



ALUMNI ASSOCIATION OF THE COLLEGE OF WEST AFRICA

GUIDELINES FOR ELECTIONS

The elections will be held at the National Convention every other year, at a date, time and venue as set at the annual general meeting; and will be chaired by the Elections Committee.

The elections will be conducted through the “Secret Ballot” system, unless the members adopt rules that are to the contrary.

The Positions to be contested will be as follows:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer
6. Financial Secretary
7. Chaplain

RULES

1. All applicants/nominees for positions must declare their interest, preferably in writing, before the scheduled election. Written applications may be submitted via e-mail to cwa_publicaffairs@yahoo.com or mailed to CWA-AA, Attn: Elections Committee, P. O. Box 1421, Pointer Ridge, MD 20717.
2. All applicants must be registered and dues-paying members and must possess proof of payment of current dues.
3. An applicant who has not paid their current year membership dues prior to submitting an application for a position, can do so by sending a check or money order of \$60, made payable to CWA-AA, and mailed to P. O. Box 1421, Pointer Ridge, MD 20717 or by using PayPal[®] on the association’s website at <http://www.cwaaausa.org>. Acknowledgement of payment will be mailed to the applicant immediately upon receipt of payment. If acknowledgement of payment is not received by the date of election, verification can be obtained from the national treasurer prior to the election.
4. In the event there are no applicants for a position, nominations shall be received from the floor.
5. No nominations will be accepted from the floor for positions already applied for by at least two members.

6. All applicants **MUST** be present on the day of election.
7. Only members in good financial standing, with proof of payment of current dues, shall be eligible to vote in the elections.
8. The elections will be conducted among the members of the Alumni Association present at the meeting where the elections are taking place. Members present will be duly registered, accounted for and the total number of voters announced prior to the elections.
9. The names of the nominees will be broadcast to the membership present and eligible to participate in the election. Individual ballots for each position are formatted to contain the positions as described above and space for entry of the choice of nominees. Every eligible voter will receive one ballot for each position for the voting process. All ballots have to be submitted to the Elections Committee after each vote. If a member decides not to cast a vote for the eligible candidates, "NO SELECTION" should be written in the space provided for entry of the choice of nominee.
10. The counting of ballots and the announcement of elections results will be done immediately following the elections.



CHAPTER OFFICERS AND THEIR DUTIES

PRESIDENT: ...is the local representative of the National President. He/she is the principal officer in the chapter; responsible to exercise general supervision over affairs of the chapter, its Officers and personnel, consistent with policies established by the By-laws and Constitution. The President may take steps deemed necessary to advance the objectives of the chapter, provided that such steps are within the scope of authority granted by the By-laws and Constitution.

VICE PRESIDENTS: ...shall assist in the advancement of the objectives of the chapter under the directive of the President and shall act in the absence of the President. The Vice President shall be responsible for ensuring that all actions required by the Chapter's Plan of Action are carried out in a timely manner and in accordance with the provisions of said Plan of Action (See details in attached Constitution).

SECRETARY: ... shall maintain the minutes of meetings, and shall oversee the keeping, preparation, and filing of all other records required by law or by policies of the chapter. He or she shall also keep a register of addresses of each Officer and Member, and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President. The Secretary shall also inform the Membership of the time and place of regular meetings at least thirty (30) days in advance of each meeting.

TREASURER: ... shall have charge and custody of and be responsible for all funds of the chapter. He or she shall also be responsible for preparing periodic financial reports. The treasurer is also responsible for collecting, receiving and recording all funds and dues; ensuring an adequate and workable internal control structure; ensuring that the annual assessment to the national body is paid in full by the end of the fiscal year.

FINANCIAL SECRETARY: ... shall work with the Treasurer to ensure that the financial records are kept.

CHAPLAIN: ... shall perform all spiritual duties or functions of the chapter. .

MEMBERSHIP COMMITTEE: ... is responsible for maintaining the database registry of e-mail and postal addresses of members; keeping the 2nd Vice President of the National Association of any changes, additions, deletions, etc.; responsible for systems, processes and communications that solicit, recruit, obtain, welcome and involve new members

PLANNING & PROGRAM COMMITTEE: ... The purpose of the committee is to define, develop, plan, implement, and monitoring the chapter's programs and activities. The committee will also solicit and evaluate suggestions for new programs; and periodically review and decide whether to implement.

FUNDRAISING COMMITTEE: ... Responsible for planning and coordinating activities aimed at increasing the chapter's finances; develop an annual fundraising strategy, including goals, timelines, etc.; seek information on contacts who might be potential donors and pursuing those potential donors.



COLLEGE OF WEST AFRICA ALUMNI ASSOCIATION USA, INC. **BY-LAWS AND CONSTITUTION**

ARTICLE I

Official Name and Duration

Section 1.1 – **Official Name.** The official name of the organization referred to in these By-laws and Constitution is College of West Africa Alumni Association USA.

Section 1.2 – **Duration.** The existence of the College of West Africa Alumni Association USA shall be perpetual, except that it may be dissolved by a majority decision of its Members as herein-after defined.

ARTICLE II

References and Definitions

Section 2.0 – College of West Africa (“CWA”) refers to and means the secondary education institution of the United Methodist Church (“UMC”) in Liberia, West Africa, established in 1833 by Melville B. Cox and governed by the Liberia Annual Conference of the UMC.

Section 2.1 – College of West Africa Alumni Association USA or “CWA” Alumni Association USA,” or “Association,” as used herein, refers to and means the US-based national organization of the College of West Africa Alumni Association comprised of Members in the fifty states and all territories of the United States of America (“USA”).

Section 2.2 – “Chapter,” as used herein, refers to and means CWA Alumni Association Chapter, CWA Alumni Class Association or CWA Alumni Group Association.

Section 2.3 – “Member” as used herein, refers to and means individual alumnus and alumni association Chapters of CWA.

Section 2.4 – “Officers,” as used herein, refers to and means the duly elected positions identified in Article V of these By-laws and Constitution.

ARTICLE III

Objectives and Purpose

Section 3.1 – In General. The general objectives and purposes of the Association and its members are as follows:

To be the entity that is officially recognized and endorsed by the Liberia Annual Conference of the UMC as the sole national organization in the USA of the CWA Alumni Association and the head of all CWA Alumni Association Chapters in the USA, and to develop and maintain ties with the CWA Alumni Association Liberia;

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Adopted at the semi-annual general meeting on May 27, 2002

To coordinate the activities of all Chapters in their efforts to promote the growth and development of CWA by responding to its needs with funds, materials, services and other resources;

To serve as a consultant to Chapters by providing information and leadership in regards to the needs of CWA;

To create a social and spiritual bond and awareness among its Members and Associates by formulating and implementing projects and activities; and

To promote understanding and communication among its Members and Associates.

ARTICLE IV

Membership in the Association

Section 4.1 – **Membership.** Membership in the Association shall be open to any person who graduated from or attended CWA.

Section 4.2 – **Qualification.** Any Member, with legal capacity, shall be eligible to hold office in the Association. The Officers of the Association shall show qualification by full performance of their duties in accordance with Article V of these By-laws and Constitution.

Section 4.3 – **Voting Rights.** The Members shall elect Officers. Only members in good financial standing shall be eligible to vote in the Association.

Section 4.4 – **Duties.** The Members shall propose and participate in programs and activities for the furtherance of the Association's goals and objectives. The Members shall serve on committees of the Association, as deemed necessary or appropriate by the Executive Board, as defined in Article VI, Section 6.1.

Section 4.5 – **Associates.** Associates shall be supporters sponsored by an Alumnus.

Section 4.6 – **Honorary Members.** Honorary Members shall be people who have rendered substantial services to CWA.

Section 4.7 – **Meetings.** There shall be at least two general meetings annually. The Secretary of the Association shall inform the Members of the time and place of said meeting at least thirty (30) days in advance of such meeting.

Section 4.8 – **Membership Fee.** Each member must pay an annual membership fee of sixty dollars (US\$60.00) per calendar year, and be committed to the goals and objectives of the Association.

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ARTICLE V

Officers

Section 5.1 – **Officers.** The officers of the Association shall be President, First Vice President, Second Vice President, Secretary, Treasurer, Chaplain, and Advisors (representing each Chapter), and such other Officers as may be selected in accordance with other provisions of this Article V.

Section 5.2 – **Selection.** Except for the Advisors, each Officer of the Association shall be elected by the membership and shall show qualification in order to remain in office. The Advisors shall be the heads of the Chapters or the Chapters' designee. Each Officer shall hold office until a successor is qualified and duly elected.

Section 5.3 – **Term.** The Officers of the Association shall serve a two-year term of office and may succeed themselves in office for an additional term. Officers who serve two consecutive terms in an office shall not be eligible to hold that office until one two-year term has elapsed.

Section 5.4 – **Removal.** The Association may remove an Officer whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the rights, if any, of the Officer so removed. All removals shall only be upon a two-thirds vote of the membership in attendance at the General Meeting. At least fourteen (14) days prior written notice of the intended removal shall be given to all Members with voting rights pursuant to Section 4.3 of these By-laws and Constitution. An Officer removed from his or her position shall not constitute removal from the Association.

Section 5.5 – **Vacancy** – A vacancy in any office because of death, resignation, disqualification, removal, or otherwise, may be filled by an individual temporarily selected by the Board until a special election is held.

Section 5.6 – **President.** The President shall be the principal officer of the Association and shall exercise general supervision over affairs of the Association, its Officers and personnel, consistent with policies established by the By-laws and Constitution. The President may take steps deemed necessary to advance the objectives of the Association, provided that such steps are within the scope of authority granted by the By-laws and Constitution.

Section 5.7 – **First Vice President.** The First Vice President shall assist in the advancement of the objectives of the Association under the directive of the President and shall act in the absence of the

President. The First Vice President shall be responsible for ensuring that all actions required by the Association's Plan of Action are carried out in a timely manner and in accordance with the provisions of said Plan of Action.

Section 5.8 – **Second Vice President.** The Second Vice President shall be Chairperson of the Membership Committee as set forth in Article VI, Section 6.4, and along with the Secretary shall be responsible for maintaining the database registry of e-mail and postal addresses of members,. The Second Vice President shall serve as Advisor to national chapters, and shall act in the absence of the First Vice President.

Section 5.9 – **Secretary.** The Secretary shall maintain the minutes of meetings, and shall oversee the keeping, preparation, and filing of all other records required by law or by policies of the Association. He or she shall also keep a register of addresses of each Officer and Member, and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President. The Secretary shall also inform the Membership of the time and place of regular meetings at least thirty (30) days in advance of each meeting.

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Section 5.10 – **Financial Secretary.** The Financial Secretary shall be responsible for receiving, receiving and recording all funds and dues. He or she shall deposit said dues with the Treasurer and shall submit reports on dues and funds collected and outstanding.

Section 5.11 – **Treasurer.** The Treasurer shall be responsible for ensuring an adequate and workable internal control structure. He or she shall have charge and custody of and be responsible for all funds and securities of the Association. He or she shall also be responsible for: (a) preparing annual financial reports; and (b) compliance with statutory reporting requirements, including filing of timely tax returns and payment of taxes, as applicable.

Section 5.12 – **Advisors.** Advisors shall be appointed at the discretion of and by the President, and shall assist the Officers in all decision-making, as applicable.

Section 5.13 – **Chaplain.** The Chaplain shall perform all spiritual duties or functions as deemed necessary by the Association.

ARTICLE VI

Committees

Section 6.1 – **Board.** The Board shall be composed of elected Officers and Advisors and be responsible for overseeing operations as provided by the By-laws and Constitution.

Section 6.2 – **Authority.** The Board, by resolution adopted at a meeting, may designate and appoint one or more committees, each of which shall consist of two or more persons. Committees shall have and exercise authority as prescribed by the Board. However, no such committee shall have the authority of the Board in reference to amending, altering, or repealing the By-laws and Constitution; electing, appointing, or removing any member of any such committee or any Officer or advisor of the Association; adopting a plan of merger or adopting a plan of consolidation with another entity, authorizing the sale,

lease, exchange, or mortgage of all or substantially all of the property and assets of the Association. Neither shall such committees be authorized to voluntarily dissolve the Association nor revoke proceedings thereof, adopt a plan for the distribution of the assets of the Association, or amend, alter, or repeal any resolution of the Board, which by its terms provides that it shall not be amended, altered or repealed by such committees. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Officers or any individual of any responsibility imposed upon him or her by law.

Section 6.3 – Committee Term. Each committee or its members shall continue for the term designated by the Board, unless and / or until the earlier occurrence of any one of the following events, as may be applicable: (a) the committee is terminated; (b) the member ceases to perform the duties of the committee; (c) the member is removed from the committee for cause; (d) the member’s successor is appointed.

Section 6.4 – Membership Committee. There shall be a Membership Committee chaired by the Second Vice President. The responsibility of this committee shall be to recruit, evaluate and retain Members and to maintain the database of Members’ e-mail and postal addresses.

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Section 6.5 – Chairperson of Committee. One member of each committee shall be appointed Chairperson by the Board or by the committee members, if so authorized by the Board, except that the Chairperson of the Membership Committee shall be as specified in Section 6.4.

Section 6.6 – Vacancies. A committee office vacated because of death, resignation, disqualification, removal, or otherwise, may be filled by anyone appointed by the Board for the un-expired portion of the term.

Section 6.7 – Manner of Acting. Unless otherwise provided for in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the committee members present at a meeting at which there is a quorum shall be the act of the committee. Each committee may adopt rules for its own governance, consistent with the By-laws and Constitution.

ARTICLE VII

Financial Management

Section 7.1 – Contracts. The Association’s Officers may authorize any Officer or Officers, or agent(s) of the Association in addition to Officers so authorized by these By-laws and Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or specific, and all such authorizations must be in writing, or confirmed in writing within 48 hours after granting such authority in exigent circumstances.

Section 7.2 – **Checks.** All checks, drafts, orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by at least two of three signatories to the account, all of whom shall be Officers.

Section 7.3 – **Deposits.** All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks or other depositories as the Association may select. There shall be no electronic transfers of funds from the Association’s account.

Section 7.4 – **Funds.** The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose, or for any special purpose, of the Association.

Section 7.5 – **Books and Records.** The Association shall keep correct and complete books and records of account in accordance with the principles of fund accounting and in accordance with generally accepted accounting principles (GAAP).

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall be the calendar year. Only the Board shall be empowered to change the fiscal year of the Association.

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ARTICLE IX

Association Seal

The Board shall provide for an Association seal, which shall be selected by a resolution of the Officers, to include the CWA logo and (FOX) mascot.

ARTICLE X

Indemnification

Any present or former Officer, Advisor and Member of the Association or other such person(s) authorized by the Board to act on behalf of the Association, or the legal representative of such person(s), shall be indemnified by the Association against liability for acts and/or omissions in furtherance of the objectives and purposes authorized by these By-laws and Constitution. Such indemnification shall be against all reasonable costs, expenses, and counsel fees paid to which any such person, or his or her legal representative may be made a party by reason of being or having been such an Officer or Member serving or having served with the Association. Indemnification coverage shall exclude and not extend to: (a) matters in which the person shall be found guilty of negligence or willful misconduct in respect to the

matters adjudicated; or (b) matters which are settled or otherwise terminated without final determination on the merits, where such settlement or termination is predicated on the existence of the person's negligence or willful misconduct.

ARTICLE XI

Amendments to By-laws and Constitution

These By-laws and Constitution may be altered, amended, or repealed and new By-laws and Constitution may be adopted by a 2/3 majority voting Members of the Association at any regular meeting of the Association or at special meeting called for such purpose. At least fourteen (14) days advance written notice shall be given to all voting Members regarding the intention to alter, amend, or repeal these By-laws and Constitution, or to adopt new By-laws and/or Constitution at such meeting. As used in this Article XI, a 2/3 majority shall include absentee votes.

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