

CONSTITUTION & BYLAWS*
OF THE
CUTTINGTON UNIVERSITY
ALUMNI ASSOCIATION
IN THE AMERICAS, INC.

*REVISED BY A SPECIAL CONSTITUTION REVIEW
COMMITTEE AND ADOPTED BY THE EXECUTIVE
COMMITTEE ON July 18th, 2017

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Preface

The document under review is the latest revised Constitution and Bylaws of the Cuttington University Alumni Association in the Americas. Founded in 1992 as a non-profit organization, the Association bears natural ties to the Cuttington Alumni Association in Liberia, with which it seeks to promote the highest interest of the University.

Originally established in 1889 by the Protestant Episcopal Church of the United States as Cuttington Collegiate and Divinity School in Harper, Maryland County, Liberia, the school was closed in 1929 for financial reasons. It was reestablished in 1948 at its present 1500-acre site in Suacoco, Bong County, 120 miles north of Monrovia, capital city of Liberia. The school enjoys the distinction of being the oldest private (Parochial) co-educational, four-year institution of higher learning located in sub-Saharan Africa.

Over the next forty years of its rebirth, the “new” Cuttington grew exponentially into one of the most successful liberal arts colleges on the continent. By the end of the 1980s, it had become a full-fledged university, boasting six degree-granting departments. Some of the best and the brightest high school graduates of Liberia and many other African countries, including Tanzania, Kenya, Nigeria, Cameroon, Swaziland, Sierra Leone, the Gambia, and South Africa, found their way to Cuttington. After graduation, most have gone on to make valuable contributions to their own countries and to other communities in various parts of the world.

Unfortunately, the protracted armed conflict and social upheaval in Liberia that began at the end of 1989 forced the University to shut down by May 1990 when warlords and rebels overtook the campus, looting and stripping the University’s entire infrastructure, including its classrooms, library, dormitories, laboratories and museum. Not even Epiphany Chapel, the University’s primary house of worship, was spared the mischief, madness and mayhem of the 1990s. Thankfully, with the recent reestablishment of civilian government and constitutional rule in the country, efforts are now underway to

reconstruct, rehabilitate and revitalize the University, while life on campus and in the surrounding communities gradually returns to normal.

Still a fully-owned institution of the Protestant Episcopal Church of Liberia, Cuttington continues to enjoy close ties with the Government of Liberia, the Protestant Episcopal Church of America, and with a number of U.S. college organizations, including the Associated Colleges of the Midwest, the Association of Episcopal Colleges, and the Partnership for Service Learning. Cuttington also maintains strong student exchange programs with Kalamazoo, Susquehanna and Witworth Universities. In addition, long-standing arrangements that enable Fulbright Scholars and Peace Corps Volunteers to teach at Cuttington remain in place. Against this backdrop, the members of the Cuttington University Alumni Association in the Americas are committed and determined to play their own unique role in the rebuilding, growth and development of this illustrious institution, their alma mater.

PART ONE: THE CONSTITUTION

PREAMBLE

We, the Alumni of Cuttington University, currently residing in the Americas, have come together in pursuit of greater unity as we serve as a force for positive change; continue to apply the high ideals imbued in us by our alma mater; commit to the task of assisting with the overall growth and development of the University and the larger community which it serves; play a more dynamic role in planning and undertaking activities and programs for the benefit of present and future students of Cuttington University; now form and establish this Association as a not-for-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 . The Association will be an instrument for the attainment of these goals. We hereby adopt this Constitution and Bylaws to ensure the Association's effective governance and most efficient operation.

ARTICLE I - Name²

1.0 The name of this Association shall be the Cuttington University Alumni Association in the Americas Inc (**CUAAA, Inc.**), hereinafter referred to as the Association.

ARTICLE II – Membership and Dues

2.0 Membership Eligibility: All graduates, former faculty and staff of Cuttington University (including the schools that preceded it over time), former students and friends who did not graduate from Cuttington, but wish to contribute to the University, shall be eligible for membership of the Association, regardless of age, race, nationality, gender, ethnic origin or religious affiliation. Anyone desirous of becoming a member of the Association shall submit an application to the membership committee for timely consideration

2.1 Membership categories: Membership shall fall into the following fixed categories: Regular and Honorary. Additionally, individuals (Active and Non active members) who donate specified amounts to ongoing programs during the two-year tenure of an Administration shall be placed in the platinum, gold, OR silver membership category for that two-year period.

2.2 Active Membership: All regular members who have remitted their annual membership fee to the Treasurer for deposit into the Association's account are eligible for active membership. The active membership is valid for one fiscal year (8/1-7/31), and renewal each succeeding fiscal year is dependent upon the receipt of the annual membership dues. To remain an active member of the Association, however, it shall be necessary to subscribe fully to the provisions of the Association's Constitution and Bylaws, including the payment of dues and regular participation in the various activities of the Association.

2.3 Regular Membership: All graduates, former faculty and staff, and former students who did not graduate from Cuttington but wish to contribute to the University are eligible for Regular Membership. The Membership Committee shall vet all applications and take timely and appropriate decisions. All Active Regular Members shall be eligible to hold office and to vote.

2.4 Honorary Membership: shall be conferred by the Association upon an individual for service to Cuttington University, Students of Cuttington, The Republic of Liberia, and the world at large. Such persons shall be elected to membership by the Executive Committee on the basis of their interest in the University and their potential to contribute significantly to its growth and development. Honorary Members shall enjoy all rights and privileges of membership, except the rights to hold office and to vote.

2.5 Platinum, Gold OR Silver membership: Shall be awarded to individuals based on their financial donation to any project/s undertaken and completed by the Association during the tenure of an administration. These individuals may include those eligible for regular membership and friends (non alumni) in the Americas. These individuals, if due paying members, are not exempt from membership dues or other fees owed the Association. Platinum membership shall be awarded to individuals who donate \$1,000 or more; gold membership shall be awarded to individuals who donate an amount that falls within the range of \$500- \$999.99; and, silver membership shall be awarded to individuals who donate an amount that falls within the range of \$250- \$499.99.

2.6 Membership Dues: Each Regular Member of the Association shall pay into the Treasury an amount voted on by the GC as national membership dues. Membership dues may be paid in advanced in one of the following installments: Monthly, four payments of 25%, two payments of 50%, OR a single payment of 100%.

2.7 Revocation of Membership: The Executive Committee may revoke the membership of any individual in the Association for good cause, including, but not limited to, actions by an individual that bring disrepute, damage or injury to the stature or reputation of

Cuttington University. Any determination to revoke the membership status of any individual is appealable to the General Conference, whose decision shall be final.

Article III - Aims and Objectives

3.0 The aims and objectives of the Association shall include the following

3.1 Engage in programs and activities aimed at raising awareness of the special needs of Cuttington University and its general welfare.

3.2 Establish and maintain strong bonds of friendship, fraternity, and fellowship among members of the association and friends of Cuttington for the growth and development of the University;

3.3 Promote community impact programs and small-scale self-help projects that will assist in the infrastructural and academic transformation of Cuttington;

3.4 Provide a forum for the fruitful exchange of ideas related to the benefit of Cuttington and the Association's aims and objectives;

3.5 Disseminate through the media (print, electronic, internet, social, etc.) information about the Association's work and future programs, especially regarding its commitment to and support for quality higher education at Cuttington;

3.6 Establish effective mechanisms to generate income (fund-raising, and donations) to support the University's work, in the context of Section 501(c)(3) of the Internal Revenue Code of 1986, or appropriate amendments thereto.

ARTICLE IV - Organs of the Association □

4.0 To ensure the smooth and efficient management of its affairs, the Association shall comprise the following organs:

4.1 A General Conference, which shall consist of all active members, and shall be the highest decision-making authority of the Association;

4.2 The Executive Committee, which shall administer the affairs of the Association and execute its programs; they shall be responsible for the day-to-day management of the Association's business, including custody and full protection of all its records and properties;

4.4 A Board of Advisors, which, having no administrative or executive functions, shall provide general advice to the Association and assist or lead in major fundraising programs, to ensure the continuing viability and success of the University; they shall consist of eminent persons chosen from all walks of life in the Americas;

4.5 Regional Chapters of the Association, comprising at least six geographical regions in

the Americas, to include all 50 States, the District of Columbia, Canada, Central and South America, and such constituent (interest) groups as the Episcopal and other churches, “Friends”, Professional Societies, etc.

4.6 Standing Committees and Ad Hoc Committees: Standing (permanent) Committees shall be established and appointed by the president. Certain Ad Hoc (temporary) Committees shall be established and appointed by the president, as needed, to undertake various studies and or projects in specific areas of interest to the Association in furtherance of its aims and objectives. The National officers and committee members will conduct annual evaluations of each committee. The annual evaluation determines either of the following: recommendations for further work, modification required, or the dissolution of the committee. All such evaluations shall be submitted to the Executive Committee for appropriate action.

ARTICLE V - Special Relationship

5.0 For many good reasons, a *special relationship* does and shall continue to exist between the Association, the University and the Cuttington Alumni Association in Liberia.

5.1 The Association, for its part shall observe and respect the charter of the University, shall operate as a part thereof; and shall be recognized as one of several Cuttington alumni associations worldwide, including certain constituent or interest groups linked to the University

5.2 The University and its Board of Trustees shall observe and also recognize this Constitution and Bylaws governing the Cuttington University Alumni Association in the Americas in order to further the purposes of maintaining, fostering, and expanding the unique and special relationship between the University and its alumni both at home and abroad.

5.3 To avoid any conflicts or unnecessary duplication of effort between them, the Association shall involve the University in all its major planning and programming decisions and activities, with the University reserving the right of final acceptance.

5.4 In furtherance of this special relationship, neither the Association as a whole nor any of its regional chapters shall take any action or engage in any activity that could adversely impact the University's status or image in the Americas, or bring disrepute upon Cuttington University in general.

ARTICLE VI- MEETINGS

6.1 The Association annual meeting (General Conference) shall be held in August of each year on a regional rotational basis, at a time and venue to be decided upon by the region hosting the conference.

6.2 The annual meeting shall be held, among other things for the purpose of electing new national officers (biennially), appointing new committees, receiving reports of outgoing officers and committees, deciding upon the program and budget for the ensuing annum, conducting a major fundraising event, and taking action on any other business which may be pending or may arise. It shall also serve as a Gala Reunion occasion enabling members to socialize and become better acquainted.

6.3 Special Meetings of the Executive Committee may be called by the National President to conduct a mid-term review of the Association's activities or budget. The purpose of any such meeting shall be stated clearly in the citation, which should be issued at least two weeks in advance. A citation for a special meeting called to resolve an emergency matter is exempt from the two-week notification.

ARTICLE VII - Procedures

7.1 To further illuminate and clarify the articles of this Constitution, The General Conference shall propose Bylaws and/or amendments for the smooth and efficient management and operation of the Association, consistent with the letter and spirit of the provisions herein.

7.2 The National Officers, under the leadership of the President, shall be charged with responsibility to execute the various articles of the Bylaws, subject to the oversight and approval of the Executive Committee.

7.3 Procedures of the Association shall conform to those outlined in Robert's Rules of Order, Newly Revised, except in cases conflicting with procedures incorporated into the Constitution and Bylaws of this Association, in which case the incorporated procedures shall take precedence.

7.4 The Association's Constitution may be amended at any regular or special meeting of the General Conference by two-thirds majority of those qualified to vote via text, online polling, conference calls, or in-person. Members of the Association shall be notified of any proposed amendment/s at least thirty days prior to the scheduled meeting.

PART TWO: BY-LAWS OF THE ASSOCIATION

ARTICLE I: Organs of the Association – Their Functions and Duties

1.1.0 THE GENERAL CONFERENCE (GC):

1.1.1 The General Conference shall be the highest decision-making body of the Association. It shall convene annually at a venue decided upon at a previous regular

meeting or to be determined at a special meeting.

1.1.2 The General Conference shall be presided over by its Chairman, who shall be elected on a regional-rotational basis, and assisted by the President and National Officers.

1.1.3 Representation at the General Conference shall be by delegations of regional chapters and constituent groups. As many delegates as possible may represent regional chapters, but only active members of the association will be allowed to vote. All constituent groups will enjoy observer status only.

1.1.4. All Non Active members attending the Conference shall be allowed to deliberate on issues, but not to vote. Non-active members of the association will enjoy observer status only. In the deliberations of the Association, except as otherwise provided herein, a simple majority vote shall be required to dispose of all matters pending decision.

1.1.5 The General Conference shall deliberate upon the Agenda prepared for it by the Executive Committee and ratify by formal resolution the work done on its behalf by the Executive Committee per annum. In particular, the General Conference shall receive and act upon the report of the President of the Association; consider the Association's programs and budget for the fiscal year; and elect the corps of National Officers vetted and presented by the Nominating Committee.

1.1.6 Teleconferencing: If and when deemed necessary and expedient, as in case of the urgent need to amend a part of the Constitution and Bylaws, a well-organized teleconference may be held or other electronic channels may be used in lieu of actual meetings of the General Conference. Provided that such alternatives are employed within the guidelines of the Constitution and Bylaws of the Association, the findings and decisions resulting thereby shall be as binding on the Association as those reached at in-person meetings.

1.2.0 THE EXECUTIVE COMMITTEE (EC)

1.2.1. Composition: An Executive Committee shall be established in which the voting rights of the general conference shall be vested. Its membership (with proxies allowed) shall consist of the following:

1.2. 2 All National Officers and the immediate Past President of the Association; The president will preside over the meetings and affairs of the Executive Committee. The Vice President will serve as a proxy in the event that the president is unable to preside over the meetings and affairs of the Executive Committee.

1.2.3 All Heads of the Regional Chapters and a representative of each "constituent group". Heads of the Regional Chapters must be present. A proxy must be selected and the name forwarded to the president if the Head of the chapter is unavailable for a scheduled meeting.

1.2.4 All Chair Persons of the Standing and Ad Hoc committees. The chairpersons

appointed by the president shall be a part of the Executive Committee. It is mandatory that the chairpersons of the standing committees are present at each meeting of the executive committee. Heads of the Ad Hoc committees will be present upon a special invite from the President.

1.2.5. Meetings: The Executive Committee shall meet in as many special sessions as its Chairperson, the National President, may deem necessary from time to time. By directive of the National President, the national secretary shall notify committee members in writing at least two weeks prior to any special meeting. A simple majority of the Executive Committee shall constitute a quorum.

1.2.6 Teleconferencing: If and when deemed necessary and expedient, well-organized teleconferences may be held or other electronic channels used, in lieu of in person meetings of Committee. Provided that such alternative means of communication are employed within the guidelines of the Constitution and Bylaws, the findings and decisions resulting thereby shall be as binding on the Association as those reached at in-person meetings.

1.2.7 Duties: The duties of the Executive Committee shall be, without limitation:

A) To receive and act upon the annual reports of the National President and Treasurer of the Association and the President of the University;

B) To approve the membership of regional chapters and other constituent groups

C) To review and approve the proposed budget, programs, and activities of the Association, pending ratification by the General Conference.

D) In consultation with the President of the Cuttington University Alumni Association (Liberia) and the University President, to coordinate with an Executive Director of Alumni Affairs/Programs who serves on campus as a member of the University staff, should such a post be created at the University.

E) To nominate one representative of the Association, for appointment to the University's Board of Trustees in consultation with the President of the Cuttington University Alumni Association (Liberia) and the University President

1.3.0 THE NATIONAL OFFICERS

President, Vice President, Secretary, Treasurer, Financial Secretary, Public Relations Officer, Chaplain, and Legal Counsel/Parliamentarian

1.3.1 As the executive and managerial arm of the Association, the elected National Officers shall bear principal responsibility in the areas of budgeting, property and business management, contacts with all persons of interest to the Association, and so forth. They shall remain in regular and full consultative contact with the Executive Committee of the Association as they execute their duties, both individually and

collectively

1.3.2 Budgeting: It shall be a primary responsibility of the National Officers to prepare the Association's annual budget for the approval of the Executive Committee and ratification at the annual General Conference. The National Officers will closely monitor the budget and conduct a mid-term review thereof, including any proposals for adjustments and transfers between/among accounts; and submit a comprehensive report on budget performance for the year ending.

1.3.3 General: The properties, affairs and business of the Association shall be managed by the National Officers, both under this Constitution and Bylaws, and in keeping with best practices and generally accepted accounting and management principles.

1.3.4. Duties of Officers

The President shall:

A) Be the Chief Executive Officer of the Association and shall preside at all its meetings including the General Conference, and Executive Committee. The President shall be the principal representative and chief spokesperson of the Association.

B) Exercise general supervision over the Association's affairs, its officers and personnel, consistent with policies established by the General Conference, and 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 General Conference or Executive Committee.

C) In consultation with the Executive Committee, appoint chairpersons and members of the standing and ad hoc committees from the general membership of the Association. Members so appointed must be in good standing and shall serve with the approval of the Executive Committee.

D) Appoint National officers to serve as an ex-officio member of all committees, except the Nominating Committee.

E) Appoint temporary officers to fill unexpired terms in case of resignation, death or disability, pending a by-election to be held by the Executive Committee or the General Conference as the case may be.

F) Meet in person or virtually with the University President and the President of Cuttington Alumni Association (Liberia) at least once a year on matters of mutual interest involving the Association's objectives and programs.

G) Countersign all requisitions for disbursements from the Association's treasury and all Association checks

H) Perform all such other functions and duties as may be deemed appropriate by the

General Conference or the Executive Committee

I) Take appropriate action to mediate and resolve disputes and conflicts within regional chapters, especially where such disputes and conflicts may threaten or undermine the solidarity, good image, and or progress of the Association

J) At the annual meetings of the Association, present a comprehensive official report on the state of the Association, highlighting the actions taken to meet the aims and objectives of the Association since the last official report was issued.

The Vice-President shall:

A) Assist the President when requested in carrying out his/her duties and responsibilities and serve as the President's direct representative.

B) Perform all duties of the President in the event of the President's absence or incapacity;

C) Serve as President for the unexpired portion of the president's term in case of death, resignation, or disability of the President;

D) Submit a report on the activities of the Vice President to the President. This report must be included in the President's annual report to the General Conference.

The Secretary shall:

A) Record the proceedings of all meetings of the Executive committee and the General Conference and maintain official minutes for the archives. All minutes shall be distributed to Executive Committee members by no later than 15 calendar days prior to the next meeting.

B) Keep an up-to-date copy of the Constitution and Bylaws and have same available at all meetings of the Executive Committee of the Association.

C) Maintain an up-to-date roster of the entire membership of the Association

D) Supply the President (or the presiding officer) with an agenda, if desired.

E) Prepare all official correspondence for the President's signature or send out such correspondence by directive of the President

F) Inform the membership, at least ninety days in advance and mainly through the local regional chapters, of the time and venue of the next General Conference.

G) Oversee the preparation, filing and keeping of all other records required by law, and perform all such other duties incident to the office or as may be assigned by the

President.

H) Assume the duties of the President, in the event that both the President and Vice-President are absent.

The Treasurer shall:

- A) Have charge and custody of, and is responsible for, all funds and securities of the Association.
- B) Receives and deposits all monies promptly in an account or accounts in a responsible institution approved by the Association. No money will be withdrawn from any such account except by checks signed by the Treasurer and countersigned by the National President.
- C) Be responsible for ensuring an adequate and credible internal control structure and system governing the Association's assets.
- D) Monitor the Association's accounts and funds, keeping an accurate record of all receipts and disbursements.
- E) Perform central and lead role in all budget matters and present for the consideration of the Executive Committee and the General Conference a full and accurate report of the financial activities and condition of the Association annually
- F) Make available at least once a year the financial records of the Association for audit purposes;
- G) Comply with all statutory reporting requirements, including filing of timely and required statements to public authorities and others concerned.

The Financial Secretary shall:

- A) Work closely with the Treasurer on budget matters and to create, keep and maintain the financial records of the Association;
- B) Collect all membership dues and other income, provide proper receipts, design proper documentation to record receipts and expenditures;
- C) Transfer to the Treasurer for timely deposit into the Association's accounts the actual proceeds of all funds received, or, where possible, immediately deposit such proceeds into the Association's accounts and forward to the Treasurer the original copies of all documents pertaining to such financial transactions. In either case, all such transactions (from receipt to deposit of funds) must be completed within three business days;
- D) Remind the membership about their unpaid dues and receive payments made against appropriate official receipts, while maintaining a ledger of each member's account;
- E) Maintain and have ready at all times an accurate and up-to-date list of all Active Members of the Association, based on their financial status;
- G) Make available at least once a year the financial records of the Association for audit

purposes.

The Public Relations Officer shall:

- A) Use the full range of media outlets available to promote the good image of the University and the Alumni Association;
- B) Advertise the programs of the Association and the University throughout the Americas;
- C) Serve as chairperson ex-officio of the Public Relations Standing Committee and produce the Alumni Newsletter and Website – or see that they are properly and effectively managed.

The Legal Counsel/Parliamentarian shall:

- A) Handle all legal matters of interest, including contracts and other related legal documents, to the Association and provide the best advice possible in consultation with the Legal Affairs Committee;
- B) Interpret or give advice on parliamentary procedures, especially as contained in this Constitution and Bylaws and Robert’s Rules of Order, Newly Revised Edition, which shall be the Association’s guide in parliamentary usage.

The Chaplain shall:

- A) Conduct all religious affairs of the Association including leading prayers at all meetings of the Association and its organs.
- B) Provide spiritual and moral support to members as regards various events in their lives (including births, graduations, marriages, divorces, accidents, employment, illnesses, deaths, etc.) to help the Association realize its objective of living together as an extended family.
- C) Keep the Association fully informed through the Public Relations Officer of his/her activities (as in B above).

1.4.0 REGIONAL CHAPTERS OF THE ASSOCIATION

1.4.1 Six local regional chapters shall be established with ten (10) registered regular members being the minimum required per chapter. Each local chapter shall then become an integral part of the Association. In case a region falls short of the minimum number for qualification as a local chapter, individuals from the states concerned may affiliate with the nearest regional chapter of their choice. The six regional chapters are:

- Region I: Connecticut, Maine, Massachusetts, New Hampshire,

New Jersey, New York, Rhode Island, Vermont

- Region II: Delaware, the District of Columbia, Maryland, Pennsylvania, Virginia, and West Virginia.

- Region III: Alabama, North Carolina, South Carolina, Kentucky, Tennessee, Georgia, Mississippi, Florida, (Caribbean, Central and South America)

- Region IV: Michigan, Illinois, Ohio, Indiana, Missouri, Iowa, Wisconsin, Minnesota, Kansas, Nebraska, South Dakota, North Dakota (and Canada.)

- Region V: Texas, Oklahoma, New Mexico, Arkansas, Louisiana (and Mexico).

- Region VI: California, Nevada, Arizona, Utah, Idaho, Colorado, Montana, Wyoming, Oregon, Washington, Hawaii, Alaska

1.4.2 Other Chapters:

Various institutions and organizations in society already involved with Cuttington or which may be desirous of working with the Association in assisting the University may form as “constituent groups”. Such bodies shall include the Episcopal and other churches, “Friends”, Professional Societies, etc. Upon approval of their written application/s for membership, these constituent groups shall be granted observer status in the General Conference and on the Executive Committee and shall otherwise be allowed full and active participation in the affairs of the Association.

1.4.3 Chapter Rules and Procedures: Each Regional Chapter and Constituent Group shall set and operate rules which shall be consistent with the Association’s Constitution and Bylaws. Their roster of officers may include, but not be limited to: A Chairman or Coordinator, Secretary, Financial Secretary, and a Chaplain.

1.4.4 Local Chapters Reporting Requirements

Once established, local regional chapters shall file yearly written reports for each fiscal year (August 1 to July 31) with the Executive Committee, which includes:

- a. End-of-year financial report;
- b. Accomplishment of Chapter program activities;
- c. Problems encountered, actions taken to resolve them and the outcomes, and any change in Local Chapter membership;
- d. Active chapter membership roster for the reporting fiscal year;
- e. Chapter bylaws and constitution, with any amendments;

- f. Other reports may be submitted as required by the Executive Committee; and
- g. All reports shall be due no later than August 1st annually.

1.4.5 Local Chapter Fees

- a. Local Chapters may collect National membership fees from all members.
- b. Chapters shall promptly remit the Association's fees to the Treasurer.
- c. All Chapter fundraising activities shall be conducted in the name of the Local Chapter.

1.4.6 Remittance of Monies collected during the Reunion by the Host chapter

- a. Proceeds generated by the host region will be disbursed as per the CUAAA, Inc. Reunion Financial Policy

1.5.0 THE BOARD OF ADVISORS

1.5.1 Authority: A Board of Advisors shall be appointed by the President and National Officers to assist the Association and its various organs in strategic planning and programming. The Board shall keep the Association membership abreast of information on programs and grants that may be available to the Association in support of its major undertakings. Its main role shall be to assist the Association in major fundraising activities. In this connection, they shall develop and or review funding proposals for the University, and work with the Association in bringing programs and project proposals to the attention of governments, foundations and other non-profit organizations, and to the American private sector.

1.5.2 Composition: Given the high level at which this Board shall operate, its membership shall comprise at least twelve of the most successful and notable people from all walks of life in the global society and will include the immediate past president of the association.

1.5.3 Term of Service: The members of the Board of Advisors shall serve terms of two (2) years each that runs concurrently with the terms of service of the National President and Officers who appointed said members.

1.5.4 Resignation: Any member of the Board resigning before the end of term shall be thanked by the National President on behalf of the Association for services rendered, and duly replaced by the Executive Committee as soon as possible with a suitable candidate.

1.5.5 Vacancies: Vacancies on the Board of Advisors, whether caused by removal, resignation, expiration of term, incapacity or death, may be filled by a majority vote of the Executive Committee in consultation with other members of the Board.

1.6.0 STANDING COMMITTEES

1.6.1 Apart from Ad Hoc Committees which shall be appointed from time to time as deemed necessary, the following Standing Committees shall be established to facilitate the pursuit and effective realization of the aims and objectives of the Association:

Membership, Public Relations, Strategic Planning, Fundraising, Scholarship, Distinguished Alumni and Other Awards, Nominations, Finance, and Reunion.

1.6.2 The chairpersons and members of all Standing Committees, except the nominating committee, shall be appointed by the National President in consultation with the National Officers. The appointees shall serve for the term specified. The President, for the unexpired portion of the term, may fill any vacancy within the committees. The chairpersons of committees shall report on their activities as required to the President and the Executive Committee.

A) Membership: A Membership Committee shall consist of active members of the Association. Its primary responsibility shall be the recruitment of new members and the renewal of membership. This Committee shall keep track of members of the Association in such a way that assures them of the Association's concern for their overall welfare.

B) Public Relations: This committee shall consist of active members of the association. Taking full advantage of a dynamic media market and environment, this committee shall promote the work of the Association and the University itself throughout the Americas and shall manage the Association's website, news organ/s, and advertising. It shall comprise a few media-savvy members who will assist the Association and its various chapters in publicizing fundraising, projects and any other activities.

C) Strategic Planning and Programming: This Committee shall devise short, medium and long-term plans for the advancement of the Association's work. Such plans shall reflect the broad range of programs being undertaken by the University itself, with a view to identifying the best way in which the Association can be of help. The Committee shall also serve as a think-tank on educational matters and conduct special studies focusing on best practices in university development.

D) Fundraising: This Committee shall work closely with the Executive Committee, Board of Advisors and other organs of the Association in planning and executing fundraising programs to be held at various venues and at various times of the year (For example, the JCS program). Its main focus however shall be to organize and stage a major fundraising gala event at the General Conference.

E) Legal Affairs: This Committee shall handle all legal matters of direct interest to the Association, including, but not limited to, a standard operating procedure for vendor solicitation and selection; and, a review of all contracts entered by the Association and others. This committee shall provide from time to time appropriate legal advice to the Association and may seek external professional input, paid or otherwise, as necessary. However, any service requiring payment must be within the Association's means and approved budget.

F) Nominating -The Nominating Committee shall consist of five (5) members to be elected biennially by the General Conference. Its members shall not be eligible to stand for office or receive awards. The Committee shall be responsible for developing a slate of

candidates for all positions, including, but not limited to, officers of the Association, Regional Chairpersons, the alumni positions on the University's Board/s and other positions. It shall also recommend scholarship awards, distinguished alumni awards, etc. to be announced at the General Conference. The Committee shall handle all nominations with the utmost care and integrity, submitting them in time for the attention of the Executive Committee and approval of the General Conference.

G) Finance: This committee shall provide financial oversight to the Association; and, will create and monitor internal controls. The committee will oversee the annual budget-planning process for funds raised and make recommendations. This committee sets policy and guidelines related to funding requests, which are submitted to the Executive Committee for approval.

H) Reunion: The Reunion Committee shall comprise of five (5) members, with a rotation and retirement of the committee membership every 2 years. This committee shall be in charge of the reunion with assistance from the reunion committee of the hosting region. The committee, and its rotating membership, will ensure consistency, build best practice, as well as generate and build a network of potential vendors.

1.6.3 Ad Hoc Committee

In consultation with the Executive Committee the President may, from time to time, create and appoint any Ad Hoc Committees deemed necessary to carry out specified tasks of interest to the Association. Each Ad Hoc Committee chair shall make periodic reports to the National President on its progress, and submit a final report when its work is completed, whereupon the committee may be dissolved with thanks.

ARTICLE II - Special Provisions

2.1 FISCAL AND FINANCIAL MANAGEMENT: The financial affairs and operations of the Association shall be based on Generally Accepted Accounting Principles, taking due note of the specific items below:

2.2 Regional MEMBERSHIP DUES AND OTHER FEES: Each Regular Member of the Association shall pay into the Treasury per year an amount voted on by the GC as national membership dues. Members of Regional Chapters (including constituent groups) attending the General Conference shall pay a Registration or Seating Fee, which shall be assessed by the National President, with the approval of the Executive Committee and remitted at or before the General Conference.

2.2 CHECKS All checks, drafts, or orders for payment or other evidence of indebtedness issued in the name of the Association, shall be signed by the President and the Treasurer or any other authorized signatory to the Association's account. In the absence of the Treasurer, the Financial Secretary shall be designated to sign such instruments.

2.3 DEPOSITS: All funds of the Association shall be deposited in a timely manner to the credit of the Association in such bank/s as the Association may select. There shall be no electronic transfers of funds from the Association's accounts. There shall be two types of accounts: The General Fund and the Alumni Development Fund, which shall not be co-mingled. All dues and other income designated for operational purposes shall be deposited in the General Fund and all receipts from special programs (especially fundraisers) and contributions shall be placed in the Alumni Development Fund.

2.4 DISBURSEMENTS: All disbursements of funds from the Association's accounts shall be by generally accepted accounting principles, including the raising of vouchers by authorized signers and the countersigning of checks by the officers so empowered, including the Financial Secretary, Treasurer and the President. Disbursement of funds must be approved by a simple majority vote of the Executive Committee.

2.5 CONTRIBUTIONS: The President may accept on behalf of the Association (and immediately make known to the Association) any contribution, gift, bequest, or device presented by credible donors for general purposes, or for any special purposes, of the Association.

2.6 BOOKS AND RECORDS: The Association shall keep accurate and complete books and records of its accounts in accordance with principles of fund accounting and in accordance with generally accepted accounting principles.

2.7 AUDITS: The approved budget of the Association shall be subject to audit at the end of each fiscal year in a manner to be determined by the Alumni Council

2.8 THE FISCAL YEAR: The fiscal year of the Association shall run from August 1st to July 31st. Accordingly, the Association shall ensure that all its programs and activities take full cognizance of the fiscal year and the University academic year in order to remain current and in tune with developments at the University.

2.9 SEAL OF THE ASSOCIATION: The Executive Committee shall provide for a seal, which shall be selected by a formal resolution, to include an appropriate symbolic representation of Cuttington University.

2.10 HEADQUARTERS: Until a building can be procured at a site to be decided upon by the Association for use as its main offices, the Association's headquarters shall be located at or near the city in which the President of the Association resides. In the meantime, the Association's current mailbox shall be used to ensure a certain degree of reliability and stability in correspondence.

ARTICLE III - General Provisions

3.1.0 Term of Office: The National Officers of the Association shall serve terms of two (2) consecutive years. They shall perform the duties set out in these Bylaws and deliver to their successors all materials pertaining to their respective offices within thirty days of an

election meeting or immediately upon their resignation from office. Any Officer may be re-elected at the General Conference for not more than a second term in succession;

3.1.1. In the event that no one vies for an existing office at the end of the second consecutive term, the outgoing officer shall be designated "Acting" for a 1 year period, with elections occurring the following year.

3.2 One Person One Office: Except as otherwise permitted herein, no member shall hold more than one office in the same organ of the Association at one and the same time;

3.3 Resignation from Office: An officer may resign at any time by giving 30 days notice. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Executive Committee

3.4 Removal from Office: A majority vote of the Executive Committee, at any meeting called for that purpose, shall be required to impeach and remove an officer. Officers shall be removed for any one of the following reasons: a) conduct detrimental to the interest of the Association; b) demonstrated lack of sympathy with its aims and objectives; c) refusal to render reasonable assistance in carrying out its programs; or d) absence from three consecutive meetings of the Alumni Council without justifiable cause. Any Officer to be removed shall be entitled to written notice of the proposed action mailed 30 days prior to the meeting at which said removal is to be voted upon, and shall be entitled to appear and be heard at such meeting.

3.5 Vacancy: Vacancies among National Officers, whether caused by expiration of term, removal, resignation, incapacity, or death, may be temporarily filled by the President until such time as the Executive Committee or General Conference shall elect a replacement.

3.6 Notice of Meetings: Notice of meetings of the Executive Committee (regular or special) shall be given in writing at least 30 days in advance by any secure and reasonable means (by mail or electronically) to each member of the Committee at an address in the records of the Association. For emergency meetings, however, the notice period shall be at least two weeks, if possible. The business to be transacted and the purpose of any regular or special meeting of the Committee shall be specified in the notice.

3.7 Quorum: A simple majority of the membership of the various organs of the Association, including the General Conference and the Executive Committee, shall constitute a quorum, provided that the presiding officers are present in their natural order of precedence. Should they all be absent for no justifiable or known reason, the Organ concerned may convene an Extraordinary Session to transact its business, including deciding upon the steps to be taken regarding the absence of the officers.

3.8 Regional Chapters and Constituent Groups shall elect their own corps of officers, which may include but not be limited to: a Chairman or Coordinator, a Secretary, a

Financial Secretary, and a Chaplain, who shall serve under chapter rules and procedures consistent with this Constitution and Bylaws;

3.9 Election of Officers: All Officers of the Association shall be elected by secret ballot and shall be installed during the General Conference at a special session to be convened for that purpose. They shall serve for a period of two years, subject to sanctions provided for elsewhere in this Constitution and Bylaws;

3.10 Paid Staff: The Executive Committee may hire one or more paid staff, provided the General Conference or the Executive Committee has decided upon their duties and responsibilities and appropriation for the position/s has been made in the Association's budget.

3.11 Religious affairs of the Association shall be handled with sensitivity and in a way that reflects and accommodates the diversity of religious beliefs and denominations among the membership of the Association, while not ignoring or compromising the Protestant Episcopal links and traditions of Cuttington University.

ARTICLE IV - Dissolution

Notwithstanding all good faith intentions and plans for its perpetual existence, the Association may be dissolved, and its affairs terminated at any time by a two-thirds (2/3) majority vote of the General Conference, which may be convened in Special Session to consider and deliberate upon the question. In the event of Association's dissolution, its net assets, after settlement of all lawful debts and obligations, shall be distributed to Cuttington University or its successors, to be used exclusively for educational purposes. No member or officer of the Association shall be held personally liable for any debts or obligations incurred by the Association during its lifetime.

ARTICLE V - Amendments

5.0 Constitution: This Constitution may be amended at any regular or special meeting of the General Conference by a two-thirds majority vote of those present, provided that the proposed amendment/s shall have been circulated among the membership of the Conference at least thirty (30) days prior to consideration.

5.1 By-Laws: The Association's Bylaws may be amended by simple majority of those attending any regular or special meeting of the General Conference, provided that the proposed amendment/s shall have been circulated among the membership of the Conference at least thirty (30) days prior to consideration.

**REVISED BY A SPECIAL CONSTITUTION REVIEW
COMMITTEE AND ADOPTED BY THE EXECUTIVE**

COMMITTEE ON July 18th, 2017

THIS EDITION TAKES IMMEDIATE EFFECT, PENDING
RATIFICATION AT THE GENERAL CONFERENCE TO BE
HELD IN CHARLOTTE, NORTH CAROLINA, AUGUST 18-20,
2017

Ratification completed on 08/19/2017 at a General Conference of
National Officers and Members of CUAAA INC. in NORTH
CAROLINA, AUGUST 19th, 2017

Respectfully submitted this 23rd day of June 2017

BY THE CONSTITUTION AND BYLAWS REVISION COMMITTEE:☐

Bobby Joe, Member

Betty Kolley, Member

Jocielle Morris, Member

Geraldine Pierre, Member

Meyartha Coleman Perry, Member

Cllr. Mohamadu Jones-Adviser

Charlotte Stewart Stubblefield, Chairperson

