

Bylaws
Park University Alumni Association
Amended and Restated in Full June 22, 2012
Amended September 20, 2014

Park College was founded in 1875; it became Park University effective January 1, 2000.

Article 1 – Name and Purpose

The name of this organization is the Park University Alumni Association (“Association”). The Association was organized in 1882 *“to assist and advance the interest of Park College and to cherish the spirit of friendship among its members.”* The purpose of these bylaws (“Bylaws”) is to establish the operating philosophy and rules of this Association. These Bylaws amend and restate in full the Bylaws of June 21, 2003.

Article 2 – Membership

Section 1 Membership in the Association will consist of graduates of Park University (“University”) and may include, upon request, former University students who have successfully completed twelve (12) credit hours and have not been enrolled in a degree program for twelve (12) months.

Section 2 The Association does not discriminate on the basis of race, color, national origin, religion, gender, sexual orientation, veteran status or disability. This non-discrimination provision is intended to promote diversity and equality among members of the Association.

Section 3 The Association will be governed by the Alumni Council (“Council”) which will be comprised of members of the Association, elected by the Association as further provided in Article 5 of these Bylaws.

Section 4 Honorary membership in the Association may be bestowed on persons who have distinguished themselves by unusual or meritorious achievements, or who have rendered exceptional service to the University or to the Association. Persons may be elected to honorary membership by a vote of the Council. Such membership will not carry voting privileges or eligibility to hold any Association office.

Article 3 – Meetings

Section 1 The Association will meet at least once annually, on the Parkville campus of the University at a time set by the Council.

Section 2 Association meetings will be called to receive reports from the Council committees, hear the report of the Association treasurer, and to elect new Council

members. The President of the University will be asked to make a State of the University Report during the business meeting.

Section 3 Annual Association meetings may only be attended in person and not by proxy or electronic means. Special meetings of the Association may be called by the *President, or by two-thirds (2/3) or more members of the Council.*

Section 4 *Twenty (20) members of the Association will constitute a quorum for the transaction of any business, whether at an annual meeting or specially called meeting of the Association.*

Section 5 The Council may conduct business meetings, including regular, committee and specially called meetings, in person, and so long as all persons participating in the meeting are able to hear and speak to each other, via email, teleconferencing and videoconferencing or any combination thereof, as circumstances may require Council members will be notified of the dates, times and locations of the meetings via email.

Article 4 – Officers

Section 1 The officers of the Association will be the President, the Immediate Past President, the President-Elect, the Treasurer, and the Secretary (“Officers”).

Section 2 Officers will be nominated from the current membership of the Council who have served at least one (1) year in good standing on the Council.

- a) The President and President-Elect will serve for one-year terms and are eligible for reelection to a second one-year term.
- b) The Treasurer and the Secretary will be elected for one-year terms.
- c) The Immediate Past President will serve on the Council immediately following the expiration of his/her term as President, but will not serve more than two (2) years in that capacity.
- d) The offices of Secretary and Treasurer may be combined at the discretion of the Alumni Council President. Such a decision is subject to the approval of the majority of voting members of the Alumni Council.

Section 3 Duties:

- a) The President will preside at all meetings of the Association, appoint all committees not otherwise provided for in these Bylaws, and perform such other duties as may be required.
- b) The Immediate Past President of the Council will be the Chair of the Nominating Committee (see Article 6) and the Alumni

Association Trustee as provided in, and subject to the provisions of the Bylaws of the Board of Trustees of the University.

- c) In the absence of the President, the President's duties will be performed by the President-Elect. In the absence of both the President and the President-Elect, the Secretary, then the Treasurer, will perform the duties of the President.
- d) The Secretary will be responsible for maintaining the minutes of meetings of the Council and the Association, as well as all official documents of the Association, and perform such duties as may be required by the President.
- e) The Treasurer will cause the financial records of the Association to be maintained, and will make a report at each meeting of the Council and the Association.
- f) The Alumni Director will conduct the general correspondence on behalf of the Association and keep all the required and pertinent records, files and data in the University Alumni Office.

Article 5 – Alumni Council

Section 1 The Council will consist of the President, the Immediate Past President, the President-Elect, the Secretary, the Treasurer, and no more than twenty-four (24) additional Council members. The Alumni Director will be an ex-officio voting member of the Council, making a maximum total of thirty (30) members of the Council.

Section 2 Terms of Council Members.

- a) **Regular Terms.** One-third (1/3) of the Council members will be elected each year to serve a three-year term. Council Members are eligible for reelection for an additional consecutive three-year term. Council member terms shall run from the annual meeting during which each council member is elected until the annual meeting three years later. To maintain this balance, the President may appoint eligible Association members to fill partial terms that become vacant. Such appointments are subject to the approval of the majority of the voting council members. If the partial term is two years or less, the appointed member will be eligible for election to two full terms as stated in this section. If the partial term is more than two years, the appointment will be considered the member's first term.
- b) **Extended Terms.** To provide continuity of leadership, the Council may extend the term of a Council member beyond what

would otherwise be the final term of that Council member, if that Council member is serving as President during what would otherwise be the last year of that Council Member's final term, and may exempt that Council Member from any requirement that would otherwise require the President to leave the Council because the Council President's final term would have normally expired. In such a case that Council member will continue to serve as a Council member so long as he or she serves.

- c) **Immediate Past Council President Extended Term.** To provide for a positive transition of Council leadership, the Immediate Past President will continue to be a Council member during the term of the President who succeeds that Immediate Past President.

Section 3 One-half (1/2) of the Council will constitute a quorum for the transaction of business.

Section 4 The Council will meet at least three (3) times a year. It will also meet at the call of the President or the Alumni Director at such times and places as designated. All meetings of the Council will be open to all Association members.

Section 5 Members of the Council are expected to participate in the activities and meetings of both the Council and the Association. Three unexcused absences from such meetings during any Fiscal Year may result in removal by a vote of the Council.

Section 6 Vacancies for any cause in the elective offices of the Association will be filled promptly by the President with concurrence of the Council at its next regular meeting, effective until the end of that Fiscal Year.

Section 7 The Council will conduct the affairs of the Association from one (1) annual or called meeting of the Association to the next, and will determine all matters of policy arising between such meetings. Specifically, the Council will:

- a) have full authority to decide matters pertaining to the Association.
- b) develop and implement an annual action plan based upon the mission statement of the Association.
- c) be the custodian of all property of the Association and will be responsible for the Association's financial accounts. (see Article 8)

Article 6 – Nominations and Elections

Section 1 Each year the Nominating Committee will submit to the Council a slate of recommended Council members and a slate of recommended Officers. Any Association member in good standing may propose and suggest Council members and Officers to the

Nominating Committee; but the suggestions must be in writing no later than the last meeting of the Nominating Committee in each Fiscal Year.

Section 2 At the last meeting of the Council in each Fiscal Year, the Council will:

- a) Review and consider the two slates recommended by the Nominating Committee.
- b) Elect Officers for the next Fiscal Year.
- c) Decide upon a slate of Council member nominees for the Council member positions to be filled at the next annual meeting of the Association.
- d) Distribute the names of the Council nominees to Association members prior to the next annual meeting.

Section 3 At each annual meeting of the Association, Council members will be elected.

Section 4 The names of all Council nominees will be provided to Association members via email in advance of the annual meeting of the members of the Association at which the election occurs.

Article 7 – Notices and Communications

All Association and Council correspondence and notices will be sent only by email at the last email address provided to the University. It will be the responsibility of each individual Association and Council member to provide to the University, and maintain with the University, a current email address. Any notice sent to the University's last known email address of any Association or Council member will be deemed to be valid.

Article 8 – University Association Financial Accounts

Section 1 Funds of the Association will be deposited in three (3) separate University accounts: the Alumni Association operating account (“Operating Account”), the Alumni Association Endowed Scholarship Account (“Endowed Scholarship Account”) and the Alumni Association Endowed Investment Account (“Endowed Investment Account”).

- a) The purpose of the Operating Account is to meet annual budgetary obligations as defined each year by the Council.

- b) The purpose of the Endowed Scholarship Account is to generate capital for the Association's scholarship awards.
- c) The purpose of the Endowed Investment Account is to generate capital and provide security for Association endowments.
- d) Other Association accounts may be created if, in the wisdom of the Council, it is financially prudent to do so, subject to University approval.

Section 2 The following monies will be considered as possible sources of income for the annual budget of the Association:

- a) Income earned on the Endowed Investment Account.
- b) Revenues that exceed the costs of various Association programs and the sale of Association merchandise.
- c) New unrestricted gifts received for the use of the Association.

Section 3 Gift and non-gift revenue collected for the Alumni Association Endowed Scholarship Account (also sometimes referred to as the "Marlowe Sherwood Memorial Scholarship Fund") will be held as part of the University endowment in accord with the endowment agreement executed on behalf of the University effective July 30, 2005 ("Scholarship Endowment Agreement").

- a) Earnings from the Endowed Scholarship Account may be awarded to eligible University students as provided in the Endowment Agreement.
- b) The Council will determine the timing and amount of the awards.

Section 4 The Endowed Investment Account will be part of the University endowment, as provided in the Endowment Agreement dated February 15, 2007.

- a) Earnings from the Endowed Investment Account will be made available for disbursement in July, following the end of each Fiscal Year.
- b) At the first meeting after the amount available from the Endowed Investment Account has been determined, the Council will determine how the earnings will be used. The Council may reinvest the earnings in the Endowed Investment Account or cause the funds to be transferred to the Operating Account or the Endowed Scholarship Account.

Section 5 The Operating Account will be held by the University in a segregated account for the use of the Association. Funds will be deposited and withdrawn as directed by the Council.

Section 6. The Council Fiscal Year will be the same as the University Fiscal Year, which runs July 1 through June 30.

Article 9 –Committees

Section 1 Standing Committees.

a) The Standing Committees of the Association include the following:

Alumni Programs
Awards
Nominating
Scholarship

b) Standing Committees and their charges are:

- 1) Alumni Programs Committee. The Alumni Programs Committee will determine and oversee the Council's participation in events and projects, including Alumni Weekend.
- 2) Awards Committee. The Awards Committee will identify qualified candidates for the Association awards, make award recommendations to the Council and from time-to-time may make recommendations regarding awards criteria and the selection process.
- 3) Nominating Committee. The Nominating Committee will identify candidates for membership on the Council, nominate officers, and track terms of members and officers.
- 4) Scholarship Committee. The Scholarship Committee will oversee the activities of the scholarship endowment, described in Article 7, Section 3, and any other scholarship awards that the Council may choose to make.
- 5) All standing committees will review the written processes, forms and brochures annually. Each standing committee will report on its activities at each Council meeting.

- c) Standing Committees may be changed by amendment of these Bylaws.

Section 2. Special Committees. The Council may create, name the chairs and members of special committees from time-to-time as needed.

Section 3. All Association committees will be chaired by Council members.

Article 10 – Amendments

These Bylaws may be amended by three-fourths (3/4) vote of the Association membership present and voting at the annual meeting of the Association, providing such amendment will have been first approved by the Council, or have been formally presented to the Association by written request of at least ten (10) members.

Advance notice of any proposed amendment to these Bylaws will be given in writing to the membership of the Association no less than thirty (30) days prior to the vote. Said notification will be made by email.

Article 11 – Legal Status of the Association

The University is a Missouri nonprofit corporation that is exempt from the payment of income tax under Section 501(c)(3) of the United States Internal Revenue Code. Its primary tax exempt purpose is to own and operate University and to engage in such activities that its Board of Trustees deems appropriate to the achievement of its charitable and educational purposes. The Association is part of University. It is not a separate legal entity; nor is it an unincorporated association. The Association exists, and will act, solely to help University achieve its charitable and educational purposes. Anything in these Bylaws to the contrary notwithstanding, neither the Association nor the Council may engage in activities that do not contribute to the achievement of the educational and charitable purposes of the University, or that are inconsistent with the policies of the University. The Board of Trustees is legally responsible for the governance of the University, and its decisions regarding actions taken or proposed under these Bylaws will prevail.