

**HAYWOOD MISSION INSTITUTE NEW MILLENNIUM ALUMNI ASSOCIATION
(HMINAA)**

Inc

BY-LAWS AND CONSTITUTION



BY-LAWS AND CONSTITUTION OF THE Haywood Mission Institute New Millennium Alumni Association (HMINAA), U S A

PREAMBLE

WHEREAS, we the former students and alumni of Haywood Mission Institute, Republic of Liberia, residing in the fifty states, United State of America (U S A) and the rest of the world realizing the need to form ourselves into a legal entity to pursue developmental objectives for social, educational and economic advancement of Haywood Mission Institute in Liberia;

WHEREAS, seeking to promote closer relations amongst ourselves and knowing the importance of unifying all former students and alumni, ill-respective of tribal or ethnic affiliation, to reside together and to foster the wellbeing and happiness of one another; we do hereby form and organize ourselves into an association to be known as HAYWOOD MISSION INSTITUTE NEW MILLENNIUM ASSOCIATION (HMINAA), U S A INC.

ARTICLE I – ASSOCIATION

1.1.0 NAME – the name of this association shall be known and called as HAYWOOD MISSION INSTITUTE NEW MILLENNIUM ASSOCIATION (HMINAA), U S A INC. herein referred to as the Association composing of all former students and alumni of Haywood Mission Institute and well wishers of Haywood Mission Institute. This Association shall be a non-profit organization.

1.2.0 OBJECTIVES – The objectives of the Association shall be, but not limited to, the followings:

1.2.1 To foster unity and cooperation among former students, alumni as well as other Liberians and friends of Haywood Mission Institute residing in the United States of America, Liberia and the rest of the world.

1.2.2 To promote self-improvement and encourage the membership to fully participate in the improvement of educational development of Haywood Mission Institute in particular, and Liberia as a whole.

1.2.3 To provide charitable services to students at Haywood Mission Institute, Liberians and others in need, to the extent possible within the Association's resources.

ARTICLE II -- MEMBERSHIP AND ELLIGIBILITY

2.1.0 Membership- this Association is opened to any former students and alumni of Haywood Mission Institute residing the in United States of America, Liberia and the rest of the world.

2.1.1 Honorary Membership may be extended or conferred on individuals who have rendered distinguished services and contributions to this association, Haywood Mission Institute and / or Liberia. Such membership may be granted by a simple majority of the general body. Honorary member(s) may not be required to pay dues

2.1.2 Membership Dues: Each member meeting the requirement of Section 2. 1. 0 shall be assessed a monthly due in the amount of twenty five dollars (\$25.00 USD) until such time when the Association deem it necessary either to abolish it, increase it or decrease it.

2.1.3 The Rights of Members: -- Members meeting the requirement of Section 2.1.0 of this Article shall become eligible to vote during the election of Officers and to determine the policies of this association. Such members shall and should meet the requirement of Article 2. 1. 2 and be up to date with his / her dues.

2.1.4 Membership Benefits: In the event of death of an active due paying member, the Association officers (President, Vice President, Secretary, and Treasurer) shall sympathize with the family of the deceased on behalf of the association. If an inactive member is deceased, the membership of the Association shall decide how to sympathize as they deemed it appropriate to the deceased family.

2.1.5 Bereavement: When a regular due paying member's immediate family member is deceased, the Association shall sympathize with said member and family. "Immediate family" is used here to indicate a member's wife/husband, children, father and mother only.

2.1.6 Application for Membership: -- Application for membership (membership form) shall be submitted in writing to the general secretary. Such application shall contain the necessary information to exhibit qualifications for membership and shall receive the prior approval of the Membership Committee. Former students and alumni do not need approval for membership but well wishers will need prior approval by the membership committee.

ARTICLE III -- MEETINGS

3.1.0 General Meetings: -- A general meeting of the membership of the Association shall be held at least once a month by teleconference, on the 2nd Sunday of each and every month. Such meeting shall start promptly at 8:00 pm and lasts up to two (2) hours. Time is of the essence and should be taken as such.

3.1.1 The President, with the consultation of the executive officers may at any time call an emergency meeting to discuss and resolve the issue at hand.

3.2.0 General Matters: -- Each member of this Association in good standing and meeting the requirements of Section 2. 1. 0 shall be entitled to vote on all general matters and businesses of this Association; brought forth by the President, any officer, or member of this Association. A majority of the members present and voting shall be required to approve all general matters, and/or business on the floor, except as otherwise provided for in this Constitution.

3.3.0 Quorum: -- At any general or called meeting of the membership of the Association, a majority of the membership, but not less than 10 members in good standing shall constitute a quorum for the conduction and transaction of all business of the Association. All financial reports are to be read quarterly.

3.3.1 Reunion: The Association shall be required to have an annual reunion to discuss important issues regarding the development of the association such as election, financial reports, and fellowship.

ARTICLE IV -- OFFICERS

4.1.0 Elected Officers: -- The executive and administrative duties and responsibilities of the Association shall be vested in the Executive Branch; consisting of the President, the vice President, General Secretary, Treasurer, Financial Secretary and the Chaplain; all of whom shall be elected by

the membership of the Association. All elected Officers shall be responsible and answerable to the membership of this Association, except as otherwise provided in this Constitution.

4.2.0 Appointed Officers: -- Appointed Officers of this Association shall be, but not limited to, the Social Secretary. The Social Secretary shall be appointed by the President with the advice and consent of the elected officers. They shall carry out the respective duty as herein described in this constitution.

4.3.0 Standing Committees: The Standing Committees of the Association shall comprise of, but not limited to: Membership Committee, Planning and Program Committee, Auditing Committee, Public Relation Committee and the Crisis Committee. These Committees shall be set up by the president and confirmed by the general membership to perform specific duties as deemed by the Association and shall be answerable to the general membership.

4.4.0 Term of Office: -- The term of office for all elected officers of this Association shall be two (2) years or until their successors are appointed and qualified. All officers, whether elected or by virtue of their non-elective positions, shall be eligible for and confirmed by the general membership. The Association shall have the authority to remove ineffective elected officers with a called meeting of the membership of the Association, a majority of the membership, but not less than ten (10) members in good standing shall constitute a quorum for the removal.

4.5.0 Election of Officers: -- Election of Officers shall be held every two (2) years in the annual reunion. Elected officers shall be sworn into office at the reunion.

RTICLE V – DUTIES AND RESPONSIBILITIES OF OFFICER

5.1.0 GENERAL DUTIES: The executive and administrative authority shall be vested in the President. He/she shall manage the day to day affairs of the Association, under the direction and with the approval of the general membership of the Association. He/ she shall supervise, coordinate and direct the activities of the other executive and administrative officers and committees of this Association. The president shall preside over all meetings of the Association, appoints all officers and members of standing committees: Membership Committee, Planning and Program Committee, Auditing Committee, Public Relation Committee and the Crisis Committee. He/she may perform functions – ceremonial etc – which are customarily associated with the head of the association provided that such function(s) is/are consistent with the constitution.

5.1.1 Qualification: Only Alumni of Haywood Mission Institute shall become eligible for election to the office of the Presidency. Eligible person for the officer presidency must be an Alumni of Haywood Mission Institute.

5.2.0 Vice President: The Vice president shall have the same qualifications as the President and shall be the principal deputy to the president. He/she shall assist the President in the performance of executive and administrative functions of the Association. The Vice President shall become acting president in case of absence, inability, or disability of the president. In case of the removal from office by means of resignation or death of the president, the vice president shall become president and serve for the remainder of that term of office. He/She shall also serve as ex-officio on all standing committees.

5.3.0 Secretary General: The Secretary General shall become responsible for the compiling, distributing and preserving the records of the Association. He/she shall dispatch or cause to dispatch all correspondences of the Association as authorized by the president. The Secretary General shall perform the duties of the president in the absence of the president and vice president.

5.4.0 The Treasurer: The Treasurer shall be the chief custodian of all monies belonging to the Association, which shall be deposited into a Federally Secured Banking Institution within the United States of America and available to the Association under this Constitution. The Treasurer shall maintain banking transaction records and such other records pertinent to the Association's health and which shall be consistent with those in possession of the Financial Secretary. He/she shall receive and deposit all monies for the Association and in the Association's account(s) and may not keep such funds for more than three (3) business days. He/she shall make all disbursements on behalf of the Association, upon the approval of the general membership according to the provisions of this Constitution. The Treasurer shall prepare a comprehensive annual report covering the financial activities of the association body from time to time as deemed by the general membership and such report shall be made at the annual reunion.

5.5.0 The Financial Secretary: The Financial Secretary shall maintain the financial records of the Association, except as otherwise provided herein. He/she shall collect all dues, fees, special assessments and other monies connected with the activities of this Association and promptly forward all such funds to the Treasurer for prompt deposit into the Association's account(s). He/she shall prepare the budgets and analyze all general fiscal reports and vouchers, under the direction of the president and the Treasurer of this Association. He/she shall prepare comprehensive quarterly reports covering the financial activities of the association and such report shall be made available to every member and at the annual reunion.

5.6.0 The Chaplain: The Chaplain shall officiate at the Association's religious affairs and shall offer prayers at the inception and conclusion of formal meetings and ceremonies of the Association where applicable and in respect to promoting religious tolerance within the Association.

ARTICLE VI – APPOINTED OFFICERS

6.1.0 Social Secretary: The Social Secretary shall negotiate, implement and direct all social functions and humanitarian ventures of the Association, as directed by the President. The Social Secretary shall be the chairperson all committees appointed, designated, and commissioned to perform functions relating to social activities and other public relation ventures.

6.2.0 The Election Commissioner: The Election Commissioner shall be responsible for the organization and conduction of all elections of the Association in accordance with the provisions of this Constitution. He/she shall not be eligible to seek election to any office during his/her term of office. Should he/she decide to seek elected or appointed office; he/she shall resign from the office of Election Commissioner, one (1) month prior to the day of declaration. The term of office for the election commissioner shall be two (2) years and he/she may be removed from office only by impeachment by the general membership.

ARTICLE VII – STANDING COMMITTEES

7.1.0 Membership Committee: The membership Committee shall be responsible for the registration of all members of the Association. It shall receive, screen and approve all applications for well wishers for the Association. It shall be responsible for campaigning for, and recruiting potential members for the Association within the United States of America, Liberia and the rest of the world. The committee shall device a membership application and procedure for membership to this association and said document are subject to the general membership's approval.

7.2.0 The Auditing Committee: This committee shall become responsible for auditing the various offices of the Association in order to determine the compliance with the requirements of this constitution. It shall audit all financial reports/records for compliance with general practices with the budgets of this Association. It shall report the audit findings to the membership, with recommendation for action to be taken to correct these findings. The office of the Auditor shall become autonomous, and shall not be dissolved except by a majority vote of the membership. The auditing committee shall be elected by the general membership.

7.3.0 Public Relation Committee: The Public Relation Committee shall become responsible for the organization and publication of all bulletins and other news items of the Association. This committee shall seek to promote the image, aims and objectives of the Association. The Public Relation Committee shall provide a source for communicating with other organizations in the United States of America.

7.4.0 Crisis Committee: This Committee shall work in close contact with the Chaplain to locate and contact those members who are otherwise ill and/or bereaved and in crisis, by phone calls, e-mail and/or physical visitation. This committee shall devise criteria through which the association may help such member(s).

7.5.0 Short term Committee: The President may, from time to time, appoint a Committee to perform special tasks and/or duties, except otherwise provided for in the Constitution. The committee dissolves upon the completion of the tasks and/or duties. The action and conduct of this committee shall be the responsibility of the President.

ARTICLE VIII - SUSPENSION, EXPULSIONS & REMOVAL FROM OFFICE

8.1.0 Elected Officers: Any elected Officers meeting the requirement of Article 4.1.0 of this Constitution may be suspended, impeached or removed from office by a two-third (2/3) majority vote of the membership of this Association for malfeasance in office, or for any just cause; after a written details of the charges have been provided, and a fourteen-day (14) - day notice of the opportunity for hearing have been provided the officer. Such officer may request that the membership reconsider its action. But in any case,, the action of the membership shall remain valid to all intent and purpose.

8.1.1 Any violation of constitutional provision or allegation shall be directed to the crisis committee and all findings shall be presented to the general membership attention.

8.2.0 Appointed Officers: Any Officer not meeting the requirement of Article 4 . 2 . 0 of the constitution may be suspended or removed from office by the president in consultation with the executive officers of the association, except otherwise provided for in the constitution, for malfeasance in office or for any just cause; after a detail of the charges has been provided that officer. However the officer shall be granted a fourteen (14) – day notice of an opportunity for a hearing and appeal to the general membership. The membership, by a simple majority vote, may sustain or overturn the action of the president.

8.3.0 Suspension and Expulsion of Member: Any member of this Association may be suspended or expelled from the Association by a majority vote of the membership for abhorrent and / or other perverse behaviors unbecoming of a member of this Association; for the non-payment of due and other fees provided therein; and for other just cause, after a written detail of the charges and a fourteen (14) – day notice of the opportunity for a hearing has been provided the member. The member may appeal to the membership for reconsideration of its actions. In any case, the actions of the membership shall remain valid to all intent and purpose.

8.4.0 Delinquency: Any member(s) failing to meet his/her financial obligations to the Association shall be denied their rights and privileges as stipulated in the Constitution. The membership committee shall consider an appeal for financial hardship made by any member that is delinquent in the payment of their dues and other financial obligations and may arrange an equitable means for the member(s) to make-up the delinquency.

ARTICLE IX -- FINANCES

9.1.0 The Administration (all elected officers) shall have the overall responsibility for the management of the finances and the transactions of all businesses of the Association subject to the approval of the membership.

9.1.1 Deposits and Withdrawals of Funds: All funds of the Association shall be deposited in one or more Accounts, bearing the name of the Association and the signatures of the President, the Treasurer and the Financial Secretary. Withdrawal of funds from the subject Account(s) shall be made with checks bearing no less than two signatures in the following combinations: President/Treasurer or President/Financial Secretary.

9.1.2 The administration shall have a Three Hundred Dollars (\$300.00) discretionary expenditure restriction without the consent of the general membership. Said expenditure shall be outside the budget of the association submitted by the administration and approved by the membership.

ARTICLE X -- ORDER OF BUSINESS

10.1.0 Except as otherwise provided for in this Constitution, the order of business at all general and special meetings shall be governed by Robert's rule of order – newly Revised Edition.

AGENDA

1. Meeting Call to Order

2. Prayer

3. Reading and Approval of the Minutes of the Previous Meeting

4. Reports from Officers and Standing Committees

5. Reports from Special Committees

6. Special Orders

7. Unfinished Business and General Orders

8. New Business

10.2.0 In the case that any provision of this Constitution or portion thereof, is in conflict with the laws and/or of the United States, and/or any of its political subdivisions, those laws and/or ordinances shall prevail over this Constitution or any portion thereof.

ARTICLE XI AMENDMENTS

11.1.0 This Constitution may be amended by a two-thirds majority vote of the members-in-good-standing present and voting. Such actions may be taken at any general or special meeting of the membership, provided that the amendment to be voted upon has been presented to the members in writing at least thirty (30) days prior to the meeting at which the vote is taken. A vote by mail can be recorded, provided it is notarized and sealed upon receipt.

11.1.1 The Executive Officers, whenever two-third of its members shall deem it necessary, shall propose amendment to this constitution; or upon the application of two-third of the membership of the association, shall call a convention for proposing amendments; which in either case shall be valid to all intend and purposes, as a part of this constitution, when ratified by two-third majority of the enrolled members of the association.

ARTICLE XII

12.1.0 This Constitution shall supersede and all previous constitution of the Association, and shall become effective on the day of ratification by the general membership.

ARTICLE XIII DISSOLUTION

13.1.0 Upon the dissolution of this Association, any assets remaining after settling the financial obligation of the association shall be conveyed to the administrator of the Alumni of Haywood Mission Institute in Liberia to be used for any developmental project for the benefit of students at Haywood Mission Institute.

13.1.1 The nature of the activities to be conducted and the purpose to be promoted or carried out by the Corporation is to work within the United States and throughout Haywood Mission Institute, Republic of Liberia to make lasting, positive differences in the lives of disadvantaged children, their families, their communities, and their nation, to engage in charitable, scientific, literary, or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and to engage in any lawful act or activity for which a corporation may be formed under the (Rhode Island) United States of America Non-Profit Corporation Act except for any express limitations contained herein.

13.1.2 The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the (State of Rhode Island) United States of America upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the Corporation's nonprofit purposes or are not

permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

13.1.3 In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Trustees, to one or more organizations that meet the following conditions:

1. The organization shall be organized and operated either (a) exclusively for the purposes set out in Article SECOND above, or (b) exclusively for purposes determined by the Board of Trustees to be similar to or supportive of those set out in Article SECOND above; and 10

2. The organization shall either be: (a) an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) the Federal or a State government or political subdivision thereof, such assets to be used for a public purpose. Any such assets not so distributed shall be disposed of by the Superior Court of the district in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code, or to the Federal or a State government or political subdivision thereof for a public purpose.

RATIFIED ON **SUNDAY, THE FOURTH DAY OF DECEMBER**, IN THE YEAR TWO THOUSAND AND **ELEVEN** BY THE GENERAL ENROLLED MEMBERSHIP OF THE ASSOCIATION: