

The Constitution of Bolahun Worldwide

Preamble

We, the alumni, former students, and friends of the Bolahun schools which were established and operated in Liberia by the Holy Cross Missionaries from West Park New York until 1972, and now owned and operated by the Episcopal Church of Liberia, cognizant of the need to contribute charitably to the continued existence of these schools; and, recognizing the need to coalesce and build a sense of community among the membership with the sole purpose of identifying with and promoting ones and belonging; do hereby organize ourselves under this Constitution.

Article I

Name, Type and Headquarters of the Organization

Section 1A: Name of the Organization

Section 1.1: The organization shall be called Bolahun Worldwide (BWW)

Section 1B: Headquarters of the Organization

Section 1.2: The organization shall be headquartered in the United States of America, and shall be situated in the City and State in which the articles of incorporation were established, Maryland;

Section 1C: Type

Section 1.3: BWW shall operate exclusively as a non-for-profit organization as defined under section 501©3 of the Internal Revenue Code of the United States.

Article II

Purpose & Objectives of BWW

Section 2: The purpose and objectives of BWW shall be to:

Section 2.1; organize and rally support for the sustenance of the Bolahun Episcopal School System and its affiliated institutions;

Section 2.2; contribute charitably to the operations of the Bolahun Episcopal School System and its affiliated institutions;

Section 2.3; collaborate with anyone or entity that espouses and subscribes to the ideals and aspirations of BWW for the development of the Bolahun Episcopal School System and affiliated institutions;

Section 2.4; enhance educational, social, economic, religious doctrine as well as promote the cultural heritage of Liberia;

Section 2.4; promote understanding, cohesiveness, goodwill, brotherhood, belonging and socialization among its membership.

Article III: Membership, Categories & Rights

Section 3A: Membership of the Organization

Section 3.1: Membership of the organization shall be opened to all alumni, former students, and friends of the Episcopal Church schools in Bolahun, Lofa County, anyone who subscribes to the ideals and aspirations of the organization and their spouses.

Section 3.2: There shall be three (3) categories of membership:

- i. Active/Regular Members
- ii. Associate Members
- iii. Honorary Member

Section 3B: Rights of Members of the Organization

Section 3.3: An active/regular member shall be defined as a member who is registered, paying due regularly and actively involved in the work of his/her chapter. He/she shall have voting rights and shall not be discriminated against for any reason whatsoever provided that he/she is in good standing;

Section 3.4: Associate membership shall be opened to anyone other than active/regular members who believe and share the values and aspirations of the BWW organization and are willing to participate and promote the work of the organization. This category of membership shall not have voting rights;

Section 3.5: Honorary membership shall be conferred upon anyone other than the active/regular members who are dedicated to the cause of humanity and whose contributions and efforts are in conformity with the BWW aims and objectives. To be an honorary member, an individual must be recommended by the President for approval by the membership through simple majority vote. Honorary members shall not have voting rights;

Section 3C: Members in Good Standing

Section 3.6: A member in good standing, for the purpose of this Constitution, is defined as all verifiable and certified current due-paying members who participate regularly in meetings or Conventions organized by either established chapters or the BWW leadership;

Article IV: Structure of the Organization

Bolahun Worldwide (BWW) shall comprise of the following organizational hierarchy:

- 1. General Assembly**
- 2. Board of Directors**
- 3. National Executive Council (NEC)**
- 4. Governing Advisory Council (GEC)**
- 5. Chapters**
- 6. Standing Committees**
- 7. Ad Hoc Committees**
- 8. Parliamentarian**

Article V: Duties and Responsibilities

Section 5A: General Assembly

Section 5.1: The General Assembly shall be the highest and ultimate decision-making body of BWW, and its decisions shall be final and binding on its membership to include the Board of Directors, the National Executive Council, chapters and individuals;

Section 5.2: The General Assembly shall consist of delegates from various chapters, the Board of Directors, the National Executive Council and other individuals.

Section 5.3: Only members and chapters who are considered to be in good standing as defined within this Constitution shall vote and participate in the deliberations of the General Assembly;

Section 5.4: All decisions at the General Assembly shall be taken by a simple majority vote, except for matters relating to impeachment and amendment of the Constitution which shall require two-thirds majority;

Section 5.5: The General Assembly shall convene once every year on the second weekend of June to review and establish policies, accept and approve the budget and financial statements, organize and hold elections at the end of every term-limit by secret

ballot, and amend the Constitution as required and in conformity with established procedures;

Section 5.6: The proceedings of the General Assembly shall be planned and executed by the National Executive Council (NEC) in collaboration with the National Convention Committee, host chapter and with advice from the Board;

Section 5.7: The National President of BWW shall preside over the proceedings of the General Assembly.

Section 5B: Board of Directors

Section 5.8: The composition of the BWW Board of Directors shall be drawn from the following representative groups: two (2) members each from established chapters who shall be democratically elected, two (2) members who shall be preferred from retired missionaries of the Order of the Holy Cross (OHC) and, two (2) members who shall be voted in by the General Assembly;

Section 5.9: The Board shall maintain general guidance and control of the BWW Organization by promulgating clear policy actions directed by the General Assembly for implementation by the National Executive Council;

Section 5.10: The Board may request a management or financial audit, if it determines from a credible and well-documented assessment that the practices of the National Executive Council or financial management team are suspect for fraud, waste and egregious violation of best practice and generally acceptable standards or principles. Any implementation of the recommendations from such assessment must be approved by the General Assembly;

Section 5.11: The Board of Directors shall approve all nominations to the Standing Committees of BWW by the President. No Board member shall have executive or administrative responsibilities;

Section 5.12: The Board of Directors shall be the final arbiter of elections disputes in the absence of the General Assembly;

Section 5.13: The Board of Directors shall ratify the budget and all financial statements of BWW for approval by the General Assembly. The General Assembly shall approve the decisions through a simple majority vote;

Section 5.14: All actions or decisions of the Board of Directors are subject to review by the General Assembly, if the General Assembly should choose to do so. The General Assembly may either uphold, affirm or rescind the Board's decision;

Section 5.15: All decisions by the Board of Directors shall be done through resolutions and affirmed by a simple majority vote;

Section 5.16: The Board of Directors shall meet quarterly to review and consider matters pertinent to the day-to-day operations of BWW. It shall meet face-to-face twice every year, one of which shall occur during the hosting of the General Assembly. Also, it may cite members to an emergency session if it is required. A simple majority of members shall constitute a quorum at every meeting;

Section 5.17: The Board of Directors shall set its own rules by which it is governed and shall determine the structure of its leadership;

Section 5.18: The Board shall recommend to the General Assembly for consideration and approval disciplinary measures against any member of the National Executive Council for cause and only after due process is accorded;

Section 5.19: Board members may recommend disciplinary action against any of its members only after exercising due diligence and due process. Recommendation for the expulsion of any member must meet the approval of the General Assembly;

Section 5.20: The Board shall establish ethical standards by which it will hold its members as well as other members of the organization accountable in the discharge and performance of their fiduciary duties.

Section 5.21: The Board shall ensure effective resource management and organizational planning by monitoring and assessing the performance of the NEC. In this regard, the Board and the National Executive Council shall organize and hold strategic planning and consultative working meetings every quarter to consider and harmonize policies and resolve any differences that may impede or has the potential to impede the implementation of established plans;

Section 5.22: The Board of Directors shall have legislative oversight and advisory functions in regards to the affairs and functions of the National Executive Council;

Section 5.23: The Board may cite any member of the National Executive Committee to appear before it for cause or to furnish any document that may be relevant for an investigation. Any National Executive Council member who fails to appear or furnish documents shall be subject to removal proceeding;

Section 5.24: The Board shall receive an executive summary of quarterly progress reports from the President on the operations of the BWW organization;

Section 5.25: Board representatives from various chapters and all those elected by the General Assembly shall serve for a two-year (three-year) term, with the provision that they may succeed for not more than two terms;

Section 5.26: The National President shall be an unelected member of the Board and shall attend board meeting, but has no voting rights;

Section 5.27: The Board shall ensure and uphold the Organization's mission and purposes.

Section 5C: National Executive Council

Section 5.23: The day-to-day operations of the BWW organization shall be the ultimate responsibility of the National Executive Council, herein referred to as the NEC. It shall be headed by a National President;

Section 5.24: The NEC shall be the organ through which the agenda for policy and discussions of the day-to-day operations of BWW are promulgated for consideration by the Board and Governing Advisory Council;

Section 5.25: Members of the NEC shall comprise the National President, National Vice President, Secretary General, Assistant Secretary General, National Treasurer, Financial Secretary, Parliamentarian, Chaplin and heads of all standing committees;

Section 5.26: All members of the NEC shall serve concomitantly and concurrently as officers of the General Assembly;

Section 5.27: Decisions reached by the NEC shall be referred to the Governing Advisory Council for its concurrence. A concurrence shall be indicated by a resolution and may be arrived at through simple majority vote;

Section 5.28: The NEC shall meet monthly and all proceedings shall be recorded and transcribed as minutes, to be kept in the archives of the organization. It shall also meet quarterly with the Board.

Article VI: Functions and Qualifications of Officers and Standing Committees

Section 6A: National President

Section 6.1: The National President shall be the chief Executive officer of the BWW organization and shall preside over all meetings including the General Assembly;

Section 6.2: The National President shall be the chief spoke person for the BWW organization;

Section 6.3: He/she shall be ex-officio on all standing committees and shall participate in Board meetings although without voting rights;

Section 6.4: He/she shall be responsible for the appointment and removal (only for cause) of all committee members;

Section 6.5: A key qualification for the office of President is that he/she shall be a member in good standing for not less than two years and shall have served diligently without any recrimination or evidence of a blemish record;

Section 6.6: The National President must be a legal resident of the United States of America;

Section 6.7: The National President shall serve for three years. He/she shall serve for only two consecutive terms;

Section 6B: National Vice President

Section 6.8: The National Vice President shall assist the National President with the day-to-day operations of the organization;

Section 6.9: The National Vice President shall be a member in good standing and must have served the organization for at least two years without any record and evidence of recrimination and blemish;

Section 6.10: He/she shall be a legal resident of the United States of America;

Section 6.11: The term of office for the Vice President shall be the same as the term of office for the President. He/she shall serve for a three-year term with the option to succeed for another term. The term is non-renewable after two consecutive terms;

Section 6.12: The vice president shall also execute other duties and responsibilities as the president shall deem appropriate pursuant to the interest, aspirations, and goals of the organization.

Section 6C: Secretary General

Section 6.13: The secretary shall be responsible for all records, minutes, and correspondences of the organization;

Section 6.14: The Secretary General shall also be responsible for both internal and external circulation of information, including notices and memoranda for meetings;

Section 6.15: The secretary shall serve in the capacity of executive official of the organization when the president and the vice president are absent or incapacitated to perform their functions;

Section 6.16: He/she shall be a legal resident of the United States of America;

Section 6.17: The tenure of service for the Secretary General shall be for three years. However, he/she may exercise the option to succeed himself/herself for another term. His/her tenure is non-renewable after two consecutive terms.

Section 6D Assistant Secretary General

Section 6.18: The Assistant Secretary General shall assume the duties of the Secretary General when the Secretary General is absent or becomes incapacitated;

Section 6.19: He/she shall assist the Secretary General in the dispensation of the duties and responsibilities of the office of Secretary General as may be deemed necessary;

Section 6.20: The Assistant Secretary General shall be a resident of the United States of America;

Section 6.21: The tenure of service for the Assistant Secretary General shall be for three years. However, he/she may exercise the option to succeed himself/herself for another term. His/her tenure is non-renewable after two consecutive terms;

Section 6E: Treasurer

Section 6.22: The treasurer shall be the principal custodian of all funds and assets of the organization;

Section 6.23: He or she shall deposit all monies delivered to him or her by the financial secretary in an accredited bank approved by the General Body of the organization;

Section 6.24: He or she shall make quarterly financial reports to the Board of Directors and annual financial reports to the General Assembly.

Section 6F: Financial Secretary

Section 6.25: The financial secretary shall collect all funds of the organization and shall deliver such funds to the Treasurer with proper documentation;

Section 6.26: He or she shall issue receipts for all monies collected and make financial reports to the General Body at every regular meeting;

Section 6.27: He/she shall be responsible for preparing bank reconciliation statements.

Section 6G: National Chaplin

Section 6.28: The National Chaplin shall provide spiritual direction and guidance to the Organization;

Section 6.29: He/she shall lead prayers at every meeting;

Section 6H: Governing Advisory Council (GAC)

Section 6.30: The composition of the Governing Advisory Council, herein referred to as the GAC, shall comprise of the President, Vice President, Secretary General, Assistant Secretary General, Treasurer, Financial Secretary, Chaplin, Heads of Standing Committees and Chapter Presidents;

Section 6.31: The President or Vice President shall preside over all meetings with the GAC. In their absence, the Secretary shall officiate and preside over the meeting. A simple majority shall constitute a quorum for a meeting;

Section 6.32: The GAC shall assist and advise the National Executive Council (NEC) on the day-to-day operations of the organization. All decisions of the GAC shall be made through resolution.

Section 6I: Chapters

Section 6.33: The formation of chapters shall constitute the basis upon which BWW exist;

Section 6.32: Chapters shall exist as sub-divisions of the BWW organization;

Section 6.33: The governance structures of chapters shall replicate the BWW governance structure. They may, however, establish their own constitution and by-laws by which they are governed;

Section 6.34: Nothing in their respective articles of association shall violate the spirit and intent of the organic Constitution of BWW;

Section 6.35: BWW shall encourage the formation of chapters where there is concentration of BWW members. In this regard, the members shall make an application through the National Executive Council for ratification by the Board;

Section 6J: Parliamentarian

Section 6.36: The Parliamentarian shall be the official interpreter of the rules of procedures, accompanying documents of authority governing all meetings and chairman of all resolutions.

Section 6.37: He/she shall be well versed in parliamentary law/procedures and shall keep the organization's copies of "Robert's Rule of Order" and the constitution and by-laws at all times and at all meetings.

Section 6K: Standing Committees

Section 6.38: The following committees shall constitute the standing committees of the BWW organization:

- i. Project and Planning Committee**
- ii. Finance Committee**
- iii. Ways and Means Committee**
- iv. Publicity Committee**
- v. Website and IT Committee**
- vi. Membership and Social Welfare Committee**
- vii. Convention Planning Committee**

Section 6K (i): Project and Planning Committee

Section 6.39: The Project and Planning Committee shall be responsible for determining or identifying the features, end products and scope of all BWW projects;

Section 6.40: In collaboration with the Treasurer and Financial Secretary, the Committee shall develop a budget proposal for all projects based on accurate cost information;

Section 6.41: The Committee shall oversee the implementation of all projects and its operations to the point of delivery;

Section 6.42: The Project and Planning Committee shall develop project proposals to include justification, rationale and social benefits of the project;

Section 6K (ii): Finance Committee

Section 6.43: The Finance Committee shall operate as the financial management policy arm of the BWW organization:

Section 6.44: It shall review all financial management practices of the Organization and recommend improvements consistent with generally accepted accounting and financial management practices or principles;

Section 6.45: The Committee shall comprise five (5) members with the Treasurer and Financial Secretary being co-opted;

Section 6K (iii): Ways and Means Committee

Section 6.46: The Ways and Means Committee shall be responsible for all fundraising activities of the Organization:

Section 6.47: The Committee shall device ways and means (including solicitation, grant writing opportunities, sale of memorabilia, etc.) of raising funds to finance the activities and projects of the Organization;

Section 6.48: The Committee shall collaborate and coordinate fund raising activities with other chapters for the benefit of the organization.

Section 6K (iv): Publicity Committee

Section 6.49: The main responsibilities of the Publicity Committee shall be to gather information, disseminate news releases through list serves, social media, flyer, website, etc., and photograph major events of the BWW organization;

Section 6.50: The Publicity Committee shall develop a publicity plan indicating timelines on when new information exists during the year and communicate same to the BWW administration;

Section 6.51: The Committee shall create a database listing all media organizations contacted, type of contact and date of contacts.

Section 6K (v): Website and IT Committee

Section 6.52: The Website and IT Committee shall serve as the advisory body for website development and information technology policies;

Section 6.53: The Committee shall develop procedures for the review and updating of information on BWW website;

Section 6.54: The Committee shall develop policies and procedures for the appropriate use of the BWW website;

Section 6.55: The Committee shall develop methods to assess the use and usefulness of the BWW website to its members and the public and recommend changes;

Section 6.56: The Committee shall recommend strategic IT plans and advise the BWW administration on IT matters; and,

Section 6.57: The Committee shall receive reports from all organs of BWW and provide general direction.

Section 6K (vi): Membership & Social Welfare Committee

Section 6.58: The Committee shall organize membership drives in collaboration with the Publicity Committee;

Section 6.59: It shall develop membership application forms for distribution;

Section 6.60: All fees collected from the distribution of the membership application forms shall be given to the National Treasurer with appropriate documentation;

Section 6.61: The Committee shall maintain a computer list of membership information to include address, phone contact and email contact;

Section 6.62: The Committee shall develop policies and procedures for identifying with members who are either bereaved or celebrating anniversaries, birthdays, new births or graduations;

Section 6K (vii): Convention Planning Committee

Section 6.63: The Committee shall plan and execute the National Annual Conventions as stipulated in the Convention Planning Manual;

Section 6.64: The Convention Planning Committee Shall be headed by the National Vice President.

Article VII: Meetings

Section 7A: Meeting of the General Body

Section 7.1: There shall be one meeting of the General Body every quarter or every three months (in March, June, September, and December). However, the president or his or her proxy shall direct the Secretary General to call a special meeting of the Body to deliberate on urgent matters of the organization;

Section 7.2: Meetings shall be conducted through a teleconference. A regular meeting may also be held in any city in the United States or in Liberia, provided such a meeting is approved by the General Body at a preceding meeting;

Section 7B; Notice of Meetings

Section 7.3: The secretary General shall inform all members of the day and time of each meeting by email or by any appropriate means at least fourteen (14) days prior to the date of the meeting:

Section 7C: Quorum for Meetings

Section 7.4: Five members of the organization shall constitute a quorum at any meeting, as long as the president or his or her proxy is in attendance. In the absence of the Secretary General or his or her assistant at any meeting, the presiding official shall appoint any member to act as Secretary General.

Article VIII: Elections, Vacancies and Removal from Office

Section 8A: Election Committee

Section 8.1: Three (3) members of the organization shall comprise the Election Committee. Members of this committee shall be elected by the General Assembly.

Section 8B: Election of Officers

Section 8.2: All officials shall be elected by the General Assembly for a three-year term, and all members shall be eligible to hold any office within the organization, but no official shall be elected for more than two consecutive terms;

Section 8.3: Elections shall be conducted by secret ballot or by any means approved by the General Body on the second weekend of June;

Section 8.4: If for any reason elections are not held on the second weekend of June, they shall be held at a special meeting or at the next regular meeting;

Section 8.5: Elected official shall be inaugurated two weeks after elections at which time their predecessors shall have turned over to them all documents and records pertaining to their offices;

Section 8.6: Each official shall hold office until his or her successor has been duly elected.

Section 8.7: No Chapter President shall be allowed to serve as a National Officer. If a Chapter President elects to run for National Office, he/she must resign as Chapter President upon winning said National Office.

Section 8C: Vacancies

Section 8.8: All vacancies shall be filled through a bi-election at a regular meeting;

Section 8.9: Vacancies shall be announced by the Secretary General prior to the meeting at which the election shall be conducted.

Section 8D: Removal from Office

Section 8.10: Any official whose behavior or conduct is in disrepute or in any way undermines the interest, aspirations, and goals of the organization, shall be removed from office by a two-third majority vote of the General Body at a regular meeting;

Section 8.11: Such official shall be informed in writing by the Secretary General upon the directive of the General Body of the intent of the organization to remove him or her from office.

Article IX: Membership Dues, Contributions, and Fund Raising

Section 9A: Annual Dues

Section 9.1: The General Assembly of the organization shall determine from time to time the amount of the annual membership due to levy on all members;

Section 9.2: All dues shall be collected through the various chapters and paid by money order or cashier's checks to the National Treasury before or at the last quarterly meeting in December in each year.

Section 9B: Default of Payment

Section 9.3: Members of the organization who default in payment of their membership dues shall forfeit their voting rights until such dues are paid in full;

Section 9C: Voluntary Contributions

Section 9.4: The General Assembly shall appeal to members, well wishers, and patrons of the organization to make both financial and material contributions to support special

projects such as renovation of school buildings and the purchase of furniture, textbooks, and other educational materials;

Section 9D: Fund Raising

Section 9.5: Members of the organization may organize and implement fund raising activities both in the United States and in Liberia. The proceeds of such activities shall be deposited in the account of the organization;

Section 9E: Signatories to the Account of the Organization

Section 9.6: The president, the financial secretary, and the treasurer shall serve as signatories to the account of the organization. However, all withdrawals from the account must be approved by the General Assembly of the organization.

Article X: Calendar and Fiscal Year

Both the calendar and the fiscal year of the organization shall begin on July 1 and shall end on June 30.

Article XI: Amendment of the Constitution

Any amendment to this constitution shall be made only by a two third majority vote of the members of the organization in attendance at the General Assembly. Such intent shall be propagated in writing to all members for their review at least (three months) prior to the date of the meeting at which the amendment shall be voted on.

ARTICLE XII DISSOLUTION CLAUSE

In the event this organization cannot sustain itself financially, and upon an affirmative vote of two-thirds of the active membership the organization will be dissolved. Upon dissolution of this organization, the board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization organized and operated exclusively for charitable, educational, social, economic, religious doctrine as well as promote the cultural heritage of Liberia, to establish brotherhood and goodwill and understanding among her members, or scientific purposes as shall at the time qualified as an exempt organization(s) under Section 501c3 of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue Law), as the Board of Directors shall determine. Any such

assets not disposed of shall be disposed of the court in which the principal office of the corporation is located.

This constitution was reviewed and approved by the Bolahun World Wide General Assembly on June 17, 2017 in Minneapolis Minnesota.

MEMBERS OF THE BWW CONSTITUTIONAL REVIEW COMMITTEE:

- | | | |
|-----------------------------------|-------|-------------|
| 1. Mr. Christopher F. Konneh, Sr. | _____ | Chairman |
| 2. Dr. Lanfia Waritay | _____ | Co-Chairman |
| 3. Mr. Abraham B. Karva | _____ | Member |
| 4. Mr. Albert Ngafua | _____ | Member |
| 5. Ms. Fatuma Kerkula | _____ | Member |
| 6. Mr. Amos Boingolee | _____ | Member |
| 7. Mr. Harry Moniba, Jr. | _____ | Member |
| 8. Mr. Wilfred Banaci, Sr. | _____ | Member |
| 8. Mr. Asumana Pelima, Sr. | _____ | Ex-officio |
| 9. Prof. Henry Hali | _____ | Ex-officio |
| 10. Dr. Manjernge Ndebe | _____ | Member |