

Constitution Of UAPB/AM&N National Alumni Association, Inc.

ARTICLE I - NAME

The name of this association shall be the University of Arkansas at Pine Bluff/Agricultural, Mechanical and Normal College National Alumni Association, Incorporated hereinafter referred to as "UAPB/AM&N National Alumni Association, Inc."

ARTICLE II - DURATION

The duration of existence of this association shall be perpetual.

ARTICLE III – PURPOSE

The UAPB/AM&N National Alumni Association, Inc. is organized exclusively for the purposes set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and more specifically:

- (a) To foster and promote the general welfare and growth of the University of Arkansas at Pine Bluff (UAPB); to serve as a catalyst for the promotion of goodwill among the administration, faculty, support staff, student body and alumni; to encourage moral and financial support needed to build a greater UAPB; to keep alumni informed of the growth and development of the UAPB; to seek input to the policy-making bodies that influence the growth and development of the UAPB; and to encourage the growth and development of local chapters.
- (b) To acquire property, real, personal, or mixed, by purchase, gift, devise or bequest, unconditionally, or in trust for the benefit of the UAPB within the limitations of these Articles; to convey, reinvest proceeds and otherwise administer all such properties for the benefit of the UAPB; and to use or distribute such property, or the income there from, to or for the benefit of the UAPB; and
- (c) To solicit and receive contributions of funds from individuals, trust, estates, associations and other entities for the benefit of the UAPB; to engage in fundraising activities for the benefit of the UAPB; to hold, invest and reinvest such funds; and make distributions to the UAPB.

ARTICLE IV - LOCATION

The principal office of this association shall be located at 27 Watson Boulevard, Pine Bluff, Arkansas or wherever the Board of Directors shall designate as the principal office.

ARTICLE V - AGENT

The name of the registered agent of the association shall be the Executive Director. In the absence of the Executive Director, the Chairman of the Board of Directors shall serve as the registered agent for the association.

ARTICLE VI - ORGANIZATIONAL STRUCTURE

The management of the association and its affairs, funds and property shall be vested in a Board of Directors consisting of the elected officers and the Immediate Past-President of the Association, and such a number of additional Directors as may be fixed by the By-Laws of this Association. The Board of Directors shall have the power to adopt and/or amend the Constitution and By-Laws, by a unanimous vote, at any meeting of the Board of Directors at which a quorum is present. The Board of Directors shall have the power to make, adopt, alter or repeal such rules, regulations and determinations for and in respect to the operation and conduct of the Association and its affairs and purposes as it may deem appropriate.

Directors shall be elected by a vote of the members of the association. Directors shall be allocated as follows: Three (3) from each region; three (3) elected at-large; two (2) appointed by the Chairman of the Board of Directors (optional). No chapter shall have more than three (3) elected members serving on the Board of Directors at any one time. (See Figure 1)

The Immediate Past-President shall serve as a member of the Board of Directors until the current Chairman's term expires.

The term of office of the directors serving at the time of this Constitution and By-Laws shall be the unexpired portion of the three year term for which each such director was elected; thereafter, each director shall serve term of office as may be fixed by the By-Laws of the Association. Each director shall hold office for the term for which he/she is elected or until a successor shall be duly elected.

Appointed directors shall be appointed by the Chairman of the Board of Directors and approved by majority vote of the Board of Directors present at any regular or special meeting. Appointed directors shall serve a maximum of two (2) consecutive one-year terms and shall be governed by the same rules and procedures as elected directors.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than thirteen (13) and not more than nineteen (19) members as set forth in the By-Laws who shall serve until the expiration of their respective terms and until their successors are elected. Members of the Executive Committee shall also serve as members of the Board of Directors.

There shall be an annual assessment for all voting Board of Directors.

ARTICLE VIII - MEMBERSHIP

To become an Association member an eligible person (graduate, former student, friend of the UAPB, student) shall pay either an annual membership fee, life membership fee, or be granted gratis membership for a period of one year with no dues being collected; the terms for each of which shall be established from time to time by the Executive Board of the Association.

ARTICLE IX - QUORUM

A quorum for the **Members** of the National Alumni Association for the purpose of transacting business shall be (a) one-half of the total number of alumni chapters plus one who have paid their annual assessment as of the meeting date, (b) representing a minimum of three (3) regions unless and until otherwise provided in the By-Laws.

A quorum for the **Board of Directors** for the purposes of transacting business shall be one-half of the total number of directors plus one who has paid their annual assessment as of the meeting date.

If a quorum is present, actions, elections and determinations by the body shall be by a majority vote. If a quorum is not present, the body that is present shall have the power to adjourn the meeting.

ARTICLE X – COMPENSATION

No part of the net earnings of the association shall inure to the benefit of, or be distributed to, private shareholders or individuals, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III thereof. No part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI – DISSOLUTION OF ASSETS

Upon the dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the association, transfer all of the assets of the association to the University of Arkansas at Pine Bluff or the University of Arkansas Foundation for purposes consistent with the terms of the individual gifts and the purposes of the Association.

ARTICLE XII – MANAGEMENT

The association shall be organized and managed as shown in Figures 1.

The Board of Directors shall be responsible for making policy, insuring the implementation of policy and the overall management of the association.

Local chapters by region shall constitute the body of the organization. Graduates located in areas where a local chapter does not exist are considered members-at-large.

The Executive Director, Treasurer and Director of Alumni Affairs shall serve as ex-officio and non-voting members of the Board of Directors. Individuals serving in these positions shall be appointed by the Chairman of the Board of Directors and approved by the Board of Directors. The Board of Directors shall meet at least semi-annually, at a time and place to be decided by the chairperson.

ARTICLE XIII – ELECTION OF OFFICERS

The Board of Directors shall consist of a minimum of thirteen (13) but not more than nineteen (19) members. Each Immediate Past-President of the National Alumni Association shall become a member of the Board of Directors and serve until the current Chairman of the Board's term expires. The Officers of the Association shall be elected for a term of two (2) years; the officers shall be elected for two-year terms and can succeed themselves twice.

All elected Directors shall have been financially active at the local and national level, for the past two (2) years prior to his/her election. Exemptions may be provided for individuals who reside in areas where there is no local alumni chapter within a 50-mile radius of his/her residence. Exemptions may be granted by the nominating committee and approved by the Board of Directors.

ARTICLE XIV – EXECUTIVE COMMITTEE

Executive Committee members, except the Treasurer, Executive Director and Director of Alumni Affairs at the UAPB, shall be elected by the Board of Directors from Regional and At-Large Directors elected by the members of the National Alumni Association. The Executive Committee shall consist of the President, Immediate Past President, First Vice President, Second Vice-President, Recording Secretary, Treasurer, Parliamentarian, Executive Director, Treasurer and the Director of Alumni Affairs at the UAPB. The Treasurer, Executive Director and Director of Alumni Affairs shall serve as ex-officio and non-voting members of the Executive Committee.

The Executive Committee elections shall be held after the annual homecoming meeting, and shall be completed before the assumption of business in the ensuing year. New officers assume responsibilities on the first day of the next calendar year.

Current and outgoing board members shall participate in the Executive Committee elections. Newly elected board members will not participate in the elections.

The Chairman of the Board of Directors shall serve as President of the Executive Committee.

ARTICLE XV – AMENDMENTS TO THE CONSTITUTION

(a) The Constitution may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by a unanimous vote of the Directors of the Association, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting; and **circulated to directors at least 10 days in advance.**

Or,

(b) The Constitution may be altered, amended, or repealed at any meeting at which a quorum is present or represented, by affirmative vote of a majority of the members of the National Alumni Association, entitled to vote thereon, provided notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting and **circulated at least 10 days in advance.**

ARTICLE XVI – RULES OF PROCEDURE

Robert Rules of Order, Newly Revised, shall govern the organization except as otherwise provided for in this Constitution and/or By-Laws.

ARTICLE XVII – UAPB/AM&N CHAPTERS

Section 1: Purposes

The purposes of a UAPB/AM&N Chapter are:

- (a) To assist the University in promoting its programs under the direction of the Association;
- (b) To promote the fellowship and welfare of Alumni, students, parents of students, and other friends of the University residing in the chapter area by providing information and services to them;
- (c) To recruit volunteer assistance for the various programs of the Association and the University.

Section 2: Organization

- (a) According to the operating agreement, a UAPB/AM&N Chapter may be formed in any geographical area with boundaries established by agreement among the Association and the organizers of the Chapter.
- (b) **In order to retain its charter, a Chapter must fulfill its obligations delineated in the written operating agreement between the Association and the Board of Trustees of the University of Arkansas acting for and on behalf of the University of Arkansas at Pine Bluff.**

NATIONAL ALUMNI ASSOCIATION COMMITTEES

Standing Committees – The Standing Committees shall be a nominating committee, an executive committee and a budget and finance committee. Each committee shall report directly to the Board of Directors. The National Alumni Association members shall be appointed to each committee on an annual basis by the Chairman of the Board of Directors and approved by the Board of Directors.

Executive Committee – The Executive Committee shall be empowered to conduct routine business of the association, conduct long-range planning efforts of the association and coordinate the work and presentations of all Special Committees and to serve in an advisory capacity to the Chairman of the Board of Directors. The Executive Committee shall consist of the President, Immediate Past President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Parliamentarian, Executive Director and Director of Alumni Affairs. The Chairman of the Board of Directors shall serve as President of the Executive Committee. The Immediate Past President, Executive Director, Treasurer and the Director of Alumni Affairs shall be ex-officio members of the Executive Committee.

Budget and Finance Committee - The Budget and Finance Committee shall develop and propose an annual budget for consideration of the Board of Directors, develop and propose interim revisions of the budget as may become necessary or advisable and generally formulate fiscal policy for the Board's consideration. The Budget and Finance Committee shall be composed of the Treasurer, Executive Director and other members of the alumni association appointed by the Chairman of the Board of Directors. The Executive Director shall be an ex-officio member of the Budget and Finance Committee.

Nominating Committee – The Nominating Committee shall nominate candidates to succeed the directors whose terms are expiring that year. The nominating committee shall also nominate candidates for any vacancies created by an increase in the size of the Board of Directors.

Special Committees – Special Committees shall be created by resolution of the Board of Directors. Such resolution shall establish the size, term and task of the committee. The Chairman of the Board of Directors shall appoint the members of the committee from the general membership and shall designate a chairperson. Each special committee shall provide interim reports to the Executive Committee as required by the Executive Committee, shall coordinate its activities with long-range planning activities of the Executive Committee and report to the Board of Directors annually or as required.

By-Laws Committee – The By-Laws Committee shall give reports on all alterations, amendments or repeals of the Constitution and By-Laws made at any meetings of the Board of Directors.

Chapter Development Committee – The Chapter Development Committee shall give reports on issues affecting the chapters; recommend issues for discussion and action; and recommend the best practices for the benefit of the chapters with the approval of the Board.

Communications Committee – The Communications Committee shall give reports that seek content consistent with fundamental National Board goals; endeavor to secure communications for the work of the chapters and alumni affairs through books, press, radio, television, website and newsletters. No communications shall be released without approval of the Board.

Events Committee – The Events Committee shall give reports on calendar of events and conference schedules for the National Alumni Association, chapters and the University; such as the Summer Conference, Homecoming Activities, Graduation, etc.

Fundraising Committee – The Fundraising Committee shall give reports on fundraising activities, entertainment and other projects for local and national purposes within the scope of the national alumni board's program; and shall work closely with the Budget and Finance, Hall of Fame, Membership and King and Queen Drive committees.

Hall of Fame Committee – The Hall of Fame Committee shall give reports on the process and procedures for the selection of inductees; work with the Alumni Association and chapters in the selection process; post applications on the website in a timely manner; and give status reports. The First Vice President is the chairperson of this committee. The Board shall make the final approval of the inductees.

King and Queen Drive Committee – The King and Queen Drive Committee shall give reports on all alterations, amendments and revisions made to the contest rules; enforce contest rules; monitor contestant's activities and give status reports.

Membership Committee – The Membership Committee shall give reports on work of the chapters throughout the year to maintain and increase membership of the association; be responsible for planning and organizing the annual membership campaign; be responsible on a continuous basis for soliciting new members and for securing renewals; and initiate all possible means to obtain Life Members and sponsor a continuing program toward this end.

Networking Committee - The purpose of the Networking Committee is to foster a better network relationship with our alumni across the country and to locate and relocate alumni for job opportunities, religious and social outlets, chapters and members, etc.

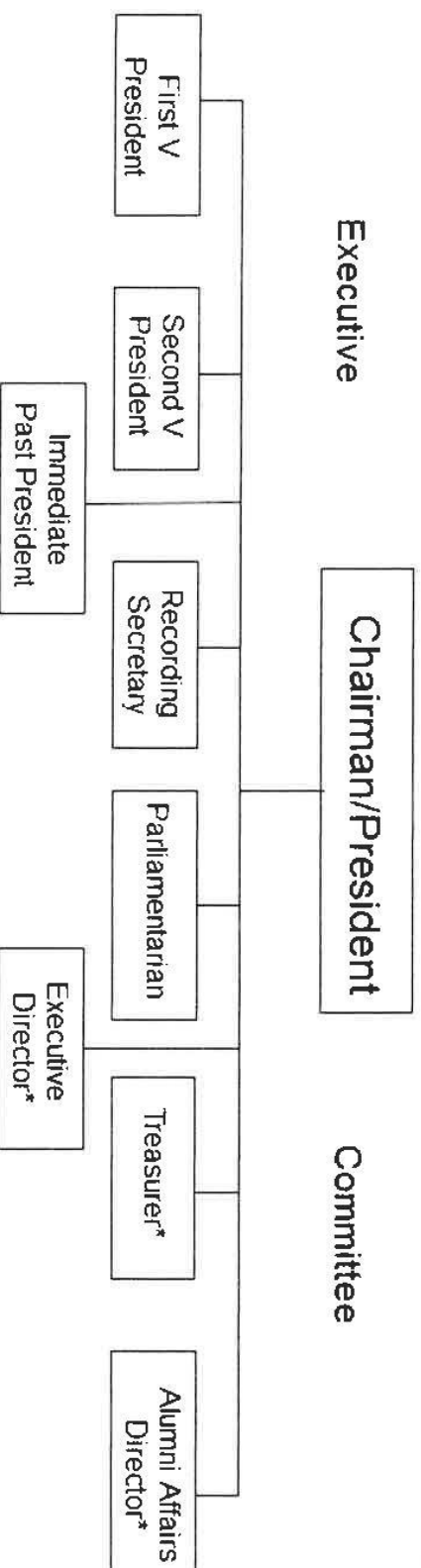
Political Actions Committee – The Political Actions Committee shall give reports on the enactment of municipal, state, and federal legislation designed to improve or diminish the educational, political and economic status for the University.

Recruitment Committee – The purpose of the committee is to maximize student enrollment levels at UAPB; to increase the number of students receiving both an education and a college degree.

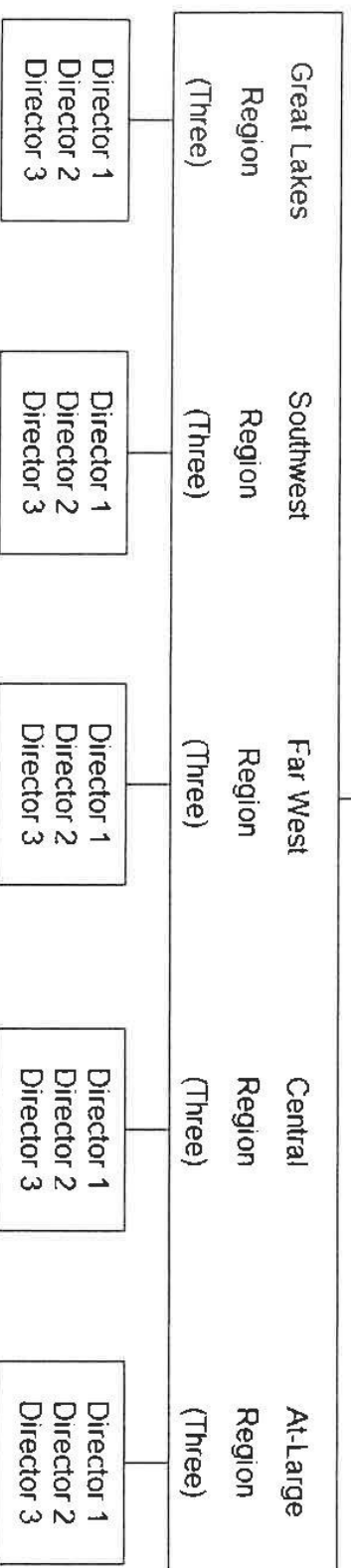
Special Projects Committee – The Special Projects Committee shall give reports on building projects on campus that lead by the National Board; and report on the direction of any capitol campaigns.

Technology Committee – The Technology Committee shall give reports on the maintenance of the web page; and give recommendations on how to better use technology that will enhance the website with the approval of the Board.

Executive Board of Directors



Executive Committee is elected from the Regional and At-Large Directors



Note: Three Directors nominated by the regions and elected by the general membership
*** Ex-officio and non-voting member**

Figure 1 – Organizational Structure

BY-LAWS OF UAPB/AM&N National Alumni Association, Inc.

Notwithstanding any provisions of these bylaws, the Association shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE I - OFFICE

- 1.1 **Registered Office.** The registered office of the association shall be at 27 Watson Boulevard, Pine Bluff, Arkansas 71601.
- 1.2 **Other Offices.** The association may also have offices at other places in or out of the state of Arkansas as the Board of Directors may determine or as the business of the association may require.

ARTICLE II – MEMBERS

- 2.1 **Membership.** To become an Association member an eligible person (graduate, former student, friend of the UAPB, student) shall pay either an annual membership fee, life membership fee, or be granted gratis membership for a period of one year with no dues being collected; the terms for each of which shall be established from time to time by the Executive Board of the Association.

Membership cards shall be issued only to those members classified as members in good financial standing (financially active). Possession of a current membership card may be required for active participation in activities sponsored by the alumni association.

- 2.2 **Classes of Membership.** The membership of the association shall be available to graduates and non-graduates alike and **shall be** divided into following classes:

- (a) Annual Membership.
 - i) Regular - \$50 per year
 - ii) Complimentary – Given to students at graduation for the duration of one-year.
- (b) Life Membership
 - i) Silver Life - \$300
 - ii) Gold Life - \$500
 - iii) Platinum Life - \$750
 - iv) Diamond Life - \$1000

Note: All persons who purchased life membership prior to 2001 have the option of upgrading life memberships by paying the difference between original membership costs and current price for desired category. Persons not desiring to upgrade will be grand fathered in as silver life members.

- 2.3 **Membership Dues.** Membership dues are due at the beginning of each calendar year. All dues paid during a calendar year are credited to that year.
- 2.4 **Place of Meeting.** Meetings of members shall be held at the time and place stated in the notice of the meeting or in a waiver of notice.
- 2.5 **Meetings.** *The National Alumni Association shall meet at least one time per year. This general membership meeting shall be held on the Friday preceding the annual homecoming game on the campus of the University. In addition, the Association may convene a summer conference for the general membership or a portion thereof hosted by one of the regions and located at a site identified by the national office.*
- Summer conferences shall be scheduled between July 15th and August 15th unless otherwise stipulated by the Board of Directors. Members shall be notified of meeting at least thirty (30) days in advance of the scheduled meeting. Planning for summer conferences shall be conducted according to directions established by the Board of Directors and may be delegated to committees and/or local chapters. Specific directions for managing summer conferences will be forwarded to host committees from the Board of Directors.*
- 2.6 **Voting List.** At least ten days before each meeting of members a complete list of members entitled to vote at the meeting, by Chapter, arranged in alphabetical order, with the address of each, shall be prepared by the officer or agent having charge of the Membership Book. The list, for a period of ten days prior to the meeting, shall be kept on file at the registered office of the association and shall be subject to inspection by any member at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any member during the whole time of the meeting.
- 2.7 **Special Meeting.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Constitution and By-Laws, may be called by the Chairman of the Board of Directors, or not less than one-tenth of all the members entitled to vote at the meetings. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.
- 2.8 **Notice.** Written or printed notice, stating the place, day and hour of the meeting and, in case of not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Board of Directors, to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the Membership Book of the association, with postage thereon prepaid.
- 2.9 **Membership Quorum.** A quorum for the **Members** of the National Alumni Association for the purpose of transacting business shall be (a) one-half of the total number of alumni chapters plus one **who have paid their annual assessment as of the meeting date,** (b) representing a **minimum** of three (3) regions unless and until otherwise provided in the By-Laws.
- 2.10 **Majority Vote.** When a quorum is present at a meeting, the vote of the majority of the members shall decide any question brought before the meeting, unless the question is one on which, by express provision of the statutes, the Constitution and By-Laws a higher vote is required. In such

cases, the express provision shall govern.

- 2.11 Method of Voting.** Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. At any meeting of the members, every member having the right to vote may vote in person. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.
- 2.12 Record Date.** The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of or to vote at a meeting of the members, the record date to be not less than ten (10) days prior to the meeting; or the Board of Directors may close the Membership Book for such purpose for a period of not less than ten (10) days prior to such meeting. In the absence of any action by Board of Directors, the date upon which the notice of the meeting is mailed shall be the record date.

ARTICLE III – DIRECTORS

- 3.1 Management.** The business and affairs of the association shall be managed by the Board of Directors who may exercise all such powers of the association and do all such lawful acts and things as are not (by Statute or by the Constitution and By-Laws) directed or required to be exercised or done by the members.
- 3.2 Number and Term.** The number of regular Directors of the Association upon the adoption of these By-Laws shall be thirteen (13) and these directors shall serve until the expiration of the respective three year terms then being served by said Directors and until their successors shall be duly elected. Thereafter, the number of regular Directors shall be fifteen (15). Each regular Director elected shall hold office for a term of three (3) years. No Director may be elected to serve more than two (2) consecutive terms. Executive Committee members shall also serve as Directors of the Association for and during the time periods they are so designated.
- 3.3 Nomination.** The nominating committee shall nominate candidates to succeed the Directors whose terms are expiring that year. The nominating committee shall also nominate candidates for any vacancies created by an increase in the size of the Board of Directors. Additional candidates for the available directorships may be nominated by written petition.
- 3.4 Qualification.** All elected Directors shall be members of the association and former students of the UAPB and/or AM&N College.
- 3.5 Responsibilities.** Each Board Member shall pay an Annual Assessment as determined by the Board by January 31st, however if a meeting is convened and a vote is required to continue with business, you will not be allowed to vote on the business at hand until the assessment is paid. The board meets three times a year during the UAPB Founders Week, Alumni Summer Conference, and Homecoming, a director is required to attend these board meetings in person and is required to participate on all board conference calls. Board members may be excused due to illness.... A board member must comply with the Constitution and By-laws and the Operating Agreement.
- 3.6 Removal.** Directors may be removed from office either for or without cause at any meeting of members called expressly for that purpose, by a majority vote of at least two thirds (2/3) of the directors present and entitled to vote. A director shall automatically be removed for purposes of

this paragraph for cause upon the failure of the director to attend three (3) meetings of the Board of Directors during any corporate fiscal year unless the board finds that the absenteeism was unavoidable and did not interfere with the director's effective service on the board.

- 3.6 **Vacancies.** Any vacancy (other than a vacancy occurring because of membership removal of a director or creation of a new directorship) occurring in the Board of Directors, whether by death, resignation, removal, or otherwise, may be filled by an affirmative vote of a majority of the remaining members of the Board of Directors. A director elected to fill a vacancy shall hold office until the expiration of the term of the director replaced and until his successor is duly elected.
- 3.7 **Election of Directors.** Directors shall be elected each year by plurality vote at the annual meeting of the members. At each such election for directors, every member entitled to vote at such election shall have the right to cast one vote for as many persons as there are directors to be elected and for whose election he has a right to vote. Directors shall be elected by Region as shown in Figure 1. No more than three (3) directors may be elected from each chapter to serve on the Board of Directors.
- 3.8 **Place of Meeting.** Meetings of the Board of Directors, regular or special, shall be held at the place stated in the notice of the meeting or a waiver of notice.
- 3.9 **Semi-Annual Meetings.** The Board of Directors shall meet at least semi-annually at a time and place to be decided by the Chairperson. At least one of the national meetings shall be held on the campus of UAPB. The purpose of the meeting shall be to review policy and formulate long range plans for the progress of the Association.
- 3.10 **Executive Committee Meetings.** Regular meetings of the Executive Committee may be held at such time as determined by the President.
- 3.11 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman with **15 days'** notice to each director, either personally or by **e-mail or by fax.** Special meetings shall be called by the Chairman or in his absence the First Vice President of the Executive Committee in like manner and on like notice on the written request of five (5) members of the Board of Directors. Except as otherwise expressly provided by statute, Constitution and By-Laws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.
- 3.12 **Quorum: Majority Vote.** A quorum for the **Board of Directors** for the purpose of transacting business shall be one-half of the total number of directors plus one who have paid their annual assessment as of the meeting date.
- 3.13 **Procedure.** The Board of Directors and Executive Committee shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the association. Minutes shall be kept by the recording secretary.
- 3.14 **Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be

placed in the minute book. The consent may be in more than one counterpart so long as each director signs one of the counterparts.

3.15 Committees. The association shall have three (3) standing committees and such other special committees (Membership, Chapter Building, Conference Planning, etc.) as the Board of Directors shall from time to time create. The standing committees shall be a nominating committee, an executive committee, and a budget and finance committee and shall report directly to the Board of Directors. National Alumni Association members shall be appointed to each committee on an annual basis by the Chairman of the Board of Directors and approved by the Board of Directors.

- (a) **Nominating Committee.** The nominating committee shall consist of members from the local chapters, chapter presidents and members of the Board of Directors. The Parliamentarian shall be the chairperson and a voting member of this committee. Members of the Nominating Committee shall serve a one (1) year term. All members shall be appointed by the Chairman of the Nominating Committee and approved by the Board of Directors.
- (b) **Executive Committee.** The executive committee shall be empowered to conduct routine business of the association, conduct long-range planning efforts of the association, and coordinate the work and presentations of all special committees and to serve in an advisory capacity to the Chairman of the Board of Directors. The executive committee shall be composed of the President, Immediate Past-President, First Vice President, Second Vice-President, Treasurer, Recording Secretary, Parliamentarian, Executive Director and Director of Alumni Affairs at the UAPB. The executive committee shall be elected by the Board of Directors. The Chairman of the Board of Directors shall serve as President of the Executive Committee. The Immediate Past-President, Executive Director, Treasurer and Director of Alumni Affairs shall be an ex-officio member of the Executive Committee and non-voting members of the Executive Committee.
- (c) **Budget and Finance Committee.** The budget and finance committee shall develop and propose an annual budget for consideration of the Board of Directors, develop and propose interim revisions of the budget as may become necessary or advisable, and generally formulate fiscal policy for the board's consideration. The budget and finance committee shall be composed of the Treasurer, Executive Director, and other members of alumni association appointed by the Chairman of the Board of Directors. The Executive Director shall be an ex-officio member of the budget and finance committee.
- (d) **Special Committees.** A special committee shall be created by resolution of the Board of Directors. Such resolution shall establish the size, term and task of the committee. The Chairman of the Board of Directors shall appoint the members of the committee from the general membership and shall designate a chairperson. Each special committee shall provide interim reports to the Executive Committee as required by the Executive Committee, shall coordinate its activities with the long-range planning activities of the Executive Committee and report to the Board of Directors annually or as required.

ARTICLE IV – NOTICE

4.1 Method. Whenever, by stature, the Constitution and By-Laws, or otherwise, notice is required to

be given to a member, director, or committee member, and no provision is made as to how the notice shall be given, it shall not be constructed to mean personal notice, but any such notice may be given:

- (a) In writing, by mail, postage prepaid, addressed to the director, committee member, or member at the address appearing on the books of the association;
Or,
- (b) In any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails.

4.2 **Waiver.** Whenever, by statute, the Constitution and By-Laws, notice is required to be given to a member, committee member, or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawful called or convened.

ARTICLE V - OFFICERS AND AGENTS

5.1 **Number: Qualification, Election, Term.**

- (a) The association shall consist of a governing Board of Directors. The Board of Directors shall consist of the following officers: (1) President, (2) Immediate Past- President, (3) First Vice President, (4) Second Vice President, (5) Recording Secretary, (6) Parliamentarian, (7) Executive Director, (8) Treasurer, (9) Director of Alumni Affairs at the UAPB and (10) such other officers and agents as the Board of Directors may think necessary. The Immediate Past President, Executive Director, Treasurer and Director of Alumni Affairs shall serve as ex-officio and non-voting members of the Executive Committee.
- (b) Officers of the association shall be former students of the UAPB and/or AM&N College and members of this association.
- (c) **Officers of the Board of Directors shall be elected annually at the first meeting of the Board occurring after the annual homecoming meeting. This Board organization meeting shall be held prior to December 31st. Officers shall be elected by the Board to fill a vacancy at any meeting, whether regular or special.**
- (d) Unless otherwise specified by the board at the time of his or her election or appointment or in an employment contract approved by the board, **each officer's term shall end on December 31st.** Each officer shall serve until the end of his or her term, or if earlier, his or her death, resignation, or removal.
- (e) A person may not hold two offices at one time.

5.2 **Removal.** Any officer, elected or appointed, including Chapter Presidents, may be removed by the directors, by a 2/3 vote, whenever in its judgment the best interest of the association will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

- 5.3 **Vacancies.** Any vacancy occurring in an office of the association (by death, resignation, removal or other) may be filled by the Board of Directors.
- 5.4 **Authority.** Officers and agents shall have such authority and perform such duties in the management by the association as are provided by the By-Laws or as may be determined by resolution of the Board of Directors not inconsistent with these By-Laws.
- 5.5 **Compensation.** The compensation of the Executive Director shall be fixed by contract from time to time by the Board of Directors. No other officer shall receive compensation from the association unless such officer shall also be a full-time employee of the association in a capacity other than that of an officer.
- 5.6 **Chairman/President of the Board of Directors.** The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall be the President of the Executive Committee, and shall have general management of the business and affairs of the association. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect, shall execute all legal documents for and on behalf of the association, the execution of which has not been expressly delegated to some powers as the Board of directors shall from time to time prescribe.
- 5.7 **First Vice President of the Executive Committee.** The First Vice President, in the absence of the Chairman of the Board of Directors, shall assume the duties and have all the responsibilities of the President. The First Vice President shall be the chairman of the Hall of Fame committee. The First Vice President shall also perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.
- 5.8 **Second Vice-President of the Executive Committee.** The Second Vice-President, in the absence of the Chairman of the Board of Directors and First Vice President, shall assume the duties and have all the responsibilities of the Chairman and First Vice President. The Second Vice President shall serve as the chairman of the Membership committee. The Second Vice-President shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.
- 5.9 **Recording Secretary.** The Secretary or designee shall attend all meetings of the Board of Directors and all meetings of the members and record all votes, actions and the minutes of all proceedings in a book kept for that purpose and shall perform like duties for the executive and other committees when required.

The secretary shall give or cause to be given, notice of all meetings of the members and special meeting of the Board of Directors.

The secretary shall keep in safe custody the seal of association (if any) and when authorized by the Board of Directors, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer.

The secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the Chairman of the Board of Directors may from time to time delegate.

- 5.10 Treasurer.** The Treasurer shall be appointed by the President of the Association, is not an employee of the association and is not responsible for the daily financial matters of the Association, and shall work at all times with the Executive Director or designee, who shall be a staff member of the Association designated by the President. The treasurer shall concurrently serve as the chair of the Budget and Finance Committee and shall keep the Board informed regarding the financial status of the Association as it may be revealed to him or her by the staff or independent analysis. The Treasurer shall not be personally liable for the receipt, deposit or expenditure of Association funds unless he or she may have acted with a willful, corrupt intent or purpose to cause funds to be lost or misapplied. The Treasurer shall have authority to countersign all checks written by the Association. The treasurer's records and books shall be available for external audit annually.
- 5.11 Parliamentarian.** The Parliamentarian serves as an advisor on the proper conduct of a meeting, maintains order and assists the Board of Directors and the Executive Committee rules are followed. The Parliamentarian shall serve as the Chair of the By-Laws and the Nominating committees. The Parliamentarian shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the Chairman of the Board of Directors may from time to time delegate.
- 5.12 Executive Director.** The Executive Director shall be the chief operating officer of the association and subject to the approval of the Chairman of the Board of Directors shall have general and active management of the business and affairs of the association. The Executive Director shall supervise and direct the association's employees. The Executive Director shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.
- 5.13 Director of Alumni Affairs.** The Director of Alumni Affairs shall serve as a liaison between the UAPB/AM&N National Alumni Association Board of Directors and the Academic and Administrative leadership of the UAPB by ensuring a strong and productive relationship between its members and the University leadership.

ARTICLE VI – CERTIFICATES OF MEMBERSHIP

Certificates. Certificates in the form determined by the Board of Directors shall be delivered to the membership into the association. Certificates shall be numbered and shall be entered in the books of the association as they are issued. Each certificate shall state on its face the member's name, the date of issuance, class of membership (if applicable), and such other matters as may be required by law, and may be sealed with the seal of the association or a facsimile thereof.

ARTICLE VII – LOCAL CHAPTERS/CHARTER OF CHAPTERS

Alumni Chapters. Any local chapter that receives or has received its charter from this National Alumni Association shall be subject to the policies and procedures outlined in the UAPB/AM&N National Alumni Association, Inc. Policy and Procedures Handbook.

Each chapter shall operate within the guidelines established by the National Alumni Association Constitution and By-Laws, Articles of Incorporation and Section 501 (c) (3) of the Internal Revenue Service Code.

ARTICLE VIII – GENERAL PROVISIONS

- 8.1 **Books and Records.** The association shall keep at its registered office or principal place of business, a membership book which shall contain a record of its members, giving the names and addresses of all members and the date of admission to membership. The membership book may be maintained as a computer record.
- 8.2 **Checks and Notes.** Checks, demands for money, and notes of the association shall be signed by two of the following officers: the Executive Director, Treasurer, Chairman of the Board of Directors and/or other person(s) designated from time to time by the Board of Directors. A minimum of two signatures is required for all checks, demands and notes. The following threshold amounts shall be used for expenditures: Up to \$500 for the Executive Director, Up to \$2000 for the President, and anything over \$2000 will require the Executive Committee's approval and/or the entire Board of Director's approval.
- 8.3 **Depositories.** Designation of banks and financial institutions where funds of the association are to be deposited or invested, as well as authorization of other investments, shall be a function of the Board of Directors.
- 8.4 **Bonds.** The association shall maintain, at its expense, a commercial fidelity bond or insurance to protect the association and to secure to it the full and faithful performance of the duties of the Executive Director and the employees of the association, including protection of the association regarding the safekeeping of its funds, investments, property and assets and their proper custody and use for the association, as security against loss and disappearance thereof. The treasurer shall also be named and included in such bond or insurance coverage.
- 8.5 **Fiscal Year.** The fiscal year of the association shall begin on the first (1st) day of January each year and end the following December thirty-first (31st).
- 8.6 **Seal.** The corporate seal shall contain the name of the association and the name of the State. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.
- 8.7 **Resignation.** A director, officer or agent may resign by giving written notice to the Chairman of the Board of Directors or the Executive Director. The resignation shall take effect at the time specified in it, or immediately, if no time is specified. Unless it specifies otherwise, a resignation take effect without being accepted.
- 8.8 **Amendment of By-Laws.**
- (a) These By-Laws may be altered, amended, or repealed at any meeting of Board of Directors at which a quorum is presented, by unanimous vote of the Directors of the Association, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting;
- Or,
- (c) These By-Laws may be altered, amended or repealed at any meeting of the members at which a quorum is present or represented, by the affirmative two-thirds vote of a majority of the members of the association, entitled to vote thereon, provided notices of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

8.9 Construction. Whenever the context so require, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these By-Laws shall be invalid or inoperative, then, as far as is reasonable and possible:

- (a) The remainder of the By-Laws shall be considered valid and operative and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.10 Gifts to the Association.

- (a) **Method.** Donors may make gifts to the association by naming or otherwise identifying the association.
- (b) **Terms.** Each donor by making a gift to the association accepts and agrees to all the terms of the Constitution and By-Laws and provides that the fund so created shall be subject to the provisions of these By-Laws for the presumed intent of donors.
- (c) **Gifts in Trust.** If a gift is made in trust providing (i) income or other payments to individual or for non-charitable purposes, followed by payments to the association, or (ii) income or other payments to the association, followed by payments to any individuals or for non-charitable purposes, then only the payments actually made to the association shall be regarded as subject to the association's Constitution and By-Laws. The Board of Directors may take such actions as it from time to time deems necessary to protect the association's rights to receive such payments.

8.11 Alumni Publication. The Alumni Association shall release as its official publication the Alumni Newsletter. The newsletter shall be published quarterly or a minimum of four times per year.

8.12 Rules of Procedure. When these By-Laws do not specify procedures to be followed, Roberts Rules of Order, Newly Revised, shall govern.

ARTICLE IX – INDEMNIFICATION

9.1 Indemnification Generally. The association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the association) by reason of the fact that he or she is or was a member, director, officer, employee, or agent of the association or is or was serving at the request of the association, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believe to be in or not opposed to the best interest of the association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit of proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the association, and with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was lawful.

- 9.2 Indemnification Following Successful Defense.** To the extent that a member, director, officer, employee, or agent of the association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph 9.1, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
- 9.3 Indemnification Under Other Circumstances.** Indemnification (other than under Paragraph 9.2 or as ordered by a Court) shall be made by the association only as authorized in the specific case upon determination that indemnification of the member, director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard or conduct in Paragraph 9.1. Such determination shall be made:
- (1) By Board of Directors by a majority vote a quorum consisting of directors who were not parties of such action, suit, or proceeding; or
 - (2) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
 - (3) By the members.
- 9.4 Indemnification of Expenses Prior to Conclusion of Action.** Expenses incurred by a member, officer or director in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such member, director, officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the association as authorized in this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.
- 9.5 Indemnification Not Exclusive.** The indemnification and advancement of expenses provided or granted herein shall not be deemed exclusive of any other rights which those seeking indemnification or advancement of expenses may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office.
- 9.6 Purchase of Insurance.** The Association shall annually obtain adequate liability insurance against all claims, losses and liabilities of the Association and shall name as additional insureds (1) UAPB and (2) the Board of Trustees of the University of Arkansas. The insurance shall include general liability insurance and commercial automobile liability insurance. In addition, the Association will purchase and maintain director's and officers' liability insurance coverage on behalf of the Association's directors and officers. The Association shall furnish certificates providing evidence of insurance coverage once a year to the UAPB.
- 9.7 Definitions.** For the purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the association" shall include any service as a director, officer, employee, or agent of the association which imposes duties on, or involved services by, such member, director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believe to be in the interest of the participant

and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the association” as referred in this article.

- 9.8** **Continuation of Indemnifications.** The indemnification and advancement of expenses provided by, or granted herein, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

NOTE(S)

**RESOLUTION ESTABLISHING
UAPB/AM&N NATIONAL ALUMNI ASSOCIATION, INC. LIFE MEMBERSHIP
INVESTMENT FUND**

MISSION STATEMENT

The mission of the UAPB National Alumni Association Investment Fund is to build loyalty and support among our graduates, UAPB and friends.

The Life Membership fund shall include all monies and securities now in possession of the Association together with such additions to the principal of the fund as are received from Life Membership fees.

THEREFORE BE IT RESOLVED

That the UAPB/AM&N National Alumni Association, Inc. Executive Board shall make suitable provision for the investment of the Life Membership Fund with due regard to safeguarding the principal and providing adequate income and capital appreciation for servicing Life members.

SECTION A: Board Duties & Powers

1. The BOARD shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the Investment Fund shall be executed by the BOARD Treasurer or President.
2. The BOARD shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary.
3. The BOARD shall not be liable for any losses which may be incurred upon investments of the Investment Fund except to the extent those losses shall have been caused by bad faith or gross negligence of the Board members. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence in discharging the duties of the office. Each Board member shall be liable only for his or her willful misconduct or omissions in bad faith.
4. Board members shall not receive any compensation, but may be reimbursed from the income of the Investment Fund for expenses reasonably incurred.

SECTION B: Distributions of Interest and/or Capital Gains from the Investment Fund

The BOARD shall initially disburse funds only from the interest and/or capital gains accrued from the Investment Fund on a quarterly or annual basis as required for the maintenance and

operations of the Alumni Office. Only in the case of an emergency, as defined by the current Board Members at the time of use, shall the **Principal** be used and 3/4 of those eligible to vote is required for approval. When the interest and/or capital gains amount exceeds the amount of maintenance and operations, residual funds can be dispensed to support special projects and/or the university in areas deemed necessary by the majority vote of the BOARD members.

SECTION C: Amending the Resolution

Any amendment to these resolutions, which will change, alter or amend the purpose for which the Investment Fund is established, shall be adopted by two-thirds (2/3rds) vote of the members present at a regular meeting of the membership or at a special meeting called specifically for the purpose of amending this resolution.

SECTION D: Disposition or Transfer of Investment Fund

At the time of the Association's dissolution or integration with UAPB, the Association's assets shall be transferred to UAPB (or to the University of Arkansas Foundation for use on behalf of UAPB), for purposes consistent with the terms of the individual gifts and the purposes of the Association.

SECTION E: Registered Agent

The Investment Fund's registered agent until changed by the UAPB/AM&N National Alumni Association, Inc. Investment Fund shall be:

Treasurer
1200 North University
27 Watson Boulevard/Mail Slot 4813
Pine Bluff, AR 71601

Adoption of Resolution

This resolution is hereby adopted by the UAPB/AM&N National Alumni Association, Inc.
Board Pine Bluff, AR 71601

By: Timothy Pighee on file (President) and
Tanesha Thompson on file (Recording Secretary)

Dated this day of August , 20 17