



# College of West Africa Global Alumni Association

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## ARTICLE VI OFFICERS [Pages 10 - 13]

**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 6.6 – 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



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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 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 6.14 – 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.



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**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.