

**MONROVIA COLLEGE
ALUMNI ASSOCIATION IN THE AMERICAS**



**THE CONSTITUTION AND BYLAWS
AMENDED AND RECTIFIED AD 2024**

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THE PREAMBLE

We, the Alumni of Monrovia College and Industrial Training School, Inc, residing in the Americas, in order to contribute to the secondary education of our alma mater; and for the common good and general welfare of our members, do herewith establish this nonprofit 501 (c) (3) organization and ordained this bylaw and constitution for the Monrovia College Alumni Association in the Americas in the State of New Jersey. The Association understands and is committed to fulfilling its responsibilities of abiding by the purposes set forth in 501 (c) (3) of the Internal Revenue Code.

ARTICLE I: NAME

The legal name of this established nonprofit 501 (c) (3) organization shall be the MONROVIA COLLEGE ALUMNI ASSOCIATION IN THE AMERICAS, Inc. and shall herein be referred to as the “MCAAA.”

ARTICLE II: PURPOSE

MCAAA is organized for twofold purposes: the charitable and educational support of Monrovia College and Industrial Training School, Inc students in Monrovia, Liberia; and the promotion of the common interest and general welfare of its members.

ARTICLE III

MEMBERSHIP and QUALIFICATION

Section 1:

Membership is open to anyone who resides in the Americas and attended Monrovia College and Industrial Training School, Inc. for at least one semester and supports the mission and purpose of the association. The MCAAA shall comprise of four (4) divisions. All alumni must be active within their division to be considered active in the national association.

Membership in MCAAA requires good financial standing at the division and national levels.

Section 2: The membership shall be divided into three categories:

- 1) Full Membership - any individual who graduated from or attended Monrovia College & Industrial Training School, Inc. shall be eligible for full membership.
- 2) Associate Membership- anyone who supports the mission and purpose of MCAAA.
- 3) Honorary membership - this title shall be conferred upon an individual or entity that has either financially or morally contributed to the programs of the association either on the national or division level. Nominee (s) for this distinguished honor shall be submitted to the National Executive Committee for consideration.

ARTICLE IV ANNUAL CONVENTION-REUNION

Section 1:

The annual convention/reunion shall be held in August each year at a date set one year in advance. The quorum of the National Convention shall be constituted at the convention.

Section 2:

The NEC shall convene at least quarterly for meeting to deliberate on matters of importance to the association. Citations shall be circulated before the meeting by the National Secretary.

Section 3:

1. The Division should make a yearly assessment payment in the amount of \$3,000.00 to the National Association.
2. The NEC shall set convention and registration fees at least six months before the Annual Convention/Reunion.
3. The Division may set monthly or yearly dues for their upkeep and yearly assessment of the Division. The Division due is set at the prudence of the division.

ARTICLE V THE ASSOCIATION STRUCTURE

Section 1:

The association structure shall comprise three principal bodies, namely:

- A. Board of Directors
- B. The National Executive Committee (herein referred to as "NEC")
- C. Divisions

ARTICLE VI BOARD OF DIRECTORS

Section 1: Roles, Responsibilities, Composition & Term

The Board of Directors shall be the fiduciary organ of the Association. It shall establish a vision, mission, set strategies, and exercise financial accountability and stability by approving budgets and mediating conflicts at the division and national levels. The Board of Directors shall comprise of (9) members.

Each division shall elect two (2) representatives to the Board of Directors. The convention shall elect one (1) person that makes up the nine (9) members of the Board of Directors. They shall serve for a period of three years and shall be eligible for unlimited re-elections at the end of his/her term. In the event a division board representative is expelled, resigns, becomes incapacitated, or dies, the affected division shall hold a special election within 90 days to elect a new representative to the Board to serve the remaining term of the ex-Board member.

Section 2: Board Qualification

A Board member must be a graduate or former student of MC, a member of a division for at least two consecutive years, and in good standing with all due payments and other financial obligations at the division and national levels.

Section 3: Structure & Duties

The Board of Directors shall elect its officers and set rules and regulations to govern its functions in accordance with the bylaws and constitution of the MCAAA. The Board shall have the following nomenclature:

- Chair: shall serve as chief executive officer of the Board. He/she shall be a graduate of MC and preside over board meetings, propose policies and directions, and chair division and national mediations.
- Vice-chair: shall act in the absence of the chair. He/she shall be a graduate of MC and be delegated duties by the chair.
- Secretary: Shall record and distribute board meeting minutes, and handle all correspondences.

Section 4: Quorum

For any Board decision, there shall be 2/3 of board members present.

ARTICLE VII THE NATIONAL EXECUTIVE COMMITTEE

Section 1:

The National Executive Committee (NEC) shall serve as the operational organ of the association, which is charged with operationalizing and materializing all of the goals and objectives of the association. It is the primary duty of the NEC to ensure that the association complies with all provisions of the Federal and State laws, as well as convene regular meetings in accordance with the constitution. The NEC is responsible for the planning of the yearly convention, budget, projects, and fundraising activities.

Section 2:

The NEC shall convene meetings to deliberate on matters of importance to the association. Citations should be posted before the meeting date. A 2/3 of the NEC shall constitute a quorum.

Section 3:

The National Executive Committee (NEC) shall be the association's administrative organ and comprise the following officers.

1. National President
2. First National Vice President-Administration
3. Second National Vice President – Outreach & Mobilization
4. National General Secretary
5. Assistant National General Secretary
6. National Treasurer
7. National Financial Secretary
8. National Parliamentarian
9. National Chaplain

The auxiliary officers of the NEC shall be:

- A. The division president and/or a designated representative.
- B. A designated member of the Board of Directors

Section 4:

The NEC shall be elected by the National Convention and shall serve for a two (2) years tenure. They are eligible for reelection.

ARTICLE VIII Divisions

Section: 1.

The Divisions shall exercise the right to form their leadership structures (Board & Executive) and by-laws subordinate to the National Constitution and the National Leadership.

Section: 2.

MCAAA shall constitute four (4) divisions within North America, namely:

Division 1

Maryland/DC Metro

Virginia

West Virginia

Arkansas

Oklahoma

Tennessee

Nebraska

Colorado

Missouri

Kansas

Illinois

Utah

Kentucky

Division 2

North Carolina

South Carolina

Georgia

Florida

Mississippi

Alabama

Louisiana

Texas

California

Arizona

Nevada

Mexico

New Mexico

Division 3

Rhode Island

Connecticut

Maine

New Hampshire

New Jersey

New York

Vermont

Massachusetts

Canada

Alaska

Michigan

Hawaii

Division 4

Pennsylvania
Delaware
Ohio
Minnesota
Indiana
Wisconsin
Washington
Oregon
North Dakota
South Dakota
Montana
Wyoming
Idaho

ARTICLE IX DUTIES OF THE NATIONAL EXECUTIVE OFFICERS

Section 1: National President

- (a) The National President shall preside over the national executive committee and the National Convention.
- (b) He/she shall submit an annual report to the National Convention on the state of affairs of the association. He/she shall also submit periodic reports to the Board.
- (c) He/she shall work with Divisions to ensure their formation and smooth operation.
- (d) He/she shall work with the executive and Board to ensure the Association meets its goals and objectives.
- (e) He/she shall approve all information before the National General or Assistant National General Secretary posting on the Association's platform.
- (f) The National President shall present an annual budget to the Board of Directors.

Section 2: National Vice President for Administration:

- (a) The National Vice President for Administration shall act in the absence of the President. In the event of incapacity, resignation, impeachment, or death, he/she shall succeed the Presidency to complete his/her term.
- (b) He/she shall oversee the National Association's operations in concert with the National President.
- (c) He/she shall be responsible for developing and implementing all the National Association administrative policies and procedures.
- (d) He/she shall perform any other duties the National President may delegate to him/her.

Section 3: National Vice President for Outreach & Mobilization

- (a) He/she shall act in the absence of the President and the National Vice President for Administration. In the event of incapacity, resignation, impeachment, or death of the President and the National Vice President for Administration, he/she shall succeed the Presidency to complete his/her term.
- (b) He/she shall coordinate the National Association's relationship with the Divisions and other Schools' Alumni Associations.
- (c) He/she shall perform any other duties the President may delegate to him/her.

Section 4: National Secretary

- (a) The National Secretary shall keep all association records and handle all correspondences of the association, including citations, to attend regular and emergency meetings.
- (b) The National Secretary is the chief communication officer of the Association. The National General Secretary or Assistant National General Secretary shall post all information on the Association's platform with approval from the National president or his/her designate. He/she shall submit the minutes from the previous convention.

- (c) He/she shall work along with the association webmaster in disseminating information on the Association's social network as well as other sites that may enhance the publicity of the Association.
- (d) He/she shall perform any other duties as may be assigned by the National President and Vice Presidents.

Section 5: National Assistant General Secretary

- (a) The National Assistant General Secretary shall work in tandem with the National General Secretary.
- (b) He/She shall assume full duties and responsibilities in the absence of the National General Secretary.

5: National Treasurer

- a) Shall have charge and custody of and be responsible for all funds of MCAAA, and deposits within 72 hours of such funds in the name of MCAAA in a bank account (FDIC) or Trust company as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to MCAAA from members or donors.
- c) Disburse all funds of MCAAA as directed by the President, while securing appropriate vouchers for such disbursements.
- d) Render to the President and the Board of Directors, whenever requested, an account of any and all transactions and financial condition of the MCAAA.
- e) Prepare, or cause to be prepared a financial statement for presentation every quarter to the National President. Such financial statement shall be made public to the due paying members 10 days after the Board's review.
- f) Exhibit the book of accounts and financial records at the national convention in addition to the annual financial reports.

Section 6: Financial Secretary

- (a) He/she shall receive, record, and reconcile financial transactions. He/she shall work with the Treasurer to prepare financial reports and ensure financial records are kept and maintained in accordance with the National Association constitution and 501c 3 status.
- (b) He/she shall work with the Treasurer to develop a budget and prepare and submit financial reports per the National Association's constitution and accounting principles. He/she shall work with the Treasurer to ensure financial records are kept in good order for audit.

Section 7: Parliamentarian

- (a) He/she shall have the authority to interpret the meeting's "Rules of Order" enshrined in the Constitution. He/she shall, during the meeting, assist the presiding officers in responding to "Points of Order and Parliamentary Inquiries."
- (b) Before the scheduled Constitutional Revision, He/she shall serve on a select committee for constitutional review and assist the National Association in reviewing proposed amendments for constitutional muster from Regional Chapters.
- (c) The Constitution empowers the Parliamentarian to levy fines against members who violate the "Rules of Order" during meetings.

Section 8: National Religious Leader /Chaplain

- (a) The National Religious Leader /Chaplain shall be the director of religious activities of the association.
- (b) The National Religious Leader /Chaplain may consider the religious diversity of the association's members.

ARTICLE X QUALIFICATION OF OFFICERS

Section 1: The National President and the National Vice Presidents must be 25 years old and above. They must also be a graduate of Monrovia College. They must have served in a leadership position in an affiliated division for two (2) or more years. He or she must have experience in organizational strategic planning and fundraising.

Section 2: The National President and National Vice Presidents may have attended two (2) annual conventions and serve on or chair a national committee appointed by the president.

Section 3: The National President and National Vice Presidents must be active members for three (3) or more years. His/her financial obligations (dues) to the Division and the Annual National Convention must be current.

Section 4: All other elected or appointed officials, with the exception of the nine Board of Directors mentioned in Article VI, Section 1B, and Section 3, shall be an alumnus of Monrovia College and must reside in the Americas.

Section 5: The treasurer may have at least two (2) years of experience in basic finance, such as bookkeeping, or educational background in nonprofit management.

ARTICLE XI

ELECTIONS

Section 1:

The Election Committee shall be autonomous in its operation and shall consist of odd members who are not members of the Executive Committee, appointed by the National Executive Committee and approved by the Board of Directors in order to ensure fair elections. The Election Committee is charged with conducting all national elections of the association.

Section: 2: The elections committee shall scrutinize the eligibility of candidates in according with the constitution, disqualify candidates, conduct elections, and declare winners.

Section 3: Elections shall be held every two years during the National Convention/Reunion. In the event of a national emergency, the current administration shall remain in power until the next convention.

Section. 4: If an elected position becomes vacant with the exception of the presidency, the National President in consultation with the national executive committee shall recommend someone to the Board of Directors for the position until the next election.

Section 5: The Election Committee shall conduct elections based on guidelines written by the committee and approved by the Board of Directors six months before the elections. The Committee's guidelines and rules for the conduct of the elections shall be published 90 days prior to elections. In the event of a tie, the Board of Directors will break the tie.

Section 6: Candidates aspiring for office shall register with the Election Committee at least 60 days prior to elections. The Election Committee shall inform the qualified candidates at least 30 days prior to elections.

Section 7: Special Election for Presidency Positions

In the event of resignation, death, incapacitation, or removal from office, a Special Election shall be held virtually in 120 days. The incumbent Election Committee shall administer the election.

ARTICLE XII IMPEACHMENT AND RESIGNATION

Section 1: Impeachment

Any elected officers of MCAAA shall be impeached for a "Cause and/or Malfeasance"

Section 2: Impeachment Process

- a) A Division or any twenty-five (25) dues-paying active members of MCAAA can file a petition with the Board to remove an executive officer for "Cause and/or Malfeasance."

- b) The Board shall convene a hearing within 30 calendar days of the filed petition for the “Accused” to answer charges against him or her. The hearing shall constitute $\frac{3}{4}$ members of the Board.
- c) After a convened hearing, the Board, based on the evidence presented, will determine whether to suspend or remove the accused executive officer from office. A decision by the Board of Directors is to be promulgated to the members of the association within 15 calendar days.

ARTICLE XIII CONFLICT OF INTEREST POLICY

Section 1: The purpose of the Conflict of Interest Policy is to protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Executive Committee or Board of Directors. This policy is intended to supplement but not replace any federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2: Definition

- (A) Interested Person. Any Officer or member of the Association, who has a direct or indirect financial interest, as defined below, is an interested person.
- (B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or
 - b. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- (C) Compensation includes direct and indirect remuneration and gifts or favors that are not substantial. A financial interest is not necessarily a conflict of interest.

Section 3: Procedure

- (A) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the National Executive Committee or designated committee considering the proposed transaction or arrangement.
- (B) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the National Executive Committee or designated committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (C) The National Executive Committee or the designated committee shall determine if the interested party is indeed a conflict of interest. If a conflict does exist, the interested person shall be removed from the decision-making process of the stated arrangement.
- (D) Violations of the Conflicts of Interest Policy
 - a. If the National Executive Committee has reasonable cause to believe a member or executive has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the National Executive Committee or the National Body determines that the member has, in fact, failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Compensation

Monrovia College Alumni Association in the Americas, Inc. is voluntary and philanthropic. The Board of Directors may determine honorarium as necessary.

ARTICLE XIV INDEMNIFICATION

Section 1: Every member of the National Executive Committee and the Board of Directors may be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Executive and Board Member in connection with any threatened, pending, or completed action, suit or proceeding to which he or she may become involved by reason of his/her being or having been a member of the National Executive Committee or Board of the association; or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the National Executive Committee or Board of Directors is entitled to.

ARTICLE XV FINANCE AND AUDIT

Section 1: The Fiscal Year

The MCAA's financial year shall commence on September 1st of each year and ends on August 31st of the following calendar year and may be changed by a National Convention resolution.

Section 2: Accounts and Deposits

MCAA's account shall be held by, as directed by the Board of Directors, FDIC bank institutions or trust companies. There shall be three signatories to the account: The President, The Treasurer, and a designee from the Board of Directors by the Chairman. All

funds of MCAAA *shall* be deposited within 72 business hours in the name of the organization's bank or trust account upon receipt.

Section 3: Checks and Notes

The President and the Treasurer shall be signatories to all checks, drafts, promissory notes, Money orders for all payment of money. In the absence of the President or Treasurer, the third signatory to the account shall affix his or her signature.

Section 4: Audit

The financial statement of MCAAA *shall* be audited every 12 months or as directed by the Board of Directors. The completed audit report shall be presented to NEC within 5 calendar days. The NEC shall present the audit report to the Board within 15 calendar days. Thereafter, the Board shall authorize the NEC to release completed audit reports to all dues-paying members.

Section 5: Gift and Bequests

The association may expand its mission by seeking to secure gifts, grants, and bequests from its members, interested persons, supporting partners, and other associations and or institutions.

ARTICLE XVI CLASS REUNIONS

Section 1: For the purpose of reconnecting and networking, the Association welcomes the formation of class reunions. The following shall apply to Class Reunions:

- a) Class reunion events may not be held during the month of August of the Annual Convention unless it is incorporated into the convention activities.

ARTICLE XVII COMMUNICATION

NEC should utilize the social, digital, internet, and any other platforms of the 21st century to provide members with access to current information about the state of the association.

ARTICLE XVIII AMENDMENT

Section 1: The MCAAA Constitution shall be reviewed every ten (10) years by an odd committee membership appointed by the Executive and approved by the Board of Directors to ensure that the Constitutional provisions reflect current realities.

Section 2: All Articles and Sections of the Constitution are subject to amendment when a Division or Fifteen (15) active members of the association deem it necessary. A proposal for an amendment as well as the proposed article for the amendment must be presented to the NEC for onward submission to the Board of Directors.

Section 3: A proposed amendment petition shall be promulgated to members by the Board within sixty calendar days of the petition being received by the Board. The Board shall convene a special session or present the proposed amendment at the national convention for a vote to ratify or NOT.

Section 4: In order to amend a Constitutional Article or a Section, a vote of 2/3 of the registered active members is required in a convention or other setting.

ARTICLE XX DISSOLUTION

Section 1: In the event of dissolution of the MCAAA, all the Assets of the Association shall become the Property of the MCAAA's primary beneficiaries- The Monrovia College & Industrial Training School, Inc. at the time of dissolution.

Section 2: Liabilities shall be handled according to the Laws of the State of New Jersey or the State of Incorporation at the time of dissolution.

Done this 20th Day of July in the Year 2023.

Signed:
The 2023 Constitution Committee

Clarence Paasewe, Chair
Patrick Flomo, Co-Chair
Cassius L. Barclay, Secretary

Done this 7th Day of June in the Year 2024.
Incorporation of membership input to the July 2023 draft

Signed:

The 2023 Constitution Committee

Clarence Paasewe, Chair
Patrick Flomo, Co-Chair
Cassius L. Barclay, Secretary

