large may vote at the annual meeting.
- Section 3. Delegates
- Each authorized chapter may elect a number of official delegates determined by the number of members financial with the National Association as determined by the following scale:
- 5 to 10 members 1 delegate
- 11 to 25 members 2 delegates
- 26 to 41 members 3 delegates
- 42 to 57 members 4 delegates
- 58 or more members add one (1) delegate per every fifteen (15) members

- Forty-five (45) days prior to the annual meeting, the National Secretary shall notify chapter presidents of the number of delegates and votes to which they are entitled. After receiving notification of the number of delegates to which they are entitled; chapter presidents shall provide the names of the delegates to the National Secretary, at least thirty (30) days prior to the annual meeting. Chapters may negotiate disputes about the number of allocated delegates with the Association and/or the Office of Alumni Affairs. Official delegates may be instructed by their chapter and will represent their chapter in the deliberations at each plenary session during the annual meeting. Delegates may cast the total number of votes to which their chapter is entitled. The National Secretary directs and verifies roll call.
- Section 5. Quorum
- At least one delegate from each of five chapters and three members of the Board of Directors shall constitute a quorum for an annual meeting.
- Section 6. The Convention Host Chapter
- A chapter shall have the right of first option to host the annual meeting when the Board of Directors selects a meeting site within an SMSA that has an active chapter.
- Any chapter hosting a convention shall share in the profits of the association-sponsored activities at the convention with a 25/75 split (75% going to the Association).
- Section 7. Association-Sponsored Activities
- Association-sponsored convention activities shall consist of the Prayer Breakfast, Awards Luncheon, and Banquet, unless otherwise identified and documented in the meeting minutes of the Board of Directors prior to the convention.
- ARTICLE X CENSURE AND RECALL
- Section 1. Censure
- An elected national officer or a member of the Board of Directors may be censured by the Board of Directors or by three-fourths vote of the Association members present and voting at any annual meeting. Officers and members of the Board of Directors may be censured for misconduct at meetings, violating confidentiality, frequent absenteeism, bribery, fraud, making false statements, conspiracy or any other action that could bring detriment to the Association. In addition, elected national officers may be censured for not performing the specific duties of their position as defined in these by-laws. If a national officer or a member of the Board of Directors is censured either by the

Board of Directors or the Association members present and voting at any annual meeting, the result may be reprimand, suspension or recall in the case of a national officer and reprimand in the case of a member of the Board of Directors.

- Section 2. Removal of an Officer
- An elected national officer of the Association may be removed from office by threefourths vote of the Association members present and voting at any annual meeting. Charges against any officer may be presented in writing by ten (10) financial members of the Association or by the Board of Directors.

ARTICLE XI-DISSOLUTION OF THE ASSOCIATION

- Section 1. Power to Dissolve the Association
- The power to dissolve the Association shall be that of the Board of Directors. The dissolution of the Association shall follow the method provided for in the Articles of Incorporation. (Article VIII-Dissolution)

ARTICLE XII -INSTALLATION OF OFFICERS

- Section 1. Swearing-in of National Officers
- The swearing-in ceremony and the installation of officers shall take place at the banquet at the annual meeting following the announcement of election results.

ARTICLE XIII- RULES AND REGULATIONS

- Section 1. Rules of Procedure
- The Board of Directors shall adopt such rules and regulations (Procedures) as may be necessary to implement specifically the general principles found within these bylaws; these shall relate to the proper conduct of the Board of Directors, organizational activities as well as the activities of general membership.

Section 2. Manual of Procedures

• The Association shall maintain a "Manual of Procedure." Its purpose shall be to clarify and document the procedures that enable the membership to execute the requirements contained in the bylaws.

ARTICLE XIV - AMENDMENTS

- Section 1. Amendments and Procedures
- Any chapter or financial member not associated with a chapter, wishing to amend the bylaws of the Association shall forward the proposed change(s), in writing to the President of Association or the Board of Directors. The Board of Directors may also recommend, as a body, changes to the bylaws. Every proposed alteration, amendment or addition to the bylaws shall be filed with the President or the President's designee at least ninety (90) days prior to the date set for the next annual meeting.
- All chapters shall be notified of proposed bylaws changes at least sixty (60) days prior to the date set for the annual meeting.
- Section 2. The Required Vote
- A two-thirds vote of the official delegates present and voting at the annual meeting is required to amend the bylaws.
- Section 3. Implementation of Amendments
- Amendments to the bylaws shall take effect immediately following adjournment of the annual meeting at which they were adopted.

ARTICLE XV – CONFLICT OF INTEREST STATEMENT

- Section 1. National Officers and Board of Directors
- All national officers and members of the Board of Directors at the first meeting after taking office are required to read and sign the Conflict of Interest Statement as outlined in *Section 2* of this Article.
- Section 2. Conflict of Interest Statement

No member or board committee member of the Board of Directors, of the Lincoln University Alumni Association, Inc. (LUAA), or any member of their families should accept any gift, entertainment, service, loan or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with the LUAA, unless the facts of such benefit, gift service, or loan are disclosed in good faith and are authorized by the Board of Directors. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment and benefits that do not meet this standard.

No member of the Board of Directors or committee member should perform, for any personal gain, services to any LUAA supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or committee authorizes such a transaction. Similar association by a family member of a board or committee member or by any other close relative may be inappropriate.

No member of the Board of Directors or committee member or any member of their families should have any beneficial interest in, or substantial obligation to any LUAA supplier of goods or services or any other organization that is engaged in doing business with or serving LUAA unless it has been determined by the Board of Directors, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient or the Association.

referred to the President of the Association and/or referral to the Board of Directors for a

Any matter of question or interpretation that arises relating to this policy should be

decision, where appropriate	•
	e foregoing policy statement (Conflict of Interest Statement) ets requiring any possible question of violation.
(Date)	(Signature)

INTERNAL REVENUE SERVICE
P. 0. BOX 2508
CINCINNATI, OH 45201
DEPARTMENT OF THE TREASURY

Date: JUNE 18 2009

LINCOLN UNIVERSITY OF MISSOURI ALUMNI ASSOCIATION, INC. C/O MR. HARDY K. DORSEY 100 BLACK WATER COVE ATLANTA, GA 30328

43-1225959 DLN: 17053247347028 Contact Person: MIKE M KERR ID# 31611 Contact Telephone Number; (877) 829-5500 Accounting Period Ending: December 31 Public Charity status: 170(b) (1)(A) (xi) Form 990 Required: Yes Effective Date of Exemption: August 30, 2008 Contribution Deductibility: Yes Addendum Applies;

Employer Identification Number:

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you' are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code.

You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 210S or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter. Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

LINCOLN UNIVERSITY OF MISSOURI

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Robert Choi Director, Exempt Organizations Rulings and Agreements

Enclosures: Publication 4221-PC

Letter 947 (DO/CG)

The by-laws in this document were approved by the delegates present and voting at the 71st annual meeting of the Lincoln University Alumni Association, Inc. in Columbus, Ohio, July 2011.

Dr. Earl Wheatfall '68 & '70 - National President Lovell Lemons '76 - National Vice President Nann Whitworth '71 - National Secretary Roosevelt Ferguson' 66 - National Treasurer

Bylaws and Procedures Book Committee

Nann Whitworth- Chair Robin Carey Barbara Rashad Mary Rogers Sallie Simmons