

**CONSTITUTION OF THE
SWESCO ALUMNI ASSOCIATION (SAA)
2010 (Amended – August 10, 2013)**

ARTICLE I: ORGANIZATION

- 1.1 The name of the organization shall be SWESCO ALUMNI ASSOCIATION (SAA).
- 1.2 The fiscal year of the association shall be January 1 through December 31.
- 1.3 The association shall be a non-profit organization.

ARTICLE II: PURPOSE:

- 2.1 To raise awareness of pressing issues and needs of Swedru Secondary School through social, educational, cultural and recreational activities.
- 2.2 To provide resources and support for sustainable development projects that contribute to the quality of education at Swedru Secondary School, Ghana.
- 2.3 To mobilize, support and energize a constituent base of Old Swesconians in the Diaspora through networking.
- 2.4 SAA is exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code

ARTICLE III: MEMBERSHIP

- 3.1 Membership of SAA shall be granted to alumni of Swedru Secondary School and friends of Swedru Secondary School.
- 3.2 No person shall be discriminated from membership on the basis of race, sex, ethnic background, origin, religion or nationality.
 - 3.2.1 Full membership shall be granted to alumni of Swedru Secondary School and shall have electoral privileges with the right to (i) vote (ii) be voted for or (iii) nominate other members for board membership.
 - 3.2.2 Associate membership shall be granted to friends of Swedru Secondary School and shall have no electoral privileges.
- 3.3 Membership dues, will be payable on an annual basis and will collected latest by the second quarter of the association's fiscal year. The Board of Directors shall propose the dues schedule for approval at the annual general meeting.

- 3.4 The payment of dues for current fiscal year shall constitute membership in good standing in the Association. Membership in SAA is personal and is not transferable.
- 3.5 The membership year shall be the same as the fiscal year for SAA.
- 3.6 Membership benefits: Members may enjoy favorable discounts and dispensation on association activities, programs and events.
- 3.7 Members have the right to cause the entire Board or individual member(s) of the Board to be removed, and request business at the annual meeting of the association. Proposal(s) of business to be considered by the association at the annual meeting shall be made pursuant to the association notice procedures set forth by provisions of these by-laws.
- 3.8 Removal from Membership: Any member may be removed from membership by a majority vote of the members in good standing present at any annual meeting or special meeting called for the purpose, if the said member has engaged in acts of conduct detrimental to the purposes, objectives, programs or activities of the association. However the member shall first be notified of the accusation's decision and shall be given an opportunity to be heard by the Board of Directors before the vote on removal.
- 3.9 Any member in default in payment of dues for more than 1 year shall be suspended from all privileges of membership, and if after notice the dues is not paid within a period of 60 days.
- 3.10 Resignation: Any member may resign their membership by giving a written notice to the Board of Directors.

ARTICLE IV: MEETINGS

- 4.1 The association shall hold annual membership meetings for transaction of business and the election of directors within the powers of the association.
- 4.2 The Secretary shall cause to be mailed to every member a notice telling the time and place of such meetings in accordance with meeting notification procedures set forth by the Board of Directors.
- 4.3 For nominations or other business to be properly brought before an annual meeting by a member, the member must have given timely notice in writing to the Secretary of the Association. To be timely, a member's notice shall be delivered to the Secretary at the principal mailing address of the Association not less than thirty (30) days before the meeting. Such member's notice shall set forth (i) as to each person whom the member proposes to nominate for election, removal or reelection as a director, and (ii) as to any business that the member proposes to bring before the meeting.

- 4.4 The presence of not less than twenty-five percent (25%) of the members shall constitute a quorum and shall be necessary to conduct the business of the association; but a lesser percentage may adjourn the meeting for a period of not more than one (1) month from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
- 4.5 At the request of at least fifty (50%) percent of the members of the Board of Directors or fifty (50%) percent of the members of the association, the president shall cause a special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date. Notices of such meeting shall be mailed to all members at least fifteen (15) days before the scheduled date set for such special meeting. Such notice shall state the reasons for the meeting, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting.
- 4.6 At all meetings, except for the election of directors, all votes shall be by voice or show of hands. For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- 4.7 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors. At all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint "Election Officers."

ARTICLE V: BOARD OF DIRECTORS

- 5.1 The business of the association shall be governed and managed by a Board of Directors consisting of seven (7) members.
- 5.2 The directors shall be elected at the annual general meetings of the association and they shall serve for a term of three (3) years. For continuity the terms of office of the Directors shall be staggered.
- 5.3 Board of Directors shall serve no more than two (2) consecutive terms.
- 5.4 The Board of Directors shall have the control and management of the affairs and business of the association. The Board of Directors shall only act in the name of the association when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
- 5.5 At least fifty (50%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on a schedule set up by the board.

- 5.6 Each director shall have one vote and such voting may not be done by proxy.
- 5.7 The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary.
- 5.8 Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year until the annual meeting of the association.
- 5.9 The Board of Directors shall elect its Chair.
- 5.10 The Chair will assure that the Board of Directors fulfills its responsibilities for the governance of the association.
- 5.11 A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director and also on proposals from members as provided by provisions in these by-laws. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the association.

ARTICLE VI: EXECUTIVE OFFICERS

- 6.1 The following executive officers of the association shall be elected from among the membership of the Board of Directors:
 - 6.1.1 President
 - 6.1.2 Vice President
 - 6.1.3 General Secretary
 - 6.1.4 Treasurer
- 6.2 The President shall preside at all membership meetings
 - 6.2.1 The President shall chair the Planning Committee
 - 6.2.2 Present an annual report of the work of the association at the annual meeting.
 - 6.2.3 Responsible for filing any certificate required by any statute, federal or state authority or agency.
 - 6.2.4 Be one of the officers who may sign the checks or drafts of the association.
 - 6.2.5 Have such powers as may be reasonably construed as belonging to the chief executive of any association.

- 6.3 The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the association with all the rights, privileges and powers as if he had been the duly elected president.
 - 6.3.1 Chair the Outreach Committee, and be responsible for all outreach programs.
 - 6.3.2 Perform other duties and exercise such other authority as may be presented by the Board of Directors.
- 6.4 The General Secretary shall also serve as the secretary to the Board of Directors and keep all minutes and records of the association in appropriate books.
 - 6.4.1 Give and serve all notices to members of the association.
 - 6.4.2 Official custodian of the records of the association.
 - 6.4.3 Attend to all correspondence of the association and exercise all duties incident to the office of Secretary.
 - 6.4.4 Be one of the officers who may sign the checks or drafts of the association.
- 6.5 The Treasurer shall have the care and custody of all monies belonging to the association and shall be solely responsible for such monies or securities of the association. The Treasurer shall cause to be deposited in a regular business bank or trust company all monies. The balance of the funds of the association shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
 - 6.5.1 The Treasurer shall chair the Membership Committee
 - 6.5.2 Shall sign all checks or drafts of the association.
 - 6.5.3 All signed checks or drafts of the association shall be endorsed by one of the two other signatories.
 - 6.5.4 Responsible for maintaining financial records of the Association.
 - 6.5.5 Render at stated periods as the Board of Directors shall determine a written account of the finances of the association and such report shall be attached to the minutes of the Board of Directors of such meeting.
- 6.6 No member of the Board of Directors or officer shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the association for duties other than as a director or executive officer.

- 6.7 Board Member & Officer Liability: (a) An officer is not liable to the corporation or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised: (1) in good faith; (2) with ordinary care; and (3) in a manner the officer reasonably believes to be in the best interest of the corporation. (b) This article shall not affect the liability of the corporation for an act or omission of the officer.

ARTICLE VII: COMMITTEES

- 7.1 All committees of the association shall be appointed by the Board of Directors and their term of office shall be determined by the Board of Directors.

- 7.2 Standing Committees -- All Standing Committees shall submit a quarterly report of activities to the Board of Directors.

- 7.3 The standing committees shall be:

- 7.3.1 Finance Committee
- 7.3.2 Planning Committee
- 7.3.3 Outreach Committee
- 7.3.4 Membership Committee

- 7.3.1 Finance Committee -- The Finance Committee shall be responsible for the budgetary, fiscal and financial affairs and activities of the Association. The Committee shall consist of not less than three (3) members which shall include the Treasurer. The Finance committee shall be chaired by a Director appointed by the Board.

- 7.3.2 Planning Committee -- The planning committee's responsibilities shall include planning, development, coordination and evaluation of the Association's projects and programs. It shall develop short, medium and long term projects for the Association. This committee shall consist of not less than three (3) members, and shall be chaired by the President.

- 7.3.3 Outreach Committee -- The committee shall develop and coordinate programs that establish cordial relations between SAA and other local and International organizations. The committee shall coordinate and disseminate to the general public, information concerning the association and its activities and serve as the public relations body of the Association. The committee shall be responsible for the organization of annual get together. The Outreach Committee, chaired by the Vice-President shall consist of not less than three (3) members.

- 7.3.4 Membership Committee -- The committee shall be responsible for developing and implementing membership strategies, setting goals, establishing priorities and planning activities for securing, and retaining members. It shall advise the Board of Directors on ways of keeping members informed and actively participating in the

association's activities and functions. The committee shall consist of not less than three (3) members and will be chaired by the Treasurer.

- 7.3.5 Special Committees -- The President in consultation with the Board of Directors may establish Special or Ad Hoc committees to deal with matters that have policy implications for the Association. Unless otherwise decided by the board of directors, such Special Committees shall be constituted for a maximum of one year at a time. They may request continuation on the basis of justification contained in their report.
- 7.4 Terms of Committee Membership and Procedures -- The Board of Directors shall appoint and set the terms of office of committee members. The terms of office of any committee may also be terminated as deemed necessary by the Board of Directors. The Board of Directors shall also have the responsibility of ensuring the effective functioning of the various committees.
- 7.5 The Board of Directors shall fill vacancies in the membership of any committee.
- 7.6 Quorum, Meetings and Rules of Procedure -- The majority of the members of any committee shall constitute a quorum authorized to conduct business. Its chair may call meetings of committees or upon the request of any two (2) committee members on three (3) days' notice. Minutes of committee meetings shall be kept and subsequently submitted to the Board of Directors.

ARTICLE VIII: AMENDMENTS

- 8.1 Amendment of By-laws -- At any meeting of the members of SAA at which at least sixty seven (67) percent of members in good standing attend, these By-laws may be amended or repealed by the majority vote of the members entitled to vote, provided the notice of the meeting sets forth the proposed amendment or repeal.

ARTICLE IX: TAX EXEMPT STATUS

- 9.1 SAA shall not conduct any other activities that may be in conflict with provisions of the Articles of Incorporation and of these By-laws, or of the Internal Revenue Code relating to the tax exempt status of non profit organizations.

ARTICLE X: DISSOLUTION

- 10.1 Upon dissolution of SAA, assets will be distributed for one or more exempt purposes within the meaning of section 501c (3) of the Internal Revenue Code, or the 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.

ARTICLE XI: MISCELLANEOUS

- 11.1 Auxiliary Groups - SAA may establish under its auspices auxiliary or subsidiary groups. The policies, programs and activities of all such groups shall be consistent with its objectives and programs and shall be in compliance with all governing instruments of SAA.