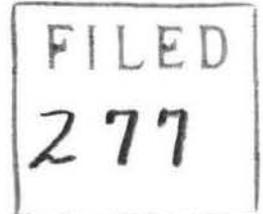


LINCOLN UNIVERSITY: (1) Board of Curators of Lincoln University
BOARD OF CURATORS: may confer honorary degrees and titles by a
majority vote of the quorum. (2) Board of
Curators may take valid action relating to the
payment of bills and other such matters if a majority of a quorum
affirmatively vote for such action. (3) The Board of Curators may
delegate to an executive board authority to ascertain facts and to
make recommendations to the full board.

Opinion No. 277

October 1, 1964



H. Byron Masterson, President
Board of Curators
Lincoln University
Jefferson City, Missouri

Dear Mr. Masterson:

This is in answer to your letter of July 23, 1964, re-
questing an official opinion of this office in which you ask
the following three questions concerning the Board of Curators
of Lincoln University:

"1. In cases where a quorum is present, can
a majority vote of those present confer
honorary titles and/or honorary degrees, such
as the title 'President Emeritus' at a meeting
eight years after the worker has severed his
connections with the University, when the
action is not unanimous, and therefore represents
less than a majority of the full Board?
(By statute, five of the nine members
constitute a quorum.)

"2. In similar circumstances, can a majority
of a quorum take valid action relating to the
payment of bills and other such matters
relating to the operation of the University?

"a. What authority can the full Board delegate
to the Executive Committee (composed of three
members) in matters relating to payment of
bills, entering into contracts, and other such
matters relating to the operation of the
University?" In a subsequent conversation you
informed this office that the executive committee
only ascertained facts and made recommendations
to the full board.

Section 175.040, RSMo, makes Chapter 172 dealing with the University of Missouri Board of Curators applicable to the Board of Curators of Lincoln University:

"It is hereby provided that the board of curators of the Lincoln University shall organize after the manner of the board of curators of the state University of Missouri; * * *"

Section 172.140, 172.280 and 172.300, RSMo, are relevant to the first question concerning the number of votes necessary to confer honorary titles and degrees.

"At all meetings of the board of curators five members shall be necessary to constitute a quorum for the transaction of business." Section 172.140.

"The curators shall have the authority to confer, by diploma, under their common seal, on any person whom they may judge worthy thereof, such degrees as are known to and usually granted by any college or university." Section 172.280.

"The curators may appoint and remove, at discretion, the president, deans, professors, instructors and other employees of the university; * * *" Section 172.300.

Section 172.140, supra, clearly allows the Board to transact business with five members (quorum) present. The conferring of honorary titles or degrees would be a business transaction for the Board of Curators. A quorum is the necessary legal number of members present to transact business (Black, Law Dictionary, 4th Ed., 1951). A majority vote of those members present, provided a quorum is also present, is sufficient to approve a proposal, 19 C.J.S., Corporations, §749. It therefore is not necessary to have five affirmative votes to pass a proposal unless all nine members of the board are present.

Section 172.280, supra, clearly authorizes the Board to confer degrees "on any person whom they [the Board of Curators] may judge worthy thereof". There is no statutory requirement that the Board of Curators be unanimous in their choice of persons eligible for honorary degrees or that the recipient of the degree have any special qualifications. The Board has complete

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discretion in who is to receive honorary degrees provided the necessary affirmative vote is given by the Board of Curators.

Likewise, Section 172.300, supra, allows the Board discretion in appointing a president and defining the powers and duties of the office. Since this statute gives the Board discretion in appointing the president, the creation of the office of "President Emeritus" is a valid exercise of the Board's discretion. The Board also has the power to "define and assign" the duties of this office. The appointment of a "President Emeritus" is an ordinary business transaction which requires only a majority affirmative vote provided a quorum is present.

In answer to your second question, relating to the necessary number of votes for valid action on payments of bills and other matters concerning the operation of Lincoln University, Section 172.140, RSMo, is involved:

"At all meetings of the board of curators five members shall be necessary to constitute a quorum for the transaction of business."

Section 172.140 clearly provides that five members of the Board shall constitute a quorum. A majority of this quorum may validly transact business, 19 C.J.S., Corporations, §749. The statute does not require that there always be five affirmative votes. Five affirmative votes would be necessary only when all nine members were present. The payment of bills is clearly an ordinary business transaction which may be affirmed or disaffirmed by a majority of the Board provided that a quorum is present.

In answer to your third question relating to the full board's power to delegate authority to the executive committee you will recall our recent telephone conversation in which you stated that the executive committee after ascertaining relevant facts would vote on a proposal to decide what recommendation would be made to the full board. Subsequently, the recommendation of the executive committee would be voted on by the full board for approval or disapproval. Section 172.230 provides:

"The board of curators shall appoint annually three of their number to act as an executive board, who shall meet each month for the purpose of auditing claims and attending to such other business as may

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be entrusted to them by the board of
curators not inconsistent with this
chapter. * * *" (Emphasis added.)

It is the opinion of this office that the full board
may delegate to an executive board the authority to ascertain
relevant facts and to make recommendations to the full board.
We can find nothing in Chapter 172 which is inconsistent with
such a delegation of authority.

CONCLUSION

Therefore, it is the opinion of this office that: (1)
The Board of Curators of Lincoln University may confer honorary
degrees and titles by a majority vote of a quorum; (2) The
Board of Curators may take valid action relating to the payment
of bills and other such matters if a majority of a quorum
affirmatively votes for such action; and (3) The Board of
Curators may delegate to an executive board authority to
ascertain facts and to make recommendations to the full board.

The foregoing opinion, which I hereby approve, was prepared
by my Assistant, Jim DeNeen.

Very truly yours,


THOMAS F. EAGLETON
Attorney General