



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

ARTICLE I

Official Name and Duration

Section 1.0 – **Official Name.** The official name of the organization shall be the College of West Africa Alumni Association USA. (The “Association”).

Section 1.1 – **Duration and Dissolution.** The existence of the College of West Africa Alumni Association USA shall be perpetual, except that it may be dissolved as follows:

- 1.1.1 Directors' action. After a majority of the entire Board proposes and adopts a resolution to dissolve the Board shall submit the resolution for consideration at either an annual or a special meeting of the Members.
- 1.1.2 Notice to Members. Notice which states that a purpose of the meeting will be to act on the proposed dissolution shall be given by the Association in the manner required by Title 2 of *this article* to each member entitled to vote on the proposed dissolution.
- 1.1.3 Member approval. The proposed dissolution shall be approved by the Members of the Association by the affirmative vote of two thirds of all the votes entitled to be cast on the matter.

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 United Methodist Church.

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 organization of the College of West Africa Alumni Association comprised of Members in the fifty states, all territories of the United States of America (“USA”), and residing in the world at-large.

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 any individual formally accepted by the Association as a voting Member of the Association.

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 3.0 –The general objectives and purposes of the Association and its members are as follow:

To be the entity that is officially recognized and endorsed by the Liberia Annual Conference of the United Methodist Church and the College of West Africa High School as the primary organization of CWA alumni in the United States of America and around the world, and the head of all CWA Alumni Association Chapters in the USA, and to develop and maintain ties with the CWA Alumni Association Liberia;

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.

For all other legal purposes.

ARTICLE IV
Membership in the Association

Section 4.0 – **Membership.** Membership in the Association shall be open to any alumni who graduated from or attended CWA. An individual desiring to be a Member of the Association shall submit a request to the Membership Committee of the Association, who shall approve or reject the request.

Section 4.1 – **Qualification.** Any Member, with legal capacity and relevant and demonstrated skills and abilities, shall be eligible to hold office in the Association. The Officers of the Association shall consistently demonstrate competence, capability and integrity in the office he or she holds by full performance of their duties in accordance with Article V of these By-laws and Constitution.

Section 4.2 – **Voting Rights.** The Members shall elect the Board members. Only Members in good financial standing shall be eligible to vote in the Association.

Section 4.3 – **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 Board, as defined in Article VI, Section 6.0.

Section 4.4 – **Associates.** Associates shall be supporters sponsored by an Alumni and accepted by the Membership Committee.

Section 4.5 – **Honorary Members.** Distinguish and honorary Members who have supported, advocated and rendered substantial services to CWA and the Association.

Section 4.6 – **Association Membership Meetings.** There shall be at least two Association Membership meetings annually, one of which will be designated as the Associations “Annual Meeting”. 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 4.6.1 – **Conduct of Association Membership Meetings.** Meetings shall be called to order by the President, who will set the agenda, and manage the meeting and any necessary votes or other Association action.

Section 4.7 – **Membership Fee.** Each member must pay an annual membership fee as determined and set by the officers and Board or the General Assembly for per fiscal or calendar year, and shall be used to further the goals and objectives of the Association.

ARTICLE V

Officers

Section 5.0 – **Officers.** The officers of the Association shall be President, Vice President, Secretary, Financial Secretary, Treasurer and Chaplain.

A. President - The president shall be the principal officer of the Association and is responsible to oversee the affairs of the Association, and shall be accountable to its Board of Directors 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. The president shall represent the Association outside the organization, serve as an ex-officio member of all committees except the nominating committee.

B. Vice President - The vice president shall assist the president in the advancement of the objectives of the Association and shall act in the absence of the President. The 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.

C. Secretary - The secretary shall keep the records of the Association, take and record minutes, prepare agenda, handle correspondence, and send notices of meetings to the membership. The secretary shall also keep and file the minutes book, bylaws, rules, membership list, and perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President. The Secretary shall inform the Membership of the time and place of meetings at least thirty (30) days in advance of each meeting. The Secretary shall also collect, receive, record and deposit all funds and shall submit reports on dues and funds collected or outstanding.

D. Treasurer - The Treasurer shall be responsible for ensuring an adequate and workable internal control structure. He or she shall also be responsible for: (a) preparing annual financial reports; and (b) compliance with statutory reporting and government compliance requirements, including filing of timely federal and state tax returns, payment of taxes, and other duties as applicable.

F. Chaplain - The Chaplain shall perform all spiritual duties or functions as deemed necessary by the Association, including serving to intercede between members.

Section 5.1 – **Eligibility.** Members must be in good financial standing to run for office. Any Member whom a majority of the Association Officers, or of the Board determined campaigned against the interest of the Association or acted in any manner detrimental to the going concern of the Association will not be eligible to run for office or serve on committees until a period of one year after member denounces such actions.

Section 5.2 – **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. Vacancy in the office of president shall be filled by the vice president until regular elections.

Section 5.3 – **Selection.** Each Officer of the Association shall be elected by the membership and shall show qualification (consistently demonstrate competence, capability, and integrity) in order to remain in office.

Section 5.4 – **Term.** Unless removed by a majority vote of the Board, the Officers of the Association shall serve a two-year term of office and eligible to run for re-election 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 5.4.1- Elections for the Board will be held at the Association’s Annual Meeting. Immediately thereafter the Members will elect Officers for any open position.

Section 5.5 – **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 Board in attendance at a Board meeting. At least fourteen (14) days prior an announcement of the intended removal shall be made to the Membership. An Officer removed from his or her position shall not constitute removal from the Association.

Section 5.6 – **Limitations on Officers’ Authority.** Officers may not make any decisions that significantly affect the Association and, specifically, may not contract for spending exceeding \$10,000.00 without prior approval of the Board.

ARTICLE VI

Board of Directors and Committees

Section 6.0 – **Board.** The Board shall be comprised of 5 members, initially elected by the membership. The 2021 Board shall be appointed by the outgoing Board to help select a Board able to assist the 2021 officers in their first term. All other Boards thereafter shall be elected by the membership.

Section 6.0.1 – Chairman of the Board. Immediately after it’s election the members of the Board shall appoint, by majority vote, a Chairman of the Board to conduct Board meetings.

Section 6.1 – **Honorary Board.** The Honorary Board shall consist of two distinguish members selected and appointed by the incoming officers. The Honorary Board members will provide support to the elected officers and Board as necessary. The Honorary Board members shall not have voting powers and shall be called on by the officers for special purposes.

Section 6.2 – **Authority.** The Board shall provide general oversight of the officers, committees, and the Association and ensure the going concern of the Association. The Board shall have the following primary responsibility:

- A. Appoint the Officers of the Association to vacant positions pending the next election of Officers.
- B. Approve significant decisions by the officers that may impact the Association, including any contract that involves spending exceeding \$10,000.
- C. In the event there is a Board vacancy, for any reason, a majority of the remaining Board may appoint a committee to plan special elections for the membership to fill the Board vacancy until the next election of the Associations.
- D. The Board shall step in to resolve significant matters that may adversely impact the officers or the going concern of the Association.
- E. Approve formation of committees.

The Board, on recommendation of the Officers shall designate and approve committees, each of which shall consist of two or more persons. Committees shall have and exercise authority as prescribed by the Board and shall be answerable to the President. 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, 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. The Committee may include one or more elected officers and shall implement programs upon the review and acceptance of the President.

Section 6.3 – **Executive Committee.** The officers and chairpersons of committees shall constitute and be referred to as the Executive Committee.

Section 6.4 – **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 6.5 – **Membership Committee.** There shall be a Membership Committee chaired by the Vice President. The responsibility of this committee shall be to recruit, evaluate, approve, retain, and energize Members and to maintain the database of Members’ e-mail, telephone, contact, and postal addresses.

Section 6.6 – **Chairperson of Committee.** One member of each committee shall be appointed Chairperson by the Board or by the committee members, if authorized by the Board, except that the Chairperson of the Membership Committee shall be as specified in Section 6.5.

Section 6.7 – **Vacancies.** A committee office vacated because of death, resignation, disqualification, removal, or otherwise, may be filled by the Board for the un-expired portion of the term.

Section 6.8 – **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 where 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 **Management**

Section 7.0 – **Contracts and Spending.** The Association may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. To be effective, any contract or spending must be approved of and signed by the President and at least one other Officer.

Section 7.1– **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 signatories to the account, all of whom shall be Officers.

Section 7.2 – **Deposits and receipts.** All cash receipts to 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. All electronic and online receipts and transfers to the Association shall be channeled through an authorized application directly linked to the Association bank account. Individual members must receive prior approval from the Executive Committee to collect Association funds through personal cash or banking applications such as CashApp.

Section 7.3 – **Funds.** The Association, through its Officers, 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 7.4– **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). Those books and records will be kept by the Treasurer of the Association.

Section 7.5 – All Board members, Officers, committee members, associates, and members of the Association, as a condition of their involvement with the Association, will agree to keep Association information, including but not limited to its database and records, private and confidential.

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.

ARTICLE IX **Association Seal**

The Board has previously provided for an Association Seal but may provide for a new Seal if desired by the Board, which new Seal shall be selected by a resolution of the Officers, and may 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 committed gross negligence or intentional acts of willful misconduct in respect to the matters litigated; 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 gross negligence or intentional acts of 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 general or annual meeting of the Association or at any 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.