

THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT  
(CAP 59, LFN, 1990)

CONSTITUTION AND BYLAWS

OF THE

INCORPORATED TRUSTEES

OF

THE INTERNATIONAL SCHOOL, IBADAN

ALUMNI ASSOCIATION

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## TITLE I – GENERAL MATTERS

### Article 1: Name, Coordination, Principal Office and Seal

#### I. NAME:

The name of the Association shall be **The Incorporated Trustees of the International School Ibadan Alumni (the ISI Alumni Association or the Association)**.

This document is hereinafter to be known and referred to as **the Constitution and Bylaws (Constitution or Bylaws) of The Incorporated Trustees of the International School Ibadan, Alumni Association**. The ISI Alumni Association is organized under the laws of the Federal Republic of Nigeria as a professional association for the Purpose, Aims and Objects set forth in this Constitution.

WHEREAS it is both a privilege and an honor to attend the International School Ibadan, Nigeria (**the School**).

WHEREAS ours is a good heritage, and we all have an affirmative duty to recognize and preserve all that makes the School a unique symbol of hope to parents and pupils alike in an age of tremendous change in standards, concepts and values.

WHEREAS the Association, its Sub-Chapters and Sister-Chapters are, collectively and individually, minded to comply with this affirmative duty while preserving, promoting, and being true to the School motto of **Integrity and Service**.

WHEREAS the Association, its Sub-Chapters and Sister-Chapters are, collectively and individually, minded to comply with this affirmative duty, and to rekindle the torch of learning and virtue in generating a return to excellence.

NOW THEREFORE we, by virtue of our convictions, do hereby for Us, Our Heirs and Successors, will grant, appoint and declare as follows:

#### II. COORDINATION

The National Executive shall be divided into the following regional sections.

1. Nigeria
2. The rest of Africa and the Middle East
3. The Americas (North and South)
4. U.K and Europe
5. Asia and Oceania

The sections will have chapters as approved. The regions shall be preferably represented on the board by citizens of these regions, then permanent residents as second choice.

#### III. PRINCIPAL OFFICE

The Principal Office of the Association shall be located in either Lagos or Ibadan or both unless otherwise designated by the Trustees of the Association. The indices and modalities for the determination of the principal location office will be put to the General Alumni body. Principal office shall be decided between Ibadan and Lagos as voted upon by all members. The Association may have other offices at other suitable locations, within or outside Nigeria, as may be designated by the Trustees.

The Executive Officers shall be able to conveniently access the Principal Office.

#### IV. SEAL

- a) There shall be a Common Seal of the Association. The Executive Committee of the Association shall, in consultation with other Sub-Chapters or Sister-Chapters, design and create a seal for the Association.
- b) The Common Seal shall be maintained and secured by the Association in the custody of the General Secretary of the Association, and may be affixed to a document in the presence of the General Secretary and Trustees, as the Executive Committee shall from time to time determine, provide and publish to the General Body.
- c) Any document to which the common seal is affixed must also be accompanied by the appropriate signatures of three (3) Trustees, namely the President, General Secretary and any other member of the trustees as appointed by the trustees.

#### Article 2: Definitions

**“Trustee”** is a person who holds either authority, a position of trust or responsibility for the benefit of the ISI Alumni. The trustee will manage the assets and interests under the terms as stated in this constitution.

**“Officer-Member”** is an Alumnus Member of any Chapter of the Association who also serves as an Officer of the same.

**“Alumnus”** means any living, natural person who has, at some time, been a student. Anybody who attended the school for a minimum of one academic year shall be entitled to be an **Alumnus**. The individual does not need to have completed his or her studies at the School. The **Alumnus** must have attended the school as a student in Forms 1-5 (year 1 to year 5), JS1-JS3 (year 1 to year 3), SS4-SS6 (year 3 to year 6), O levels or Lower/Upper 6 (year 6 to 7), A levels or both. Proof to qualify as an alumnus will be any documentation to show the Alumnus attended the school. This shall be but not limited to an enrollment letter, school results and scores etc.

**“Agent”** means any living natural person that is not an Officer-Member, or any other entity not an Officer-Member that acts at the request of, with the full knowledge of, and on behalf of the Association in an agency capacity.

**“Alternate Executive”** means an Executive Committee as supplemented or entirely constituted in accordance with the provisions of Title IV, Article 18.

**“Chapter”** means any branch or unit of the Association.

**“Expenses”** means reasonable costs and disbursements.

**“General Body”** means such part or portion of the entire membership of any Chapter or collection of Chapters of the Association as it may gather from time to time, and in one place for each time for Regular Meetings or Special Meetings of any Chapter or collection of Chapters of the Association.

**“Member”** means a member of any class referred to in Title III, Article 11.

**“Member in Abeyance”** means any member of any class referred to in Title III, Article 11 and in any capacity, whose mandatory dues have been delinquent for two or more successive years.

**“Minutes”** shall set forth the time, date, and place of the meeting, the members present, the matters considered, the actions taken, the vote of each member voting; or if by secret ballot, the total number of members for, against, or abstaining, and any other information necessary to maintain a permanent record of the proceedings of any Chapter or collection of Chapters of the Association.

The minutes shall be published to the General Body prior to the next Regular Meeting or Special Meeting of any Chapter or collection of Chapters of the Association, whichever shall come first.

**“Motion”** means presentation by any Movant or Sponsor of an item or candidate for consideration at any Regular Meeting or Special Meeting of the General Body, or Meeting of the Executive Committee.

**“Movant”** or **“Sponsor”** is a member putting forth a proposal to admit any natural person for membership in any Chapter of the Association; or presenting an item or a motion for vote or consideration at any Regular Meeting or Special Meeting of the General Body, Sub-Committee or Standing-Committee; or presenting an item or a motion for vote or consideration at any Meeting of the Executive Committee, or of a Standing Committee or a Sub-Committee of any Chapter or collection of Chapters of the Association.

**“Payor”** is any member or any non-member that provides voluntary remittances to the Association as a charitable donation in accordance with Title III, Article 11.

**“Principal Office”** is the principal office of the Association in accordance with Title I, Article 1.

**“Publish”** means to make known to the Executive Committee, to the public, to the General Body, or to both the public and the General Body the timing, location, and such other details regarding any activity, event, or meeting of any Chapter or collection of Chapters of the Association as the Executive Committee shall, from time to time determine and provide.

**“Registration”** means enrolment in a Chapter as a member therein, entitled to all the rights and privileges of membership, and bound by all its obligations as encompassed and defined by this Constitution.

**“Regular Term”** means one year of service on the Executive Committee of any Chapter of the Association as a duly-elected Officer-Member. However, such term shall not include service on an Alternate Executive Committee, or service on or membership in any Committee, Sub-Committee, or Standing-Committee while not also an Officer-Member.

**“Secret Ballot”** means the method of secret voting; to vote upon secretly.

**“Statement”** means an English-language document not exceeding three (3) double-spaced, typewritten pages in length that may set forth factual details, allegations or assertions; biographical data; and positions on policy, interpretations of existing policy, or proposed amendments or additions to policy in any combination thereof.

**“Sister-Chapter”** means a central or organizing Chapter of the Association within a country or an autonomous territory other than Nigeria.

**“Sub-Chapter”** means any regional Chapter of the Association within Nigeria, or in any other country or in any other autonomous territory in which there is a Sister-Chapter.

**“Official Website”** of the School is <http://www.exisi.org/>

The official website must have administrators drawn from a disparate group of Alumnus in terms of regional location and generations. This will foster a sense of common ownership of the site by all.

**“Vote”** means an indication by show of hands or by secret ballot via the website or otherwise, of opinion or choice on an item, or on a proposal, an item, a motion, or a candidate for office.

### Article 3: Aims, Objects and Limitations

#### **I. AIMS AND OBJECTS**

The Association seeks to:

- a) Develop a global ISI Alumni Association, with Chapters in various parts of the world.
- b) Promote a warm and friendly atmosphere, socially and intellectually, for the exchange of ideas and development of strategies for the continued growth, vitality and vibrancy of a strong and enduring Association.
- c) Strengthen the bond between the Association and the School.
- d) Be a link between and among the Alumni and the current student body of the School by providing a firm support group socially, academically and culturally.
- e) Conduct activities to raise funds to be used for the support and improvement of the School and students of the School.
- f) Promote networking and fellowship through regular events and forums held by the various Alumni Chapters, Sub-Chapters and Sister-Chapters as well as information exchange on current events of interest to the School and the Alumni Association.
- g) Hold annual or biennial reunion events which will enable bonding and networking between and among the multinational and multicultural membership.

- h) Build and continuously update a database of graduates of the School.
- i) To do all other things incidental to or conducive to the attainment of any one or all of it's above stated Aims and Objects.
- j) To promote the International nature and ideals of the school. This includes organizing exchange students between the school and other International schools outside Nigeria.

## II. LIMITATIONS

The purpose and activities of the Association shall be subject to limitations set forth in this Constitution and shall be restricted as follows:

- a) No part of the earnings of the Association shall be used to the personal benefit of, or be distributed to any officers or representatives of the Association or other private persons, EXCEPT that the Association:
  - i. Shall be authorized to pay reasonable compensation for approved services rendered to or on behalf of the Association;
  - ii. Shall be authorized to make payments and distributions consistent with the Purpose, Aims and Objects set forth in this Constitution and applicable Association policies.
- b) The Association shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any officer or representative of the Association engage in such activities on behalf of the Association.
- c) The elected Officers and trustees may not officially support or be seen to favour any particular political party in any part of the world in their capacity of elected office though all other members may participate in politics as they wish in their personal capacities.

### Article 4: Policy of Non-Discrimination

The Association hereby establishes a policy of non-discrimination in all of its activities. All actions, programs, meetings and activities of the Association will be provided without regard to any consideration of age, race, religion, sex, color, physical disability, ethnicity, country of origin, sexual orientation, gender or political affiliation.

## TITLE II – GOVERNANCE AND FINANCES

### Article 5: Leadership

#### I. GENERAL ASSOCIATION LEADERSHIP

- a) The Association shall have such officers with such functions, tenure and terms of office as the Bylaws of the Association shall prescribe and allow, as the General Body shall from time to time elect, and as such other officers of the Association may from time to time appoint.
- b) The association shall appoint a council/governing body which shall include the trustees and assign to it administrative and management functions as it expedient. The ultimate authority in the association shall reside with the board of trustees.
- c) The Board shall consist of
  - 1] Regional members from the sections of the world
  - 2] The President, Vice President and General Secretary
  - 3] Extra members to ensure every decade of the school's existence is present on the board.
- d) A member of the board will be appointed to coordinate the different regional sections of the association.
- e) The Trustees of the Association shall be appointed by the Association at its first General Meeting after due registration. The Executive Committee of the Association referred to in Section III below shall include the Trustees named in Section VII below. Only the **President, the Vice President and General Secretary** shall be both in the Board of Trustees and Executive Committee.
- f) The Executive Committee of the Association shall consist of all the officers of the Association named in Section VII below, appointed by the Association at the first General Meeting. This number shall be a maximum of Nine (9) whether such Executive Committee is comprised of Officer-Members who have been duly elected or who have been supplemented from an Alternate Executive in accordance with these Bylaws.
- g) Each Sub-Chapter or Sister-Chapter of the Association shall be led by an Executive Committee, comprising six (6) Officer-Members in the following roles: *Chairman, Vice-Chairman; Treasurer, Assistant Treasurer, General Secretary, and Social/Publicity Secretary.*
- h) Every Officer-Member of the Trustees and Executive Committee is an Alumnus Member of the Association and shall have been duly elected to office by the General Body in a manner provided by these Bylaws.

## II. TRUSTEES

- a) A Trustee shall hold office for three (3) years at a time, but may be re-elected for only one (1) other term in accordance with Title IV, Article 15 below.
- b) A Trustee shall cease to hold office if he or she:
  - resigns his or her office in accordance with Title IV, Article 17, Section II below.
  - stands down
  - is impeached in accordance with Title IV, Article 17, Section III below.
  - becomes insane.
  - is deceased.
  - is officially declared bankrupt.



- is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
  - is recommended for removal from office by majority vote of members present at any General Meeting of the Association.
  - is removed and replaced by the Executive Committee due to unexcused absences from meetings in excess of four (4) within a year.
  - conducts himself in a manner that is incompatible and/or detrimental to the integrity of the Association.
  - a trustee can reside anywhere in the world
- c) Upon vacancy occurring in the number of Trustees, such vacancy shall be filled at the next General Meeting or at such meeting specifically called for the purpose.
- d) The Trustees of the Association shall have power to dispose of the property of the Association in accordance with the provisions of Title II, Article 7, Section V below.
- e) It will be the duty of the Trustees to ensure that the Association maintains its Aims and Objects and give advice to the Executive Committee wherever requested.
- f) The Trustees shall have the authority, responsibility and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the requirements of this Constitution.
- g) The Trustees shall meet at such a time and place for the purpose of general overseeing and long term policy making for the Association.
- h) Each Trustee shall be entitled to a vote at its meeting, but the Chairman of the Board of Trustees may only exercise a casting vote in the event of equality of votes.
- i) The President, in his or her capacity as the chief executive of the Association shall chair the Board of Trustees of which he is a member. The meeting of the Board of Trustees shall be presided over by the President and in his absence, by the Vice-President. In the absence of both the President and the Vice-President, the Trustees shall appoint one of the Trustees present to preside.
- j) All legal documents to be executed by the Trustees shall be signed by any three (3) Trustees and the Common Seal of the Association shall thereto be affixed in accordance with the provisions of Title I, Article 1, Section IV.
- k) The Trustees shall provide and keep a minute book in which shall be pasted minutes of the proceedings of the Trustees and such minutes shall have been duly confirmed as a correct record of the proceedings. The minutes shall be both hardcopy (Printed) and softcopy. The softcopy shall be saved in both a media device (hard disk, flash drive, laserdisc etc.) and on the official ISI Alumni website.

### III. EXECUTIVE COMMITTEE

- a) The Executive Committee shall be the governing body of the Association and shall be responsible for its general management and direction.

- b) The Executive Committee shall consist of the President, Vice-President, General Secretary, Treasurer, Assistant General Secretary, Assistant Treasurer, Financial Secretary, Auditor and Social/Publicity Secretary
- c) The Executive Committee shall meet at such time and place for the purpose of the business of administration or as any reason deemed fit in moving the Association forward to continue to attain its goals and objectives.
- d) Each member of the Executive Committee shall be entitled to a vote at its meeting, but the President (who is also the chairman of the board of trustees) of the Executive Committee may only exercise a casting vote in the event of equality of votes.
- e) The General Meeting shall be presided over by the President and in his absence, by the Vice-President. In the absence of both the President and the Vice-President, the Executive Committee shall appoint one of the officers to preside.
- f) An Officer-Member of the Executive Committee may be removed and replaced by majority vote of members present at any General Meeting of the Association. Reasons for removal are, but not limited to the below.
  - he or she is proven insane.
  - is deceased.
  - is officially declared bankrupt.
  - is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
  - due to unexcused absences from meetings in excess of four (4) within a year.
  - he/she conducts him/herself in a manner that is incompatible and/or detrimental to the integrity of the Association.
- g) Each Officer-Member of the Executive Committee shall serve in office in accordance with Title IV, Article 15 below.

#### IV. OFFICERS

- a) Compensation of Officers: Each Officer-Member of the Board of Trustees and Executive Committee of each Chapter of the Association shall serve without pay and the term served in office shall be in accordance with Title IV, Article 15 below.
- b) Roles and Responsibilities of Officers: The roles and responsibilities of the National Executive of the Association shall be as follows: All/some of the roles and responsibilities might cascade to the chapters

#### TITLE

Trustees (which includes the following officers)

Board of Trustees shall be members of repute who can call the President himself to order. As the name implies, they are the very essence, ethos and epithet

of the organization; the custodian of this sacred legacy and must seek to maintain it in perpetuity irrespective of role changes

The total number of the board of trustees shall be as determined by the Association. They shall comprise but not limited to the following individuals with offices as listed below.

President	1Trustee
Vice-President	1Trustee
General Secretary	1Trustee
All Branch Chairmen ISI Alumni	Not All/but some 4 Members
Treasurer	Not Trustee
Assistant Treasurer	Not Trustee
Assistant General Secretary	Not Trustee
Social/Publicity Secretary	Not Trustee
Financial Secretary	Not Trustee
Auditor	Not Trustee

**i. PRESIDENT:**

- Responsible for giving general direction and leadership to the Association
- Uphold the principles of the Association;
- Lead and guide the Association in accordance with its stated Aims and Objects, and the principles of *“Peace, Order and Good Government”*;
- Assume leadership, chair the Board of Trustees and preside over its meetings
- Assume leadership of the Executive Committee and preside over its meetings;
- Assume leadership of the Association and preside over meetings of the General Body;
- Coordinate the activities of other officers of the Executive Committee;
- Give regular reports to the General Body on the state of the Association;
- Delegate responsibilities within the Executive Committee as the need arises;
- Be responsible, in consultation with the Executive Committee for the day to day administration of the Association;
- Direct all other officers of the Association in the performance of their duties.
- Serve as ex-officio member of all sub-committees of the Association.

**ii. VICE-PRESIDENT:**

- Assist the President in the discharge of his duties whenever so required by the President.
- Act as President (deputize) in the absence of the President by reason of illness, disability that is not severe, or other valid and good cause;
- Have the same rights and powers as the President while deputizing for him.
- Keep detailed records of all Corporate Sponsorships of the Association;
- Keep detailed records of all Corporate Members of the Association;
- Keep track of all monies received from Corporate Sponsors and Corporate Members as assisted by the Treasurer and Financial Secretary;
- Perform other duties as assigned by the President.

**iii. GENERAL SECRETARY:**

- Carry out all secretarial work of the Association, including dispatch of circulars, letters and other correspondences of the Association or the Executive Committee;
- Summon all meetings of the Association, General Meetings or Executive Committee Meetings;
- Take minutes of all meetings of the Executive Committee;
- Circulate minutes of the last previous meeting at or before the commencement of each meeting;
- Take attendance, act as Sergeant at Arms and maintain good order at all meetings;
- Be assisted by Assistant General Secretary
- Maintain a current list of all members, and their contact information;
- Devise and implement strategies to actively seek-out additional members for the Association;
- Design and issue membership cards to identify members of the Association;
- Compile and present an annual report to the Annual General Meeting.
- Generally supervise the Assistant General Secretary, to whom he may delegate any of his duties.
- Can be a member of each and every sub-committee of the Association.
- Perform other duties as assigned by the President.

**iv. TREASURER:**

- Collect all dues, subscriptions, donations and other monies/payments on behalf of the Association and pay in to the Association's bank account;
- Provide receipts for all monies collected, and account for all monies disbursed;
- Maintain the accounts of the Association in good order;
- Carry out any decision or directive of the Annual General Meeting and the Executive Committee in matters relating to the budget or finances of the Association;
- Compile the Annual Budget of the Association containing estimated revenue and expenditure of the Association and submit for approval by the Association;
- Compile budgets for all other activities of the Association;
- Present budgets to the General Body for its approval;
- Invest the money of the Association in such securities as may be approved by the Executive Committee.
- Perform other duties as assigned by the President.

**v. ASSISTANT TREASURER:**

- Act as Treasurer of the Association in the absence of the Treasurer by reason of illness, disability that is not severe, or other valid and good cause;
- Assist the Treasurer in all duties;
- The Assistant Treasurer may only serve on the Electoral Commission if not also running for election or re-election to any position on the Executive Committee;
- Collect all campaign statements from candidates for election and forward them to the Social/Publicity Secretary for publication to the General Body;
- Perform other duties as assigned by the President.

**vi. ASSISTANT GENERAL SECRETARY:**

- Assist the General Secretary in the performance of all secretarial duties ;
- Perform the functions of the General Secretary in his absence;

- Perform other duties as assigned by the General Secretary or the President.

**vii. SOCIAL/PUBLICITY SECRETARY:**

- Act as liaison to all Chapters, Sub-Chapters and Sister-Chapters of the Association;
- Publicize and promote all activities of the Association;
- Coordinate the organization and management of all meetings and activities of the Association;
- Perform other duties as assigned by the President.

**viii. FINANCIAL SECRETARY:**

- Keep detailed records of all financial and finance-related matters of the Association;
- Compile the audited Balance Sheet, and Annual Financial Statement of Accounts of the Association for presentation to the General Body at every General Meeting;
- Be in constant touch with branches of the Association to ensure that all members pay their annual dues as prescribed by this Constitution;
- Prepare a list of defaulting members and circulate such list at the General Meeting and to the Executive Committee.
- The financial secretary shall be professional accountant.
- Perform other duties as assigned by the President.

**ix. AUDITOR:**

- Audit the accounts of the Association quarterly or as when required by the Executive Committee or the General Body and submit the audit report to the Association;
- Perform other duties as assigned by the President.

**x. ALL BRANCH CHAIRMEN:**

- The Chairman/woman of the chapters will give general leadership and direction to the chapters.
- Lead and guide the chapter in accordance with the stated Aims and Objects, and the principles of "Peace, Order and Good Government" of the association at large;
- He or she shall preside over chapter meetings
- The Chairman/woman for the chapters shall serve as liaison between the chapter and the general alumni body. He/she shall be the person through which information is disseminated
- Establish a strong relationship and line of communication with the local alumni to ensure growth, vibrancy and sustainability.
- Ensure that the chapter is financially healthy and monies due the National headquarters are paid as at when due.
- Direct all other officers of the chapter in the performance of their duties.

**Article 6: Powers**

- I. The Association shall have all powers necessary and proper to acquire or arrange or commission all work and materials, and to do all other things necessary, incidental to or conducive to the attainment of any one or all of its above-stated Aims and Objects, or otherwise for the efficient and effective operation of the Association.

- II. Only the Chairman of a Chapter of the Association may bind that Chapter of the Association in any contract or agreement or other arrangement involving the provision of goods or services; or the sale of any intangible and/or real and/or intellectual or other property or asset of that Chapter of the Association; or the acquisition of any intangible and/or real and/or intellectual or other property or asset by that Chapter of the Association.
  
- III. Only the President of the Executive Committee of the Association may bind that Chapter of the Association, either individually, or in addition to its Sub-Chapters in any contract or agreement or other arrangement involving the provision of goods or services; or the sale of any intangible and/or real and/or intellectual or other property or asset of that Chapter of the Association and/or the entire Association; or the acquisition of any intangible and/or real and/or intellectual or other property or asset by that Chapter of the Association and/or the entire Association.
  - (a) Any such binding of the entire Association shall be timely pre-approved or later ratified by the General Body of the entire Association, with proper publication in either case.
  
- IV. Any property, asset or monies of the existing Association (including any property, asset or monies held by the Association or its members and Trustees) shall from the ratification date of these Bylaws become and be deemed the property, asset or monies of the Association and shall, as soon as may be possible, be formally transferred to the Association or such person or persons on its behalf as the Executive Committee may prescribe and publish to the General Body.
  
- V. The Trustees of the Association shall have power to dispose of the property of the Association with the consent of the Executive Committee. Disposal of the property of the Association may occur upon dissolution of the Association and after paying all liabilities, consistent with relevant legal requirements of the article of incorporation of the specific country or autonomous territory or the jurisdiction in which the Chapter, Sub-Chapter or Sister-Chapter lies.

Article 7: Finances

**I. FUNDS OF THE ASSOCIATION**

- a) The Association shall raise funds through:
  - i. Annual membership dues
  - ii. Additional, voluntary remittances by members or non-members
  - iii. General fundraising activities and events as the Association may from time to time conduct
  
- b) All funds remitted to the Association shall be maintained and operated in the name of the Association, under the control of the Executive Committee in accordance with Article 6 above.
  
- c) Each disbursement from the accounts of the Association must have three (3) approving signatures, two (2) of them on the cheque or bank withdrawal record, as follows:
  - i. Every cheque or bank withdrawal record must be signed by either the Treasurer, or the Assistant Treasurer.

- ii. If the second signatory is the President or the Vice-President, there must be an additional notation made in the ledgers of the Association within twelve (12) hours before or after the signing of the withdrawal.
  - iii. This notation must be made by either the General Secretary or the Assistant General Secretary, reciting the purpose for which the cheque was drawn or the withdrawal made, and affirming that the signer saw the cheque, witnessed the withdrawal, or is otherwise aware that the funds are being disbursed in accordance with the stated Aims and Objects of the Association.
  - iv. If the second signatory is the General Secretary or the Assistant General Secretary, there must be an additional notation made in the ledgers of the Association within twelve (12) hours before or after the signing of the withdrawal.
  - v. This notation must be made by either the President or the Vice-President, reciting the purpose for which the cheque was drawn or the withdrawal made, affirming that the signer saw the cheque, witnessed the withdrawal, or is otherwise aware that the funds are being disbursed in accordance with the stated Aims and Objects of the Association.
- d) All income and property of the Association, as well as all funds disbursed by the Association shall be applied solely towards the promotion of the Aims and Objects of the Association as defined in this Constitution.
- e) The Executive Committee hereby covenants on behalf of the Association that once the Association has achieved non-profit tax-exempt status, the Executive Committee shall take any action necessary or refrain from taking any action in order to preserve the tax-exempt status of the Association as is or may be required under the then current tax provisions of the jurisdiction in which the recipient Chapter, Sub-Chapter or Sister-Chapter lies, with regard to any and all monies and investments of the Association and their receipt, use, expenditure, disposition, and disbursement.
- f) The financial year of the Association shall be from 1<sup>st</sup> \_\_\_\_\_ (month) to 31<sup>st</sup> \_\_\_\_\_ (month) of the following year.

## II. CONFLICT OF INTEREST

- a) The Association shall not carry on any trade or business, or engage in any transaction solely with a view to the pecuniary gain or profit of any member or members thereof.
- b) No Officer-Member of the Association shall take any official action on any matter in which he or she has a direct or indirect interest. In cases where an Officer-Member has a direct or indirect interest in any action to be taken by the Executive Committee or the General Body, that Officer-Member must disclose in good faith the nature of the conflict or potential conflict, and that Officer-Member must not vote upon such action.
- c) The action must be voted upon by a legal quorum of disinterested Officer-Members. A record of the potential conflict, the disclosure of the Officer-Member, and a recording of the voting shall be contained within the minutes of the Association.
- d) Shall the number of disinterested Officer-Members on the Executive Committee be of a number and composition insufficient to form the required quorum of at least four (4) Officer-Members and five (5) votes for an effective vote on the transaction, the Executive Committee may, upon finding in its sole discretion that proceeding with the matter will be in the best

interests of the Association, vote upon reconstitution of the Executive Committee by supplementation from the Alternate Executive, as described in Title IV, Article 18 below, in order to form the quorum necessary for an effective vote on the matter involving such a conflict of interest.

### Article 8: Indemnification

#### **I. AGENT-CORPORATE EXPENSES AND LIABILITIES**

- a) The Association shall indemnify an Agent-Corporate against such Agent-Corporate's expenses and liabilities in connection with any proceeding involving the Agent-Corporate because the Agent-Corporate was an Agent of the Association, other than a proceeding by or in the right of the Association, if the Agent-Corporate so acting as an Agent, acted in good faith and in a manner which the Agent-Corporate reasonably believed to be in or not opposed to the best interests of the Association or, in respect of any criminal proceeding, the Agent-Corporate so acting as an Agent had no reasonable cause to believe the conduct was unlawful.
  - i. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the Agent-Corporate did not meet the applicable standards of conduct set forth above.
  - ii. The Association shall purchase and maintain at all times an insurance policy providing for the payments of any and all claims against the Executive Committee or any or several of the Agents-Corporate of the Association resulting from any action by such Agents-Corporate as a result of their actions on behalf of the Association. This policy shall provide for a minimum of N \_\_\_\_\_ of coverage and may be altered or amended or increased from time to time by an Amendment to these Bylaws.
- b) The Association shall indemnify an Agent-Corporate against such Agent-Corporate's expenses in connection with any proceeding by or in the right of the Association to procure a judgement in its favor which involves the Agent-Corporate by reason of being or having been the Agent-Corporate if:
  - i. The Agent-Corporate acted in good faith and in a manner which the Agent-Corporate reasonably believed to be in or not opposed to the best interests of the Association; and
  - ii. The Agent-Corporate has been successful on the merits or otherwise in any proceeding or in defense of any claim issue or matter therein.
  - iii. However, no indemnification shall be provided in respect to any claim, issue or matter as to which the Agent-Corporate was liable for negligence or misconduct.
- c) Any indemnification under the above sub-sections may be made by the Association, only as authorized in the specific case, upon a determination that indemnification is proper in the circumstances because the Agent-Corporate has met the applicable standard of conduct as set forth above. The Association shall make this determination:



- i. By the Executive Committee at a meeting at which is present a quorum of at least four (4) Officer-Members and five (5) votes determined without including the Officer-Member(s) who were parties to, or otherwise, involved in the proceeding, and acting by a majority vote of such Officer-Members.
  - ii. If the quorum is not obtainable, or even if obtainable and the quorum of the Executive Committee by a majority vote of the disinterested Officer-Members directs, by independent legal counsel, in written opinion, the counsel to be designated by the Executive Committee.
- d) The Association may pay the expenses incurred by an Agent-Corporate in connection with a proceeding, in advance of the final disposition of the proceeding, if authorized in the manner set forth in sub-section (c) above, upon receipt of an undertaking by or on behalf of the Agent-Corporate to repay the amount unless it shall ultimately be determined that the Agent-Corporate is entitled to indemnification as provided above.
- e) For purposes of this Article 9 of the Constitution:

**“Agent-Corporate”** means any person who is or was an Officer-Member or employee or agent of the indemnifying Association, or any person who is or was an Officer-Member or employee or agent of any other enterprise, serving as such at the request of the indemnifying Association, or the legal representative of the Officer-Member or employee or agent of the indemnifying Association;

**“Expenses”** means reasonable costs, disbursements and counsel fees;

**“Liabilities”** means amounts paid or incurred in satisfaction of settlements, judgements, fines and penalties; and

**“Proceeding”** means any pending, threatened or completed civil, criminal, administrative or arbitratve action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to the action, suit or proceeding.

### **TITLE III – MEMBERSHIP AND SUBCOMMITTEES**

#### **Article 9: Membership, Dues and Registration**

##### **I. MEMBERSHIP**

There shall be three levels of Membership in the Association:

- (a) **Individual or Alumnus Membership** shall be open and available to any living, natural person who has, at some time, been a student at the School. Such a person shall be known and referred to as an ALUMNUS.
- (b) Any living, natural person wishing to become an Alumnus Member must first be nominated for membership by a current Alumnus and seconded by no less than two (2) current Alumnus Members of the of the Association registered on the official website of the School, on or before the date on which these Bylaws are ratified. All three (3) sponsoring Alumnus

Members must then attest by statement to having known the nominee personally at some time during which the nominee was a student at the School.

- (c) All Alumni must be able to provide evidence that they attended the school via the evidence as defined in Article 2 above.
- (d) **Corporate Membership** shall be open and available to any Corporation, Organization or other entity in which an Alumnus is an Officer or Director. Such a Corporation, Organization, or other entity shall be known and referred to as a CORPORATE MEMBER.
- (e) **Honorary Membership** shall be open and available to any natural person not eligible for Alumnus Membership, or any corporation, organization or other entity in which no Alumnus is an Officer or Director, but which has an interest in actively sponsoring the Association and maintaining the vitality of the School and the student body therein. Such a sponsoring natural person, corporation, organization or other entity shall be known and referred to as an HONORARY MEMBER.
  - i. **Honorary Trustees** of the Association shall be appointed for life by the Association at a General Meeting on the recommendation of the Executive Committee.

## II. ALUMNUS MEMBER RIGHTS AND PRIVILEGES

Member Rights shall include but are not limited to, the opportunity to vote on Association matters and to hold an elected or appointed office, as defined in this Constitution. Member Privileges shall include, but not limited to, any tangible and intangible benefits, products or services offered with membership in the Association, as established by the Trustees or Executive Committee of the Association.

## III. ALUMNUS MEMBERSHIP DUES

- a) An Alumnus Member shall pay mandatory annual membership dues of **NO.00**
- b) A Corporate Member shall pay mandatory annual membership dues of **NO.00**
- c) An Honorary Member shall pay mandatory annual membership dues of **NO.00**
- d) Equivalentents can be paid in other currencies at the universal exchange rates. This will then be converted to Naira

## IV. REMISSION OF ALUMNUS MEMBERSHIP DUES

Membership dues shall be remitted annually to the Chapter of registration of each member on or before the first Special Meeting or General Meeting of the calendar year, whichever is first to occur. No interest shall be charged on late dues, however members whose dues are in arrears after the first quarter of any calendar year may be denied certain membership benefits, as the Executive Committee of each Chapter shall from time to time determine, provide and publish to the General Body thereof.

## V. FAILURE TO REMIT TIMELY MANDATORY DUES

Any member at any level of membership and in any capacity whose mandatory dues have been delinquent for two or more successive years shall be known as a Member in Abeyance, and shall be denied certain rights and privileges of membership in the Association as the Executive Committee shall from time to time determine, provide and publish to the General Body.

- a) The Treasurer shall, within a reasonable time after the first Regular Meeting or Special Meeting of the calendar year, whichever is first to occur, cause to be published to the General Body a listing of the names of those members who are currently Members in Abeyance.
- b) A Member in Abeyance may be automatically reinstated to prior status and good standing upon payment of any dues in arrears. The Treasurer, within a reasonable time after any such payment of dues in arrears, shall cause to be published to the General Body a listing of the names of those members who have been so reinstated.
- c) Treasurer to record reasons and circumstances (If Known) of non-payment e.g. could be due to financial hardship as a result of illness, death, redundancy or lost business.

**V. CHARITABLE DONATIONS**

- a) Any member at any level of membership may provide additional voluntary remittances to the Association over and above their mandatory dues.
- b) Any non-member may provide voluntary remittances to the Association.
- c) Such remittances from any member or non-member shall be treated as charitable donations in accordance with the then current status of the Association, and as allowed by the then current tax provisions of the jurisdiction in which the recipient Chapter, Sub-Chapter or Sister-Chapter lies, whichever is preferable to the payor and allowed by law.
- d) Each Sub-Chapter shall, on a quarterly basis and to its central or organizing Chapter:
  - i. Submit a list of members with their class of membership, and an accounting of their mandatory dues remitted or in arrears, and of any voluntary, additional monies remitted.
  - ii. Remit sixty-five percent (65%) of all mandatory dues.
  - iii. Remit the full amount of any voluntary, additional monies unless the payor elects otherwise in accordance with Section IV c) above.

**VI. REGISTRATION BY CHAPTER**

- a) Every member of the Association of every class of membership shall select one Chapter of registration only, on which membership shall be recorded.
- b) Members may freely switch their registration between Chapters on proper notification to the General Secretary of each by submission of a statement, where:
  - i. Good cause is shown; and
  - ii. It is so determined by the Executive Committees of both Chapters involved

**Article 10: Divisions and Branches**

- I. The Executive Committee of every Chapter of the Association shall from time to time, inform the General Body of the activities and membership of the Sub-Chapters and Sister-Chapters of the Association.

- II. All Sub-Chapters of the Association shall enact and be bound by a substantially similar version of the provisions of these Bylaws to the extent that they do not conflict with the then current laws of their respective jurisdictions.
- III. All Sister-Chapters of the Association shall enact and be bound by a substantially similar version of the provisions of these Bylaws to the extent that they do not conflict with the then current laws of their respective jurisdictions.
- IV. Any Sub-Chapter or any Sister-Chapter of the Association may revoke, alter or amend these Bylaws at any time in accordance with the provisions provided herein in order to bring them into compliance with the then current laws of its particular jurisdiction.

Article 11: Committees, Subcommittees, and Standing Committees

- I. The Executive Committee shall from time to time establish Committees, Subcommittees and Standing Committees, staffed by Alumni volunteers from among the General Body.
- II. Such Alumni volunteers shall be selected by an affirmative vote as outlined in these Bylaws for Regular Meetings and Special Meetings of the General Body, depending on the type of meeting at which such vote takes place.
- III. Members of any Committee, Subcommittee or Standing Committee so constituted, shall be deemed to be Officers of the Association, and subject to Impeachment.
- IV. The Executive Committee shall ensure that any duly constituted Committee, Subcommittee or Standing Committee has a clear and understandable, written statement of:
  - a) its composition
  - b) its Aims and Objects
  - c) the extent of its mandate, and of its authority to act and to speak on behalf of the Association
  - d) its duration
  - e) any other limitations or conditions that may be properly imposed thereon, as the Executive Committee shall from time to time determine and provide and publish to the General Body
- V. These provisions may be revoked, altered or amended from time to time, and in the sole discretion of the Executive Committee.
- VI. The Executive Committee shall establish procedures, collectively and individually, to regularly monitor the governance, functions, activities and productivity of all such Committees, Subcommittees, and Standing Committees to:
  - a) ensure their accountability to the General Body, whether financially, procedurally or in their Activities;
  - b) confirm that all their doings are fully in accord with the Bylaws, and with the stated Aims and Objects of the Association;

- c) provide that there be regular reports to the General Body of the governance, functions, activities and productivity of any such Committee, Subcommittee or Standing Committee.

VII. Any member of any Committee, Subcommittee or Standing Committee may resign at any time by preparing and submitting two copies of a brief statement as follows:

- a) One copy shall be submitted to the Executive Committee, by hand of any member thereon, and one copy shall be submitted to the particular Committee, Subcommittee or Standing Committee from which such individual wishes to resign, by hand of any member thereon.
- b) The Social/Publicity Secretary shall publish such a statement of resignation to the General Body, and invite volunteers interested in assuming the vacated position to submit their own statements that make them, their interests, and their qualifications known to the Executive Committee in order that they may be considered for the vacant position at the next Special Meeting or Regular Meeting of the General Body, whichever is first to occur.

## **TITLE IV – MEETINGS AND REPRESENTATION**

### **Article 12: Elections and Voting**

#### **I. ELECTIONS**

- a) Immediately prior to elections, all offices shall be declared vacant.
- b) Elections shall be conducted by two Returning Officers who shall, on being appointed as such, declare that they have no interest in any of the offices being contested for.
- c) General Elections to the Executive Committee shall be held annually, in October, and every Officer-Member of the newly-elected Executive Committee shall officially assume Office on January 1<sup>st</sup> of the following year, or earlier at the individual option of each outgoing Officer-Member.
- d) The first election shall be held in October, 20\_\_\_\_, when and where positions of the Trustees and Nine (9) positions of the Executive Committee shall be filled in accordance with these Bylaws.
  - i. Each Officer-Member on the Executive Committee shall have a regular term of office (“regular term”) of two (2) years, lasting from January 1<sup>st</sup> to December 31<sup>st</sup> of the following year.
  - ii. Each Officer-Member on the Executive Committee shall have a term of office (“term”) of two (2) years, with the first election for the position to be held in October, 20\_\_\_\_ and every two (2) years thereafter.

- iii. Each Officer-Member on the Executive Committee shall have a single term tenure of two years subject to re-election for another 2 years.
- iv. No member of the Executive Committee may serve for a combined total of more than four (4) regular terms or four (4) terms, in any office on the Executive Committee.
- v. Voting in General Elections to the Executive Committee may only be done at a Special Meeting of the General Body. Unless otherwise provided, votes shall be cast in person and by secret ballot, with no proxies or mail-in ballots allowed.

## II. VOTING

### a) Special Meetings

- i. A special meeting is when... **Definition?**
- ii. When voting on any motion at a Special Meeting, Alumnus Members shall carry x (x) votes each; **more definition on voting pattern**
- iii. Two thirds (2/3) of the registered members in good standing at each of the three levels of membership, shall constitute a quorum for purposes of voting at a Special Meeting of the General Body.
- iv. Unless otherwise provided, voting at a Special Meeting shall be done in person and by secret ballot, with no proxies or mail-in ballots allowed.
- v. Voting may be conducted by telephonic and/or electronic processes, as the Executive Committee may determine is reasonable and appropriate to ensure the integrity of the voting process.
- vi. Unless otherwise provided, motions shall be carried only by the affirmative, simple majority vote of two thirds (2/3) of the quorum of each class of members present and in attendance.

### b) Regular Meetings

- i. When voting on any motion at a Regular Meeting, every member present shall carry one (1) vote, regardless of their class of membership.
- ii. Unless otherwise provided, voting at a Regular Meeting shall be done in person and by a show of hands, with no proxies or mail-in ballots allowed.
- iii. Voting may be conducted by telephonic and/or electronic processes, as the Executive Committee may determine is reasonable and appropriate to ensure the integrity of the voting process.
- iv. Except as otherwise provided, motions shall be carried only by the affirmative super majority vote of three quarters (3/4) of those members present and in attendance, regardless of their class of membership.

Article 13: Meetings of the General Body and the Executive Committee

**I. GENERAL BODY MEETINGS**

- a) There shall be a Special Meeting of the General Body of each Chapter of the Association held three (3) times each year in the following months and for the following purposes.
- b) Each Special Meeting shall be held on or before the third Sunday of each month in which it is scheduled to be held?
  - i. February
    - Introduction of the new Executive Committee to the General Body
    - Presentation by the incoming president on the State of the Association
    - Presentation and approval of the annual budget
    - Circulating the schedule of programs and events to be held through the year
  - ii. June
    - Introduction by the President and presentation on the state of the Association
    - Presentation by the Social/Publicity Secretary on the pending, annual or biennial reunion event
    - Nomination of candidates for the October elections
    - Other matters for the good of the General body
  - iii. October
    - Introduction by the outgoing President and presentation on the state of the Association
    - Presentation by every other member of the outgoing Executive Committee on their terms in office, and their hopes or recommendations for the future
    - Elections to the Executive Committee
    - Other matters for the good of the General Body
- c) There shall be a Regular Meeting of the General Body of each Chapter of the Association held once, in each of the months of January, March, April, May, July, August, September, November and December.
- d) Each Regular Meeting shall be held on or before the third Sunday of each month in which it is scheduled to be held.
- e) The General Body shall receive notice of the time, working agenda, and location of every Special Meeting and every Regular Meeting no less than two (2) weeks in advance. An updated agenda may be circulated no less than one (1) week in advance of such meeting.
- f) Any member wishing to make a motion or present an item for consideration on the agenda of any meeting must submit a concise, written summary of the same to the General Secretary for addition to the agenda and publication to the General Body by the Social/Publicity Secretary. Such submission shall be made by statement, and shall be submitted no less than ten (10) calendar days before such a meeting.

- g) Except for the first Executive Committee serving before ratification, for which at least two (2) Officer-Members must be present to properly convene any Regular Meeting or Special Meeting of the General Body, there shall be no less than three (3) Officer-Members present to properly convene any Regular Meeting or Special Meeting of the General Body, as follows:
  - i. Either the President or Vice-President must be in attendance; and
  - ii. Either the Treasurer or Assistant Treasurer must be in attendance; and
  - iii. Either the General Secretary or the Social/Publicity Secretary must be in attendance.

## II. EXECUTIVE COMMITTEE MEETINGS

- a) The President of the Executive Committee may call for meeting of the Executive Committee at any time, including a month in which no meeting of the General Body has been, is, or may be scheduled.
- b) The President of the Executive Committee will authorize the General Secretary to call the meeting
- c) The General Secretary or the Social/Publicity Secretary shall immediately publish a working agenda for such a meeting, and coordinate its taking place at a time and location that is conducive to the attendance of a quorum of the Executive Committee as it is defined in these Bylaws.
- d) Notice of any meeting of the Executive Committee or of a sub-committee shall be given as far as possible to all Officer-Members of the Executive Committee by letter, courier, fax, telephone, e-mail or otherwise, at least seven (7) days before the meeting is to take place, provided that no business transacted at such a meeting after a shorter notice shall for that reason be invalidated.
- e) Each Officer-Member of the Executive Committee shall hold one (1) vote, with voting being done in person by a show of hands, and a quorum represented by no less than four (4) Officer-Members and five (5) votes as follows:
  - i. Either the President or Vice-President or both must be in attendance; and
  - ii. Either the Treasurer or Assistant Treasurer or both must be in attendance; and
  - iii. Either the General Secretary or the Social/Publicity Secretary or both must be in attendance.
- c) The President shall hold a tie-breaking vote, which may be exercised by the Vice-President if aware of the absence of the President by reason of illness, disability that is not severe, or other valid and good cause.
- d) Unless otherwise provided, there shall be no Special Meeting or Regular Meeting of the General Body of any Chapter of the Association in any month in which the Annual Reunion weekend has been, or is to be scheduled to be held. The Annual Reunion weekend may likewise not be held in any month that has already been set aside by these Bylaws for a Special Meeting of the General Body.

### Article 14: Death or Severe Disability, Resignation, Impeachment, Suspension or Expulsion



## I. DEATH OR SEVERE DISABILITY

- a) Shall any Officer-Member of the Executive Committee die or become severely disabled while in office, the Executive Committee shall deem such Officer-Member's position to have been vacated, and such position shall be treated and filled as follows:
  - i. The Social/Publicity Secretary shall publish news and confirmation of such death or severe disability to the General Body; announce that elections for the vacated position shall be held at the next Special Meeting of the General Body; and invite statements from potential candidates in accordance with these Bylaws.
  - ii. The President shall confirm any such death or severe disability at the next Special Meeting or Regular Meeting of the General Body, whichever comes first.
  - iii. If the next meeting is a Regular Meeting, the interim election shall be conducted in accordance with the voting procedures for Regular Meetings as stated in these Bylaws.
  - iv. If the next meeting is a Special Meeting, the interim election shall be conducted in accordance with the voting procedures for Special Meetings as stated in these Bylaws.
  
- b) During the pendency of an interim election, or while a position on the Executive Committee remains vacant by reason of death or severe disability, the President shall distribute the duties of the vacant position among and between the other Officer-Members of the Executive Committee as he sees fit.
  
- c) Shall any two (2) or more Officer-Members of the Executive Committee die or become severely disabled, in any combination thereof, in the period between two Special Meetings, the most senior Officer-Member of the Executive Committee who is not dead or severely disabled shall declare that a *Vote of No Confidence* shall be held at the next Special Meeting or Regular Meeting of the General Body, whichever comes first. This declaration shall be published to the General Body, with a contemporaneous invitation for the statements of potential candidates for all thirteen (13) positions of the Officer-Members on the Executive Committee, in accordance with these Bylaws.
  
- d) A *Vote of No Confidence* shall be held, to determine whether the then current Executive Committee as a whole shall continue in office. Any *Vote of No Confidence* shall be conducted in accordance with the voting procedures for Special Meetings, regardless of whether it takes place at a Regular Meeting or a Special Meeting.
  - i. If the then current Executive Committee is voted out of office, there shall be a General Election conducted at that same meeting in accordance with these Bylaws.
  - ii. If the General Body elects to have the Officer-Members of the then current Executive Committee who have not died or been severely disabled remain in office, the matter of a *Vote of No Confidence* shall be summarily dismissed and not continued further.
  - iii. An interim election for the vacant positions only, shall then be conducted in accordance with the voting procedures for Regular Meetings as stated in these Bylaws.

- e) Shall the timing of any death or severe disability not allow for the proper conduct of an interim election, the Executive Committee shall modify the procedures for election to the post as it sees fit, and in accordance with the policies of "*Fairness, Peace, Order and Good Governance*".

## II. RESIGNATION

- a) Any Officer-Member of the Executive Committee wishing to resign must tender that resignation and a supporting statement of the reasons therefor to every other Officer-Member of the Executive Committee.
  - i. Such resignation and supporting statement shall be no more than three (3) type-written pages in length.
  - ii. The Social/Publicity Secretary shall publish such resignation and supporting statement to the General Body; announce that elections for the vacated position shall be held at the next Special Meeting of the General Body; and invite statements from potential candidates in accordance with these Bylaws.
  - iii. The President shall confirm any such resignation at the next Special Meeting or Regular Meeting of the General Body, whichever comes first.
  - iv. If the next Meeting is a Regular Meeting, the interim election shall be conducted in accordance with the voting procedures for Regular Meetings as stated in these Bylaws.
  - v. If the next Meeting is a Special Meeting, the interim election shall be conducted in accordance with the voting procedures for Special Meetings as stated in these Bylaws.
- b) During the pendency of an interim election, or while a position on the Executive Committee remains vacant, the President shall distribute the duties of the vacant position among and between the other Officer-Members of the Executive Committee as he or she sees fit.
- c) Shall any two (2) or more Officer-Members of the Executive Committee resign in the period between two (2) Special Meetings, the most senior Officer-Member of the Executive Committee who is not tendering a resignation shall declare that a *Vote of No Confidence* shall be held at the next Special or Regular Meeting, whichever comes first. This declaration shall be published to the General Body, with a contemporaneous invitation for the statements of potential candidates for all thirteen (13) positions of the Officer-Members on the Executive Committee, in accordance with these Bylaws.
- d) A *Vote of No Confidence* shall be held, to determine whether the then current Executive Committee as a whole shall continue in office. Any *Vote of No Confidence* shall be conducted in accordance with the voting procedures for Special Meetings, regardless of whether it takes place at a Regular Meeting or a Special Meeting.
  - i. If the then current Executive Committee is voted out of office, there shall be a General Election conducted at that same meeting in accordance with these Bylaws.

- ii. If the General Body elects to have the Officer-Members of the then current Executive Committee who are not resigning remain in office, the matter of a *Vote of No Confidence* shall be summarily dismissed and not continued further.
- iii. An interim election for the vacant positions only, shall then be conducted in accordance with the voting procedures for Regular Meetings as stated in these Bylaws.
- iv. Shall the timing of any resignation not allow for the proper conduct of an interim election, the Executive Committee shall modify the procedures for election to the post as it sees fit, and in accordance with the policies of "*Fairness, Peace, Order and Good Governance*".

### III. IMPEACHMENT

- a) As upholders of the Bylaws of the Association, any and all Officer-Members of the Executive Committee may be removed from office in the event of:
  - i. A proven case of misconduct with respect to the affairs of the Association; or
  - ii. A clear lack of competence or diligence with respect to the requirements of the office; or
  - iii. Some other failure to respect the dictates of these Bylaws as the legitimate embodiment of the common will of the General Body.
- b) Impeachment shall begin with the motion to impeach by any member in good standing, followed by a second vote, and a reading into the record of a one (1) page typewritten statement by the movant, summarizing the charges and the proofs thereof.
- c) The General Body shall then vote on whether the motion for impeachment is sufficiently meritorious to be pursued further.
- d) A motion for impeachment may be brought at either a Special Meeting, or a Regular Meeting of the General Body, and by any member. Voting on whether the motion is sufficiently meritorious to be pursued further shall be conducted in accordance with the voting procedures for such meeting, as given in these Bylaws.
  - i. If the General Body determines that the motion to impeach lacks merit, it shall not be continued and summarily dismissed from the record. Neither the movant nor second may bring any additional motion to impeach that same candidate for the next two (2) consecutive meetings of the General Body, whether regular or special.
  - ii. If the General Body determines that the motion to impeach is sufficiently meritorious to be pursued further, the Officer-Member of the Executive Committee next senior, or failing that, next junior to the accused shall declare that the formal Impeachment Hearing shall be held at the next Special or Regular Meeting, whichever comes first. This declaration shall be published to the General Body, with a contemporaneous invitation for statements in support of the accused or of the accusations; along with an invitation for statements from potential candidates for the position of the accused, in accordance with these Bylaws.

- iii. At the close of all evidence in an Impeachment Hearing, a vote shall be taken in accordance with the voting procedures for Special Meetings, regardless of whether it takes place at a Regular Meeting or a Special Meeting.
  - iv. If the General Body votes not to impeach, the matter shall not be continued further, and summarily dismissed from the record. Neither the movant nor second may bring any additional motion to impeach that same candidate for the next four (4) consecutive meetings of the General Body, whether regular or special.
  - v. If the General Body votes to impeach, the accused shall be immediately removed from office, and an interim election conducted in accordance with these Bylaws.
- e) Shall the timing of any successful impeachment not allow for the proper conduct of an interim election, the Executive Committee shall modify the procedures for election to the post as it sees fit, and in accordance with the policies of *"Fairness, Peace, Order and Good Governance"*.

#### IV. SUSPENSION OR EXPULSION

- a) As members in good standing who are subject to the Bylaws of the Association, any Alumnus Member, Corporate Member or Honorary Member may be temporarily suspended or permanently expelled from the Association in the event of:
  - i. A proven case of misconduct with respect to the affairs of the Association; or
  - ii. A demonstrated lack of good moral character that may reflect negatively on the Association; or
  - iii. Some other failure to respect the dictates of these Bylaws as the legitimate embodiment of the common will of the General Body.
- b) Suspension or expulsion shall begin with the motion to suspend or expel by any member in good standing, followed by a second vote, and a reading into the record of a one (1) page typewritten statement by the movant, summarizing the charges and the proofs thereof.
- c) The General Body shall then vote on whether the motion for suspension or expulsion is sufficiently meritorious to be pursued further.
- d) A motion for suspension or expulsion may be brought at either a Special Meeting, or a Regular Meeting of the General Body, and by any member. Voting on whether the motion is sufficiently meritorious to be pursued further shall be conducted in accordance with the voting procedures for such meeting, as given in these Bylaws.
  - i. If the General Body determines that the motion to suspend or expel lacks merit, it shall not be continued and summarily dismissed from the record. Neither the movant nor second may bring any additional motion to impeach that same Alumnus Member, Corporate Member or Honorary Member for the next two (2) consecutive meetings of the General Body, whether Regular or Special.
  - ii. If the General Body determines that the motion to suspend or expel is sufficiently meritorious to be pursued further, the most senior Officer-Member of the Executive Committee that is sufficiently impartial shall declare that the formal suspension or expulsion proceedings shall be held at the next Special or Regular Meeting, whichever comes first. This declaration shall be published to the General Body, with

a contemporaneous invitation for statements in support of the accused; or in support of the accusations with recommendations for the appropriate penalty, in accordance with these Bylaws.

- iii. At the close of all evidence in a Suspension or Expulsion Hearing, a vote shall be taken in accordance with the voting procedures for Special Meetings, regardless of whether it takes place at a Regular Meeting or a Special Meeting.
- iv. If the General Body votes not to suspend or expel, the matter shall not be continued further, and summarily dismissed from the record. Neither the movant nor second may bring any additional Motion to suspend or expel that same candidate for the next four (4) consecutive meetings of the General Body, whether Regular or Special.
- v. If the General Body votes to suspend or expel, the accused shall be immediately suspended or expelled. In the case of an expulsion, the accused shall be immediately stripped of all rights and privileges of membership. In the case of a suspension, the General Body shall immediately be polled by a show of hands, on the appropriate period of expulsion, chosen from among the suggested alternatives contained in the statements in support of the allegations.

Article 15: Alternate Executive

- I. Shall the current Executive Committee be unable to act by establishment of a quorum to vote on indemnification or to select counsel to render an opinion of the same or for any other reason for which the Executive Committee is required to act by a quorum of at least four (4) disinterested Officer-Members and five (5) votes, the current Executive Committee or the General Body shall select an Alternate Executive of up to six (6) former Officer-Members of that Chapter of the Association to so act.
  - a) Such former Officer-Members shall be selected by function in reverse chronological order from within and among those Officer-Members who have served within the thirteen (13) Executive Committees next preceding the current Executive Committee which is unable to act.
  - b) Such former Officer-Members that served in the same capacity or position as the position or capacity currently to be filled, shall be polled according to sub-section I(e) of this Article.
  - c) Shall such former Officer-Member fail to meet all the requirements for service on an Alternate Executive, the former Officer-Member next-most-recently serving in that position or capacity shall be polled in turn, and thenceforth, until the position is filled.
  - d) Shall there not be an Officer-Member qualified who served in such position or capacity, the polling process shall be commenced anew with the most recently serving Officer-Member in the capacity or position next-most-junior to the one sought to be filled, or if there is no such position or capacity, to the position or capacity next-most-senior, as dictated by the levels of seniority given in Article 6, Section II of these Bylaws.

- e) To serve on an Alternate Executive, each former Officer-Member shall be polled to ensure that such former Officer-Member:
- Is a living, Alumnus-Member in good standing of the Association; and
  - Is not serving in any regular term of office at the time; and
  - Has concluded all terms of office in good standing, without suffering any successful proceeding in impeachment, suspension, expulsion or *Vote of No Confidence*; and
  - Is willing and able to serve on the Alternate Executive; and
  - Is disinterested in any matter on which such Officer-Member shall deliberate.
- II. The Assistant Treasurer of each and every duly elected Executive Committee of each Chapter of the Association shall maintain and update a listing of the names, along with contact information for each, of those thirteen (13) different, former Officer-Members through which all of the former Officer-Members may be reached, as follows:
- a) One former Officer-Member of each of the thirteen (13) former Executive Committees shall be a volunteer contact-person who shall affirmatively undertake to retain and update the contact information of every other one of the Officer-Members of the Executive Committee for a specific year. Such Officer-Member shall be known as the “Executive Representative for the year, X,” where X shall be replaced and interpreted to refer to that particular year of service in a term or regular term.
    - i. Where there have been more than thirteen (13) Officer-Members of the Executive Committee for any one (1) year and for any reason, the former Officer-Member eligible for service on an Alternate Executive shall be the one who served longest thereon and who left in good standing; or, failing that standard, the one who ended his term or regular term in good standing.
    - ii. There shall be ten (10) such Representatives.
  - b) One former Officer-Member for each of the thirteen (13) positions on the Executive Committee shall be a volunteer contact-person who shall affirmatively undertake to retain and update the contact information of every other one of the ten former Officer-Members who have served in such capacity or position on the Executive Committee for each of the ten (10) subject years. However, in the case of the President, this number may be as low as five (5) former Officer-Members who have served in such capacity or position on the Executive Committee over the ten (10) subject years. Such Officer-Member shall be known as the “Y’s Executive Representative,” where Y shall be replaced and interpreted to refer to that particular capacity or position.
    - i. Where there has been more than one (1) former Officer-Member serving in a particular capacity or position on the Executive Committee for any one (1) year, or for a two-year (2) period in the case of the President, and for any reason, the former Officer-Member eligible for service on an Alternate Executive shall be the one who served longest thereon and who left in good standing; or, failing that standard, the one who ended his or her Term or Regular Term in good standing.
    - ii. There shall be six (6) such Representatives.

- III. The Assistant Treasurer of each and every duly elected Executive Committee of every Chapter of the Association shall publish such a listing as an Appendix to the other items scheduled to be published to the General Body prior to every Special Meeting of the General Body, in accordance with these Bylaws.
  - a) Such appended listing need only be published once prior to every Special Meeting, regardless of any amendments to those other items scheduled to be published to the General Body therefor, in accordance with these Bylaws.
  - b) By providing all members of the General Body with the contact information of the Representatives of the Alternate Executive, thereby promoting communication and feedback within and among the General Body, the Association:
    - i. Assures itself of continuity of leadership in the event of unforeseeable or excessive death or severe disability, resignation, impeachment, suspension or expulsion, or other casualty or incapacity among the Officer-Members of the Executive Committee; and
    - ii. Guards against having an Executive Committee powerless to act in the face of a widespread or broadly-based conflict of Interest situation or other deadlock potentially fateful to the Association; and
    - iii. Ensures that the Association shall continue to fulfill its Aims and Objects in accordance with these Bylaws and the guiding principles of *Peace, Order and Good Governance*.

## **TITLE V – RATIFICATION AND AMENDMENT**

### **Article 16: Constitution and Bylaws**

- I. This document shall be known as and represent the entire Constitution and Bylaws of the Association, its Sub-Chapters and Sister-Chapters unless otherwise provided in the Constitution and Bylaws of any such Sub-Chapter or Sister-Chapter.
- II. Any member in good standing may, by right, request and shall receive, free of cost when transmitted by facsimile or email, a copy of these Bylaws once every calendar year, as well as after any amendment.
- III. The Executive Committee may set a nominal fee for any additional requests or for the provision of any copy of these Bylaws by any means other than by facsimile or by email.

### **Article 17: Power to Alter and Amend Bylaws**

- I. These Bylaws may, from time to time be revoked, altered or amended to improve the general governance and management of the Association, and for the general betterment, and furtherance of the purpose, Aims and Objects of the Association.

- II. These Bylaws may only be revoked, altered or amended at a Special Meeting of the General Body, and by the affirmative, quorum-based vote of the General Body in a Special Meeting as provided by these Bylaws.
- III. Any such revocation, alteration or amendment properly moved and affirmatively voted upon shall become immediately effective, with the Bylaws updated accordingly by the Executive Committee. The Bylaws shall thenceforward continue and operate as though they had been originally drawn-up and ratified accordingly.

**Article 18: Severability, Interpretation and Ratification**

**I. SEVERABILITY**

If any provision of these Bylaws or their application to any member, or non-member, or potential member is held invalid, the invalidity does not affect other provisions or applications of the Bylaws which can be given effect without the invalid provision or application, and to this end the provisions of these Bylaws are severable.

**II. INTERPRETATION**

Any and all bolded headings used within these Bylaws that are not identified as Titles, Articles, Sections or Sub-sections by letter or number designation on the same line thereof, are used for purposes of illustration only.

**III. RATIFICATION**

- a) These Bylaws shall take effect upon ratification at the next Regular Meeting or Special Meeting of the General Body, whichever comes first.
  - i. The President shall make a motion to ratify, there shall be a second in support thereof;
  - ii. The motion shall be carried by an affirmative vote of three quarters (3/4) of those members present and in attendance.
- b) We do hereby for Us Our Heirs and Successors grant and declare that these our Bylaws or their enrolment of exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and the meaning of the same, and shall be taken, construed and adjudged in all our courts or elsewhere in the most favorable and beneficial sense, and for the best advantage of the said Association, any non-recital omission, defect, imperfection, matter or thing whatsoever notwithstanding.



**CERTIFICATION**

THE FOREGOING FIVE (5) TITLES AND TWENTY-THREE (23) ARTICLES ARE A TRUE AND COMPLETE COPY OF THE FULL CONSTITUTION AND BYLAWS OF THE ASSOCIATION AS DEFINED HEREIN AND AS RATIFIED BY THE APPROPRIATE VOTE OF THE MEMBERSHIP OF THE \_\_\_\_\_ CHAPTER OF THE ASSOCIATION ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 20 \_\_\_\_\_

Print: \_\_\_\_\_

Print: \_\_\_\_\_

Sign: \_\_\_\_\_  
President

Sign: \_\_\_\_\_  
Vice-President

Print: \_\_\_\_\_

Print: \_\_\_\_\_

Sign: \_\_\_\_\_  
Treasurer

Sign: \_\_\_\_\_  
Assistant-Treasurer

Print: \_\_\_\_\_

Print: \_\_\_\_\_

Sign: \_\_\_\_\_  
General Secretary

Sign: \_\_\_\_\_  
Social/Publicity Secretary