

# BYLAWS

## Alumni Association of Lincoln University, Pennsylvania, Inc.

### CHAPTER 1 – MEMBERSHIP

#### Section 1 – Classification

The membership categories of the AALU-PA shall include Life, Life Member at Large, Regular, Regular Member at Large, Honorary and Associate.

#### Section 2 – Qualifications

- a. **Life:** All graduates of Lincoln University, PA, holders of certificates or equivalents from Lincoln University programs or persons who have completed at least one year of study at the university and left in good standing are afforded Life Membership in the AALU-PA after making the required lifetime financial contribution to the Association
- b. **Life Member at Large:** all persons meeting the qualifications set forth in Chapter 1, Section 2, paragraph a, shall be classified as Life Member at Large after making the yearly at large contribution to the AALU-PA. At large members are national members, not attached to a local chapter who opt to pay the additional yearly at-large contribution.
- c. **Regular:** All graduates of Lincoln University, Pennsylvania, holders of certificates or equivalents from Lincoln University programs or persons who have completed at least one year of study at the university and left in good standing are afforded Regular Membership in the AALU-PA after making the required yearly financial contribution to the Association.
- d. **Regular Member at Large:** all persons meeting the qualifications set forth in Chapter 1, Section 2, paragraph C, shall be classified as Regular Member at Large after making the yearly at large contribution to the AALU-PA. At large members are national members, not attached to a local chapter who opt to pay the additional yearly at-large contribution.
- e. **Honorary:** All recipients of honorary degrees and the President of the University are afforded Honorary Membership in the AALU-PA. Honorary members are not

required to make the yearly financial contribution to the Association but shall be encouraged to make a contribution. Honorary members shall not hold office, be qualified as Alumni Trustees, or have voting privileges.

- f. **Associate:** Persons, such as faculty and others not falling into the previously defined membership categories, who exhibit interest by support of, and participation in, the program(s) of the AALU-PA may be afforded Associate Membership in the AALU-PA by a local chapter or the Alumni Council after making the required yearly financial contribution to the Association. Associate members shall not hold National office, be qualified as Alumni Trustees, or have National voting privileges.

## **CHAPTER II – MEETINGS:**

### **Section 1 – Regular Meetings**

There shall be at least two regular (general membership) meetings during the fiscal year, which should align with Homecoming and Alumni Reunion activities and occur in October and May to the greatest extent possible. These meetings are referred to in these bylaws as the “October” and “May” regular or general membership meetings. All members current in their financial responsibilities shall have voting privileges. Thirty (30) or more financial members shall constitute a quorum for the transaction of business. Notice of general membership meetings should be given 30 days in advance.

### **Section 2 - Alumni Council Meetings**

The President serves as the Chair of the Alumni Council. The Council shall meet no less than three (3) times a year and will give at least 14 days notice to Council members. These meetings generally occur in October, prior to the Association’s October Meeting; February, in alignment with the university Board of Trustees Meeting; and May, during Alumni Reunion Weekend, but are subject to change . The quorum of the Alumni Council shall be one-third (1/3) or more of the Council’s total membership.

### **Section 3 – Virtual Meetings**

- a. **General Meetings:** The Executive Committee may, in its sole discretion, determine that any meeting of the members shall be held solely by means of a virtual communication platform. Participation in a meeting held using virtual

communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such virtual meetings.

- b. **Alumni Council Meetings:** The Executive Committee may, in its sole discretion, determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Alumni Council by means of a virtual communication platform. Participation in a meeting held using virtual communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Council Members shall receive at least 24 hours advance notice of the change to a remote Alumni Council meeting and shall be provided with instructions for participation and voting for such remote meeting.
- c. **Virtual Meetings:** Virtual meetings may be recorded and all participants should be notified prior to joining the meeting so that participants can opt out if desired. All recordings shall be the sole property of the AALU-PA. The Alumni Council may adopt policies or procedures relating to virtual meetings and their recordings consistent with the AALU-PA Constitution or these by-laws.

#### **Section 4 – Special Meetings**

- a. Special meetings of the Council may be called by or at the request of the President, or by fifty-one (51) percent of the polled Council. Such meetings may be held within the Commonwealth of Pennsylvania, outside of the state, or virtually. Written notice of such meetings must be provided 10 days in advance, along with the time, date, location, and purpose of the meeting.
- b. The President, with the approval of the Council, may call a special meeting of the members. Such meetings may be held within the Commonwealth of Pennsylvania, outside of the state, or virtual. Written notice of such meetings must be provided 15 days in advance, along with the time, date, location, purpose of the meeting. Any member of the Association may present the President with a petition signed by financial AALU members in a number equal to of one-third (1/3) of the average of the number of ballots submitted in the past

two regular elections, which shall require the President to call, and the Council to approve, a special meeting under this section. The Council shall adopt policies and procedures detailing the Executive Committee's responsibilities in assisting member communication relating to this paragraph.

### **CHAPTER III – OFFICERS AND ALUMNI TRUSTEES**

#### **Section 1- Number and Title: There shall be 11 Officers and 6 Alumni Trustees of the AALU-PA.**

- a. The elected officers of the AALU-PA shall be a President, Vice President, Treasurer, and Secretary.
- b. The appointed officers shall consist of: Four Regional Directors, Chaplain, Historian, and Financial Secretary.
- c. The Parliamentarian shall be an appointed advisory position, not an officer.
- d. In accordance with the Bylaws of Lincoln University, PA, there shall be six (6) Alumni Trustees from the AALU-PA designated to serve on the University Board of Trustees.

#### **Section 2 – Eligibility to Serve as Trustee or Hold Elected (President, Vice President, Treasurer, Secretary) or Appointed Office (Regional Director, Chaplain, Historian, Financial Secretary) in the AALU-PA**

To be eligible and remain eligible, the Alumni Trustee or officer:

- a. Shall be current in their financial responsibilities with the AALU-PA, including a local chapter or at large membership, at all times during their tenure in office;
- b. Shall be bondable and qualified to be named on all financial accounts, in the case of an office so requiring it;
- c. Shall not be an employee of the University;
- d. Shall not hold the office of President, Vice President, Treasurer, or Secretary with financial responsibilities in a local chapter, and in the case of a Trustee, they shall not hold a National office.

### **Section 3 – Eligibility for Nomination as an Alumni Trustee or Elected Officer of the AALU-PA**

To be eligible the member:

- a. Shall be in good standing with the AALU-PA, including being and having been current in their financial responsibilities with the Association including a local chapter or at large membership since at least one year prior to the submission of the application;
- b. Shall not be an employee of the University.
- c. Shall be bondable and qualified to be named on all financial accounts, in the case of an office so requiring it. .

### **Section 4 – Nominations**

- a. The Nominations and Elections Committee shall present to the Council during the October Council meeting a slate of candidates for Alumni Trustee and elected officers listed in Chapter III.
- b. During the October meeting of the Association, the Nominations and Elections Committee shall present for approval the slate of candidates Alumni Trustee and elected officers listed in Chapter III.
- c. Nominations from the floor are permitted at the October meeting provided by petition, signed by at least ten (10) percent of the members current in their financial responsibilities to the AALU-PA. Nominees from the floor must meet eligibility requirements in Section 3 of this Chapter.

### **Section 5 – Elections**

- a. The election of officers and Alumni Trustees of the Association shall be held by ballot each year as required to align with the tenure of office set forth in Section 6 of this Chapter. The election shall be conducted by the Nominations and Elections Committee.
- b. The Nominations and Elections Committee shall set forth, the Council shall approve, and the Association shall publish a timeline for the election by the last

day of February of each year. The election should conclude by the May meeting of the AALU-PA.

- c. The election shall be by secret ballot and actual voting may be conducted in person, by mail, or by electronic means, provided that any electronic tool is reliable, auditable, and approved by the Nominations and Elections Committee in accordance with the standards set forth in these Bylaws and any applicable elections procedures.

### **Section 6 – Tenure of Office**

The term of office shall be two years for all elected and appointed officers of the AALU-PA. Alumni Trustees designated by the AALU-PA shall take office and serve in accordance with the University Bylaws; the term of office shall be four years. No more than two trustees shall be elected each year. No officer or alumni trustee shall serve more than two (2) consecutive terms in the same office.

### **Section 7 – Transition and Installation of Officers**

The newly elected officers shall assume their respective offices on July 1, which shall be the first day of the new fiscal year after which they were elected. The Council shall adopt policies and procedures detailing an efficient and effective transition.

### **Section 8 – Recall / Removal of Officers**

- a. Officers elected by the membership may be recalled/removed from office with cause, defined to include, but not be limited to:
  - i. Failure to perform the duties of the office for which the member is serving as defined by these bylaws.
  - ii. Failure to abide by the by-laws of the Alumni Association or any applicable state, federal, or regulatory standard.
  - iii. Failure to act or conduct oneself in an ethical or professional manner while acting as a member of the Association or committing any act that reflects negatively on the AALU or Lincoln University, PA.

- b. The call for removal or recall with cause may be presented to the Executive Committee for consideration by any member of the Council presented with a petition signed by financial AALU members in a number equal to one-third (1/3) of the average of the number of ballots submitted in the past two regular elections. The Council shall adopt policies and procedures detailing the Executive Committee's responsibilities in assisting member communication relating to this paragraph.
- c. The determination to proceed with this action must be made by the Council with a simple majority vote.
- d. The vote shall be called by the Executive Committee and must occur at a regular Council meeting or a special meeting called by the President or the Council for this purpose. Notice of the recall agenda item at the regular meeting or as the purpose of the special meeting must be provided to the Council membership a minimum of two (2) weeks prior to the meeting by regular postal mail or electronic mail.
- e. An affirmative vote to proceed by the Council shall result in the suspension of the accused officer from all duties until a recall election is held within 30 days of the suspension action.
- f. The President or the Vice President, in the absence of the President, shall appoint an interim officer to serve until the recall election results are determined.
- g. The Council shall administer the election in a manner consistent with section 5 of this Chapter.
- h. Ballots for the recall election shall be administered within ten (10) days of the suspension action to all members current in their financial responsibilities and shall be returned to the Council as soon as possible but no later than 30 days.
- i. a 2/3 majority of the votes cast in the election shall be required to remove/recall the officer, provided that the total number of ballots submitted for the election is at minimum equal to the average of the number of ballots submitted in the past two regular elections.

## **Section 9: Resignation**

Any officer or other Council member may resign at any time by communicating their resignation in writing to the AALU Secretary and the President. A resignation is effective when it is received; unless the notice specifies a later effective date or subsequent event upon which it will become effective. The resignation shall not be granted until all property of the AALU-PA in the possession of the resigning Council member is returned to the AALU-PA.

## **Section 10 – Bonded Officers and Qualification for Bank Accounts**

The Bonded officers of the AALU-PA shall be the President, Vice President, Treasurer, and if assigned duties include handling cash or financial transactions the Secretary and Financial Secretary. These officers shall be bonded at the expense of the AALU-PA.

The President, Vice President, and Treasurer must be qualified to be named on the financial accounts of the Association. In accordance with Chapter III, Section 2 of these Bylaws, officers who are not bondable and qualified to be named on financial accounts are not eligible to hold office in the AALU-PA.

## **CHAPTER IV – DUTIES OF OFFICERS AND ALUMNI TRUSTEES**

### **Section 1 – President**

The duties of the President are:

- a. To preside at all meetings and functions of the AALU-PA and to serve as the Chairperson of the Executive Committee.
- b. To appoint Chairpersons and members of all committees not directly elected by the AALU-PA.
- c. To exercise general executive authority on behalf of the AALU-PA, and such authority is subject to the approval of the AALU-PA.
- d. To assure that the purposes of the AALU-PA are being carried out.
- e. To countersign all requisitions for disbursements from the AALU-PA's treasury or to assure issuance in accordance with financial controls in accordance with AALU-PA policy adopted by the Council which shall require written or electronic evidence of concurrence by the Treasurer and President.



- f. To countersign all AALU-PA checks or to assure issuance in accordance with financial controls in accordance with AALU-PA policy adopted by the Council which shall require written or electronic evidence of concurrence by the Treasurer and President.
- g. To perform such further functions and duties as may be deemed appropriate by the AALU-PA 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 AALU-PA offices, exclusive of Alumni Trustees, by appointing AALU-PA members in good standing, in accordance with Chapter III, Section 2, to serve as interim officers. Such persons must be approved by the Executive Committee and shall serve until the next AALU-PA election.
- j. To fill the vacancy created by Alumni Trustee by nominating an AALU-PA member in good standing, in accordance with Chapter III, Section 2, 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 membership meetings of the AALU-PA, 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 reports to the Executive Committee, Council and membership of the AALU-PA.

### **Section 3 –Secretary**

The duties of the Secretary shall be:

- a. To keep an accurate record and minutes of all meetings held by the AALU-PA, and to be responsible for distributing the previous AALU-PA meeting minutes prior to the next meeting.
- b. To receive and send correspondence for the AALU-PA, maintain an up-to –date and appropriate file of all such correspondence, and notify the membership of meetings of the AALU-PA.
- c. To have charge of the central office of the AALU-PA and management of the office under the direction of the Council.
- d. To serve as the secretary for the Association, including the Council and the Executive Committee.
- e. To keep an accurate membership directory
- f. To keep a list of recently deceased members and present a report at each October general body Meeting.
- g. To submit a report at the Executive, Council, and the general membership Meetings of the AALU-PA for the current year.
- h. In the absence of a financial secretary, to keep an accurate record of all funds received and disbursed by the AALU-PA.
- i. In the absence of a financial secretary, to work closely with the Treasurer and other secretaries to carry forth the functions of this office.

#### **Section 4 – Treasurer**

The duties of the Treasurer shall be:

- a. To receive and deposit all monies of the AALU-PA promptly in an account or accounts in a reputable banking institution approved by the AALU-PA. Money must not be withdrawn from any such account except in accordance with financial controls in accordance with AALU-PA policy adopted by the Council which shall require written or electronic evidence of concurrence by the Treasurer and President.
- b. To submit reports to the AALU-PA at all regular meetings or whenever required by either the body, covering the financial condition of the AALU-PA.

- c. To prepare and submit a full annual financial report, aligned with the Association's fiscal year, to the Auditing Committee, for an internal audit, 45 days after the close of the fiscal year so that an audit can be completed before the report is made at the October general body meeting. An external audit shall take place at the end of each two-year term.
- d. To reimburse payees with proper itemized receipts for pre-approved activities.
- e. To secure bonding at the expense of the AALU-PA.
- f. To provide remuneration to contractors and employees of the AALU-PA in accordance with all applicable rules and regulations, including relevant federal and state authorities.
- g. To remain accountable for all work completed by the financial secretary and other assistant(s).

#### **Section 5 – Financial Secretary**

- a. Give a receipt for all AALU-PA monies received and remit at once to the Treasurer or deposit immediately in the financial institution referred to in Section 4 of this Chapter, providing evidence of the deposit to the treasurer.
- b. Keep an accurate record of all receipts and payment authorizations for the Treasurer's financial records.
- c. Prepare all payment authorizations as approved by the Executive Committee or the Association in accordance with any policies and procedures of the AALU-PA.
- d. Prepare and present a Financial Secretary's Report at Association and Executive Committee meetings and at other times when requested by the Association. The report must include an accurate record of all receipts, deposits and authorizations for payment.
- e. Report, to the Treasurer, all funds deposited to the Association. These totals shall be included in the Annual Financial Report to the AALU-PA.
- f. To secure bonding at the expense of the AALU-PA.

#### **Section 6 – Regional Directors**

1. There should be a Director over each of the Regions:

- a. **North:** New England states, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia and Washington, DC
- b. **South:** North and South Carolina, Georgia, Florida, Mississippi, Arkansas, Louisiana, Tennessee, Alabama, and Kentucky
- c. **Central:** Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.
- d. **West:** Alaska, Hawaii, California, Texas, Oklahoma, New Mexico, Arizona, Oregon, Washington, Idaho, Utah, Wyoming and Montana
- e. International Countries shall be included and shall be represented by one of the Regional Directors as determined by the President.

2. The duties of the Regional Directors are:

- a. To be responsible for the development and continued activity of chapters in their assigned areas.
- b. To work closely with the Director of Alumni Relations.
- c. To perform other duties as deemed by the President.
- d. To submit a report to the Executive Committee, The Council, and at the meetings of the AALU-PA.

### **Section 7 – Chaplain**

The Chaplain shall recite or lead invocations and benedictions at the opening and closing of meetings or other services.

### **Section 8 – Parliamentarian**

The Parliamentarian is appointed by the President and shall advise the President and other officers, members, and committees on matters of parliamentary procedures. The Parliamentarian has a duty to maintain impartiality, and therefore does not make motions, participate in debate, or vote on any question except in the case of a ballot vote.

### **Section 9 – Historian**

The Historian shall prepare a narrative account of the AALU-PA's activities during his/her term in office, which, when approved by the AALU-PA, shall become a permanent part of the AALU-PA's official history.

### **Section 10 – Alumni Trustees**

Alumni Trustees serve as members of the AALU Council and as Lincoln University Trustees in accordance with the University Bylaws. Alumni Trustees:

- a. serve as liaisons between the AALU-PA and the University's Board of Trustees.
- b. attend Board of Trustees Meetings and AALU Council and Member Meetings.
- c. serve on at least one Committee of the AALU-PA.
- d. provide a written report to the Board on the activities of the AALU.
- e. provide a written report to the Council and AALU Membership on the activities of the University Board of Trustees, within thirty (30) days of the Board Meeting.
- f. communicate regularly with the President of the Alumni Association and the local Chapters in which they hold membership.

## **CHAPTER V – COMMITTEES**

### **Section 1 – Standing Committees**

The Standing Committees of the AALU-PA shall consist of the Executive, Nominations and Elections, Finance, Auditing, Publicity, Program, Ways and Means, Membership, Young Alumni, and Sunshine Committees. The chairs of each Standing Committee shall be Council Members and shall submit, for approval, to the AALU-PA and Council, through the Finance Committee, their annual program budget 30 days prior to the May meeting.

### **Section 2 – Executive Committee**

The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, and the Chairs of the Finance, Program, and Membership Committees. The Parliamentarian shall serve the Executive Committee in an advisory capacity consistent with these Bylaws. The Executive Committee shall have the general control of the affairs and programs of the AALU-PA subject to the authority of the

Council, and the provisions of the bylaws. The quorum of the Executive Committee shall be more than one-half of the Committee's total membership or 4 members. The Executive Committee shall be responsible:

- a. To approve the creation of special committees as needs arise.
- b. To approve interim AALU-PA officers appointed by the President to fill all vacancies in Association offices.
- c. To decide matters of AALU-PA policy subject to approval by the Council.

### **Section 3 – Nominations and Elections Committee**

The Nominations and Elections Committee shall be composed of five (5) members who shall be elected at the May meeting of the AALU-PA. The member receiving the highest number of votes shall be the chairperson of the committee. If this situation does not occur, the members of the committee shall elect its own chairperson. The Nominations and Elections Committee shall oversee the election process after its report is formally presented to the assembly. If one of the nominees withdraws before the election, the committee shall be re-convened and must meet within two (2) weeks to agree upon another nomination. Members of the Nominations and Elections Committee may become nominees for an elective office themselves; however once they agree to become a nominee they must resign from their Nominations and Elections Committee position. In the event that a member of the Nominations and Elections Committee resigns, The President must nominate a replacement committee member within 30 days. The nominee must be approved by a simple majority of the Executive Committee.

### **Section 4 – Finance Committee**

The Finance Committee shall be composed of the Treasurer and the Financial Secretary and at least four (4) other members appointed by the President before the October meeting. The Finance Committee shall prepare a budget for the fiscal year beginning the first day of July and to submit it for approval to the Council and the Association at their regular meetings in May. The Finance Committee shall from time to time submit supplements to the budget.

### **Section 5 – Auditing Committee**

The Auditing Committee shall be composed of at least three (3) members appointed by the President at the October membership Meeting who shall be responsible for auditing the Treasurer's accounts, once received within 45 days of the close of the fiscal year and present a report to the Council at the October meeting. The Committee shall also be responsible for facilitating the external audit at the end of each two-year term (see Chapter IV, section 4).

### **Section 6 – Public Relations Committee**

The Public Relations Committee shall be composed of at least three (3) members appointed by the President. The function of the Public Relations Committee is to positively publicize the AALU-PA's members and events to all available media.

### **Section 7 – Program Committee**

The Program Committee shall be composed of at least five (5) members appointed by the President promptly after the October meeting. The Program Committee shall be responsible for planning the annual program of the AALU-PA, including how it can accomplish the mission and objectives of the AALU-PA.

### **Section 8 – Ways and Means Committee**

The Ways and Means Committee shall be composed of at least three (3) members chosen by the President. The function of this committee shall be to coordinate fundraising efforts of the AALU-PA.

### **Section 9 – Sunshine Committee**

The Sunshine Committee shall consist of at least three (3) members chosen by the President. The purpose of the Sunshine Committee is to provide for the health and welfare of the membership as needed.

### **Section 10 – Young Alumni Committee**

The Young Alumni Committee shall consist of at least three members chosen by the President. The purpose of the Young Alumni Committee is to lead the AALU-PA's responsibility to identify, address and support the needs of alumni who are 15 years or less post-Lincoln attendance by supporting the Association in providing educational, philanthropic, social and networking opportunities.

### **Section 11 – Membership Committee**

The Membership Committee shall consist of at least five (5) members chosen by the President. The Regional Directors shall be part of the Membership Committee. The purpose of the Membership Committee is to recruit new members, retain current members, and reclaim inactive members of the AALU-PA. The Membership Committee shall prepare reports due at each regular Council meeting that includes the size and demographics of the AALU-PA membership. This report shall also be detailed and provided by geographic location to the Chapter representatives for each member's locale.

### **Section 12 - Ad Hoc Committees**

Ad Hoc Committees of the AALU-PA shall be selected by the President of the AALU. These Committee Chairs and/or Members are non-voting members of the Council.

## **CHAPTER VI- CHAPTER AUTHORITY**

It shall be the sole authority of the AALU-PA to formulate, establish, create and recognize all alumni chapters. The Council shall adopt guidelines for the establishment of new/revitalized AALU-PA Chapter. Local chapters of the General Alumni AALU-PA shall be formed by authorization of the Executive Committee in accordance with AALU-PA approved guidelines on the application of five (5) or more members who are current in their financial responsibilities subject to the following conditions:

1. The number of chapters in any given area locality shall be determined by the Council.



2. After approval by the Council of the application for establishing a local chapter of the AALU-PA, a charter signed by the president and secretary shall be issued upon payment of a fee established by the Council.
3. A chapter failing to hold at least two meetings during a calendar year may be asked to surrender or suspend its charter, if such action is voted on by the Council.
4. A chapter failing to have a President and Treasurer at any given time may be asked to surrender or suspend its charter, if such action is voted on by the Council.

## **CHAPTER VII - AMENDMENT OF BYLAWS**

These bylaws shall be reviewed every four years. They may be amended, or new bylaws adopted as presented by the Constitution and Bylaws Review Committee at any regular meeting of the Association by two-thirds vote. Proposed amendments shall be submitted in writing to the Council at least 60 days prior to a regular membership meeting. All proposed amendments must be disseminated to the membership at least 30 days prior to the regular membership meeting.

## **CHAPTER VIII – DISSOLUTION OF THE ASSOCIATION**

If, for any reason, the Association shall disband or cease operation, all assets of the Association shall be donated to The Lincoln University Foundation.

Revised – October, 2000

Revised – November, 2000

Revised – January, 2001

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