

ExSSA-USA BYLAWS
Amended and Adopted
August 2007

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

ARTICLE I. NAME

The name of this Corporation shall be the Ex-Saker Students Association, USA, hereinafter referred to as ExSSA-USA.

ARTICLE II. LOCATION

The principal office of the Corporation shall be located in Houston, Texas.

ARTICLE III. OBJECTIVE

The objective of the Corporation is to advance the welfare and prestige of Saker Baptist College as well as establish, encourage and maintain a mutually beneficial relationship between Saker Baptist College and its alumnae in the United States of America and around the world. The objective is to be served and accomplished through programs, services, scholarships, and other stimulating activities that will support the mission of the organization.

All policies and activities of the Association shall be consistent with applicable federal, state and local laws and legal requirements, applicable tax exemption requirements, including the requirement that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ExSSA-USA recognizes ExSSA-Cameroon as the mother and home organization of past students of Saker Baptist College. Since for logistical reasons Sakerettes living outside of Cameroon cannot be adequately represented at ExSSA meetings in Cameroon by participating in decision-making, voting or holding offices in the mother organization, ExSSA-USA will be an autonomous organization with a close working relationship with ExSSA Cameroon. The guidelines of this relationship are outlined in ExSSA-USA's Policies and Procedures.

ARTICLE IV. MEMBERSHIP

Section 1. 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.

Section 2. Members shall be admitted and shall be eligible to vote upon payment of all fees and dues as may be required by these bylaws or the National Executive Council (NEC). The amount of such dues shall be determined periodically by the NEC and assessed upon each member. 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.

Section 3. The following types of Membership will prevail within the Corporation:

- **Regular Members:** Regular members of ExSSA-USA are Sakerettes residing in the United States, who belong to Chapters and actively participate in local chapter activities.
- **Members-At-Large:** Members-At-Large are Sakerettes, who have paid their one time non-refundable national registration fees, reside more than 50 miles from the nearest chapter or who reside abroad but visit the USA at least once a year and attend annual conventions. As with regular members, these members shall also be subject to the annual member dues.
- **Corporate Members:** Corporate membership shall be available to agencies, business firms, trade associations, and organizations wishing to show support for the welfare of Saker Baptist College and its alumnae.
- **Honorary Members:** Honorary Membership to ExSSA-USA 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);

Section 4. Dues and fees of membership shall be determined by the National Executive Council/Board.

ARTICLE V. MEETING OF THE MEMBERSHIP

Section 1. An Annual Meeting (General Assembly) of the members shall be held in August of every year during the National Convention for the purpose of transacting various business affairs of the Corporation, including elections and installation of officers. The NEC shall be responsible for the Annual Meeting, and shall collaborate with the Host Chapter in preparing and organizing the meeting of the members.

Section 2. Written Notice of any meeting of members shall be delivered by mail, or electronic media to each member entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting. Electronic media shall include but not be limited to email, facsimile, corporate website, etc.

Section 3. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved by a majority of the members entitled to vote. Such consent may be obtained by mail and/or electronic media in such manner as the NEC shall determine. The Secretary shall report all actions approved by unanimous written consent to the NEC within five (5) working days.

Section 4. Voting on all matters may be conducted in person during the general assembly of the members, by mail or electronic media. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing. No proxy shall be valid after sixty (60) days from the date of its execution.

Section 5. The members in good standing holding a majority of the vote which may be cast at any meeting shall constitute a quorum for the transaction of business except for bylaws revisions. Bylaws revisions shall require 2/3 (two-thirds) of the majority vote. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

ARTICLE VI. ELECTION OF OFFICERS

Section 1. The National Executive Council (NEC) of the Corporation shall be elected every two (2) years by secret ballot during the annual meeting of the Corporation, by mail or by electronic media as determined by the NEC. ONLY

registered ExSSA-USA members in good standing who are active in their chapters are eligible to vote or run for election.

Section 2. Each NEC member must be an EXSSA-USA member in good standing. NEC members shall be elected for one two-year term and may not serve for more than two terms in the same position. Officers filling a mid term vacancy may serve a maximum of two (2) terms consecutively in that position. Serving the mid term position constitutes one (1) term, regardless of the length of service in that position.

Section 3. Any member of ExSSA-USA in good standing may either nominate themselves for an executive position or nominate a qualified member.

ARTICLE VII. NATIONAL EXECUTIVE COUNCIL

Section 1. The governing body of ExSSA-USA is the NEC, which has authority and is responsible for the supervision, control and direction of the Corporation.

Section 2. The NEC shall meet a minimum of eleven (11) times a year with special meetings called as necessary. Special meetings may be requested by a NEC member or not less than one-fifth (1/5) of its members. Meetings shall be defined as in-person or audio-conference meetings in which participants have the opportunity to hear and participate in discussion, deliberate, and vote on issues before the NEC.

Section 3. Notice of special meetings of the NEC shall be given at least two (2) days previously, in person, by mail, fax or electronic media to each member of the NEC.

Section 4. The act of the majority of the NEC members present at a meeting at which a quorum is present shall be the act of the NEC unless the act of a greater number is required by law or by these Bylaws. Two thirds (2/3) of the NEC members in attendance at any meeting shall constitute a quorum.

Section 5. Any vacancy occurring in the NEC by reason of resignation, incapacitation, removal, disqualification, and otherwise, shall be filled by the NEC. A member elected to fill a vacancy on the NEC shall be elected for the unexpired term of her predecessor in the office. The member filling a midterm vacancy may serve a maximum of two (2) terms consecutively in that position. Serving the midterm position constitutes one term, regardless of the duration of service in that position.

Section 6. An elected officer shall be impeached and/or removed from her position by a two-thirds (2/3) vote of the remaining members of the NEC whenever

it is judged the best interest of the Corporation would be served thereby. Examples of removable offences are:

- (i) Exhibiting a consistent pattern of reckless disregard and gross negligence in executing the duties of her office.
- (ii) Misusing and/or misappropriation of assets of ExSSA-USA.
- (iii) Exhibiting a conflict of interests with ExSSA-USA

ExSSA-USA shall take necessary measures to recover misappropriated assets, including but not limited to, legal action against the officer.

Section 7. NEC members as such shall not receive any salaries or compensation for their services to the Corporation, nor shall they be reimbursed for expenses incurred for attendance at any regular or special meetings of the NEC or the membership.

ARTICLE VIII. DUTIES OF THE EXECUTIVES

Section 1. The **President** shall be the Chief Executive Officer of the Corporation and shall preside over all general and special meetings of the membership and the NEC. She shall have the power to appoint committees and task forces to carry out the work of the Corporation. The President may sign with the Secretary any deeds, mortgages, bonds, contracts, or other such documents with which the NEC has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority to sign to some other officer of the Corporation. In general, the President shall perform all duties incident to the office of the President and shall serve as the official spokesperson for ExSSA-USA.

Section 2. The **Vice-President** shall preside in the absence of the President or in the event the President is unable or refuses to act. When so acting, the Vice-President shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as may be assigned by the President or by NEC. The Vice President shall work very closely with the membership committee to coordinate membership activities within ExSSA-USA and between ExSSA-USA and other organizations.

Section 3. The **Secretary** shall be the guardian of Corporate records, and shall keep the minutes of all the meetings of the members and the NEC; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; maintain a current directory of the post office addresses, and phone numbers of each member of the corporation. In conjunction with the President, the Secretary shall execute all contracts on behalf of the Association, subject to the approval of the NEC; serve as historian of the Corporation and perform other duties as may be

assigned by the President or by the NEC. She shall have a copy of the bylaws present at all meetings for reference.

Section 4. The **Vice Secretary** of ExSSA-USA shall assume the duties of the Secretary in the event that the Secretary is unavailable or refuses to act; and perform any and all other duties and tasks required by the President and the NEC. The Vice Secretary shall work very closely with the Secretary to ensure that the membership Directory is updated frequently to reflect only the current ExSSA-USA members in good standing.

Section 5. The **Treasurer** shall be the financial officer of the Corporation and shall present the annual budget, financial reports, and an annual report at the meeting of the corporation during the Annual meeting. She shall have charge and be responsible for all funds, and securities, of the Corporation, receive and give receipts for money due and payable to the Corporation, keep the President informed of any Chapter(s) and member(s) who are financially delinquent; Enforce the collection of all national membership dues and levies as well as remind all members of their fiduciary obligation to ExSSA-USA. The Treasurer shall also undertake these specific functions:

- (i) Be co-signatory with the President, of all disbursement checks, unless this function is designated to someone else because of logistical reasons.
- (i) Provide a list of the names of all members in good standard to the Secretary for use in preparing the National Directory.
- (ii) Assume the duties of the Financial Secretary in her absence.
- (iii) Perform other duties as may be assigned by the President or by the NEC.

Section 6. The **Financial Secretary** of ExSSA-USA shall assist the Treasurer as needed in maintaining financial records and preparing financial reports; coordinating the receipt and deposit of all funds of ExSSA-USA. She shall also:

- (i) Forward all receipts to the Treasurer for record keeping purposes.
- (ii) Shall be a member of any Fund-raising Committee of ExSSA-USA.
- (iii) In the absence of the Treasurer, the Financial Secretary shall perform the duties of the Treasurer and perform other duties as may be assigned by the President or by the NEC.

Section 7. The **Publicity Secretary** shall be responsible for coordinating, promoting and advertising all ExSSA-USA activities and its chapters; and performing other duties as may be assigned by the President or by the NEC.

Section 8. The **Organizing Secretary** of ExSSA-USA shall be the liaison between the convention hosting chapter and the NEC; ensure that the hosting chapter abides

by the convention hosting guidelines; and perform other duties as may be assigned by the President or by the NEC.

Section 9. In the absence of the Organizing Secretary, the **Vice Organizing Secretary** of ExSSA-USA shall assume responsibility of the Organizing Secretary:

Section 10. The **Chief Whip** shall enforce rules of procedure during meetings of the Corporation; serve as the Protocol Officer for ExSSA-USA; and perform other duties as may be assigned by the President or by the NEC.

Section 11. The National **Music Prefect** of ExSSA-USA shall plan, coordinate and oversee all ExSSA-USA concerts and music-related activities, coordinate the development, creation and distribution of an ExSSA-USA Songbook, and perform other duties as may be assigned by the President or the NEC.

Section 12. The Vice Music Prefect shall perform the above functions of the Music Prefect in the Music Prefect's absence.

ARTICLE IX. COMMITTEES

Section 1. An Executive Committee consisting of the President, the Vice President, the Treasurer, and the Secretary of the Corporation may act in the place of the NEC when authority is designated by the NEC or in emergency matters where the Executive Committee action is temporary and is subject to the subsequent approval of the NEC at its next meeting. Two-thirds (2/3) of the Executive Committee shall constitute a quorum.

Section 2. The NEC may designate and appoint one (1) or more committees to carry out the management of tasks delegated to them. These committees shall be headed by Committee Chairs selected by the Members of the Committee. While the President of ExSSA-USA may assign any of ExSSA-USA Executive Officers to a Committee, each Committee Chair is responsible for coordinating, directing, and overseeing the activities of the Committee. The Committee Chairs shall answer to the President of ExSSA-USA and the NEC and are required to present progress reports to the President and the NEC on a regular basis.

ARTICLE X. CHAPTERS

Section 1. Members may organize and maintain a chapter with the approval of the NEC and upon payment of annual dues. To seek approval to become a chapter, the local constituent must present the following to the NEC:

- 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)

Section 2. Each chapter shall adopt bylaws in conformance with the bylaws of EXSSA-USA and shall submit such bylaws and amendments adopted therein to the NEC prior to final ratification by the chapter members. Comments provided by the NEC shall be resolved and incorporated in the chapter bylaws prior to final ratification by the chapter members. After ratification by chapter members a copy of the signed document shall be provided to the National Secretary for organization records.

Section 3 Each chapter shall have such officers as may be necessary for the proper conduct of its affairs. Chapter officers shall be elected by members of the chapter in accordance with the chapter bylaws.

Section 4. Each chapter shall submit, during the meeting of the Corporation, a **written** annual report of its activities and financial affairs to the members and the NEC.

Section 5. The NEC shall have authority to terminate the membership of any local chapter at any time by a two-thirds (2/3) vote of its members present at a meeting called for that specific purpose. Said chapter shall have been informed in writing of the proposed action and the reason therefore at least sixty (60) days prior to the Council meeting at which such action is to take place; and further, that the said chapter shall have been informed in writing by the National Secretary that the chapter may be represented at the meeting by its regularly elected delegate(s) or counsel of its choosing. Grounds for termination may include illegal and/or immoral activities, blatant violation/disregard of ExSSA-USA Bylaws, embezzlement, dishonesty, etc. The above-referenced list on the grounds for termination is not exhaustive, but illustrative.

ARTICLE XI. AMENDMENTS

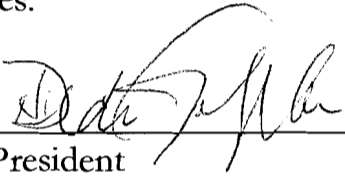
These bylaws may be altered, amended, or repealed by a 66% majority of the total voting members.

ARTICLE XII. RULES OF PROCEDURE


The NEC may establish rules that are consistent with these Bylaws for the policies, procedures and programs of the Association. The business of the Corporation with respect to adoption of motions presented to the membership or to the NEC shall be conducted in accordance with the most recent edition of Robert's Rules of Order. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the Chair.

ARTICLE XIII. DISSOLUTION

Upon dissolution of the Corporation, the NEC shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated for educational purposes as the NEC/Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the State of Texas, for such purposes or to such organization(s) as said court shall determine that are organized and operated exclusively for such purposes.

APPROVED: 
President

DATE: 01/06/08

ATTEST: 
Secretary

DATE: 01/06/08