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BY-LAWS OF THE MEDGAR EVERS FOUNDATION

Article I- Membership

- I. Member. The members of this corporation shall be those persons who make contributions to this corporation's purposes. Any member who made a contribution during the twelve month period ended June 30th of any year shall be entitled to vote on all matters that come before any meeting of the members held during the twelve-month period following such June 30th. Membership shall be open to all persons regardless of race, creed, color, ethnic origin, national origin, sex or handicap.

2. Member Categories Defined.

Associate Member:	Contribution of \$20 or less per year
Member:	Contribution of \$25 per year
Sustaining Member:	Contribution of \$100 per year
Patron:	Contribution of \$500 per year
Benefactor:	Contribution of \$1,000 per year
Founder Member:	One-time contribution of at least \$25,000

Associate Members have no vote. Benefactor and Founder Members become life-time members upon receipt of their first contribution as defined above.

3. Annual Meetings. An annual meeting of voting members shall be held at such place and time in the month of October of any year as shall be determined by the Board of Directors of the Corporation at a meeting held not later than the month of June preceding the annual meeting. The members' meeting shall be held for the election of those directors as are to be elected at such meeting and for such other business as may properly come before an annual meeting of members.
4. Special Meetings. Special meetings of members shall be held whenever called by the Board of Directors or by the Executive Committee of the Board of Directors or by the Executive Director of the Fund.
5. Notices. Notice of annual and special meetings shall state the purpose or purposes for which the meeting is called, the time when and the place where it is to be held, and may be served personally or by mail upon each voting member, not less than 5 working days and no more than one calendar month before the meeting. If mailed, it shall be directed to each member entitled to notice at his address as it appears on the books or records of the Corporation.

At any time when there are more than 500 members, notice may be served by publication in a newspaper published in the State of New York, or in a periodical published by the Alumni of Madgar Evers College of the City University of New York, or in the Members' Newsletter of the Madgar Evers Foundation; in that issue which precedes the meeting date by at least 3 weeks and no more than 6 weeks.

6. Quorum. One-third of the voting members of if one-third be seven or more, then seven such members shall constitute a quorum at all meetings of members.

## Article II Board of Directors

1. Management. The affairs, direction and management of this Corporation and the management, control and disposition of its property shall be vest in the Board of Directors, who shall pursue such policies and principles as shall be in accordance with the provisions of the Certificate of Incorporation and these By-Laws and the laws of the State of New York.
2. Powers. The Board of Directors shall have and exercise all the powers granted this Corporation by the Certificate of Incorporation and the laws of the State of New York and shall be authorized specifically, in such manner as in the judgment of the Board of Directors may be deemed advisable:
  - a) to take, hold and invest any gifts, donations, grants, devises or bequest of any funds, securities, and other property, real or personal, without limit;
  - b) to purchase, sell, lease, mortgage, manage or administer securities and other property, real or personal, without limit;
  - c) to take, hold and administer any funds, securities and other property real or personal, which may be transferred to this Corporation;
  - d) to hold as investments any securities and other property, real or personal transferred to this Corporation and from time to time to sell and reinvest the proceeds of the same or any part thereof in securities and other property, real or personal;
  - e) to make absolute, in trust, or conditional grants and gifts of its funds securities and other property, real or personal, and to make transfers, assignments, conveyances and leases;
  - f) to deal with and disburse any principal and the income of this Corporation.

The enumeration of the foregoing powers shall not be construed by way of limitation of any power that this Corporation shall have and may exercise, and of the full power of the Board of Directors, as in its judgment will best promote the objects and purposes of this Corporation, to control, manage and dispose of the property of this Corporation.

3. Number. The Board of Directors shall be composed of a minimum of twenty and a maximum of thirty five directors. The Board of Directors shall have the power to add or remove members of the Board at the Fall meeting of the Board to be held on the first Saturday of November of each year, or at any special meeting of the Board called by at least a quorum (3/5) of the officers of the Board (The Chairman, the two vice-chairmen, the Secretary, the Treasurer, the President and the vice-president).

New members of the Board shall be elected or removed by a majority vote



of the directors attending such meeting, At any time when the number of directors shall be less than twenty, the directors remaining in office shall elect a number of directors until there be not less than twenty three directors in office. No act of this Corporation shall be void at any time that there be less than twenty<sup>three</sup> directors.

4. Vacancies. In case of any vacancy in the Board of Directors by reason of death, resignation, inability to act, or otherwise, a majority of the remaining directors may fill such vacancy until the next November meeting of the Board. The director so elected shall hold office until the next November meeting of the Board or until a special meeting called for the purpose of electing a successor, and thereafter until his successor shall be elected and shall qualify.
5. Term of Office. The term of a director shall be three years, except those elected to fill vacancies. There is no limit to the number of terms that member can serve on the Board, as long as they are physically and mentally capable of contributing to the goals of the Corporation.
6. Honorary Directors. The Board shall have the power to elect any outstanding person as an Honorary Director of the Board. An Honorary Director has all the powers and privileges of regular members of the Board of Directors except the power to vote.
7. Electable Officers of the College and President of the College's Alumni Association. The President, Deputy to the President, the Director of Program Development and Funding, and the President of the Alumni Association of Medgar Evers College shall be members of the Fund's Board of Directors during their terms of office as officers of the College, and the President of the Alumni Association respectively, unless they are regularly elected members of the Board.
8. Time and Place of Meetings. All meetings of the Board of Directors shall held at such time and place in the City of New York, State of New York, as the Board of Directors shall from time to time direct and in the absence of such directions as may be specified in the notice of the meeting.
9. Regular Meetings. There shall be two regularly scheduled meetings of the Board of Directors: the first, to be held on the first Saturday of November, shall be for the purpose of organization, election of officers election of members to the Board of Directors, and the transaction of other business. The second meeting shall be held on the third Saturday of April for the purpose of review of the Fund's operation, the setting of priorities for the coming Fund year, and for the determination and agreement upon suggestions presented by the Executive Director of the Fund to the Board regarding distribution of income. The place and hour(s) of the meetings shall be determined by the Executive Director of the Fund, on no less than one notice to the members of the Board by telephone, telegram or written notice. Such notice may be waived by written waiver signed by all the members of the Board of Directors.

10. Special Meetings. Special meetings of the Board of Directors shall be held at any time upon the call of the Executive Director of the Fund, or any four officers of the Board, or any five directors of the Board, by telephone, telegram, or by written notice served personally upon or mailed to the usual address of each director, at least two days prior to the meeting. Such notice may be waived by written waiver signed by all the members of the Board of Directors.
11. Board Action or Written Unanimous Approval. Whenever, at any time or times, any action or transaction is approved and adopted in writing, signed by all of the directors holding office at the time of the respective action or transaction, then such writing shall be and become part of the minutes of the Corporation, and such action or transaction shall be fully authorized and adopted as if the respective action or transaction had been authorized at a duly held meeting of the Board of Directors.
12. Order of Business. The order of business at each meeting of the Board of Directors shall be determined by the presiding officer unless otherwise determined by the affirmative vote of a majority of the directors present at that meeting.
13. Quorum. One-third of the members of the Board of Directors in office at the time of any meeting shall constitute a quorum for the transaction of business at that meeting.
14. Compensation. No compensation shall be payable to any person for his services as director.

### Article III - Committees

1. Executive Committee. The Board of Directors shall have an Executive Committee of nine (a quorum being 1/3), composed of the Officers of the Corporation and the rest directors appointed by the Executive Director. The Executive Committee shall have and may exercise all the powers of the Board of Directors when the Board is not in session, except such powers, any, as the Board of Directors may specifically reserve to itself, or as may specifically assign to any other committee or any officer of the Corporation. The Executive Committee may make and adopt such rules and regulations as it may deem advisable for its management. The Executive Director shall preside at all meetings of the Executive Committee and, in his absence, the Chairman of the Board shall preside. The Executive Committee shall meet as required to transact business when regular meetings of the Board are not scheduled. Meetings of the Executive Committee shall be called by the Executive Director or by any two members of the Executive Committee. The Executive Committee shall keep minutes of its meetings.
2. Standing Committees. There shall be the following standing committees appointed by the Executive Director, with such duties as are set forth in these by-laws and such additional duties as may be prescribed from time to time by the President or Board of Directors or the Executive Committee.



The number of members of each such committee shall be determined by the Executive Director. The chairman of each committee shall be selected by the Executive Director unless otherwise determined by the Board of Directors or the Executive Committee.

a) Campaign Committee. This committee shall be responsible for overseeing of and/or raising the funds determined by the Board of Directors or the Executive Committee to be raised in any year, and of executing and carrying out the ways and means determined by the Board of Directors or the Executive Committee for the raising of such funds.

b) Finance Committee. This committee shall review the investment of all funds owned or held in trust by the Corporation, shall advise with respect to these investments and shall have the power to act on behalf of the Corporation in the deposit, investment or reinvestment of such funds. At each meeting of the Board and the Executive Committee this committee shall report any actions taken by the committee since the preceding meeting of the Board or Executive Committee.

c) Law Committee. There shall be a committee composed of lawyers to oversee and draft revisions of the by-laws and any other legal documents that might be necessary for the Corporation to have. This committee shall advise the Board of Directors, the Executive Committee and the officers of the Corporation on all legal questions and affairs of the Corporation and shall represent the Corporation in all legal transactions as required by the Board of Directors or the Executive Committee or the appropriate officers of the Corporation.

d) Budget Committee. The Treasurer of the Corporation shall be ex officio a member of this committee. This committee shall prepare an annual budget of the prospective estimated receipts and expenditures and shall submit the same for approval of the Board of Directors and the Executive Committee.

e) Nominating Committee. No member of this committee shall be eligible for nomination as an officer or member of the Board of Directors. This committee shall nominate at least one candidate for each office and each vacancy on the Board of Directors at each election.

3. Other Committees. The Executive Director of the Corporation may appoint such other special or temporary committees as he deems necessary, with such duties as may be prescribed by him or by the Board of Directors or by the Executive Committee.

4. Committee Procedure. Each committee shall, after its appointment, adopt rules and regulations as may be necessary for the conduct of its officers. Each committee shall keep written minutes of its proceedings which shall be filed with the Secretary of the Corporation, and shall make periodic reports to the Board of Directors or to the Executive Committee.

90 books  
and files  
→ Article IV - Officers

1. Number and election. At each annual meeting of the Board of Directors, or at any meeting of the Board of Directors, duly called for the purpose of election of officers, the Board of Directors shall elect by ballot an Executive Director (carrying such weight in his office as is usually assigned to the term "President"), Chairman of the Board, two vice-Chairmen, one Vice-President, a Secretary and a Treasurer, and it may elect such other officers as the by-laws or the Board of Directors shall from time to time provide.
2. Vacancies. Whenever any vacancy shall occur in the office of Executive Director, Chairman of the Board, Vice Chairman, Secretary or Treasurer, or in any other office of this Corporation by death, resignation or otherwise such vacancy may be filled until the next meeting of the Board of Directors by election of the Executive Committee.
3. Additional Interim Officers. When the Board of Directors is not in session, the Executive Committee may elect one or more additional Vice Presidents, one or more Assistant Secretaries, Assistant Treasurers, and such other officers as it may at any time determine, such officers to be elected either temporarily or for a stated time, but not for a period beyond the next meeting of the Board of Directors.
4. Tenure. The officers shall have the powers and be subject to the restrictions granted or imposed by these by-laws or by the Board of Directors, or by the Executive Committee and shall hold office for a term of one year from the date of their election or until the election of their successors.
5. Executive Director. The Executive Director shall be the chief executive officer of the Corporation, and shall have active management of the business affairs of this Corporation, and shall preside at all meetings of the members of the Corporation, of the Board of Directors and of the Executive Committee, and shall cause all orders and resolutions of the Board of Directors and Executive Committee to be carried into effect.
6. Chairman of the Board. In the absence or disability of the Executive Director, the Chairman of the Board shall preside at all meetings of the members of the Board of Directors and of the Executive Committee and shall perform such other duties as may be prescribed for him by the Board of Directors or the Executive Committee.
7. Vice President. The Vice President shall perform such duties as shall be prescribed from time to time by the Board of Directors or the Executive Committee, and shall, in the absence or disability of the Executive Director or the Chairman of the Board, perform the duties and exercise the powers of the Executive Director.
8. Secretary. The Secretary shall keep all records of the proceedings of the Corporation, of the Board of Directors, of the Executive Committee and of all other committees as may be required. He shall have the custody of the books, records and seal of the Corporation. He shall send out notices of all meetings of the Board of Directors and of the Executive Committee and



shall record the proceedings thereat. He shall keep a register of all members. He shall perform such other duties as may be assigned to him by the Board of Directors, the Executive Committee or the Executive Director.

9. Assistant Secretaries. The Assistant Secretary, and if there be more than one, then the Assistant Secretaries shall perform such duties as shall be prescribed from time to time by the Board of Directors or the Executive Committee and in the order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the Secretary.
10. Treasurer. the Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors or the Executive Committee, shall have the care and custody of the funds, securities, property and other assets of the Corporation. He shall deposit the funds to the credit of the Corporation in such bank or banks, trust companies, or other depositories as the Board of Directors or the Executive Committee shall designate, and shall, subject to the direction of the Board of Directors or the Executive Committee, disburse the same, taking proper receipts for such disbursements. He shall keep accurate books of account, recording therein the amounts of moneys, funds, securities, properties and assets, showing at all times the amounts thereof received by the Corporation, the amounts thereof wherever located, belonging to the Corporation, and showing the amount of disbursements made and the disposition of property. He shall exhibit the said books and records when required by the Board of Directors or Executive Committee. He shall render to the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation and shall at least ten days before the annual meeting of the Board of Directors, submit a report of the property, the receipts and disbursements of the Corporation and of the financial condition of the Corporation.
11. Assistant Treasurers. The Assistant Treasurer, and if there be more than one then the Assistant Treasurers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the Executive Committee, and in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

#### Article V - Bonds

The Board of Directors or the Executive Committee may require any of the officers, agents and other employees of this Corporation to furnish a bond in such form, and with one or more sureties, as may be satisfactory to the Board of Directors or the Executive Committee for the faithful performance of his duties of office.

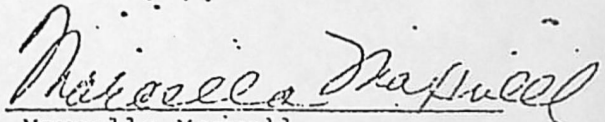
## Article VI - Funds and Securities

The funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or other depositories and shall be withdrawn in such manner as may from time to time be designated by resolution of the Board of Directors or of the Executive Committee. The securities of the Corporation and other evidence of its property may be kept or deposited under such safeguards as the Board of Directors shall designate. The securities of the Corporation may be endorsed for transfer by such officers of the Corporation or such other persons as shall be designated by resolution of the Board of Directors or the Executive Committee. All contracts of the Corporation involving either real property or personal property shall be signed on behalf of the Corporation by such officers of the Corporation or such other persons as shall be designated by resolution of the Board of Directors or of the Executive Committee.

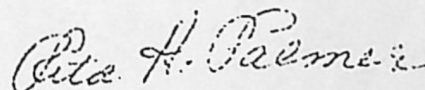
## Article VII - Amendments

These by-laws may be altered or amended by the affirmative vote of a major of the Board of Directors at any annual, regular or special meeting of the Board of Directors, if notice of the proposed amendment be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board of Directors if the amendment be proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting.

This is a true and complete copy of the By-laws of the Medgar Evers Educational Foundation, Inc. adopted by the Board of Trustees on February 20, 1981.

  
Marcella Maxwell  
Secretary

STATE OF NEW YORK  
COUNTY OF ...  
SWORN TO before me  
THIS 24th day of  
March, 1982

  
RITA H. PALMER  
Notary Public, State of N. Y.  
No. 24-4635868  
Comm. Expires March 30, 1991