

BY LAWS AND CONSTITUTION OF
UNIVERSITY OF GHANA ALUMNI, NA
(UGANA)

By-Laws

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be University of Ghana Alumni, NA. The business of the corporation may be conducted as University of Ghana Alumni, NA(UGANA), or informally as Legon Alumni Association.

The University of Ghana Alumni, NA is registered as a Non-Profit Organization in the State of Virginia in the United States of America, for the purpose of mobilizing its members to undertaking educational and fundraising initiatives for the support and improvement of the University of Ghana, and the benefit of its members.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

University of Ghana Alumni, NA. is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

The purpose of the Organization includes mobilizing its members to undertaking educational and fundraising initiatives for the support and improvement of the University of Ghana, and for the benefit of its members.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from its members, the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. University of Ghana Alumni, NA. is a Commonwealth of Virginia non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of University of Ghana Alumni, NA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

3.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board of Trustees or Executives, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President of the organization or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board and or Executives.

4.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify an Executive or former Executive, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was an

Executive of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a Executives and former executives who are made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the executive, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not an executive is entitled to mandatory indemnification under this article to the same extent as a executive. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Virginia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

5.01 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

5.02 Conflict of Interest

The Board of Trustees and the Executives shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any executive, officer, employee, affiliate, or member of a committee with board-delegated powers.

5.03 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Executive Board then in office at a meeting of the Executives, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that all amendments be consistent with the Articles of Incorporation.
- (c) that at least two-thirds of those present and casting their votes are in agreement.

6.01 Donor Records

- (a) All donor records shall be available to donors or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) donor records shall be made available to the Board of Trustees when requested.

CONSTITUTION

PREAMBLE

We, the alumni of the University of Ghana, which is located Legon, Accra, in the Republic of Ghana, residing in North America, hereby adopt this constitution to govern ourselves in pursuit of the following goals:

- I. To support the development of Ghana.
- II. To support the University.
- III. To support our mutual development and success as good global citizens.
- IV. To collaborate with other voluntary and charitable organizations with the aim of working together on joint projects and campaigns for the public good

ARTICLE ONE

NAME OF THE ASSOCIATION

The name of the Association shall be University of Ghana Alumni, NA, (informally called Legon Alumni Association of North America)

ARTICLE TWO

OBJECTIVES

The Association shall be non-profit, non-political, charitable and a voluntary organization, with the following objectives:

1. To promote the welfare and good citizenship Legon Alumni Association of North America;
2. To promote the development and profile of University of Ghana;
3. To foster good relations between members of the Association and the current students;
4. To foster good relations between members of the Association and members of such similar Associations in Ghana and other parts of the world;
5. To serve as an example for alumni of other universities in Ghana;
6. To inculcate in members the spirit of social responsibility and patriotism;

7. To organize members of the association and promote the interest and the welfare of the members of the association;
8. To initiate and fund capital improvement projects and other activities that we deem would enhance academic and social life in the university;
9. To support any viable project as may be initiated by the university and other benevolent organizations;
10. To promote any other activities that may be deemed necessary and appropriate in the interest of the Association;
11. To promote the development of Ghana.

ARTICLE THREE

MEMBERSHIP

Section 1: Membership Categories

Three membership categories shall exist within the Association: University of Ghana alumni who reside in North America, Associate Alumni, and Honorary Alumni.

Section 1.1: University of Ghana Alumni who reside in North America

All individuals who either matriculated and/or graduated from the University of Ghana and now residing in North America i.e. USA and Canada. Individuals in this category shall have voting rights, be eligible to hold elected office and shall be entitled to membership benefits.

Section 1.2 Associate Alumni

This non-voting category is open to all spouses of Alumni and all others who seek to support the aims and objectives of the Association. They shall not hold an elected office and shall not be entitled to any membership benefit.

Section 1.3 Honorary Alumni

Any individual not covered under Section 1 or 2, who makes a significant and/or outstanding contribution towards the goals of the Association, or seeks to support the aims and objectives of the Association, is qualified as a candidate for honorary membership. Such persons will be nominated and voted on by the General Body. This is a non-voting category. They shall not hold an elected office.

Section 2: Enrollment Procedure

To become an Associate Alumni, an individual must complete an application form, and pay a one-time enrollment fee of \$50.

Section 3: Active Membership

Alumni and Registered Associate Alumni will be classified as active, based on the requirements set forth by the Association. Active membership definition shall be based on dues payment and other requirements defined in Section 3.1

Section 3.1: Member in Good Standing

A member in good standing is the status assigned to a member who has remained current on the organization's dues. A member is NOT in good standing if they have not paid their dues for one year. A member who is not in good standing shall not be eligible for all membership benefits. A member shall not retroactively pay their dues owed after a life event has occurred to reclaim their good standing status in order to qualify for benefits.

ARTICLE FOUR

REGISTRATION AND DUES

- a. There shall be no registration fees for members of the Association except for the Associate Alumni
- b. Membership monthly dues shall be U.S \$10.00 (Dues can be paid monthly, quarterly, semi-annually or yearly).

ARTICLE FIVE

MEMBERSHIP BENEFITS

1. Social and Networking Opportunities
2. Annual Reunion, picnic and Christmas party events

3. Newsletter
4. Legon Alumni Association Family Activities
5. Leadership Opportunities
6. Announcements of special gatherings, activities or events

ARTICLE SIX

EXECUTIVE COMMITTEE or Executive Board

The Association shall be administered by an elected, governing-body known as the Executive Board to be composed of:

President
Vice President (Administration)
Vice President (Operations)
General Secretary
Deputy General Secretary
Treasurer
Financial Secretary
Communication & Media Director
Chief Information Technology (IT) Director
Organizing Secretary
Youth Organizer
Regional Operations Directors
Standing Committees

ARTICLE SEVEN

FUNCTIONS OF THE EXECUTIVE OFFICERS

Section 1: President - The President shall:

- a. Be the Chief Executive Officer of the Association.

- b. Preside over all meetings of the Association
- c. Enforce the Constitution and By-Laws
- d. Work closely with his executives and all members to achieve the goal and objectives of the association
- e. Report annually to the membership on the state of the Association
- f. Call emergency/special meetings as and when necessary
- g. Perform other functions as may be required of his office.

Section 2: Vice President (Administration)- The Vice President shall:

- a. Perform the functions of the President in his absence
- b. Coordinate and assist the President as and when necessary
- c. Perform other functions as may be assigned by the President

Section 2: Vice President (Operations): The Vice President shall:

- a. The Vice President (VP) of operations is the executive in charge of Legon Alumni Association of North America projects.
- b. The VP of operations shall help design winning strategies for all Legon Alumni Association of North America projects.
- c. The VP of operations shall be in charge of making sure the broad strategic visions and project plans of the Legon Alumni Association of North America are communicated accurately and effectively to members, and ensure implementation of all project plans.

Section 3: General Secretary - - The General Secretary shall:

- a. Coordinate all activities pertaining to meetings of the Association
- b. Notify all members of the Date, Time and location for all meetings.
- c. Record, maintain and distribute to members copies of minutes of all meetings
- d. Maintain all relevant documents and communications to and from the Association

- e. Communicate all activities organized or sponsored by the Association to all members.

Section 4: Deputy General Secretary - The Deputy General Secretary shall:

- a. Assist the Secretary in his duties
- b. Perform the duties of the Secretary in his absence
- c. Perform other functions as may be assigned to him

Section 5: Treasurer - The Treasurer shall:

- a. Be the Chief Financial Secretary (CFO) of the Association.
- b. Keep accurate records of all financial transactions of the Association.
- c. Reconcile bank statements and correct ledgers as needed. (Record individual contributions)
- d. Prepare a bi-annual financial report of the Association and issue copies to all members by July 31, and January 31, respectively
- e. Not disburse any funds for any purpose without the express approval of the executives.
- f. Disbursed funds shall be endorsed by the President and the Treasurer.
- g. With input from the Financial Secretary, prepare an annual financial report and submit it to Auditors by March 15, of the preceding year.
- h. Properly and in a timely manner, handover to his successor all financial records and any other relevant document in his possession

Section 6: - Financial Secretary - The Financial Secretary shall:

- a. Receive and, within five (5) business days, deposit into the Association's bank account all monies payable to the association
- b. Post checks (all dues, donations and pledges paid) to deposit spreadsheet or record-keeping system.
- c. Provide the Treasurer copies of vouchers for all receivables and payments.

- d. Perform the duties of the Treasurer in his/her absence
- e. Perform other functions as may be assigned.

SIGNATORIES ON FINANCIAL ACCOUNTS OF THE UNIVERSITY OF GHANA ALUMNI, NA

- a. There shall be two signatories on the checks for the withdrawal and payment of all transactions.
- b. The President, and the Treasurer and the general Secretary or Organizing Secretary shall be primary signatories on to the account. No other members of the Organization shall sign and or issue checks on behalf of the Association.
- c. All funds or money that are signed for and withdrawn must be agreed upon and accounted for by the entire Executive members.
- b. The Association shall reserve daily petty cash not exceeding \$200.00 at all times for emergency and contingency purposes.
- c. Annual audits shall be made to check the outgoing funds to any person, party or company.

SHORTFALL OR UNAVAILABILITY OF FUNDS

In the event that there is a "shortfall" or unavailability of funds in the account of the Association, the Executive Members, together with the Members, shall meet to offer suggestions on how to meet the Association's financial obligation.

Section 7: Organizing Secretary - The Organizing secretary shall:

- a. Make special efforts to involve all members in the Association's activities.
- b. Organize events and other activities approved by the executives

Section 8: Communication & Media Director - The Communication & Media Director shall:

- a. Be the spokesperson for the Association at all times
- b. Be responsible for publicizing all the activities of the Association.

- c. Be the Chief of Protocol at all functions of the Association

Section 9: Chief Information Technology (IT) Director - The Chief IT Director shall:

- a. In addition to other duties, recommend and implement information technology strategies, policies, and procedures for the association.
- b. Identify and develop cutting edge IT solutions for the benefit of the association.

Section 10: Youth Director -

- a. The Youth Organizer shall be responsible for organizing and overseeing young and new vandal graduates in North America.
- b. Develop a strategic powerful youth-led campaign plan for recently graduated alumni.
- c. Coordinate activities of young Legon Alumni Association of North America and help address issues that will impact their welfare.

Section 11: Regional Operations Officer: The Regional Operations Officers shall:

- a. Make efforts to contact all alumni of the University of Ghana in their regions to register and participate in the Association's activities.
- b. Coordinate with the Organizing Secretary to organize and promote all activities approved by the executives.
- c. Report regional membership status to the executive committee.

ARTICLE EIGHT

AUTHORITY AND LIMITATIONS OF THE EXECUTIVE Board

Section 1: Authority - The Executive Board shall have authority as follows:

- a. Be responsible for the custody and maintenance of the Association's property and finances
- b. Administer the Association using the authority and powers vested under the Constitution

- c. Appoint members to Standing Committees.

Section 2: Limitation - The Executive Board shall:

Not have any authority to spend or authorize any expenditure in excess of USD \$10,000.00 without authorization by the Board of Trustees.

ARTICLE NINE

STANDING COMMITTEES

There shall be the following Standing Committees:

- a) Judicial Review Committee (JRC):

Composition:

The Judicial Review Committee (JRC) of the University of Ghana Alumni, NA shall be made up of five (5) members none of whom shall be an Executive Officer; the Committee is duly constituted for its work by not less than three (3) members except in the case of an impeachment proceeding where all five members are required.

1. Powers and Jurisdiction

a. Without prejudice to the provisions of the Constitution, the Committee shall have jurisdiction in every matter relating to the interpretation of any provision of the Constitution. In addition, matters on which the Constitution is silent shall be referred to the Judicial Review Committee and its ruling shall be precedent until a provision is enacted to that effect.

b. The Judicial Review Committee shall have jurisdiction in impeachment proceedings against any Executive Officer or of the University of Ghana Alumni of North America. The Judicial Review Committee shall ensure that that petitions brought before it are authenticated and validated. All petitions shall conform to procedures outlined in article 12 section 2 and section 4 of the Constitution.

c. For smooth exercise of its functions, the Judicial Review Committee shall have the power to do such things as may be reasonably necessary to protect the Constitution. In the exercise of its functions, the Judicial Review Committee shall have power to give advisory opinions to the Executive Board on any issue on request. Without prejudice to any provision of this Constitution, the decisions of the Judicial Review Committee on matters of interpretations of this Constitution shall be final and conclusive. The Judicial Review Committee shall have power to review its decisions upon a petition signed by

the petitioner(s) and stating the grounds for the review after it has been received within seven (7) days after the said decision.

2. Independence

a. In the exercise of its functions, the Judicial Review Committee is subject only to the Constitution and shall not be subject to the control or direction of any person, group of persons or authority. Neither the Executive Officers nor any other person whatsoever shall interfere with the Committee in the exercise of its functions. All members of Legon Alumni Association of North America and the Executive Officers, shall accord the Committee such assistance as the Committee may reasonably require to protect the independence, dignity and effectiveness of the Committee.

b. No member of the Committee shall be liable to any action or be sued for any act or omission by him in the exercise of judicial power.

3. Proceedings

a. The Chairman of the Committee shall preside at its sittings, and in his absence, the Vice Chairman.

b. The decision of a properly constituted sitting of the Committee in all matters shall be by a simple majority.

c. All members of the Judicial Review Committee shall serve two-year terms which may be renewed by the Executive Board. Any member of the Judicial Review Committee who wishes to resign shall give the executives at least one month notice before the actual date of resignation stating the reasons in writing.

b) Care and Welfare Committee:

Duties:

- Visits and/or sends cards, flowers, or other gifts, on behalf of the Association, to members who are ill, mourning a family loss, or gave birth to or adopted a child;
- Provides ideas to improve member relations within the organization;
- Assists interested members in notifying general membership of funerals, wake-keepings, outdooring, weddings, etc.
- Membership on this committee involves a 1-year commitment

c) Fundraising Committee:

Duties

- Research and recommend fundraising opportunities to the general members;
 - Coordinate the logistics for fundraising events;
 - Solicit participation from members in fundraising events;
 - Track and notify membership of fundraising progress;
 - Membership on this committee involves a 1-year commitment
- d) The President and his Executive members shall create additional committees to serve a purpose as they deem fit.
- The President will dissolve any committee after the purpose is served.

ARTICLE TEN

ELECTIONS AND TENURE OF OFFICERS

Section 1: Elections of Officers

- a. The Board of Executives shall appoint an Electoral Commission consisting of three non-executive members who shall have the responsibility of overseeing general elections.
- b. All Executive Officers shall be elected by the general membership.
- c. Elections shall be held every two (2) years during Reunions.
- d. All elections shall be by secret ballot
- e. Voting by proxy shall be permitted
- f. Eligible voters shall mail their proxy votes to the Electoral Commission, at least, two weeks prior to an election

Section 2: Candidates for Office

- a. A candidate for any office should be in good standing. At the minimum, a member must have paid his dues to date and have a good attendance record at meetings
- b. Members may seek an office or be nominated

Section 3: Tenure of Officers

- a. Elected officials shall take an office in the month of June, following the elections.
- b. The term of office shall be two (2) years for a maximum of two (2) consecutive term
- c. No Executive Member shall hold two offices simultaneously
- d. An Executive Officer may be re-elected to different office upon completion of two (2) consecutive terms.

Section 4: Vacant Position

- a. An election shall be held to fill a vacant position unless the said office will be vacant for less than three (3) months prior to general elections.
- b. If a position becomes vacant by dismissal, suspension, death, or resignation, the office shall be filled as follows:
 - The President shall appoint a member in good standing to temporary fill the position.
 - A simple majority vote of the Executive is needed to confirm and approve the appointee.
 - The new appointee shall assume office immediately following the approval.

ARTICLE ELEVEN

REMOVAL OF EXECUTIVE OFFICERS AND MEMBERS

Section 1: Removal of Executive Officer or member

- a. Any elected or appointed member of the Executive Committee may be removed from office by a simple-majority vote at a General Meeting.
- b. Grounds for Removal of Executive Officers:

The following shall constitute offences or grounds for the removal of any Executive Officer

1. Misappropriation or embezzlement of funds and/or other assets of the Association.
2. Violation of the Association's Constitution and By-Laws.

3. Publication or dissemination of any printed matter which misrepresents the Association or brings its integrity into disrepute.
4. All other acts, actions, activities or behavior considered to be contrary to the interest of and good name of the Association. This may include felony convictions for crimes in the country in which the executive resides.
5. Acts, actions, and activities considered by the Executive Committee to be prejudicial or detrimental to the interests and good name of the Association.
6. Refusal to pay dues for a period of three months or pay any special assessment imposed by the Executives or agreed upon by members.
7. Consistent refusal to participate in planned activities of the associations without valid reason(s).
8. The accused officer/s shall have the right to defense.
9. Any Executive member shall forfeit his seat of office by death, insanity, or permanent mental or physical disability(ies).
10. Any executive member of the association who wishes to resign shall give the executives at least one month notice before the actual date of resignation stating the reasons in writing.

Section 2: Requesting the Removal of an Officer

11. Any member in good standing of the Association, supported by at least 10 other members of the association, may request the removal of an officer through a written petition clearly giving reasons for such removal to both the President and the General Secretary at least two weeks before a regular meeting of the Executive Board. This intent of removal has to be preceded by a month's notice in writing prior to the general meeting by the members proposing it.

Section 3: Due Process before Removing an Officer or an active member

A designated sub-Committee shall give any officer whose removal is deliberated a due notice and hearing. The Committee's findings and recommendations shall be presented to the Executive Committee for proper action at a General Meeting.

Section 4: Procedures for Petitions

- (a) All Petitions shall be made in writing to the President of the University of Ghana Alumni of North America. Petitions must include evidence of the offense or grievance and where applicable a specific article of the University of Ghana Alumni of North America Constitution.
- (b) Any individual against whom a petition is made shall be notified of the charges within 15 working days. The Executive committee upon a majority vote shall suspend the member being impeached if in their view it is warranted.
- (c) The designated sub-Committee shall conduct a preliminary hearing within one month of the charges being made, at which time a statement from the charged member will be entertained. If no statement is made it shall be assumed that the member is contesting the charges. In consultation with the Judicial Review Committee, the designated sub-Committee depending on the evidence presented and its investigation shall:
- (d) Dismiss the charges as groundless and so notify the petitioners(s) (or)
- (e) Determine that enough evidence exists that a full hearing by the full Bylaws Committee is warranted. The hearing will commence no later than one month after the charges have been filed.
- (f) The designated sub-Committee shall determine, based solely on the information presented in the petition. The member shall have the right to hear and question the member(s) bringing the charges or petition. The member shall have full rights to defend or deny the actions cited. The investigation conducted by the designated sub-Committee will be presented and the member shall have the right to contest such findings. The charges in the petition shall be proven by the member or members bringing the charges. A majority vote of the committee is necessary to convict a member and impose sanctions on the member including removal from office and/or censure. Censure shall not exceed three years per offense.
- (g) A censured member may not run for an elected office or be heard at the annual meetings for the duration of the censure period.
- (h) Impeachment is a very serious matter and affects association business and its image, therefore a member bringing frivolous charges against a holder of an elected office of the association may be censured upon recommendation of the Judicial Review Committee and a majority vote of the executives.
- (i) All impeachment proceedings shall have a written record maintained and submitted to the Secretary upon completion. All such proceedings shall be maintained in perpetuity.

(j) A convicted member shall only have recourse to a review hearing by the committee if substantial new evidence can be presented that would change the basic conclusions reached by the committee. The member may submit this evidence at any time. Frivolous appeals will be forwarded to the designated sub-Committee with a recommendation for additional censure. The Executive Committee shall decide how to redress a member of a reversed verdict upon notification of such reversal by the designated sub-Committee.

(k) The Executive Committee shall be notified within seven working days of completion of the hearing of the findings of the designated sub-Committee. In the event that charges were dismissed by the Committee, the impeached member shall be allowed to resume the office's duties immediately upon notification to the Executive Committee. In the event the impeached member is convicted, the member will be assessed the designated sub-Committee recommended action. If only censure is recommended, then the board shall decide the status of the member and the members capability to fulfill the requirements of the member's office under the terms of the designated sub-Committee imposed censure. Convicted officers shall always be removed from office as censure is incompatible with these positions' duties as representatives of the Association.

(l) The designated sub-Committee hearings will be conducted in the most convenient manner to address the situation. Face to face hearings are not required under the constitution. Electronic means such as teleconferencing may be used. The format of all hearings conducted by the designated sub-Committee will be solely determined by the Committee.

ARTICLE TWELVE

REUNION, MEETINGS AND PROCEDURES

1. Reunions shall be held yearly or as the Board of Executives will determine, on a date and in a State, City and location as may be determined by the Executive Board.
2. Emergency meetings may be convened by the President.
3. Regular monthly meetings shall be called by the Secretary in consultation with the Executives to deliberate on matters pertaining to the Association's activities.
4. Regular monthly meetings shall be called on the First Sunday of every month, meetings shall start at 7:00 p.m. EST and end at 8:00 p.m. EST via conference call
5. It shall be the duty of the Secretary to enumerate in writing the agenda that will be taken up in the said monthly meeting.

6. Special meetings may be called by the President/ Vice President and/or the Secretary, who shall notify all other officers.
7. QUORUM - For the purposes of voting, two-thirds of the membership present at a meeting called for the purpose of voting, for which notice has been given to members, may vote to make decisions on behalf of the organization.

ARTICLE THIRTEEN

FINANCES

Section 1: The Association derives its operational income from:

- a. Membership monthly fee of \$10.00 U.S. or as may be determined by the Executive Board.
- b. Fundraising, donations and other means that does not violate its status as a IRS recognized tax-exempt charitable organization.

Section 2: Controls and Accountability

- a. The Association shall keep its funds in and operate a bank account.
- b. Withdrawal from the Association's bank accounts by check shall be signed by any two of the following Executives: the President, the Treasurer or the General Secretary.
- c. The Treasurer shall be the custodian of the checkbook and financial records of the organization.

Section 3: Auditing of Accounts:

- a. The Executives shall appoint an Internal Auditor to audit its accounts at least once every year.
- b. If any Federal or State law requires the account of the Organization to be audited, the Association shall request the services of a professional who has experience in financial and accounting practices, and also has the proper education and expertise to perform the Audit.

Section 4: The Internal Auditor shall:

- a. Not be a member of the Executive Committee.
- b. Not disburse any fund of the Association for any purpose.
- c. Audit the Association's accounts at once every year and report his or her findings to the Executive Committee.

Section 5: CONTRACTUAL LIABILITY

- a. Only the Executives of the University of Ghana Alumni, NA shall have the legal authority to bind University of Ghana Alumni of North America or create any legal relationship.
- b. Any other person purporting to bind the University of Ghana Alumni of North America must produce a written authorization from the Executives of the Association.

ARTICLE FOURTEEN

UGANA REGIONS

- a) For purposes of effective organization, mobilization and representation the UGANA REGIONS shall be broken into the following regions (as defined by the US Census Bureau).
 - b) Each designated region will be represented by a Regional Operations Officer, who will report directly to the President through the Organizing Secretary.
 1. Northeast Region
 - o New England Division: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont
 - o Middle Atlantic Division: New Jersey, New York and Pennsylvania
 2. Midwest Region
 - o East North Central Division: Illinois, Indiana, Michigan, Ohio and Wisconsin
 - o West North Central Division: Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota and South Dakota
 3. South Region
 - o South Atlantic Division: Delaware, District of Columbia, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia and West Virginia

- o East South Central Division: Alabama, Kentucky, Mississippi and Tennessee
- o West South Central Division: Arkansas, Louisiana, Oklahoma and Texas
- 4. West Region
 - o Mountain Division: Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming
 - o Pacific Division: Alaska, California, Hawaii, Oregon and Washington

And also, for Canada:

- 5. Western Canada
- 6. Central Canada
- 7. Eastern Canada

ARTICLE FIFTEEN

AMENDMENTS

- 1. Any member or members can propose Amendments to the Constitution.
- 2. All proposals for amendment must be submitted in writing to the Board of Executive at least two months before a regular General Meeting of the Association.
- 3. Any proposed amendment to this Constitution shall be deliberated and voted upon by the General Membership at a General Meeting called for that purpose.
- 4. The Constitution can only be amended by at least a two-third vote of all members present during a General Meeting.

DISSOLUTION

A special meeting of University of Ghana Alumni of North America may dissolve the University of Ghana Alumni of North America group by a two-thirds majority of members present by voting, and transfer the assets to another public charity.

This Constitution shall come into force and effect when it is ratified by two thirds of the members present at the next association meeting to be held on September 30, 2017, and signed by the President of the Association or the Registered Agent if the President has not been elected into office.

By _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____