

1 **CONSTITUTION AND BY-LAWS**
2 **ALUMNI ASSOCIATION OF LINCOLN UNIVERSITY PENNSYLVANIA, INC**

3
4 **ARTICLE I – NAME**

5
6 The name of the organization shall be: Alumni Association of Lincoln University,
7 Pennsylvania, Inc.

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9 **ARTICLE II – PURPOSES**

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11 **Mission Statement**

12 The Alumni Association of Lincoln University, Pennsylvania, Inc. (Association) is an IRS
13 Section 501(c)(3) charitable membership organization dedicated to advancing the interests of
14 Lincoln University PA(University) and its graduates.

15
16 **The purposes of this Association shall be:**

17 A) To cultivate and foster a close fellowship among graduates, alumni chapters and former
18 students of Lincoln University.

19 B) To encourage financial support for Lincoln University

20 C) To assist in the recruitment of students to Lincoln University

21 D) To work cooperatively with Lincoln University personnel to develop and implement
22 programs that will benefit Lincoln and the Alumni Association of Lincoln University, PA, Inc.

23
24 **ARTICLE III – MEMBERSHIP**

25
26 Membership shall consist of Life, Regular, Honorary and Associate Categories

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28 **ARTICLE IV – OFFICERS**

29
30 The elected officers shall consist of a President, Vice President and Treasurer. **The**
31 **President, Vice President and Treasurer shall comprise the Executive Committee.** The
32 appointed officers shall consist of: Four Regional Directors, Chaplain, Historian, Financial
33 Secretary, Parliamentarian **and Sergeant- At-Arms.** The Executive Secretary shall be a
34 contract position.

35
36 **ARTICLE V – MEETINGS**

37
38 The annual meeting of the Association shall be held **in May** on a date and time determined by
39 the Executive Committee. The Preferred location shall be on the campus of Lincoln
40 University. The Council shall have minimum of 3 regular meetings per fiscal year. The
41 Association shall have a minimum of 2 meetings per fiscal year. The Fiscal year of the
42 Association shall begin on July 1 and end on June 30.

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44 **ARTICLE VI – COUNCIL**

45
46 The duty of the Council is to serve as the governing body of the Alumni Association and to
47 administer the policies of the Association. The Council shall consist of the **elected and**

1 appointed officers of the Association, alumni trustees, committee chairpersons, one (1)
2 chapter representative from active chapters and a Young Alumni Council representative.

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4 **ARTICLE – VII COMMITTEES**

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6 The Standing Committees shall be the Executive, Nominations and Elections, Budget and
7 Finance, Ways and Means, Publicity, Program, Auditing, Membership and Sunshine
8 Committees. All other committees are ad hoc and created at the discretion of the President
9 and the Council.

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11 **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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13 The Parliamentary Authority shall be Robert’s Rules of Order Newly Revised Edition.

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15 **ARTICLE IX – AMENDMENT OF CONSTITUTION**

16
17 Amendments to this constitution as presented by the Constitution Review Committee may be
18 ratified at any regular meeting of the Association by two-thirds vote. Proposed amendments
19 must be submitted in writing to the Council at least 60 days prior to a Regular Meeting. All
20 proposed amendments shall be disseminated to the membership 30 days prior to the regular
21 membership meeting.

22
23 **CHAPTER I – MEMBERSHIP**

24
25 **Section 1 – Classification**

26 The membership of the Association shall consist of Life, Regular, Honorary and Associate
27 categories.

28
29 **Section 2 – Qualifications**

30 A. Life: All graduates of Lincoln University who have made the required lifetime financial
31 contribution to the Alumni Association of Lincoln University, Pennsylvania, Inc., or who are
32 holders of certificates or equivalents from programs or who have completed at least one year
33 of study at Lincoln University, Pennsylvania.

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35 B. Regular: All graduates of Lincoln University who have made the required yearly financial
36 contribution to the Alumni Association of Lincoln University, Pennsylvania, Inc., or who are
37 holders of certificates or equivalents from programs or who have completed at least one year
38 of study at Lincoln University, Pennsylvania.

39
40 C. Honorary: All recipients of honorary degrees, the President of the University and all
41 members of the faculty (non-graduates) holding rank of Professor. Honorary members shall
42 not hold office or have voting privileges.

43
44 D. Associate: All members of the faculty (non-graduates).The holders of certificates or
45 equivalents from programs as sanctioned by the Council, or who have completed at least one
46 year’s work. Associate members shall not hold office or have voting privileges.

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48 **CHAPTER II – MEETINGS:**

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Section 1- Annual Meeting

There shall be an Annual Meeting of this Association which will be held commensurate with ~~Graduation in May~~ at Lincoln University. ~~Written notice of such the time and place of the meeting shall be mailed (or otherwise distributed)~~ to all members at least thirty (30) days in advance of such meeting. Thirty (30) or more members shall constitute a quorum for the transaction of business.

Section 2- Regular Meetings

There shall be at least two regular (general membership) meetings during the fiscal year. Meetings shall occur during May and October (Homecoming). All members current in their financial responsibilities shall have voting privileges.

Section 3- Special Meetings

Special meetings of the Council may be called by or at the request of the Chair (~~President of the Association~~), (~~if one has been duly elected~~), or by fifty-one (51) percent of the polled Council. Such meetings may be held either within or without the Commonwealth of Pennsylvania. ~~Written notice of Special Meetings shall be mailed (or otherwise distributed) to the members at least 14 days before the meeting and shall state the date, time, location and all the business to be included in the meeting.~~

CHAPTER III – OFFICERS

~~Section 1 – Number and Title There shall be thirteen (13) officers. The elected officers of the Association shall be a President, Vice President, Treasurer, and Six (6) alumni trustees.~~

Section 1- The elected officers shall consist of:
The elected officers of the Association shall be a President, Vice President and Treasurer.

Section 2 – Eligibility of All Elected and Appointed Officers of the Association:

- (a) Shall be current in their financial responsibilities with the Alumni Association by the October Council meeting prior to the next election;
- (b) Shall be current in their financial responsibilities with their local chapter (if established) one year prior to the election;
- (c) Shall not be an employee of the University;
- (d) Shall not hold any other elected office in the Association.

~~Section 3 – Nominations The Nominating Committee shall present to the Council during the October meeting a slate of candidates for officers listed in Chapter III, Section 1. Nominations from the floor are permitted at the Fall meeting provided by petition, signed by at least ten (10) percent of the members current in their financial responsibilities to the association.~~

1 **Section 3 – Tenure of Office**

2 The term of office shall be **four** years for all elective and appointed officers of the Association.
3 The term of office for Alumni Trustee shall be four years. No more than two trustees shall be
4 elected each year. No officer or alumni trustee shall serve more than two (2) consecutive
5 terms in the same office.

6
7 **Section 4 – Installation Service**

8 The newly elected officers shall assume their respective offices at the conclusion of the
9 Annual Meeting at which they were elected.

10
11 **Section 5 – Recall / Removal of Officers**

12 (a) Officers elected by the membership, may be recalled/removed from office, with cause, by
13 a 2/3 vote of the membership.

14
15 (b) The call for removal or recall with cause may be presented to the Executive Committee for
16 consideration by any member of the Council presented with petition of 1/3 of the
17 membership.

18
19 (c) The determination to proceed with this action must be made by the Council with a simple
20 majority vote.

21
22 (d) The vote will be called by the Executive Committee and must occur at a regular Council
23 meeting or a special meeting called by the Executive Committee for this purpose. Notice of
24 the recall agenda item at the regular meeting or as the purpose of the special meeting must
25 be provided to the membership a minimum of 2 weeks prior to the meeting by regular postal
26 mail or electronic mail.

27
28 (e) An affirmative vote to proceed by the Council shall result in the suspension of the accused
29 officer from all duties until an election is held within 30 days of the suspension action.

30
31 (f) The President or the Vice President, in the absence of the President, shall appoint an
32 interim officer to serve until the election results are determined.

33
34 (g) Ballots for the election shall be administered within 10 days of the suspension action to all
35 members current in their financial responsibilities.

36
37 (h) The Council shall administer the election.

38
39 **Section 6 - Resignation**

40 Any officer may resign at any time by communicating their resignation in writing via certified
41 mail to the AALU Executive Secretary and the President. A resignation is effective when it
42 is received unless the notice specifies a later effective date or subsequent event upon which
43 it will become effective. Resignation shall not be granted until all property of the Association
44 in the possession of the officer is returned to the Association.

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46 **Section 7 - Bonded Officers**

47 The Bonded officers of the Association shall be the President, the Treasurer and the
48 Executive Secretary. These Officers shall be bonded at the expense of the Association.

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CHAPTER IV – DUTIES OF OFFICERS

Section 1 – President

The duties of the President are:

- (a) To preside at all meetings and functions of the Association and to serve as the Chairperson of the Executive Committee.
- (b) To appoint Chairpersons and members of all committees not directly elected by the Association, except the Nominating Committee.
- (c) To exercise general executive authority on behalf of the Association, and such authority is subjected to the approval of the Association.
- (d) To assure that the purposes of the Association are being carried out.
- (e) To countersign all requisitions for disbursements from the Association’s treasury.
- (f) To countersign all Association checks
- (g) To perform such further functions and duties as may be deemed appropriate by the Association or the Executive Committee.
- (h) To serve as ex-officio member of all committees except the Nominations and Elections Committee.
- (i) To fill vacancies in Association offices, by appointing Association members in good standing to serve as interim officers. Such persons must be approved by the Executive Committee and shall serve until the next Association election.
- (j) To fill the vacancy created by an Alumnus elected Trustee by Nominating an Association member in good standing to complete the term left vacant. The nominee must be approved by a simple majority of The Council.
- (k) To present an official report on the state of the Association at the Annual meeting of the Association, including the actions taken to meet the objectives of the Association since the last official report.

Section 2 – Vice President

In the absence of the President, the Vice President shall serve in place of the President. The Vice President will work with the Director of Alumni Relations and the Regional Directors to develop alumni chapters and other duties assigned by the Executive Committee and/or Council. The Vice President shall submit a report to the Executive, Council and Annual meetings of the Association.

Section 3 – Executive Secretary

A. The duties of the Executive Secretary shall be:

- 1 (a) To keep an accurate record and minutes of all meetings held by the Association, and will
2 be responsible for distributing the previous Association meeting minutes at the next meeting.
3
4 (b) To receive and send correspondence for the Association, maintain an up-to –date and
5 appropriate file of all such correspondence, and notify the membership of meetings of the
6 Association.
7
8 (c) To have charge of the central office of the Association and management of the office
9 under the direction of the Council
10
11 (d) To serve as the secretary for the Council, Annual Meeting and the Executive Committee.
12
13 (e) To keep an accurate membership directory
14
15 (f) To keep a necrology list of members and present a report to the Annual Meeting.
16
17 (g) To submit a report at the Executive, Council, and the Annual Meetings of the Association
18 for the current year.
19
20 (h) To keep an accurate record of all funds received and disbursed by the
21 Association
22
23 (i) To work closely with the Treasurer and other secretaries to carry forth the functions of this
24 office.
25

26 B. The Executive Secretary shall be employed by the Executive Committee and certified by
27 the Council on an annual contract. The Executive Committee reviews the contract annually.
28 The Executive Secretary shall be an alumnus/na of Lincoln University and shall be a non-
29 voting employee who serves under the direction of the Executive Committee. The Executive
30 Secretary shall be remunerated for his/her services, authorized travel and pre-approved
31 expenditures to the Association with the submission of proper invoices and receipts in
32 accordance with the rules and regulations of the Internal Revenue Service.
33

34 **Section 4 – Treasurer**

35
36 The duties of the Treasurer shall be:

- 37 (a) To receive and deposit all monies of the Association promptly in an account or accounts
38 in a responsible institution approved by the Association. No money shall be withdrawn from
39 any such account except by checks signed by the Treasurer and countersigned by the
40 President.
41
42 (b) To submit reports to the Association at all regular meetings or whenever required by
43 either the body, covering the financial condition of the Association.
44
45 (c) To prepare and submit a full annual financial report to the Auditing Committee long
46 enough in advance for an audit to be completed before the report is made at the annual
47 meeting.
48

1 (d) To reimburse payees with proper itemized receipts for pre-approved activities.

2
3 (e) Shall be bonded at the expense of the Association.

4
5 (f) To: Provide remuneration to employee/employees of the Association in accordance with all
6 applicable rules and regulations of the Internal Revenue Service.

7
8 **Section 5 – Financial Secretary**

9 (a) The financial secretary provides support to the treasurer. The financial secretary will serve
10 as one half of the accounting department -- along with the treasurer. As a check and balance
11 the financial secretary is involved in every aspect of the AALU's financials, from incoming
12 money to bill-paying and taxes. The financial secretary has knowledge of the fundamental
13 aspects of corporate accounting. The financial secretary must be well organized and keep
14 meticulous records.

15
16 (b) The financial secretary will assist the treasurer in developing reports that track all funds
17 that come in and out of the association. Along with the treasurer the financial secretary will
18 provide current balances for all accounts. One of the primary duties along with the Treasurer
19 is to receive all funds that come into the association including but not limited to dues and
20 donations. Incoming funds or revenues will be documented and prepared for deposit and
21 recorded in the association's reports on a monthly basis. Financial reports will be prepared
22 quarterly.

23 (c) The financial secretary will also keep track of all bills and payables of the association
24 staying current on reports on a monthly basis. The financial secretary and the treasurer will
25 prepare the associations financial records annually and oversee periodic audits as required
26 and requested by the Executive Committee and the Council. The financial secretary is
27 required to perform administrative tasks that include preparing and mailing invoices, tax
28 records and tax-deduction forms.

29
30 **Section 6 – Regional Directors**

31 **1. Regions:**

32 (a) North- New England states, New York, New Jersey, Pennsylvania, Delaware, Maryland,
33 Virginia, West Virginia and Washington, DC

34
35 (b) South- North and South Carolina, Georgia, Florida, Mississippi, Arkansas, Louisiana,
36 Tennessee, Alabama, and Kentucky

37
38 (c) Central: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North
39 Dakota, Ohio, South Dakota, and Wisconsin.

40
41 (d) West: Alaska, Hawaii, California, Texas, Oklahoma, New Mexico, Arizona, Oregon,
42 Washington, Idaho, Utah, Wyoming and Montana

43
44 **2. The duties of the Regional Directors are:**

45 (a) To be responsible for the development and continued activity of chapters in their areas.

- 1 (b) Review applications for establishment of new chapters.
- 2
- 3 (c) Certify the eligibility of and approve the candidacy of individuals proposed for
- 4 membership to establish a new chapter.
- 5
- 6 (d) Visit and convene chapter meetings for the purpose of reorganizing, maintaining records
- 7 or gathering information if a chapter is becoming inactive or loses a president.
- 8
- 9 (e) To work closely with the Director of Alumni Relations
- 10
- 11 (f) To perform other duties as deemed by the President
- 12
- 13 (g) To submit a report to the Executive, Council and Annual meetings of the Association.
- 14

15 **Section 7– Chaplain**

16 The Chaplain shall recite or lead invocations and benedictions at the opening and closing of

17 meetings or other services.

18

19 **Section 8 – Parliamentarian**

20 The Parliamentarian shall advise the President and other officers, members, and committees

21 on matters of parliamentary procedures.

22

23 **Section 9 – Historian**

24 The Historian shall prepare a narrative account of the Association’s activities during his/her

25 term in office, which, when approved by the Association, shall become a permanent part of

26 the Association’s official history.

27

28 **Section 10 – Sergeant-At-Arms**

29 The Sergeant-At-Arms shall preserve order at all meetings.

30

31 **CHAPTER V – COMMITTEES**

32

33 **Section 1 – Standing Committees**

34 The Standing Committees of the Association shall consist of the Executive, **Nominations and**

35 **Elections, Budget and Finance**, Auditing, Publicity, Program, Ways and Means, Membership

36 and Sunshine Committees.

37

38 **Section 2 – Executive Committee**

39 The Executive Committee shall be composed of the elected officers of the Association and

40 shall have the general control of the affairs and programs of the Association subject to the

41 authority of the Council, and the provisions of the by-laws. The quorum of the Executive

42 Committee shall be **two-thirds** of the Committee. The Executive Committee shall be

43 responsible:

44

- 45 (a) To approve the creation of special committees as needs arise
- 46
- 47 (b) To approve interim Association officers appointed by the Association President to fill all
- 48 vacancies in Association offices.

1
2 (c) To decide matters of Association policy subject to endorsements by the Council.
3

4 **Section 3 – ~~Nominating Nominations and Elections~~ Committee**

5 The ~~Nominating Nominations and Elections~~ Committee shall be composed of five members
6 who shall be elected at the annual meeting of the Association. The member receiving the
7 highest number of votes shall be the chairperson of the committee. If this situation does not
8 occur, the members of the committee shall elect its own chairperson. The ~~Nominating~~
9 ~~Nominations and Elections~~ Committee shall oversee the election process ~~after its report is~~
10 ~~formally presented to the assembly~~. If one of the nominees withdraws before the election, the
11 committee shall be re-convened and must meet within 2 weeks to agree upon another
12 nomination. Members of the ~~Nominating Nominations and Election~~ Committee may ~~not~~
13 become nominees for an elective office themselves ~~within a period of one (1) years' time on~~
14 ~~the committee; however once they agree to become a nominee they must resign from their~~
15 ~~nominating committee position~~. In the event that a member of the ~~nominating Nominations~~
16 ~~and Elections~~ committee resigns, The President must nominate a replacement committee
17 member within 30 days. The nominee must be approved by a simple majority of the
18 Executive Committee.
19

20 The Nominations and Elections Committee shall present to the Council during the Fall
21 meeting a slate of candidates for officers listed in Chapter III.
22

- 23 (a) Nominations from the floor are permitted at the Fall meeting provided that candidates
24 meet the eligibility requirements.
25

26 After the completion of the election process the Nominations and Elections Committee's
27 report is formally presented to the assembly.
28
29

30 **Section 4 – Budget and Finance Committee**

31 The ~~Budget and~~ Finance Committee shall be composed of the Treasurer and four other
32 members appointed by the President before the annual meeting. The ~~Budget and~~ Finance
33 Committee shall prepare a budget for the program year beginning the first day of July and to
34 submit it to the Council at its regular meeting in May. The ~~Budget and~~ Finance Committee
35 shall from time to time submit supplements to the budget.
36

37 **Section 5 – Auditing Committee**

38 The Auditing Committee shall be composed of three members appointed by the President at
39 the Annual Meeting who shall be responsible for auditing the Treasurer's accounts at the
40 close of the program year and present a report to the Council at the Fall meeting.
41

42 **Section 6 – Publicity Committee**

43 The Publicity Committee shall be composed of three Council members appointed by the
44 President. The function of the Publicity Committee is to positively publicize the Association's
45 members and events to all available media.
46

47 **Section 7 – Program Committee**

1 The Program Committee shall be composed of five members appointed by the President
2 promptly after the annual meeting. The Program Committee shall be responsible for planning
3 the annual program of the Association, including how it can accomplish the objectives spelled
4 out in the Constitution. This committee's report shall be submitted to the Association for its
5 approval at its regular meeting in October.

6 7 **Section 8 – Ways and Means Committee**

8 The Ways and Means Committee shall be composed of five members from the Council
9 chosen by the President. The function of this committee will be to coordinate fund raising
10 efforts of the Association.

11 12 **Section 9 – Sunshine Committee**

13 The Sunshine Committee shall consist of three members of the Association. The purpose of
14 the Sunshine Committee is to provide for the health and welfare of the membership as
15 needed.

16 17 18 **Section 10 – Membership Committee**

19 The Membership Committee shall consist of five members of the Association. The purpose of
20 The Membership Committee is to recruit new members(dues paying), retaining current
21 members, and reclaiming inactive members of the Association.

22 23 **Chapter VI – Chapter Authority**

24 25 **Section 1 – Establishment of a Chapter**

26 It shall be the sole authority of the AALU to formulate, establish, create and recognize all
27 alumni chapters. Local chapters of the General Alumni Association shall be formed by
28 authorization of the Executive Committee on the application of five (5) or more members who
29 are current in their financial responsibilities residing in a contiguous territory subject to the
30 following conditions:

- 31
32 1) The number of chapters in any given area locality shall be determined by the Council.
- 33
34 2) After approval by the Executive Committee of the application for establishing a local
35 chapter of the Alumni Association, a charter signed by the president and secretary shall be
36 issued upon payment of a fee established by the Council.
- 37
38 3) A chapter failing to hold at least two meetings during a calendar year may be asked to
39 surrender its charter, if such action is voted on by the Council.

40 41 42 **Section 2 - Chapter Elections**

- 43 1) Chapters will hold elections of officers annually or biennially in May or June. All officers
44 will be installed and will assume office as provided in the Chapter's constitution.
 - 45 a) Candidates for office must adhere to guidelines stipulated in the local constitution.
 - 46 b) Upon request, the regional director may authorize the holding of an election at another
47 time where circumstances warrant.

- 1 2) Chapters will elect a president, vice president, secretary, treasurer, and other officers that
2 may be necessary. Chapters will report names and addresses of newly elected officers to
3 the Association's Executive Secretary.
4

5 **Section 4 - Chapter Constitutions**

- 6 1) Each chapter will have a constitution consistent with the Association's constitution to
7 govern the conduct of its business.
8 2) All constitutions and amendments to a constitution will be submitted to the Association's
9 constitution committee for approval.
10

11 **Section 5 - Chapter Responsibility**

- 12 1) Each chapter will submit contributions to the Association as stipulated in the Association's
13 constitution. A roster of names and addresses of financial members will be submitted to
14 the Executive Secretary on or before December 31. Subsequent names and addresses
15 will be submitted to the Executive Secretary ten days after date of receipt.
16 2) Each chapter will report at the Council Meeting.
17 3) Each chapter will retain records of all income and disbursements in a form prescribed by
18 the Association.
19 4) Each chapter will maintain all records and reports as required by the Association.
20 5) Each chapter shall be represented at the Association meetings, and Alumni Summit.
21 6) Each chapter President will communicate all correspondence received to the members of
22 the chapter at each meeting.
23 7) Each chapter President will answer promptly all correspondence from the Association or
24 the Office of Alumni Relations.
25 8) Each chapter will forward its annual membership assessment to the Association's
26 Treasurer as defined by the Association's membership assessment policy.
27

28 **Chapter VII - CONFLICT OF INTEREST POLICY**

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30 **ARTICLE I. PURPOSE**

31
32 The purpose of the conflict of interest policy is to protect this tax-exempt association's
33 (Association) interest when it is contemplating entering into a transaction or arrangement that
34 might benefit the private interest of an officer or member of the Association or might result in
35 a possible excess benefit transaction. This policy is intended to supplement but not replace
36 any applicable state and federal laws governing conflict of interest applicable to nonprofit and
37 charitable organizations.
38

39 **ARTICLE II. DEFINITIONS**

- 40
41 1. Interested Person
42 Any principal officer, or member of a committee with Executive Board delegated powers, who
43 has a direct or indirect financial interest, as defined below, is an interested person.
44 2. Financial Interest
45 A person has a financial interest if the person has, directly or indirectly, through business,
46 investment, or family:
47 a. An ownership or investment interest in any entity with which the Association has a
48 transaction or arrangement,

1 b. A compensation arrangement with the Association or with any entity or individual with
2 which the Association has a transaction or arrangement, or

3 c. A potential ownership or investment interest in, or compensation arrangement with,
4 any entity or individual with which the Association is negotiating a transaction or
5 arrangement.

6
7 Compensation includes direct and indirect remuneration as well as gifts or favors that
8 are not insubstantial.

9
10 A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a
11 person who has a financial interest may have a conflict of interest only if the Executive Board
12 or Council decides that a conflict of interest exists.

13 **ARTICLE III. PROCEDURES**

14 **1. Duty to Disclose**

15
16 In connection with any actual or possible conflict of interest, an interested person must
17 disclose the existence of the financial interest and be given the opportunity to disclose all
18 material facts to the Executive Board, Council and members of committees with Executive
19 Board delegated powers considering the proposed transaction or arrangement.

20 **2. Determining Whether a Conflict of Interest Exists**

21
22 After disclosure of the financial interest and all material facts, and after any discussion with
23 the interested person, he/she shall leave the Council or committee meeting while the
24 determination of a conflict of interest is discussed and voted upon. The remaining Council or
25 committee members shall decide if a conflict of interest exists.

26 **3. Procedures for Addressing the Conflict of Interest**

27
28 a. An interested person may make a presentation at the Council meeting or committee
29 meeting however after the presentation he/she shall leave the meeting during the discussion
30 of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

31 b. The chairperson of the Council or committee shall, if appropriate, appoint a
32 disinterested person or committee to investigate alternatives to the proposed transaction or
33 arrangement.

34 c. After exercising due diligence, the Council or committee shall determine whether the
35 Association can obtain with reasonable efforts a more advantageous transaction or
36 arrangement from a person or entity that would not give rise to a conflict of interest.

37 d. If a more advantageous transaction or arrangement is not reasonably possible under
38 circumstances not producing a conflict of interest, the Council or committee shall determine
39 by a majority vote of the disinterested members whether the transaction or arrangement is in
40 the Association's best interest, for its own benefit, and whether it is fair and reasonable. In
41 conformity with the above determination it shall make its decision as to whether to enter into
42 the transaction or arrangement.

43 **4. Violations of the Conflicts of Interest Policy**

44
45 a. If the Council or committee has reasonable cause to believe a member has failed to
46 disclose actual or possible conflicts of interest, it shall inform the member of the basis for
47 such belief and afford the member an opportunity to explain the alleged failure to disclose.
48

1 b. If, after hearing the member's response and after making further investigation as
2 warranted by the circumstances, the Council or committee determines the member has failed
3 to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and
4 corrective action.

5
6 **ARTICLE IV. RECORDS OF PROCEEDINGS**

7
8 The minutes of the Council and all committees with Executive Board delegated powers shall
9 contain:

10 a. The names of the persons who disclosed or otherwise were found to have a financial
11 interest in connection with an actual or possible conflict of interest, the nature of the financial
12 interest, any action taken to determine whether a conflict of interest was present, and the
13 Council or committee's decision as to whether a conflict of interest in fact existed.

14 b. The names of the persons who were present for discussions and votes relating to the
15 transaction or arrangement, the content of the discussion, including any alternatives to the
16 proposed transaction or arrangement, and a record of any votes taken in connection with the
17 proceedings.

18
19 **ARTICLE V. COMPENSATION**

20
21 a. A voting member of the Council who receives compensation, directly or indirectly, from
22 the Association for services is precluded from voting on matters pertaining to that member's
23 compensation.

24 b. A voting member of any committee whose jurisdiction includes compensation matters
25 and who receives compensation, directly or indirectly, from the Association for services is
26 precluded from voting on matters pertaining to that member's compensation.

27 c. No voting member of the Council or any committee whose jurisdiction includes
28 compensation matters and who receives compensation, directly or indirectly, from the
29 Association, either individually or collectively, is prohibited from providing information to any
30 committee regarding compensation.

31
32 **ARTICLE VI. ANNUAL STATEMENTS**

33
34 Each principal officer and member of a committee with Executive Board delegated powers
35 shall annually sign a statement that affirms such person:

36 a. Has received a copy of the conflicts of interest policy,

37 b. Has read and understands the policy,

38 c. Has agreed to comply with the policy, and

39 d. Understands the Association is charitable and in order to maintain its federal tax
40 exemption it must engage primarily in activities that accomplish one or more of its tax-exempt
41 purposes.

42
43 **ARTICLE VII. PERIODIC REVIEWS**

44
45 To ensure the Association operates in a manner consistent with charitable purposes and
46 does not engage in activities that could jeopardize its tax-exempt status, periodic reviews
47 shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1 a. Whether compensation arrangements and benefits are reasonable, based on
- 2 competent survey information and the result of arm's length bargaining.
- 3 b. Whether partnerships, joint ventures, and arrangements with other organizations
- 4 conform to the Association's written policies, are properly recorded, reflect reasonable
- 5 investment or payments for goods and services, further charitable purposes and do not result
- 6 in inurement, impermissible private benefit or in an excess benefit transaction.

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ARTICLE VIII. USE OF OUTSIDE EXPERTS

10 When conducting the periodic reviews as provided for in Article VII, the Association may, but
11 need not, use outside advisors. If outside experts are used, their use shall not relieve the
12 Executive Board of its responsibility for ensuring periodic reviews are conducted.

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Chapter VIII - Dissolution

16 Upon the unlikely dissolution of this Association, all assets shall be distributed to a non-profit
17 organization for charitable purposes identical to those of the Association within the
18 meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any
19 future federal tax code, or shall be distributed to the federal government, or to a state or local
20 government, for a public purpose, as determined by the Executive Committee at the time of
21 dissolution. Any such assets not so disposed of shall be disposed of by a Court of
22 Competent Jurisdiction of the county in which the principal office of the Association then
23 located, exclusively for such purposes or to such organization or organizations as said Court
24 shall determine which are organized and operated exclusively for such purposes.

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26 None of these funds, records or assets shall inure to the benefit of any individual member or
27 members of the Association.

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- 31 Revised – October, 2000
- 32 Revised – November, 2000
- 33 Revised – January, 2001
- 34 Adopted – May 5, 2001
- 35 Revised – February 2013
- 36 Adopted – May 11, 2013
- 37 Revised – February, 2014