

**Proposed Revisions to the Bylaws of CWAGLOBAL AA**

**ARTICLE III  
MEMBERSHIP CLASSES, VOTING CLASSES AND DUES**

**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 paying annual 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. The time, place, format (in-person or virtual), and registration fees of the annual meeting shall be decided by majority vote of members present at the prior annual meeting. The Board of Directors may call additional membership meetings if matters arise that require input from members.

(b) Notice of time and place of meetings of members, or any adjournment thereof, shall be published in the official publication of record not more than sixty (60) nor less than thirty

(30) days prior to the date thereof, except as otherwise provided by law. Special meetings may be called with a minimum of ten (10) days notice 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 an annual membership meeting.

(d) Members shall have the authority to indemnify its directors, officers, employees and agents in accordance with law.

**Section 3.4 – QUORUM**

A quorum shall consist of ten percent (10%) of members registered for the annual or special meeting.

**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 3.6 – 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 five (5) levels of membership. Membership levels represent unconditional support for the mission and vision of CWA Global AA. Such support shall be recognized at the annual membership 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. Regular – determined by majority vote taken at annual membership meeting;
- ii. Silver – Regular times ten (10), which can be paid in full or by installments over a one-year period as decided by majority vote;
- iii. Gold – Silver times two (2), which can be paid in full or by installments over a one-year period as decided by majority vote;
- iv. Diamond – Gold times two (2), which can be paid in full or by installments over a one-year period as decided by majority vote; and,
- v. Life – Lump-sum donation of \$10,000 or more.

### 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.**

## 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 of CWA Global.
- (b) The election of directors to fill CWA Global AA seats shall occur at a scheduled membership meeting. The election of Board-selected members 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.
- (c) When 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 as shall be determined by total number of directors elected by members.

### 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 be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

### 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.

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- (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 4.4 – TERMS

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- (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.

<p><b>Section 4.5 – REMOVAL OF DIRECTORS</b></p> <p>A director may be removed by two-thirds majority vote of the Board of Directors then in office, if:</p> <p>(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:</p> <p>(b) for cause or no cause, if before any meeting of the Board, members 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 his/her case and is given the opportunity to be heard at a meeting of the Board.</p>	<p><b>Section 4.5 – REMOVAL OF DIRECTORS</b></p> <p>A director may be removed by two-thirds majority vote of the Board of Directors then in office, if:</p> <p>(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:</p> <p>(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.</p>

## 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 by the President:

- i. **Projects** – The responsibility of this committee shall be to develop a plan of action, propose, design and manage the implementation of projects. The chairperson shall provide reports and updates at each scheduled board meeting.
- ii. **Membership** – 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. The Membership committee shall also be responsible for planning each annual meeting in collaboration with other committees and officers as determined by the President.
- iii. **Elections** – The committee shall be chaired by a member in good financial standing elected at a membership meeting. 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

### Section 5.1 – COMMITTEES

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- 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.

<p>thirty (30) days prior to any elections. The term of the Elections Committee shall end after each annual election.</p>	<ul style="list-style-type: none"><li>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.</li><li>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.</li></ul>

## ARTICLE VI – OFFICERS

### Section 6.4 – ELECTIONS

(a) Directors and Managing Officers shall be elected by secret ballot and proxy vote by a majority of members at regular scheduled membership meetings. All nominations will be made during a regular scheduled membership meeting.

(b) The Board of Directors shall appoint an ad hoc Elections Committee of no fewer than five (5) and no more than (9) members, at least sixty (60) days prior to any elections. All members of the Elections Committee shall be members in good standing as defined by Section 3.2 of these Bylaws. The Elections Committee shall elect its chair at its first meeting.

(c) Proxy Vote – The Board of Directors shall establish a proxy vote process which allows members to participate in elections when they are unable to vote in person.

(d) The Elections Committee shall plan, organize, coordinate and manage all elections during a regular scheduled membership meeting.

### 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 6.13 – TREASURER

The Treasurer shall be the managing officer for oversight of the financial condition and affairs of the corporation. The Treasurer 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 treasurer 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. 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 6.4 – 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 6.7 – 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 6.13 – 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.