

Mailing Address:
2204 Lakeshore Drive
Suite 114, West Lobby
Birmingham, Alabama 35209



Attorneys and Counselors at Law

est. 1895

H. Lanier Brown, II
Direct: 205-598-2199
E-mail Address:
lbrown@watkinseager.com

March 21, 2018

Via Electronic Mail Only

Dr. Daniel R. Jackson, Chair
Oakwood University Board of Trustees
9705 Patuxent Woods Drive
Columbia, Maryland 21046-1565
PresOffice@nadadventist.org

Re: Oakwood University Alumni Association

Dear Dr. Jackson:

I write on behalf of the Oakwood University Alumni Association (“OUAA”) concerning unlawful intermeddling and interference with the activities of OUAA by Oakwood University (“OU”), including its administration and Board of Trustees (“the Board”), and to respond to a proposal for resolving the current conflicts communicated to me by OU counsel, David Block. Because OUAA President Cynthia Powell-Hicks promised you a direct, written response to the Board, I am writing you directly and Mr. Block is copied.

OUAA would prefer to deescalate and resolve the current disagreement in the spirit of fellowship rather than conflict. However, past, present and planned actions of OU, including its administration and Board have made OUAA wary. I will not recite the entire history given the time constraints. However, even as I prepare I am receiving information that the President of OU is attempting to change the location of OUAA’s registration. That is completely inappropriate.

Under Alabama law, OUAA is a nonprofit association that is separate and distinct from the University and its leadership. OUAA’s operations are governed by a Constitution and Bylaws ratified by its membership. It is governed by leadership selected pursuant to OUAA’s Constitution and Bylaws. Those documents do not provide for any direct involvement, interference or control of OUAA by the University and its Board. Accordingly, OUAA believes that past, present and planned intermeddling in its internal affairs as reflected in the Alumni Affirmation Task Force Report to the Board of Trustees is unlawful.

On the other hand, OUAA operates transparently as evidenced by the fact that its current tax-exempt status is posted on its website, and OUAA willingly provides information requested by its membership. Moreover, it is the desire of OUAA to support OU as evidenced by its efforts to raise money for the Treehouse project. Indeed, many of the issues raised by OU’s Board could

Dr. Daniel R. Jackson

have been resolved through communication with OU rather unilateral action of the Board. Unfortunately, no such communication was initiated by the Board.

In the spirit of cooperation and transparency, the OUAA has asked me to provide the attached liability insurance Policy, copies OUAA checks for remittance of \$140,000 in support of Treehouse and a copy of the postal receipt for submission of past-due 990s to the IRS.

Mr. Block's email of last evening communicated the following proposal:

If we can have an understanding at the highest levels of OU and the OUAA that (1) the subjects referenced in the Task Force Report not be aired during Alumni Weekend and (2) OUAA will respond to the Requests in the Report shortly after the Weekend, then we can have a peaceful Alumni Weekend and tomorrow night's Board meeting can be quite short (in essence, the understanding would be reported to the Board and the meeting adjourned).

OUAA's leadership will only consider the proposal if OU agrees to refrain from further consideration or implementation any of the proposals in the Alumni Affirmation Task Force Report to the Board of Trustees until the two sides can address these issues in writing or a meeting at mutually agreeable time after Alumni Weekend. Moreover, OU's administration Board would need to refrain from interfering with OUAA's traditional role of planning and executing the upcoming Alumni Weekend/Easter activities, including ceasing all contact with vendors contracted by OUAA for homecoming activities, *e.g.* Von Braun Civic Center. Furthermore, there will be no comments or publication, defamatory or otherwise, by OU leadership concerning OUAA and the current issue in any forum until OU and OUAA reconvene to resolve these issues. Any inquiries to OU about OUAA's tax exempt status should be referred to OUAA's website or leadership or simply parrot the statement on the website. If OU's leadership, including the Board and administration, are agreeable to these addition conditions, OUAA will agree to the hold these matters in abeyance until after the Alumni Weekend.

Very truly yours,

WATKINS & EAGER PLLC

By: **COPY**

H. Lanier Brown, II

c: Dr. Cynthia Powell Hicks – by email
David Block, Esquire – by email