

## **CONSTITUTION AND BY-LAWS**

### **MAWULI ALUMNI NORTH AMERICA (MANA) (d/b/a OMSU-NA)**

#### **ARTICLE I. DEFINITION AND NAME**

##### Section 1. Definition

Mawuli Alumni North America is Old Mawuli Students Union North America.

##### Section 2. Name

The name of this organization shall be Mawuli Alumni North America herein referred to as “MANA”, “OMSU-NA”, “Union”, and “organization”.

##### Section 3. Location

Since all the administrative, legal, and financial documents of this organization have been filed in the State of Illinois, the Headquarters of this organization shall be located in this State.

##### Section 4. Branches

Local and regional branches shall be formed in all parts of North America where members of the organization reside. A local branch shall have a minimum of two members and a regional branch shall have a minimum of seven members.

#### **ARTICLE II. NONPROFIT PURPOSES**

This organization shall operate as a tax-exempt nonprofit membership organization under Section 501 (a) of the Internal Revenue Code as described in Section 501 (c) (3) of the Internal Revenue Service (IRS) provisions of the United States of America (USA). It shall also operate as a nonprofit membership organization under the laws of Canada.

#### **ARTICLE III. MISSION AND PURPOSE**

The objectives of OMSU-NA shall include:

- A. To improve the quality of secondary education at Mawuli School, herein referred to as “Mawuli” through financial, material, academic, and other forms of assistance.
- B. To promote the welfare, and feeling of family among alumni of Mawuli resident in North America and form a network to share, discuss, and implement ideas and strategies for the improvement of Mawuli School.
- C. To work in collaboration with other OMSU groups and similar organizations inside and outside North America and the Administration of Mawuli to develop beneficial strategic plans towards educational growth and improvement.

## **ARTICLE IV. MEMBERSHIP**

### **SECTION 1. DEFINITION OF MEMBERSHIP**

Membership shall be open and automatic to alumni and staff of Mawuli School. It shall also be open to friends and sympathizers of Mawuli, and all persons dedicated to providing educational access and opportunity to young people all over the world. The categories of membership shall include active members (dues-paying members) and non-active members.

### **SECTION 2. CLASSIFICATION OF MEMBERSHIP**

- A. Regular Membership - Regular membership shall be open to all alumni and staff of Mawuli School.
- B. Lifetime Membership – Lifetime membership shall be open to all alumni and staff of Mawuli School.
- C. An active member shall be a regular member who has honored all financial obligations for the calendar year. Lifetime members shall be automatic active members of the Union.
- D. A non-active member shall be a regular member who has not honored financial obligations for the calendar year.
- E. Associate Membership - Associate membership shall be open to friends, sympathizers, spouses, and children of regular members.
- F. Honorary Membership - This shall be conferred on a select group of distinguished persons who exemplify a dedicated commitment to educational excellence among young people.

### **SECTION 3. MEMBERSHIP FEES AND DUES**

- A. Membership dues shall be \$120 per calendar year for non-students and \$60 per calendar year for full-time students with proof of enrollment.
- B. Lifetime membership shall attract a one-time fee of \$2,500 that shall be paid to the organization. Such membership shall entail free admission to all OMSU-NA events. The Executive Council shall in consultation with the Advisory Board and the Board of Directors set up special recognition procedures and packages for members in this category.
- C. Associate members shall pay \$60 per calendar year.
- D. Honorary members shall not be required to pay dues but voluntary donations will be accepted.
- E. Membership dues shall be paid in full by June 30 of each calendar year.
- F. Dues shall be subject to yearly review by the Executive Council in consultation with the Advisory Board and changes shall be subject to approval by the Board of Directors. Members may be asked to pay special levies as necessary. This shall come into effect upon the recommendation of the Executive Council in consultation with the Advisory Board subject to the approval of the Board of Directors.

### **SECTION 4. MEMBERSHIP BOOKS AND RECORDS**

The Union shall maintain a membership and mailing list service that shall comprise the electronic mail and regular mail addresses and records of all members. A listserv shall be established in a non-fee

paying entity in cyberspace to be used as a forum for the exchange of information and ideas among members.

## SECTION 5. NONLIABILITY OF MEMBERS

No member of this Union shall be personally liable for the debts, liabilities, or obligations of the Union.

## **ARTICLE V. MEETINGS**

### SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at places as may be designated from time to time by resolution of the Executive Council in consultation with the Advisory Board and subject to the approval of the Board of Directors.

### SECTION 2. ANNUAL MEETINGS

An annual meeting shall be held in an appropriate month determined by the Executive Council in consultation with the Advisory Board and the Board of Directors. Elections of officers of the Union shall take place at annual meetings whenever necessary.

### SECTION 3. REGULAR MEETINGS

Regular meetings shall be scheduled and held as determined necessary by the membership of the organization. The Executive Council shall also conduct such meetings in cyberspace as necessary.

### SECTION 4. SPECIAL/EMERGENCY MEETINGS OF MEMBERS

Special meetings of members either at a predetermined location or in cyberspace shall be called by the Board of Directors or by the President of the Union with the consent of at least one other officer of the Union. Such meetings shall also be called by any two officers of the Union or by a simple majority of all active members, upon due notice to all active members of the organization.

### SECTION 5. NOTICE OF MEETINGS

Notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail (electronic or regular mail), or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member active member. If mailed, such notice shall be deemed to be delivered within five business days when sent as a first class mail in the United States addressed to the member at his or her home address or electronic mail address. Personal notification includes notification by telephone, by facsimile, or by email, provided however, in the case of facsimile or email notification, the member to be contacted shall acknowledge personal receipt of the facsimile or email notice by a return message or telephone call within twenty four hours of the first facsimile or email transmission.

## SECTION 6. QUORUM FOR MEETINGS

A quorum of active members at scheduled meetings shall be deemed to be duly constituted when the President or the Vice President or any active member selected to act as Chairperson, in the absence of these officers, calls the meeting to order.

## SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of active members present in person, in cyberspace, or by proxy at a duly held meeting at which a quorum is present is the act of the members.

## SECTION 8. VOTING RIGHTS

Each active member is entitled to one vote on each matter submitted to a vote by the active members. Voting at duly held meetings shall be by voice vote if held at a designated location or by written responses if held in cyberspace. Election of officers, however, shall be by voice vote or written ballot under the appropriate circumstances.

## SECTION 9. ACTION BY WRITTEN BALLOT

Any action which may be taken at any regular or special meeting of members may be taken without a meeting, if the Union distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of officers, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the Union in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Union.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Organization, in his or her absence, by the Vice President or, in the absence of all of these officers, by a Chairperson chosen by a majority of the active members, present at the meeting. The Secretary of the Union shall act as

Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

## **ARTICLE VI. DIRECTORS**

### **SECTION 1. NUMBER**

The Organization shall have eleven (11) directors and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

1. All members of the OMSU–NA Executive Council shall automatically qualify to become members of the Board of Directors.

2. A maximum of four (4) people nominated by the Executive Council from the active membership of OMSU-NA shall become members of the Board of Directors. Such nominations by the Executive Council shall be subject to confirmation by the entire active membership at an Annual Meeting of the Organization or at a Meeting of the entire active membership in cyberspace.

3. Directors of this organization shall be members in good standing. By “good standing”, it is meant that the directors should have honored all their financial obligations to the organization for the calendar year and should not be under any restrictions or suspensions placed on them by the entire membership.

### **SECTION 3. POWERS**

Subject to the provisions and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Organization, the activities and affairs of this Organization shall be conducted under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

(a) Supervise the Executive Council;

(b) Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation, by these Bylaws, or by the entire membership of the Union;

(c) Discuss and approve issues, agenda items, and proposed projects presented to them by the Executive Council;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Organization, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

## SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of two years and until his or her successor is elected. Terms of office of Directors shall be specified in ways that guarantee continuity in leadership of the organization.

## SECTION 6. COMPENSATION

Directors shall serve without compensation.

## SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place as may be designated from time to time by resolution of the Board of Directors.

## SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held as deemed necessary by the Board.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors of the board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

## SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation or these Bylaws, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least one week prior notice shall be given by the Secretary of the Organization to each director of each special meeting of the board. Such notice may be oral or written, by first class mail, by email, by telephone, or by facsimile, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge receipt of the facsimile or email notice by a return message or telephone call within twenty four hours of receipt of such notice.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Organization under provisions of the Articles of Incorporation or these Bylaws, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of 1/3 of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation or these Bylaws, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws, require a greater percentage or different voting rules for approval of a matter by the board.

## SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Organization or, in his or her absence, by the Vice President of the Organization or, in the absence of each of these officers, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Organization shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

## SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Union would then be left without a duly elected director or directors in charge of its affairs.

Directors may be removed from office, with or without cause, by a 75% vote of the entire active membership.

Unless otherwise prohibited by the Articles of Incorporation or these Bylaws, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Union.

## **ARTICLE VII. ADVISORY BOARD**

The Organization shall have an Advisory Board that shall be composed of Chairpersons of all Regional Branches. Regional branches shall be defined as made up of the regular various geographic regions of the United States of America and Canada. The Advisory Board shall advise and work closely with the Executive Council and the Board of Directors in advancing the objectives of the Union.

## **ARTICLE VIII. OFFICERS**

### **SECTION 1. QUALIFICATIONS**

1. Any active member of the Union may serve as an officer of this organization.
2. Officers of this organization shall be members in good standing. By "good standing", it is meant that the officers should have honored all their financial obligations to the organization for the calendar year and should not be under any restrictions or suspensions placed on them by the entire membership.

### **SECTION 2. DESIGNATION OF OFFICERS**

The officers of the Organization shall be a President, Immediate Past President (ex-officio), a Vice President, a Secretary, an Assistant Secretary, Organizing Secretary, Financial Secretary, and a Treasurer. The Board of Directors shall designate other additional officers as necessary. The Immediate Past President shall serve as Adviser to the Executive Council.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

- A. Officers shall be elected every two (2) calendar years through secret ballot or by voice vote if necessary, by active members of the organization. The Immediate Past President shall serve for one year. Terms of office of officers shall be specified in ways that guarantee continuity in leadership of the organization.
- B. Active members may vote by proxy.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by a 75% vote of the entire active membership, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the President in consultation with the Board of Directors until an election can be held, in the event of such a vacancy being other than that of the President. The Board shall appoint an

Acting President in the event that the president's position becomes vacant. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Union and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by the Articles of Incorporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors or the entire membership. The President shall preside over all meetings of the Board of Directors and, at all meetings of the members. He or she shall be an ex-officio member of all committees of the Union. The President shall provide annual reports to the Union of all meetings and shall maintain frequent contact with the Mawuli School administration and give feedback to the members. The President shall be a signatory to the bank account of the Union.

## SECTION 7. DUTIES OF VICE PRESIDENT

The vice-president shall assist the president in the discharge of the duties of that office, deputizing for the president as necessary. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the Articles of Incorporation, or by these By-laws, or as may be prescribed by the Board of Directors.

## SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at a safe location the original, or a copy, of the By-laws as amended or otherwise altered to date.

Keep at a safe location, a record of minutes of all meetings of the Union and the board of directors, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof as was given, the names of attendees at each meeting, and the proceedings thereof.

Record all motions of meetings.

See to it that all notices are duly given in accordance with the provisions of these Bylaws.

Be custodian of the legal records and of the seal of the Union and affix the seal, to duly executed documents of the Union.

Keep at a safe location membership records containing the names and addresses of each member of the Organization.

Make available at reasonable times to any member or director of the Union, on request therefrom, the information on membership records, and the minutes of the proceedings of the directors of the Union.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Articles of Incorporation or by the By-laws, or which may be assigned to him or her from time to time by the entire membership and Board of Directors.

#### **SECTION 9. DUTIES OF ASSISTANT SECRETARY**

Assist the Secretary in the discharge of duties of that office and deputize for the Secretary as necessary.

Organize and maintain the Organizational listserv.

#### **SECTION 10. DUTIES OF THE FINANCIAL SECRETARY**

The Financial Secretary shall:

Be the financial advisor on all financial matters to the Executive Council and the Board of Directors. These shall consist of the following:

i) shall prepare financial statements and shall be the keeper of all general books of accounts. These shall consist of the following: a) Books on the assets of the organization. b) Books on the liabilities and equity of the organization.

ii) shall render proper accounting books and records for auditing.

iii) shall submit a yearly annual budget in consultation with the Executive Council.

iv) shall render advice to the Executive Council on the most equitable use and investment of the organization funds.

v) shall prepare and file all financial reports as may be required by law.

vi) shall advise the Executive Council and Board of Directors on all economic ventures to be undertaken by OMSU-NA.

vii) shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In consultation with the Executive Council, prepare or cause to be prepared the Union's annual tax returns and any other required filings.

In general, perform all duties incident to the office of Financial Secretary and such other duties as may be required by the Articles of Incorporation of the Union, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 11. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Union, and deposit all such funds in the name of the Union in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Be a signatory on the bank account of the organization.

Receive, and give receipt for, monies due and payable to the Union from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Union as may be directed by the Executive Council in consultation with the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Union's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Make available at all reasonable times the books of account and financial records to any active member or director of the Union, on request therefrom.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Union.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Articles of Incorporation of the Union, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 11. DUTIES OF ORGANIZING SECRETARY

Shall be responsible for recruiting new members into the organization by working closely with the Assistant Secretary.

Shall be responsible for organizing activities and meetings for the Union.

Shall perform any other duties assigned by the Executive Council and the Board of Directors.

#### SECTION 12. COMPENSATION

Officers of the Union shall serve without compensation.

### **ARTICLE IX. COMMITTEES**

#### SECTION 1. EXECUTIVE COUNCIL

The Executive Council (EC) shall consist of the President, the Immediate Past President (ex-officio), the Vice President, the Secretary, Assistant Secretary, Organizing Secretary, Financial Secretary, and the Treasurer of the Union. The EC shall meet as necessary.

#### SECTION 2. OTHER COMMITTEES

The Union shall have such other committees as may from time to time be designated by the Executive Council in consultation with the Advisory Board under the approval of the Board of Directors. Such committees may consist of persons who may on occasion not necessarily be members of the Union.

Task forces with the mandate to undertake specific time-limited tasks may also be designated by the Executive Council in consultation with the Advisory Board under the approval of the Board of Directors. Such task forces may consist of persons who may on occasion not necessarily be members of the Union.

## **ARTICLE X. EXECUTION OF DEPOSITS AND FUNDS**

### **SECTION 1. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Executive Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Union shall be signed by the Treasurer and countersigned by the President.

### **SECTION 2. DEPOSITS**

All funds of the Union shall be deposited from time to time to the credit of the Union in such banks, trust companies, or other depositories as the Executive Council may select in consultation with the Board of Directors.

### **SECTION 3. GIFTS**

The Executive Council and the Board of Directors may accept on behalf of the Union any contribution, gift, bequest, or devise for the nonprofit purposes of the Union.

## **ARTICLE XI. AMENDMENTS**

Except Article IV Section 3 (E), provisions in this constitution shall be subject to amendment by 75% of the active OMSU–NA membership in any given year. Suggestions, recommendations, and modifications may be made in writing to the Executive Council. An amendment may be discussed at any regular, general, or cyber-meeting of active members in the given year. Ratification shall be made only once a year at the annual general meeting.

Ratified and adopted by all active members of OMSU–North America at its Annual General Meeting held on May 25, 2002 in New York City, NY, USA.

*Note: Articles VI Sections 1,2(2), VIII Sections 2 and 10,IX Section 1 amended; Article VIII Section 10 changed to Article VIII Section 11 and new Article VIII Section 10 added.*

*Effective date of amendment: May 26, 2007, General Congress – Bolingbrook, IL,*