

THE CATHEDRAL SCHOOL ALUMNI ASSOCIATION

C O N S T I T U T I O N

ARTICLE I

1.1 Name

The name of the Association shall be The Cathedral School Alumni Association, and shall be duly incorporated as a non-profit organization in one of the states of the United States.

1.2 Statement of Purpose

The purpose of the association shall be:

(a) To renew and foster better relationships among all former students, missionaries teachers, and other workers and well-wisher of Cathedral School in Monrovia, Liberia and the United States of America.

(b) To form a partnership comprised of the Alumni Association, the administration, faculty, students, and parents of Cathedral School, as well as any other interested parties, to strive for the academic upliftment of Cathedral School.

(c) To establish and promote good relation with the Catholic Church and its foreign missionary services.

(d)-To promote Cathedral School's image as an educational leader for the betterment of education through out of Liberia.

1.3 Seat of Business

The principal office of the association shall be in the State of Maryland; USA and the principal place of business shall be where the president resides.

1.4 Fiscal Year

The fiscal year of the Association shall, unless otherwise decided by the members, end on August 31 of each Year.

ARTICLE II MEMBERSHIP AND MEETINGS

2.1 Members

Membership of the Association shall be open to, all former students, missionaries, teachers, other workers, and wel1-wishers of Cathedral School.

2.2 Honorary Members

Honorary members may be elected by a vote of two-third of the members: Any person who has contributed significantly the Association may become an honorary member of the Association; provided such person has been recommended by a member. Except otherwise designated by the members such honorary members shall have no rights to, notice of or vote at any meetings, shall not be considered for purposes of establishing a quorum, shall not have the right to hold any office of the Association, and shall have no other rights or responsibilities.

2.3 Powers and Rights

In addition to the rights to elect officers and honorary, members and such other rights as are vested in them by this constitution, the members may have such other powers and rights as ,may be designated by a two-thirds majority vote.

2.4 Chapters

Chapters of the Association may be formed in any region of the Americas where there are members. Each chapter shall have the right to function independently with its elected officers so long as the guidelines of this constitution are followed accordingly. Each chapter will be responsible for fundraising activities over the course of the fiscal year in order to raise a targeted amount determined at the previous annual meeting. The goal thus set should be considered the minimal annual contribution each chapter. These monies will be used for support of the Association and promotion of the activities of the Educational Foundation.

2.5 Annual Meeting

A general meeting of all members shall be held once a year at such time and place to be decided by the General Body or the Executive Committee at the Annual Convention.

2.6 Regular Meetings

Regular meetings of the members sha11 be held by each chapter at such times and places, as may be determined by the respective members.

2.7 Special Meetings

The President, in consultation with members of the Executive Committee, may from time to time call emergency or special meetings of the Association as deemed necessary.

2.8 Quorum

Except as otherwise provided by this constitution, at any meeting of the members, one-fourth of the members in good standing in the Association or chapter shall constitute a quorum.

2.9 Action by Vote

Each member in good standing shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present shall decide any, question including election of any office, unless otherwise provided by this constitution.

ARTICLE III Executive Committee and Officers

3.1 The Executive Committee of the Association shall consist of the following officers:

1. President
2. Executive Vice President
3. Vice President for Membership

4. Treasurer
5. Secretary
6. Chaplain
7. The Chairs of the Duly Constituted Chapters of the Association
8. Chair of the Education Foundation

3.2 Functions of the Officers

(a) The PRESIDENT shall be the chief executive officer of the Association, shall have general charge and supervision of the affairs of the Association and shall see that resolutions of the members are carried into effect. The President shall reside over all meetings of the Executive Committee and members, except as the members shall otherwise determine. The National President shall also ensure that all information is communicated with Chapter Presidents who shall be responsible to disseminate such information to local members.

(b) The EXECUTIVE VICE PRESIDENT shall assist the President; He/she, shall have and may exercise all the powers and duties of the President during his/her absence.

(c) The VICE PRESIDENT FOR MEMBERSHIP shall be responsible for publicizing the activities of the Association and promoting activities to increase membership in the Association.

(d) The TREASURER shall be the chief financial and accounting officer of the Association. He/she shall properly maintain and disburse funds of the Association in a timely manner. He/she shall provide a status report in person or a detailed written report to the President for presentation at each executive meeting.

(a) Persons seeking to be the Treasurer of the Association should preferably have finance and /or an accounting background. Banking or business management experiences may be considered

(b) He/she shall properly maintain and disburse funds of the Association in a timely manner. He/she shall provide a status report in person or a detailed written report to the President for presentation at each executive meeting.

(e) The SECRETARY shall be responsible for keeping all non-financial records of the Association

(a) He/she shall cite members to all meetings and take minutes at the meetings of the Executive Committee and the members. cite members to all meetings and take minutes at the meetings of the Executive Committee and the members.

(f) The CHAPLAIN shall be responsible for conducting the devotional activities at all meetings and programs of the Association, except as the members may otherwise determine.

(g) The CHAPTER CHAIRS are the chief executive officers of the various chapters of the Association. Their duties parallel those of the President of the Association at the regional level.

(h) The functions of the CHAIR OF THE EDUCATIONAL FOUNDATION are delineated in ARTICLE VII.

3.3 Other Officer

The Association may elect other officers, in addition to those named, hereinabove including, without limitation, assistant secretary(s) or assistant treasurers. Unless otherwise determined by the members or (he Executive Committee, assistant secretaries and treasurers shall have the duties and powers hereinabove set forth, granted to Treasurer and Secretary and the Secretary respectively,

3.4 Other Functions of the Officers

The Officers of the Association shall, in addition to the functions stated in Article 3.2, perform any other functions as may be determined by the members. They shall be in attendance at regular quarterly meetings or file a report with the President to be presented at a meeting.

ARTICLE IV QUALIFICATION FOR AND ELECTION OFFICERS

4.1 Qualification

Any member of the General Body in good financial standing with the Association and who is regular in attendance may run for any office.

4.2 Election and Tenure

The Executive Committee and other officers shall be elected every 2 years by the members. Elections shall be held at the annual meetings of the second year of every administration. Voting shall be by secret ballot and offices may stand for reelection for a maximum of two consecutive terms. In the event that there are no candidates for any given office, a quorum of the members in good standing present at the annual convention may decide to extend the tenure of the holder of that office, if that person so agrees.

4.3 Removal

An officer may be removed with cause by vote of a majority of the Executive Officers of the Association or with or without cause by vote of a majority of the members of the' Association. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.4 Resignation

An officer may resign by delivering his/her written resignation to the President or to a meeting of them members or Executive Committee. Such resignation shall be effective upon receipt (unless specified to be effective some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. A resignation, death, or forfeiture of any cause or without cause, shall operate as an assignment and release to the Association of all right, title and interest of such officer and to property and estate of the Association, except obligation of the Association to such officer.

4.5 Vacancies

If the office of any officer becomes vacant, the members may elect a successor. Each successor shall hold office for the unexpired term and, in the case of the Executive Committee, until his/her successor is elected and qualified, or in each case, until he/she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE V

5.1 Personal Liability

It is intended that the member and officers of the Association shall not be personally liable for any debt liability or obligation of the Association, and that all persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds, and property of the Association for the payment of any such contract or claim or for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from the Association.

ARTICLE VI

6.1 Dues and Fees

Each member shall be required to pay the Association an annual due of \$35. Dues received by the Treasurer by December 31 of each fiscal year will be reduced by \$10.00 for a total payment of \$25.00. Members may also be assessed other fees at levels and for causes determined by them.

Chapter dues will be determined by each Chapter, However, all Chapter members, as members of the national Association must be in good standing at the national level.

6.2 Savings

Monies collected by the Association shall be deposited into bank account established by and for the Association. The signatories to the withdrawal of funds from the bank account shall be any two, (2) of the following three officers: The President, Treasurer, and Secretary. Prior to withdrawal from the account a requisition shall be signed and approved by any two of the above mentioned officers.

The bank account of the Association shall be established in the area most accessible to the Treasurer.

ARTICLE VII

CATHEDRAL SCHOOL EDUCATIONAL FOUNDATION

7.1 The Educational Foundation is the arm of the Association established to carry out the goals as stated in the Statement Of Purpose, Article I; Section 1.2. b and d.

7.2 The functions of the Educational Foundation are as follows:

(a) to purchase or solicit donations of educational materials for the use of the students, faculty, and administration of Cathedral School

(b) to coordinate shipment of said materials to Cathedral School

(c) to mount funding campaigns independent of the activities of the chapters. The monies thus raised will be maintained by the Foundation's treasurer in an account established for that purpose [or submitted to the National Treasurer by the Foundation's treasurer and earmarked for use by the Foundation].

(d) to provide scholarships to deserving Cathedral School students as funds allow.

(e) to establish relationships with educational leaders in the United States, and Liberia to promote the upliftment of educational standards in Cathedral School, the Catholic Education System in Liberia and the, education system of the Republic of Liberia.

(f) to promote the professional development of the staff and administration of Cathedral School.

(g) to establish sister school or pen-pal relationships for Cathedral School teacher exchanges, visiting scholar and other programs, to benefit Cathedral School and the educational system the Republic of Liberia.

7.3 The Chair of the Educational Foundation shall be appointed by the President of the Association. He/she may be removed by a majority vote of the Executive Committee of the Association.

7.4 The Foundation will be headquartered in the city of residence of the Chair.

7.5 The officers and members of the Board of the Foundation shall be appointed by the Chair with the advice and consent of the Executive Committee. Board members may be Association members and/or experts in the field of education or related areas.

ARTICLE VIII

8.1 Amendment of Constitution

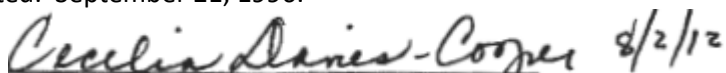
Amendment of the Constitution shall be passed by the affirmative vote of two-thirds (2/3) of the members in good standing present at an annual meeting.

ARTICLE IX

9.1 Dissolution

If the Association is dissolved, after payment of all liabilities of the Association, all its physical assets shall be sold and the proceeds and balance of funds in its account shall be donated to the Cathedral School in Monrovia, Liberia.

Adopted: September 21, 1996.


Signed:

Cecelia Davis Cooper
Chairperson
Constitutional Convention

Amended: August 1, 1998

Signed:

J. Fonati Koffa

Chairperson

Third Annual Convention

 8/2/12

Attested to: _____

Frances Givens Fahnbulleh

Secretary

Third Annual Convention

Disclaimer: This document was transcribed from a facsimile copy of the original document. In the event of a conflict, the original document and its language will control.

Second Amendment to the Constitution of the Cathedral School Alumni Association.

Amendment II-1

The Executive Committee of the Association shall consist of all of the officers listed in Article 3.1 and a Financial Secretary, who is subject to all of the stipulations of Article 3.4 and Article IV as applicable to the Executive Committee members.

In addition to any other functions as may be determined by the members, the FINANCIAL SECRETARY

- a) shall track and keep copies of all financial records of the association, along with the Treasurer
- b) shall be one of the signatories of the account of the Association
- c) shall generate purchase orders for advances, purchases and any other approved use of funds. The purchase orders shall require the approval of the Vice President and the Financial Secretary
- d) shall generate an expense report with original receipts for all advances and purchases
- e) shall submit a Financial Report for review on a monthly basis to the President and on a quarterly basis to an oversight board designated by the President or the members. The financial report shall include the following from the treasurer: bank reconciliation, bank statement, copies of canceled checks, deposit slips, among others; and from the financial secretary: applicable purchase orders with supporting documentation and receipts, applicable expense reports with supporting documentation and receipts, and explanation of all discrepancies, among others.

Amendment II-2

The Financial Oversight Board shall be established to monitor and audit financial affairs of the Association and the Cathedral School Educational Foundation.

The functions of the FOB are as follows:

- (a) To review financial reports/statements for compliance with the Association and Foundation policies and to ensure that expenditures are consistent with approved budgets
- (b) To audit financial statements on a quarterly basis,
- (c) To liaise with elected officials, particularly the Treasurers, the Financial Secretary, and other designated financial officers
- (d) To report to the President on the financial status of the Association and Foundation on a quarterly basis
- (e) To file tax returns

The Board shall consist of a Chairperson and 3-4 members designated by the President. The Chair and Board members shall be members in good standing and current with dues.


Financial Oversight Board shall be appointed by the President of the Association. He/she may be removed by a majority vote of the Executive Committee of the Association.

The Chair will appoint other members of the Board, subject to approval by the Executive Committee. The Board members may be removed by the Executive Committee

Adopted this the ____, day of _____, at the Plenary Meeting of the Members of the Cathedral School Alumni Association having obtained a vote of 2/3rds of the members present and in good standing.

Done in the City of _____

Signed:



J. Clarence Yaskey, MD
PRESIDENT

Attested:

Nahdi Nah
SECRETARY

2nd Amendment: Amended August 6, 2011, Duluth, GA

Amendment III - 1

Article 7.3 of this constitution is amended to include the following provisions:

- a) The Co-chairman of the Educational Foundation shall also be appointed by the National President with the advice and consent of the Chair of the Educational Foundation.
- b) The removal from office criteria of the Co-chairman shall be the same as set forth in Article 7.3 for the Chair.

Amendment III-2

Article 7.5 of the constitution is deleted in its entirety. Any and all references to Article

7.5 are deleted in their entirety and replaced by the following provisions:

- a) The Board of the Foundation shall include a representative from each regional chapter. A chapter is defined in Article 2.4.
- b) Officers and additional members of the Board shall be appointed by the Chair

- with the advice and consent of the Executive Committee.
- c) Board Members may be Association members and/or experts in the field of education or related areas.

Amendment III - 3

Amendment II-2 is revised to include the following clarification:

In addition to the internal audit conducted by the Financial Oversight Board, the Educational Foundation shall have its books/accounts audited by an independent external auditor appointed by the Foundation Board every two years.

Adopted this the , day of at the Plenary Meeting of the Members of the Cathedral School Alumni Association having obtained a vote of 2/3rds of the members present and in good standing.

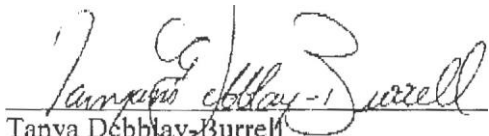
Done in the City of _____

Signed:



Fitzgerald Speare
PRESIDENT

Attested:



8/3/12

Tanya Débbly-Burrell
SECRETARY

Fourth Amendment to the Constitution of the Cathedral School Alumni Association.

Amendment IV – I

Article I of the Constitution is revised as follows:

ARTICLE I

1.1 Name

The name of the organization shall be Cathedral School Alumni Association (CSAA) (hereinafter, may be referred to as “the organization,” “The Organization,” “the Organization,” “The organization,” “the association,” “The Association,” “the Association,” and “The association.” The organization shall be duly incorporated as a non-profit organization within one of the states of the United States.

1.2 Statement of Purpose

The purpose of the association shall be:

(a) To renew and foster better relationships among all former Students, Missionaries, Staff, and Faculty Members , of Cathedral School globally.

(b) To form a partnership comprised of the Alumni Association, the administration, faculty, students, and parents of Cathedral School, as well as any supporting parties, whose collective goal will be to strive for the academic success of Cathedral School.

(c) To establish and promote good relations with the Catholic Church and its foreign missionary services.

(d)-To promote Cathedral School’s standing as an educational leader for the betterment of education throughout Liberia.

1.3 Seat of Business

The Headquarters of the association shall be in the State of Maryland; USA and the principal place of business shall be where the president resides.

1.4 Fiscal Year

The fiscal year of the Association shall begin September 1st (after the Annual Convention) and end on August 31 of the following year.

Fourth Amendment to the Constitution of the Cathedral School Alumni Association

Amendment IV-2

Article II of the Constitution is revised as follows:

ARTICLE II MEMBERSHIP AND MEETINGS

2.1 Members

Membership in the Association shall be open to, all former Students, Missionaries, Staff and Faculty Members of Cathedral School.

2.2 Members Rights

A member in good standing shall have the right to attend meetings, to make motions, to speak in debate, to hold office for which he/she is qualified, and to vote.

A member in good standing is a member who has paid their dues in full for the current fiscal year ending August 31

2.3 Honorary Members

A member in good standing may recommend for Honorary Membership an non-alumnus who has contributed significantly to Cathedral School and/or The Cathedral School Alumni Association. Except otherwise designated by the members such honorary members shall have no rights to, notice of or vote at any meetings, shall not be considered for purposes of establishing a quorum, shall not have the right to hold any office of the Association, and shall have no other rights or responsibilities.

The names of prospective Honorary Members should be forwarded to the Executive Committee prior to the May Executive Committee meeting of each year and voted on at the June Executive Committee Meeting of each year. The motion will need a simple majority to pass. Successful Candidates will be inducted at the August Convention.

2.4 Powers and Rights

In addition to the right to elect officers and honorary, members and such other rights as are vested in them by this constitution, the members may have such other powers and rights as may be designated by a two-thirds (2/3) majority vote at a general meeting or convention.

2.5–Chapters

Chapters of the Association may be formed in any region globally where there are members. Each chapter shall have the right to function independently with its elected officers as long as the guidelines of this constitution are followed accordingly.

Each chapter shall have a minimum of 5 (five) members in good standing. At minimum, each chapter shall have an Executive Committee comprised of President, Vice President, Secretary, Treasurer, and Financial Secretary. Any chapter not having a minimum of five members in good standing will be decertified. As a chapter grows, it can add the second Vice President and Chaplain to its Executive Committee. For regions that do not have at least 5 members, those members may elect to become members of the chapter nearest their residence.

Each chapter will be responsible for fundraising activities over the course of the fiscal year in order to raise a targeted amount determined at the previous annual meeting. The goal thus set should be considered the minimal annual contribution for each chapter. These monies will be used for support of the Association and promotion of the activities of the Educational Foundation.

2.6 Meetings

Any meeting of the organization may be held physically and/or virtually.

(a) Annual Meeting

The Annual Meeting of all members shall be held once a year during the first full weekend of August. The time and place shall be determined by a vote of the membership at the Annual Meeting of the previous year.

(b) Regular Meetings

Regular meetings of the members shall be held quarterly at such time and place, as may be determined by the Executive Committee.

(c) Chapter Meetings

Regular meetings of Chapters shall be held at least once a month for ten months of the calendar year, specifically January, February, March, April, May, June and September, October, November and December.

(d) Special Meetings

The National President in consultation with the Executive Committee shall have authority to assemble the membership when deemed necessary.

2.7

Quorum

(a) A Quorum at a meeting conducted by each of these entities: the Association, Executive Committee, Chapter, Chapter Executive Committee, or Foundation Board shall be one fourth (1/4) of the members of that entity in good standing.

(b) When a quorum is present at any meeting, a decision is decided by simple majority of the votes cast by members in good standing unless otherwise provided for by this constitution.

(c) Each member in good standing shall have one vote in any decision-making process.

2.8 Any and all meetings of the Association including but not limited to the annual meeting, regular meetings and special meetings may be held in person and/or remotely, i.e. a virtual meeting as opposed to a physical in-person meeting. Consequently, members and officers of the association may elect to attend either in person and/or remotely, i.e. a virtual meeting as opposed to a physical in-person meeting.

Amendment IV-3

Article III of the Constitution is revised as follows:

ARTICLE III Executive Committee and Officers

3.1 The Executive Committee of the Association shall consist of the following Officers

1. President
2. 1st Vice-President-Program
3. Vice-President for Membership
4. Secretary
5. Treasurer
6. Financial Secretary
7. Chaplain
8. Parliamentarian
9. The President of each Chapter or a Representative of the Chapter
10. The Chairman of the Educational Foundation

3.2 Functions of Officers

(a) The PRESIDENT also referred to herein as the National President shall be the Chief Executive Officer of the Association and is the official representative of CSAA. The President shall have general charge and supervision of the business of the Association and shall see that resolutions of the members are carried into effect. The President shall reside over all meetings of the Executive Committee and members, except as the members shall otherwise determine. The National President shall also ensure that all information is communicated with Chapter Presidents who shall be responsible to disseminate such information to local members.

(b) Provides leadership and direction to the National Association, Cathedral School Educational Foundation and local chapters.

(c) Understands and adheres to the Constitution and Bylaws of CSAA.

(d) Shall have general charge and supervision of the affairs of the Association and shall see that resolutions of the members are carried into effect.

(e) The President shall reside over all meetings of the Executive Committee and National Meetings, except as the members shall otherwise determine by a two-thirds majority vote.

- (f) The President shall oversee the activities of the Executive Board and the Cathedral School Educational Foundation.
 - (g) The National President shall also ensure that all information is communicated with Chapter Presidents who shall be responsible to disseminate such information to local members.
 - (h) Coordinates CSAA activities through the Executive Committee.
 - (i) Establishes short and long-term objectives and goals in conjunction with the Executive Board.
 - (j) Structures the organization to ensure continuity of leadership by providing opportunities for new leaders to develop and to be mentored.
 - (k) Approves all CSAA communications.
 - (l) Maintain regular contact with Chapter Presidents.
- (b) The EXECUTIVE VICE PRESIDENT shall assist the President; He/she, shall have and may exercise all the powers and duties of the President during his/her absence.
- (i) The Executive Vice-President as the Program Chairman of the Association must be fully engaged in all aspects of the programs of the Association. (i.e. Annual Convention, National Program Initiatives, etc.)
 - (ii) In concert with the President plans, coordinates and recruits committees to manage a series of meeting and programs. (i.e. Scholarship, Convention, Communications, Newsletter, sub-committees, etc.
 - (iii) Provides data on previous CSAA events to allow the event chair to benefit from past experience and suggestions for improvement.
 - (iv) Provides and coordinates information on forthcoming events to the secretary for inclusion in meeting notices and/or newsletters.
 - (v) Presides at Executive Board meetings in the absence of the President, or at his/her request.
 - (vi) Provides mentorship to new officers
 - (vii) Coordinates programs with the President, the Executive Committee, and The Cathedral School Educational Foundation
 - (viii) In partnership with the National Membership Vice-President ensures strong leadership succession by continuously identifying and recruiting new Association members.
 - (ix) Provides timely and interesting information for newsletters, social media, and mailings.
- (c) The VICE PRESIDENT FOR MEMBERSHIP shall be responsible for publicizing the activities of the Association
- (i) work in partnership with the Executive Vice-President promoting activities to increase membership in the Association.
 - (ii) maintaining a complete roster of the members of the association which should include

Name, Street Address, Year of Graduation, Email Address, Cell Number and Home Telephone Number.

(d) The TREASURER shall be the chief financial and accounting officer of the Association.

(i) Persons seeking to be the Treasurer of the Association should preferably have finance and /or an accounting background. Banking or business management experiences may be considered.

(ii) He/she shall properly maintain and disburse funds of the Association in a timely manner. He/she shall provide a status report in person or a detailed written report to the President for presentation at each executive board meeting.

(iii) Pays all Executive Board approved expenses incurred by the Association.

(iv) Is responsible for adding or removing officers in regards to the Associations' bank accounts using official Association documents signed by the appropriate officers.

(v)The Treasurer must turn over all records and documents to successors at the end of each term.

(vi)He/she should request a final audit of the financial records when turning over financial records to their successor.

(vii) Will take the lead in forming the financial policies along with Financial Secretary as to how to keep track of expenditures and disbursements, use of the Associations' credit/debit card, and the handling of small cash expenses. All policies must be approved by the Executive Board.

(viii) Shall provide a monthly written financial report to the Executive Board.

(e) The SECRETARY shall be responsible for keeping all non-financial records of the Association.

(i) He/she shall send out email citations to the Executive Board for all meetings, take minutes at the meetings of the Executive Committee and at all National meetings.

(ii) Will maintain a Roster of the Executive Board Members which shall include Full Name, Street Address, Email Address, Cell number and Home telephone number if applicable. He/She will keep a current roster of the members of the Cathedral School Educational Foundation (obtained from the Secretary of that body) and a roster of the entire membership of the Association (which will be provided by the Vice President of Membership of the Association.) He/She will have the aforementioned documents available at all Board meetings, as well as the minutes for the previous 12 months.

(iii) Coordinates mailing/emailing of notices and/or newsletters to the membership

(iv) Maintains complete and up-to-date copies of CSAA Constitution and Bylaws and any other organizational documents.

(v) Informs officers of deadlines for reports, mailings, and future commitments.

(vi) Will send minutes to the President ten (10) days prior to the next Executive meeting and disseminate to Board members one week prior to the Board meeting.

(vii) Will send out notice for monthly Executive Board meetings ten (10) days in advance and send out the meeting agenda seven (7) days in advance of meeting.

Chaplain

- a) Provides a spiritual atmosphere in the meetings.
- b) Organizes meditations for meetings
- c) Recites or leads the meditation, invocation, and inspirational expressions for the meeting.
- d) Calls on members to provide guidance, sympathies, a listening ear when appropriate. (i.e. illness, death in family etc.)

Parliamentarian

- a) Shall be the Chairperson of the Constitution and Bylaws Committee.
- b) Competent and experienced in parliamentary procedures
- c) Thoroughly familiar with the Constitution and Bylaws of Cathedral School Alumni Association, and Robert Rules of Order Newly Revised (whatever the current edition is)
- d) The responsibility of the Parliamentarian includes but is not limited to:
- e) Advises the Presiding Officer in the interpretation of the CSAA Constitution and Bylaws. Sits next to the Presiding Officer so as to be convenient for consultation in a low voice.
- f) Insures that no procedural details are overlooked.
- g) Anticipates parliamentary strategy
- h) Sees to it that all Parliamentary requirements are observed.
- i) Applies Robert's Rule of Order Newly Revised (current edition) for any area not covered by CSAA Constitution and Bylaws.
- j) May be called upon by the presiding officer to explain or interpret points of procedure and law, thus educating the membership.

Presidents of Chapters

- a) Presides at each Chapter meeting and Chapter Executive meeting.
- b) Prepares an agenda for each meeting.
- c) Must possess leadership qualities and is a servant leader.
- d) Ability to facilitate and expedite chapter business in every way compatible with the rights of members.
- e) Knowledge of the Association and its culture.
- f) Understands enforcement of the CSAA Constitution and Bylaws, and Robert's Rules of Order (current edition)
- g) Models tact, patience and punctuality.

- h) Effective communication skills.

The Second Amendment to the Constitution of the Cathedral School Alumni Association is revised as follows:

Second Amendment to the Constitution of the Cathedral School Alumni Association.

Amendment II-1

The Executive Committee of the Association shall consist of all of the officers listed in Article 3.1 and a Financial Secretary, who is subject to all of the stipulations of Article 3.4 and Article IV as applicable to the Executive Committee members.

In addition to any other functions as may be determined by the members, the FINANCIAL SECRETARY

- a) shall track and keep copies of all financial records of the association, along with the Treasurer
- b) shall be one of the signatories of the account of the Association
- c) shall generate purchase orders for advances, purchases and any other approved use of funds. The purchase orders shall require the approval of the Vice President and the Financial Secretary
- d) shall generate an expense report with original receipts for all advances and purchases
- e) shall submit a Financial Report for review on a monthly basis to the President and on a quarterly basis to an oversight board designated by the President or the members. The financial report shall include the following from the treasurer: bank reconciliation, bank statement, copies of canceled checks, deposit slips, among others; and from the financial secretary: applicable purchase orders with supporting documentation and receipts, applicable expense reports with supporting documentation and receipts, and explanation of all discrepancies, among others.
- f) Shall provide a quarterly report to the FOB. Upon clearance of the quarterly report, the Executive Board shall post the unaudited report to the CSAA Website.

Financial Oversight Board

The Financial Oversight Board shall be established to monitor and review audit financial affairs of the Association and the Cathedral School Educational Foundation.

The members of the FOB shall be nominated by the President of CSAA. Membership to the Board shall be voted upon by the Executive Committee and shall require a simple majority.

The members shall have a financial background.

The functions of the FOB are as follows:

- (a) To monitor and review financial reports and/statements on a quarterly basis for compliance with the Association and/Foundation policies, and to ensure that expenditures are consistent with approved budgets
- (b) To audit financial statements on a quarterly basis,
- (c) There will be a financial audit of the CSAA and CSEF every two years.
- (d) To liaise with elected officials, particularly the Treasurers, the Financial Secretary, and other designated financial officers

- (e) To report to the President on the financial status of the Association and Foundation on a quarterly basis
- ((f) To file tax returns

Reports from all chapters should include total membership headcount.

Membership dues collected should be reported as part of the Quarterly Reporting.

The forecasted membership dues for the Full Year should be reported at the time of the Quarterly Reporting. Narratives should be included where there are (There should be at least three (3) signatories on the CSAA and CSEF accounts.

The signatories should be the President, Treasurer, and Financial Secretary. A check should always be signed by the President and either the Treasurer or Financial Secretary. View-only access should be granted to the Executive Committee members and the FOB.

The Financial Team (s) of CSAA and CSEF should provide information on when the CSEF account was merged with that of CSAA, and how was the process carried out. Need to clearly delineate CSAA activities from those of CSEF. The Financial Team of CSAA/CSEF should develop a voucher system. Check payments should be preceded by approved vouchers.

Chapters income would be an appendix to the financial reports. There should be a strong effort to ensure transparency in the management of CSAA and CSEF finances.

The FOB for its part will (i) request all donor funds (*i.e.*, restricted and non-restricted) as part of the reporting (ii) request confirmation of accepted tax filing with IRS and local state authorities.

The FOB will send its report to the Executive Committee following its quarterly review of the financial information/transactions of the association.

The Executive Committee should manage members' expectations by being proactive with information, including financial.

The Board shall consist of a Chairperson person and two or four members designated appointed by the President. The Chairperson and Board committee members shall be members in good standing and current with dues.

Financial Oversight Board shall be appointed by the President of the Association. He/she may be removed by a majority vote of the Executive Committee of the Association.

The Chair will appoint other members of the Board, subject to approval by the Executive Committee. The Board members may be removed by the Executive Committee

Adopted this the ____, day of _____, at the Plenary Meeting of the Members of the Cathedral School Alumni Association having obtained a vote of 2/3rds of the members present and in good standing.

Done in the City of _____

Signed:

J. Clarence Yaskey, MD
PRESIDENT

Amendment IV-4

Article IV of the Constitution is revised as follows:

Article 4.3 Removal of Officers

An officer may be removed with cause by vote of a majority of the Executive Officers of the Association or with or without cause by vote of a majority of the members of the Association. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Any officer who has missed two (2) consecutive or three (3) meetings within six months can be removed for their absence.

Any officer who has not provided a written report for two (2) consecutive or three (3) meetings within six (6) months shall be brought before the board for dereliction of duty.

Any officer who is found to be disrespectful and abusive (verbally or otherwise) to any member of the Executive Board or the Cathedral Educational Foundation will be removed from their position.

Amendment IV-5

Article V of the Constitution is revised as follows:

ARTICLE V

5.1 Personal Liability

It is intended that the member and officers of the Association shall not be personally liable for any debt liability or obligation of the Association, and that all persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds, and property of the Association for the payment of any such contract or claim or for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from the Association.

5.2 Director and Officers Liability. It is further intended that the Association shall secure and maintain a Nonprofit Directors and Officers insurance to protect against losses caused by negligence or honest mistakes made by the Association's directors and officers. 5.3 Officers and Board Members will be held liability for personal misbehavior

Amendment IV-6

Article VI of the Constitution is revised as follows:

ARTICLE VI

6.1 Dues and Fees

Each member shall be required to pay the Association an annual due of \$35. Dues received by the Treasurer by December 31 of each fiscal year will be reduced by \$10.00 for a total payment of \$25.00. Members may also be assessed other fees at levels and for causes determined by them, provided that

the assessment of said other fees at levels and for causes determined by them is voted upon by members in accordance with Articles 2.8 and 2.9

Chapter dues will be determined by each Chapter, However, all Chapter members, as members of the national Association must be in good standing at the national level.

6.2 Bank Account

Monies collected by the Association shall be deposited into bank account established by and for the Association. The signatories to the withdrawal of funds from the bank account shall be any two, (2) of the following three officers: The President, Treasurer, and Financial Secretary. Prior to withdrawal from the account a requisition shall be signed and approved by the President and any one of the other two above-mentioned officers.

The bank account of the Association shall be established with a national bank with branches in most states.

Amendment IV-7

Article VII of the Constitution is revised as follows:

ARTICLE VII

CATHEDRAL SCHOOL EDUCATIONAL FOUNDATION

7.1 The Educational Foundation is the arm of the Association established to carry out the goals as stated in the Statement of Purpose, Article I; Section 1.2. b and d.

7.2 Members of the Foundation shall be comprised of the Chairman appointed by the President and one member from each Chapter appointed by the President of each chapter in good standing.

Officials of the Board of the Foundation shall be:

- Chairman
- Vice-Chairman
- Treasurer
- Financial Secretary
- Secretary
- Chaplain
- Parliamentarian

The President of CSAA shall be an EX-Officio member of the Board.

(a) The Foundation shall share the Treasurer of the Association, however, there shall be no other duplication of officers.

b)The Officers of the Foundation shall be different from the officers of the CSAA.

- c) The funds of the Foundation should be held in a separate account from the CSAA.
- d) The President of the CSAA as the Chief Executive officer of the Association shall be a member of the Board of the CSEF and an authorized signer on the CSEF accounts.
- e) The Foundation accounts shall have three (3) signers who shall be the Chair of the Foundation, the Treasurer of the Foundation and the President of the CSAA.
- f) All expenditures of the Foundation should be approved by the CSEF Chair and the CSAA President.

7.3 The functions of the Educational Foundation are as follows:

- (a) to purchase or solicit donations of educational materials for the use of the students, faculty, and administration of Cathedral School
- (b) to coordinate shipment of said materials to Cathedral School
- (c) to mount funding campaigns independent of the activities of the chapters. The monies thus raised will be maintained by the Foundation's treasurer in an account established for that purpose [or submitted to the National Treasurer by the Foundation's treasurer and earmarked for use by the Foundation].
- (d) to provide scholarships to deserving Cathedral School students as funds allow.
- (e) to establish relationships with educational leaders in the United States, and Liberia to promote the upliftment of educational standards in Cathedral School, the Catholic Education System in Liberia and the education system of the Republic of Liberia.
- (f) to promote the professional development of the staff and administration of Cathedral School.
- (g) to establish sister school or pen-pal relationships for Cathedral School teacher exchanges, visiting scholar and other programs, to benefit Cathedral School and the educational system the Republic of Liberia.
- (h) contingent on the availability of funds held by the Educational Foundation or The Cathedral School Alumni Association, the Educational Foundation shall be obligated to spend a minimum of ten thousand United States Dollars (10,000 USD) annually on programs and initiatives including but not limited to the provision of scholarships at the Cathedral School also known as the Cathedral Catholic School located in Monrovia, Liberia, West Africa.

7.4 The Chair of the Educational Foundation shall be appointed by the President of the Association no later than four (4) weeks after the election. The tenure of the Chair shall run concurrently with the tenure of the appointing President. The tenure of the Chair shall terminate at or upon:

- (a) the conclusion of the tenure of the appointing President,
- (b) the physical or mental incapacitation of the Chair
- (c) the resignation of the Chair or
- (d) removal of the Chair by a simple majority of the Executive Committee;

provided, however, removal of the Chair by a simple majority of the Executive Committee shall be contingent on:

- (i) the physical or mental incapacitation of the Chair or
- (ii) failure of the Chair to adequately execute the functions of the Educational Foundation.

For the avoidance of doubt, upon the resignation of the Chair of the Educational Foundation, a subsequent Chair of the Educational Foundation shall be appointed by the President of the Association no later than four (4) weeks after said resignation of the Chair of the Educational Foundation. The tenure of said subsequent Chair of the Educational Foundation shall also run concurrently with the tenure of the appointing President.

7.5 The Foundation will be headquartered in the city of residence of the Chair.

7.6 The Board of the Education Foundation shall be composed of:

- The Chairman of the Foundation Board as appointed by the current National President
- One representative from each Chapter
- Five (5) non-alumnus who are experts in the field of education or related areas and will be elected by a simple majority of the board.

7.7 Excluding the Chairman, the officers of the Board of the Education Foundation shall be elected by the constituted members of the Board. **ARTICLE VIII**

8.1 Amendment of Constitution

Amendment of the Constitution shall be passed by the affirmative vote of two-thirds (2/3) of the members in good standing present at an annual meeting.

ARTICLE IX

9.1 Standing Committees

Program

- a) The 1st Vice-President for Programs is the Chairman of this Committee and shall direct the program activities of the Association. He/She must have a passion for the Associations Programs as set forth by the President, and have the ability to inspire and motivate members to dedicate their time, resources and talents to implementing programs that have an impact on Cathedral School.
- b) The Chairman shall outline and clearly state the goals of programs to the Executive Board and the various Chapters.
- c) The Chairman shall communicate regularly with the President and with Program Chairmen of the various chapters.

d) The Chairman shall submit a monthly report to the Executive Board.

Membership

- a) The Chairman of the Committee shall be the 2nd Vice-President for Membership. He/She shall be cordial, congenial, fair, honest, and unbiased, whose primary purpose is to grow the membership of the Association by chartering new chapters, connecting members to established chapters as well as assist in maintaining the current membership.
- b) The Chairman shall maintain a list of all the members of the Association, in the United States and abroad with will include, name, street address, telephone number, email, year of graduation (when applicable)
- c) The Chairman should be a good listener, and speaker as well as tactful and responsive. He/She must be responsive and inclusive.
- d) The Chairman must present monthly reports to the Executive Board.

ARTICLE X

10.1 Dissolution

If the Association is dissolved, after payment of all liabilities of the Association, all its physical assets shall be sold and the proceeds and balance of funds in its account shall be donated to the Cathedral School in Monrovia, Liberia.

Adopted this the ____, day of _____, at the Plenary Meeting of the Members of the Cathedral School Alumni Association having obtained a vote of 2/3rds of the members present and in good standing.

Done in the City of _____

Signed:

PRESIDENT

Attested:

SECRETARY