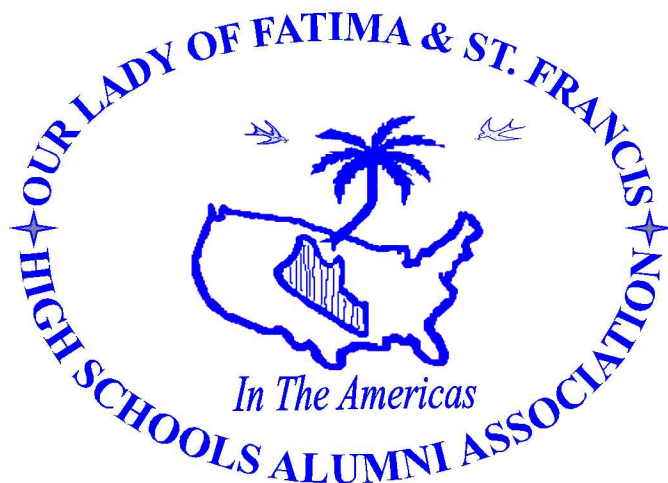


CONSTITUTION & BY-LAWS



OUR LADY of FATIMA & ST. FRANCIS HIGH SCHOOLS ALUMNI ASSOCIATION IN THE AMERICAS

JULY 4, 1992



Revised July 3, 2010
Maryland/D.C. Convention

CONSTITUTION & BY-LAWS

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PREAMBLE

WE, the graduates, former students, and faculty of Our Lady of Fatima and St. Francis High Schools of Maryland County, Liberia, now residing in the Americas ---

Inspired by a common determination for unity of purpose of our alma maters as they endeavor to educate and prepare the young people of Liberia for a complex and sophisticated world, and doing so within a spiritual and moral environment, deem it compelling to:

- **Organize ourselves by forming an alumni association to be called "OUR LADY OF FATIMA & ST. FRANCIS HIGH SCHOOLS ALUMNI ASSOCIATION IN THE AMERICAS", a non-profit, non-political organization;**
- **Foster and sustain the tradition of close relationship between our two high schools;**
- **Support and sustain the educational efforts at our schools.**

ARTICLE I: NAME

The name of this association shall be "Our Lady of Fatima and St. Francis High Schools Alumni Association in the Americas", a non-profit, non-political organization, hereinafter referred to as "Alumni Association" or "Association". Similarly, "Our Lady of Fatima and St. Francis High Schools" shall be, hereinafter, referred to as "Fatima and St. Francis".

ARTICLE II: MEMBERSHIP

Section 1: Membership Classifications

Sec 1.1

Regular Membership

Sec 1.1.1

Regular Membership status shall be conferred on graduates or former students of Fatima and St. Francis now residing in the Americas provided they submit membership application to the Association's secretary. The application confirms the applicant as a Regular Member of the Alumni Association. The member shall not vote, hold office, or serve on committees.

Sec 1.2

Voting Membership

Sec 1.2.1

Voting Membership status shall be conferred on a Regular Member who is current with the payment of all applicable fees and dues for at least two of the three prior years, and has attended at least two conventions within the same period. Fulfilling these requirements shall confirm the member as a Voting Member who shall be eligible to vote, hold office, or serve on committees.

Sec 1.3

Lapsed Membership

Sec 1.3.1

Lapsed Membership status shall be conferred on a former Voting Member who has not paid at least three years of applicable fees and dues and who has not attended a convention during that period. Failure to pay and attend as described in this section confirms the member as a Lapsed Member. The member shall be deemed 'inactive' and shall be accorded reactivation considerations as outlined in Sec 1.4 (Voting Membership Restoration), below.

Sec 1.4

Voting Membership Restoration

Sec 1.4.1

Voting Membership Restoration shall be an avenue that allows those with lapsed membership an opportunity to repair their bruised membership and regain their Voting Membership status. The restoration remedy shall be as follows:

<u>Payment Lapse/Convention(s) Attended</u>						<u>Payment Remedy</u>
► Three-Year/0	-	-	-	-	-	80% of Total Due
► Three-Year/1	-	-	-	-	-	70% of Total Due
► Three-Year/2	-	-	-	-	-	60% of Total Due
► Three-Year/3	-	-	-	-	-	50% of Total Due
► Four or More Years/NA	-	-	-	-	-	65% of Total Due

Sec 1.5

Honorary Membership

Sec 1.5.1

Honorary Membership shall be conferred on all former faculty members of Fatima and St. Francis and their spouses now residing in the Americas. Honorary Membership shall also be conferred on spouses of Regular Members. Honorary members shall not vote or hold office, but may serve on committees in the Association.

Section 2: Membership Rights and Privileges

Sec 2.1

Membership rights and privileges shall be as defined by these Bylaws.

ARTICLE III

ORGANIZATIONAL STRUCTURE AND ASSOCIATED FUNCTIONS

Section 1: Structure

The Alumni Association shall be composed of the General Assembly, Executive Committee, and Standing Committees.

Sec 1.1

General Assembly - The General Assembly shall be the highest organ of decision-making in the Association and shall consist of all membership categories.

Sec 1.1.1

The General Assembly shall meet once every year at an *Annual Convention* for regular business meetings and shall determine the place and time to meet.

Sec 1.1.2

The General Assembly shall have the exclusive powers to amend the Constitution and By-Laws of the Association.

Sec 1.1.3

The General Assembly shall have the exclusive powers to elect, in a secret ballot, or impeach, any elected member of the Executive Committee.

Sec 1.1.4

The General Assembly shall have the powers to review and evaluate the overall policies of the Association and impose corrective measures it considers necessary.

Sec 1.1.5

The General Assembly shall have the powers to suspend any provision of this Constitution and By-Laws in order to accommodate what it considers unusual situations.

Sec 1.1.6

The General Assembly shall have the powers to make decisions by a simple majority of the voting members present at a convention meeting, with the exception of amendments to the Constitution and By-Laws, which require an affirmative vote of two-thirds (2/3) of the voting members present.

Sec 1.1.7

The General Assembly shall have the powers to authorize the creation of other offices and committees it considers appropriate to implementing the association's objectives.

Sec 1.1.8

The General Assembly shall have the powers to dissolve the Alumni Association with the consent of two-thirds (2/3) of the Voting Members present.

Sec 1.2

Executive Committee - The Executive Committee exists to provide the leadership needed to achieve the Alumni Association's objectives. The committee shall consist of:

- **Current (Elected) Officers**
- **Past Presidents**
- **Chairs of Standing Committees**
- **A Former Faculty Member.**

Sec 1.2.1

The Former Faculty Member and Past Presidents on this committee shall serve in an advisory capacity but may be assigned tasks by the President in furtherance of the Association's objectives.

Sec 1.2.2

The Former Faculty Member shall not have Voting Membership status. The other committee members shall have Voting Membership status.

Sec 1.2.3

Current (Elected) Officers - The Association shall have the following officers:

- **President**
- **Vice President**
- **Secretary**
- **Treasurer**
- **Financial Secretary**
- **Chaplain**

Sec 1.2.3.A

President - The president shall be the chief executive officer and principal spokesperson of the Association, and shall be accountable to the General Assembly for the conduct of the Association's affairs.

Sec 1.2.3.A1

He or she shall be the presiding officer at all General Assembly and Executive Committee meetings; and shall, in collaboration with other members of the Executive Committee, prepare agendas appropriate for each meeting.

Sec 1.2.3.A2

The president shall lead the effort to produce and submit a balanced annual budget to the General Assembly for review and action. The budget shall include a contingency allowance for use by the Executive Committee. The allowance shall not exceed five percent (5%) of the annual budget.

Sec 1.2.3.A3

The president shall recommend programs and other initiatives to the General Assembly only after the recommendations have been presented to the Executive Committee.

Sec 1.2.3.A4

The president shall give an annual (State of the Association) report that summarizes the Association's:

- **Financial Profile**
- **Status of Programs and Other Initiatives**
- **External Communication**

Sec 1.2.3.A5

The president, in collaboration with the other officers, shall appoint the chairpersons of the Standing Committees and the Special Committees. The president, in consultation with the

appointed chairpersons, may appoint members to the respective committees.

Sec 1.2.3.A6

He or she shall supervise, coordinate, and monitor operations to ensure the implementation of the Association's initiatives including resolutions and recommendations of the General Assembly.

Sec 1.2.3.A7

The president shall serve as the Association's principal representative at ceremonial functions as long as said functions do not breach other provisions of this Constitution.

Sec 1.2.3.A8

He or she shall countersign or endorse all checks, vouchers, and all other pertinent documents relevant to doing the Association's business.

Sec 1.2.3.A9

The president shall have the powers to call emergency meetings of the General Assembly and the Executive Committee.

Sec 1.2.3.A10

He or she shall vote in the General Assembly or the Executive Committee only in the event of breaking a tie in matters brought up to a vote.

Sec 1.2.3.B

Vice President - The vice president shall be the principal assistant to the president.

Sec 1.2.3.B1

He or she shall assume all designated responsibilities when the president is absent or is unable to perform authorized, constitutional duties.

Sec 1.2.3.B2

He or she shall perform duties that may be assigned by the president.

Sec 1.2.3.B3

The vice president shall vote in the General Assembly or the Executive Committee only when not deputizing for the president.

Sec 1.2.3.C

Secretary - The secretary shall be charged with maintaining the official records and correspondence of the Alumni Association.

Sec 1.2.3.C1

He or she shall be the custodian of all of the Association's documents, including its Corporate Seal.

Sec 1.2.3.C2

The Secretary shall record and maintain accurate minutes of all General Assembly and Executive Committee meetings.

Sec 1.2.3.C3

He or she shall collaborate with the appropriate committees for purposes of creating and maintaining a current, up-to-date mailing list of the Association's Regular Membership.

Sec 1.2.3.C4

He or she shall be responsible for sending to members written meeting notices in a timely fashion.

Sec 1.2.3.C5

The secretary shall be responsible for all correspondence required for conducting the Association's official business.

Sec 1.2.3.C6

He or she shall be assisted, as deemed necessary, by an assistant appointed by the president in collaboration with the Executive Committee.

Sec 1.2.3.C7

He or she shall have one vote.

Sec 1.2.3.D

Treasurer - The treasurer shall maintain all Fatima and St. Francis accounts in the Association's name and shall do so with an accredited financial institution designated by the General Assembly.

Sec 1.2.3.D1

He or she shall be the sole custodian of the Association's funds and shall oversee all collection of revenue and payment of debts.

Sec 1.2.3.D2

The treasurer shall co-sign with the President on checks written to conduct authorized Association business.

Sec 1.2.3.D3

He or she shall create and maintain orderly and accurate accounting records of the Association's transactions that reliably reflect the financial status of the Alumni Association.

Sec 1.2.3.D4

The treasurer shall present written, periodic reports to the General Assembly and the Executive Committee, and shall make copies of the reports available. Each report shall include:

- **The account's beginning balance**
- **All financial activities since the preceding report, and**
- **The account's ending balance.**

Sec 1.2.3.D5

He or she shall ensure that each report includes a copy of the account's most recent bank statement.

Sec 1.2.3.D6

He or she shall have one vote. See Appendix B, Note 1.

Sec 1.2.3.E

Financial Secretary - The financial secretary shall be the sole official custodian of the Association's financial records.

Sec 1.2.3.E1

He or she shall create and maintain orderly and accurate records of all the Alumni Association's financial transactions and shall present periodic reports to the General Assembly and the Executive Committee.

Sec 1.2.3.E2

The financial secretary shall organize and execute the collection of all membership dues, fees, and special assessments.

Sec 1.2.3.E3

He or she shall collect or receive funds for the Association's financial transactions and transfer

all funds received, along with pertinent accurate documentation, to the treasurer.

Sec 1.2.3.E4

The financial secretary shall maintain a record of revenue and expenses, and issue official receipts for all funds collected or received for the Association.

Sec 1.2.3.E5

He or she shall sign all orders and vouchers for the disbursement of funds as authorized by the General Assembly.

Sec 1.2.3.E6

He or she shall have one vote.

Sec 1.2.3.F

Chaplain - The chaplain shall serve as the primary voice on devotional matters at pertinent functions of the Alumni Association.

Sec 1.2.3.F1

He or she shall be called upon to open each meeting of the General Assembly and Executive Committee with words of guidance and close same with words of benediction.

Sec 1.2.3.F2

The chaplain shall be relied upon to offer devotion at other functions such as breakfasts, dinners, etc., when requested to do so by the president.

Sec 1.2.3.F3

He or she shall be called upon to offer commiseration and other devotional assistance in the event of a member's need for such assistance.

Sec 1.2.3.F4

The chaplain shall serve on the Membership Committee.

Sec 1.2.3.F5

He or she shall have one vote.

Sec 1.3

Standing Committees - The Alumni Association shall have the following permanent committees:

- **Membership**
- **Ways and Means**
- **Education and Rebuilding**
- **Auditing**
- **Social**
- **Newsletter**

Sec 1.3.1

Membership Committee – This committee shall consist of no fewer than three (3) members and shall collaborate with other appropriate committees in developing strategies for recruiting, retaining, and increasing membership. Additionally, it shall collaborate with the secretary in maintaining a current, up-to-date, regular membership contact information.

Sec 1.3.2

Ways and Means Committee – This committee shall consist of no fewer than three (3) members and shall collaborate with appropriate committees and other entities in identifying projects and formulating strategies for fundraising in accordance with the provisions of this constitution. Specifically, the Ways and Means Committee shall collaborate with all Convention local host committees in planning and executing fundraising activities.

Sec 1.3.3

Education and Rebuilding – This committee shall consist of no fewer than three (3) members and shall spearhead all matters involving assistance to the two alma maters. It shall develop innovative ways of how the Association can better assist the schools. It shall maintain an open line of communication with authorities of St. Francis and Fatima in a manner that enhances the collaboration with the schools.

Sec 1.3.4

Auditing Committee – This committee shall consist of no fewer than two (2) members and shall be charged with the oversight responsibility of ensuring that periodic financial reports reflect accurately the Association's financial profile.

Sec 1.3.5

Social Committee – This committee shall consist of no fewer than three (3) members and shall spearhead the Association's outreach effort to members and former faculty, and shall do so in collaboration with the Membership Committee.

Sec 1.3.6

Newsletter Committee – This committee shall consist of no fewer than two (2) members and shall, in conjunction with the website, be the primary means of communication of the Association.

Section 2: Functions

Functions (including responsibilities and powers) of the General Assembly, Executive Committee, Standing Committees, and all other entities created to conduct the Association's business, shall be as described in these By-Laws.

**ARTICLE IV
MEETINGS, REGULATIONS, AND PROCEDURES**

Section 1: Meetings

Meetings of the Alumni Association shall be held as described below.

Sec 1.1

General Assembly

Sec 1.1.1

Regular Meetings of the General Assembly shall be held once every year at the *Annual Convention*. The venue of each convention shall be determined at least two years in advance.

Sec 1.1.2

Special Meetings of the General Assembly shall be called only through the Executive Committee if at least 5% of the Voting Members approves. The Association's membership shall be notified of the reason and specifics in advance of such meetings.

Sec 1.2

Executive Committee

Sec 1.2.1

Regular Meetings of the Executive Committee shall be held at least twice a year on a prescribed date, at a prescribed time, and place.

Sec 1.2.2

Special Meetings of the Executive Committee shall be called only by the president or the president's designee. Committee members shall be notified of the reason and specifics in advance of such meetings.

Sec 1.3

Committees

Sec 1.3.1

Each committee shall decide the frequency of its meetings based on the nature or urgency of the work entrusted to it.

Section 2: Quorums

Quorums for meetings of the Alumni Association shall be observed as described below.

Sec 2.1

General Assembly

Sec 2.1.1

Basis for Quorum -- Quorum for the General Assembly shall be based on the count of Voting Members recorded by the treasurer and verified by the secretary at the most recent general election.

Sec 2.1.2

Except where specified in these by-laws, 20% of the Voting Members of the General Assembly shall constitute a quorum to conduct Association business.

Sec 2.1.3

The presiding officer shall ensure the presence of a quorum at a business meeting prior to calling the meeting to order.

Sec 2.1.4

A challenge by any Voting Member to the presence of a quorum shall be resolved by an official roll call by the Secretary.

Sec 2.2

Executive Committee

Sec 2.2.1

Fifty percent (50%) of the Executive Committee membership shall constitute a quorum for all meetings.

Sec 2.3

Committees

Sec 2.3.1

A simple majority shall constitute a quorum for all committee meetings.

Section 3: Voting

Voting shall be conducted as described below for matters brought up for decisions.

Sec 3.1

General Assembly

Sec 3.1.1

Voting conducted for any elected position of the Association shall be by secret ballot, except when only one candidate is nominated unopposed; in such a case, voting may be by acclamation.

Sec 3.1.2

Voting conducted for any other matter shall be by acclamation:

- “Aye” - For
- “Nay” - Against

Sec 3.1.3

The presiding officer shall resolve disputes to an aye-nay vote by calling for either a show-of-hands or a stand-up-and-be-counted format.

Sec 3.1.4

Refer to Article III, Sec 1.1.6.

Sec 3.2
Executive Committee

Sec 3.2.1

Except otherwise stipulated in these by-laws, all decisions shall be made by a simple majority vote of those present.

Sec 3.3
Committees

Sec 3.3.1

Except otherwise stipulated in these by-laws, all decisions shall be made by a simple majority vote of those present.

Section 4: Proxies

Voting Members shall not vote by proxy to conduct any Association business. They shall be present at meetings to vote.

Section 5: Parliamentary Procedure

Association meetings shall be conducted in accordance with the procedures set forth in “Robert’s Rules of Order”; however, in the event of a conflict, the provisions of these by-laws shall prevail.

Section 6: Order of Business

The order of business of the Alumni Association shall be as follows:

- I. Opening Phase**
 - A. Call to order
 - B. Opening Prayer
 - C. Chair’s Opening Remarks
 - D. Minutes (read, correct, approve, adopt)
 - E. Correspondence (outgoing, incoming)
- II. Reports Phase**
 - A. President’s Report
 - B. Financial Reports
 - i. Financial Secretary
 - ii. Treasurer
 - C. Committee Reports
 - D. Annual Budget
- III. Business Phase**
 - A. Unfinished Business
 - B. New Business
 - C. Other Business
- IV. Closing Phase**
 - A. Chair’s Closing Remarks
 - B. Closing Prayer
 - C. Adjournment

Section 7: Vacancies

Vacancies shall be filled as described below.

Sec 7.1
Executive Committee

Sec 7.1.1

Vacancies in elected positions shall be filled as described until the subsequent Association election.

Sec 7.1.2

Presidency - The vice president shall ascend to the presidency if a vacancy occurs in that position.

Sec 7.1.3

Vice Presidency - The secretary shall ascend to the vice presidency if a vacancy occurs in that position.

Sec 7.1.4

Secretariat - The president shall appoint, with the consent of the General Assembly, a voting member to the secretariat if a vacancy occurs in that position.

Sec 7.1.5

Treasury - The president shall appoint, with the consent of the General Assembly, a voting member to the treasury if a vacancy occurs in that position.

Sec 7.1.6

Financial Secretariat - The president shall appoint, with the consent of the General Assembly, a voting member to the financial secretariat if a vacancy occurs in that position.

Sec 7.1.7

Chaplaincy - The president shall appoint, with the consent of the General Assembly, a voting member to the chaplaincy if a vacancy occurs in that position.

Sec 7.1.8

Vacancies filled by presidential prerogative shall require a simple majority vote of voting members.

Sec 7.2

Committees

Sec 7.2.1

Vacancies on committees shall be filled by the president in collaboration with the respective committee chairs.

Section 8: Code of Ethics

Except otherwise stipulated in these by-laws, the Alumni Association shall conduct business consistent with the provisions contained in its Code of Ethics.

Sec 8.1

Purpose - This Code of Ethics is designed to help create an environment that caters to principled and disciplined behavior among those entrusted with doing business in the name of the Alumni Association. These entrusted individuals include those assigned, delegated, appointed, selected, or elected to do the Association's work. Along with other relevant procedures, the provisions contained in this Code of Ethics are geared toward providing the Association with guiding principles that reflect the expectations of its constituency. Therefore, the actions, practices, or behavior of those doing business in the name of Alumni Association will be viewed through this Code of Ethics in addition to all other relevant guidelines.

Sec 8.2

Fiscal Transparency and Accountability - The Association must operate in an environment of fiscal transparency that ensures, among other things, accountability for the way in which it raises and spends funds. Here, the underlying assumption is that effective transparency will, over time, result in enhanced accountability. This enhanced level of accountability further assumes efficient governing approaches and practices which ultimately serve to counter fraudulent tendencies.

Sec 8.3

Petty Cash Provision & Management - A petty cash fund will be established to accommodate emergencies and expenses for small purchases. The fund will not exceed \$200 per event and will be budgetary. The Treasurer will record and describe each expense in the proper books.

Sec 8.4

Clarity of Roles and Responsibilities - This provision requires that the Association's:

- A. Structure and functions must be clearly specified;**
- B. Executive Committee must establish and abide by a set of clear criteria in executing its responsibilities;**
- C. Financial transactions must be authorized and conducted in a manner consistent with the terms of the authorization;**
- D. Financial statements must be clear and explicit;**
- E. Treasurer and/or financial secretary must make information on taxes, fees, and charges understandable and easily accessible;**
- F. Management and coordination of budgetary and extra-budgetary activities must be clear and consistent with the provisions of this Code of Ethics as well as the provisions contained in the by-laws;**
- G. Executive Committee must submit for approval to the General Assembly any plan to commit or expend the Association's funds.**

Sec 8.5

Responsible Conduct

A. Responsibility

- 1. Members must execute responsibilities assigned to them in a manner that is professional (responsible of behavior and assignment, efficient in execution of assignment, respectful of the views of others);**
- 2. Members must have an on-going responsibility to collaborate with colleagues in executing their assignments;**
- 3. Members must be aware that the combined efforts of all are required to achieve the Association's objectives;**

B. Public Interest

- 1. Members must accept the obligation to act in ways that validate and enhance the trust of the community they serve;**
- 2. Association membership implies a commitment to honor the community trust; members honor that trust by demonstrating their dedication to responsible behavior and practices as they carry out tasks assigned to them;**

C. Honesty and Integrity

- 1. Members must perform their work with honesty, diligence, and responsibility;**
- 2. They must not knowingly be a party to any illegal activity or engage in acts that discredit Alumni Association;**
- 3. They must respect and abide by the provisions of the standards contained in this Code of Ethics and the by-laws;**

D. Objectivity and Confidentiality

- 1. Members must not engage in, or be a part of, activities or relationships that result in conflict of interest with the Association;**
- 2. They must not accept anything that likely may be considered an inducement to grant favors or a libation to impair their judgment on relevant Association matters;**

3. They must be responsible in the use and confidentiality of information acquired in the course of their duties;
4. They must not use such information for personal or other gains;

E. Competency

1. The Association's objectives are advanced when members engage in activities for which they are willing to allocate requisite resources of time, knowledge, skills, and experience. The objectives further are advanced when individuals so engaged are willing to collaborate for the greater good of the community they serve;
2. Members must perform their assignments in accordance with provisions contained in this Code of Ethics and the by-laws;
3. Members must strive to continually improve the proficiency, effectiveness, and quality of the goods and services they provide to the Alumni Association;

Sec 8.6

Irresponsible Conduct - While the following list of unacceptable behavior does not represent the only infractions possible, it nevertheless acknowledges the negative impact such behavior is likely to have on the Association's efforts at conducting business. A member, therefore, will conduct alumni business in an environment that creates and enhances respect for person, property, and prevailing guidelines. A member will be in violation of this requirement if, in conducting alumni business, the member is cited with any of these transgressions:

1. Making physical threats
2. Attempting physical assault
3. Causing verbal or physical assault
4. Engages in character assassination

Section 9

Disciplinary Measures - Unless otherwise specified in these by-laws, a member shall be exposed to disciplinary measures for official misconduct, as listed below.

Sec 9.1

Official Misconduct - A member who commits any of these acts of official misconduct shall be exposed to a level of disciplinary action equal in measure to the breach committed.

- A. Fraud (Deception, scam, forgery, etc.)
- B. Embezzlement (Misappropriation, stealing, theft, etc.)
- C. Inefficiency (Incompetence, ineptitude, wastefulness, etc.)
- D. Failure to be Current with Dues Payment
- E. Failure to Attend Meetings
- F. Misrepresentation (Falsification, distortion, fabrication, etc.)
- G. Impersonation (Unauthorized representation)
- H. Failure to Perform As Constitutionally Required (Incompliance with constitutional mandates)

Sec 9.2

Official Consequences - Unless otherwise specified in these by-laws, the following menu of consequences shall suffice as remedy for misconduct by a member who engages in behavior that obstructs or injures execution of the Association's objectives as defined in its Preamble.

- A. Impeachment (Process of bringing formal charges of official misconduct)**
- B. Expulsion (Ejection, removal, etc.)**
- C. Discharge (Relieved of responsibility, release, etc.)**
- D. Suspension**
- E. Reprimand and Fine**
- F. Fine (Monetary penalty)**
- G. Reprimand (Verbal or written warning)**

Sec 9.2.1

General Assembly

Sec 9.2.1.A

A member shall be subject to expulsion for committing fraud, embezzlement, misrepresentation, or impersonation.

Sec 9.2.1.B

A member shall be exposed to the provisions of ARTICLE II, Sec. 1.3.1, for failure to be current with dues payment and failure to attend meetings.

Sec 9.2.1.C

A member shall be subject to a reprimand or a fine, unless otherwise specified in these by-laws, for inefficiency or failure to perform as constitutionally required.

Sec 9.2.2

Executive Committee

Sec 9.2.2.A

An elected member of the Executive Committee shall be subject to impeachment for committing fraud, embezzlement, misrepresentation, or impersonation.

Sec 9.2.2.A1

An elected member of the Executive Committee shall be discharged of responsibilities for inefficiency and failure to perform as constitutionally required.

Sec 9.2.2.A2

An elected member of the Executive Committee shall be subject to the provisions of Article II, Sec. 1.3.1, for failure to be current with dues payment and failure to attend meetings.

Sec 9.2.2.B

A non-elected member of the Executive Committee shall be subject to immediate expulsion for committing fraud, embezzlement, misrepresentation, or impersonation.

Sec 9.2.2.B1

A non-elected member of the Executive Committee shall be discharged from the Executive Committee if cited with inefficiency and failure to perform as constitutionally required.

Sec 9.2.2.B2

A non-elected member of the Executive Committee shall be subject to the provisions of Article II, Sec. 1.3.1, for failure to be current with dues payment and failure to attend meetings.

Sec 9.2.3

Committees

Sec 9.2.3.A

A committee member shall be exposed to consequences described herein for his or her respective membership category.

Section 10

Due Process - All issues, concerns, or complaints of official misconduct shall be addressed as described below.

Sec 10.1

Filing - All issues, concerns, or complaints of official misconduct shall be type-written and filed with the Executive Committee within 60 (sixty) days of the alleged misconduct. The complaint shall include the name(s) of the complainant(s) and shall describe in detail the misconduct alleged -- including the date(s), time(s) and place(s) of the violation, the name(s) of the person/people involved, and the by-laws provision(s) allegedly violated.

Sec 10.1.1

Filing Eligibility - Only voting members shall be eligible to file notices of misconduct.

Sec 10.2

Notification - The Executive Committee shall notify the complainant(s) and the target of the complaint within two (2) weeks after receiving the complaint.

Sec 10.2.1

Receipt - The notice of complaint shall be considered *received* after it has been presented at a regular or special meeting of the Executive Committee.

Sec 10.3

Hearing - The Executive Committee shall appoint, within four (4) weeks of receipt of complaint, a special committee cloaked with the authority to investigate and hear the complaint.

Sec 10.3.1

Hearing Guidelines - The hearing committee shall create a set of guidelines consistent with its task and relevant provisions of these by-laws.

Sec 10.4

Report - The hearing committee shall submit a written report to the Executive Committee within seven (7) months of the assignment. The report shall include:

- A. The original text of the complaint, as filed;
- B. The committee's findings and opinion on each complaint component;
- C. The committee's conclusion and recommendation;

Sec 10.4.1

Protocol - The hearing committee shall not notify parties to the complaint about the contents of its report.

Sec 10.5

Decision - The Executive Committee shall forward its decision in writing to the complainant(s) and the target within three (3) weeks of receipt of the hearing committee's report.

Sec 10.6

Appeal - A party not satisfied with the Executive Committee's decision may appeal to the General Assembly provided the appeal is:

- A. Typewritten and describes, in detail, the grounds for the disagreement, citing specific references to Association by-laws allegedly violated in rendering the decision.
- B. Forwarded to the president within two (2) weeks of the decision and accompanied with a hundred-dollar (\$100) fee (cash or money order), refundable only if the original decision is overturned.

Sec 10.7

Response – The General Assembly shall reserve the right of refusal to hear an appeal; in which case, the original decision shall stand. Should the General Assembly decide to hear the appeal, it shall do so only if the petitioner is present; otherwise, the appeal shall be dismissed and all applicable fees forfeited. The filing fee for an appeal that later is withdrawn, shall be forfeited. The decision by the General Assembly shall be final and not subject to appeal.

Section 11

Impeachment – Impeachment shall define the process through which formal charges of official misconduct are filed against an elected member of the Executive Committee.

Sec 11.1

Filing – The process of impeachment shall begin with the filing of the *articles of impeachment* with the Executive Committee within 60 (sixty) days of the alleged misconduct. The filing shall be typewritten and shall include the name(s) of the petitioner(s) and the target officer. It shall list and describe in detail each article (item) that forms the basis of the misconduct. Each article shall cite specific references to Association by-laws allegedly infringed. A complaint not in compliance with the filing requirements shall be dismissed.

Sec 11.1.1

Filing Eligibility – Only voting members shall be eligible to file notices of impeachable misconduct.

Sec 11.1.2

Notification – See Article IV, Sec 10.2.

Sec 11.1.3

Receipt – See Article IV, Sec 10.2.1.

Sec 11.2

Hearing – The Executive Committee shall appoint, within four (2) weeks of receipt of complaint, an impeachment committee cloaked with the authority to investigate and hear the misconduct.

Sec 11.2.1

Hearing Guidelines – See Article IV, Sec 10.3.1.

Sec 11.3

Report – The impeachment committee shall submit a written report to the Executive Committee within three (3) months of the assignment. The report shall include:

- A. The original text of the articles of impeachment, as filed;
- B. The committee's findings and opinion on each article of impeachment;
- C. The committee's conclusion and recommendation to submit or not submit the case to the General Assembly;

Sec 11.3.1

Protocol – See Article IV, Sec 10.4.1.

Sec 11.4

Decision – The Executive Committee shall forward its decision in writing to the complainant(s) and the target officer within two (2) weeks of receipt of the impeachment committee's report. The decision shall specify whether or not the case shall be submitted to the General Assembly for a full hearing.

Sec 11.4.1

Submit – A 'submit' decision shall transfer the impeachment proceedings to the General Assembly and shall empower automatically the impeachment committee to conduct the proceedings.

Sec 11.4.1A

Reading – The impeachment committee shall make a formal presentation of the charges to the General Assembly by reading the entire list of the articles of impeachment, as filed.

Sec 11.4.1B

Inquiry – After the reading as described, the impeachment committee shall inquire from the General Assembly whether it wishes to proceed with the impeachment process by asking for a yes’ or ‘no’ voice vote. The committee shall resolve disputes in this vote by calling for either a show-of-hands or a stand-up-and-be-counted format.

Sec 11.4.1C

Yes - A ‘yes’ vote shall require the impeachment committee to read each article of impeachment separately. After each article is read, the General Assembly shall proclaim ‘impeachable’ or ‘not impeachable’. A majority of voting members proclaiming ‘impeachable’ shall render a particular article an official misconduct. Doing so *impeaches* and shall expose the official to a hearing in the General Assembly. The hearing shall be based on only the ‘impeachable’ offenses.

Sec 11.4.1D

Removal - An official found culpable of impeachable offenses, as described, shall be removed from office with the approval of two-thirds (2/3) of the voting members present.

Sec 11.4.2

Do Not Submit – A ‘do not submit’ decision shall render baseless the allegation of official misconduct and shall be cause to dismiss the case.

ARTICLE V GENERAL ELECTIONS

Section 1: Election of Officers

There shall be a general election held every two years for officers of the Association.

Sec 1.1

Exposure -- Unless otherwise specified in these by-laws, all elected positions shall be exposed to the electoral process.

Sec 1.2

Eligibility -- Members seeking elective office shall submit to the Association’s electoral process and the provisions described in Article II, Sec 1.2.1., of these by-laws.

Sec 1.3

Election Commission -- The president shall appoint an Election Commission charged with the responsibility of conducting and supervising the election process. He or she however may appoint only the election chair who, collaborating with the president, shall choose or select the other commission members. The appointment shall be made at least six (6) months prior to an election.

Sec 1.3.1

Membership -- The Election Commission shall have at most five (5) members, including the chair, all of whom shall be Voting Members.

Sec 1.3.2

Guidelines -- The Election Commission shall conduct elections as described by the guidelines below:

*Our Lady of Fatima and Saint Francis High Schools
Alumni Association in the Americas
(Year) General Election Guidelines*

Officers To Be Elected:

1. President
2. Vice President
3. Secretary
4. Treasurer (Subject to Article III, Sec 1.2.3.D6)
5. Financial Secretary
6. Chaplain

Application

1. May be filed up to election time.
2. Shall be evidenced by a nomination from the floor.
3. Person making nomination shall be a Voting Member.
4. A nomination shall be seconded, pursuant to other requirements, in order to place the nominee's name on the ballot.

Candidate

1. Shall be a Voting Member;
2. Shall meet all other qualifications and constitutional requirements for the office sought;
3. Shall be present to be considered for candidacy;
4. Shall accept or decline a nomination that has been seconded;

Voter

1. Shall be a Voting Member;
2. Shall be present;
3. Shall be issued a ballot to vote;

Q&A (Before Voting Starts)

1. Eligible candidates shall each be allowed at most 2 minutes for self-introduction and presentation of platform.
2. The General Assembly Shall be allowed up to 20 minutes for a Q&A with all candidates.

Voting

1. Shall be by secret ballot;
2. Shall result in the election of the candidate with the most votes for each office;

Vote Count

1. Votes counted shall be only those cast at election site;
2. Results announced immediately upon completion of count;
3. Candidate with the most votes for a particular office wins;
4. Tie votes shall be broken by at most two (2) more cycles of secret ballots.
5. A tie not broken as described in item #4 above shall require the Election Commission to extend the voting process by calling for an additional nomination.

Disqualification

Failure by a candidate or voter to abide by these guidelines shall result in the disqualification of that candidate or voter from the voting process.

Sec 1.3.3

Publication -- The Election Commission shall ensure the publication of the election guidelines in all pertinent communication devices of the Association at least one (1) month prior to an election.

Sec 1.4

Transition of Officers -- Newly elected officers shall assume office at the end of the general meeting during which they were elected.

Sec 1.5

Transition of Assets -- Outgoing officers shall collaborate with a newly elected corps of officers to effect a prompt and efficient transfer of pertinent Association property. All appropriate transfers and transitions, including name or signature changes, shall be completed within thirty (30) days after an election.

Section 2: Tenure of Office

Unless otherwise specified in these by-laws, an officer of the Association shall be elected for two (2) years, and may serve a maximum of two (2) consecutive terms in the same position.

ARTICLE VI FINANCES

Section 1: Fiscal Year

The fiscal year of the Association shall commence on the first day of July of each year and end on the last day of June the following year.

Section 2: Banking

The Association shall maintain a bank account at an accredited financial institution designated by the General Assembly.

Sec 2.1

Oversight -- Lead oversight responsibility of the Association's bank account shall be exercised by the treasurer who, along with the other Executive Committee members, shall ensure the account's integrity.

Section 3: Dues and Assessments

The Association shall determine and levy dues and may obligate, as deemed necessary, special assessments as part of its revenue-generating regime.

Sec 3.1

Dues -- Annual dues of the Association shall be \$60 (US) or any amount as otherwise determined by the General Assembly.

Sec 3.1.1

Payment -- Dues payment shall be in lump sum or by installment, and shall be evidenced with the issuance of an official receipt from the financial secretary. Unless otherwise specified in these by-laws, full payment of dues shall result in affiliation status as described in Article II, Sec 1.2.1.

Sec 3.1.2

Delinquency -- Payment delinquency shall result in affiliation status as described in Article II, Sec 1.3.1.

Sec 3.2

Assessments -- The General Assembly may levy special assessments to finance specific projects or to accommodate budgetary shortfalls. The language of a levy shall specify the amount and payment deadline of the assessment.

Section 4: General Funds

The Association shall derive its revenue from the following sources:

1. Membership dues and registration fees;
2. Income from functions and other activities;
3. Contributions, grants, and donations from various organizations, foundations, and individuals;
4. Special assessments as deemed necessary by the General Assembly;

Section 5: Financial Administration

The Association shall manage its financial affairs as described in this section of the by-laws.

Sec 5.1

Financial Transactions -- All financial transactions shall be authorized and conducted in a manner consistent with the terms of the authorization and within the provisions of these by-laws.

Sec 5.2

Clarity -- Financial statements must be clear and explicit.

Sec 5.3

Authorized Withdrawals -- Only the president and treasurer shall co-sign all checks written to conduct authorized Association business. No other activity shall justify funds withdrawal from the Association's account.

Sec 5.4

Deposits -- All Association funds shall be deposited in the organization's account.

Sec 5.5

Petty Cash Provision & Management - A petty cash fund shall be established using the contingency allowance provision described in Article III, Sec 4.2.2. The fund shall be used to accommodate emergencies and expenses for small purchases. A petty cash expense shall not exceed \$200 per event, and shall be budgetary. The

Treasurer shall maintain a log of all petty cash activity which shall describe each expense, the amount allocated, and the date of the authorization.

Sec 5.6

Financial Audit – All financial activity shall be subject to the provisions described in Article III, Sec. 1.3.4.

ARTICLE VII AMENDMENTS

Section 1: Proposals for Amendments

All proposals for amendments to these by-laws shall be typewritten and submitted to the Election Commission at least thirty (30) days prior to consideration by the General Assembly.

Sec 1.1

Format -- A typewritten restatement of the current provision, if one exists, shall precede each proposed amendment.

Sec 1.2

Placement Requirement – Signatures of at least one-fourth (1/4) of Voting Members present shall be required to place proposals for amendments on the ballot.

Sec 1.3

Availability -- The author(s) of proposals for amendments shall make sufficient copies of the document available to the Election Commission for distribution at the balloting site.

Section 2: Amendment, Adoption, and Ratification

These By-Laws and Constitution may be altered or amended and adopted as described below:

Sec 2.1

Amend -- Consent of two-thirds (2/3) of the Voting Members present shall be required to amend the By-Laws and Constitution.

Sec 2.2

Adopt and Ratify -- Consent of a simple majority of the Voting Members present shall be required to adopt and ratify amendments to the By-Laws and Constitution.

ARTICLE VIII OFFICIAL SEAL

Section 1: Seal

The seal of the association shall be an appropriate graphic symbol approved and authorized by the General Assembly.

Sec 1.1

Current Seal -- The association shall adopt the current blue and white emblem adorning formal events as its official seal.

ARTICLE IX OFFICIAL OATH

Section 1: Oath

The oath of the Alumni Association shall be:

"As I take on the responsibility of the office to which I have been elected, I pledge to serve to the best of my ability. This,

I promise. This, I swear. So God, help me.”

ARTICLE X DISSOLUTION

Section 1

The General Assembly may dissolve the Alumni Association as described in Article III, Sec 1.1.8. In the event of dissolution, the Association’s assets, after payment and settlement of all debts, shall be disposed of in a manner consistent with its certification of incorporation. Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 2 – Additionally, as agreed to in an amendment at the 2002 Minnesota Convention, the Association shall decide to exercise its options to donate all assets, in the event of dissolution, to the Society of African Missions (SMA), a catholic order with headquarters in Tenaflly, New Jersey, for distribution to Our Lady of Fatima High Schools and St. Francis High Schools in Maryland County, Liberia, West Africa.

Section 3 – No part of the net earnings of the organization shall inure to the benefit of, or to be distributed to its members, trustees, officers, or private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XI REGIONAL COORDINATES

(As Discussed, approved, and adopted at the 2002 Minnesota Convention)

I. PURPOSE: Regional Coordinates (Coords) shall be set up in various regions of the Americas as the need arises. They shall work harmoniously with the leadership of the association to coordinate the activities of the association amongst alumni of Our Lady of Fatima and St. Francis High Schools in their respective regions. They are, through their respective committees, to aid the Executive Body in bringing about the awareness of The OLF/SF HS Alumni Association in their regions. Like any other committee, the president may assign specific tasks and/or functions to be carried out by a coord in its region on behalf of the association. They shall abide by the constitution and by-laws of the association.

II. COMMITTEES: Each Regional Coord shall be steered by a committee to be appointed by the president of the association in consultation with all other elected officers based on recommendations from alumni of good standing in that region. Each coord shall have a: (1) Chairman/Chairlady, (2) Vice Chair, (3) Secretary, and (4) Financial Assistant. Each committee shall have a membership of ten (10) persons with a quorum of five (5) persons. Each committee shall function as any other committee in the association based on the constitution and by-laws of the association.

Each committee is answerable to the office of the president of the association. The president reserves the right to replace any committee member in the interest of the association based on constitutional provisions for replacement.

III. DUTIES OF COMMITTEE OFFICERS:

Chairman:

- The chairman is appointed by and answerable to the president of the association.
- He/she is to work closely with other committee members in carrying out the duties of the coord. He/she shall preside over committee meetings.
- He/she shall supervise the activities of all other committee members.
- In close consultation with all other committee members, he/she shall make periodic reports and recommendations to the office of the president.
- He/she may carry out other duties that may be assigned to him/her by the office of the president.

Vice Chairman:

- He/she shall be appointed by the president of the association.
- He/she shall carry out the functions of chairman in the absence of the chairman.
- He/she shall assist and closely work with the chairman in carrying out the duties of the committee as directed by the president.

Secretary:

- He/she shall be appointed by the President of the Association.
- He/she shall be responsible for all recording and correspondence of the Committee, and thereby shall be in charge of receiving all mailings for the Committee.
- He/she shall keep all committee records. He/she shall receive a copy of each
- comprehensive financial report sent to the financial secretary of the association by the financial assistant.
- He/she shall take attendance at all meetings and is to announce whether committee quorum has been met before the meeting is brought to order.
- All official communications, besides financial reports to the association, should be addressed to the office of the president unless otherwise advised by the president.

Financial Assistant:

- He/she shall be appointed by the president of the association.
- He/she shall coordinate associations funds in the region under the supervision of the chairman.
- He/she shall remit funds received on behalf of the association to the financial secretary at the Association's address, within seventy-two hours (72 hours) of receipt. Funds that are received less than seventy two hours before Sundays or National Holidays shall be immediately remitted on the following mailing date.
- He/she shall issue an official association receipt to the payer(s) upon receipt of any payment
- He/she shall make a comprehensive report listing names of payers, matching amount paid with the corresponding name, and also making appropriate itemization of all other sources of revenue.
- All remittance of funds to the financial secretary should be accompanied by the aforementioned comprehensive report bearing the signature of the financial assistant.
- He/she shall immediately transmit a copy of each comprehensive financial report to the committee's secretary, and retain one copy for the financial assistants file. It is the committee's responsibility to review each financial report and pass observations to the office of the president if the need arises.
- The financial assistant shall be held accountable for all association's funds that are brought under his/her care.

- All fund-raising programs shall be approved by the office of the president and carried out by the committee.

IV OPERATIONAL COST:

The President shall approve that () percent of all revenue remitted to the association by a particular coord be returned to that coord in order to meet routine operational expenses. The president, in consultation with the financial secretary and treasurer of the association, shall recommend a reasonable amount to be paid to any coord who, with justifiable proposal, requests for funds to carry out an approved function in its region on behalf of the association.

All operational funds in the possession of each coord belong to the association. It is thereby imperative that each committee transmits its internal financial report to the office of the financial secretary of the association annually no later than two (2) months before July. The exception to this deadline is to that coord which is hosting association's convention in the current year.

A coord hosting the association's convention for the current year shall submit a comprehensive report of its activities at the first Executive Advisory Committee meeting following the convention. It will be appropriate that the committee chair, secretary and financial assistant attend that meeting. It is appropriate that the committee's report be submitted in person (not just by mail).

Citation to the aforementioned Executive Advisory Committee meeting should be circulated to all officers of the coord which hosted the convention of the current year. Based on the foregoing, it is advisable that the first Executive Advisory Committee meeting after a convention be held in the same year of that convention.

ARTICLE XII INDEMNIFICATION

The Alumni Association shall indemnify any person who becomes a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact such person is, or was a member of the Executive Committee of this organization. The person shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in actual or reasonable settlement provided he or she acted in good faith serving on behalf of the Organization and in a manner he or she had no reasonable cause to believe the conduct was unlawful.

Respectfully submitted by the Constitution and By-Laws Committee (CABL):

Nyemade Bush
Kennedy Myers
Gregory Nimpson
Mary Sirleaf
Madeline White
Joseph Wreh

June 7, 2010

APPENDIX A - *Amendments*

ARTICLE V GENERAL ELECTIONS

Section 1: Election of Officers

There shall be a general election held every two years for officers of the Association.

Sec 1.1

Exposure -- Unless otherwise specified in these by-laws, all elected positions shall be exposed to the electoral process.

AMENDMENT – July 3, 2010 – Convention 2010 – Maryland/Washington, D.C.

The position of Treasurer shall be closed to general elections during the tenure of Mrs. Marlene (Sister Marlene) White.

APPENDIX B - *Notes*

Note 1:

A special situation has existed since 1994 with Mrs. White (Sister Marlene) and the treasury position. Sam Mombo was elected treasurer in 1993. Shortly thereafter, the rumor was that he had returned to Liberia. With the treasurer's position officially vacant for the 1994 election and no visible or announced candidates for the slot, Mrs. White, already serving as acting treasurer following her appointment by then president James Butty, volunteered her availability for the position. The problem was, as a former faculty, she was an Honorary Member and barred by our by-laws from voting or holding office. Subsequently, the General Assembly at that convention not only voted to suspend for Mrs. White those restrictive provisions of the by-laws, but also *closed* the position to all other candidates from then on. Until the General Assembly reverses its vote on the suspension, the treasurer's position remains *closed* and reserves for 'Sister Marlene' the title *Treasurer for Life*.