

## CONSTITUTION AND BYLAWS

### Saint Patrick's and Saint Teresa's Convent High Schools Alumni Association

#### PREMEABLE

In consideration of the need to promote common understanding in the mutual support of programs for Saint Patrick's ("SPHS") and Saint Teresa's Convent High Schools ("STC"), we, the Alumni and friends of Saint Patrick's and Saint Teresa's Convent High Schools, Monrovia, Liberia, who reside in the United States of America have come together to form this non-profit entity called the Saint Patrick's/Saint Teresa's Convent High Schools Alumni Association USA, Inc., and herein-after called the "Association." We, the alumni, hereby solemnly establish this Constitution.

#### ARTICLE 1: ESTABLISHMENT OF THE ORGANIZATION

##### Section 1.1: Name

The name of this organization shall be Saint Patrick's and Saint Teresa's Convent High School Alumni Association USA, Incorporated. It shall commonly be referred to as "Saints-Friskies Alumni Association." Saint Patrick's ("SPHS") and Saint Teresa's Convent ("STC") High Schools shall hereafter be referred to as the "Schools".

##### Section 1.2: Vision

The vision of the organization is "Dedicated volunteers providing quality education for children in post-war Liberia"

##### Section 1.3: Emblem

The emblem of the organization shall be the badges of Saint Patrick's and Saint Teresa's Convent High Schools embedded in a design containing the name of the mascots of both Schools (Saints and Friskies).

### **Section 1.4: Purpose**

The organization's purpose will be to actively promote the policies, objectives, and programs as outlined in this Constitution. It shall be recognized by its emblem or logo and follow the structure as prescribed by the Constitution and Bylaws.

**The objectives of the Association** shall be as follows:

To provide financial, material and other assistance to the Schools to enable them to maintain and improve the high standard of excellent primary and secondary school education in Liberia by

1. Planning and launching fundraising projects that will enable the Association to fulfill its objectives
2. Gathering as a group to discuss problems, issues, plans, and strategies in support of the Schools.
3. Providing a forum for alumni and friends of the Schools in the USA, and affiliated entities to network, raise funds, and socialize.
4. Encouraging communication among its members, former administrators and faculty, the current administration of the Schools, and the Catholic Archdiocese and Secretariat in Liberia.

### **ARTICLE 2: CORPORATE FORMAT**

This non-profit organization will operate as a public charity organization as specified in section 501 (c)(3) of the Internal Revenue Services. The Association will work to fulfill its policies and programs in support of the Schools located in Monrovia, Liberia.

### **ARTICLE 3: OFFICE**

The primary office of this Association will be located in Silver Spring, Maryland, in the United States of America. For administrative purposes, the business office shall be the home address of the national president; for local chapters, it shall be the home of the

chapter president. Such other offices will be established where necessary, outside the United States as the business and affairs of the Association require.

#### **ARTICLE 4: GOVERNING LAW**

The Saints-Friskies Alumni Association, Inc. (the "Association") is governed as provided herein by its Board of Directors and Executive Committee, subject to Delaware non-profit corporation law.

#### **ARTICLE 5: THE EXECUTIVE COMMITTEE (EXECUTIVE OFFICERS)**

##### **Section 5.1: Officers**

The Executive Committee shall be comprised of all nationally elected officers. It shall serve as the administrative arm of the Association to run the day-to-day operations of the Association. It shall fulfill all duties and responsibilities as prescribed in the bylaws. The National President shall preside over all Executive Committee's meetings. The Executive Committee may take action when a quorum, consisting of a majority of its members, exists. Any such action by the Executive Committee shall be communicated as soon as possible to the Board of Directors and is subject to ratification by the full Board. The Executive Committee cannot unduly rescind or overturn any action of the full Board.

The Executive Committee is composed of:

1. Chairperson of Board / National President
2. Vice-Chairperson / National Vice President
3. National Corresponding / Recording Secretary
4. National Treasurer
5. Parliamentarian
6. Immediate Past President

##### **Section 5.2: Duties of the Executive Committee**

**Chairperson of The Board / National President-** The Chairperson / National President is to call to order and preside over all meetings of the Association; announce business; decide the order and precedence of business and motions; recognize speakers to the floor; put to a vote all questions; restrain members when engaged in debate, within the rules of order; and perform other such duties as the office may require.

**Vice-Chair / National Vice President-** The Vice-Chair / National Vice President is to perform the duties of the President in the event of his or her absence and any other duties as assigned by the National President.

**National Corresponding / Recording Secretary-** The Corresponding / Recording Secretary is the corresponding officer of the Association, and shall act as custodian of records, keep a record of the minutes and proceedings, and send out notices for membership dues.

**National Treasurer-** The Treasurer is the custodian of all funds and properties belonging to the Association. S/he is an automatic member of the Association's Finance Committee. The Treasurer shall disburse funds only as directed by the Board. The Treasurer is required to present documents for audit, reconcile the bank accounts, and prepare a report for the annual meeting of the Association. The Treasurer is required to report on the current status of Association funds and property at each Board meeting. The Treasurer is charged with filing all necessary paperwork to maintain the Association's tax-exempt status.

**Parliamentarian** - The Parliamentarian is the expert on the rules of order and the proper procedures for the conduct of meetings of deliberative assemblies. The Parliamentarian will assist the Association in the interpretation of the constitution and bylaws and determine the applicability of the rules of order in the planning and conduct of Association meetings. S/he is assigned a seat next to the President to provide advice during meetings.

**The Executive Committee shall:**

1. Conduct, coordinate and implement decisions and policies approved by the General body or the Board as prescribed by the Constitution and Bylaws
2. Formulate programs, and projects in conjunction with the General body during the annual session or scheduled meetings
3. Through the National President, present an annual report on the state of affairs of the Association to the general body at the national convention
4. Hold regular business meetings at least quarterly each calendar year; emergency meetings can be scheduled as the need arises.
5. Facilitate the disbursement of funds per the Association's financial policy

**Article 6: THE BOARD OF DIRECTORS**

**Section 6.1: Composition**

The Board of Directors (hereafter referred to as the "Board") shall serve as the main advisory branch of the Association. The Board shall be comprised of:

1. An executive Committee consisting of the following members: Chairperson/National President; Vice Chair/National Vice President; Corresponding/Recording Secretary; Treasurer; Parliamentarian; and Immediate Past President.
2. Five (5) members representing the regional chapters
3. Three (3) At- large members

**Section 6.2: Duties and Power of the Board of Directors**

1. The Board shall conduct, manage, and control the affairs and business of the Association. The Board is authorized to make decisions and promulgate rules

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that it deems appropriate for the economic growth, progress, and success of the Association.

2. The Board may take action when a quorum, consisting of a majority of its members, exists. A two-thirds (2/3) majority of the entire Board of Directors shall be required for the passage of any resolution or decision

## **ARTICLE 7: ELIGIBILITY FOR OFFICE AND TERMS OF OFFICE**

### **Section 7.1 Eligibility**

To be eligible for any elective position on the Board, a nominee must have been an active member of the Association in good standing for at least three (3) months immediately preceding the nomination.

To be eligible for any executive office on the Board, the nominee must be an active member in good standing immediately preceding the nomination. The nominee must be willing to perform all duties and take on all responsibilities of his or her office, including attendance at all Board and Association meetings.

Any Executive officer or Board member, past or present, who has received a vote of "No Confidence" by a majority vote of the membership is not eligible to be nominated or to run for office at any time in the future, and will be permanently barred from holding national or regional (chapter) office.

### **Section 7.2: Selection of Candidates for Office**

A potential Board member or Executive Officer must be presented by the nominating committee and have his or her name placed on a ballot by the committee. The election of Executive Officers and Board Members at Large will occur at the membership

meeting of the annual convention and shall be determined by a simple majority. Where there is no majority vote for a candidate for a specified position, the two nominees with the highest votes will be voted upon again. Voting will occur by secret ballot unless there is only one nominee for an office, in which case a voice vote is acceptable.

### **Section 7.3 Term of Office**

Executive Officers and Board members will be elected for a period of three (3) years and cannot be elected for more than two consecutive terms. Chapter Presidents serving as board members will serve as board members during their term of office only. After a member has completed two consecutive three-year terms in office, one year shall elapse before such member is eligible for re-election.

### **Section 7.4 Removal from Office and Resignations**

Any officer may be removed, by a majority of the Board (two-thirds), effective immediately, at any regular or special meeting of the Board. Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the earlier of the date of the receipt of such notice, or as specified in the written notice of resignation. Unless otherwise specified therein, the official acceptance of such resignation shall not be necessary to make it effective.

### **Section 7.5 Vacancies**

Vacancies due to death or midterm resignations from the Board will be filled by Presidential appointment, and are subject to ratification within sixty (60) days by a majority of the Board.

## **ARTICLE 8: CONFLICTS OF INTEREST**

The Executive Officers, Board Members, and Regional chapter officers of the Association hold a special position of responsibility to the Association, and owe a fiduciary obligation to act in the best interest of the Association, and have a

responsibility to place the achievement of the Association's goals and mission above their personal interests. Executive Officers, Board Members, and Regional chapter officers shall exercise good faith as a fiduciary of the organization in all transactions touching upon their duties to the Association and its property.

### **Section 8.1 Disclosure of Possible Conflicts**

A conflict of interest is a circumstance that diminishes the independence of a responsible person such that the discharge of duties will not be in the best interests of the Association. All Executive Officers, Board Members, and Regional Chapter Officers of the Association shall, within 30 days of assuming office, or by March 15 of each year, complete a disclosure form and reported to the membership by the National Secretary identifying as of that date and for the prior twelve months, any relationships, positions or circumstances that constitutes either an actual or apparent conflict of interest. Failure to submit a disclosure form shall be considered as an apparent material conflict of interest.

All Executive Officers, Board Members, and Regional Chapter Officers of the Association shall also disclose any potential or actual conflict prior to each Executive Board or Committee action on a contract, agreement or transaction that may affect such person. Such disclosure shall be reflected in the minutes of the meeting made available to the general membership.

### **Section 8.2: Prescribed Actions**

All Executive Officers, Board Members, and Regional chapter officers of the Association with an actual or apparent conflict of interest shall not participate in or be permitted to hear the Board or Executive Committee's discussion of the matter pertaining to or potentially affected by the conflict or participate directly or indirectly in negotiations. The party with the conflict or potential conflict of interest shall not be counted in determining the presence of a quorum for purposes of a vote on the matter pertaining to the conflict; the remaining disinterested members of the Board or Executive committee, as the case may be, may vote on the matter. Such a person's ineligibility to vote and reasons



therefore shall be reflected in the minutes of the meeting made available to the general membership.

An apparent conflict of interest resulting from failure to timely submit a disclosure form shall result in immediate suspension of all rights and duties, including those stated herein, for party failing to submit the form. If, after 30 days from the due date, the form has not been submitted in the manner set forth in this article, the party not submitting the form shall immediately relinquish his or her position and shall be replaced in the manner prescribed by this Constitution.

### **Section 8.3: Disclosure Omission**

If a majority of the Executive Board has reasonable cause to believe an Executive Officer, Board Member, or Regional chapter officer has failed to disclose actual or apparent conflicts, they shall inform the party in writing of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose. By majority vote, the Board shall determine whether a conflict exists, and if such conflict of interest is material, the person shall be removed from office as provided for in this Constitution.

## **ARTICLE 9: VOTING**

A simple majority vote of members in good standing and present during a voting process shall decide all matters except as otherwise stated in the Constitution and Bylaws. The elections of officers shall be held at the annual meeting of the general membership in the specified election year. Any certified member in good standing with the association shall be eligible to run for any office upon demonstration of his or her qualifications and clearance from the Nomination/Election Committee. In order to be elected to the office of National President/Chairperson of the Board, the candidate must be physically present or represented by proxy during said elections and must be a graduate of either SPHS or STC.

## **ARTICLE 10: MEETINGS**

The SFAA shall host one (1) Annual Convention/General Assembly meeting per year, preferably over the Memorial Day weekend at a location voted on by the general assembly at the previous year's annual convention/general assembly, in agreement with said regional chapter where the annual convention/general assembly will be held..

The Executive Committee shall make seed money available to the regional chapter hosting the annual convention/general assembly. A minimum of \$2,000, two-thousand dollars, will be given to the regional chapter to aid in the facilitation, planning, and hosting of annual convention activities through approved budget allocations.

The SFAA will host quarterly Board meetings at a designated day and time for all elected officers to attend. Six (6) elected members or forty percent of the Board shall constitute a quorum.

The Executive Committee will meet quarterly prior to the Board meeting.

Special meetings may be called by the President of the Board / National President of the SPHS/STC. Notification of such meetings must be given at least seventy-two (72) hours in advance.

For the transaction of business and voting, a quorum must be obtained. A quorum is defined as the minimum percentage of elected members required to be present. The organization requires 40 percent of the elected membership in attendance for the transaction of business.

## **ARTICLE 11: STANDING COMMITTEES**

There shall be three (3) standing committees of the Association:

- a. Audit
- b. Nomination / Elections
- c. Financial

The appointment of the committee chairs will be made at the direction of the Chairperson/National President and the Board, after which the committees will be filled with SPHS/STC elected officers and general members. The Board has the authority to appoint other committees on an as-needed basis.

No member of the Finance Committee may serve on the Audit Committee and No member of the Audit Committee may serve on the Finance Committee. The Audit and Financial committees shall operate independently of each other to ensure the proper segregation of duties.

## **ARTICLE 12: FINANCIAL POLICY**

The Association's operating funds shall be generated through fundraising events, membership dues, alumni donations, friends, individuals and sponsoring organizations. The organization shall also seek grants as permitted under the Internal Revenue Service Codes, and as executed and approved by the Executive Committee.

### **Section 12.1: Deposits and Withdrawals**

**The Association and Regional chapters shall establish bank account(s) with any federally insured banks. There shall be three signatories to the Association's national bank accounts: the Chairperson of the Board (National President), National Treasurer, and National Secretary. The three signatories for Regional chapters would be the President, Treasurer, and Secretary.**

**All funds, upon receipt, shall be deposited within three (3) business days. Two authorized signers shall be required for withdrawals from the organization's account.** However, any withdrawals of \$1,000 (one thousand dollars) or more shall require the signature of the Board Chairman/National President and Treasurer. The two signatures for regional chapters for amounts totaling \$1,000 (one thousand dollars) or more would be that of the President and Treasurer.

All requests for payments should be provided via a Check Request Form signed and approved by the President. This form should also state the business purpose of the transaction. Since the Treasurer will be the issuer of the checks, this same person cannot submit a check request.

Failure to adhere to approved deposit and withdrawal policies shall be deemed a violation of the essential financial policy of this organization and will result in appropriate Board discipline and any further action, legal or otherwise, as the Board may determine.

### **Section 12.2: Reconciliation of Accounts**

**In an effort to foster transparency, on a quarterly basis or upon request, the financial officer of the national and regional chapters shall submit a regular statement of account(s), and receipts and/or vouchers from expenditures to the Board of Directors and the Executive Committee.**

**Under no circumstances shall the Association's finances, including regional chapter finances, be used arbitrarily and/or unilaterally for any purpose, other than those stipulated in the budget as pre-approved by the organization.**

### **Section 12.3: Fraud and Account Alerts**

All bank accounts of the Association and regional chapters must have a Fraud/Account Alert or notification to protect against unauthorized closure or misuse of the accounts. A request to close Association bank accounts shall require the signatures and approval of all Board members prior to such requested closure. A complete bank reconciliation must be completed prior to any authorized closure. In order to effectuate the authorized closure of any Association or regional chapter account, two duly authorized members of the Executive Committee and/or Board must appear in-person at the banking institution.

### **Section 12.4: Bank Statements and Online Access**

Online access to the Association or regional chapter's account will be provided to the Treasurer alone. Bank Statements must be mailed to one of the three signatories on the Association or regional chapter's account, other than the Treasurer, to ensure separation of duties and foster checks and balances.

The Treasurer shall reconcile cash expenditures and receipts every month by downloading the bank statement via online access and engaging in a reconciliation process that utilizes the bank statement, the related account deposit slips, and record of cancelled/paid checks.

### **Section 12.5: Dues, Fines and Donations**

The National Organization shall require each Full and Associate member of the organization to pay annual dues.. In addition to the National dues required by each member, each individual chapter may also require monthly dues as stipulated by the respective individual chapter. Each member of the Association is also encouraged to buy at least one full Annual Convention package to facilitate a successful convention.

Donations and contributions from outside organizations shall be encouraged and actively pursued to meet the Association's operating expenses. The Secretary shall acknowledge, in writing, any annual contribution meeting the legal IRS deductible contribution limit, currently listed as two-hundred and fifty dollars and zero cents, \$250.00, or more.

Fines shall be imposed by the Board or Executive Committee, as deemed necessary, based on violations of constitutionally mandated financial provisions.

### **SECTION 12.6: Contracts**

The Board of Directors may authorize the Chair Person / National President or the Executive leadership of the Association to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the organization. Such authority may be general or confined to specific instances.

### **ARTICLE 13: REGIONAL CHAPTERS**

The five regional Chapters (Northeast, Southeast, Midwest, Northwest, Southwest) are expected to comply with the National Constitution, including the financial policy, conflict of interest prohibition, and bylaws of said Constitution, in order to remain in good standing. Chapters must be run by an Executive Committee composed of the following officers: President; Vice-President; Corresponding/Recording Secretary; Treasurer; Parliamentarian; and Immediate Past President.

### **ARTICLE 14: BOOKS AND RECORDS**

The Association shall keep accurate and complete books and records of accounts, and shall also keep minutes of all proceedings of its general body, chapters, Board of Directors and committees in its archives for immediate access or in case of an audit.

### **ARTICLE 15: AFFILIATION**

This organization will seek mutual cooperation with other like-minded organizations in meeting its goals.

### **ARTICLE 16: COMPLIANCE WITH IRS CODE SECTION 501(c)(3)**

The Association is exclusively organized for one or more of the purposes as specified in the 501(c)(3) code of the Internal Revenue Service, and shall not carry on any activities prohibited under said code. The association must acquire and hold status as a trust exempted from federal income tax under IRS section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the association shall inure to the benefit of any member, trustee, or director of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association). No member, trustee, officer of the association or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolution of the association.

No substantial part of the activities of the association shall be used to carry on propaganda and/or attempt to influence legislation except as otherwise provided by Internal Revenue Code section 501 (h). The Association will not participate in, or intervene in (including the publication or distribution of statements), any publication campaign on behalf of any candidate for public office.

In the event of dissolution, all remaining assets and property of the association shall, after necessary expenses thereof are paid, be distributed to other organization(s) that are tax exempt under IRS section 501(c)(3) or corresponding provisions of any subsequent State and/or Federal tax laws for a public purpose.

The Association shall have the following powers in furtherance of its corporate objectives:

- (a) The Association shall have perpetual succession in its corporate name and/or registered name;
- (b) The Association may pursue all legal activities in its best interest when and where necessary;
- (c) The Association may have a corporate seal, which may be altered by a two-third vote at the Annual Meeting/Convention;
- (d) The Association may elect or appoint directors, officers, employees and other agents and define their duties, roles and obligations;
- (e) The Association may purchase, receive or take grants, gifts, devise, bequest or otherwise lease, acquire, own interest in real property in an unlimited amount;
- (f) The Association may legally solicit and receive contributions from any and all sources that would not tarnish its reputation as an association for Catholic schools alumni and may receive and hold in trust, or otherwise, funds received by gift or bequest;
- (g) The Association may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all or any of its property or property interest;



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- (h) The Association may enter into contracts, give guarantees in furtherance of its Corporate purposes, incur liabilities, sign promissory notes in exchange for loans at acceptable rates, and issue notes or security interest in all or any of its property;
- (i) The Association may invest funds, and purchase and hold real, personal, and/or commercial property as an investment;
- (j) The Association may be an incorporator of other Associations of any type or kind so long as;

The Association is organized to be operated exclusively for charitable and educational purposes. Said terms have been and shall be defined in and pursuant to sections 170(c) and 501(c)(3) of the Internal Revenue code, of 1986, as amended and as said sections may from time to time be amended, or under any successor sections thereto. Powers of this Association shall be exercised only in such manner as to assure charitable and educational purposes as so defined; it is the intention that this Association shall be exempted from federal income taxes and that contributions be tax deductible, pursuant to said sections and all purposes and powers herein shall be interpreted and exercised, consistent with the intention herein expressed.

All references herein to the Internal Revenue code shall be deemed to refer to the Internal Revenue code of 1986, as now in force, or hereafter amended

## **ARTICLE 17: MEMBERSHIP**

### **Section 17.1 Membership Structure**

The membership structure of the Association shall be comprised of four levels:

1. General Body - the highest decision making body of this Association, which shall comprise of all due paying members;
2. Elected officers - Executive Committee;
3. Board of Directors; and
4. Chapters

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*SFAA is an IRS recognized 501 (c)(3) non-profit organization and the official Alumni Association of SPHS & STC*



### **Section 17.2: Admission of Members**

- A. Membership of the Association shall be open to individuals who fall into any of the three (3) subsequent categories of membership.
- B. Members in "good standing" are those members who are current on their required dues to their regional chapter and to the National Association. Members in good standing shall have the right to vote, run for elected office, and be heard in the governance and plans for the Association.
- C. Any member who has been assigned to inactive status shall have his/her membership restored upon recommendation of his or her regional chapter of the National Association or upon direct communication from said member expressing renewed interest in the Association.

### **Section 17.3: Categories of Membership**

There shall be three categories of membership in this organization:

- A. **Full Member:** Full Membership shall be open to all alumni, and former students of the Schools residing in the United States of America. For the purpose of this Constitution the term alumni shall denote persons who attended either of the Schools for any period of time.
  - 1. Members must have dues fully paid to be eligible to vote or to hold any office.
  - 2. Members in good financial standing shall be entitled to one vote during the annual meeting.
  - 3. Membership dues shall be determined by the Board of Directors.
  - 4. Members must be fully registered and in good standing with their Chapter for at least three months prior to being eligible to hold elected office at the National level.
- B. **Associate Member:** Associate Membership shall be open to all spouses of full members who are not otherwise alumni of the Schools. Such members

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will not be allowed to hold Elected Offices or vote. Dues for Associate Members will be the same amount as dues for full members.

C. **Honorary Member:** Honorary Membership shall be open to:

All former and current administrators and faculty (who are not alumni of the Schools) and shall have no voting rights.

### **Section 17.4 National and Chapter Membership**

(a) For purposes of this Constitution, all members of SFAA are considered members of the national organization, headquartered in Maryland.

(b) For purposes of this Constitution, all members of SFAA residing in a state located within a designated region will be considered members of the regional chapter.

(c) Honorary Members: shall be open to all former and current faculty, staff, and administrators who are not graduates of STC or SPHS, and who reside in the United States.

### **Section 17.5 Benefits and Responsibilities of Membership**

The benefits of each class of membership shall be as the Board of Directors may from time to time determine, consistent with SFAA's purpose, as stated in the Preamble. Members are expected to volunteer and financially support the organization. Only full members in good financial standing for 3 months shall be eligible to hold office, as prescribed in the bylaws. Only full Members in good financial standing shall be eligible to vote. Only full members registered for, and in attendance at, an annual Convention shall be elected to office at that convention

## **ARTICLE 18: AMENDMENTS**

This Constitution and Bylaws may only be amended by a two-thirds (2/3) majority vote of members present at the Annual Meeting/Convention. The announcement of a proposed amendment to the constitution shall be given to members no less than 90 days before the Annual Meeting/Convention.

## **ARTICLE 19: RATIFICATION AND ADOPTION OF THE CONSTITUTION**

This Constitution and Bylaws shall become the governing guidelines of the Association after being adopted by the simple majority of the membership present at the Annual Meeting/Convention.

### **Section 19.1: Amendment Procedure**

All proposed amendments shall be submitted in writing to the Constitution and Bylaws Committee for presentation to the general body at the Annual Meeting. Proposed amendments shall be submitted to the Constitution and Bylaws Committee no less than one hundred twenty (120) days prior to the Annual Meeting/Convention.

### **Section 19.2: Submissions**

Any and all proposed amendments to the constitution must be submitted by a regional chapter with the approval of a two-third majority vote of the chapter membership. All submissions received shall be noted and recommended for consideration to the general body by the means specified in this constitution. All submissions received after the submission deadline will be tabled for the next Annual Meeting, provided it meets the minimum one hundred twenty (120) day requirement.

### **Section 19.3 National Approval**

The Constitution and Bylaws Committee shall receive, compile and/or modify, document, and submit all proposed amendments to the general body no later than 90 days prior to the Annual Meeting/Convention. All amendments to this constitution shall become effective immediately after the motion to amend the constitution is made, seconded, and approved by a two-thirds majority vote of the general membership present.

## **ARTICLE 20: DISSOLUTION OF ASSOCIATION**

In the event this Association is terminated or ceases to exist by merger or dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The assets attributed to a specific gift will be disposed of according to the instructions of that gift, if any, provided that they are within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. All other assets will be distributed to St. Patrick's High School and Saint Teresa's Convent High School in equal proportions provided that both institutions would be considered exempt institutions under section 501(c)(3) of the Internal Revenue Code at the time of termination.

Any such assets not so disposed of shall be disposed of under Delaware law, exclusively for such purposes or to such organization or organizations, as a Court of competent jurisdiction in Delaware shall determine.

#### **ARTICLE 21: INDEMNIFICATION**

Any person made a part to any negligence lawsuit or proceedings, or legal action for misconduct, by reason of the fact that he or she (or his or her estate) was a board member or officer of the Association, or any association in which s/he served at the request of the Association, shall be indemnified by the Association against reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with defense of such action, suit, or proceedings, or in connection with any appeal.

The foregoing rights of indemnification shall not be deemed exclusive of any rights to which any officer of the Association may be entitled to, apart from the provisions of this section.

The amount of indemnity to which any officer or director may be entitled shall be fixed by the Board of Directors. Where there is no disinterested majority of the Board

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available to make this decision, the amount shall be fixed by arbitration pursuant to the existing rules of the American Arbitration Association.

The Association shall have the right, upon the majority vote of its Board of Directors, and based on the Association's resources, to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability arising out of such service, whether or not the Association would be able to indemnify against such liability.

**The effective date of this Constitution of the Saints-Friskies Alumni Association is this \_\_\_\_\_ day of May, 2017.**