

# THE SHEPHERD UNIVERSITY ALUMNI ASSOCIATION, INC.

## BYLAWS

As of February 22, 2023

### ARTICLE I NAME AND MISSION

**SECTION 1.** The name of this organization is The Shepherd University Alumni Association, Inc. (hereinafter referred to as the "Association").

**SECTION 2.** The Association is a West Virginia, non-profit, charitable corporation. The Association is a tax-exempt corporation pursuant to Sections 170(b) (1) (vi) and 501(c) (3) of the Internal Revenue code as amended.

**SECTION 3.** The mission of the Shepherd University Alumni Association is to enrich and diversify the University by developing and strengthening fellowship, involvement and communication among students, friends, and alumni.

**SECTION 4.** PRINCIPAL OFFICE. The principal office of the Association shall be located at Shepherd University, Shepherdstown, West Virginia.

**SECTION 5.** OTHER OFFICES. The Association may have offices at such other places, either within or outside the State of West Virginia, as the Board of Directors may designate or as the affairs of the association may require from time to time.

### ARTICLE II MEMBERS

**SECTION 1.** - GENERAL MEMBERS. General members in the Shepherd University Alumni Association shall consist of all graduates of either Shepherd University or one of its affiliates. Each general member shall be entitled to vote on all matters presented at the annual meeting of the Association (see Article III, Section 2).

**SECTION 2.** SUSTAINING MEMBERS. General members, as defined in Section 1, who make annual monetary contributions to the Association equal to or greater than an amount predetermined by the Association, shall be deemed Sustaining members. Directors of the Association shall be drawn from this membership.

**SECTION 3.** HONORARY MEMBERS. Honorary members are persons who are selected in recognition of outstanding and unselfish service to the University.

## **ARTICLE III MEETINGS OF MEMBERS**

**SECTION 1. PLACE OF MEETINGS.** All meetings of the members shall be held at the principal office of the Association, virtually or in a hybrid mixture, at such other place as shall be designated in the notice of the meeting.

**SECTION 2. ANNUAL MEETING.** The annual meeting of members shall be held in June at such place and on such day and hour as the Board of Directors may determine, for the purpose of electing directors of the Association and for the transaction of such other business as may be properly brought before the meeting.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of members shall be held at such times and places designated by the Executive Board.

**SECTION 5. NOTICE OF MEETINGS.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be announced not less than ten (10) days before the scheduled date of the meeting, either personally, electronically, (e.g., email, website), or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addresses to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

**SECTION 6. QUORUM.** One third (1/3) of the members of the Association's Board of Directors entitled to vote, represented in person, via phone or electronically (e.g., by email in advance of the meeting), shall constitute a quorum at a meeting of members, except that at a substitute annual meeting of members, the number of members there represented, even though less than a majority, shall constitute a quorum for the purpose of such meeting.

The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough participating members to leave less than a quorum.

**SECTION 7. VOTING.** Each member entitled to vote shall be entitled to one vote on each matter submitted for a vote at a meeting of members.

The vote of a majority of the members voting on any matter at a meeting at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the character or bylaws of this Association.

## **ARTICLE IV BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number such power as they may see fit. In addition, the Board shall determine who shall be authorized to sign on behalf of the Association checks, contracts, endorsements, notes, receipts, releases and other documents.

**SECTION 2. NUMBER, TERM AND QUALIFICATIONS.** The number of Directors shall be no more than twenty-eight (28) and not less than eighteen (18), including the Executive Committee but excluding members who hold Director Emeritus status or Student status (see below).

The Director of Alumni Affairs of Shepherd University shall serve as the Executive Director of the Association and shall be a non-voting member of the Association Board of Directors and Executive Committee.

No person shall be eligible to serve as an elected director for more than three (3) successive three- (3-) year terms.

A member of the board in good standing who has served the maximum number of terms allowed in the Association bylaws may, with the approval of the Association Board of Directors, be accorded Director Emeritus status and may remain on the Board of Directors as a voting member. The number of Directors Emeriti will not be counted toward the minimum or against the maximum number of Board members designated in the first paragraph of Article IV, Section 2.

The Board of Directors shall invite key student leadership to attend one meeting per year for updating the board on campus/student happenings and issues. The designated student(s) shall be a student in good academic and financial standing with the University. Candidates for Student Representatives shall be identified by the Nominating Committee (see Article VIII) and submitted to the full Board of Directors for approval. The Student Representative shall serve in a non-voting capacity for a term of one (1) year.

**SECTION 3. NOMINATIONS.** Each year the Nominating Committee shall nominate individuals as candidates. The Nominating Committee shall present a slate of director at-large candidates to the board at the meeting prior to the Annual Meeting.

**SECTION 4. ELECTION OF DIRECTORS.** Directors shall be elected at the annual meeting or at any special meeting called for that purpose. The Nominating Committee shall report its nominees to the members at their annual meeting. The directors shall be elected by the affirmative vote of the eligible voting members present. All individuals voted for a position on the Association's Board of Directors shall begin their tenure at the first regularly scheduled meeting following the elections.

**SECTION 5. REMOVAL.** Any director may be removed at any time with cause by a vote of a majority of the members entitled to vote at an election of directors. The director in question has a right to refute the charges. If any directors are so removed, new directors may be elected at any special election called for that purpose.

**SECTION 6. RESIGNATION.** Any member of the Board of Directors who shall miss three consecutive regularly scheduled meetings of the Board without having first notified the executive director of the Association may be deemed to have resigned as a member of the Board of Directors. Directors may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors. If any director resigns, a new director may be elected at any special elections called for that purpose.

**SECTION 7. VACANCIES.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Board of Directors. Any director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**SECTION 8. STANDING FOR MEMBERS.** Each Board member must maintain membership in good standing in order to vote and continue to serve as a member of the Board of Directors. To maintain membership in good standing, a Board member must (a.) become a Sustaining member of the Association as defined in Article II, Section 2, or renew a Sustaining membership, by December 31, (b.) must attend at least three (3) of the Board of Directors meetings per year as set forth in Article IV, Section 9, and (c.) attend at least one SUAA event per year (promotional, social, etc.).

**SECTION 9. MEETING ATTENDANCE.** Each Board member is required to attend at least three (3) of the Board Meetings per year as set forth in Article IV, Section 8. Physical presence (attending all meetings in person) is strongly encouraged; however, Board members who are unable to physically attend may do so virtually.

## **ARTICLE V MEETINGS OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** The Board of Directors shall meet at least four times a year at such times as are designated by the Association President. In addition, the Board of Directors may provide, by resolution, the time and place for additional meetings.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be called by or at the request of the President of the Board of Directors or a majority of the Executive Committee. Such a meeting may be held as fixed in the Notice of Meetings by the person or persons calling the meeting.

**SECTION 3. NOTICE OF MEETINGS.** Regular meetings of the Board of Directors may be held upon oral or written notice of the time and place of such regular meetings, which shall be given to each director not less than seven (7) days before such meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days before the meeting, give oral or written notice thereof. Such notice must specify the purpose for which the meeting is called.

**SECTION 4. QUORUM.** One-third (1/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**SECTION 5. MANNER OF ACTING.** Except as otherwise provided by these bylaws, the actions by a majority of the directors present at a meeting at which a quorum is present shall be the actions of the Board of Directors.

**SECTION 6. PRESUMPTION OF ASSENT.** A director of the Association who is present at a meeting of the Board of Directors at which action on any board matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

## **ARTICLE VI EXECUTIVE COMMITTEE**

**SECTION 1. VOTING MEMBERS.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President of the Association, and the Chairs of the Standing Committees (see Article VIII) The Executive Director shall be a non-voting member of the Executive Committee.

**SECTION 2. DUTIES.** The duties of the Executive Committee shall consist of supervising the transaction of all routine business of the Association; acting for the Board of Directors in the interim between its meetings; and serving on the Nominating Committee. The Executive Committee shall have the authority to order disbursements of the funds of the Association within the limits set by the Board of Directors from time to time. The Executive Committee shall examine the reports of all other committees and forward them with recommendations to the Board of Directors, when appropriate. The Executive Committee shall possess all other powers and exercise all other functions delegated to it by the Board of Directors. Except as set forth in Article IV, Section 7, the Executive Committee shall also fill all committee chairs or vice chair vacancies that may occur by reason of resignation or vacancy. Any person elected to fill a vacancy shall

serve for the unexpired term of his/her predecessor in office. The Executive Committee shall also receive quarterly financial reports from the Treasurer.

**SECTION 3. MEETINGS.** Regular meetings of the Executive Committee shall be held at the call of the President of the Board of Directors. In absence or disability of the President, meetings may be held at the call of the Vice President of the Board of Directors.

**SECTION 4: MINUTES.** The Executive Committee shall keep minutes of its proceedings and report to the Board when required.

**SECTION 5. RESPONSIBILITY OF DIRECTORS.** The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him or her by law.

No action shall be considered binding without formal approval of the Board of Directors.

If an action taken by the Executive Committee is not thereafter formally considered by the Board, a director may dissent from such action by filing his/her written objection with the Secretary within seven (7) days after learning of such action.

## **ARTICLE VII EXECUTIVE DIRECTOR**

**SECTION 1.** The Director of Alumni Affairs of Shepherd University shall serve as the Executive Director of the Association,

**SECTION 2.** The Secretary of the Association (see Article IX) shall act as a staff member to the Board of Directors and shall, along with staff, exercise the routine administrative functions of the Association.

**SECTION 3.** The Executive Director shall serve as the liaison between the Association and Shepherd University and shall faithfully execute directions from the Association Board of Directors unless deemed inconsistent with University policy.

**SECTION 4.** The Executive Director shall be a non-voting member of the Association Board of Directors and Executive Committee.

## **ARTICLE VIII COMMITTEES**

**SECTION 1.** The Standing Committees shall consist of the Alumni Events and Programs Committee, the Finance Committee, the Marketing and Membership

Committee, the Nominating Committee, and such other standing committees as the Executive Board or the Association may create.

Each member of the Board of Directors shall be assigned to at least one of the Standing Committees. Whenever possible, the member's personal preference, or the director's academic or professional background, shall be taken into consideration when making committee assignments.

**SECTION 2.** The Standing Committee chairs are appointed annually by the President of the Association with the approval of the Executive Committee.

**SECTION 3.** The Standing Committee chairs may, with the approval of a majority of members of their respective committees, invite non-Board of Directors members to assist their respective committees.

**SECTION 4.** The Standing Committee chairs shall ensure that the discussions and actions of their committees are properly recorded and promptly distributed to members of respective committees and to the Board of Directors.

**SECTION 5.** The Executive Director shall appoint a member of the Alumni Affairs team as the designated staff person for the Standing Committee.

**SECTION 6. STANDING COMMITTEES:**

1. **THE FINANCE COMMITTEE:** shall select an independent auditor to conduct an annual examination of the financial records of the Association. This committee shall meet annually with the appointed auditor to review the annual audit report and audit findings. The chair of the committee shall report the audit results to the Board of Directors.

This committee shall develop an annual budget and submit the proposed budget to the Board of Directors for review and approval. This committee shall review all financial transactions outside of the ordinary course of business and make recommendations concerning the approval.

The Treasurer of the Association shall chair the Finance Committee.

This committee shall establish appropriate investment policy for all Association investments. Investment policy should be consistent with financial needs of the association and should deal with both short-term and long-term goals.

2. **ALUMNI EVENTS AND PROGRAMS COMMITTEE:** will plan and encourage alumni participation in Homecoming, Emeritus Club, reunions and other special events. The committee will provide support to the marketing committee by initiating new opportunities to promote the alumni association and alumni giving.

3. **MEMBERSHIP AND MARKETING COMMITTEE**: shall be responsible for the growth and retention of membership, planning and execution of events that reach current and potential members through creative events and advertising and evaluate accelerate revenue streams through paying memberships as well as continuation and creation of Affinity programs.

4. **NOMINATING COMMITTEE**: The members of the Executive Committee plus three at large members appointed by the Chair of the Nominating Committee shall be the Nominating Committee. The chair of the Nominating Committee shall be the Vice President of the Association. This committee shall annually recommend to the Board qualified persons for election to the board and qualified persons for election to the various offices. The nominating Committee shall adopt such rules and regulations for nomination as they deem necessary and such rules and regulations shall be subject to approval by the Board of Directors. In nominating persons for the Board of Directors, the committee shall make every effort to see that the Board, at all times, represents the principal, civic, commercial and cultural forces in the community and includes individuals with understanding and appreciation of the social welfare needs and resources of the university and community.

The Nominating Committee will review nominations for Outstanding Alumni Awards and will select the candidates to be voted upon by the Association Board of Directors.

**SECTION 7. TERM, REMOVAL AND RESIGNATION**. Unless indicated otherwise, the term for all committee positions shall be one year. Any committee chair or vice chair may be removed at any time with cause by a vote of the majority of the directors. If any chair or vice chair is so removed, a new chair or vice chair may be elected at the same meeting.

**SECTION 8. ELIMINATING, RESTRUCTURING OR CREATING COMMITTEES/SUBCOMMITTEES**: The Board of Directors may elect to eliminate or restructure existing committees or subcommittees, or may create additional committees or subcommittees as shall be deemed desirable and/or necessary.

## **ARTICLE IX OFFICERS**

**SECTION 1. OFFICERS OF THE ALUMNI ASSOCIATION**. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer are elected officers. The immediate Past President is an Ex-Officio member of the Executive Committee.

**SECTION 2. ELECTION AND TERM**. Voting for elected officers of the Association shall be held at the annual meeting of the members of the Association. Each elected officer shall hold office for a term of one (1) year or until his/her death, resignation, retirement, removal, disqualification or his/her successor shall have been elected and qualified. An officer may be re-elected to one successive one (1-) year term if he/she submits to the



board, in writing, a declaration of his/her wish to serve a second term. A President of the Association who has completed two (2) consecutive terms in office shall be ineligible for election to another office in the Association for a period of two (2) years after the completion of his/her second term as president.

**SECTION 3. REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal would require a two-thirds (2/3) majority vote of the board members present at the designated meeting.

**SECTION 4. DUTIES OF OFFICERS.** The duties of the officers of the Association shall be as follows:

1. PRESIDENT

- a. The President shall preside at all meetings of the Association.
- b. The President shall appoint chairs of all committees necessary for the proper function of the Association.
- c. The President may call special meetings of the Association, as he or she deems necessary.
- d. The President shall represent the Association at public meetings and perform such other duties as are commonly performed by the chief executive of an organization, or, as may be assigned to the President by the Board of Directors or Executive Director.

2. VICE PRESIDENT

- a. The Vice President shall perform duties of the President during the latter's absence or disability, and shall succeed to the office of the President in the event of withdrawal or resignation of the President for any reason.
- b. The Vice President shall also perform other duties as may be properly assigned him or her by the President.

3. SECRETARY

- a. The Secretary shall exercise the routine administrative functions of the Association, keep and maintain a record of the proceedings and attendance of the Association, present the minutes to the Board of Directors for review and approval, and shall perform the usual duties of the office with assistance from the Executive Director's staff.

4. TREASURER

- a. The Treasurer shall present periodic reports, the annual audit/review report, and the proposed budget to the board of directors and shall

perform the usual duties of the office with assistance from the Executive Director's staff.

5. IMMEDIATE PAST PRESIDENT

- a. The Immediate Past President shall provide leadership, advice and continuity of the direction and mission of the Board of Directors of the - Association.

## **ARTICLE X CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or executed document and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**SECTION 2. LOANS.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3. CHECKS AND DRAFTS.** All checks, drafts or other orders for the payment of money exceeding two hundred dollars (\$200), issued in the name of the Association, shall be signed by at least two of the following: the President, the Treasurer, the Executive Director or such other officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Executive Director shall have the authority to sign any payment under two hundred dollars (\$200) with proper documentation.

**SECTION 4. DEPOSITS.** Funds of the Association shall be deposited promptly to the credit of the Association in such depositories as the Board of Directors may select.

**SECTION 5. OWNERSHIP AND TRANSFER OF PROPERTY.** The Board of Directors shall have the right to acquire real and personal property by purchase, lease, gift, devise or otherwise and to the extent necessary or convenient to hold such property and dispose of such property or any part thereof. The Board of Directors may delegate its power and authority under this Section to the President or such other person as it shall deem advisable.

## **ARTICLE XI INDEMNIFICATION**

**SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

1. INDEMNITY. Any person who at any time serves or has served as a director or officer of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law against liability and litigation expense arising out of such status or activities in such capacity. "Liability and litigation expense" shall include costs and expenses of litigation (including reasonable attorney's fees), judgments, fines and amounts paid in settlement which are actually and reasonably incurred in connection with or as a consequence of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including appeals. In no circumstances, however, shall the Association indemnify any such person against any liability or litigation expenses said officer or director shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

2. DETERMINATION OF RIGHT TO INDEMNIFY. Promptly after the final disposition or termination of any matter which involves liability or litigation expense as described in Paragraph 1 or at such earlier time as it sees fit, the Association shall determine whether any person described in Section 1 is entitled to indemnification there under. Such determination shall be limited to the following issues: (1) whether the person to is be indemnified as a person described in Paragraph 1, (2) whether the liability or litigation expense incurred arose out of the status or activities of such person as described in Paragraph 1, (3) whether liability was actually incurred and litigation expense was actually and reasonable incurred, and (4) whether the liability and litigation expenses were incurred by an officer or director who shall have been adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. Such determination shall be made by a majority vote of directors who are not parties to the action, suit or proceeding (or, in connection with "threatened" actions, suits or proceedings, who are not "threatened parties"). If at least four such disinterested directors are not obtainable, or, even if obtainable, if at least half of the number of disinterested directors so direct, such determination shall be made by independent legal counsel in written opinion.

3. ADVANCED EXPENSES.

a. Litigation expense incurred by a person described in Paragraph 1 in connection with the matter described in Paragraph 1 shall be paid by the Association in advance of the final disposition or termination of such matter, if the Association receives an undertaking, in writing, dated and signed by the person to be indemnified, to repay all such sums unless such person is ultimately determined as provided in Paragraph 2 above to be entitled to be indemnified by the Association. Before the first such payment is made, the Association shall have received the written undertaking referred to herein and notice of the request for advance payment shall have been given to the members of the Board of Directors.

b. Notwithstanding the foregoing subsection (a), no advance payment shall be made as to any payment or portion of payment for which the determination is made that the person requesting payment will not be entitled to indemnification. Such determination may be made only by majority vote of disinterested directors or by

independent legal counsel as provided herein. If there are not at least four disinterested directors, then notice of all requests for advance payment shall be delivered for review to independent legal counsel for the Association. Such counsel shall have the authority to disapprove any advance payment or portion of a payment for which it plainly appears that the person requesting payment will not be entitled to indemnification.

4. **SETTLEMENT.** The Association shall not be obligated to indemnify persons described in Paragraph 1 above for any amounts paid in settlement unless the Association consents in writing to the settlement. The Association shall not unreasonably withhold its consent to proposed settlements. The Association's consent to a proposed settlement shall constitute an agreement by the Association that any person is entitled to indemnification hereunder. The Association shall waive the requirement of this section for its written consent as fairness and equity may require.

5. **APPLICATION FOR INDEMNITY OR ADVANCES.**

a. A person described in Paragraph 1 may apply to the Association in writing for indemnification or advance expenses. Such application shall be addressed to the Secretary or, in the absence of the Secretary, to any officer of the Association. The Association shall respond in writing to such applications as follows: to a request for indemnity under Paragraph 2, within ninety (90) days after receipt of the application; to a request for advance expenses under Paragraph 3, within fifteen (15) days after the receipt of the application.

b. The right to indemnification or advance expenses provided herein shall be enforceable in any court of competent jurisdiction. A legal action may be commenced if a claim for indemnity or advance expenses is denied in whole or in part, or upon the expiration of the time periods provided in the proceeding subsection (a). In any action, the claimant shall be entitled to prevail upon establishing that he is entitled to indemnification or advance expenses but the Association shall have the burden of establishing, as a defense, that the liability or expense was incurred on account of activities which were at the time taken known or believed by the claimant to be clearly in conflict with the best interest of the Association. In any such action, if the claimant establishes the right to indemnification, he shall also have the right to be indemnified against the litigation expense (including a reasonable attorney's fee) of such action.

6. **SAVINGS CLAUSE.** IF this Bylaw provision or any portion hereof shall be invalidated, on any ground by any court or agency of competent jurisdiction, then the Association shall nevertheless indemnify each person described in Paragraph 1 to the full extent permitted by the portion of this Bylaw that is not invalidated and also to the full extent (not exceeding the benefits described herein) permitted or required by applicable law.

## **ARTICLE XII GENERAL PROVISIONS**

**SECTION 1. WAIVER OF NOTICE.** Whenever any notice is required to be given to any member or director by law, by the charter or by these bylaws, a waiver thereof in

writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**SECTION 2. FISCAL YEAR.** The fiscal year of the Association shall follow the fiscal year of the University.

**SECTION 3. AMENDMENTS.** Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the directors then holding office at any regular or special meeting of the Board of Directors.

**SECTION 4. SALARIES.** Directors shall serve without compensation.

**SECTION 5. DISSOLUTION.** In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or the Federal, State or local government for exclusive public purpose.