



## **Constitution and Bylaws**

**CONSTITUTION AND BYLAWS  
OF THE  
B. W. HARRIS EPISCOPAL SCHOOL ALUMNI ASSOCIATION-USA, INC.**

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**CONSTITUTION AND BYLAWS  
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B. W. HARRIS EPISCOPAL SCHOOL ALUMNI ASSOCIATION-USA, INC.**

**PREAMBLE**

We, ALUMNI OF B. W. HARRIS EPISCOPAL SCHOOL, of the city of Monrovia, Montserrado County, Republic of Liberia, residing in the United States of America, have come together to form ourselves into a social, economic development, and educational not-for-profit organization, as defined in Section 501 (C) (3) of the Internal Revenue Code of 1986, as enacted or hereafter amended, under the name and style of THE B.W. HARRIS EPISCOPAL SCHOOL ALUMNI ASSOCIATION-U.S.A, INC. (BWHESAA)

**ARTICLE I: PURPOSE**

- I. The purpose of the B. W. Harris Episcopal School Alumni Association-USA, Inc. shall be:
- A) to meet, deliberate and organize activities and projects pertaining to the improvement of education in Liberia, with particular emphasis on B. W. Harris Episcopal School;
  - B) to plan, implement and fund educational and development projects with the goal of improving the learning environment and quality of education afforded students of B.W. Harris Episcopal School;
  - C) to provide scholarships to deserving and suitably qualified students registered at B. W. Harris Episcopal School without discrimination of race, religion, creed, gender, age or grade level;
  - D) to offer opportunities to members of the B. W. Harris Episcopal School Alumni Association to “give back” of their time, talent and treasure to their alma mater;
  - E) to promote and foster good and supportive relations and concern among members of the B. W. Harris Episcopal School Alumni Association and their families in the United States; and
  - F) to promote and foster a good working relationships with the Bishop of the Episcopal Church of Liberia, the Board of Trustees and Administration of the B. W. Harris Episcopal School.

## ARTICLE II: MEMBERSHIP AND DUES

### **A) Membership**

Membership in the B. W. Harris Episcopal School Alumni Association is opened to any person ever enrolled as a student of B. W. Harris Episcopal School, whether or not they graduated from B. W. Harris Episcopal School.

### **B) Honorary Membership**

Honorary membership is opened to anyone committed to the purposes of the Association. Honorary members are not eligible to vote at Convention, or hold elected National offices in the Association. Honorary members may hold appointed National offices in the Association. Honorary members are eligible to vote in local Chapters, and may hold offices in local Chapters, at the option of the local Chapter.

### **C) Graduate**

A graduate is defined as a person who received a high school diploma from B. W. Harris Episcopal School. Any students who was enrolled in B. W. Harris at the time they participated in a student exchange program, and graduated from high school during their student exchange period, is deemed a graduate under this Constitution and Bylaws. Only graduates may hold the positions of National Chair, First National Vice Chair of Programming and Second National Vice Chair for Membership and Public Affairs.

### **D) Membership Dues**

- (i) Each member of the Association shall pay an Annual Membership due to his or her Chapter as determined by vote of the Convention. Membership dues shall be paid in advance in one of the following installments: A single payment of 100%, two payments of 50% or four payments of 25%.
- (ii) Honorary membership dues shall be determined by vote of the Convention, and shall be paid in a single payment of 100%, two payments of 50%, or four payments of 25% to their Chapter of affiliation.
- (iii) Alumni of B. W. Harris Episcopal School who desire to participate in the Alumni Association, but who are not affiliated with a local chapter shall pay their annual membership dues to the National Association in the manner described in (i) above.

### **E) Members in Good Financial Standing at Conventions**

Members who complete payment of their registration fees during the annual Convention shall be considered members in good financial standing at the Convention. Only members in good financial standing at Convention are eligible to hold office, vote or speak at the Convention, as provided for in this Constitution and Bylaws.

**F) List of Members in Good Standing in Chapters**

- (i) The Treasurer of each local Chapter shall forward a list of their members in good financial standing to the National Financial Secretary no later than before the start of business on the first official day of Convention. It is the duty of the President of each local Chapter to ensure that the list is properly submitted.
- (ii) Only members in good financial standing in a Chapter are eligible to hold elected or appointed office in the National Association or local Chapters.

**G) Official Roll of the Convention**

- (i) At the commencement of a Convention, the National Financial Secretary shall make available to the Executive Board a complete list of members in good financial standing in Chapters and who have also paid registration fee at the Convention.
- (ii) Members who pay Chapter membership dues and register for Convention constitutes the Official Roll of the Convention and may speak on the floor of the Convention and are eligible to hold elected or appointed offices in the Association.
- (iii) Members who pay only their registration fees for Convention, but did not pay Chapter dues, shall also constitute part of the Official Roll of the Convention. Such members may speak on the floor or vote at the Convention, but are not eligible to hold appointed or elected National offices in the Association.

**ARTICLE III: ORGANIZATIONAL STRUCTURE**

The organizational structure of the Alumni Association shall consist of:

The Convention

The Executive Board

The National Officers

Chapters

#### **ARTICLE IV: THE CONVENTION**

- A. The Convention is the highest constitutional, legislative, policy-making and decision-making body of the B. W. Harris Episcopal School Alumni Association-USA, Inc.
- B. Decisions of the Convention shall be made by a simple majority vote.
- C. The Convention shall meet once a year, and shall constitute the deliberative body of the Association for making and reviewing policies, receiving financial and other reports, reviewing and approving budgets, and amending the Constitution and Bylaws from time to time.
- D. The Convention shall establish a budget for the ensuing fiscal year, define annual goals and objectives of the Association, establish annual assessments of Chapters, annual dues of members, and annual Convention registration fees.
- E. The Convention shall hold elections for National Officers once every two (2) years.
- F. The Convention shall hold a major fund-raising program annually.
- G. All members of the B. W. Harris Episcopal School Alumni Association-USA, Inc., as defined in this Constitution and Bylaws, who are in good financial standing, as defined in this Constitution and Bylaws, shall be considered delegates to the Convention and have full voice and voting status. Voting for National Officers of the Association at the Convention shall be by secret ballot. Only members physically present at the Convention and in good financial standing as defined in this Constitution and Bylaws shall vote at Convention.
- H. The National Chair of the Association shall preside over the Convention. The National Officers shall serve as Officers of the Convention.
- I. The costs of hosting Convention shall be borne by the Chapter serving as the host of the Convention. However, as approved by the Executive Board, the National Association shall provide a specific amount each year, as a subsidy to the host Chapter to assist in defraying the costs of hosting the Convention. In the event, a host Chapter fails or is unable to meet its annual assessment payment to the National Association in the year prior to hosting the Convention, the Executive Board shall deduct the unpaid amount of the assessment from the subsidy payable to the hosting Chapter.

#### **ARTICLE V: THE EXECUTIVE BOARD**

- A. The Executive Board shall manage the affairs of the B. W. Harris Episcopal School Alumni Association-USA, Inc. between Conventions, consistent with this Constitution and Bylaws and pertinent decisions of the Convention.

- B. Decisions of the Executive Board shall be made by a simple majority vote, except in cases of discipline and impeachment, which shall be by a two-thirds majority vote.
- C. All actions of the Executive Board are subject to review by the Convention, should the Convention elect to conduct such a review. In the event the Convention decides to review an action of the Executive Board, the Convention may affirm the action, reverse the action or modify the action.
- D. The Executive Board shall comprise the National Officers, the President of each Chapter, two Representatives to the Executive Board from each Chapter, and former elected National Chairs of the Association. Once appointed, Assistant National Officers shall have full voice and vote in the Executive Board in the event they are acting in place of a National Officer who is not in attendance.
- E. In the event of the unavailability of an elected Chapter Representative to the Board, the Chapter may appoint an acting Chapter Representative, and shall inform the National Chair and National Secretary of this action in writing prior to the convening of the Executive Board in order for the appointed acting Chapter Representative to exercise full voice and vote in the Executive Board. Members of the Executive Board as defined in Paragraph D above are not eligible to be appointed acting Chapter Representatives.
- F. The Executive Boards shall meet in-person at least twice a year, one of which shall occur during the week of the annual Convention. The presence of a simple majority shall constitute a quorum at all meetings of the Executive Board.
- G. Notice of in-person Executive Board meetings sent by postal mail shall be post-marked at least thirty (30) days prior to the date of the meeting or emailed one week prior to the date of the meeting. Such notice shall contain the date, time and place of the meeting, and the object for which the meeting has been called.
- H. Special meetings of the Executive Board may be held via electronic medium, and may be called by the National Chair, or by majority decision of the National Officers, or on request of any ten (10) members of the Executive Board.
- I. Notices of electronic meetings shall be sent by electronic means, and contain the date, time, call-in number/Webinar address, and purpose for which the meeting has been called.
- J. All proceedings of the Executive Board shall be opened to attendance by members of the Association. At the discretion of the Chair or decision of majority of members of the Executive Board present, visitors may be permitted voice at meetings of the Executive Board. Visitors shall not vote at meetings of the Executive Board.
- K. Chapters that do not pay their annual assessments shall not have voice and vote on the Executive Board until such assessments are paid up-to-date

## ARTICLE VI: NATIONAL OFFICERS AND DUTIES

### A. NATIONAL OFFICERS

National Officers of the Association shall be elected to hold office for a term of two years and cannot be reelected for more than two consecutive terms for the same office. A National Officer who has already served two terms in an office may be elected again to that office only after a lapse of two years.

The National Officers of the B. W. Harris Episcopal School Alumni Association USA, Inc. shall be:

National Chair  
First National Vice Chair for Programs  
Second National Vice Chair for Membership and Public Relations  
National Secretary  
National Treasurer  
National Financial Secretary  
National Chaplain  
Assistant National Officers as appointed by the National Chair and approved by the Executive Board

### B. DUTIES OF NATIONAL OFFICERS

#### **The National Chair**

1. The National Chair of the Association shall be the Chief Executive Officer of the B. W. Harris Episcopal School Alumni Association-USA, Inc.
2. In order to carry out his or her duties, the National Chair shall take care, and with due diligence act on behalf of the Association in a manner that is consistent with law, the Articles of Incorporation, the Constitution and Bylaws, the decisions of the Convention or majority decisions of the Executive Board.
3. The National Chair shall preside over the Convention and Executive Board Meetings.
4. The National Chair shall ensure that periodic financial reports to members of the Association are provided; and that statements and filings required by the Internal Revenue Service and/or the state of incorporation are completed and filed in a timely fashion.
5. The National Chair shall establish such committees, not otherwise required by this Constitution and Bylaws, as he or she may deem necessary to achieve the objectives of the Association, and carryout such functions as may be necessary for the benefit of the Association. The National Chair shall define the terms of reference of such committees,



and shall appoint chairs and members to committee positions or may delegate to the chair of a committee, the authority to appoint other members of the committee. The National Chair may reorganize or dissolve such committees at his or her discretion.

6. At the request of the National Chair, and with the expressed consent of the Executive Board by simple majority vote, the National Chair may appoint Assistant National Officers, such as Assistant National Secretary, Assistant National Treasurer, Assistant National Financial Secretary and Assistant National Chaplain, as deemed necessary to meet the needs of the Association.
7. The National Chair may remove such appointed Assistant National Officers from office, if in the judgment of the National Chair, it is in the best interest of the Association to do so. Removal from office of Assistant National Officers shall not require approval by the Executive Board.

#### **The First National Vice Chair for Programs**

1. The First National Vice Chair for Programs shall assist the Chair in the administration of the Association.
2. The First National Vice Chair for Programs shall be responsible for planning, organizing, coordinating and implementing projects and programs of the Association, shall coordinate Convention planning with the host Chapter, and shall serve as chair of Convention planning for the Association.

#### **The Second Vice Chair for Membership and Public Relations**

1. The Second Vice Chair for Membership and Public Relations shall assist the National Chair in the administration of the Association.
2. The Second Vice Chair for Membership and Public Relations shall be responsible for supervising and coordinating the expansion and growth of the membership of the Association, maintain national membership rolls and manage the public relations of the Association.

#### **The National Secretary**

1. The National Secretary shall be responsible for recording and maintaining records of all proceedings of the Convention and the Executive Board, and for maintaining all official correspondence and documents of the Association.
2. The National Secretary shall ensure access to members of all official documents of the Association through the Association's Web Site.

3. The National Secretary shall assist the National Chair in the administration of the Association, and shall carryout such other duties as may be assigned by the National Chair or the Executive Board or Convention.
4. The National Secretary shall be the third in succession for the position of National Chair provided that the person holding the position of National Secretary is a graduate of B. W. Harris Episcopal School as defined in this Constitution and Bylaws.

### **The National Treasurer**

1. The National Treasurer shall have authority over the fiscal and financial matters of the Association.
2. The National Treasurer shall maintain a general ledger or spread sheet of the accounts of the Association.
3. The National Treasurer and National Financial Secretary shall jointly complete periodic financial reports, statements and filings required by the Internal Revenue Service and/or the state of incorporation, and file same in a timely fashion.
4. The National Treasurer and National Financial Secretary shall jointly provide a quarterly Financial Report to the Executive Board and the Association.
5. The National Treasurer shall also perform the following other duties including:
  - a) Receive all monies of the Association and promptly deposit same in the name of the Association into an account or accounts in a bank or trust company approved by the Executive Board.
  - b) The National Treasurer and National Financial Secretary shall jointly prepare and present an Annual Financial Report, including income and expense statements to the Convention.
  - c) Assume such other duties as may be assigned by the National Chair or the Executive Board and/or the Convention.

### **The National Financial Secretary**

1. The National Financial Secretary shall have authority over the financial records and financial documents of the Association, and shall coordinate with the National Secretary to ensure members' access to the financial records and documents of the Association through its Web site.
2. The National Financial Secretary shall maintain all records regarding the financial

circumstances of the Association, including but not limited to financial reports, bank statements, receipts and disbursements, and accounts payables and receivables.

3. The National Financial Secretary shall perform reconciliation of all account statements, including bank accounts, monthly, quarterly and annually.
4. The National Treasurer and National Financial Secretary shall jointly provide quarterly Financial Reports to the Executive Board.
5. The National Treasurer and National Financial Secretary shall jointly prepare and present an Annual Financial Report, including income and expense statements to the Convention.
6. The National Financial Secretary shall carry out such other duties as may be assigned by the National Chair, the Executive Board /or the Convention.

#### **The National Chaplain**

1. The National Chaplain shall be concerned with matters of the spiritual growth, development, fellowship and benevolence of the Association and its members.
2. The National Chaplain shall assist the Second National Vice Chair for Membership and Public Relations with the expansion and growth of the membership of the Association.
3. The National Chaplain shall such perform other duties as assigned by the National Chair, the Executive Board or the Convention.

#### **C. ABSENCE, RESIGNATION, IMPEACHMENT, OR DEATH OF A NATIONAL OFFICER**

1. The First National Vice Chair for Programs shall act as National Chair in the absence of the National Chair. The First National Vice Chair for Programs shall assume the duties of National Chair in the event of the resignation, impeachment or death of the National Chair, and complete his or her unexpired term.
2. The Second Vice Chair for Membership and Public Relations shall act as National Chair in the absence of the National Chair and the First National Vice Chair for Programs. The Second Vice Chair for Membership and Public Relations shall assume the duties of National Chair in the event of the resignation, impeachment or death of the National Chair and the First National Vice Chair for Programs Chair, and complete his or her unexpired term.
3. In the event, a National Officer does not have an Assistant as provided for under the Constitution, the National Chair shall request any other National Officer to act for the National Secretary, National Treasurer, National Financial Secretary or National Chaplain

- in the event of his or her absence.
3. In the event of the resignation, impeachment or death of a National Officers other than the National Chair, the National Chair shall convene a Special Meeting of the Executive Board by teleconference within 30 days of the event for the purpose of electing a member to complete the term of the affected National Officer, which must be stated in the citation to the meeting.
  4. The National Chair shall nominate a member of the Association qualified to hold office under the Constitution for the vacant position, and shall present a written consent from the nominee indicating their willingness to hold office if the nominee is not present at the Special Meeting of the Executive Board. The nominee shall provide written or verbal consent if present.
  5. The election shall be by simple majority of the Executive Board. In the event the Executive Board declines to elect the nominee of the National Chair, members of the Executive Board may nominate a member or members qualified to hold office under the Constitution for the position. A nominated member must give consent to be elected in person if present, or in writing if absent.
  6. Pursuant to Article VI (C) of this Constitution, any action by the Executive Board under this provision is subject to review by the next Convention should it elect to do so.
  7. In the event the Convention reverses the action of the Executive Board, election for the vacant office shall be conducted by written ballot at that Convention for a member to complete the term of the affected office. Nominations shall be made from the floor of a member or members qualified to hold office under the Constitution, whose consent to be elected must be obtained in person if present, or in writing if absent.
  8. No action under this provision of the Constitution shall extend a term of office beyond the term of a regularly scheduled election as provided for under this Constitution.
  9. Election to office under this provision of the Constitution shall not be calculated as part of the term limits provided for in the Constitution.

#### **ARTICLE VII: CHAPTERS**

- A. Chapters shall constitute the local administrative units of the B. W. Harris Episcopal School Alumni Association-USA, Inc.
- B. Each local Chapter already in existence at the time of the adoption of this Constitution and Bylaws shall continue to exist as a Chapter.

- C. The National Chair may propose new Chapters under specified criteria as determined by the Executive Board. Proposed new Chapters approved by the Executive Board must be presented to the next Convention, which shall approve or disapprove the establishment of such new Chapter.
- D. The Executive Board shall establish the geographic boundaries of Chapters, which shall comprise an entire State, or parts of a State or several States, which is subject to review and modification by the Convention should it so decide.
- E. Officers of Chapters shall consist of a President, First Vice President, Second Vice President (at the option of the Chapter), Chapter Secretary, Chapter Treasurer, Chapter Chaplain, and two Representatives to the Executive Board, each of whom shall be elected by the Chapter.
- F. Chapters shall hold elections for Chapter officers once every two (2) years, which elections shall occur within three (3) months following the expiration of the term. In the event a Chapter does not hold elections as scheduled in this provision, the President and Secretary of the Chapter shall jointly inform the Executive Board in writing, stating the reasons elections were not held, and further stating when elections would next be held, which shall not exceed six (6) months from the date of the expired terms of office.
- G. Chapter officers shall be elected to hold office for a term of two years and cannot be reelected for more than two consecutive terms for the same position. A Chapter officer who has already served two terms in an office may be elected to that office again only after a lapse of two years.
- H. Only members in good financial standing in a Chapter shall be eligible to hold Chapter offices. Graduates, non-graduates, and honorary members of Chapters are eligible to hold Chapter offices.
- I. Chapters may establish internal rules and regulations of self-governance, which shall not be inconsistent with any provision of this Constitution and Bylaws.
- J. Chapters shall organize at least one (1) major fundraising project or program each year, and shall meet as many times as necessary during July – June of each fiscal year. Chapter may not exceed two (2) months without holding a meeting.

#### **ARTICLE VIII: EXPENDITURE AND BUDGET**

- A. The fiscal year of the Association and its Chapters shall be July 1 to June 30.
- B. The National Chair and the National Treasurer shall submit an annual budget to the Convention for its consideration and action for the operation of the Association and

direct expenditures to the benefit of B. W. Harris Episcopal School.

- C. The National Chair with the consensus of the other National Officers may authorize a maximum value of \$500.00 for any single disbursement of non-budgeted expenditure for the benefit of the Association or B. W. Harris Episcopal School, up to a maximum non-budgeted expenditure of \$2500.00 per fiscal year.
- D. No single disbursement of non-budgeted expenditure in excess of \$500.00 or a fiscal year aggregate of non-budgeted expenditure in excess of \$2500.00 shall occur without the expressed approval of the Executive Board.
- E. Budgeted or non-budgeted capital expenditures or purchase of durable goods at a value of or in excess of \$1,000.00 shall be submitted to the Financial Control Board for its action in keeping with pertinent provisions of this Constitution and Bylaws.
- F. Checks or other forms of withdrawals from the accounts of the Association shall only be made upon properly authorized disbursement vouchers. Payments from the Association's funds shall originate with an authorized disbursement voucher, which shall name the payee, amount and purpose of the payment requested.
- G. The National Chair shall countersign with the National Treasurer for the disbursement of all funds, checks and withdrawals from the accounts of the Association.
- H. The National Chair shall countersign with the National Secretary, in the absence of the National Treasurer, for the disbursement of funds, checks and withdrawals from the accounts of the Association.
- I. In the event of the absence or unavailability of the National Chair, The National Treasurer shall countersign with the National Secretary, for the disbursement of funds, checks and withdrawals from the accounts of the Association, provided the disbursement voucher was previously approved by the National Chair or with the approval of the First Vice National Chair for Programs.
- J. Checks or other forms of withdrawals from the accounts of the Chapters shall only be made upon properly authorized disbursement vouchers. Payments from Chapters' funds shall originate with an authorized disbursement voucher, which shall name the payee, amount and purpose of the payment requested.
- K. The Chapter President shall countersign with the Chapter Treasurer for the disbursement of all funds, checks and withdrawals from the accounts of the Chapter.
- L. The Chapter President shall countersign with the Chapter Secretary, in the absence of the Chapter Treasurer, for disbursement of funds, checks and withdrawals from the accounts of the Chapter.

- M. In the event of the absence or unavailability of the Chapter President, the Chapter Treasurer shall countersign with the Chapter Secretary, for the disbursement of funds, checks and withdrawals from the accounts of the Chapter, provided the disbursement voucher was previously approved by the Chapter President or with the approval of the Vice President.
- N. Funds donated to the Association for designated purposes shall be used only for the purposes for which it was contributed by the donor, and shall never be used for any other purposes.
- O. The Association, acting through the Convention or the Executive Board, shall from time-to-time establish Special Funds to achieve its mission. A Special Fund shall be restricted and shall only be used for the purpose for which it was established.
- (1) The National Treasurer shall maintain a specific accounting ledger for each restricted fund separate from the general accounting ledger of the Association, and document all debits and credits to a fund in its individual accounting ledger.
- (2) The Endowment Fund
- (a) Funds of the Endowment Fund shall be restricted and held in separate interest bearing accounts of the Association distinct from the operational or other accounts of the Association, and such separate interest bearing accounts shall be exclusively designated for holding the Endowment Fund.
- (b) Irrespective of the amount, the principal amount of the Endowment Fund shall not be used for any operational or capital expenditure of the Association or the school.
- (c) Funds generated from interest paid on the Endowment Fund may be approved by the Executive Board and/or the Convention for current operational or capital expenditures provided the principal amount in the Endowment Fund account first reaches a minimum of \$50,000.00.
- (d) The Endowment Fund shall be funded by payments for Lifetime Membership and other specifically designated contributions and by budgetary allocations as the Executive Board and/or the Convention may decide from time to time.

(3) The Building Infrastructural Development Fund

- (a) The purpose of the Building Infrastructural Development Fund is restricted and to be used exclusively to finance new construction or architecturally designed modifications of the existing structures of the B. W. Harris School, and may only be used for these purposes.
- (b) Funds of the Building Infrastructural Development Fund shall be restricted and held in separate interest bearing accounts of the Association distinct from the operational or other accounts of the Association, and such separate interest bearing accounts shall be exclusively designated for holding the Building Infrastructural Development Fund

**ARTICLE IX: DISCIPLINE AND IMPEACHMENT**

- A. An elected National or Chapter officer of the Association who fails to carry out the duties and responsibilities of the office to which he or she is elected, or engages in acts and conduct contrary to the purpose of the Association or the Constitution and Bylaws, may be suspended or removed from office by a two-thirds vote of the Executive Board for National Officers or a two-thirds vote of the Chapter members in the case of Chapter officers. Suspension under this provision shall not exceed six months. A National or Chapter officer removed from office under this provision shall not be eligible to hold office again until four (4) years shall have lapsed.
- B. An elected National or Chapter officer of the Association who misappropriates, misuses, or is unable to account for funds entrusted to their care shall be removed from office by a two-thirds vote of the Executive Board for National Officers or a two-thirds vote of the Chapter members in the case of Chapter officers, and shall not be eligible to hold any elected or appointed office at the National or Chapter level in the future.
- C. Accusations that an elected National or Chapter officer has failed to carry out the duties and responsibilities of the office to which he or she is elected or has engaged in acts and conduct contrary to the purpose of the Association or the Constitution and Bylaws, or has misappropriated, misused or is unable to account for funds entrusted to their care must be submitted in writing to the Executive Board in cases of National Officers, and to members of the Chapter in cases of Chapter officers. A copy of the written accusations must also be provided to the accused officer.
- D. Upon submission of the written allegations, a Special Committee on Discipline and Impeachment comprising five (5) members from at least three different Chapters of the Association for National Officers or three (3) members of a Chapter in the case of Chapter officers, one of whom shall be appointed Chair, shall be constituted by a simple majority vote of the Executive Board on in the case of Chapter officers by a simple majority of the members of the Chapter. Members of the Association not affiliated with a Chapter are



eligible to serve on a Special Committee on Discipline and Impeachment involving National Officers.

- E. At the time of the establishment of the Special Committee on Discipline and Impeachment under this Article of the Constitution and Bylaws, at its discretion, by a vote of a simple majority, the Executive Board in the case of National Officers or the Chapter membership in the case of Chapter officers may make a determination that the accused officer shall refrain from carrying out their duties pending a decision on the accusations. In the case of an accusation involving funds, the accused shall automatically refrain from carrying out their duties pending resolution of the matter.
- F. The Special Committee on Discipline and Impeachment shall commence its duties, including holding its first meeting, within fourteen (14) days of its establishment, and shall also officially inform the National or Chapter officer of the allegations against him or her within this timeframe, and request a response according to Section G below. The Special Committee on Discipline and Impeachment shall be provided access to records and documents of the Association pertinent to the allegations under consideration.
- G. A National or Chapter officer accused under this Article of the Constitution and Bylaws shall be provided opportunity to offer an oral statement to the Special Committee on Discipline and Impeachment, which shall be recorded, and/or submit a written response on their own behalf, and other evidence responsive to the allegations against them, including written statements or documents from other members and nonmembers, within fourteen days (14) days of receiving official notice of the allegations.
- H. Oral statements, submitted written responses, and other evidence responsive to the allegations, including written statements or documents shall be considered and taken into account by the Special Committee on Discipline and Impeachment. Failure or refusal of the accused National or Chapter officer to timely respond to the accusations shall not serve as an impediment to action by the Special Committee on Discipline and Impeachment.
- I. The Special Committee on Discipline and Impeachment shall investigate and submit a written report of findings within sixty (60) days of its establishment, regarding each allegation and the defense of the accused officer, which report shall also include a recommendation as to whether or not the said accused officer shall be suspended or impeached and removed from office or in the case of matters involving funds of the Association or Chapter shall be impeached and removed from office.
- J. The Executive Board or the Chapter membership shall take appropriate action by vote according to the mandates of this Article of the Constitution and Bylaws within thirty (30) calendar days of the submission of the report of the Special Committee on Discipline and Impeachment. The Special Committee on Discipline and Impeachment shall inform the accused National or Chapter officer in writing of the outcome within seven (7) calendar days of the decision of the Executive Board or Chapter membership and attach a copy of

its report.

- K. In the event a National or Chapter officer is impeached and removed from office in cases involving misappropriation or misuse of Association's funds, or any member of the Association is unable to account for funds entrusted to their care, at the conclusion of the Association's investigatory process, the findings shall be submitted to local law enforcement by the National Chair or Acting National Chair in cases involving the National Chair, for appropriate legal action.

#### **ARTICLE X: NOMINATIONS AND ELECTIONS COMMISSION**

- A. The National Chair, with the expressed approval of a simple majority of the Executive Board shall appoint an independent Nominations and Elections Commission no later than six months before the Convention in the year in which elections shall be held. National Officers and candidates are not eligible for appointment to or service on the Nominations and Elections Commission.
- B. The Nominations and Elections Commission shall comprise nine (9) members of the Association in good standing as defined in this Constitution and By-Laws. Members of the Nominations and Elections Commission must be members of at least four (4) different Chapters, and no more than three (3) members of the Nominations and Elections Commission shall be members of a single Chapter. Members of the Association not affiliated with a Chapter are eligible to serve on the Nominations and Elections Commission.
- C. In order to meet its duties under this Article, the Nominations and Elections Commission shall promulgate rules and regulations consistent with the objectives of this Constitution and Bylaws no later than ninety (90) days before the elections. At its option, after publication of the rules and regulations by the Nominations and Elections Commission, the Executive Board may elect to review them and modify them accordingly, consistent with the objectives of this Constitution and Bylaws, which action must be taken and published no later than thirty (30) days following the initial rules promulgation by the the Nominations and Elections Commission, and sixty (60) days before the Convention.
- D. Beginning immediately, but no later than seven (days) following the effective date of the rules and regulations governing elections, the Nominations and Elections Commission shall solicit nominations for positions of the Association. Notices soliciting nominations for offices shall be publicized in the newsletter, the Web Site and through direct electronic, postal, telephonic or other forms of communications with the entire membership of the Association. Any member of the Association, including Members of the Nominations and Elections Commission shall have the right to submit nominations for elective offices of the Association.

- E. All nominations must be submitted to the Nominations and Elections Commission at least thirty (30) days before the Convention in an election year. The Nominations and Elections Commission has the duty of vetting whether nominees submitted are qualified and in good standing according to the Constitution and Bylaws, and shall record and document that a person is or is not in good standing, inclusive of the basis of the decision.
- F. The Nominations and Elections Commission shall solicit information from candidates whose names are submitted as nominees including resume and photos and other forms of information that presents candidates under consideration to the members of the Association.
- G. Immediately upon receipt, but no later than seven (7) days from submission, the Nominations and Elections Commission shall commence publicizing the slate of nominees in writing through the newsletter, public announcements, the Web Site and direct electronic mail to members.
- H. The Nominations and Elections Commission shall prepare written ballots and other elections materials and present the slate of nominated candidates for election at the Convention.
- I. The Nominations and Elections Commission shall conduct the elections during the Convention.

#### **ARTICLE XI: AUDIT COMMITTEE**

- A. The National Chair shall appoint five members in good standing to serve as auditors, including the chair of the Audit Committee, which appointments shall be approved by the Executive Board. National Officers are not eligible for appointment to the Audit Committee.
- B. At least three members of the Audit Committee shall have training or experience in accounting or finance.
- C. Appointees to the Audit Committee shall serve for a period of two years and may be appointed for one additional two year term.
- D. The Audit Committee shall conduct annual audits of the accounts of the Association.
- E. The Audit Committee may also conduct periodic audits, including quarterly, of the accounts of the Association should it deem a need to.
- F. The Audit Committee shall conduct annual audits of the accounts of Chapters.

- G. In cooperation and coordination with the Board of Trustees and the Principal, the Audit Committee shall act to ensure that a full inventory of all goods and supplies sent to B. W. Harris Episcopal School is conducted following the delivery of such goods and supplies.
- H. The Audit Committee shall be provided at its request such documents and information by National and Chapter officers as is necessary to carry out its functions, which documents shall be considered work product, and shall not be disclosed to non-members of the Audit Committee except as part of a report.
- I. The Audit Committee shall submit its findings, conclusions, and recommendations, if any, to the Convention, the Executive Board and local Chapters for their review and consideration.
- J. All completed reports of the Audit Committee, inclusive of findings, conclusions and recommendations shall be made accessible to members through the Association's Web Site, newsletters and public announcements.

## **ARTICLE XII: FINANCIAL CONTROL BOARD**

- A. Each Chapter shall elect or appoint one of its members in good standing to serve on the Financial Control Board and inform the National Chair of the names. The members of the Financial Control Board shall elect its Chair from within its membership at its first meeting which must be held no later than September of each year.
- B. Election or appointment to the Financial Control Board shall be for a term of two years. A member may be elected or appointed for one additional two year term.
- C. The Financial Control Board shall solicit competitive bids for any purchase of capital or durable goods value at or in excess of \$1000.00.
- D. The Financial Control Board shall develop its bidding rules and shall solicit bids from Association members and non-members and shall announce its solicitation via the Association's Web Site, public announcements and through electronic mail to members.
- E. The Financial Control Board shall be provided at its request such documents and information as is necessary to carry out its functions, which documents shall be considered work product, and shall not be disclosed to non-members of the Financial Control Board except as part of a report.
- F. Within 30 days (thirty days) prior to the purchase due date, the Financial Control

Board shall submit its report and purchase recommendation of the most competitive offer to the Executive Board.

- G. In the event the Financial Control Board does not submit its report and purchase recommendation of the most competitive offer to the Executive Board within 30 days of the purchase due date, the Executive Board shall direct the National Chair to proceed with the purchase.
- H. The Financial Control Board shall report its results to the Executive Board and Chapters, and may make such recommendations regarding purchases by the Association and Chapters as it deems appropriate.
- I. Members of the Financial Control Board may assist the National financial officers at all Conventions at the request of such National officers.

**Article XIII: AMENDMENT**

- A. Any member of the Association or its Chapter may propose, in writing, an amendment to this Constitution and Bylaws and submit same for consideration by the Convention, by filing it with the National Secretary with copy to the National Chair, at least fourteen days in advance of the Convention. No later than seven days prior to the date of the Convention, the National Secretary shall publicize the proposed amendment via the Association's Web Site, E-List and/or Newsletter. Proposed amendments that are not submitted in writing at least fourteen days prior to Convention as provided for in this Article shall not be considered by the Convention.
- B. The National Officers, members of the Executive Board, or any member of the Association may offer recommendations to the Convention regarding any proposed constitutional amendment.
- C. This Constitution and By-Laws may be amended by a two-third majority vote at the Convention and shall take effect on the date indicated by the amendment.

This Constitution and Bylaws as amended, was adopted on July 5, 2014 in Charlotte, North Carolina during the Twenty-Second Convention of the B. W. Harris Episcopal School Alumni Association-USA, Inc.

Approved July 5, 2014  
Twenty-Second Convention  
North Carolina Chapter  
Charlotte, North Carolina