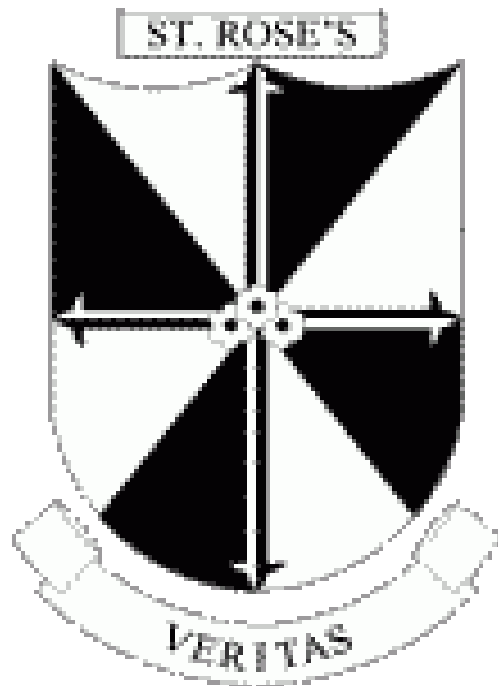


**CONSTITUTION**  
**OF**  
**ST. ROSES NORTH AMERICA INC.**



**DATED THE 25<sup>TH</sup> DAY OF JULY 2015.**

# CONSTITUTION AND BY-LAWS OF ST ROSES NORTH AMERICA INCORPORATED. (ROSA NORTH AMERICA INC.)

## **Preamble:**

We, the members of St Roses North America Inc. united by our strong catholic education, values and belief in our Motto VERITAS (Truth) and guided by the Almighty God on this day, July 25th, 2015 vote to adopt and establish this constitution and by-laws.

## **ARTICLE 1 - NAME OF ASSOCIATION**

The Association is an alumni association of St. Roses Secondary School, Akwatia Ghana. It shall be known St. Roses North America Inc. hereinafter referred to as "ROSA North America INC".

## **ARTICLE 2 - MISSION AND VALUES STATEMENT**

### **i. Mission Statement**

The mission of the group shall be to help re-establish the glory of our alma mater by seeking a more collaborative role in the running of affairs at the school. We seek to raise and solicit funds; to collaborate with other Catholic churches/ high schools in North America and to foster a higher level of Catholic education. We also seek to provide an opportunity for girls who are underprivileged to have an equal opportunity to high quality Catholic education by awarding scholarships and providing resources for their success.

### **ii. Vision Statement**

To help establish St Roses Senior Secondary School as a leadership high school for girls. We seek to provide an environment serene and safe that will promote creativity and innovation. We envision that all students of St Roses will have the highest quality of education, be well rounded and achieve excellence in science, liberal arts, music and the arts. We envision training girls to become the future leaders of Ghana who will give back to their Alma mater, society, church and to the world at large.

### **iii. Purpose**

Said organization will be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code.

Upon dissolution of the Association, all assets of the Association after satisfaction or provision for satisfaction of all debts and claims, shall be distributed, transferred and delivered by the Board of Trustees of the Association as soon as is practicable to or for the benefit of one or more

organizations or societies chosen by the Board of Trustees of the Association, which are organized and operated exclusively for charitable, religious, scientific or educational purposes and which are exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

### **ARTICLE 3 - OFFICES OF ASSOCIATION**

The Association shall have its Offices based in the United States of America at a location, city or State determined by the Executive Committee in consultation with the Board of Trustees; provided that any such decision is subsequently ratified by members at an Annual General Meeting.

### **ARTICLE 4 – STATEMENT OF NON-DISCRIMINATION**

No activities of the Association shall discriminate against any individual or group of individuals on the basis of age, disability, ethnic or National origin, gender, marital status, political orientation, race or religion.

### **ARTICLE 5 – MEMBERSHIP**

The Association shall have four categories of membership: Active, Honorary/Affiliate, Lifetime and De Facto:

#### **5.1. Active Membership**

5.1.1 Active members shall consist of: Alumni of St Rose’s secondary School (Akwatia) who successfully completed at least one term.

5.1.2. They must have also registered with the association and must have paid annual membership dues for the current year.

#### **5.2 Honorary/ Affiliate membership**

5.2.1 Any individual who is not an alumnus of St Rose’s secondary School (Akwatia) and is interested in supporting the mission of the association.

5.2.2 Honorary or affiliate membership shall require the approval or majority vote of the active membership.

#### **5.3 Lifetime membership**

5.3.1 Lifetime membership shall be conferred on individuals who have met specific guidelines set out in the by-laws to this constitution. Lifetime members shall have all the privileges of active members.

5.4. **De Facto Members**

- 5.4.1. De Facto members shall comprise of any alumnus of St Roses Secondary School (Akwatia) who successfully completed at least one term at St Roses' but has not registered and paid the annual membership dues of this association for the current year

5.5 **MEMBERS TO ACCEPT RULES AND REGULATIONS**

Membership of the Association shall imply acceptance of all rules and regulations contained in Articles in this constitution for the time being in force, and any rules and regulations made thereupon, or by any person or persons exercising authority in accordance with this constitution.

- 5.5.1. Active, Honorary/Affiliate and Lifetime members shall be stripped of their membership if their actions or inactions are in violation of the constitution and or the bylaws of this association.
- 5.5.2 Members who violate the constitution and or its bylaws shall be stripped of their membership as specified under the bylaws.
- 5.5.3. An Active, Honorary/Affiliate and Lifetime member removed by due process shall become a De Facto member.
- 5.5.4 One year after being stripped of one's active, honorary/affiliate or lifetime membership, a person may petition the Executive Committee to have their original membership reinstated.
- 5.5.5 The process of reinstatement of membership shall be as specified in the by-laws to this constitution.

**Article 6 – OFFICERS**

**6.1 COMPOSITION**

The Executive and Non-Executive Officers of the Association shall comprise the President, Vice President, and Treasurer, Deputy Treasurer, Secretary, Deputy Secretary, the Event/fundraising Coordinator and Deputy Event /Fundraising Coordinator and Year Group Representative(s).

**6.2 ELECTION**

Except Year Group Representatives all Officers shall be elected at an Annual General Meeting by a majority of those present and eligible to vote, including the votes of those voting by proxy or electronic means.

**6.3 NON- EXECUTIVE OFFICERS - YEAR GROUP REPRESENTATIVES**

Year Group Representatives shall be nominated by their respective Year Groups and their names submitted at an Annual General Meeting or a Regular General Meeting as the official representative of said Year Group. Formally submitted names shall be recognized by the Association as Non- Executive Officers of the Association. Year Group Representatives shall be Ex-Officio Non-Executive Officers with non-voting rights in their capacity as Officers. As active Members of the Association, their voting rights as members is preserved.

**6.4 TENURE**

Each elected Officer shall serve for a term of two years, and may be re- elected to serve another term. No elected officer shall however, serve more than two (2) terms in the same office.

All Non-Executive Officers (Year Group Representatives) shall not serve more than two terms of two years each as Officers of the Association without at least a one year break.

**ARTICLE 7 – EXECUTIVE COMMITTEE**

There shall be an elected EXECUTIVE COMMITTEE which shall be the official and executive body of the association and shall act on its behalf until a new election.

**7.1 COMPOSITION**

The Executive Committee shall be composed of the President, Vice-President, and Secretary, Deputy Secretary, Treasurer, Deputy Treasurer, Event/fundraising Coordinator, Deputy Event/Fundraising Coordinator. Members nominated and elected for these positions shall be active members at the time of the Annual General Meeting shall constitute the Executive Committee until the next election.

**7.2 POWERS AND DUTIES**

The roles and duties of each Executive Committee Member (Officer) are as described in the by-laws to this constitution.

Actions proposed or taken by the Executive Committee on behalf of the association may be overruled by a simple majority vote of the general active membership, either at, a general meeting or by electronic/ mail ballot.

The Executive Committee shall on a regular basis, report or present proposals, ideas, requests, budgets and the like to the general active membership for discussion and approval. In the event that time or circumstance would not permit such consultation, the Executive Committee shall inform at least two members of the Board of Trustees before acting. The entire membership shall be informed at the next meeting.

## **Article 8 BOARD OF TRUSTEES**

### **8.1 Composition**

There shall be at least three and at most 9 members of a Board of Trustees. Members of the Board of Trustees shall be nominated by the Executive Committee or by any active member and approved by a simple majority vote of the active membership at the meeting.

### **8.2 Board membership**

Only active members can serve as members of the Board of Trustees and their term shall be for three years

### **8.3 Role and responsibility**

The Board of Trustees shall act as a supervisory body for the affairs of the Association. It shall also ensure that the purpose of this association consistent with this constitution and by-laws is pursued vigorously.

8.3.1 Except for the President, members of the Board of Trustees shall not serve on the Executive Committee.

8.3.2 The President shall be an Ex-Officio Member of the Board of Trustees.

8.3.3 The President shall not have voting rights on the Board of Trustees except in situations where their vote is needed to break a tie.

8.3.4 The Board of Trustees shall elect a Chairman who will convene and preside over board meetings. Election of the Chairman of the Board of Trustees shall be supervised by the President (Ex-officio member of the Board).

8.3.5 The tenure of the Chairman of the Board shall be for two years.

8.3.6 In the absence of the elected Chairman, the Board shall by unanimous consent nominate a member to chair the Board during scheduled meetings. If unanimous consent cannot be reached, the President (Ex-Officio Member) shall chair such meetings. Chairmanship by a member ceases after the meeting or upon return of the elected Chair.

8.3.7 Without proper notification and explanation to the Board, continued absence of the Chairman of the Board for three (3) consecutive meetings shall indicate dereliction of duties and an abdication of the post. In such cases, fresh elections shall be conducted to elect a new Chairman of the Board.

- 8.3.8 There shall be at least two (2) formal Board of Trustees meetings every year.
- 8.3.9 In addition to carrying out duties assigned by the Board, members of the Board of Trustees shall demonstrate an interest in the affairs of the association by attending Board meetings and to the best that they are able; general and annual meetings.
- 8.3.10 Members of the Board of Trustees shall inform the Board, whenever they are unable to attend Board meetings. Absence from four (4) consecutive meetings without notification and explanation to the Board shall constitute dereliction of duties and an abdication from membership of the Board. This shall result in removal from the Board by the process set out in the by-laws to this constitution.

#### **Article 9. CONFERENCES & MEETINGS**

9.1 There shall be an Annual Conference, to be organized by the event/fundraiser Coordinator. At this meeting, a General Membership Meeting shall be held.

9.2 There shall be regular general meetings convened by the Executive Committee. Such meetings shall be held in person or by any prior approved electronic means (For example, teleconferencing could be used for such meetings).

#### **9.3 QUORUM**

The quorum for a General meeting shall be six (6) full members in good standing present via conference or in person at prior arranged location.

#### **9.4 ELECTION OF OFFICERS**

Except Non-Executive Officers (Year Group Representatives), all Officers shall be elected by a secret ballot of a majority of full members at the Annual General meeting to be held yearly at an agreed upon location. Absentee full members may vote by proxy or electronic means.

#### **Article 10. - EXTRAORDINARY GENERAL MEETING (EGM)**

##### **10.1 REQUEST FOR (EGM)**

The Executive Committee shall upon receipt of a letter in writing endorsed by at least 6 full members in good standing, convene a meeting within twenty-one (21) days, giving members not less than seven (7) days written notice of such a meeting.

## 10.2 **NOTICES**

Notices for an EGM shall contain the date, agenda, venue for the meeting and names of the persons upon whose request such an EGM is convened.

## 10.3 **QUORUM**

The Quorum for an EGM shall be eight (8) full members in good standing present at the time of meeting via teleconference or an agreed upon meeting location.

## Article 11. - **AMENDMENTS AND REVISIONS**

- 11.1 Amendments or revisions shall be made to this Constitution by a majority vote of two thirds (2/3) of active members voting at an Annual General Membership Meeting as specified in the by-laws governing the amendments and revisions to this constitution.
- 11.2 Amendments or revisions to the constitution may be proposed by any active member, by the Executive Committee or by the Board of Trustees as specified in the by-laws governing amendments to this constitution.
- 11.3 Proposed amendments or revisions must be sent in writing to all members as specified in the by-laws.
- 11.4 Amendments or revisions duly voted (ratified) by the General active membership take immediate effect unless otherwise stated. Ratified amendments supersede any conflicting provisions.
- 11.5 Where a total revision of the constitution is required, a constitutional committee shall be empaneled to review and propose amendments or revisions to the constitution and its bylaws. Amendments or revisions proposed by this committee shall be presented as a single amendment or revision or as separate amendments.
- 11.6 Individual amendments made in a proposed amendment or revision to the constitution could be debated individually and voted up or down by the General Active membership.

## Article 12 - **BYLAWS**

- 12.1 There shall be bylaws to this constitution which will outline the rules of procedure for this Association. All bylaws shall be consistent with the constitution.



- 12.2 Active members shall propose bylaws or amendments to existing bylaws to supplement this Constitution.
- 12.3 Such new bylaws or amendments to existing bylaws of this constitution shall come into effect if:  
It receives approval by a 2/3 (two-thirds) majority vote of active members voting in person or by mail ballot or by electronic vote at a General Membership meeting or duly convened general meeting.
- 12.4 Upon passage, amendments to the bylaws shall take effect at the end of that vote unless otherwise specified.

**ARTICLE 13 TRANSITIONAL PROVISIONS**

- 13.1 There shall be a transitional period of no more than four weeks for newly elected Executives Committee Members to take office. This transitional period ends no more than four weeks after the election of the new executive committee members.
- 13.2 During the transitional period, there shall be an orderly transfer of property, notes, funds, records and any pertinent information from outgoing Executive Committee members to the incoming Executive Committee Members.
- 13.3 During the transitional period, outgoing Executive Committee member shall continue to act on behalf of the Association in consultation with the incoming Executive Committee members until a formal handover comes into effect at a scheduled General meeting.

**ARTICLE 14. REMOVAL OF OFFICERS - EXECUTIVE COMMITTEE OFFICERS, NON EXECUTIVE OFFICERS, ADHOC COMMITTEE MEMBER AND MEMBERS OF THE BOARD OF TRUSTEES**

- 14.1 A member of the Board of Trustees, an Executive Committee Member (Officer), a non-Executive Officer or Ad Hoc Committee member may be removed from office or a committee for malfeasance, misfeasance or nonfeasance if two-thirds of Active members voting on the issue at a meeting, vote to remove the said member.
- 14.2 The process of removing a member of the Board of Trustees, an Executive Committee Officer, Non-Executive Officer or Ad Hoc Committee member from office or a committee will be guided by relevant by-laws of this constitution

**ARTICLE 15 – SUBSCRIPTIONS AND LEVIES, DONATIONS, ETC**

**15.1 ANNUAL SUBSCRIPTIONS**

Each full member shall pay an annual subscription of 100 dollars or such sum as may be determined from time to time at Annual General meetings.

## **15.2 NOTICE OF SUBSCRIPTION**

The Treasurer after each AGM or EGM shall send notices to all full member's indicating the subscription or levies approved and the time within which such payments must be made.

## **15.3 MODE OF PAYMENT**

Each full member shall pay subscriptions by check, bankers draft, electronic or other approved means directly into the Association's account or by presentation to the Treasurer and obtain a receipt for same.

## **15.4 DURATION**

All annual subscriptions, shall be paid not later than the end of the year in which the subscription is due.

## **15.5 LEVIES**

Notwithstanding any subscriptions to be paid, a levy for special projects approved at any Annual or Extraordinary General meeting shall be paid by all active members.

## **15.6 OTHER SOURCES OF FUNDING**

Nothing in this Constitution shall prevent the Association from receiving donations, grants or engaging in other income generating activities such as bazaars, sale of souvenirs among others, aimed at pursuing the objectives of the Association as appropriate with provisions allowable under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 16 – ACCOUNTS**

### **16.1 OPENING OF ACCOUNT**

The Association shall keep and maintain an account at the Park Avenue Worcester branch of TD bank and all funds of the Association shall be lodged in the account unless otherwise changed by the association.

### **16.2 SIGNATORIES**

The President, the Vice President and the Treasurer shall be authorized signatories to the Association's account. The President with either of the two said officers shall have the mandate to sign for any transaction on the account.

### **16.3 AUDITED ACCOUNTS**

The Treasurer shall at each Annual General Meeting, present for approval, an Income and Expenditure account and an Annual Balance sheet audited by the Board of Trustees or an auditor agreed upon at the previous AGM.

#### **ARTICLE 17 - EFFECT OF NON – COMPLIANCE**

Where any member of the Association engages in acts inimical to the interests of the Association, contravenes this constitution, or brings the name and or reputation of the Association into disrepute, or fails to pay levies and subscriptions for a period exceeding a year, such member shall forfeit all rights accruing to her as a member of this Association, for such a period to be determined by members at an EGM or AGM.

#### **ARTICLE 18 - RESIGNATION**

Any member wishing to resign from the Association or any Office shall communicate her intention to do so by giving not less than three (1) calendar month notice in writing to the Executive Committee, and shall pay up all subscriptions outstanding at the date of effective resignation.

#### **ARTICLE 19 – ELECTIONS**

An Electoral Commission shall be formed to supervise all elections of the Association. Members of the committee shall consist of 3 members nominated from non-Executive active members who are not Officers of the association with the Secretary as an adviser to the committee. The committee shall elect a chairperson who shall declare results and be the Spokesperson of the Committee.

##### **19.1 ELIGIBILITY**

Elections shall be held every two (2) years at the Annual General Meeting and all full members in good standing shall be eligible to vote.

##### **19.2 NOMINATION FORMS**

All members desiring to contest any position in any election shall pick forms from the Chairman of the Electoral Commissioner, complete forms and return completed forms to the Secretary or Chairman of the Election Commission.

##### **19.3 ENDORSEMENT**

Each nomination form shall be endorsed by one active member in good standing, and no member shall endorse the forms of two persons competing for the same position.

#### **19.4 APPEAL**

Any person wishing to appeal against the conduct of an election shall by petition to the Elections Committee requesting a hearing on the matter. Where the person is dissatisfied with the decision of the Electoral Committee, the person shall request the convening of an Extraordinary General Meeting for the purpose of an appeal. A decision of members voting at an EGM shall be final.

#### **ARTICLE 20 – AMENDMENT TO THE CONSTITUTION**

Any full member in good standing proposing an alteration or addition to this constitution shall communicate such an intention in writing to the Executive Committee not less than a month to any Annual General meeting and the letter shall be endorsed by not less than six (6) full members in good standing . A vote for any such amendment shall be carried by not less than two – thirds of all full members present and voting.

#### **ARTICLE 21 – GENERAL**

##### **21.1 ADDITIONAL MOTIONS**

Any member requiring that a motion other than that already placed on the Agenda for any AGM should be placed on the Agenda, shall send a written notice to the Executive Committee not less than one month to any Annual General Meeting, requesting the Executive Committee to place same on the Agenda.

#### **Article 22: COMING INTO FORCE OF THIS CONSTITUTION**

This Constitution shall come into force immediately upon being approved by two thirds of members at the 1<sup>st</sup> Annual General Meeting at the 1<sup>st</sup> Annual Conference.

DATED THE 25<sup>h</sup> DAY OF JULY 2015.

# BY-LAWS TO THE CONSTITUTION

## I. MEMBERSHIP

There shall be four categories of membership:

### A. Active Membership:

Any alumni of St Roses may join the Association as Active Members if they successfully completed at least one term and are on record at the school and have:

- a. Completed a membership application, and
- b. Paid their annual membership dues.

### B. Honorary and Affiliate Membership:

Any individual or organization interested in supporting the mission of the Association and has:

- a. Registered with the General Secretary,
- b. Paid the appropriate annual membership dues,
- c. Been approved by the Board of Trustees.

### C. Lifetime Membership:

- a) The amount for Lifetime Membership will be derived from the following formula: 20yrs times the current annual dues. For example, a member wanting to become a lifetime member, today, will have to pay \$2000.00 (20yrs x \$100.00/yr).
- b) Payment of said amount could be made in 4 installments but aspiring lifetime members will continue to pay their annual dues until such time as their payment is made in full.

Members will have up to 4 years to complete payment of the total sum; with a quarter of the amount being paid in the first year and half in the second year, three-quarters in the third year and the remaining amount in the last year.

- c) Where a member is unable to fulfill his obligation prior to the expiration of the time limit of 4 years, member will be given the opportunity to put; the amount already paid; where they so desire. In such cases, members will be given the opportunity to also use the amount collected toward future dues.
- d) Members, who find themselves as described in d), will have to start from the beginning if they so desire to attain lifetime membership and will begin a new timeline of 4 years to meet such obligation.

D. De Facto Membership:

Any alumnus who has not applied for membership or paid the required annual membership dues shall be deemed a de facto member of the association.

E. Active Membership is for a one-year term; beginning January 1 to December 31.

F. Unless reactivated in the current year, prior year active membership shall expire on the date of the current year's General Annual Membership Meeting/Convention.

G. Only Active and Lifetime Members shall be entitled to vote at Annual General Membership meetings. For the purposes of voting members who were active in the immediate past year or currently active members can vote. Affiliate and Honorary Members may petition the Board of Trustees to vote at the Annual General Membership Meeting. De Facto members shall not vote on any issue at any time.

## II. OFFICERS

### Section 1: EXECUTIVE COMMITTEE

#### Qualifications:

- A. Executive Committee Members or Officers shall be elected from those individual persons duly recognized as Active Members.
- B. A person can run for an Executive Office if she has been an active member for at least one (1) year prior to the date of her election.

### Section 2

#### Terms of Office:

- A. Executive Officers shall serve from the end of the transitional period following the General Meeting at which they were elected for a period of two years.
- B. The Handing Over date shall not exceed four weeks after the completion of the General meeting at which they were elected.
- C. Year Representatives shall serve from the end of the transitional period following the completion of the General Membership meeting at which they were elected for a period of two years.
- D. Any officer appointed to the Executive Committee to serve an abbreviated term shall serve until the next General Elections for that position.
- E. No Officer shall be elected to two consecutive terms for the same position.

### Section 3

#### Duties:

##### A. The Executive Committee shall:

1. Manage the Association by the stated purposes of Article 2, Section iii, of the Constitution.
2. Schedule and organize all meetings for the Association.
3. Establish dues and membership guidelines.
4. Appoint ad hoc committees.
5. Review and approve the Chair of each ad hoc committee.
6. Review and approve the budget and plan of activities submitted by each region and committee.
7. Specifically find practical ways to assist ROSA
8. Organize programs and activities for the association.

##### B. The President shall:

1. Serve as the Association's Chief Executive Officer (CEO) and run its day-to-day activities.
2. Chair the meetings of the Executive Committee.
3. Represent the Association in external affairs.
4. Prepare and submit an annual written report to the membership at the Annual General Conference.
5. Serve as an Ex Officio member of the Board of Trustees.
6. Supervises the elections for the position of the Chairman of the Board of Trustees.

##### C. The Vice-President shall:

1. Assume the position of President, should the position become vacant mid-term.
2. Assist the President in the performance of her duties.
3. Act for the President whenever she is absent or unable to perform her duties.

##### D. The General Secretary shall:

1. Serve as the Association's Secretary & Chief Information Officer (CIO).
2. Report the minutes of all Executive Committee and General Meetings.
3. Manage a clearinghouse of information for the membership.
4. Oversee production and distribution of a Newsletter at least twice a year.
5. Promote a comprehensive electronic mail network among the membership.
6. Oversee production and distribution of special topic reports as directed by the Executive Committee.
7. Conduct all balloting for the Association.
8. Maintain a secure database of the membership.
9. Prepare and submit an annual membership report for the Association at the Annual General Conference.

##### E. The Deputy General Secretary shall:

1. Assist the General Secretary in the performance of her duties.

2. Act for the General Secretary in her absence.

**F. The Treasurer shall:**

1. Serve as the Association's Chief Financial Officer (CFO).
2. Prepare an annual budget for the Association.
3. Oversee the collection and distribution of all funds.
4. Keep appropriate records of all financial transactions by the Association.
5. Manage the assets and investment of the Association's funds.
6. Prepare a report for each Executive Committee Meeting.
7. If need be; spend up to a hundred dollars (\$100) of association funds without prior approval; for the furtherance of the association's goals.
8. Seek approval from the Executive Committee for total monthly expenditure over \$500.00.
9. Send monthly income statement by email to members.

**G. The Deputy Treasurer shall:**

1. Assist the Treasurer in the performance of her duties.
2. Act for the Treasurer in her absence.

**H. The Event/Fundraising Coordinator shall:**

1. Have primary responsibility for overseeing the organizing of conferences and other fundraising events, including the Annual General Conference and other events that might be decided by the executive committee.
2. Secure meeting places and accommodation for such conferences.

**I. The Deputy Event/Fundraising Coordinator shall:**

1. Assist the Event/Fundraising Coordinator in the performance of her duties.
2. Act for the Event/Fundraising Coordinator in her absence.

**Section 4: Non-Executive Officers**

- A. Year Group Representatives shall be Non-Executive Officers of the Association
- B. Year Group Representatives shall represent the interest of their Year Group Associations.
- C. They are entitled to advocate for their groups at the Executive Committee level as well as to the general membership.
- D. As Non-Executive Officers of the Association, they are entitled to but not mandated to attend Executive Committee meetings
- E. As Non-Executive Officers of the Association, they have all the meeting privileges of Executive Committee members except the right to vote at Executive Committee meetings.
- F. Non-Executive Officers shall be nominated and recommended to the Association by recognized groups such as year groups.
- G. A person shall represent a year group as an Officer only if she has been an active member of the Association for at least 3 months prior to the date of her election.



- H. Non-Executive Officers shall serve from the end of the transitional period following the General Meeting at which they were nominated and/or recommended for a period of two years.
- I. The Handing Over from one Representative to the other shall not exceed four weeks after the completion of the General meeting at which they were nominated/recommended to be an Officer.
- J. Year Group Representatives shall serve from the end of the transitional period following the completion of the General Membership meeting at which they were nominated/recommended for a period of two years.
- K. Any Year Group Representative officer appointed to serve an abbreviated term shall serve until the end of the term of the person she replaced.
- L. No Year Group Representatives shall serve more than two consecutive terms of two years each without a break of at least one (1) year.

### Section 5

#### Executive Committee Election Guidelines:

- A) Members of the Executive Committee shall be elected at the Annual General Membership Meeting.
- B) Elections for the Executive Committee shall be overseen by an Ad hoc Election Committee whose composition and functions are as described in the bylaws to this constitution.
- C) Nominations for the various positions shall be opened and communicated to the membership at least 5 days before the actual votes.
- D) Candidates for the Executive Committee shall be nominated by any Active member in good standing.
- E) Only members who have been active members for at least one year shall be eligible to serve on the Executive Committee.
- F) Candidates running for positions on the Executive Committee may have their personal and career profiles included in the Annual General Conference package mailed or electronically sent out to members prior to the meeting.
- G) Each candidate shall give at most a five minute presentation at the Annual General Meeting prior to the vote.
- H) Candidates shall be elected on the basis of a simple majority (50% +1) of the valid votes cast at the Annual General Meeting.
- I) Valid votes shall include non-defective ballots cast in person by a qualified voter as determined by this constitution. Mailed in ballots shall be considered if signed and received before the vote.
- J) Where no candidate obtains such a majority in the first round of balloting, the two leading candidates for an office shall engage in a run-off.
- K) Only the Chairman of the Ad-hoc Electoral Committee or her representative shall announce the results of the vote/election.

## Section 5

### Executive Committee Meetings

#### A. General Provisions:

1. Each Executive Officer has one vote, which may be cast, in person or by electronic media.
2. For a quorum, a majority of Executive Officers must be present, either physically or by electronic media.
3. If a quorum is present, a majority vote of members present, physically or by electronic media, decides the outcome of any matter that does not amend the constitution or by-laws.
4. Signed, written absentee ballots for specific issues shall be allowed for physical meetings.
5. A summary of motions passed at each meeting will be sent to each member within fourteen days of the end of the meeting, and a copy of the minutes from each Executive Committee Meeting will be sent to each member within two months of the end of the Executive Committee meeting.

#### B. Frequency:

1. The Executive Committee shall meet at least once a month.
2. The Executive Committee may meet regularly via e-mail and teleconferencing between committee meetings.
3. In addition to committee meetings, the Executive Committee shall organize and participate in general membership meetings at least once a month and the Annual Membership meeting at least once every year.

#### C. Notification

The General Secretary shall send by mail or by email an agenda to all Active members at least fourteen (14) days prior to any meeting requiring the physical presence of members, and at least seven (7) days prior to any meeting by electronic means such as e-mail, instant messaging or tele-conference meeting.

## Section 6

### Procedures:

- A. Any actions taken by an Executive Committee Member (Officer) on behalf of the Association may be overruled by a majority vote of the Executive Committee.
- B. Resignation of an Executive Committee Member (Officer) is effective when it is received in writing by the President and the Board of Trustees. In the case of resignation of the President, the said notification is effective upon receipt by the General Secretary and the Board of Trustees.
- C. When the Executive Committee lets a contract for an amount in excess of one thousand dollars (\$1,000), it shall solicit bids from competing firms. Before the contract is let, the Committee must receive at least three competitive bids, or show cause as to why that is not possible. The Committee shall notify the Board of

Trustees in writing and provide explanations as to why the particular bid was selected.

### III. POLICY FOR CONSTITUTIONAL AMENDMENTS AND REVISIONS

#### Section 1:

Proposed constitutional amendments or revisions as specified in Article 11 of the Constitution shall be collected and distributed once a year in the following fashion:  
Schedule for mailing proposed amendment/revisions(s):

- A. All proposed amendments or revisions shall be received by the General Secretary at least 60 days prior to the Annual General Membership Meeting.
- B. Proposed amendments or revisions shall be sent by mail or by electronic means to all active members. The amendment/revision proposal shall be mailed or electronically sent at least 30 days before the Annual General Membership Meeting.

#### Section 2:

##### Contents of Amendment Proposal(s):

The amendment or revision proposal shall contain the following for each proposed amendment to the constitution or its bylaws:

- A. The text of the proposed amendment or revision and at least one paragraph (not more than 250 words) rationale for the amendment, written by the author(s) of the proposed amendment.
- B. In the case of a constitutional review (revision), the whole proposed review shall be tabled as one amendment.
- C. A financial impact statement, written by the author(s) of the proposed amendment.
- D. At least one statement, written by a member of the Executive Committee, or its nominee, or any active member summarizing the pros and cons of the amendment or revision.
- E. A ballot, on which is printed the title of the proposed amendment or revision (and any numerical designation it has been given), options for YES, NO or ABSTAIN votes, and space for the name and signature of the active member casting the vote.

#### Section 3:

##### Debate

- A. At the Annual General Membership Meeting, time will be set aside to debate and discuss tabled proposed amendments or revisions prior to a vote.
- B. Debate shall be limited to 15 minutes per amendment (5 minutes in favor, 5 minutes against and 2.5 minutes each for a response for and against) or one (1) hour for constitutional revisions.

- C. In the case of a constitutional review (revision), any section of the proposed review may be tabled for a debate and an up or down vote for or against that specific section taken prior to a vote on the entire revised (document).
- D. This debate session (or these sessions) will be chaired by the President or his nominee from the Executive Committee, and run under the rules consistent with these by laws and outlined by the Presiding Chair.

#### Section 4

##### Voting:

- A. After debating the proposed amendment/revision(s), voting shall proceed by ballot at the Annual General Membership Meeting at a time specified by the Election Commissioner of the Ad Hoc Election Committee.
- B. Ballots that are received prior to or on the day of the Annual General Membership Meeting shall also be counted.
- C. A constitutional amendment or revision shall be considered as passed if two thirds (2/3) of active members, who cast valid ballots, vote in the affirmative and the amendment or revision has met all the conditions outlined in Article 11 of this constitution.
- D. An amendment or revision to the by-laws of this constitution is considered passed if a two thirds majority (2/3) of active members, who cast valid ballots, vote in the affirmative, and the amendment, or revision has met all the conditions outlined in Article 11 of this constitution.
- E. Blank ballots will not be accepted and will not be counted as part of the vote.

#### IV. FINANCES

##### Section 1

##### Budget

- A. A budget shall be proposed by the Executive Committee and approved by the Board of Trustees prior to the beginning of each fiscal year.
- B. A majority vote of the Board of Trustees is required to authorize spending in amounts, which exceed a particular line item of an approved budget.
- C. All checks drawn on the Association's bank account shall be jointly signed by the Treasurer or the Deputy Treasurer and one of the following Executive Committee members:
  - The President
  - The Vice President (in the absence of the President)
  - The Secretary

- D. The treasurer shall make quarterly and yearly statements available to all active members.

## Section 2

### Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year.

## V. DUES

- A. All members shall be assessed an annual membership dues for the support of the Association. Such dues shall be proposed by the Executive Committee at the beginning of each fiscal year.
- B. The Executive Committee shall set the dues structure for the categories of membership annually.

## VI. MEMBERSHIP MEETINGS

### Section 1

#### Annual General Membership Meeting

##### A. General Provisions:

1. At least thirty percent (30%) of the number present at the previous Annual General Membership Meeting shall constitute a quorum.
2. A quorum is only required for a binding vote to take place.
3. A majority of voting members present shall decide the outcome of any matter except for amendments or revisions to the Constitution and its By-Laws which is governed by specific provisions in this constitution.
4. Each active member in attendance at the meeting shall have no more than one (1) vote on any issue.

##### B. Date:

1. The Annual General Membership Meeting shall take place each year during the Annual General Conference.
2. The Event/Fundraising Coordinator, at the direction of the Executive Committee, shall mail each member a notice of the meeting at least ninety (90) days before the start of the meeting.

##### C. Location:

1. The Executive Committee shall receive proposals from members on the location of the next Annual General Meeting.

2. These proposals shall be submitted to the General Secretary at least 30 days before the Annual General Membership Meeting.
3. The General Secretary shall send notices of these proposals as they become available.
4. Rotation should be encouraged among the host cities or regions.
5. No city, state or region shall host the Annual General Membership Meeting for more than two consecutive years.
6. Cites/states/regions bidding for the opportunity to host the next Annual General Conference shall make a presentation of their proposal to the membership at the Annual General Membership Meeting.
7. The membership at its next general meeting following the Annual General Membership Meeting, shall vote on the place for the next Annual General Membership Meeting based on proposals put forward by the various competitors.

## VII. COMMITTEES:

- A. Committees or Ad hoc committees may be established by a majority vote of the Executive Committee.
- B. Members of the committee may be elected by the general membership or appointed by the Executive Committee. The decision to elect members to a committee or to appoint members to the committee is left at the discretion of the Executive Committee.
- C. All committees shall have a Chairman and other members.
- D. The Chairman of a committee may be appointed by the Executive Committee or chosen by members of the newly formed committee.
- E. Committee Chairs shall prepare a report for the Executive Committee as indicated in the terms of appointment.
- F. Committees shall issue reports, financial statements at the Annual General Membership Meeting or at a general membership meeting.
- G. Ad Hoc committees shall be charged with specific task(s). After completion of their task(s), the committees shall be dissolved.
- H. For the purposes of amending the constitution and its by-laws or electing Executive Committee members (Officers) during the General Membership Meeting, an AD-HOC VOTING or ELECTION COMMITTEE comprising of two (2) non- executive active members, one (1) member of the Board of Trustees and the current General Secretary shall be formed.
- I. This voting or election committee shall oversee the whole voting/election process during votes to amend the constitution and its bylaws or during election of new Executive Committee members (officers).
- J. The General Secretary will be responsible for preparing ballots for the vote/election and shall have an advisory role on this committee.
- K. One of the two non-executives or non-trustee members of the voting/election committee shall chair the committee and be responsible for conducting a free and fair ballot and shall also be responsible for announcing the results of the vote/election.

- L. Challenges to election results shall be lodged with the Board of Trustees within 48 hours after the ballot.
- M. The Board of Trustees reserves the right to affirm the results of the election or order a new election if sufficient evidence exists to support an unfair voting or electoral process.

#### VIII. REMOVAL & REPLACEMENT OF OFFICERS AND TRUSTEES:

- A. A member of the Board of Trustees, an Executive/Non-Executive Committee Member or Committee Member shall be removed from office for malfeasance, misfeasance or nonfeasance if two-thirds of Active members voting on the issue at a meeting, vote to remove the said member.
- B. The petition to remove a Trustee, Executive/Non-Executive Officer or Committee Member shall be presented in a written form by any active member, the Executive Committee or the Board of Trustees.
- C. Petition to remove should be filed with the General Secretary and should clearly state the reason(s) why the said Trustee, Executive/Non-Executive Officer or Committee Chair should be removed from office.
- D. The General Secretary shall inform the Executive Committee and Board of Trustees about the existence filing of this said petition.
- E. The petition to remove the Trustee, Executive/Non-Executive Officer or Committee Member shall be sent by email and or registered mail to the person being removed.
- F. The subject of the petition to be removed, that is, the Trustee, Executive/Non-Executive Officer or Committee Member shall be given thirty (30) days to respond to the allegation(s) made in the petition, resign or meet with the Board of Trustees to explain the alleged malfeasance, misfeasance or nonfeasance.
- G. Unless invited, the subject of the vote to remove, that is the Trustee, Executive/Non-Executive Officer or Committee Member shall be excluded from all meetings or deliberations involving the petition to remove.
- H. Based on the information presented by both sides, the Board of Trustees shall meet to decide whether to recommend a vote to remove by the general active membership.
- I. If the Board of Trustees votes to recommend the vote to remove, they shall forward the petition through the Executive Committee to the general active membership where a majority vote of two-thirds of Active members voting on the issue at a meeting, shall result in the removal of the member.
- J. If the Board of Trustees votes not to recommend the vote to remove, they shall forward their findings to the Executive Committee. The petitioner shall be informed of the findings and given the opportunity to withdraw the petition to remove.
- K. If the petitioner chooses not to withdraw the petition. The Executive Committee shall advance the petition to the general membership for a vote to remove.
- L. The petitioners of the vote to remove, a designee of the Board of Trustees, the Trustee, Executive/Non-Executive Officer or Committee Member being

- removed, reserves the right to address the general membership meeting prior to the vote to remove from office.
- M. Removal and/or resignation of a Trustee, an Executive/Non-Executive Committee member shall not entitle said person to any financial restitution. He shall return all items belonging to the Association.
  - N. Where necessary or required, the Association reserves the right to pursue legal action against any member.
  - O. The same process used to remove Trustees; Executive/Non-Executive Officers and Committee members from office shall be used when stripping members of their membership.

#### IX. VACANCIES:

- A. In the event that the President office becomes vacant, the Vice President shall act as the President.
- B. In the event that the Treasurer's, the General Secretary's office becomes vacant, the Deputy Treasurer and Deputy General Secretary shall act until the next election for those offices.
- C. In the event that any other Executive Committee office becomes vacant, the Board of Trustees shall, by majority vote, fill the position by appointment within 30 days. Such person shall assume the vacant office immediately and shall hold office until the next Annual General Meeting, at which time an election shall be held.

#### X. CONFLICT OF INTEREST:

- A. All members shall disclose any actual or potential conflict of interest between themselves and the association.
- B. A potential or actual conflict of interest does not necessarily preclude the association from doing business with the individual or entity in question if the necessary disclosures of this conflict are made.
- C. For the purposes of this constitution, a conflict of interest exists if an individual or entity with authority in this association is in the position to influence the outcome of a decision or action of this association for personal or corporate gain.

#### Section 1

##### Violations of the conflict of interest policy:

1. If the Board of Trustees or Executive Committee has reasonable causes to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after further investigations as warranted by the circumstances, the Board of Trustees or Executive Committee determines that the member deliberately failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.



#### XI. COMPENSATION:

1. The Association shall not pay any Board of Trustees, Executive Committee or other committee or active Member a salary, wage or stipend.
2. The Association shall reimburse such individuals for expenses incurred in furthering the purposes of the Association as defined in the Constitution, upon approval of the Board of Trustees.
3. The net earnings of the Association shall not be given out to the benefit of, or be distributable to its members, trustees, officers, or other private persons, for the purpose of profit sharing.
4. The association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of this constitution.
5. No part of the activities of the Association shall involve carrying political propaganda, or otherwise attempting to influence legislation.
6. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
7. Notwithstanding any other provisions of these articles, the Association shall not engage in any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, whose contribution to, are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### XII. INDEMNIFICATION

For the Association to indemnify an Executive Committee Member (Officer), a member of the Board of Trustees or a Committee member for reasonable expenses of a legal action, the individual must have acted in furtherance of the Association's purpose, as defined in the Constitution, and in accordance with directives of the Board of Trustees and/or Executive Committee.

#### XIII. PARLIAMENTARY PROCEDURES

All procedural matters not specified herein shall be resolved in accordance with the latest edition of Robert's Rules of Order.

#### XIV. DIVERSITY OF REPRESENTATION

The Association is strongly committed to a policy of diverse representation among its Members and Trustees. In furtherance of this objective, discrimination on the basis of age, socioeconomic status, disability, ethnic or national origin, gender, marital status, political orientation, race or religion is prohibited.

#### XV. DISSOLUTION

Assets remaining after the dissolution of the Association and the satisfaction of creditors are to be transferred to organizations which have both a similar purpose to the Association, as defined in the Constitution, and which comply with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### XVII. ASSOCIATION CO-SPONSORSHIP

Co-sponsorship of events or conferences by the Association does not require nor prohibit any financial obligations.