



Love, Unity and Sisterhood

EX-SAKER STUDENTS ASSOCIATION - USA
(ExSSA-USA)

Policies and Procedures
(Ratified August 2008)

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Policies and Procedures

1. Vision

ExSSA USA is an alumni Association that supports and advances her members and alma mater.

2. Mission

ExSSA USA seeks to improve the social and academic infrastructure of Saker Baptist College, its members, and its local communities by supporting projects and promoting life-long learning through innovation and resource development.

3. Relationship with Sister Organizations

ExSSA-USA is a sister organization to ExSSA-Cameroon and all other ExSSA Organizations worldwide. ExSSA-USA recognizes ExSSA-Cameroon as the mother and home organization of former students of Saker Baptist College. Since for logistical reasons ExSSA-USA cannot be adequately represented at ExSSA meetings in Cameroon, by participating in decision-making, voting or holding offices in the mother organization, ExSSA-USA is an autonomous organization with a close working relationship with ExSSA Cameroon and will foster that relationship through the following guidelines:

- i) ExSSA-USA will apply to the National Executive in Cameroon for recognition.
- ii) Our bylaws/constitution, while adapted to local USA laws and circumstances, will mirror the intent and purpose of the mother chapter's constitution and will not contradict it in any way. A copy of the organization's bylaws/constitution and official policies and procedures will be provided with the application for recognition to ExSSA-Cameroon.
- iii) Annual registration dues will be paid to the mother organization every year for all active members of the ExSSA-USA with a list of the members covered.
- iv) For information and communication purposes minutes of the annual general meeting should be exchanged between both organizations, within three months of the meeting. In addition, regular communication should

be established between officials of both organizations so that both can remain abreast with each other's activities.

- v) Both organizations should cooperate with each other as much as possible in the choice and execution of projects and ceremonies benefiting Saker Baptist College.
- vi) Members of ExSSA-USA visiting Cameroon and wanting to attend or participate in ExSSA-Cameroon activities must abide by the regulations of the mother chapter in doing so. The same will apply for members of ExSSA Cameroon who visit the United States. In particular, uniforms must conform to the fabric and style chosen by the mother organization.
- vii) In order to distinguish between personal opinions and the position of ExSSA-USA, official communications with ExSSA-Cameroon or other external groups must be done only by the President of ExSSA-USA or her designee.

4. Administration

All permanent records, including but not limited to, minutes, financial records, membership information, history of activities and events, and publications, all property of the Association, including corporate documents, intellectual property, photographs and reference material shall be maintained by the sitting Secretary. This individual will promptly hand over all Association document to her successor within thirty days (30 days) of the end of her term or in the event of resignation.

5. Advertising

EXSSA-USA shall accept advertising as a means to support its publications and activities financially. Rates and policies regarding advertising shall be determined by the NEC, including member/non-member rate differentials.

6. Advisory Board

ExSSA-USA may create an Advisory Board if deemed necessary. This Board will be comprised of senior members of ExSSA-USA and will serve to advise ExSSA-USA leaders on issues and activities relevant and beneficial to the vision and mission of ExSSA-USA. Members will be selected based on commitment to the mission, active involvement in association activities, understanding and knowledge of the bylaws and working of the organization, visibility in the organization, and ability to support the efforts of ExSSA-USA in advocating for the advancement of Saker Baptist College and its alumnae.

The Advisory Board will meet at least annually, at the ExSSA-USA Annual convention or via teleconferencing at times/venues agreed upon by the Board, and may be requested to participate in other conference calls/meetings or email exchanges related to specific activities or events.

EXSSA-USA will appoint and maintain a chaplain who will be the spiritual adviser to the organization.

7. Amendments to Policies and Procedures

Changes to the Policies and Procedures that require approval and adoption by the NEC shall be presented to the NEC with appropriate written data or rationale warranting the amendment. Following adoption of a policy change, the policy document shall be updated to include the change, and the updated document shall replace existing versions.

8. Annual Business Meeting

There shall be an annual business meeting open to all members of ExSSA-USA held in conjunction with the Annual Convention. Any Sakerette shall be allowed to attend the Annual Business Meeting of the Membership but only members in good standing shall be allowed to participate in the proceedings and voting. The agenda for the meeting shall include an annual report by the President and Treasurer as well as any items determined to be of specific interest to the membership.

9. Annual Convention

- (a) Annual conventions will be held in conjunction with the Annual Business Meeting, and must abide by the convention hosting guidelines. Chapters wishing to host conventions must apply and be approved to do so by the National Executive Council.
- (b) All profits emanating from convention proceeds will be split between the national organization and the hosting chapter as follows:
 - (i) 70% to ExSSA-USA National
 - (ii) 30% to the hosting chapter.

No profits shall be allocated and/or distributed unless all of the outstanding expenses associated with the Annual Convention have been paid.

- d. Chapter Presidents will be responsible for ensuring that their chapter delegates are active members in good standing. The list of active members in good standing must be provided to the National Treasurer and Secretary prior to the convention.
- (e) All those planning to attend conventions must fully register by the convention registration deadline. Those registering after the deadline will pay the late registration rate.
- (f) All Ex Saker students who are not active members of ExSSA-USA will be required to pay an additional \$100 in order to participate in any convention proceedings. There will be no exceptions.

10. Chapters

A. Role and Purpose

ExSSA-USA chapters provide members with a vibrant local community through which to obtain opportunities for networking and leadership service. Chapters may develop through the actions of members in the local area or through the initiative of the NEC.

B. Relationship to ExSSA-USA

Members may organize and maintain a chapter with the approval of the National Executive Council and upon payment of annual dues. To seek approval to become a chapter, the local constituent must present the following documents to the National Executive Council:

- a. A list containing the names of a minimum of five (5) members who qualify as members (see paragraph one above) including their mailing and email addresses, graduation year, phone and cell numbers
- b. A copy of signed chapter bylaws duly ratified by the chapter members
- c. Their Articles of Incorporation
- d. Proof of a Chapter Bank Account
- e. Proof of a Chapter Post Office Box
- f. A list of duly elected chapter Officers
- g. A check for their national registration (\$25 per member)
- h. Chapters, upon opening their bank account, must also establish an account with PayPal and provide their account number and PayPal User Id to the ExSSA-USA Web Site committee Chair.

Chapters have their own boards, committees and activities but are required to meet the legal and financial parameters established by ESSA-USA in order to be in compliance with federal and state tax authorities governing tax-exempt organizations. Additional policies governing the relationship exist to ensure operational efficiency, consistency of organizational brand, and to enhance the experience of members. Here are some guiding principles for the relationship:

- Chapters and their respective leaders and representatives will treat one another with respect.
- ExSSA-USA shall exercise the duty of care to make decisions in the best interest of the Corporation.
- ExSSA-USA and the Chapters will be best served by strong communications, open dialogue and member-focused decisions.
- After appropriate deliberation, the NEC has the ultimate responsibility and authority to make decisions for the entire organization and those decisions will be most successful if implemented at the local chapter level.
- Chapter ideas, projects and initiatives that advance the mission of ExSSA-USA should be communicated for replication and inspiration for others throughout the ExSSA-USA organization.
- Chapter Presidents have the unique role of understanding the issues and challenges of local members and serving as Liaisons between their members and the NEC.

C. Chapter Bylaws

ExSSA-USA has model chapter bylaws that are updated as appropriate and posted on the ExSSA-USA website www.exssa-usa.org. All ExSSA-USA Chapters are expected to create and retain bylaws that are in accordance with the model to achieve uniformity in the experience of membership. These bylaws must conform to the requirements of the state and locale in which the chapter is located. Proposed changes to chapter bylaws must be submitted to the NEC via the Secretary for approval prior to presenting them to the Chapter members for ratification. All Bylaws must be ratified by the chapter membership to be considered official.

D. Chapter Bylaws Amendments

In order to maintain the ExSSA-USA IRS tax status as a not-for-profit organization, it is necessary for the organization to ensure that Chapter Bylaws and bylaw amendments are consistent with existing policy. Chapters must therefore submit proposed bylaws amendments to the NEC for approval prior to presenting them to Chapter members for ratification.

E. Annual Dues

All annual dues must be remitted to the National Treasurer by August 1st.

F. Annual Reporting

Each chapter shall submit annually a written report to ExSSA-USA that includes:

- Names, addresses, phone numbers and email addresses of current Chapter members and Board members
- Total number of members
- Total net gain in membership for the year reported
- Programs, and fundraising activities executed for the year
- Financial statement

G. Events and Activities

Chapters are encouraged to hold a complement of programs and activities to engage members, build skills, and promote the mission and goals of ExSSA-USA. All events, programs and activities should be in compliance with the laws and regulations governing organizations under the exempt categories of ExSSA-USA.

H. Financial Reports

ExSSA-USA will file a IRS Group Form 990 on behalf of all chapters. To comply with the filing of this report, chapters must complete the annual financial reporting of revenues and expenses. The EXSSA-USA fiscal year is August 1 to July 31, and chapters should maintain the same fiscal year policy. Additionally, Chapters are responsible for determining and meeting all state/local requirements for reporting, filing and payments.

11. Choir

ExSSA-USA has established a choir that will perform at all conventions and other venues approved by the organization. Only ExSSA-USA members in good standing will be given the honor of participating in the ExSSA-USA choir. All choir members must attend and participate in all scheduled rehearsals as well as abide by any criteria enforced by the choir Director. Failure to do so will lead to your exclusion from the choir. Potential members must be auditioned and accepted by the Directors one year before participation in the choir.

12. Committees

ExSSA-USA committees are designed to ensure member involvement in the planning and execution of EXSSA-USA activities and events. They also provide the needed workforce for carrying out the projects of the organization. The NEC may establish ad hoc committees or task forces as needed. Members interested in serving on committee should contact the President or National Secretary. A list of existing committees and a description of their functions can be found on the ExSSA-USA web site at www.exssa-usa.org. Members interested in joining committees should contact the National Secretary or the National President.

13. Communications

The EXSSA-USA President is the official spokesperson for the association. This responsibility may be delegated to elected leaders and designated member experts as appropriate.

NEC members are encouraged to state NEC or association policy and may describe association activities, plans, and involvement where this can be done accurately. NEC members may speak on issues related to EXSSA-USA if they identify themselves as such, provided that this is done for identification/qualification purposes and provided that opinions expressed and statements made are attributed solely to the individual involved rather than to the NEC or to EXSSA-USA .

Positions of EXSSA-USA on issues that affect the members shall be adopted by the NEC. Official communications on behalf of EXSSA-USA should be done on EXSSA-USA letterhead. Communications to the entire membership must be approved in advance by the EXSSA-USA President. The Executive Committee shall have editorial discretion over all publications.

14. Confidentiality

EXSSA-USA volunteer leaders must maintain in confidence all information that the association deems confidential. Volunteers are not permitted to disregard, overrule or second guess the association's determination to designate and treat information as confidential. The obligation to maintain confidentiality continues indefinitely, not just until the volunteer's position expires or is terminated. Information may be clearly marked "Confidential" or may be designated as such in a meeting. EXSSA-USA will not designate information as confidential without the reasonable expectation that disseminating such information will harm the organization or place

liability upon the organization or its leaders. Members have the rightful expectation that the organization will generally operate with a high degree of openness and transparency to ensure good will of members and to function effectively.

15. Conflict of Interest/Duality of Loyalty

In their capacity as NEC members, the individual leaders of EXSSA-USA must act at all times in the best interests of the organization. Moreover, the NEC of EXSSA-USA has an obligation to ensure that the organization maintains a bias-free, decision-making process. The purpose of this policy is to inform leaders about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help them to avoid conflicts of interest where necessary. This policy may be enforced against individual leaders as described below.

A. What Is a Conflict of Interest?

A conflict of interest may arise when a leader has some other interest that might suggest divided loyalty on the part of the Leader between obligations to EXSSA-USA on one hand, and to some other organization or cause, on the other. The “other interest” may arise from a transaction between EXSSA-USA and a third party, or a leader’s volunteer or paid relationship with a third party, which may compromise a leader’s ability to provide unbiased and undivided loyalty to EXSSA-USA .

In order to proactively address any potential conflicts of interest, each leader is required to annually complete and submit a Disclosure Form detailing any such “other interests.” The leader also must update the Disclosure Form if any material changes or additions to the submitted information arise during the course of the year. On the Disclosure Form, the leader must list all financial transactions with the organization, whether the leader or any family member of the leader has an interest in any third parties providing goods or services to the organization, and any other (nonprofit or for-profit) organizations in which the leader or any family member of the leader is actively involved, has a significant investment, or owns at least a 1% interest. All paid or unpaid positions or relationships with nonprofit or for-profit third-party organizations that compete with EXSSA-USA or take public positions contrary to those of EXSSA-USA should also be listed. The leader is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed.

B. How Should Conflicts Be Addressed?

An initial determination as to whether a particular outside transaction or relationship may constitute an actual, potential or apparent conflict of interest shall be made by the Executive Committee of EXSSA-USA, with the assistance of legal counsel. This will be done without the presence of the individual whose involvement in such transaction or relationship is under consideration. This determination shall be made in any circumstance in which a credible potential for a conflict of interest is identified either by an individual leader (through mandated self-disclosure) or by a third party. However, if the Executive Committee concludes that this determination should be made by the NEC, then the matter shall be referred to the NEC for its consideration, deliberation and resolution, with the assistance of legal counsel and without the presence of the individual whose involvement in such transaction or relationship is under consideration. The NEC shall have final authority over the resolution of all conflict of interest matters.

If the NEC believes that a particular relationship or transaction may represent an actual, potential or apparent conflict of interest, it shall first request additional information from the leader detailing the nature of the relationship or transaction.

When evaluating whether a particular transaction or relationship constitutes an actual, potential or apparent conflict of interest, the Executive Committee shall consider the following (non-exhaustive) factors:

- Abusing one's role as a leader for personal or third-party gain or pleasure (including, but not limited to, the solicitation or acceptance of gifts or other items of value or indirect inducement to provide special treatment on organization matters.)
- Placing one's own self-interest, the interest of one's company, organization or another entity for which the individual serves in a leadership, employment or ownership capacity, or the interest of any third party above that of EXSSA-USA.
- Engaging in any outside business, professional or other activities that would directly or indirectly materially adversely affect EXSSA-USA.
- Providing goods or services to EXSSA-USA as a paid vendor.

If the Executive Committee determines that a particular relationship represents an actual, potential or apparent conflict of interest, it (or the NEC, if the matter has been referred to the NEC) shall resolve such actual, potential or apparent conflict in one of the following manners:

- (1) Waive the actual, potential or apparent conflict as unlikely to affect the leader's ability to act in the best interests of the organization;
- (2) Determine that the individual leader should be recused from all deliberations and decision-making related to the particular transaction which gives rise to the actual, potential or apparent conflict. This resolution should apply particularly when the transaction or relationship is one that presents a conflict only with respect to one or two discrete programs or activities. For example, if an individual NEC member also works for a company that produces a program that competes with one or two discrete programs of EXSSA-USA, the Executive Committee or NEC may determine that the NEC member should be recused from all deliberations and voting related to such program(s) (both at the outset and on an ongoing basis), but that the NEC member need not resign his/her seat on the NEC.
- (3) Determine that the individual Leader must resign from his/her service to EXSSA-USA, because the actual, potential or apparent conflict is so pervasive that the leader would seldom be able, if ever, to act in the best interests of the organization. For example, if an individual NEC member is using ExSSA-USA resources for personal gain, the NEC may determine that the individual should resign from the Board.
- (4) The special procedure below is applicable to all instances in which a leader (or the leader's company, organization or another entity for which the leader serves in a leadership, employment or ownership capacity, or a member of the Leader's family) seeks to provide goods or services to EXSSA-USA as a paid vendor, or seeks to receive a significant grant or contract from EXSSA-USA.
 - (a) The leader must disclose to the NEC in advance of any related action to be taken by the Board her intent to seek to provide goods or services as a paid vendor to EXSSA-USA or to receive a grant or contract from the organization.
 - (b) The leader must recuse herself from all deliberations and voting related to the contemplated action;
 - (c) If the value of the transaction exceeds \$3,000, EXSSA-USA must, through a request for proposal process, have solicited proposals broadly from other qualified vendors/prospective grant or contract recipients and received (or attempted to receive) written

bids from at least three such individuals/entities (including the leader);

- (d) The NEC must determine (without the presence or participation of the leader) that the transaction is fair and in the best interests of EXSSA-USA based on all of the facts and circumstances, and such determination (including the fact that it was made in the absence of the leader) shall be documented as part of the relevant meeting minutes (all competing bids received shall be retained as well); and
- (e) If selected, the leader may not participate in any process by which her performance as a vendor/grant or contract recipient is evaluated.

16. Financial Management

(a) General Financial Management

- (i) The Treasurer and the Financial Secretary shall be responsible for the finances of the ExSSA-USA.
- (ii) Withdrawals of funds from the ExSSA-USA account shall be made or authorized by the National Executive Council (NEC) by means of checks or by authorized bank transfers.
- (iii) One or more Auditors may be appointed by a Resolution of the National Executive Council (NEC) to audit the financial records of ExSSA-USA.
- (iv) The Treasurer or the Financial Secretary shall not serve as Auditors at any given time.
- (v) The National Executive Council (NEC) may engage the services of a certified accountant for purposes of auditing the finances of the Association.

(b) Source of Finances

The funds of the Association shall be generated from four major sources:

- (i) National Registration dues
- (ii) Local Chapter dues.
- (iii) Fundraising activities,
- (iv) Donations
- (v) Grants

17. Membership

Membership in ExSSA-USA shall be open to all women who at one time or the other attended Saker Baptist College, Limbe, Cameroon (regardless of whether they graduated) and are now residing in the United States of America. All members except honorary members must pay a one-time non refundable national registration fee as determined by the NEC. This fee entitles you only to the national membership. The types of membership categories are:

Regular Members: Regular members of ExSSA-USA are Sakerettes who meet the following criteria:

- Have paid their one-time nonrefundable national registration fee
- Are residing in the United States of America and
- Belong to and actively participate in local chapter activities.

Members-At-Large: Members-At-Large are Sakerettes, who meet the following criteria:

- Have paid their one time non-refundable national registration fee
- Reside more than 50 miles from the nearest chapter or reside abroad but visit the USA at least once a year to attend annual conventions. As with regular members, these members shall also be subject to the annual member dues and national levies.

Corporate Members: Corporate membership shall be available to agencies, business firms, trade associations, and organizations that support the vision and mission ExSSA-USA.

Honorary Members: Honorary Membership may be conferred to an individual upon approval by the NEC for their outstanding contributions to the general welfare of Saker Baptist College and ExSSA-USA. Honorary Memberships may be conferred to (but not limited to) the following:

- (a) Present and Former Faculty and Administrative Staff of Saker Baptist College;
- (b) Spouses of Sakerettes (a.k.a. Saker Cats);

18. Membership Data

ExSSA-USA will serve as the repository of all membership records and payment information on members. Such information includes confidential data, the handling of which is regulated by state and federal law. Policies regarding access to and distribution of such data will be guided by such laws and regulations as well as internal policies to enhance the operation of ExSSA-USA and its chapters. Chapter leaders that have access to member information must maintain the confidentiality of

this information.

19. Member Benefits

Members in good standing shall be afforded all benefits as designated by the bylaws, articles and policies as adopted, including the following.

A. Voting

Members in good standing shall have rights to vote in member elections and participate in all proceedings during the Annual Business Meetings.

B. Death of Sakerettes

(a) Active Members of ExSSA-USA

In the event of the death of an active member in good standing, all active members will be levied \$100 to assist with the member's final arrangements. All payments will be collected by chapter Presidents and sent to the National Treasurer within one week of the passing of the member.

ExSSA-USA will be officially and physically represented at the wake and funeral services (if they take place in the USA) by all those able to be present. Members will wear their national uniforms and will be required celebrate the life of the departed Sakerette through singing.

(b) Non Active Members of ExSSA-USA

In the event of the death of a non active member of EXSSA-USA Sakerettes may participate and contribute to the final arrangements individually. ExSSA-USA will not be officially represented as a group and therefore members will not be required to wear their uniforms or sing as a group.

C. Uniforms

There is only one global ExSSA Organization with branches all over the world. None members will not have access to uniforms distributed by ExSSA-USA. All ExSSA members must utilize the uniform chosen and printed by the mother Organization in Cameroon. ExSSA-USA members selected a new style for their uniform during the 2008 general assembly meeting. This new official

uniform must be worn proudly at all ExSSA-related activities. Chapters can print/have chapter uniforms to be used for local chapter activities. Please note that when an ExSSA-USA member is visiting Cameroon and wants to participate in any activities, she must wear the original EXSSA uniform.

20. Members' Conduct

In pursuit of ExSSA-USA objectives its members shall act in accordance with the following general principles:

1. All members shall, in good faith, fulfill the obligations assumed by them in accordance with these Policies.
2. All members shall respect each other and maintain honesty and integrity in dealing with matters of the Association. Any member culpable of a dishonorable act (such as misappropriation of funds, embezzlement) to the Association or fellow members may be levied the appropriate recourse as determined by the National Executive Council (NEC). If such action involves a National Executive Council Member, a vote of impeachment may be accorded.
3. All members shall be treated equally by the Association's National Executive Council (NEC).
4. All members have a fiduciary duty to the Association. Therefore, each member is obligated to meet her financial commitment to the Association.

21. Member Involvement

ExSSA-USA strives to be an inclusive organization with member involvement and participation. Because ExSSA-USA is a volunteer organization, members are required to serve in a volunteer capacity for the good of the organization. Leaders shall view it as part of their responsibility to identify and develop future leaders of the organization by providing opportunities to serve, recognition and appreciation for service and a spirit of cooperation and collaboration in the exercise of volunteer activities.

Leadership positions in ExSSA-USA chapters, committees, task forces and the NEC provide an opportunity for members to learn important skills that will enhance their professional options. Therefore, meetings, committees, the NEC and other forms of engagement should be conducted in a manner that reflects professionalism, respect for ideas, and demeanor commensurate with advancing the women and the credibility of ExSSA-USA.

22. National Executive Council (NEC)

The composition of the National Executive Council and filling of vacancies and related matters are stated in the ExSSA-USA Bylaws. The terms of office, procedures for electing the members of the NEC are detailed in these procedures.

Responsibilities of individual Officers are outlined in the organization's Bylaws found on the ExSSA-USA web site.

A. Election of National Executive Officers

1. Term of Office

The term of office for an Executive Officer shall be for a period of two years. Therefore, election by majority vote shall be held every two (2) years during the Annual Business Meeting at the Convention for all Executive Officer positions for the next two years. No officer shall serve in the same position for more than two terms; however, Officers can run for other Board/NEC positions when these positions become available. To avoid a conflict of interest, no elected officer shall hold a national and local chapter office concurrently.

2. Election/Nominations Committee

The Election/Nominations Committee shall be appointed by the NEC to solicit members with leadership potential that are interested in serving on the ExSSA-USA leadership positions and shall make the final determination of the candidates to be placed on the election ballot based on the qualifying criteria. The committee shall oversee the election process. It shall be made up of the Immediate Past President, who shall chair the committee, and four other non-NEC members who are not running for positions. Under no circumstances must current NEC members serve on this committee.

The Committee shall solicit and obtain consent from each such candidate to serve in the office during the year preceding the elections, but no later than four (4) months before the Annual business meeting. Solicitation of candidates for the NEC shall begin in January of every election year.

Committee members will represent as many generations of Sakerettes as possible and be geographically balanced. Members must be in good standing and must have been EXSSA-USA members for at least two (2) years, have attended at least two (2) conventions, and be active in their

local chapters.

3. Report

The Report of the Elections Committee, signed by its Chairperson, and stating the names of the candidates so nominated for each such office, shall be presented promptly to all eligible voting members two (2) months before the General Assembly Meeting.

4. Ballot/Voting

- A ballot containing the names of the candidates for each office with a blank “write in” space for each such office shall be distributed to each voting member in good standing during the meeting of the Association
- Each voting member of the Association shall have the right to vote for the candidates named on the ballot or for any qualified member of the association by writing her name in the proper blank “write in” space on the ballot. Anyone writing in a candidate not on the ballot should have that individual’s consent in advance.
- After the close of the balloting, the votes shall be counted by the Governance committee. Any member of the Association may observe such counting.
- Election Results shall be announced by the Chief Whip immediately following the counting & certification of the votes.
- Runners-up may be declared the vice/assistant for any position only with a vote of a majority of the voting members of the general assembly.

5. A Tie

In the event two or more persons receive an equal number of votes for the same office, a ballot shall be taken again and the person receiving the greater number of votes at such meeting shall be declared elect.

6. Transition

All newly elected officers shall take office within a 30 days transition period immediately following the election. During the transition period, the outgoing Executive Officers and incoming Executive

Officers shall work closely in:

- (i) Documenting all previous minutes, proceedings, etc.
- (ii) Handing over of documents and financial records
- (iii) Balancing of financial statements

B. General NEC Responsibilities

1. The Executive Officers shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the operation of ExSSA-USA and every act which the society may lawfully do and perform to the extent of the Bylaws of this Association.
2. The Executive Officers shall keep a complete record of all acts and proceedings of meetings and present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Association.
3. Major financial considerations must be brought before a National Executive Council (NEC) prior to implementation. Notice of such topics must be given to all NEC members in writing, prior to the meeting. Votes for such matters will be accepted via phone, mail, fax, or e-mail. Failure to attend or communicate would be a vote of abstention.
4. Members must be informed about the organization's mission, services, policies and programs
5. Members must review agenda and supporting materials prior to NEC and committee meetings
6. Member must be willing to serve on committees, task forces and special assignments
7. Members must be willing to suggest possible nominees to chair committees that can make significant contributions to the work of the association
8. Members must participate in all association meetings, events and programs and encourage other members and prospective members to participate

C. Attendance and Conduct at NEC Meetings

All NEC members and Chapter Presidents are required to attend NEC meetings, keeping scheduling conflicts to a minimum. Committee Chairs must attend meetings when they are required to report on the progress of their projects. Absence from 2 consecutive NEC meetings in a row will be considered voluntary resignation, and absence from 4 NEC meetings in a year by officers will be considered voluntary termination, unless the absence was caused by mitigating circumstances, such as illness, tragedy in the family, a long trip/vacation, etc. Proxies must be used in these circumstances (see Article VI section 8 of the bylaws).

Chapter Presidents who cannot attend NEC meetings must designate their Vice Presidents to represent them.

NEC members have a duty of loyalty to the organization and other NEC members. While differences of opinion are sure to arise, NEC members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, member unity and confidence will be promoted.

NEC members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization. Ideally, NEC members must arrive at meetings prepared and ready to engage in thoughtful dialogue, applying a group process which generates and promotes critical thinking.

The agenda of each NEC Meeting shall include, as a standing item of business, the review of ExSSA-USA financial statements for the year-to-date. Any major deviation from the budget and its impact on ExSSA-USA's operations for the remainder of the year should be assessed. The Treasurer should lead this review. NEC Members should commit to knowing and fulfilling the responsibility of their respective offices.

D. Fiduciary Duty of the NEC

The NEC has a fiduciary duty to the organization, including duties of care, loyalty and obedience. They are required to act reasonably, prudently and in the best interests of the organization, to avoid negligence and fraud, and to avoid conflicts of interest. In the event that the fiduciary duties of care, loyalty or obedience are breached, the individual breaching the duty is potentially liable to the Association for any damages caused to the Association as a result

of the breach. This fiduciary duty is a duty to the association as a whole; even those who only serve on a particular committee or task force owe the fiduciary obligation to the entire association.

1. Duty of Care

NEC members must exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. NEC members must act in a manner which they believe to be in the best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

2. Duty of Loyalty

This is a duty of faithfulness to the association. This means that NEC members must give undivided allegiance to the association when making decisions affecting the association. In other words, they cannot put personal interests above the interests of the association. Personal interests may include outside business, professional or financial interests, interests arising from involvement in other organizations, and the interests of family members, among others.

3. Duty of Obedience

This duty requires NEC members to act in accordance with the organization's Articles of Incorporation, bylaws and other governing documents, as well as all applicable laws and regulations.

23. Public Relations

The EXSSA-USA President, Secretary and Public Relations Officer must review all public relations materials (i.e., letters to editors, ads, public forums) prior to their being issued. Use of EXSSA-USA affiliation in a way which appears to state a policy or position on behalf of the organization without prior consent is prohibited.

Positions on specific issues must be approved by the NEC. In the event that an issue is time-sensitive, the NEC Executive Committee is empowered to approve position statements. Such statements shall be presented to the entire Board for approval by vote in person or by teleconference call at the earliest available opportunity or next scheduled meeting.

24. Use of EXSSA Name and Logo

All vendors seeking to sell their wares at ExSSA-USA conventions/events must obtain approval from the ExSSA-USA National President prior to the convention/event. All vendors must donate 20% of their sales to the ExSSA-USA Water Project. Vendors selling merchandise with the ExSSA-Logo must donate 25% of their proceeds to the ExSSA-USA Water Project.

25. Website

ExSSA-USA maintains a website to promote the organization, maintain information for easy access by members, provide visibility to chapters for programs and events, promote ExSSA events and activities, and facilitate online transactions for joining, renewing membership. For access to the web site, go to www.exssa-usa.org.