



College of West Africa Global Alumni Association

A State of New Jersey Non-Profit Corporation

Bylaws

Mission Statement

Vision Statement

Values

ADOPTED AND APPROVED BY MEMBERSHIP

December 6, 2020

AMENDED AND APPROVED BY MEMBERSHIP

OFFICIAL ADDRESS OF INCORPORATION

5 Windsor LN

Willingboro, NJ 08046

Table of Contents

ARTICLE – SECTION NO.	PAGE
Mission Statement	4
Vision Statement	4
Values	4
ARTICLE I – Name, Location and Registered Office	
Section 1.1 – Name	5
Section 1.2 – Location and Registered Office	5
ARTICLE II – Purposes and Powers	
Section 2.1 – Purpose	5
Section 2.2 – Powers	6
Section 2.3 – Nonprofit Status and Exempt Activities Limitation	6
ARTICLE III – Membership Classes, Voting Classes and Dues	
Section 3.1 – Members	7
Section 3.2 – Voting Rights	7
Section 3.3 – Meetings	7
Section 3.4 – Quorum	7
Section 3.5 – Rules of Procedure	9
Section 3.6 – Dues	8
Section 3.7 – Non-voting Affiliates	8
ARTICLE IV – Board of Directors, Powers and Terms	
Section 4.1 – Qualifications and Election of Directors	9
Section 4.2 – Composition	9
Section 4.3 – Powers	10
Section 4.4 – Terms	10
Section 4.5 – Removal of Directors	10
Section 4.6 – Board of Directors Meetings	10
Section 4.7 – Manner of Acting	11
Section 4.8 – Compensation for Board Members Services	11
Section 4.9 – Compensation for Professional Services by Directors	11
ARTICLE V – Committees	
Section 5.1 – Committees	12
Section 5.2 – Meetings and Action of Committees	13
Section 5.3 – Informal Action by the Board of Directors	13
ARTICLE VI – Officers	
Section 6.1 – Officers of the Board of Directors	13
Section 6.2 – Managing Officers	14
Section 6.3 – Term of Office	14
Section 6.4 – Elections	14
Section 6.5 – Removal and Resignation	15
Section 6.6 – Board Chairman	15
Section 6.7 – Vice Chairman	15
Section 6.8 – Board Secretary	15
Section 6.9 – Chief Financial Officer	15

Section 6.10 – President	16
Section 6.11 – Vice President	16
Section 6.12 – Secretary	16
Section 6.13 – Treasurer	16
Section 6.14 – Parliamentarian	16
Section 6.15 – Chaplain	17
Section 6.16 – Advisors	17
ARTICLE VII – Contracts, Checks, Loans, Indemnification, etc.	
Section 7.1 – Contracts and Other Writings	17
Section 7.2 – Managing the Corporation’s Finances	17
Section 7.3 – Deposits	17
Section 7.4 –Loans	18
Section 7.5- Indemnification	18
ARTICLE VIII - Miscellaneous	
Section 8.1 – Books and Records	18
Section 8.2 – Fiscal Year	18
Section 8.3 – Conflict of Interest	18
Section 8.4 – Nondiscrimination Policy	18
Section 8.5 – Bylaws Amendment	18
Section 8.6 – Amendment Procedure	19
ARTICLE IX – Counterterrorism and Due Diligence Policy	19
ARTICLE X – Document Retention Policy	
Section 10.1 – Purpose	19
Section 10.2 – Policy	19
ARTICLE XI – Transparency and Accountability	
Section 11.1 – Purpose	21
Section 11.2 – Financial and IRS Documents	22
Section 11.3 – Means and Conditions of Disclosure	22
Section 11.4 – Annual Information Returns (Form 990)	22
Section 11.5 – Board	22
Section 11.6 – Staff Records	22
Section 11.7 – Donor Records	22
ARTICLE XII – Codes of Ethics and Whistleblower Policy	
Section 12.1 – Purpose	24
Section 12.2 – Reporting Violations	24
Section 12.3 – Acting in Good Faith	24
Section 12.4 – Retaliation	24
Section 12.5 – Confidentiality	25
Section 12.2 – Handling of Reported Violations	24
ARTICLE XIII – Amendment of Articles of Incorporation	25
CERTIFICATE OF ADOPTION OF BYLAWS	25

MISSION STATEMENT

The College of West Africa Global Alumni Association is a resource and catalyst for the restructuring and development of secondary school education at the College of West Africa in Monrovia, Liberia.

VISION STATEMENT

The College of West Africa Global Alumni Association will be the organization of choice for development activities through a network of strong, powerful, and vibrant alumni to provide opportunities across the globe to engage with peers and current students promoting the emergence of the College of West Africa as the premier secondary school in Liberia by fostering national and international alliances.

VALUES

Integrity and Ethics

We will operate in a transparent, honest, open, and fair manner, aspiring to do only the right things in a responsible way.

Accountable

We will be accountable to CWA Global AA and work with the College of West Africa in accomplishing its mission and vision.

Respect

We will respect each other and the institution we seek to support at all times in all our actions.

Advancement

We will pursue the continuous advancement of the College of West Africa in an innovative and forward thinking way.

**ARTICLE I
NAME, LOCATION AND REGISTERED OFFICE**

Section 1.1 – NAME

The name of the corporation shall be College of West Africa Global Alumni Association. The business of the corporation may be conducted as CWA Global AA or CWA Global.

Section 1.2 – LOCATION AND REGISTERED OFFICE

The corporation shall continuously maintain in the State of New Jersey, United States of America, a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside of the State as determined from time to time by the Board of Directors.

**ARTICLE II
PURPOSES AND POWERS**

Section 2.1 – PURPOSE

CWA Global AA is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 of the United States of America, or the corresponding section of any future Federal tax code. CWA Global AA will operate to accomplish its mission to be a resource and catalyst for the restructuring and development of secondary school education at the College of West Africa in Monrovia, Liberia.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

CWA Global AA is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Bylaws.

Section 2.2 – POWERS

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.3 – NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

- (a) Nonprofit Legal Status. CWA Global AA is a non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representation of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of CWA Global AA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to CWA Global AA.

The organization to receive the assets of CWA Global AA hereunder shall be selected in the discretion of a majority of the Board of Directors. If the Board of Directors cannot so agree, the Board shall call a special membership meeting for the expressed purpose of voting to determine the organization to receive the assets of CWA Global AA. If the members cannot so agree, the Board of Directors will liquidate the corporation's assets and transfer proceeds to the College of West Africa, Monrovia, Liberia.

ARTICLE III
MEMBERSHIP CLASSES, VOTING CLASSES AND DUES

Section 3.1 – MEMBERS

Membership in the corporation shall be open to all persons who attended the College of West Africa. Membership begins when such person completes an enrollment form. As time and resources allow, members shall propose and participate in activities in support of the purpose of the corporation and in concert with established annual goals.

Section 3.2 – VOTING RIGHTS

Members in good financial standing shall be eligible to vote at membership meetings and hold office in the corporation. Good financial standing is defined as having paid all membership dues for the current year or holding life membership as described in Section 3.6 of these Bylaws.

Section 3.3 – MEETINGS

- (a) There shall be one annual membership meeting for the purpose of discussing the business of the corporation. The time, place, and format (in-person or virtual), of the subsequent annual meeting shall be decided by majority vote of members present at the annual meeting, unless impracticable, in which case, a consensus vote of the Board of Directors may decide. The Board of Directors may call additional membership meetings if matters arise that require input from members. A Convention of the membership, as determined by the Board, shall be held for the added purpose of fundraising and socializing. During the year a Convention is held, the annual meeting shall take place to discuss the business of the corporation.
- (b) Notice of time and place of meetings of members, or any adjournment thereof, shall be published in the official publication of record not less than sixty (60) days prior to the date thereof (except as otherwise provided by law), and one (1) reminder within thirty (30) days of the meeting date. Special meetings may be called with a minimum notice of ten (10) days prior to meeting date.
- (c) Members present at annual or called membership meetings shall approve goals and outcomes to be accomplished. The Board of Directors shall also present to members the budget of the corporation for approval at annual membership meetings.
- (d) Members shall have the authority to indemnify its directors, officers, employees and agents in accordance with law. If there is a conflict with indemnification due to conflicting laws, the conflict will be resolved using State of New Jersey law.

Section 3.4 – QUORUM

A quorum shall consist of twenty percent (20%) of members registered for the annual or special meeting.

Section 3.5 – RULES OF PROCEDURE

Meetings shall be conducted in accordance with “Rules of Order” such as, “Robert’s Rules of Order” unless in conflict with a provision of these Bylaws, in which event the Bylaws shall

apply. These rules will be enforced by the Parliamentarian as described in Section 6.16 for these Bylaws.

Section 3.6 – DUES

- (a) The membership dues will be determined at the annual membership meeting. All changes to membership dues shall be presented for discussion and approval at membership meetings. Such dues shall be accounted for in the annual budget of the corporation and committed to accomplishing the mission of the corporation.
- (b) There shall be four categories of membership: (1) Recent Graduate; (2) Regular; (3) Benefactor; and (4) Life. All membership categories represent unconditional support for the mission and vision of CWA Global AA. Regular and Benefactor membership categories are paid annually. Benefactor and Life Membership categories shall be recognized at the annual meeting with endorsements decided by the Board of Directors. Life Membership will also be displayed on the corporation's website and on the Alumni Wall of Fame in designated locations at the College of West Africa, Monrovia, Liberia.
 - i. Recent Graduate – All new graduates of the College of West Africa are eligible for 2 years of free membership dues. The eligibility period shall begin in the year of graduation and end two years thereafter.
 - ii. Regular – Annual membership dues will be determined by a majority vote taken at annual meetings;
 - iii. Benefactor –
 - a. Silver – Regular times four (4), which can be paid in full or in installments over a one-year period as decided by majority vote;
 - b. Gold – Silver times four (4), which can be paid in full or in installments over a one-year period as decided by majority vote;
 - c. Diamond – Gold times four (4), which can be paid in full or in installments over a one-year period as decided by majority vote;
 - iv. Life – Any cash donations totaling \$10,000 or more, paid in full or in installments over a one-year period from an individual member qualifies as Life Membership. An individual who has attained Life Membership has no future obligations to pay annual membership dues. Notwithstanding, Life Members may continue to support CWA Global AA with cash and in-kind donations.

Section 3.7 – NON-VOTING AFFILIATES

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses and other organizations that seek to support the mission of CWA Global AA. The Board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to the rights, privileges, and obligations of said affiliates. At no time shall affiliate information be shared with or sold to other organizations or groups without consent of the affiliates. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, workshops,

other events or the CWA Global AA website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV BOARD OF DIRECTORS, POWERS AND TERMS

Section 4.1 – QUALIFICATIONS AND ELECTION OF DIRECTORS

- (a) In order to be eligible to serve as a director on the Board of Directors, the individual must be a member in good financial standing of CWA Global AA as defined in Section 3.2 of these Bylaws.
- (b) The election of directors to fill CWA Global AA seats shall occur at a scheduled membership meeting.
- (c) The election of Board-selected members according to Section 4.2(d) shall occur at a scheduled meeting of the Board. All elections shall be scheduled to ensure that vacancies are filled within six (6) months of occurrence.
- (d) When membership meetings cannot be scheduled within six (6) months of any vacancy, the Board of Directors may temporarily fill vacancies due to the expiration of the term of office of a director, resignation, death or removal of a director, subject to the maximum number of directors under these Bylaws.

Section 4.2 –COMPOSITION

The Board of Directors shall be comprised of an odd number of directors at all times. The Board of Directors shall have not less than seven (7) members or more than fifteen (15) members. It shall be composed of:

- (a) its four (4) officers as described in Section 6.1;
- (b) the elected President, who is a non-voting ex-officio member;
- (c) at least three (3) and not more than six (6) additional directors elected by the membership at a scheduled membership meeting; and
- (d) no more than five (5) additional members **selected by the Board and** as shall be determined by total number of directors elected by members.

As much as possible, the Board of Directors shall include members across as many decades of alumni classed as are currently included in the membership.

Section 4.3 – POWERS

All corporate powers shall be exercised by or under the authority of the Board and the affairs of CWA Global AA shall be managed under the direction of the Board, except as otherwise provided by law. The Board shall determine its policies, and be accountable for the assets of the corporation. The Board shall have the authority to contract on behalf of the corporation and may adopt such rules and procedures for the conduct of the business of the corporation as it shall deem advisable. The Board shall have and exercise all other powers necessary or convenient to affect any or all of the purposes for which the corporation is formed and may delegate any of its authority and responsibility unless specifically prohibited by these Bylaws.

Section 4.4 – TERMS

- (a) All directors shall be elected to serve a two-year term or until their successors have been elected.
- (b) Director terms shall be staggered so that approximately half of the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession. No director may serve more than three (3) consecutive two-year terms on the Board of Directors.
- (d) The term of office shall begin at the end of an annual meeting and end at the conclusion of the second annual meeting thereafter, unless the term is extended or until such time as a successor has been elected.

Section 4.5 – REMOVAL OF DIRECTORS

A director may be removed by two-thirds majority vote of the Board of Directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Chairman of the Board is empowered to excuse directors from attendance for a reason deemed adequate by the Board Chairman. The Chairman shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice Chairman shall excuse the Chairman, or:
- (b) for cause, if before any meeting of the Board, at which a vote will be made, the director in question is given electronic or written notification of the intention of the Board to discuss their removal and is given the opportunity to be heard at a meeting of the Board.

Section 4.6 –BOARD OF DIRECTORS MEETINGS

- (a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by postal mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by postal mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- (b) Special Meetings. Special meetings of the Board may be called by the Chairman, Vice Chairman, Secretary, Chief Financial Officer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days with notice to each director of the date, time, and place, but not the purpose, of the meeting.

Section 4.7 –MANNER OF ACTING

- (a) Quorum. A majority (more than half) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. If a quorum is not present at any meeting of the Board of Directors, those present

may receive and review any reports which do not require Board action and the Board may adjourn the meeting from time to time until a quorum shall be present.

- (b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision on a tied number of votes, the Chairman or other officer acting as Chairman for the meeting during which the tied vote occurs, shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, Internet video meeting, or by telephonic conference call.
- (e) Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing, whether done before or after the action so taken, and the written consent shall be filed with the minutes of proceedings. Written consent shall include electronically recorded consent.

Section 4.8 – COMPENSATION FOR BOARD MEMBERS SERVICES

Directors shall receive no compensation for carrying out their duties as directors. The membership, by majority vote at a regular membership meeting, may adopt policies providing for reasonable reimbursement of directors for expenses in conjunction with carrying out Board responsibilities, such as travel expenses to represent CWA Global AA.

Section 4.9 – COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy of CWA Global AA and the laws of the State of New Jersey.

ARTICLE V **COMMITTEES**

Section 5.1 – COMMITTEES

- (a) The Board of Directors may, by the resolution adopted by a majority of members present at a regular scheduled meeting, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- i. take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- ii. fill vacancies on the Board of Directors of any committee which has the authority of the Board;
- iii. amend or repeal Bylaws or adopt new Bylaws;
- iv. amend or repeal any decision made by majority vote of members at a regular scheduled meeting which by its express terms cannot be repealed or amended;
- v. appoint any other committees of the Board of Directors or the members of these committees;
- vi. expend corporate funds to support a nominee for director or managing officer; or
- vii. approve any transaction;
 - 1. to which the corporation is a party and one or more directors or managing officers have a material financial interest; or
 - 2. between the corporation and one or more of its directors or managing officers or between the corporation or any person in which one or more of its directors or managing officers have a material financial interest.

(b) The corporation shall have three statutory committees appointed annually:

- i. **Projects** – The committee shall be determined by the President and approved by the Board of Directors. The responsibility of this committee shall be to develop a plan of action, propose, design and manage the implementation of projects. The chairperson or the President shall provide reports and updates at each scheduled board meeting.
- ii. **Membership** – The committee shall be determined by the President and approved by the Board of Directors. The responsibility of this committee shall be to recruit and retain members. It shall also maintain the database of members' contact information to include at least, phone number, e-mail and postal addresses.
- iii. **Convention** - The committee shall be determined by the President and approved by the Board of Directors. The responsibility of the committee shall be to plan, implement, and manage the Convention. The committee shall work with other committees and officers as determined by the President.
- iv. **Elections** –The committee chairperson and its members shall be elected at a membership meeting. The Board of Directors shall determine a slate to recommend to the membership. Additional nominations shall be accepted from members present for the meeting at which the election will be held. The committee shall consist of no fewer than five (5) and no more than (9) members. The responsibility of this committee shall be to plan, organize, coordinate, and manage all elections of the CWA Global AA. The Elections Committee shall provide an elections calendar at least thirty (30) days prior to any elections. The term of the Elections Committee shall end after each annual election.

SECTION 5.2 - MEETINGS AND ACTION OF COMMITTEES

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

SECTION 5.3 - INFORMAL ACTION BY THE BOARD OF DIRECTORS

Any action required or permitted to be taken by the Board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE VI OFFICERS

Section 6.1 - OFFICERS OF THE BOARD OF DIRECTORS

The officers of the Board of Directors of the corporation shall be Chairman, Vice Chairman, Secretary, and Chief Financial Officer, all of whom shall be elected by, and serve at the pleasure of the members. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of members by majority vote in a regular scheduled membership meeting. The Board may also appoint additional Vice Chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. No person may hold two or more Board offices.

Section 6.2 - MANAGING OFFICERS

The Managing Officers of the corporation shall be a President, Vice President, Secretary, Treasurer, Chaplain, and Parliamentarian, all of whom shall be chosen by, and serve at the pleasure of the members. Each Managing Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of members by majority vote in a regular scheduled membership meeting. The President shall appoint committees as the President deems expedient for the proper conduct of the business of the corporation, each of which shall have such authority and shall perform such duties as the President may determine. No person may be appointed to chair more than one committee.

Section 6.3 – TERM OF OFFICE

Each director and managing officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by membership at the end of three (3) two-year terms, officers and directors shall not be eligible to hold that office until one two-year term has elapsed. The term of office of each director or managing director shall begin upon the adjournment of the membership meeting at which elected and shall end upon the adjournment of the membership meeting during which a successor is elected.

Section 6.4 – ELECTIONS

- (a) Directors and Managing Officers shall be elected by secret ballot by a majority vote of members who are in good financial standing when the elections are held. All nominations will be publicized to the membership by means established by the Board of Directors, at least thirty (30) days prior to any elections.
- (b) The Elections Committee shall plan, organize, coordinate, and manage all elections.
- (c) The results of all elections shall be made known to members at the annual meeting.

Section 6.5 – REMOVAL AND RESIGNATION

The Board of Directors may remove a director or managing officer at any time between membership meetings with cause. Cause is defined as, but not limited to, breach of fiduciary duties or failure to perform the duties incident to the office to which the director or managing officer is elected. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer was a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 6.6 – BOARD CHAIRMAN

The Board Chairman shall be the chief volunteer officer of the corporation. The Board Chairman shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

Section 6.7 – VICE CHAIRMAN

In the absence or disability of the Board Chairman, the Vice Chairman shall perform the duties of the Board Chairman. When so acting, the Vice Chairman shall have all the powers of and be subject to all the restrictions upon the Board Chairman. The Vice Chairman shall have such other powers and perform such other duties prescribed for them by the members, the Board of Directors or the Board Chairman.

Section 6.8 – BOARD SECRETARY

The Secretary shall keep or cause to be kept a record of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken

and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chairman. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

Section 6.9 – CHIEF FINANCIAL OFFICER

The Chief Financial Officer (CFO) shall be the lead director for oversight of the financial condition and affairs of the corporation. The CFO shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the CFO shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The CFO shall perform all duties properly required by the Board of Directors or the Board Chairman. The CFO may appoint, with approval of the Board a qualified fiscal agent to assist in performance of all or part of the duties of the CFO.

Section 6.10 – PRESIDENT

The President shall be the Chief Managing Officer of the corporation and shall preside at all meetings of managing officers. The President shall be a non-voting ex-officio member of the Board of Directors and of all committees, action groups, task forces or other subdivisions created by the corporation.

Section 6.11 – VICE PRESIDENT

In the absence of the President, or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6.12 – SECRETARY

The Secretary shall keep or cause to be kept a record of minutes of all membership meetings and actions of managing officers. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all membership meetings as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.13 – TREASURER

The Treasurer shall be the managing officer performing the day-to-day financial operations of the corporation. The Treasurer shall keep the Board and/or the Chief Financial Officer (CFO) informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall prepare the budget and ensure that

appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. When the need arises, the President may appoint an Assistant Treasurer, to assist in performance of all or part of the duties of the Treasurer.

Section 6.14 – PARLIAMENTARIAN

The Parliamentarian shall give advice on parliamentary procedure to the President, officers and members of the corporation. The Parliamentarian shall interpret and apply the “Rules of Order” for meetings. These rules, such as the “Robert’s Rules of Order”, shall enable the corporation to efficiently and fairly discuss and determine actions to be taken. The Parliamentarian shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.15 – CHAPLAIN

The Chaplain shall perform all spiritual duties or functions as deemed necessary by CWA Global AA. The Chaplain shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.16 - ADVISORS

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers or a Board of Advisors of the corporation. No person so appointed shall receive directly or indirectly any salary, compensation, or emolument there from for any service rendered to the corporation by such appointment, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of the activities for the benefit of the corporation.

ARTICLE VII **CONTRACTS, CHECKS, LOANS,** **INDEMNIFICATION AND RELATED MATTERS**

Section 7.1 - CONTRACTS AND OTHER WRITINGS

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 7.2 – MANAGING THE CORPORATION’S FINANCES

The Board of Directors of CWA Global AA, through the Chief Financial Officer, shall develop the policy, instructing the President of the Association, regarding how the Association’s funds will be managed. Such policy shall stipulate clear delineation of responsibility, accountability, and reporting requirements with respect to the Chief Financial Officer and Managing Officers (i.e.

President, Treasurer and Assistant Treasurer) of the corporation. The Board shall establish criteria with regards to how funds of the corporation are received/collected, deposited, disbursed, and the appropriate reporting and accounting of the funds in accordance to federal and state laws, and these Bylaws. All checks, orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.3 - DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

Section 7.4 - LOANS

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 7.5 - INDEMNIFICATION

The corporation shall have the right, upon the majority vote of its Board of Directors, and based on the corporation's resources, to purchase and maintain insurance on behalf of any person who is or was a director or officer of the association, against any liability arising out of such service.

ARTICLE VIII **MISCELLANEOUS**

Section 8.1 - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the Articles of Incorporation of CWA Global Alumni AA and Bylaws as amended to date.

Section 8.2 - FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 8.3 - CONFLICT OF INTEREST

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

Section 8.4 - NONDISCRIMINATION POLICY

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of CWA Global Alumni Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 8.5 - BYLAWS AMENDMENT

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the members present at a regularly scheduled meeting. No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. All amendments shall be consistent with the Articles of Incorporation.

Section 8.6 - AMENDMENT PROCEDURE

All proposed amendments shall be submitted in writing to the Managing Officers for presentation at the annual membership meeting, no later than 120 days before the meeting. Any and all proposed amendments received shall be recommended for consideration at the meeting. The Managing Officers shall receive, compile, modify, document, and submit all proposed amendments to the General Body in a timely fashion, as described in Section 8.5.

ARTICLE IX **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, CWA Global AA shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, CWA Global AA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

CWA Global AA shall also comply and put into practice the federal guidelines, suggestions, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X
DOCUMENT RETENTION POLICY

Section 10.1 - PURPOSE

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of CWA Global AA records.

Section 10.2 - POLICY

- (a) General Guidelines. From time to time, CWA Global AA may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.
- (b) CWA Global AA expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or CWA Global AA informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
- (c) Minimum Retention Periods for Specific Categories.
 - (i) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
 - (ii) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
 - (iii) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The

corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Other employment and personnel records should be retained for seven years.

- (iv) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- (v) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- (vi) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (vii) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (viii) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (ix) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (x) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (xi) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (xii) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(d) Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or

- (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

Section 11.1 - PURPOSE

By making full and accurate information about its mission, activities, finances, and governance publicly available, CWA Global AA practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The policy is detailed herein.

Section 11.2 - FINANCIAL AND IRS DOCUMENTS (THE FORM 1023 AND THE FORM 990)

CWA Global AA shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Section 11.3 - MEANS AND CONDITIONS OF DISCLOSURE

CWA Global AA shall make “Widely Available” the aforementioned documents on its Internet website: CWA Global AA to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) CWA Global AA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) CWA Global AA shall inform anyone requesting the information where this information can be found, including the web address. This information shall be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 11.4 - ANNUAL INFORMATION RETURNS (FORM 990)

CWA Global AA shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 11.5 - BOARD

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

Section 11.6 - STAFF RECORDS

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Board when requested.

Section 11.7 - DONOR RECORDS

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) Donor records shall be made available to the Board when requested.

ARTICLE XII
CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 12.1 - PURPOSE

CWA Global AA requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of CWA Global AA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 12.2 - REPORTING VIOLATIONS

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of CWA Global AA is in violation of law, a written complaint must be filed by that person with the Vice Chairman or the Board Chairman.

Section 12.3 - ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 12.4 - RETALIATION

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of CWA Global AA and provides CWA Global AA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

CWA Global AA shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of CWA Global AA or of another individual or entity with whom CWA Global AA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

CWA Global AA shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of CWA Global AA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 12.5 - CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 12.6 - HANDLING OF REPORTED VIOLATIONS

The Board Chairman or Vice Chairman shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

Section 13.1 - AMENDMENT

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the College of West Africa Global Alumni Association were approved by the membership of the College of West Africa Global Alumni Association on December 6, 2020 and constitute a complete copy of the Bylaws of the corporation.

Modupe V. Elliott Johnson
SECRETARY, BOARD OF DIRECTORS

Date: December 8, 2020

Amended: (insert date)

(insert Name)
SECRETARY, BOARD OF DIRECTORS