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BWI NATIONAL ALUMNI ASSOC. OF NORTH AMERICA

CONSTITUTION AND BYLAWS

OF THE BOOKER WASHINGTON INSTITUTION NATIONAL ALUMNI ASSOCIATION OF NORTH AMERICA

As Adopted Date: June 27, 2009

PREAMBLE

PREAMBLE

We, the Alumni and former students of the Booker Washington Agricultural and Industrial Institute of Liberia, holding ever dear to our hearts our beloved Alma Mater; and remaining ever aware of her invaluable contributions to our lives by an immortal bond between ourselves and all aspects of life and activity of our Alma Mater by way of united and harmonious action based on our gratitude to her, thus overwhelmed by a constant desire to contribute to her continued development, expansion, and growth, do hereby formally organize ourselves into a National body to be known as the Booker Washington Agricultural and Industrial Institute National Alumni Association of North America, and bound by these Constitution and By-Laws for the governing of ourselves and conducting our affairs and business.

ARTICLE 1
Terms and Definitions

Section 1. Terms and definitions: Wherever the following terms are used in the constitution and Bylaws, the accompany definitions apply:

- A. Association: The Booker Washington Institute National Alumni Association of North America
- B. Board of Advisors: The Board of Advisors of the Association
- C. BWI: Booker Washington Institute
- D. Constitution and bylaws: The Constitution and Bylaws of the Association
- E. Local Chapters: the Local Chapters of the Association
- F. Members: Members of the Association
- G. Executive Officers: The President, vice president, Secretary, Chaplain, Social and Financial Secretaries and National Historian
- H. Executive Council: The Executive Council of the Association
- I. Annual Convention: The Annual Convention of the Association
- J. National Officers: The National Officers of the Association or Executive Officers
- K. Headquarters: The National and Administrative Headquarters and of the Association
- L. National: The National Association
- M. President : The President of the Association
- N. Vice President: The Vice President of the Association
- O. Secretary: The Secretary of the Association
- P. Financial Secretary: The Financial Secretary of the Association
- Q. Treasurer: The Treasurer of the Association
- R. Social Secretary: The Social Secretary of the Association
- S. Historian: The Historian of the Association
- T. Chaplain: The chaplain of the Association
- U. Marshall: The Marshall of the Association

- V. Meeting: A regular or special meeting of the Executive Council and members representing the Local Chapters

ARTICLE 2

The Association

- Section 1 Name: The Association Shall be known as the Booker Washington Agricultural and Industrial Institute National Alumni Association of North America
- Section 2 Territory: The territory of the Association shall consist of the States of North America
- Section 3 Objective: The objective of the Association shall be but not limited to the following:
- [1] To encourage the development of ourselves into the highest caliber of men and women making outstanding and noteworthy contributions to our communities, as this is the primary basis on which a school is evaluated.
 - [2] To create a medium of intellectual and social exchange between the Alumni Association on the one hand, and student body and faculty on the other.
 - [3] To render assistance to deserving and less fortunate students. Assistance to faculty and staff members will also be provided on a as needed basis.
 - [4] To encourage higher technological, industrial and academic standards among students of the Institute.
 - [5] To keep informed at all times, through the Principal, Faculty, and the BWI Alumni Association of Liberia concerning the problems of the Institute, and the possible solutions to them.
 - [6] To contribute financial assistance, technical skills, books, equipment and supplies, as needed for the growth of the institute.
- Section 4 Purpose and mission: The purpose of the BWI Alumni Association is to support its alma-matter. The Mission of the Association is to organize BWI graduates, their families, Friends of BWI in North America into a supportive and resourceful Association for the benefit of Booker Washington Institute in Kakata Liberia.
- Section 5 Local Chapters: the Association shall consist of local chapters in its territory as have been or shall be accepted by the Executive Council and Members of the Association.
- Section 6 Authority: The Association shall derive its constitutional authority from its Members belonging to the local Chapters of the Association
- Section 7 Membership: All graduates and former students of the Booker Washington Institute are Automatically members of the Association. However, active membership is based on individual participation in a local chapter. Membership by Association may be considered and granted to spouses and immediate family members of Alumni, former faculty members and friends of Booker Washington Institute (BWI). All current and former full time members of the BWI faculty, BWI Administration, and Board of International Advisors and Friends of BWI shall be members of the Association.

Membership: The membership of the Association shall also consist of the individual members of the local Chapters of the Association.

Section 8 Chapters: The Booker Washington Institute Alumni Association shall constitute chapters consisting of all graduates, former students, and other associate members from any state/province in North America. Such chapters will provide members in a given area other than the National Assembly the opportunity to fully participate in the affairs and functions of the Association.

[1] Each chapter will be required to elect its own core of officers, headed by a chapter president, whose duties will be in keeping with the provisions made by the constitution of that chapter.

[2] Each chapter will be required to abide by the Constitution and Bylaws of the National Alumni Association. Individual chapters may make rulings and laws necessary for the better operation of their chapters. Such rules and laws are not to be contrary to the Constitution and Bylaws of the National Association.

[3] Alumni and former students in areas where chapters do not exist because of the presence of a fewer number of Members of the Association, former students may associate themselves with the nearest Local Chapter in nearby states.

Section 9 National Headquarters: The National Headquarters for the BWI National Alumni Association shall Be

2 123 Rice Lane, Alanta Georgia, 12345
**BWI NATIONAL ALUMNI ASSOC.
OF NORTH AMERICA**
located in Atlanta, Georgia.

Section 10 Administrative Headquarters for the BWI National Alumni Association shall be located in the state where the sitting National President resides.

Section 11 Official custodian of the National Headquarter: The President of the Georgia Chapter shall be the Official Custodian of the National Head Quarters. He / She shall be responsible accept, for the Proper distribution of all incoming communications including Process of Service, served on the Association/Corporation, to the appropriate National Officer(s) at the expense of the National Association.

Section 12 The name of each local chapter of the association shall be: *Booker Washington Institute National Alumni Association "Loca!" Chapter*

Section 13 Official stationery: for each local chapter shall be the same as that used by the National Association except that it shall also include the local address of the respective Chapter.

ARTICLE 3 MEETINGS

Section 1 Annual Convention meeting: The Annual Convention of the Association shall be hosted by a Local Chapter to Be designated at Executive Council Meeting.

- Section 2 Executive Council: The Executive Council shall hold a regular annual meeting to be hosted by a local Chapter at such time and place as the executive shall designate
- Section 3 Special Meeting: The Association Shall call a special meeting at such time and place as the Executive Council shall designate. The transaction of Special Meetings shall have the same authority as those of regular meetings. The Executive Council must call a special meeting when the following conditions exist:
- [1] When required by action of the members
 - [2] When at least (20%) of the members submit a petition to the President. All the signature on such a petition must have been collected over a (30) day period
 - [3] When at least (20%) of the Chapters submit a request to the President.
 - [4] When requested by (20) of Members of the Executive Council
 - [5] When requested by (20%) of the Members of the Board of Advisors
- Section 4 The National Annual Convention shall convene during a weekend set aside, preferably around June 29th of each year, for the purpose of commemorating and celebrating the legacy of the Booker Washington Institute
- Section 5 Notice: Notice of the meeting shall be given by direct mail, e-mail, publication of the Association or by means of other medium
- Section 6 Agenda: The President shall solicit agenda proposals for consideration at that meeting. The Members may Require an agenda item or items to be included on the agenda of any subsequent meeting
- [1] Sources to be solicited: The Local Chapters, The Executive Council, The Constitution and By-Laws Committee, the Board of advisors, members of other permanent organization.
 - [2] Procedure: All agenda proposals shall be submitted to the Secretary in writing, by e-mail. The executive Council shall review all proposals and prepare the agenda of the meeting.
 - [3] Distribution: Not less than (2) weeks prior to the meeting, an information package or booklet for each meeting shall be provided to each Chapter by mail, or e-mail, copies of the information package shall also be available for distribution at the Administrative Headquarters and at the Meeting, to person or persons requesting it. The information Package or Booklet shall include sufficient information to enable each Delegate to function in a manner consistent with his/ her responsibility and with the published purposes and agenda of the meeting, including, but not limited to the following:

- (a) The Agenda.
- (b) A statement concerning the organization and procedures of the Meeting, and minutes of all Special Meetings, if any, held since the last Regular or Special Meeting and the responsibilities of the Delegates.
- (c) A list of all Delegates, and the Chapter or other Association entity present.
- (d) Minutes of the previous regular Meeting, and minutes of all Special Meeting, if any, held since the last regular meeting, as reviewed and approved by the Executive Committee.
- (e) Current financial statements of the Association.
- (f) A copy of the Constitution and Bylaws under which the Meeting is called.
- (g) A copy to any proposed amendments to the Constitution and Bylaws.
- (h) A copy of the Association Rules of Order.

Section 7 Representation: During all Meetings, the members of the Association shall be represented in the following manner:

[1] Delegates: The following shall be delegates with full voice designate number of votes

(a) Each Chapter shall be entitled to (5) votes or as designated

(b) All Executive Council Members

(c) All officers of Local Chapters\

(d) All National Officers

(e) All members of the Board of advisors

(f) All Lay Members

[2] Advisors: The Following shall be invited as non-voting members:

(a) Such other persons as may be recommended by the General Assembly, Executive Council, Board of advisors, and Local Chapters.

(b) All Elected officers of Sister Associations

(c) All Members of the Staff of BWI, it Trustees, Officers and Students

(d) Members of the Community

[3] Observers: As space permit, non-delegate members of the Association and member of other organizations may be present as observers but shall have no voice or voting rights.

Section 8 Organization: All Meetings shall be organized in the following ways:

- [1] Chairman: The President of the Association shall conduct all Meeting called by the Association through the Executive Council, The Board of advisors or entity of the Association.
- [2] The President shall appoint a Marshall whose duties shall be but not limited to:
 - (a) Manage the time schedule of the meeting agenda
 - (b) Imposing fines for protocol violation
- [3] The National Secretary shall be the recorder of the Meetings
 - (a) The Secretary shall make Roll Call
 - (b) Take minutes of the Meeting
 - (c) Distribute meeting material to the delegates
- (e) The Secretary shall arrange for the proceedings of each meeting to be recorded as required, to provide a permanent record of the meeting and to disseminate Meeting Materials to Chapters in good standing with the Association not represented at Scheduled Meeting.
- (f) The Sectary shall make every effort to accommodate The California Chapter in providing an audio and video recording of the Executive Council Meetings sites that are too remote to California.

Section 9 Responsibilities: Meeting participants and voting Convention Delegates shall

- [1] Elect National Officers of the Association and Member(s) of the Constitution and Bylaws Committee
- [2] Vote on issues as required by the Constitution and Bylaws
- [3] Transact all other business which may properly come before a meeting and as more specifically set forth in the Constitution and Bylaws of the Association.
- [4] Each local chapter must present an annual written report to the National Association through the National President prior to the start of each Annual Convention.

Section 10 Quorum: A majority of the Chapters, including the National President or National Vice President and two other elected officers, shall constitute a quorum for any duly called meeting of the Association in keeping with the Constitution.

ARTICLE 4 Departments

Section 1 The organizational structure of the Association shall consist of the following departments:

- (a) THE NATIONAL ASSEMBLY
- (b) THE EXECUTIVE COUNCIL
- (c) BOARD OF ADVISORS
- (d) Constitution and Bylaws Committee

ARTICLE 5
The National Assembly

Section 1 National Assembly: shall be the policy-making body of BWI Alumni Association. It shall meet annually during the National Annual Convention weekend at a place to be voted upon at the previous meeting. Chapters, which have paid their annual assessments, shall be entitled to five votes each. Decisions by the National Assembly shall be made by a majority of members present and eligible to vote through their respective chapters.

ARTICLE 6
The Executive Council

Section 1 Election: the Executive Council Members shall be the elected National and Local Officers and the elected lay Members shall be elected from the floor of the convention by the Delegates

Section 2 Composition: The Executive Council: shall consist of all duly elected National Officers, Past National Presidents, and Chapter Presidents from all Chapters in good standing and one lay member from each Local Chapter.

Section 3 The National Vice President shall automatically become a member of the Executive Council upon leaving office at the end of his/her term of office. The departing Vice President shall serve on the Executive council only for a two (2) year term.

Section 4 Responsibilities: The Executive Council shall execute the policies and programs of the National Assembly, and shall meet at least twice annually. The Executive Council may also develop and propose new programs and policies for approval by the National Assembly. The Council shall oversee all activities of the Association. It shall formulate and determine the execution of the Association policies and programs. It may enter into contracts on behalf of the Association. It may delegate any portion of its responsibilities as it deem proper. The Executive Council shall be the policy-making body of the BWI Association.

Section 5 The Executive Council shall always review and implement policies that will provide needed assistance to members of the association who are resident in North America.

Section 6 Meetings: The Executive Council shall meet at least twice annually, but may meet as many times as necessary as may be determined by the National President, the Executive Council, the Association and its members.

ARTICLE 7

The Board of Advisors

Section 1 Election: The members of the Board shall be elected by petition from The Executive Council and at the Annual Convention, Executive Council Meeting and any regularly called meeting. All Board candidates Must be approved by the Executive Council by three fourth (3/4) of the members present.

Section 2 Composition: the Board of Advisors shall consist of prominent individuals including non-Liberians who are friends of BWI and Liberia, Liberian Professionals and Alumni of BWI. The Board shall unction as an independent organ of the association and shall provide leadership and direction to the association. The sitting National President of the BWI National Alumni Association shall be a member of the Board.

Section 3 Membership make-up: The Board shall consist of eleven (11) members including the sitting National President of the association. The remaining ten (10) members must be a graduates of BWI, Liberians or Friends / Supporters of BWI and of Liberia.

[1] Initially, the members of the Board shall be selected as follow:

- (a) Six recommendations by the national president;
- (b) Five recommendations from members of the Executive Council; Approval of all candidates by the Executive Council.

[2] Current members of the Executive Council shall be ineligible for membership to the Board of Advisors. Exception is made for the National President. In the event that a serving member of the Executive Council is appointed to the Board, he / she must immediately resign his / her membership on the Executive Council.

[3] Members of the Board shall be appointed by the Executive Council. Appointments will be based on recommendations / nominations from members of the Executive Council and current members of the Board of Advisors.

Section 4 Responsibilities: The responsibilities and duties of the Board of Advisors shall include but not limited to:

[1] Render advice to the association and its national officers;

[2] Provide leadership and direction to the association;

[3] Solicit funding on behalf of the national association for BWI;

[4] Work on special projects like:

- (a) Writing grants
- (b) Conducting research
- (c) Establishing relationships with foundations, universities, government agencies and non

governmental agencies.

(d) Solicit materials, books, equipment, and technical assistance for BWI

(e) Serve as a watch team over the operation of the association and its financial activities

Section 5 **Term of Office:** Members of the Board shall serve for a period of four (4) years and may be reappointed for a maximum of two terms or eight (8) years.

[1] **Rules:** The Board shall establish its own rules and select its own leadership structure.

[2] **Qualification:** Must be BWI graduate who is an active member of the Association and has made significant contributions to uplifting the aims and objectives of the Association.

[3] Must be friend / supporter of BWI, i.e. university president, educator, community leaders and professional and, business leader, etc.

ARTICLE 8 Constitution and Bylaws Committee

Section 1 **Election and Term of office:** The term of office of the members of the committee shall be for two (4) years and be elected from the floor at the Annual Convention by two three-fourth (3/4) of the Delegates present. No member shall be elected for more than two (2) consecutive terms.

Section 2 **Composition:** The Committee shall consist of seven (7) members. The Members shall be President of Local Chapters, former Chapter Presidents, former National Officers and former members of other Departments.

Section 3 **Organization and Meeting(s):** The Committee shall elect its Officer(s), such as Chairman, Vice Chairman and Secretary. The Committee shall meet at least once a year but may meet as many times as is deemed necessary by the Chairman of the Committee.

Section 4 **Responsibilities and Report:** The responsibilities of the Committee shall include, but not limited to:

[1] **Responsibilities:** The Committee shall review the constitution and Bylaws of the Association and the governing documents of all other permanent organizations authorized by the Constitution and Bylaws, for the purpose of proposing such amendment(s) as it considers appropriate. The Committee shall also serve as the Bylaws Committee of all other permanent organizations authorized by the Constitution and the Bylaws. The Committee shall serve as the sole interpreter of all of these documents between meetings. The Committee shall also consider requests for amendment(s) submitted to it, in writing, by Members of the Association and any concern party of the Association.

[2] **Responsibilities:** As a key responsibility of this Committee, it shall be the final arbiter of Constitutional crisis and controversies involving, but not limited to election issues and the Constitution and Bylaws..

- [3] Report: The Committee shall present a summary report of all proposals for amendment(s) it considers appropriate to the Executive Council and to the Members of the Association for approval or votes. The Amendment(s) and Proposal(s) shall be submitted to the Executive Council and Members of the Association for approval and vote(s) no later than sixty days before the meeting at which these amendment(s) and proposal(s) are to be voted upon and approved.

Article 9 Officers

Section 1 **National Officers of the Association:** shall be the following: President, Vice President, Executive Secretary, Social Secretary, Financial Secretary, Treasurer, Chaplain, Historian, Assistant Historian.

ARTICLE 10 Duties of Officers

Section 1 **NATIONAL PRESIDENT:** All executive and administrative powers of the Association shall be vested in the National President. He shall attend and preside over all meetings of the Association, National Assembly and the Executive Council. He shall appoint committees, enforce the observance of law and order among members, in case of emergency order the withdrawal of money from the Treasury for the benefit of the Association in consultation with the Executive Council and he/she shall defend and enforce the Constitution and By-Laws. He/she shall deliver an annual report on the state of affairs of the Association to the National Assembly during the National Annual Convention, and shall perform all other duties pertaining to that office. He/she shall be vested with the power to convene emergency meetings, when necessary. (Example of Emergencies i.e. short notice on travel, bereavement. Dollar amount will depend on the type of emergencies.) The President shall also be the principal representative of the Association and:

- (a) Acts as an Ex-officio member of all committees except the Constitution and Bylaws Committee and the Nominating Committee
- (b) Meet with the Principal/President of the Booker Washington Institute or his representative at least once every two years or as chairman of a committee to meet with the Principal/President or leadership of The Booker Washington Administration when such meeting is held in the Territory of the Association as many times as may be determined by the Association, Executive Council, Members of the Association or other authorized body of the Association.
- (c) The President shall appoint replacement officers to fill unexpired terms in the case of resignation, death, or disability with two-third approval votes of those present at the Executive Council Meeting

Section 2 **NATIONAL VICE PRESIDENT:** It shall be the duty of the National Vice President to assist the National President when necessary. All powers of the National President shall evolve upon the National Vice President, in the absence of the National President. In the case of the resignation, impeachment, inability, or death of the National President, the National Vice President shall assume the duties of the National President and fill the Vacancy thus created, pending the next election of officers of this Association. He/she shall be chairperson ex-officio of all committees of the Association.

- Section 3 **NATIONAL EXECUTIVE SECRETARY:** It shall be the duties of National Executive Secretary to record and compile accurately, all minutes of meetings, prepare all communications and correspondence of the Association brought to his/her attention. He/she shall keep accurate account/ record of all communications, and shall keep duplicate copies of all correspondence made by him/her in the interest of the Association. He/she shall take attendance at all meetings, keep an accurate roster of all members and chapters, and also cite members, or chapters at meetings of the Association upon authorization by National President, or the National Vice President, in the absence of the National President.
- Section 4 **NATIONAL SOCIAL SECRETARY:** It shall be the duties of the National Social Secretary to plan, arrange and execute all programs, meetings and social functions of the Association. He/she shall serve as the Master of Ceremonies for all social functions and programs. The National Social Secretary shall head the Social Affairs Committee, whose plans and proposals shall be subject to the approval of the National Executive Council.
- Section 5 **NATIONAL FINANCIAL SECRETARY:** It shall be the duties of the National Financial Secretary to collect all monies and valuables of the Association, and turn all such monies and valuables over to the National Treasurer. He/she shall issue all vouchers in the interest of the Association, by orders of the National President, signed by the National Financial Secretary and counter signed by the National President. He/she shall make a financial report at each regular meeting, and whenever the National Executive Council deems a report necessary.
- Section 6 **NATIONAL TREASURER:** It shall be the duties of the National Treasurer to receive all funds and valuables of the Alumni Association from the National Financial Secretary, issue him / her a receipt and deposit same with a bank designated by the Association, and shall obtain receipts in triplicate copies from the bank, one being for the National Financial Secretary. He/she shall issue checks only upon a voucher prepared by the National Financial Secretary and the National President. The checks shall also be counter signed by the National President. He/she shall make a financial report at all Executive Council Meetings, at all National Conventions and whenever the National Executive Council deems such report necessary.
- Section 7 **NATIONAL CHAPLAIN:** It shall be the duties of the National Chaplain to conduct all religious exercises of the Association, head all visiting committees, and all other functions pertaining to deaths, funerals, burials, and shall express sympathy on behalf of the Association to bereave families during bereavements.
- Section 8 **NATIONAL HISTORIAN** - The National Historian is responsible for compiling and publishing all texts, programs, souvenirs, newsletters and other publications of the Association. The National Historian shall also serve as guarantor of the National Association's Constitution and Bylaws. He / She shall ensure that the constitution and Bylaws are observed and followed at all times. The Historian shall keep an up-to-date copy of the Constitution and Bylaws and have it at meetings that are not conducted by electronic means.
- Section 9 Assistant National Historian who shall work very closely with the National Historian. The Assistant National Historian shall be recommended by the National Historian to and for approval by the Executive Council meeting in its regular session(s).

ARTICLE 11
ELECTIONS, VOTING AND INSTALLATIONS

Section 1 Elections: The members of the Association shall elect its National Officers by a majority vote of Members present at the Annual National Convention Assembly. All Elections shall be conducted by the Election Committee/Commission of the Association and conducted under its set guidelines approved by majority vote by the Association.

- [1] All National Officers of the Association shall be elected at the National Convention by secret ballot, and shall serve a term of two (2) years except the National Historian, who shall be elected to serve a term of four (4) years.
- [2] All National Officers of the Association shall be permitted /elected to serve consecutive terms of office. However, no National Officer shall be permitted to serve more than two consecutive terms of office with.
- [3] Members of the Constitution Committee shall be elected by the Delegates from the floor of the Convention
- [3] The positions of President and Vice President of the Association are opened to BWI graduates only. All other positions are opened to graduates, former students and all other members of the Association.
- [4] The National President shall appoint and recommend a National Elections Committee for approval to the Executive Council. The Executive Council shall act on said appointment at its regularly scheduled Winter Meeting, prior to a scheduled election. The approved Elections Committee shall communicate all elections requirements and information to all registered chapters in good standing; and shall conduct all elections in keeping with this constitution & Bylaws.

Section 2 Candidate(s): Candidate(s) for national officer vacancies must declare candidacy through the election committee and in compliance with the rules of the election committee.

- [1] All candidates must run as a team of candidates and all Candidates on a ticket must be present for a ticket to Participate in voting.
- [2] If any member of a ticket is absent at the election, he/she must be replaced on the ticket and no Candidate will be elected while absent at the Convention.
- [3] All persons seeking national office must be in good standing with his/ her local chapter, they must be recommended by their respective local chapters, and they must have attended no less than two National Annual Conventions.

Section 3 Voting: Any member/Chapter in good standing will have the right to vote in elections. Any Chapter who is denied the privilege/right to vote or member who is denied to vote within a Chapter, shall have the right to appeal that denial to the National Convention by submitting such claim through the National Vice President /Constitution and Bylaws Committee.

- [1] All National Elections and voting shall be based on chapter votes only. Each Chapter in good standing shall be allowed to cast five votes in unanimity only. For every issue or candidate, each Chapter will be allowed to deliberate and vote amongst their Chapter members prior to casting their Chapter's votes in unanimity only and not as divided votes.

Section 4 Installation: Installation of National Officers shall be held during National Annual Conventions and shall be conducted in the following manner:

[1] The Installing officer shall install all officers of the Association with the following oath:

(a) "I, (name of person) do solemnly swear or affirm that I will do to the best of my ability, to faithfully perform the duties of (position/ Office) and defend and uphold the Constitution and Bylaws of the BWI National Alumni Association, so help me God."

Section 4 Installation: The National Executive Council at its regular Winter Meeting prior to a scheduled election shall elect/SELECT the Installing officer.

ARTICLE 12 DUES AND FINANCE

Section 1 Annual Sitting Fees: Each chapter shall be assessed an annual fee. The amount of the assessment shall be made by the Executive Council during any regularly scheduled meeting. Any new assessment must require a minimum grace period of six months prior to being made effective.

Section 2 All remittance to the Association shall be entrusted to the National Treasurer. He/she shall be the custodian of all monies and other valuables of the Association and shall disburse funds in accordance with duly authorized vouchers. With the approval of the National Executive Council, he/she shall establish a bank account with a recognized bank in the United States in the name of the Association. He/she shall submit to the Executive Council, a financial summary of receipts and disbursements during the regular meetings.

Section 3 If called upon, the National Treasurer shall forward to the members of the Association an itemized statement of all expenditures. The Books of the Association shall be audited by the Auditing Committee and reported at the Executive Council meeting. In the case of discrepancies, the Association shall employ the services of an Independent Auditor.

Section 4 Each member shall be assessed an annual membership fee established by the Executive Council. Said membership shall entitle a member to a membership card and to all rights and privileges of the Association as an active member. The annual membership due shall be paid in addition to convention package fees and collected prior to or at each Annual Convention. Failure to present such card at meetings, social functions or any activity of the Association, shall debar him/her from participating.

Section 5 All expenditures, transactions or request for funds must be approved by the National President prior to disbursement of funds and must be in keeping with approved budget by the Executive Council.

Section 6 The National President and other executive officers must review all financial reports before it is made public by the National Financial Secretary.

**ARTICLE 13
BENEFITS**

- Section 1 Death of Member: In the event of death of a regular due paying member of any registered Chapter, each chapter including the home chapter of the deceased, must make a mandatory donation of no less than \$50.00 to the National Association to be forwarded to the family of the deceased. The home chapter and all other chapters are free to make other donations or gestures as they deem appropriate. Information about the death of the member must be officially communicated from the home chapter to the National Chaplain and the home chapter must certify that the deceased was a member in good standing.
- Section 2 Death of in-active Member: In the event of the death of a graduate or former student who is not a member of Any registered chapter or not listed in the rooster of the National Association, members or local chapters shall be free to make voluntary donations as they deem appropriate. There shall be no official presentation from the National Association.
- Section 3 Bereavement: In the event of a bereavement of any member in good standing, it shall be the responsibility of the local chapter to respond to that bereavement. The local chapter must however officially notify the National Association, through the National Chaplain. All members and chapters are free to express individual or chapter sympathies they deem appropriate. The National President through the National Chaplain shall exercise his/his discretion as to what shall constitute an appropriate expression of sympathy in such a situation.

**ARTICLE 14
COMMITTEES**

- Section 1 There shall be three standing committees of the Association. The committees shall be as follows: R. Vanjah Richards Fund Committee, F. Amadu Sirleaf Scholarship Committee, and Publicity Committee. There shall also be three revolving committees, namely: Committee on Audits, Committee on Programs and Entertainment and Elections Committee.
- Section 2 It shall be the duties of the Publicity Committee to compile and publish all news in a regular news bulletin of the Association, to publish announcements and advertise all meetings, programs or other functions of the Association as they may be requested to. The National Historian shall provide supervision over this committee in keeping with responsibilities of the National Historian defined in the constitution.

**ARTICLE 15
NATIONAL ANNUAL CONVENTION**

- Section 1 The National Annual Convention shall be planned and executed in accordance with the National Convention Management Manual.

**ARTICLE 16
Dress Code**

- Section 1 The dress code for the National Convention shall be decided at each Fall Executive Council meeting prior to the convention. The dress code must however include any combination of the colors of blue, red and white.

ARTICLE 17
Impeachment

Section 1 Any elected officer shall be subject to impeachment if he or she fails to measure up to specified qualification and or general requirements of their position as set forth in this Constitution. Other reasons for impeachment shall include the following:

- [1] Gross neglect of duty and ineffectiveness;
- [2] Using the association's finances for purposes other than authorized by the Executive Council;
- [3] Deception, misuse of office and misrepresentation in any form.

Section 2 Any National Officer shall be subject to impeachment for any of the above reasons by a simple majority vote of the Executive Council. Upon conviction, said officer shall be removed from office by a two third vote of the National Assembly.

Section 3 Lawsuits or court proceedings, including criminal and / or Civil charges shall be filed against any officer who steals, or use the Association finances for his / her personal gain. The association shall pay for all legal fees on said suit.

ARTICLE 18
Constitution and Bylaws

Section 1 General Requirement: All provisions of this Constitution and Bylaws shall be in harmony with policy of the Association

Section 10 Amendment: This Constitution and Bylaws, or any portion thereof, may be amended by a two-third majority vote of the members present and voting at any regular meeting at which a majority of the Chapters who are in good standing are present; provided that the amendment to be acted upon has been officially declared in not less than thirty days prior to the said meeting, to be studied and provided further that the said amendment has been received by the various chapters of the Association.

- [1] Amendments to the Constitution and Bylaws shall be proposed to and at any meeting only by the Constitution and Bylaws Committee.
- [2] If it is proposed to amend the Constitution and Bylaws at any meeting, notice of such intent shall be given and the text of such proposed amendment(s) shall be included in the agenda materials provided to all Chapters and Delegates to that meeting

ARTICLE 19
DISSOLUTION OF THE ASSOCIATION

Section 1 Upon the winding or dissolution of the Association, the assets remaining after the payment of debts shall be distributed to such Corporation, Community Chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provision of Section 501 (c) (3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, by the Association.

Section 2 No part of the net earnings of the Association shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in political campaign on behalf of any candidate for public Office.

ARTICLE 20 MISCELLANEOUS

Section 1 Miscellaneous:

[1] No local chapter shall break-away from the association and risk severe sanctions by so doing. Sanction will be determined and imposed by the executive council. Sanctions may include but not limited to the following penalties upon rejoining the Association

- (a) payment of all annual sitting fees for duration of the break-away period
- (b) payment of fines
- (c) payment of minimum of five convention package per absent from National Convention
- (d) Readmitted Chapter and its Members will not participate in the first election upon return and readmission to the association by a Break-Away Chapter. Break-Away Chapter Members shall not vote nor run for any Office in their first election upon return to the Association.

[2] Break- away of any local chapter shall put such chapter in breach of this constitution and shall cause such chapter serious sanctions for any such breach.

Section 2 Governance, Authority and Responsibility: All individuals responsible for the governance of the Association shall act in harmony with the Constitution and Bylaws, with the actions of the members and delegate.

Section 3 Indemnification: The Association shall indemnify any person (and his/her executor, administrator, And/or heirs) who is serving or has served as a member of the Executive Council, as an officer of the Association or as a chairperson of a committee, Association and /or service of the Association, against reasonable expenses (including, but not limited to, judgments, cost and legal fees) actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he/she may have been a party by reason of being or having been a member of the Executive Council, an officer of the Association, and/or service of the Association, except that he/she have no right to reimbursement for matters in which he/she has been adjudged liable to the Association for negligence or misconduct in the performance of his/her duties. The right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Executive Council, officer of the Association, or Chairperson of a Committee, association and/or service of the Association may be entitled.

Section 4 No one chapter shall have a monopoly over the assets of the association. Efforts must be made to ensure the association assets are appropriately distributed within various states where chapters are located.

Section 5 The original constitution written by Mr. Alexander M. Massey, Chairperson, NYINJ Chapter,

Mr. H. Hugo Evans, Vice Chairperson, RI Chapter,
Mr. S. Eugene Watkins, GA Chapter,
Ms. Mona K. Stubblefield, GA Chapter,
Ms. Kathleen P. Cole, NYINJ Chapter,
and Mr. Ernest D. Anderson, NY Chapter, and all subsequent amendments shall become null and void.

- Arthur K. Watson, Sr., Past National President, National Historian, Constitution Committee Chairman, New Jersey Chapter
- Doris Railey, Past National VP, Member, Georgia Chapter
- Henry Harmon, Chapter President, Member, Dallas-Fort Worth Chapter
- Zachariah White, Past National President, Member, California Chapter
- H. Hugo Evans, Past National President, Member, Rhode Island Chapter
- Emmanuel A. Lawrence, Past National President, Member, New Jersey Chapter
- Emmet Fiawoo, First National Secretary, member, DC Chapter

Reviewed & Adopted: Date: _____ Place: _____

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Review and amended by Constitution And Bylaws Committee

Dr. David A. Deraname, Esq. Chairman, MA Chapter
Mrs. Margaret Toweh, Vice Chairperson, MN Chapter
Mr. Henry F. Charyoe, Secretary, NY Chapter
Mr. David S. Ballah, Sr. Member, RI Chapter
Mrs. Foudiya Henri, Member, SW Chapter
Dr. Joe Isaac, Member DC Chapter
Mrs. Danlette Norris, Member, RI Chapter,
Mr. Asu Pelima Member, Great Lake Chapter

Amendment Reviewed and Adopted:

Date: June 27, 2009

Place: Providence, Rhode Island Convention

ASSOCIATION BYLAWS

BYLAWS

THE BOOKER WASHINGTON INSTITUTE NATIONAL ALUMNI ASSOCIATION OF NORTH AMERICA

ARTICLE 1

Terms and Definitions

Section 1. Terms and definitions: Wherever the following terms are used in the constitution and Bylaws, the accompany definitions apply:

- A. Annual Convention: The Annual Convention of the Association
- B. Association: The Booker Washington Institute
- C. Board of Advisors

- D. Bylaws: The Bylaws of the Association
- E. BWI: Booker Washington Institute
- F. Corporation: Booker Washington Institute National Association of North America
- G. Constitution and Bylaws The Constitution of the Association
- H. Constitution and Bylaws Committee
- I. Executive Council: The Executive Council of the Association
- J. Executive Officers: The President, vice president, Secretary, Chaplain, Social and Financial Secretaries and National Historian
- K. Local Chapter: Local Chapter of the Association
- L. Meeting: Meeting of the Members of the Association
- M. Members: Members of the Association
- N. National Officers: The National Officers of the Association or Executive Officers
- O. Headquarters: The National and Administrative Headquarters and of the Association
- P. National: The National Association
- Q. Seal: The Seal of the Association

**ARTICLE 2
The Corporation**

Section 1 Name: The Corporation Shall be known as the Booker Washington Agricultural and Industrial Institute National Alumni Association of North America

**Article 3
Object**

Section 1 The particular object for which this Corporation is formed is set forth in the Article of Incorporation

**ARTILCE 4
Principal Office**

Section 1 The Principal Offices for the transaction of the Business of the Corporation is located at:

Section 2 National Headquarters: The National Headquarters for the BWI National Alumni Association shall be 2 123 Rice Lane, Alanta Georgia, 12345 **BWI NATIONAL ALUMNI ASSOC. OF NORTH AMERICA** located in Atlanta, Georgia.

Section 3 Administrative Headquarters for the BWI National Alumni Association shall be located in the state where the sitting National President resides.

Article 5 Members

Section 7 Membership: All graduates and former students of the Booker Washington Institute are automatically members of the Association. However, active membership is based on individual participation in a local chapter. Membership by Association may be considered and granted to spouses and immediate family members of Alumni, former faculty members and friends of Booker Washington Institute (BWI). All present and former full time members of the faculty , BWI Administration, and Board of International Advisors and Friends of BWI shall be members of the Association.

Article 6 National Officers

Section 1 National Officers of the Association: shall be the National President, National Vice President, National Executive Secretary, National Social Secretary, National Financial Secretary, National Treasurer; National Chaplain; National Historian and Assistant National Historian.

ARTICLE 7 Duties of Officers

Section 1 The duties of the Officers of the Association shall be such as usually pertain to such officers respectively, And such other duties as the Constitution and Bylaws, Executive Council and the Board of Advisors prescribe. The President and Secretary or Treasurer shall, on behalf of the Association, sign all deeds, mortgages, Power of Attorney or other instruments of writing of similar character and import.

ARTICLE 8 Seal

Section 1 The Seal of the Association shall consist of a complete replication of the Seal of the Booker Washington Agricultural and Industrial Institute in Kakata Liberia and is described as follow:

ARTICLE 9 Meetings

Section 1 The Association shall hold a regular meeting of the Members in conjunction with each regular meeting of the Association. The Association shall hold Special meeting of the members in conjunction with a special meeting of the Association, the necessity for such meeting shall be determined solely at the discretion of the Executive Council.

Section 2 Every Regular and Special meeting of the Association shall be called by the Executive Council. Notice Of all Meeting of the Association shall be published in conjunction with notices of other entities of the Association.

- Section 3 Meetings of the Executive Council shall be at such time and places as the Council may select. Special Meetings of the Executive Council shall be held at the call of the President, or by written request of the members or other entities of the Association. Notice of all meetings of the Association, the Executive Council, the Board of Advisors or other entities of the Association shall be published by written or printed notice signed by the Secretary of the Association and disseminated by Mail or internet.
- Section 4 A majority of the Members for a Meeting of the Association shall constitute a quorum to transact Any business at any duly called meeting of the Association. Once a meeting of the Association is declared open, the Members present shall constitute a quorum for the transaction of business.
- Section 5 Annual Convention meeting: The Annual Convention of the Association shall be hosted by a Local Chapter to Be designated at Executive Council Meeting.
- Section 6 Executive Council Meeting: The Executive Council shall hold a regular annual meeting to be hosted by a local Chapter at such time and place as the Executive Council shall designate.
- Section 7 Special Meeting: The Association Shall call a special meeting at such time and place as the Executive Council shall designate. The transaction of Special Meetings shall have the same authority as those of regular meetings.

ARTICLE 10 Indemnification

- Section 1 Indemnification: The Association shall indemnify any person (and his/her executor, administrator, And/or heirs) who is serving or has served as a member of the Executive Council, as an officer of the Association or as a chairperson of a committee, Association and /or service of the Association, against reasonable expenses (including, but not limited to, judgments, cost and legal fees) actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he/she may have been a party by reason of being or having been a member of the Executive Council, an officer of the Association, and/or service of the Association, except that he/she have no right to reimbursement for matters in which he/she has been adjudged liable to the Association for negligence or misconduct in the performance of his/her duties.
- Section 2 The right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Member of the Executive Council, officer of the Association, or Chairperson of a Committee, association and/or service of the Association may be entitled.

ARTICLE 11 Dissolution

- Section 1 The Association may be dissolved by the Members. Dissolution, merger, or division of the Association May be proposed to the Members only by the Executive Council when, in its judgments, such an action is appropriate. Such action shall require the consent of three-fourth (3/4) of the Members. If it is proposed to dissolve, merge, or divide the Association at a meeting of the Association, notice of such intent shall be given in the call for that meeting. In the event of the dissolution of the Association, any funds remaining

after all claims have been satisfied, and/or other physical assets, shall be transferred to the Members or Chapters.

**ARTICLE 12
Amendments**

Section 1 These Bylaws may be amended by two-thirds (2/3) vote of the Members present at any meeting of The Association, when the proposed amendment does not conflict with the articles of incorporation of the Association. When it is proposed to change the Bylaws at any meeting of the Members, notice shall be given to this effect in the call of the meeting, and the nature of the proposed amendment shall be stated.

Section 2 The Constitution and Bylaws Committee of the Association shall be the Bylaws Committee of the Association and shall be responsible for proposing all amendments to these Bylaws to the Members.

**ARTICLE 13
Miscellaneous**

Section 1 The original constitution written by Mr. Alexander M. Massey, Chairperson, *NYINJ* Chapter,

Mr. H. Hugo Evans, Vice Chairperson, RI Chapter,

Mr. S. Eugene Watkins, GA Chapter,

Ms. Mona K. Stubblefield, GA Chapter,

Ms. Kathleen P. Cole, *NYINJ* Chapter, and

Mr. Ernest D. Anderson, NY Chapter, and all subsequent amendments shall become null and void.

• Arthur K. Watson, Sr., Past National President, National Historian, Constitution Committee Chairman, New Jersey Chapter

• Doris Railey, Past National VP, Member, Georgia Chapter

• Henry Harmon, Chapter President, Member, Dallas-Fort Worth Chapter

• Zachariah White, Past National President, Member, California Chapter

• H. Hugo Evans, Past National President, Member, Rhode Island Chapter

Emmanuel A. Lawrence, Past National President, Member, New Jersey Chapter

Emmet Fiawoo, First National Secretary, member, DC Chapter

Reviewed & Adopted: Date: _____ Place: _____

Review and amended by Constitution and Bylaws Committee:

Cllr. David A. Deranemie, Esq. Chairman, MA Chapter

Mrs. Margaret Toweh, Vice Chairperson, MN Chapter

Mr. Henry F. Charyoe, Secretary, NY Chapter

Mr. David S. Ballah, Member, RI. Chapter

Mrs. Foudiya Henri, Member, SW Chapter

Dr. Joe Isaac, Member DC Chapter

Mrs. Danlette Norris, Member, RI Chapter

Mr. Asu Pelima Member, Great Lake Chapter

Amendment Reviewed and Adopted:

Date: June 27, 2009 Place: Providence, Rhode Island Convention