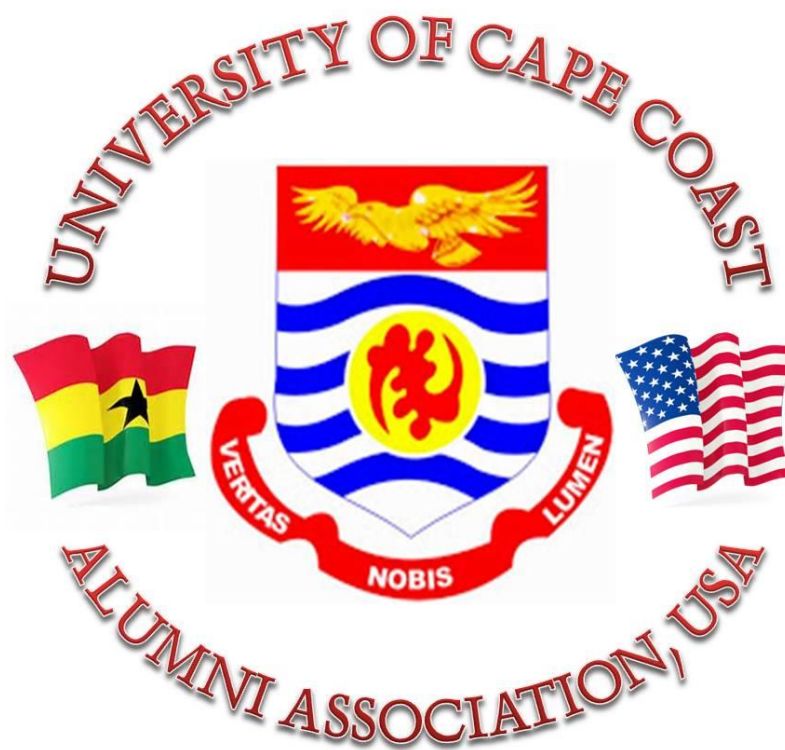


UNIVERSITY OF CAPE COAST  
ALUMNI ASSOCIATION, USA  
(UCCAA-USA)



**CONSTITUTION**

# **CONSTITUTION OF THE UCC ALUMNI ASSOCIATION, USA (UCCAA-USA)**

## **PREAMBLE**

We, the alumni of the University of Cape Coast (UCC) currently resident in the United States of America (USA), in order to form a more perfect association, promote the general welfare, and seek the development of our alma mater, do ordain and establish this Constitution for the University of Cape Coast Alumni Association, USA.

## **ARTICLE I – NAME AND OFFICES**

### **Section 1.1 Name**

The name of the association shall be University of Cape Coast Alumni Association, USA (hereinafter the “Association”).

### **Section 1.2 Offices**

- 1.2.1** The Association shall have a principal office in the State of Maryland and have a registered agent whose office shall be identical to that of the principal office.
- 1.2.2** The Association may have such other offices within or without the State of Maryland as the Board of Directors (hereinafter the “Board”) may from time to time determine.

## **ARTICLE II – VISION, MISSION, AND ORGANIZATION**

### **Section 2.1 Vision**

To be the core support organization for the University of Cape Coast (UCC) and its alumni in the United States of America (USA).

### **Section 2.2 Mission**

To support the alma mater through the provision of resources, facilitating collaboration with institutions of higher learning in the United States of America to boost academic excellence, and promoting the interest of UCC alumni in the USA through networking and support.

### **Section 2.3 Objectives**

To fulfil its Vision and Mission the Association shall do as follows:

- i. Promote, maintain and uphold the image, ideals and core values for which UCC was founded;
- ii. Promote, foster and maintain cultural and educational exchange between UCC and various cultural and academic institutions in the USA;
- iii. Build, foster, and sustain the spirit of understanding, mutual assistance, cooperation and solidarity among alumni in the USA;
- iv. Coordinate the activities of the various alumni groups in the USA and pool resources to invest in programs and infrastructure at UCC;
- v. Collaborate and liaise with other UCC Alumni Association chapters to foster the ideals of UCC and its alumni.
- vi. Raise and maintain funds through dues, contribution, events and other such activities in furtherance of items (i) to (vi) above.

### **Section 2.4 Organization**

**2.4.1** The Association is organized and operated exclusively for such charitable, educational, and scientific purposes as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or an entity to which contributions may be deductible under Code Section 170(c)(2), or any corresponding provisions of any subsequent Federal tax law.

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

## **ARTICLE III – MEMBERSHIP**

### **Section 3.1 Classes of Membership**

The Association shall have the following classes of membership:

#### **3.1.1 Regular**

Regular membership shall consist of graduates and former students of the University College/University of Cape Coast who were enrolled for at least one academic year.

- i. To be accepted, an individual shall register and pay the prescribed subscription/dues.
- ii. Privileges shall be that of voting, becoming a Director of the Board (hereinafter “Director”), serving on committees, and as otherwise provided in this Constitution.

### **3.1.2 Associate**

Associate membership shall be open to former lecturers and staff of University College/ University of Cape Coast living in the United States of America.

- i. To be accepted, an individual shall register and pay the prescribed subscription/dues.
- ii. An Associate Member shall have all other privileges of membership, except the privilege to be an officer of the Association.

### **3.1.3 Honorary**

Honorary members shall be persons who originally are not alumni of the University of Cape Coast, but who have made substantial contribution to the progress of the University and/or Association in some way and have been recommended by the Board and endorsed by the Annual General Meeting.

- i. The individual shall have all other privileges of membership, except to vote in election or be an officer of the Association.

### **3.1.4 Additional Classes**

The Association reserves the right to adopt additional classes of membership as needed.

## **Section 3.2 Membership Lists**

The Association shall maintain a current list of Regular, Associate, and Honorary members, as well as any other classes of membership.

## **Section 3.3 Membership Dues**

**3.3.1** All members of the Association, with the exception of Honorary Members, shall pay membership dues. Dues shall be determined annually, at the beginning of the Association's fiscal year, by the Board, and approved by a simple majority vote of members attending the Annual General Meeting.

**3.3.2** Annual Dues are payable either in one lump sum or in four (4) equal installments due by the end of each quarter (i.e. March, June, September and December).

**3.3.3** The Board may, from time to time, assess such additional fees or contribution as necessary for the smooth operation/functioning of the Association.

**3.3.4** The Association shall notify those members whose dues are in arrears and may revoke membership for failure to pay dues.

### **Section 3.4 Good Standing**

**3.4.1** A Regular/Associate member who has paid the required dues timely and whose membership has not otherwise been revoked or suspended shall be deemed as a member in good standing.

**3.4.2** A Regular/Associate member in good standing shall enjoy all the privileges of membership, except those restricted by this Constitution.

### **Section 3.5 Revocation and Suspension**

Every member shall comport him/herself in a manner that is in consonance with the Vision and Mission of the Association.

**3.5.1** The privileges of any member of the Association may be revoked or suspended for cause adversely impacting the Association by a majority vote of the Board.

**3.5.2** No Regular/Associate membership shall be revoked or suspended without first being given a Fair Hearing.

- i. A Fair Hearing meeting to discuss/vote on the proposed revocation/suspension shall be held, during which the member shall be given an opportunity to be heard.
- ii. The member shall be heard prior to the vote to revoke/suspend membership.
- iii. The member shall be deemed to have lost the right to a hearing if he/she does not attend such meeting without good cause.

**3.5.3** Honorary membership may be revoked or suspended at any time with cause by a majority vote of the Board.

### **Section 3.6 Resignation**

A member may resign from the Association at any time by giving a written resignation to the President or Communications Director.

### **Section 3.7 Meetings**

For each fiscal year, the Association shall hold an Annual General Meeting, Regular Meetings and any such Special Meetings of members as needed.

#### **3.7.1 Annual General Meeting**

There shall be an Annual General Meeting of the Association to be held on such date, time and place as determined by the Board. The purposes of the meeting shall include the election of Directors, voting on annual dues and any other issues the Board may wish to present to members, and transacting such other business as may be properly presented to the meeting.

### **3.7.2 Regular Meetings**

A Regular Meeting shall be held at least once every three (3) months on such date, time or such mode as determined by the Board.

### **3.7.3 Special Meetings**

A Special Meeting shall be called by the Board or by a written request of at least ten (10) percent of members eligible to vote. The meeting shall be called for a specific set of reasons and shall discuss those specific reasons. Meetings shall be held on such date, time and mode as determined by the Board.

### **3.7.4 Meeting Notification**

The Communications Director shall provide Notice to members stating date, time, place or mode of meeting and agenda/purpose for the meeting. Notices shall be set as follows:

- i. Notice of the Annual General Meeting shall be provided no fewer than sixty (60) days before the day of the meeting. Any material necessary for the meeting shall be provided or made available for members' inspection at least seven (7) days before the meeting.
- ii. Notice of Regular Meetings shall be provided no fewer than two (2) weeks before the day of the meeting. A reminder should follow one (1) week and within twenty-four (24) hours prior to the meeting. Any material necessary for the meeting shall be provided or made available for members' inspection at least three (3) days before the meeting.
- iii. Notice of Special Meetings shall state that it is a Special Meeting being called and the reason(s)/purpose for such Meeting shall be provided to members at least three (3) days before the meeting day. Any material necessary for the meeting shall be provided or made available for members' inspection at least one (1) day before the meeting.
- iv. Failure of any member to receive the Notice shall not invalidate the meeting or any action at the meeting.

### **3.7.5 Waiver of Notice**

A member may protest receipt of a Notice at any time.

- i. Notice of a meeting need not be given to any member who submits a Waiver of Notice or pretests receipt of Notice.
- ii. The attendance of any member at a meeting, without protesting prior to the conclusion of the meeting the lack of Notice of the meeting, shall constitute a Waiver of Notice by that member.

## **Section 3.8 Quorum**

**3.8.1** At least one-third (1/3) of members entitled to vote shall be present to constitute a quorum at any meeting of members.

**3.8.2** Two-thirds (2/3) of voting members present shall constitute a quorum for purposes of electing Directors or amending the Certificate of Incorporation or the Constitution.

### **Section 3.9 Voting**

**3.9.1** Except as otherwise provided in this Constitution, decisions of members shall be by a simple majority vote of members in good standing who are present, assuming a quorum is attained.

**3.9.2** Each member shall have one vote. A member shall not vote by proxy.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 4.1 General**

The Association shall be governed by a Board comprising no fewer than three (3) persons. Ten (10) initial Directors shall be elected at the first Annual General Meeting.

### **Section 4.2 Powers and Duties**

**4.2.1** The business and affairs of the Association shall be conducted under the direction of the Board.

**4.2.2** The control and disposal of the Association's assets and funds shall be vested in its Board, except as otherwise provided in the Nonstock Corporation law of the State of Maryland, the Articles of Incorporation, or this Constitution.

**4.2.3** The Board may by general resolution delegate to committees or to officers of the Association such powers as it may see fit.

**4.2.4** No individual Director shall act for the Board, except as may be specifically authorized by the Board or this Constitution.

### **Section 4.3 Composition**

**4.3.1** The Board shall be composed of persons representing the diversity of UCC alumni in the USA, taking into consideration year groups, generational differences, geographic location, involvement with the UCC community and such other factors.

**4.3.2** The Board shall comprise of the elected officers of the Association, the Regional Presidents and any others the Association may decide on to serve on the Board.

### **Section 4.4 Election**

Directors shall be elected by a simple majority vote of members in good standing who are present at the Annual General Meeting, assuming a quorum is attained.

#### **Section 4.5 Nominating Procedure**

- 4.5.1** Immediately after the date of the Annual General Meeting is announced, the Electoral Committee shall begin to accept nomination for open Director positions.
- 4.5.2** Any member entitled to vote may, in writing to the Electoral Committee, propose themselves or nominate another candidate for an open Director position.
- 4.5.3** In the case where a candidate is nominated by another member, the candidate will have to sign off on the nomination in order for the written nomination to be valid.
- 4.5.3** The Electoral Committee shall prepare a slate of qualified potential Director candidates and present same to Association members at least ten (10) days before the Annual General Meeting.
- 4.5.4** A qualified Director candidate shall be a Regular or Associate Member who is in good standing.

#### **Section 4.6 Term of Office**

- 4.6.1** Directors, with the exception of initial Directors whose term are herein restricted (in 4.6.2), shall serve for a term of three (3) years with the option to be elected for additional terms but for no more than two (2) consecutive full terms in the same position.
- 4.6.2** The term of the initial Directors (elected at the first Annual General Meeting) shall be staggered in such a way that the term of at least three (3) Directors shall expire each year. The ten (10) initial Directors shall be divided into three (3) groups.
- i. The first group (President, Vice President, Communications Director and Finance Director) shall serve for a period of three (3) years;
  - ii. The second group (Events/Programs Director, Chief Technology Officer & Deputy Communications Director) shall serve for a period of two (2) years;
  - iii. The third group (Deputy Events/Programs Director, Deputy Finance Director & Deputy Technology Officer) shall serve for a period of one (1) year.
- 4.6.3** The initial Directors who are to serve two (2) or (1) year terms shall be eligible to be elected to serve another full three (3) year term after the initial term.
- 4.6.4** The term of a new Director shall commence on the day immediately after the Annual Meeting.
- 4.6.5** After serving the maximum two (2) consecutive terms allowed, an officer may be elected to a different office for another three (3) year term.



#### **Section 4.7 Interim Directors**

- 4.7.1** The Interim Directors of the Association shall serve until the first Annual General Meeting.
- 4.7.2** Any Interim Director who is elected to an initial Director position shall serve the full term of the position. He/she shall be eligible to be elected to serve the two (2) consecutive term limit. The interim term served by said Directors shall not count towards the term limits imposed in this Constitution.

#### **Section 4.8 Resignation**

- 4.8.1** Any Director may resign at any time by giving written notice to the Board through the President.
- 4.8.2** If the resigning Director is the President, he/she shall present the resignation notice through the Vice President or the Communications Director.
- 4.8.3** A Director may be asked to resign by the Board if he or she attends less than half of Board meetings, without permission, within any given year.
- 4.8.4** Failure to attend three (3) consecutive Board meetings without permission shall constitute a resignation from the Board.

#### **Section 4.9 Removal and Suspension**

- 4.9.1** A Director may be removed from office or suspended for a period, for just cause, by at least a two-thirds (2/3) majority vote of Directors then in office at a meeting of the Board, convened in compliance with this Constitution, provided that a written notice of the intention to consider removal or suspension of said Director has been included in the notice of the meeting.
- 4.9.2** No Director shall be removed or suspended without being accorded the opportunity to be heard at such meeting and prior to the vote.
- 4.9.3** Removal as a Director shall constitute removal from any office held/duties being performed by virtue of being a Director.

#### **Section 4.10 Vacancies**

- 4.10.1** Any vacancy on the Board, however caused, including vacancies created by an increase in the number of seats on the Board, occurring between Annual General Meetings, may be filled by a simple majority vote of remaining Directors.
- 4.10.3** The candidate, appointed by the Board to fill the vacancy, shall serve the remainder of the term left vacant.

**4.10.4** That appointed Director shall be eligible to be elected to serve a full three (3) year term at the Annual General Meeting.

**Section 4.11 Meetings:**

The Board shall hold regular meetings as specified hereinafter and may call Special Meetings as needed.

**4.11.1 Regular Board Meetings**

Regular Board Meetings shall be held at least quarterly and may be scheduled more often by the President or as needed.

**4.11.2 Special Board Meetings**

Special Board Meetings shall be called by the President or at the request of at least three (3) Directors acting together. The business transacted at a Special Board Meeting shall be limited to the specific purpose(s) of the meeting stated in the notice of the meeting.

**4.11.3 Meeting Notification**

All Notice of Board Meetings shall state the date, time, and place or mode of meeting,

- i. Notice of Regular Board Meetings shall be delivered at least five (5) days before the meeting.
- ii. Notice of a Special Board Meeting shall state that it is a special meeting being called, and shall be delivered at least one (1) day before the meeting.
- iii. Failure of notice to any Director shall not invalidate the meeting or any action/decision taken at the said meeting.

**4.11.4 Executive Session**

During any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter Executive Session in which only voting Directors may be present.

- i. The decision to enter Executive Session shall be recorded in the minutes, and actions taken may be recorded in the minutes.
- ii. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only action(s) taken.
- iii. When and where reasonable, a member may be granted access to inspect Executive Session minutes upon written request.

**Section 4.12 Quorum**

Unless expressly provided herein, a simple majority of the Directors then in office shall constitute a quorum for the transaction of the Association's business.

### **Section 4.13 Voting**

Except as otherwise provided in this Constitution, decisions of the Board shall be by a simple majority vote of Directors present. Each Director shall have one vote. A Director shall not vote by proxy.

### **Section 4.14 Action without a Meeting**

**4.14.1** Any action required or permitted to be taken at a meeting of the Board, may be taken without a meeting if, prior to the action, all members of the Board consent thereto in writing, and the written consents are filed with the minutes of the proceedings of the Board.

**4.14.2** The consents shall have the same effect as an unanimous vote of the Board for all purposes, and may be stated as such in any certificate or document filed with the Communications Director.

### **Section 4.15 Compensation and Reimbursement**

There shall be no compensation paid to any Director, however, reasonable pre-approved out-of-pocket expenses incurred in the performance of duties to the Association shall be reimbursed.

## **ARTICLE V – OFFICERS**

### **Section 5.1 Board Members**

The key officers of the Association shall constitute the Board of Directors.

**5.1.1** The key officers are the President, Vice President, Communications Director, Deputy Communications Director, the Finance Director, Deputy Finance Director, Events/Programs Director, Deputy Events/Programs Director, Chief Technology Officer and Deputy Technology Officer,

**5.1.2** The key officers of the Association shall be elected by a simple majority vote at the Annual General Meeting.

**5.1.3** The Regional Presidents shall represent their various Regions on the Board of Directors.

**5.1.4** The Board may create offices and appoint any such officers with such powers and duties as may be determined by the Board, to help the Board perform its functions.

## **Section 5.2 President**

The President shall be the official representative of the Association.

- 5.2.1** The President shall preside at and conduct all Annual General Meetings, Regular & Special Meetings of the Association and the Board of Directors.
- 5.2.2** The President may sign all contracts and agreements in the name of the Association after they have been approved by the Board.
- 5.2.3** He/she shall ensure that all decisions of the Board and Association are duly executed.
- 5.2.4** The President shall present a 'State of the Association' (SOTA) report at each Annual General Meeting.

## **Section 5.3 Vice President**

The Vice President shall assist the President in carrying out his/her duties, and act as President in the absence of the President.

- 5.3.1** In the event of the prolonged absence or disability of the President, the Vice President shall assume the functions of the President and shall have all the authority and duties vested in the office.
- 5.3.2** The Vice President shall chair the Events & Outreach Planning Committee and the Finance & Fundraising Committee.
- 5.3.3** The Vice President shall have such other powers and duties as may be assigned by the Board or President.

## **Section 5.4 Communications Director**

The Communications Director shall be the secretary of the Association and the Board of Directors.

- 5.4.1** He/she shall keep accurate records and minutes of all meetings of the Association; make available minutes of the previous meeting and distribute them in advance of each meeting.
- 5.4.2** He/she shall cause to be delivered all notices of meetings to those persons entitled to attend such meetings.
- 5.4.3** He/she shall maintain current listing, with contact information, of the members and Directors of the Association.
- 5.4.4** The Communications Director shall have such other duties as may be assigned by the Board.

### **Section 5.5 Deputy Communications Director**

The Deputy Communications Director shall assist the Communications Director in carrying out his/her duties, and act as Communications Director in the absence of the Communications Director.

- 5.5.1** In the event of the prolonged absence or disability of the Communications Director, the Deputy Communications Director shall assume the functions of the Communications Director and shall have all the authority and duties vested in the office.
- 5.5.2** The Deputy Communications Director shall have such other powers and duties as may be assigned by the Board or President.
- 5.5.3** In the absence of the Communications Directors at a meeting, the President or presiding officer shall appoint a person to act as secretary for such meeting.

### **Section 5.6 Finance Director**

The Finance Director shall serve as the treasurer of the Association.

- 5.6.1** The Finance Director shall ensure the timely and adequate management of financial resources and reporting to enable the Board to monitor the Association's financial operations.
- 5.6.2** He/she shall have charge and custody of all funds, property, and securities of the Association, receive and give receipts of funds, notes and other obligations due and payable to the Association from any source whatsoever, and shall deposit same to the credit of the Association at such bank(s) or depository as the Board may designate.
- 5.6.3** He/she shall make such payments as may be necessary or proper to be made on behalf of the Association. He/she shall enter regularly on the books of the Association a complete and accurate account of all funds and obligations received and paid or incurred by him/her for or on behalf of the Association,
- 5.6.4** He/she shall report, at least, quarterly to the Board on the state of Association's finances, and he/she shall exhibit such books at all reasonable times to any Director or member on application to the offices of the Association.
- 5.6.5** He/she shall submit the annual budget for approval by the Board, which shall then be subject to Association members' approval.
- 5.6.6** The Finance Director shall ensure all necessary disclosures and filings required by the IRS and State of Maryland are filed timely.
- 5.6.7** At the end of his term, the Finance Director shall deliver to his/her/her successor all books, funds, and other property of the Association then in his possession.

**5.6.8** He/she shall make all books and records available to the Audit Committee for its annual audit.

**5.6.9** The Finance Director shall serve as the secretary of the Finance & Fundraising Committee and have such other duties as may be assigned by the Board.

#### **Section 5.7 Deputy Finance Director**

The Deputy Finance Director shall assist the Finance Director in carrying out his/her duties, and act as Finance Director in the absence of the Finance Director.

**5.7.1** In the event of the prolonged absence or disability of the Finance Director, the Deputy Finance Director shall assume the functions of the Finance Director and shall have all the authority and duties vested in the office.

**5.7.2** He/she shall be the deputy secretary of the Finance & Fundraising Committee.

**5.7.3** The Deputy Finance Director shall have such other powers and duties as may be assigned by the Board or President.

#### **Section 5.8 Events/Programs Director**

The Events/Programs Director shall lead the Association's publicity and outreach initiatives,

**5.8.1** He/she shall be responsible for locating and encouraging UCC alumni residing in the United States to become active members of the Association.

**5.8.2** The Events/Programs Director shall be involved in managing logistics pertaining to meetings, events, and projects of the Association.

**5.8.3** The Events/Programs Director shall be the secretary of the Events & Outreach Planning Committee and have such other duties as may be assigned by the Board.

#### **Section 5.9 Deputy Events/Programs Director**

The Deputy Events/Programs Director shall assist the Events/Programs Director in carrying out his/her duties, and act as Events/Programs Director in the absence of the Events/Programs Director.

**5.9.1** In the event of the prolonged absence or disability of the Events/Programs Director, the Deputy Events/Program Director shall assume the functions of the Events/Programs Director and shall have all the authority and duties vested in the office.

**5.9.2** The Deputy Events/Programs Director shall have such other powers and duties as may be assigned by the Board or President.

**5.9.3** The Deputy Events/Programs Director shall serve as deputy secretary of the Events & Outreach Planning Committee.

**Section 5.10 Chief Technology Officer**

Chief Technology Officer shall oversee all the technological aspects/issues of the Association.

**5.10.1** The Chief Technology Officer shall design, monitor and maintain the technology and social trends of the association.

**5.10.2** He/she shall serve as a member of the Events & Outreach Planning Committee.

**5.10.3** The Chief Technology Officer shall have such other duties as may be assigned by the Board.

**Section 5.11 Deputy Technology Officer**

The Deputy Technology Officer shall assist the Chief Technology Officer in carrying his/her duties and act as Chief Technology Officer in the absence of the Chief Technology Officer.

**5.11.1** In the event of the prolonged absence or disability of the Chief Technology Officer, the Deputy Technology Officer shall have all the authority and duties vested in the office.

**5.11.2** He/she shall serve as a member of the Events & Outreach Planning Committee.

**5.11.3** The Deputy Technology Officer shall have such other powers and duties as may be assigned by the Board or President.

**5.12 Regional President**

A Regional President shall represent a Region on the Board and serve as the conduit between the Board and the Region.

**5.12.1** He/she shall be responsible for chairing and coordinating all activities of the Regional Committee.

**5.12.2** A Regional President shall to serve on the Events & Outreach Planning Committee during the planning of any event in his/her Region.

**5.12.3** A Regional President shall have such other powers and duties as may be assigned by the Board or President.

### **Section 5.12 Terms of Office**

Officers shall serve for a term of three (3) years. No officer shall serve for more than two (2) consecutive terms in the same office. However, an officer may be elected to a different office for another three (3) year term.

## **ARTICLE VI – COMMITTEES**

### **Section 6.1 General**

The Board may, except as prohibited by law or by this Constitution, create such standing committees with such powers as it deems fit.

- 6.1.1** Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the Association's records.
- 6.1.2** Except as provided herein, there shall be at least one Director on every committee and each committee shall have a chairperson, and comprise a minimum of three (3) members. The total number of members on any committee shall be an odd number, and unless expressly provided in this Constitution, the Board shall appoint members and chairpersons for these committees.
- 6.1.3** Unless specifically provided, quorum is constituted by the presence of a majority of standing committee members.
- 6.1.4** Each non-Director standing committee member shall serve for a period of three years and may be appointed for a second term.

### **Section 6.2 Finance & Fundraising Committee**

The Finance & Fundraising Committee shall be responsible for oversight of the financial operations of the Association.

- 6.2.1** The committee shall be responsible for reviewing the budget and financial statements, prior to its submission to the Board, at least quarterly.
- 6.2.2** It shall advise on and monitor the Association's investments and recommend to the Board changes to the investment and endowment policies as appropriate.
- 6.2.3** The committee shall prepare all necessary filings and disclosures required by the IRS and the State of Maryland, and submit same to the Board. The Finance Director shall submit approved filings to the appropriate agency.



- 6.2.4** The Finance & Fundraising Committee shall coordinate the fundraising efforts and any incidental and related activities in furtherance of the Association's Vision and Mission. The committee shall meet as often as necessary to carry out its duties.
- 6.2.5** The Vice President shall chair this Committee and the Finance Directors shall serve as its Secretaries.

### **Section 6.3 Events & Outreach Planning Committee**

The Events & Outreach Planning Committee shall be responsible for publicizing the activities and events of the Association, engaging other institutions and the community to further the Vision and Mission of the Association.

- 6.3.1** It shall reach out to UCC alumni in USA to become active members and participate in the activities of the Association. The committee shall be responsible for reviewing and maintaining the membership database.
- 6.3.2** The Events & Outreach Planning Committee shall plan and organize the Annual General Meeting and related events of the Association. It shall be in charge of the logistics and coordination of all activities and events, and shall ensure that they are adequately publicized timely and executed successfully.
- 6.3.3** The Committee shall also be responsible for reviewing the Association's website and offer appropriate suggestions to the Technology Officers.
- 6.3.4** The Vice President shall chair this Committee and the Events/Programs Directors shall be its Secretaries. The Technology Officers shall also serve on the committee.

### **Section 6.4 Regional Committees**

For the effective operation of the Association, there shall be at least three (3) regions- East Coast, Midwest and West Coast Regions. Each Region shall be managed by a Regional Committee.

- 6.4.1** A Regional Committee shall be composed of at least three (3) members. Each region shall be headed by a Regional President.
- 6.4.2** A Regional Committee shall ensure the viability and visibility of the Association within the Region and help coordinate all the Association's activities/events in the region.
- 6.4.3** Regional Committees may organize activities within their regions for the benefit of members within the region, but no activity shall conflict with any activity of the Association.
- 6.4.4** Officers of the Regional Committee shall be elected by the members of the specific Region at the Annual General Meeting.

**6.4.5** The Board will monitor the activities of each region and make recommendations to the Annual General Meeting for the creation of additional regions when necessary.

### **Section 6.5 Audit Committee**

The Audit Committee shall be composed of three (3) members, none of whom should be a Director of the Association, and preferably persons with expertise/knowledge in accounting and/or finance.

**6.5.1** The Audit Committee shall manage the Association's auditing and internal control functions, including, choosing audit services needed, reviewing financial reports and performance, establishing adequate control standards and procedures, and performing annual audits on the books of the Association.

**6.5.2** The committee shall recommend and review policies and procedures for receipt, retention, and treatment of complaints received by the Association regarding accounting, internal accounting controls, or auditing matters.

**6.5.3** The Audit Committee shall meet as often as necessary to carry out its duties.

### **Section 6.5 Electoral Committee**

The Electoral Committee is responsible for conducting all elections of the Association

**6.5.1** The Electoral Committee shall be composed of three (3) members none of whom should be a Director of the Association.

**6.5.2** The 3-member Committee shall be appointed by the Board, but the Committee shall elect its own Chair and Secretary.

**6.5.3** The committee shall be responsible for receiving nominations and vetting of potential Director candidates, and preparing a slate of candidates for the Board before the Annual General Meeting.

**6.5.4** The Electoral Committee shall establish adequate standards and procedures and meet as often as necessary to carry out its duties.

**6.5.5** All decisions of the committee shall require a simple majority vote of its members.

### **Section 6.6 Special Adhoc Committees**

**6.6.1** The Board may from time to time create such Special Adhoc committees as the need arises for the smooth functioning of the Association.

**6.6.2** Special Adhoc committees shall serve at the pleasure of the Board, exist for only as long as required, and have only such powers as specifically assigned by the Board.

## **ARTICLE VII – MISCELLANEOUS**

### **Section 7.1 Agents and Representatives**

The Board may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board may see fit, so far as may be consistent with this Constitution, and to the extent authorized or permitted by law.

### **Section 7.2 Mode of Participation**

Whenever practical, any member of the Association, the Board or its committees may participate in meetings and vote on matters discussed therein, by means of communication equipment of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence at the meeting.

### **Section 7.3 Communications**

Subject to applicable law, any notice, consent, or other communication required or permitted under this Constitution shall be in writing and may be given in the form of electronic communication such as, email, messaging application or other acceptable electronic means, and shall constitute a notice, consent, or other communication in writing.

### **Section 7.4 Rules of Order**

The rules contained in the current edition of “Robert’s Rules of Order” shall be followed at every meeting unless the presiding officer decides otherwise.

### **Section 7.5 Fiscal Year**

The fiscal year of the Association shall be the calendar year.

### **Section 7.6 Books and Records**

**7.6.1** Correct books or account of the activities and transactions shall be kept at the office of the Association.

**7.6.2** Records, including all minutes, a copy of the Certificate of Incorporation (including all amendments), a copy of this Constitution (including all amendments), IRS determination letter, and copies of all legal and financial documents pertaining to the Association, shall be kept.

**7.6.2** All books and records of the Association may be inspected by any member within five (5) business days of written request except where inspection of specific material is expressly limited by this Constitution.

### **Section 7.7 Checks, Notes, and Contracts**

**7.7.1** The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Association

**7.7.2** The President, Vice President and the Finance Directors shall be the officers designated to sign all financial transactions for which signatures are required. Checks and all bills of exchange and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board or by this Constitution to some other officer or agent of the Association, shall be signed by President or Vice President and one of the Finance Directors.

### **Section 7.8 Investments**

**7.8.1** The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

**7.8.2** No action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VIII - CONFLICT OF INTEREST**

### **Section 8.1 Disclosure**

Any Director or committee member of the Association with a financial, personal or professional interest in a matter coming before the Board or a committee shall fully disclose the nature of interest to the Association.

### **Section 8.2 Recusal**

Such Director or committee shall recuse him/herself from any discussion, lobbying or voting on the particular matter.

### **Section 8.3 Voting on Potential Conflict of Interest**

Any transaction or vote involving a potential conflict of interest shall be approved by a simple majority vote of remaining Directors, and be reflected thereof in the minutes.

## **ARTICLE IX – INDEMNIFICATION**

### **Section 9.1 Indemnity**

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she is or was an official/agent of the Association, or of any other organization served by him/her in any capacity at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees.

### **Section 9.2 Indemnification in Derivative Activities**

No officer or agent of the Association shall be indemnified in respect of any claim, issue, or matter as to which such officer or agent shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association unless, and only to the extent that the Court which such action or suit was brought shall determine that, despite the adjudication of liability, such officer or agent is fairly and reasonably entitled to indemnity of such expenses as the Court shall deem proper.

### **Section 9.3 Indemnification as Matter of Right**

To the extent that an officer or agent has been successful in defense of any action, suit, claim, issue or proceedings referred to in Section 9.1 and 9.2 above, he or she shall be indemnified against expenses reasonably incurred by him or her.

## **ARTICLE X – DISSOLUTION**

### **Section 10.1 Distribution of Assets**

Upon the dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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.

**Section 10.2 Role of Courts**

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI – AMENDMENTS**

The Board shall have the power to make, alter, amend, and repeal the Constitution of the Association by an affirmative vote of at least two-thirds of Directors, and thereafter ratified by a majority of members of the Association, provided, however that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent Regular or Special Meeting of the Association, except as otherwise provided by law.

## CONSTITUTION CERTIFICATE

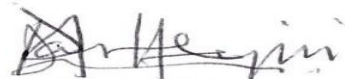
The undersigned, being the President, Chair of the Constitution Committee and Communications Director hereby certify that this Constitution of the University of Cape Coast Alumni Association, USA was duly adopted by the members at their meeting held on the 25<sup>th</sup> day of July, 2016.

Signed on this 30<sup>th</sup> day of August 2016.



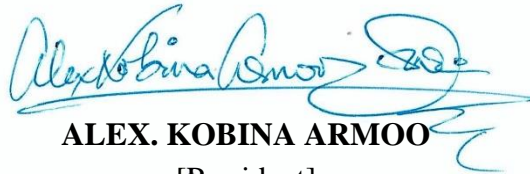
**GRACE LARTEY**

[Chair, Constitution Committee]



**OPARE AYISI**

[Communications Director]



**ALEX. KOBINA ARMOO**

[President]