



## Old Prince Waleans Association (OPWA)

### By-Laws

**Section 1. Purposes .** The corporation is formed as an alumni association exclusively for non-profit, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States federal tax code, to further the common good in society, including, but not limited to, the following :

1. To organize and unite the former students of the Prince of Wales School in order to promote, foster, develop and sustain the overall environment, rendering it conducive to offering and obtaining proper, fitting, effective and excellent education at that School in particular and in Sierra Leone generally, through provision of essential financial and material assistance and support towards the development and enhancement of education and social welfare of the youth in society for the common good. More specifically -

To cultivate closer relationship, including good and cordial fellowship among the former students of the Prince of Wales School.

To extend to some of the educationally qualified, capable and deserving underprivileged students in need at the Prince of Wales School, financial and material assistance and support, including, but not limited to, scholarships, grants, school uniforms and educational supplies which otherwise would be unaffordable for such students.

To periodically provide financial assistance or support to the Prince of Wales School which may be designated specifically for development and maintenance of infrastructure and/or for payment to teachers and staff to supplement their salaries. These charitable undertakings by the Association would, on the one hand, serve to enhance the overall institutional environment in effort to render it conducive to effective, fitting and excellent educational development and, on the other hand, provide instructional support in form of incentive to the teachers and staff who are not very highly or adequately compensated for their invaluable dedicated services aimed at shaping the minds and direction of the youth in society.

To generally promote and foster the interest of the Prince of Wales School in aim to make it the foremost in educational development and achievements among institutions of its type in Sierra Leone and in the world.

To do all lawful acts and things which may be necessary, useful or proper for the furtherance or accomplishment of the purposes of the Association.

## Article II. Funds, Gifts, Donations, etc.

**Section 1. Funds .** Funds for furthering the purposes of the Association as set forth in Section 1 hereof and in the Articles of Incorporation, shall be derived from membership

dues, donations and contributions (solicited and unsolicited), and occasional fund-raising activities. No part of the funds of the Association shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services it is rendered and to make payments and distributions in furtherance of its purposes.

**Section 2. Deposits .** All funds of the Association shall be deposited to the credit of the Association in bank(s), trust companies or other depositories as the Association shall select and approve, except that the Treasurer may retain as petty cash for unanticipated incidental expenditures, a sum of money not to exceed \$100.00 (One Hundred Dollars) or such other sum as the Association may approve for that purpose. Any and all checks issued against the Association's funds/account(s) shall be signed by the Treasurer and the President or, in the absence of the President, by the General Secretary.

**Section 3. Gifts, Donations and Contributions .** The President or the Treasurer or the General Secretary may accept on behalf of the Association any gift, donation, contribution, bequest or devise for the general purpose or for any designated specific activity consistent with the purposes of the Association. The Treasurer shall be given charge and custody of any such item without undue delay and the membership shall accordingly be promptly informed not later than the next organized meeting of the Association after the item was received.

## Article III. Activities

**Section 1. Activities.** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, this Association shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes of this Association as set forth in Section 1 hereof and in the Articles of Incorporation.

## Article IV. Members, Dues and Other Assessments

**Section 1. Members.** The Association may have two types of members: (1) Regular Member - Any person whose name is on the student register at the Prince of Wales School can become a regular member; and (2) Honorary Member - Any person who is not a former student of the Prince of Wales School may be granted honorary membership

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in the Association upon recommendation of the Executive body and approval by majority vote of the regular members present and voting during the meeting at which the recommendation is presented for a decision. Regular and Honorary Members shall be subject to the same financial obligations to the Association, including membership dues and other reasonable assessments which the Association may occasionally deem necessary to levy. A regular member, so long as he or she has satisfied mandatory financial obligations to the Association in form of membership dues and other duly levied assessments, is entitled to participate in activities and discussions and to vote on all matters of the Association. An honorary member is entitled to participate in activities and discussions but has no right to vote. Any reference herein and in the Articles of Incorporation, to member(s), denotes both regular and honorary member(s) unless otherwise specifically indicated.

**Section 2. Membership Dues and Other Assessments .** A member is obligated to pay in a timely manner the membership dues which shall be set by the Association. A member is also obligated to pay in a timely manner any other assessment which the Association may occasionally deem appropriate to levy. Any member who defaults in payment of membership dues or any other assessment as determined and levied by the Association, shall be deemed suspended from all privileges of membership, and if, after notice by the Treasurer, the default be not cured within a period of ninety days the membership of that person shall automatically terminate. As a condition for reinstating a membership terminated as a result of default in satisfying financial obligation(s), the Association may demand payment of any or all arrearage, and may demand that payment to the Association be made in full prior to reinstating the membership.

**Section 3. Condition Precedent to Assessment.** No assessment shall be levied against the members of the Association until the proposed assessment shall have been submitted to and approved by a majority of voting eligible members at an organized meeting.

## Article V. Meetings

**Section 1. Meetings .** A regular meeting of the Association shall be held with or without other notice than this Bylaw on the third Saturday of each month , except that the Association may in exigent circumstance, by resolution, cancel or reschedule any such meeting, or schedule additional meetings. The date, time and venue for any rescheduled or additional meeting shall be determined by resolution, either by the general membership or by a simple majority of the

Executive body. Date, time and venue for regular and/or additional meetings of the Executive shall be determined by resolution of the Executive body. Special meeting of the Executive shall be convened by the President upon request by any other two officers of the Association. Notice of any rescheduled or additional meeting of the Association or the Executive or of any special meeting of the Executive Body shall be communicated and delivered by mail, telephone, electronic medium, or personally at least seven (7) days prior to the meeting.

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Section 2. Rules Governing Conduct of Meetings . The rules propounded in Robert's Rules of Order shall govern the meetings of the Association in all instances where they are not inconsistent with these Bylaws.

**Section 3. Quorum** . The presence of five (5) voting eligible members at any organized meeting of the Association shall constitute a quorum for the transaction of business. A majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Executive.

**Section 4. Manner of Action/Binding Actions** . The act of a majority of voting eligible members at any meeting at which a quorum is present shall be the act of the Association, except where otherwise provided by law or by these Bylaws. The act of a majority of the Executive at a quorum-constituted Executive meeting shall be the act of the Executive.

#### Article VI. General Powers

Section 1. General Powers. In furtherance of the aforementioned purposes, but not limited to these, the Association shall have the power, to the extent that such power is conferred or is not limited by law, to make and perform contracts for any lawful purpose, to solicit donations and contributions, to engage in various charitable funding and fund-raising activities and to acquire, own, hold, operate and maintain such property as to effectuate its purposes.

#### Article VII. Board of Directors/Executive Body; Election and Term of Officers

Section 1. Governing Body. The affairs of the Association shall be managed and regulated and its property controlled by a board of directors/executive body comprised of six officers (which number may be increased or decreased by amending the Bylaws) elected by the Association and endowed with authority to perform the duties prescribed and to act on behalf of the Association pursuant to these Bylaws and in a manner not inconsistent with law or with the Articles of Incorporation. In case of absence or unavailability of any officer or agent, or for any other reason the Association may deem sufficient, the Association may decide at an organized meeting to delegate the authority and duties of the officer to any other officer or any voting eligible member, for the time being, or may at any time appoint assistant(s) to any officer or

agent, provided that there is concurrence by a two-thirds majority of voting eligible members at the meeting.

**Section 2. Officers and their Duties .** The officers of the Association shall be a President, Vice President, General Secretary, Assistant General Secretary, Social Secretary, and Treasurer. The qualifications, duties, term of office, time and manner of electing, and the manner of removing officers and filling vacancies shall be as set forth in these Bylaws.

**Section 3. President .** The President shall be the principal executive officer of the Association and shall in general, coordinate, supervise, and implement all of the business

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and affairs of the Association, subject, however, to the consensus, control and directive of the Executive and/or the general membership. The President shall preside over all meetings, except that he/she may, in his/her absence and unavailability of the Vice President, designate another officer or regular member to perform that role at any meeting.

**Section 4. Vice President .** The Vice President shall assist the President in coordinating and implementing the business and affairs of the Association and, upon unavailability of the President, shall preside over meetings.

**Section 5. General Secretary .** The General Secretary shall record and maintain the minutes of all meetings, see that notices and correspondence are initiated in accordance with directives by the Executive, the general membership, or personal initiative, or in accordance with these Bylaws or as required by law. The General Secretary shall, in general, perform the duties incident to the office of General Secretary and such other duties as may be assigned by the President, the Executive, or the general membership.

**Section 6. Assistant General Secretary .** The Assistant General Secretary shall, in general, assist the General Secretary in performing the duties incident to the office of General Secretary and such other duties as may be assigned by the General Secretary, the President, the Executive, or the general membership.

**Section 7. Social Secretary .** The Social Secretary shall coordinate and implement all social and publicity aspects of the Association's affairs and, in general, perform the duties incident to that of Social Secretary and such other duties as may be assigned by the President, the Executive, or the general membership.

**Section 8. Treasurer .** The Treasurer shall have charge and custody of and be responsible for all assets, funds and securities of the Association; receive and give receipts for contributions and/or moneys due and payable to the Association from any source; disburse funds for authorized payments and distributions; deposit all moneys in the name of the Association in the

bank(s), trust companies or other depositories as shall be selected and approved by the Association in accordance with these Bylaws. The Treasurer shall, in general, perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President, the Executive, or the general membership.

**Section 9. Election and Term of Office .** The officers of the Association shall be elected by the general membership every two years at an organized meeting. If the election of officers could not be held then, it must be held soon thereafter as convenient.

A current officer may declare his/her intention to continue serving in executive capacity and seek reelection/election accordingly.

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**Section 10. Vacancies .** Any vacancy in office may be filled for the duration of unexpired term, or new offices may be created and filled by the Association at any organized meeting, provided that notice of intention as to that specific purpose had been properly communicated to the membership at least seven (7) days prior to the meeting. Each officer shall hold office until his/her successor shall have been elected and shall have qualified. [Top]

**Section 11. Removal .** Any officer or agent elected or appointed by the Association may be removed from office by the Association whenever in its judgment the best interest of the Association would be served by his or her removal. Such removal shall be effected by resolution adopted by two-thirds majority of voting eligible members at the meeting, provided that notice of intention as to that specific purpose had been properly communicated to the membership at least seven (7) days prior to the meeting. Any officer of the Association, shown to have been absent from either three consecutive general meetings or half the total number (fifty percent) of general meetings held during the preceding twelve months, shall be deemed to have relinquished the office, unless the Association has received proof of exigent circumstance to justify excusing the default.

**Section 12. Resignation .** Any officer or agent elected or appointed by the Association may resign at any time by giving written notice to the Association through the President and/or the General Secretary. A resignation shall take effect as of the date of receipt by the general membership of such notice or any later period specified in the notice. The acceptance of a resignation shall not be necessary to make it effective.

**Section 13. Voting Eligibility .** A person's eligibility to vote in the Association shall be governed by the following criteria: He/she is - (1) not in arrears on membership dues; and (2) has been present at half the total number (fifty percent) of general meetings held during the preceding twelve months.

## Article VIII. Committees

Section 1. Committees . The Association, upon a resolution by the majority of voting eligible members at an organized meeting, may appoint one or more committees. A committee shall consist of two or more members, which to the extent provided in the resolution or in the Bylaws of the Association, shall have the authority to act on behalf of the Association in accordance with the prescribed mandate.

## Article IX. Fiscal Year

Section 1. Fiscal Year . The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year, except that the first fiscal year shall begin on the date of incorporation and end on the last day of December in that year. -6-

## Article X. Amendment to Bylaws

Section 1. Amendment to Bylaws . These Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted upon resolution by a two-thirds majority of voting eligible members at an organized meeting of the

Association, provided that notice of intention as to that specific purpose had been properly communicated to the membership at least seven (7) prior to the meeting.

The foregoing Bylaws adopted by the Old Prince Waleans Association (USA), Inc. this

\_\_\_\_\_ day of \_\_\_\_\_, 2003.

President: Signature \_\_\_\_\_

Name (Print) \_\_\_\_\_

General Secretary: Signature \_\_\_\_\_

Name (Print) \_\_\_\_\_

**Old Prince Waleans Association**

**P.O. Box 568, Lanham MD 20703**