

**THE CONSTITUTION OF
THE ABIA STATE UNIVERSITY, UTURU
ALUMNI ASSOCIATION OF NORTH AMERICA
(ASUAA)**

Preamble of the Constitution

IN RECOGNITION OF OUR RELATIONSHIP WITH AND CONTINUED INTEREST IN ABIA STATE UNIVERSITY, UTURU, WE HEREBY ESTABLISH THIS CONSTITUTION AND ORGANIZATION OF THE ALUMNI OF ABIA STATE UNIVERSITY, UTURU REFERRED TO AS, ABIA STATE UNIVERSITY ALUMNI ASSOCIATION (ASUAA) NORTH AMERICA.

Definition of Terms:

As used in this Constitution and also in the correlative By-Laws, the following definition of terms shall apply unless otherwise specifically noted or altered by the Association:

1. Abia State University Alumni Association (ASUAA), North America, shall be referred to as “The Association”.
2. Abia State University, Uturu and the former Imo State University, Okigwe shall be referred to as “The University”.
3. Alumni and Alumnae of the Association shall be referred to as “Alumni”.
4. The Executive Council, the only governing body of the Association, shall be referred to as “The Council”.
5. The Executive Council members shall be referred to as “Executives”.
6. The local Chapters of the Association shall be referred to as “Chapters”.
7. The local Chapter Coordinators of the Association shall be referred to as “Coordinators”.
8. “General Assembly” shall indicate all members of the Association.

As an Alumni association of the University, the Association shall use the University’s Logo or Emblem in all its forms, documents, letters and all communications as deemed necessary.

ARTICLE 1. NAME, PLACE OF OPERATION AND MISSION

SECTION A: Name

The name of this organization shall be known as “Abia State University Alumni Association,” (ASUAA) of North America. It shall serve as the only National Association that can authorize the establishment of local chapters in North America.

SECTION B: Place of Operation

1. The Association’s principal office shall be incorporated and headquartered in the State of Maryland.
2. All activities and operations of the Association shall be governed by the laws of the state of incorporation.
3. The Association is a nonprofit organization.
4. The administrative offices of the Association shall be located in the state of original incorporation.

SECTION C: Mission of the Association

The mission of the Association shall be:

1. To create a national association of the former students of Abia State University, Uturu (ABSU) and the former students of Imo State University, Okigwe (IMSU) in North America.
2. To promote and foster a spirit of fraternity and unity amongst former students of the University.
3. To establish and maintain a mutually beneficial relationship between ABSU and its alumni, while promoting the interests, welfare and educational aims of ABSU.
4. To establish an avenue through which former students can conduct outreach work, benefiting ABSU.
5. To do projects at the school, lobby for the school, as well as provide advice to the school authorities.
6. To promote the “Center of Excellence” and ethnic diversity the University is known for.

SECTION D: By-Laws

The By-laws shall be incorporated and considered as part of the Constitution as agreed upon by General Assembly. The Association shall:

1. Not be a political Party
2. Not be affiliated with any political party
3. Not sponsor any political party, local, State or Federal establishments
4. Not interfere with any political establishment, both within and outside the United States of America, including Nigeria
5. Not tolerate any form of discrimination against members
6. Execute all association meetings and daily businesses with the English language

ARTICLE 2. MEMBERSHIP

There shall be two (2) categories of membership within the Association:

1. Alumni
2. Honorary

The rights and privileges attendant to both categories of membership, established by the resolution of the General Assembly may be subject to change from time to time as determined by the Association's Executive Council, except as provided herein.

SECTION A: Qualification for Alumni Membership

All former students of Abia State University, Uturu and the former students of Imo State University, Okigwe who reside in North America shall be eligible for membership. Membership shall be open to:

1. Graduates of the University
2. Former students of Abia State University, Uturu and Imo State University, Okigwe who obtained matriculation numbers from the University, regardless of graduation status (completion or non-completion of studies at the University)

SECTION B: Alumni Registration

A member shall be deemed registered upon:

1. Completion of a membership form
2. Payment of one-time registration fee as agreed upon by the General Assembly (Alumni married to fellow alumni shall complete separate membership forms and pay separate registration fees)

SECTION C: Rights and Obligations of Alumni Members

Upon registration, all members of the Association shall be deemed to have agreed to:

1. Pay the Association's annual dues as agreed upon by the General Assembly by June 31st of the current year (Alumni married to fellow alumni shall pay separate annual dues)
2. Be up to date on all financial obligations to the Association by August 31st of current year in order to remain in good standing, retaining voting rights and benefits
3. Abide by the provisions of this Constitution, the policies, programs and ideas of the Association
4. Abide by all rules, regulations, and decisions of the governing bodies of the Association
5. Promote to the best of their ability the aims and objectives of the Association

In addition, all registered members shall have the right to participate in the activities and discussions of the Association, however, only members in good standing shall be eligible to vote on all the Association's business and serve as members of the Executive Council.

SECTION D: Qualification for Honorary Membership

Honorary members shall:

1. Include current and past academic and non-academic staff of the University OR any person that received an honorary degree from the University, residing in North America.
2. Be nominated by one or more alumni members in good standing as approved by a majority of the Association's Executive Council.

SECTION E: Rights and Obligations of Honorary members

Honorary members shall:

1. Be exempt from paying any association fees or dues
2. Not be eligible to vote on the Associations business affairs
3. Not be eligible to serve as officers or members of the Association's Executive Council
4. Be eligible to serve on any committee of the Association or committee of a local chapter of the Association
5. Be eligible to participate in the Association's activities at their discretion.

ARTICLE 3. CREATION OF STATE CHAPTERS

This section shall focus on the creation of local chapters, requirements for local chapters, local chapter responsibilities, and codes of conduct of local chapters.

SECTION A: Local Chapters

Local chapters shall be created upon the approval of the Executive Council, to operate in accordance with the Constitution, and applicable Federal and State laws as provided.

1. Chapters shall be so constituted to engage members that reside within concise geographic areas in North America.
2. Chapters shall assist the Association in raising awareness, keeping Alumni engaged, and holding minor events that will further the social and networking aims and objectives of the Association as stated in this Constitution.
3. Chapters shall contribute to the welfare of the Association by promoting its programs and activities.
4. All activities of the Chapters shall conform to the spirit and letters of this Constitution.
5. Chapters shall not duplicate activities carried out on the national Association level.
6. Chapter members are however encouraged to organize and attend social events of members.

SECTION B: Local Chapter Requirements

As stipulated in the Constitution, local chapters shall meet the following criteria:

1. A minimum of 10 members resident in a concise area or geographical location is required to establish a local chapter.
2. Local chapters recognized by the Association shall be headed by “State Coordinators.”
3. A local chapter shall indicate its intents to the National Association by sending a letter to the Executive Council.
4. Local chapters shall use the name of the Association and indicate their branch e.g. ASUAA, Maryland branch and shall use the same Federal Employee Identification Number (FEIN).
5. Local chapters shall be eligible to host annual conventions and other national events.
6. A local chapter shall indicate its intent to withdraw from the Association in a letter to the Executive Council, stating its reason for withdrawal.

SECTION C: Local Chapter Member Responsibilities

Members of all local chapters as stipulated in this Constitution shall have similar responsibilities to those applicable to all Alumni members of this Association. They shall:

1. Be required to register and pay prescribed association fees and dues
2. Have the right to vote on the Association’s business
3. Serve as Executives if elected or appointed to office as long as they in good financial standing by being current on all financial obligations to the Association

SECTION D: Chapters Codes of Conduct

All applicable Federal and State laws shall be adhered to while acting in the course and scope of a volunteer position with the Association. Like all associations, order and discipline are required to succeed and to promote efficiency, productivity, and cooperation amongst members. For this reason, there are conducts that are unacceptable and can lead to disciplinary action, including immediate removal. Such conducts include and are not limited to the following:

1. Local chapters shall not be involved in any activities that will bring the Association into public disrepute.
2. Local chapters shall not be involved in any activities that do not promote the mission, vision, purpose and objectives of the Association.
3. Local chapters shall not commit the Association to any contracts, agreements, and partnerships without the knowledge and approval of the General Assembly and Executive Council.
4. Local chapters shall not commit to give financial or other support on behalf of the Association to any political, religious, or other groups without proper authorization by the Executive Council.
5. Local chapters shall not be involved in any unauthorized soliciting of donations on behalf of the Association.
6. Local chapters shall obtain prior approval from the Executive Council before engaging in any community events, interviews, media presentations or the presentation of any material on behalf of the Association.
7. Local chapters seeking approval to conduct any initiative shall submit a letter clearly stating the content and intent of the endeavor to the Executive Council for approval.

ARTICLE 4. MEETING

This article will focus on the Association's meetings, time and place of meetings, notice of meetings, formation of quorums and voting at the meetings.

SECTION A: Time and Place of Meeting

1. General in person meetings shall be held once every three (3) months and last Saturday of the month in any US state on days set up by the Executive Council when feasible.
2. General teleconference meetings shall be held at least once every month (Last Sunday of the month) or as often as necessary based on the determination of the Executive Council.
3. Authorized local Chapters shall hold meetings under the auspices and approval of the Executive Council to avoid conflict with the General meeting.

Section B: Notice of Meeting

The President shall preside over Association meetings while State Coordinators shall preside over local chapter meetings. For meetings to occur, the following shall take place:

1. A notice stating the place, day, and time of the meeting shall be given to all Alumni.
2. The notice shall be published no less than thirty (30) days and no more than sixty (60) days before the meeting.
3. Notice of meetings shall be sent either electronically or via surface mail. If mailed, such notices shall be deemed to be delivered when deposited with the United States Post Office and addressed to the member at his/her address as last known.
4. The notice shall specifically advise of any proposed changes to the Association's Articles of Incorporation or Constitution or any proposal for the Association to purchase, lease or sell real property.
5. The Association shall have its monthly conference call meeting (General Assembly) on the last Sunday of every month.
6. The Association shall have its venue meetings (General Assembly) every three (3) months on the last Saturday of the month. Details and venue of meetings shall be made public.

SECTION C: Meeting Proceedings

1. At the meetings of the Association (general meetings and conference calls), the President or in his/her absence the Vice-President, shall preside.
2. If both of the President and Vice-President are absent, the Secretary shall preside but in the absence of the Secretary, any other member of the Executive Council.
3. Within one week after a meeting at which the President was absent, the Vice-President or Executive Council member who presided over the meeting shall render an account of the meeting to the President.
4. The secretary, or in his/her absence, a nominated or volunteering member shall record the minutes of all meeting of the Association. The secretary shall also send out the minutes of the meetings to the General Assembly via email.

SECTION D: Quorum and Voting

All Alumni in good standing shall be entitled to vote on the Association's business. At any meeting, ten (10) members present in person or on the conference call, shall constitute a quorum except as otherwise provided by statute, or by this Constitution. When a quorum is formed, the majority of the members shall decide any question brought before the meeting.

1. A quorum at a meeting of the General Assembly for both the national chapter and local chapters shall consist of ten (10) members of the Association in good standing.
2. A quorum at a meeting of the Executive Council shall consist of five (5) members present and in good standing.

ARTICLE 5. OPERATION AND MANAGEMENT

The operation and management of the Association shall be vested in the Associations:

1. National Executive Council known as the "Executives"
2. State Coordinators known as the "Coordinators"
3. These bodies shall be responsible for managing and coordinating the affairs of the Association as outlined in this Constitution.
4. Any other bodies that wish to be formed or created by the Association shall require approval by the General Assembly.
5. All State Coordinators shall be members of the Executive Council to enable effective management of the Association.
6. The Association's administrative office shall be located in the state of incorporation and shall be the only national administrative office for the Association

SECTION A: National Executive Council

There shall be an Executive Council of the Association, comprised of the following members:

1. Office of the President
2. Vice-President
3. Secretary
4. Assistant Secretary

5. Financial Secretary
6. Treasurer
7. Public Relations Officer
8. State Coordinators
9. Social Secretary

SECTION B: Powers and Duties of the Executive Council

1. The Council shall have the sole power to fix dues, levy assessments, and raise funds for Association programs and expenses.
2. The Council shall have the authority to adopt By-Laws for the purpose of carrying out the provisions of the Constitution.
3. The Council shall have the power by vote of majority of the members present at the meeting for the purpose of amending the By-laws in such manner as deemed necessary.
4. The Council shall have authority to create local chapters for the purpose of more efficient administration and management of the Association's affairs.
5. The Council shall also have the authority to withdraw recognitions from local chapters when deemed necessary.
6. The Council shall have the power to set up national meetings and specify date, time, and place of such meetings.
7. The Council shall have power over any other Association bodies, including those of the local chapters.
8. Members of the Council shall be known as Executives.
 - a) Members of the executive council shall not be compensated financially. Their services are all voluntary and they shall be reimbursed for previously approved expenditures incurred on behalf of the Association.
 - b) Executives and other members acting under the approval of the Association shall not be personally liable for debts, liabilities, or other obligations of the Association
 - c) Executives shall be nominated and voted in by the General Assembly and shall serve for a minimum of two (2) years and no more than four years (4) consecutively.
 - d) Vacancies shall be filled by the Council, with the recommendations of the current President.

- e) Executives with 3 or more unexcused absences from meetings shall be dismissed from the Council, except for natural causes or unforeseen circumstances.
- f) Special meetings of the Executive Council members for any purpose shall be called by the President and approved by the Council.
- g) The notice requirements regarding annual meetings shall apply to special meetings and the purpose of the special meeting must be stated in the notice. Business transacted at a special meeting shall be confined to the purpose stated in the notice of the meeting.

SECTION C: Election of Executives and Coordinators

Executives and local Coordinators shall be elected by majority vote. Secret written ballots shall be utilized during all contested elections.

1. Members of the Executive Council shall be nominated and elected by members present at a General Assembly meeting of the Association.
2. All Coordinators shall be nominated and elected by members present and at a General Assembly meeting of the local chapter.
3. All notices shall indicate that the business of the general meeting of the Association on the appointed date shall include the election of Executives and shall be titled "Notice of Special General Meeting".

SECTION D: Electoral Committee

The Electoral committee shall be responsible for conducting the election of officers as prescribed in the Constitution.

1. The membership of the electoral committee shall be by nomination at the general meeting.
2. There shall be a minimum of three (3) members and a maximum of five (5) members.
3. All candidates contesting for election shall not be eligible to serve as members of this committee.
4. The committee Chair shall be the returning officer in the elections.
5. All elections shall be conducted by secret ballot.
6. Only registered Alumni members in good standing shall be eligible for consideration as candidates for election into the Executive Council (honorary members are not eligible).
7. Where there is a tie, another round of voting shall be conducted in the same manner until a candidate for office is elected.

8. Where there are no candidates for a particular office during an election, the President shall appoint the Council member and present this nominee to the general body for ratification.
9. At the end of the general meeting when the election will take place, the election committee will dissolve the current executive council and then conduct a new election for new officers.

SECTION E: Tenure of Office

Members of the Council shall be elected by the General Assembly:

1. The tenure for each elected office shall be 2 year. Executives shall have the privilege of serving for a minimum of one (2) term and a maximum of four (4) consecutive in one position at the pleasure of the members.
2. An Executive who has reached the term limit in one position can be nominated to serve in another office if eligible.
3. An Executive whose term has ended may be re-elected and can only hold the position for a maximum of 2 consecutive terms after which the member has to take on a different role or position.
4. Although a member may have held a position for four (4) years, that member can return to that previously held role after a two (2) year hiatus or four (4) years in a different role.

SECTION F: Removal of Executive Council

Any member of the Executive Council shall be removed from his/her office during term of office, with cause and for good reasons as deemed necessary by the General Assembly at any special or general meeting of members:

- 1 . An executive shall be removed by the affirmative vote of two-third (2/3) of the members present and eligible to vote.
2. Notice of the intention to act upon such matter shall be given in the notice calling for such meeting.
3. A petition for removal, setting out the reasons for the petition, shall be filed with the President in order to start the removal process.

4. If a member of the Council fails to attend three (3) consecutive Executive Council meetings, he/she shall be deemed to have resigned and shall not be eligible for re-election within one (1) year except for excused absences, natural causes or unforeseen circumstances.
5. However, upon written request to the President made within 30 days following the second such absence, any one (1) of such absences may be excused by a majority vote of the Council.
6. The President, who is a member of the Council, shall send copy of the petition to the Council member to respond.
7. If the said Council member does not contest the petition by filing a response, within ten (10) days of receipt of the said petition, the President shall consider and declare the member's position vacant and shall take immediate steps to fill the vacancy by following the procedures set out by the Constitution.
8. If the said petition is contested, the President shall call or schedule a hearing for the next meeting of the Council.
9. At the said hearing, the members of the Council shall consider the petition and response thereto in whatever fashion or manner they deem appropriate then immediately vote on the issue.
10. A majority vote of the Executive Council members present at the meeting shall determine the deposition of the petition. If the petition is sustained, the vacancy shall then be filled in the manner described in paragraph 1.
11. Any vacancies that arise in the Executive Council (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of the remaining members of the Council.

ARTICLE 6: EXECUTIVE OFFICES

SECTION A: President

The President shall be the chief executive officer of the Association, and as such, the official representative and spokesperson of the Association. The President shall carry out the strategic vision, mission, and purpose of the association and shall be a member of the Executive Council.

The President of the Association shall also:

1. Preside over all meetings and serve as the Chairperson of the Executive Council.
2. Be responsible for enforcing the constitution and bi-laws of the association, and implementing the mandate and resolutions of the Council and the Association.
3. Be responsible for preparing and presenting the Association's annual budget to the General Assembly for approval during the Association's General Assembly meeting.
4. Submit within 90 days of taking office an action plan detailing strategies to promote and accomplish the goals and objectives of the association as outlined in the Constitution.
5. Recommend committee chairs for approval by the Executive Council.
6. Oversee the work of the various officers including local Coordinators and setting up meetings with the Executive Council.
7. Be one of the signatories to all documents of the association including contracts, checks, bonds and other instruments.
8. Authorize the use of the Association's account numbers.
9. Recommend new committees as the need arises
10. Delegate authority and responsibility to other member of the Council as needed.
11. Be a non-voting member of the Executive Council
12. Perform such other duties as may be assigned by the Council.
13. Be responsible for liaising, maintaining and cultivating relationships with the school administrators and other alumni bodies.

SECTION B: Vice-President

The Vice-President shall assist the President in the performance of all the duties of the office of the President and shall act as the President in the absence of the President. The Vice-President shall:

1. Exercise all powers of the president in the absence or disability of the president in performing his/her duties.
2. Succeed the President if he/she is unable to complete his/her term of office.
3. Have the power to propose, supervise, and administer designated projects, programs, committees or activities.
4. Supervise all activities and participate as a public speaker.

5. Authorize use of the account numbers.
6. Shall perform such other duties as may be assigned by the president.
7. Serve as chairperson of the Membership Committee and shall be responsible for procuring committee reports prior to the meetings of the Council.

If the President leaves office under any circumstance – resignation, impeachment, incapacitation, the Vice -President shall serve as the President to complete the remainder of the term, while the Executive Council shall within 30 days appoint a new Vice-President.

SECTION C: Secretary

The Secretary shall be the chief custodian of all non-financial records including the original copies of the Constitution and By-laws, and shall provide access to such documents under the direction of the President. The Secretary shall:

1. Create a historical notebook for the year including: notes, advertisements, write ups, computer disks, etc. to pass on to future Council members.
2. Maintain and record the minutes of meetings of the Executive Council and the General Assembly, noting the time and place of meetings, type of meeting (regular or special), how notice was given, and the names of those present (roll call).
3. Handle the Association's correspondence, including informing all members of meetings and activities.
4. Permit access to Association records only to members or persons with authorization.
5. Maintain a list of names and addresses of all current Executives and members, and record any resignations or dismissals, including date and reasons for which said membership ended.
6. Be responsible to the Executive Council.
7. Maintain a duty roster (who is doing what) for each activity.
8. Act as an administrative assistant to the President and assist committee chairpersons in carrying out the work of the committees.
9. Perform other duties as may be directed by the President, the Executive Council, and the General Assembly.
10. Attend all meetings of the members of the Executive Council and the Association (except for a natural causes or unforeseen circumstances, as determined by the Council).

11. Keep and maintain the seal of the Association and when authorized, affix it to any instrument.
12. Attest by his/her signature or the signature of another Executive, the validity of any document carrying the Association's seal.

SECTION D. Assistant Secretary

There Assistant Secretary shall perform the duties of the Secretary in his/her absence. The Assistant Secretary shall:

1. Have the authority to perform all the prescribed duties of the secretary, subject to all the restrictions contained in this Constitution and Bi-laws of the Association.
2. Perform other duties as may be directed by the President, the Executive Council, and the General Assembly.
3. If the Secretary leaves office for any reason – resignation, impeachment, incapacitation, the Assistant Secretary shall upon notice by the President immediately take over as Secretary to complete the remainder of the term. The Council shall then elect or appoint a new Assistant Secretary.

SECTION E: Treasurer

The Treasurer shall be the Chief Financial Officer of the association, and shall keep the Association in good financial standing. The treasurer shall:

1. Be the custodian of all financial instruments, including the checkbooks, and shall also be a party to all financial transactions
2. Maintain thorough and accurate records of all transactions.
3. Deposit all monies collected on behalf of the association to a specified financial institution within two business days excepting holidays and weekends.
4. Be responsible for the disbursement of all funds approved by the Executive Council and the General Assembly and shall notify the Financial Secretary within forty-eight business hours of any financial disbursement or expenditure incurred.

5. Maintain a continuous audit of budgeted financial operations.
6. Reconcile all financial records and accounts monthly in collaboration with the Financial Secretary, and report the same in writing to the Executive Council.
7. Prepare a year-end financial report with the approval of the Executive Council.
8. Assist in the preparation of all budget proposals.
9. Be responsible for keeping a detailed record of all receipts and other financial documents.
10. On a quarterly basis, together with Financial Secretary, turn in the bank statements and cancelled checks to the auditor for ongoing reconciliation.

In the event that the Treasurer resigns, is impeached or becomes incapacitated, the Financial Secretary shall become the Treasurer for the remainder of the term, while the Executive Council shall within 30 days or by its next Council meeting, elect or appoint a new Financial Secretary.

SECTION F: Financial Secretary

The Financial Secretary shall be the chief custodian of all financial records, and work with the association's Treasurer, to keep the association in good financial and corporate standing. The Financial Secretary shall:

1. Work with the Treasurer to submit all financial statements to government agencies as required by law.
2. Be responsible for keeping records of all monies collected and expenditure made.
3. Keep and maintain records of all "canceled or/and returned" checks and make such records available when called to do so.
4. Collaborate with the Treasurer to reconcile all financial records and accounts monthly.
5. Submit a quarterly financial report of the Association to the Executive Council, and the General Assembly at each quarterly meeting, and provide books for audit thirty days prior to expiration of his/her term or/and whenever called to do so.
6. Maintain thorough and accurate records of all financial transactions.

In the event the Financial Secretary resigns, is impeached or becomes incapacitated, the Executive Council shall within 30 days or by its next meeting, elect or appoint a new Financial Secretary.

SECTION G: Public Relations Officer

The Public Relations Officer (PRO) shall be the Chief Information Officer of the association, and work with the Council to disseminate information to the General Assembly. The PRO shall:

1. Handle the association's correspondence with the public (may include advertising of events or activities, communications within the association and fundraising).
2. Appoint members of the publicity committee with the approval of the Council.
3. Be responsible for all the publicity of the association.
4. Work with and be responsible to the Executive Council and the General Assembly.
5. Work with the media in the publication of articles, announcements, advertisements etc.
6. Establish and maintain public relations with other related associations, and local Coordinators.
7. Maintain a scrapbook of the association's functions, manage and update the Association's website and other social media.

In the event the Public Relations Officer resigns, is impeached or becomes incapacitated, the Executive Council shall within 30 days or by its next Council meeting, elect or appoint a new Public Relations Officer.

SECTION H: State Coordinators

Every local Chapter shall have a Coordinator who will also be a part of the national Executive Council. This office shall lead the Association's outreach efforts to engage Alumni in their communities, and support the Association's strategic goals. A local Coordinator shall:

1. Abide by the same standards expected of all other Executive Council members.
2. Be responsible for promoting greater contact amongst Alumni in local Chapters.
3. Organize local events and programs, liaising with the Executive Council to avoid duplication of events.
4. Be responsible for preparing and disseminating news and information of general interest to Alumni in local Chapters.
5. Work closely with the Executive Council to coordinate and organize national events in their localities.

6. Appoint an assistant if needed to help him/her carry out the duties of the office effectively and also perform his/her duties in the Coordinator.
7. Assesses and update the Council on Alumni attitudes and social needs by periodically gathering such information.
8. Serve voluntarily and receive no compensation for performing duties.
9. Be reimbursed for any expenses incurred as a result of performing duties.
10. Be allowed to open Checking/Saving accounts if necessary. Signatories to these accounts shall be the Coordinator and his assistant.
11. Not collect or deposit any Alumni registration fees and annual dues as such monies if collected shall be remitted to or deposited into the Association's account.

In the event a Coordinator resigns, is impeached or becomes incapacitated, the Executive Council shall within 30 days or by its next Council meeting, facilitate the election or appointment of a new Coordinator in that region.

SECTION I: Social Secretary

The Social Secretary shall be responsible for the social welfare of the association. The Social Secretary shall:

1. Advocate and propose benefits to encourage high rates participation and engagement from members.
2. Communicate the association's well wishes to members in good standing who are sick or are going through challenging times.
3. Organize all social activities of the Association.
4. Assist the PRO in all activities as needed.

In the event the Social Secretary resigns, is impeached or becomes incapacitated, the Executive Council shall within 30 days or by its next Council meeting, elect or appoint a new Social Secretary.

ARTICLE 7. INDEMNIFICATION OF OFFICERS

The Association shall indemnify and hold harmless, any person who is or was an officer, agent or committee member of the Association, in case of any legal proceeding and such suit shall be for the interest of the Association. Notwithstanding the aforesaid, such person shall be indemnified to the fullest extent as provided for under the Maryland state Non-profit Public Benefit Corporation Law against expenses actually and reasonably incurred by the person in connection with such proceedings. Such a person shall be indemnified and held harmless only if:

- a. He/She is successful on the merits or otherwise,
- b. He/She acted in good faith in the transaction which is the subject of the suit,
- c. He/She reasonably believed not opposed to, the best interests of the Association with respect to any criminal action or proceedings
- d. He/She had no reason to believe his conducts were unlawful.
- e. The termination of a suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere (Do not wish to contend) or its equivalent shall not create a presumption that said person did not act in good faith or in a manner reasonably believed to be in, or not opposed to, the best interests of the Association

ARTICLE 8. ASSOCIATION COMMITTEES

The Association shall create two (2) ad- hoc committees for the Association.

1. The Finance and Audit Committee
2. The Program Committee

The Executive Council shall also have the authority to create other committees for the Association when deemed appropriate and in the best interest of the Association

Section A: Finance and Audit Committee

The Association at its expense shall carry out independent or in house annual audits of its financial books and records to protect and insure the interest, integrity and reputation of the Association. The Secretary and Treasurer shall fully and promptly cooperate with any such examination and/or audit. The Finance and Audit Committee shall:

1. Oversee and supervise the annual audit of the Association's accounts.
2. Ensure that the funds of the association are disbursed in the manner required by the Association's charter.
3. Work with appointed members to audit the Association's books,
4. Help in preparing the annual budget of the Association.
5. Review and provide recommendations to the Council and Committees regarding any request received from a third party for an expenditure of the Associations funds.
6. Review and provide recommendations to the Council and other Committees for fund-raising programs to be sponsored by the Association.
7. Report and investigate any misappropriation of Association funds, and also make recommendations of any action for any member of the Council responsible.

Any Executive Council member guilty of mismanagement or misappropriation of the Association's funds shall be prosecuted under the Code of Maryland Regulations (COMAR) and these regulations supersedes any other state or jurisdictions where a chapter is established.

SECTION B: Programs committee

The Association shall create a Programs, Awards and Scholarship Committee that will see to the implementation of all the Association's programs. The Programs Committee shall:

1. Recommend programs to be carried out by the Association.
2. Recommend awards and scholarships, and monitor budgets and policies.
3. Make recommendations to the Council and other Committees regarding recipients of scholarships offered by the Association from time to time.

4. Review current programs annually, present status updates and make recommendations for any changes.

ARTICLE 9: FINANCIAL PROVISIONS

SECTION A: Association Funds

The funds of the Association shall be made up of the following:

- A. Annual individual membership dues of \$120 (\$10 a month). Membership dues shall be due on June 30th of each calendar year. Members must meet all financial obligations to the Association by August 31st of each calendar year to remain in good financial standing with Association, retaining voting rights and benefits. Alumni married to fellow Alumni have to pay separate annual dues.
- B. Any new Alumni who registered before August 31st are expected to pay Annual dues. If you registered after the above mentioned you are not expected to pay Annual Dues and shall not get benefits until the following year when Annual dues is paid
- C. A onetime registration fee of \$50 paid by each individual (Alumni married to fellow Alumni have to pay separate registration fees).
- D. All other funds made available to the Association by way of donations, fund raising, levies, or otherwise noted.

SECTION B: Expenses

The expenses of the association shall be paid with monies appropriated by the Executive Council from the funds of ASUAA North America.

SECTION C: Banking and Signatories

- a) The Bankers of the Association shall be any bank with FDIC standing that gives the association the best banking package. The Association shall have checking and savings accounts.

- b) All bank accounts shall be in the name of the Association.
- c) The Association shall open a separate project account where all funds donated to the association shall be kept.
- d) Project funds shall never be comingled with general Association funds.
- e) Project funds shall be used to complete national projects.
- f) The persons authorized to draw checks from the funds of the association shall be limited to the President, Treasurer and the Secretary.
- g) Check amounts equal to and less than \$250.00 shall require any one of the three signatories and check amounts greater than \$250.00 shall require any two of the three signatories.
- h) The check amounts issued for various activities shall be consistent with the Executive Council's approved annual budget.
- i) The Secretary and Treasurers should reside in the administrative headquarters, while other Executives shall reside in any local Chapter to avoid conflict of interest.
- j) The signatures of the President, Treasurer and Secretary, shall be lodged with the Bank.
- k) Treasurer and any one of the other two signatories must sign checks in order to authorize the debit of the Association's accounts.

SECTION D: Audit

1. The accounts shall be audited annually before the termination of the office of the Executives.
2. If there are any financial disputes, a Certified Public Accountant approved by the Association shall audit the books within 90 days.

ARTICLE 10: REUNION AND CONVENTION

Reunions/Conventions/other General Events shall be held at least once every year. Chapters can host these events on a rotational basis.

1. The decision on who to host any of these events shall be made during the general meeting of the preceding Convention.
2. Chapter Representatives/Coordinators shall make a presentation to the General Assembly of their plans, and capability to organize such an event.

3. Committees made up of local Chapter members and others shall immediately be set up by the Executive Council, in consultation with the Chapter to facilitate Association events.
4. These events should be held during the second or third weekend of July if feasible.

ARTICLE 11: AMENDMENTS TO THE CONSTITUTION

A general proposal to amend or repeal this Constitution or its By-laws shall be made at any time by the Executive Council at a meeting of the General Assembly in which a quorum is present, or by written petition addressed to the Council Secretary or President and signed by at least five (5) members.

1. Members who are in good standing shall be duly notified of any and all such proposals and shall be supplied ballots for conducting a written vote of said proposals.
2. All ballots shall be sent by certified mail to the chapters with returned receipts. The returned ballots must be postmarked within fifteen (15) days of the date mailed by the Council Secretary.
3. A majority vote of all ballots received in favor shall be required to secure adoption of any such proposals.
4. The proposed amendment shall be adopted upon receiving at least two-third (2/3) of the votes entitled to be cast by members present at such meeting.

ARTICLE 12: DISSOLUTION

The Association shall be dissolved by a greater than 75% vote by all members of the Association in good standing, and at a properly constituted meeting, after presentation of such motion with cause to the Executive Council.

1. Upon such dissolution, all assets/liabilities shall be distributed equally among members in good standing.
2. Upon dissolution of the cooperation, assets shall be distributed as specified 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.

3. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the State in which the principal office of the corporation is located, or any charity organization as agreed by the Association General Assembly