

2012

United States International University Africa

[ALUMNI CONSTITUTION]

The United States International University Africa Charter stipulates; There shall be an Alumni Association of the University which shall consist of all the graduates and such other persons as may be provided for in its Constitution

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PREAMBLE

The Board of Trustees of United States International University Africa (the "University") recognizes the existing special relationship between the University and its Alumni and wishes to encourage and expand the contacts between the University and its Alumni. The USIU Africa Board of Trustees recognizes the already formed Alumni Association and endorses this constitution which amends the original constitution of 1993, which was ratified under the USIU Charter of 1999.

ARTICLE I. NAME

Section1. The name of this organization is the United States International University Africa Alumni Association, hereinafter referred to as the "Association" or "USIUAAA."

ARTICLE II. AUTHORITY

Section1. The Association is formed under the Charter of the University. The Association shall operate under the authority of its Constitution and shall be recognized as the parent organization of alumni associations/organizations (collectively the "Chapters and Clubs"). In order to use the name of "United States International University Africa" and receive benefits thereon, the Association shall recognize the vested overall authority of USIU Africa.

Section2. Limitations: In order for the Association to fulfill its role as a legally registered entity to the University:

- a. USIUAAA shall remain subject to the authority of the University.
- b. The Association and its affiliated Chapters and Clubs must comply with any policies and procedures set forth by the University before entering into all contracts or agreements or incurring any liabilities or obligations.
- c. Neither the Association nor any of its Chapters and Clubs shall take any action or engage in any activity which would adversely impact the University's status, nor shall the Association or its Chapters or Clubs take any action or engage in any activity which could bring disrepute upon United States International University Africa.

Section3. Fiscal Year: The fiscal year of the Association shall run from September 1 through August 31 of the following calendar year, or as the fiscal year may be amended by the University.

Section4. The Headquarters/Secretariat of the Association shall be at the USIU Africa Nairobi Campus grounds and such other branches and chapters as may be opened from time to time.

ARTICLE III. PURPOSE

The purpose of this Association shall be:-

- A. Promote USIU Africa as an institution of academic excellence and to create and maintain an environment that encourages alumni participation through volunteerism and financial support for the University.
- B. Promote and respect the right of all members to participate in its affairs, including minorities and marginalized groups. Not more than two thirds of the officials of the Association shall be of the same gender. The Alumni Association shall ensure that community and cultural diversity of the membership is reflected in its leadership.
- C. Promote a network for leadership through successful communication and mentorship of the Alumni
- D. Promote closer fellowship among the alumni, and the current student body by organizing non-political social and educational activities.
- E. Develop different Chapters and Clubs.

ARTICLE IV. MEMBERSHIP

Section1. Categories of Members: The Association shall have two categories of members - Ordinary Members and Associate Members. All Ordinary and Associate Members of the Association may, but need not, be members of a Chapter or Club.

Section2. Eligibility for Membership: Individuals shall be eligible for Ordinary Membership or Associate Membership in the Association as follows:

- a. All graduates and honorary degree recipients of University shall be eligible for Ordinary Membership status.
- b. Former students who have not received a degree, and friends of the college may also be eligible for associate membership in the Alumni Association, upon request and approval of the Alumni Council.

Section3. Revocation of Membership: Any member may be expelled from membership or membership revoked by the Nominating Committee on the grounds that his/her conduct has adversely affected the reputation or dignity of the University, or that he/she has contravened any of the provisions of the Constitution of the Association. The Nominating Committee shall have power to suspend a member from his/her membership.

Section4. Any member may resign. The member so desiring to resign from the Association shall do so by giving the Association Secretary of the Alumni Executive Committee thirty (30) clear days' notice in writing of such intention which resignation shall take effect upon expiration of the said notice.

Section5. Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof of any moneys contributed by him/her at any time.

ARTICLE V. DUES

Section1. The Alumni Executive Committee shall fix the rate of dues to be paid by members of the Association, which may be revised by a resolution of 51% of the members voting at a general meeting.

Section2. The dues shall be deposited into the designated USIU Africa Alumni Association's bank accounts or Pay Bill numbers in cases of mobile money transfers.

Section3. Any member in arrears of the Association dues for 2 or more years shall not be in good standing and shall forfeit voting in the Association.

Section4: New graduates shall become Ordinary or Associate members and shall pay their fees as provided for by the Alumni Executive Committee to the USIU Alumni Association account through the University.

ARTICLE VI. ALUMNI COUNCIL

Section1. The Alumni Council shall consist of all the Executive Committee Members, the Chairpersons of Chapters and Clubs or their representatives, Chairpersons of the four standing committee and other members at large representing any interest groups affiliate to the Association.

Section2. The Executive Committee shall be elected by the Annual General Meeting each year; Chapter and Club Chairpersons shall be elected by their Chapters and Clubs; Standing Committee Chairpersons shall be appointed by the Executive Committee upon approval by the Nomination Committee.

Section3. Such Committee members shall hold office until the following Annual General Meeting. The Alumni Council shall meet as such times and places as it shall resolve but shall not meet less than twice a year and before the AGM.

ARTICLE VII. CHAPTERS AND CLUBS

Section1. In order for a Chapter or Club to form as a Unit, it must (a) have a membership of at least twenty five (25) alumni of the University who meet criteria for membership in Article IV, Section 2 of this Constitution, (b) agree to be bound by the provisions of this Constitution, and (c) adopt and operate under the Bylaws in the form attached hereto (as may be changed from time to time) and as have been approved and accepted by the Alumni Executive Committee.

Section2. Upon approval and acceptance by the Alumni Executive Committee in accordance herewith, a local alumni shall be recognized as a Chapter or Club of the Association.

Section3. The Chapters or Clubs shall be grouped by the different geographical locations and/or interest groups as defined by the nationalities and interest groups represented in USIU Africa.

ARTICLE VIII. ALUMNI EXECUTIVE COMMITTEE

USIUAAA shall be managed through the Alumni Executive Committee.

Section1. The Alumni Executive Committee shall consist of the following:

1. The Association Chairperson
2. The Association Vice Chairperson
3. The Association Treasurer
4. The Association Secretary
5. The Association Head of Alumni Affairs (The Secretariat)
6. The immediate past Chairperson of the Alumni Association
7. The Chairpersons of the Four Standing Committees

Section2. Any vacancies for members of the Executive Committee caused by death or resignation shall be filled by one Alumni Executive Committee member until the next annual general meeting of the Association. Vacancies caused by members of the Alumni Executive Committee removed from office will be dealt with as shown in Article VIII Section 7.

Section3. The Alumni Association and Alumni Executive Committee shall meet as set forth in Article XII.

Section4. With the exception of the Head of Alumni Affairs and the Association Secretary, all members of the Alumni Executive Committee must be members in good standing of the Association. In the event that any Alumni Executive Committee member who is required to be a member in good standing of the Association ceases to so qualify, he or she shall not be entitled to vote on any matter presented to the Alumni Executive Committee, and the presence of such individual shall not count in determining whether a quorum is present. Similarly, in the event that any member of the Alumni Executive Committee ceases to hold his or her position with the Association or the University, such person simultaneously shall cease to be a member of the Alumni Executive Committee and shall be succeeded by that person who succeeds to the same position with the Association or the University.

Section5. The Association's Head of Alumni Affairs shall be a voting member of the Alumni Executive Committee and an employee in the Alumni Affairs office of USIU Africa.

Section6. The Association Secretary shall be a non-voting member of the Alumni Executive Committee and an employee in the Alumni Affairs office of USIU Africa.

ARTICLE IX. DUTIES OF THE ALUMNI EXECUTIVE COMMITTEE

Section1. The Alumni Executive Committee shall be responsible for the management of the Association and for that purpose may give directions to association elected office bearers as to the manner in which, within the law, they shall perform their duties. The Alumni Executive Committee shall have power to appoint sub-committees, as it may deem desirable to make reports to the Alumni Executive Committee.

Section2. The Alumni Executive Committee shall authorize all monies disbursed on behalf of the Association.

Section3. There will be a 30-days transition period where the existing office bearers will update new officers and provide them with all the necessary documentation.

Section4. The Alumni Executive Committee members shall serve for two fiscal years as prescribed in Article II Section 3 except the Chairperson whose tenure shall be aligned to

that of Board of Trustees while the Head of Alumni Affairs and the Secretary shall not be bound by this requirement.

Section5. In Exception of the Head of Alumni Affairs and the Association Secretary all the Executive Committee members shall be life members of the Association and shall be elected at the Annual General Meeting.

Section6. Any Alumni Executive Committee member who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.

Section7. Alumni Executive Committee members may be removed from office in the same way as is laid down for expulsion of members in Article IV and vacancies thus created shall be filled by persons elected at the Annual general meeting resolving the expulsion.

ARTICLE X. DUTIES OF OFFICE BEARERS

Section1. **Chairperson**

- a) The Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Alumni Executive and at all Annual General Meetings.
- b) Shall co-ordinate all the functions and activities of the Association Committees.
- c) Appoint such Committees as are necessary to carry out the programs of the Alumni Association effectively.
- d) Serve as an ex-officio member of all Committees
- e) Ensure that the Alumni Association activities are run efficiently in conformity with the principles set forth in the Constitution.
- f) Shall exercise general supervision over the management of the Association.
- g) Report on the operations of the Association to the members at the annual general meeting.
- h) Shall be a signatory in all transactions on behalf of the Association.
- i) Shall be expected to act in the best interests of the Association at all times.

Section2: **Vice Chairperson**

- a) Plan and co-ordinate the membership program of the Alumni Association.
- b) Perform any duties of the Chairperson in the temporary or prolonged absence of the Chairperson.
- c) Will perform other official duties as may be assigned by the Chairperson or the Alumni Executive Committee.

Section3. **Treasurer**

- a) Receive and disburse the funds of the Association in a prudent manner.

- b) Shall maintain all books of accounts and an accurate record of all Associations transactions.
- c) Draft the Budget for approval by the Association and strive to ensure that the Budget plan is complied with.
- d) Ensure all financial forms and reports prescribed by USIU are filed as required.
- e) The Treasurer is also charged with the responsibility of collecting membership fee/dues and maintaining a list of all paid up members.
- f) Shall be a signatory in all transactions on behalf of the Association.
- g) Prepare and present quarterly and annual accounts and reports of the Association.
- h) Prepare members' statements every quarter.
- i) Perform any other assignment as may be directed by the Chairperson.

Section4. Head of Alumni Affairs

- a) Shall be responsible for record maintenance, record archiving and membership data.
- b) Shall ensure minutes are taken at Alumni Annual General Meeting, Alumni Executive Committee meeting and USIU Management/Alumni meeting
- c) Shall coordinate all meetings and event logistics.
- d) Shall act as a liaison between USIUAAA and the University.
- e) Shall be responsible for the maintenance of the USIUAAA operating budget.
- f) Shall be responsible for balloting and elections.
- g) Shall be required to submit an Annual Secretariat Report to USIUAAA.
- h) Shall attend Alumni Annual General Meeting, Alumni Executive Committee and USIUAAA meetings.
- i) Shall solicit input from members for meeting agendas and disseminating agendas prior to meetings.
- j) Serve as an ex-officio member of all Committees
- k) Shall perform other duties as assigned by the USIU Management.

Section5. The Association Secretary

- a) Shall attend and record the minutes of all the Alumni Meetings and will submit those minutes to the Head of Alumni Affairs.
- b) Shall assist the Head of Alumni Affairs with Record keeping, Archiving and Membership Data.
- c) Shall assist the Head of Alumni Affairs with meetings and event logistics.
- d) Shall attend Alumni Annual General Meeting, Alumni Executive Committee and USIUAAA meetings.
- e) Shall perform other duties as assigned by the USIU Management

ARTICLE XI. NOMINATING COMMITTEE

Section1. On calling for Annual General Meeting or Special General Meeting whose agenda includes but not limited to election of office bearers, a Nominating Committee shall be formed but will include two senior university officers and three outgoing alumni Executive Committee members with no re-election interests.

Section2. The Alumni interested in various electable positions shall complete a Nominating Credential Form and forward it to the Nominating Committee sixty (60) days before the election and further show their skills, experience and commitments to the Association.

Section3. The Nominating committee shall ordinarily observe the agreed guidelines when nominating officers. The committee may depart from any such guideline for good cause in which case its report shall so note.

Section4. Upon review of the Nominating Credential Forms, the Nominating Committee may drop unsuitable candidates while clearing those suitable without necessarily stating such suitability to proceed to the ballot.

Section5. Members of the Nominating Committee cannot be nominated for office or an award.

Section6. Nominations for the officers shall be submitted to the Chairperson and the Head of Alumni Affairs no later than the 31st day of the month in the year which the election is to be held.

Section7. The Nominating Committee shall request recommendations for Nominations through University publications or special notices and through Chapters and Clubs.

ARTICLE XII. COMMITTEES

Section1. The Association Chairperson with the majority approval of the Alumni Executive Committee has the authority to establish committees and appoint Chairs of such committees, unless otherwise directed by resolution of the Annual General Meeting or Alumni Executive Committee and/or stipulation in this Constitution.

Section2. The Association Chairperson, Head of Alumni Affairs and The Association Secretary shall be ex-officio members of all committees, unless otherwise provided by this Constitution.

Section3. The Alumni Executive Committee: The Alumni Executive Committee shall be a standing committee consisting of the following individuals: the Association Chairperson,

the Association Vice Chairperson, the Association Treasurer, Head of Alumni Affairs, immediate past Chairperson of the Association, The Association Secretary and the four elected members who shall be Chairperson of the four standing committees. The identities of the standing members of the Alumni Executive Committee shall change immediately as the identities of the individuals serving in such capacities change and without further action by the Chairperson.

Section4. The term of office for the appointed positions shall be two years. Such individuals may be reappointed to a second two-year term.

Section5. The Alumni Executive Committee, as the agent of the Alumni Associations, shall be responsible for the management and administration of the Association, and to the extent permitted by law and this Constitution, shall have all powers that the Alumni Executive Committee otherwise would have. Wherever in this Constitution any reference is made to the Alumni Executive Committee or any of its powers, such references shall be deemed to refer to and include therein the Alumni Executive Committee duly designated by the Alumni Associations.

ARTICLE XIII. MEETINGS

Section1. Annual General Meeting of the Alumni Association: The Alumni Annual General Meeting shall meet annually at the beginning of the financial year (September), or on such other date as may be decided by at least 51% vote of the Alumni Executive Committee. Written notice of the Alumni Annual General meeting shall be given to the members of the Alumni Association at least thirty (30) days prior to the scheduled meeting date.

Section2. A special general meeting may be called for any specific purpose by the Alumni Executive Committee. Notice in writing of such meeting shall be sent to all members not less than fourteen (14) days before the date thereof and where practicable by press advertisement not less than fourteen (14) days before the date of such meeting.

Section3. Regular meetings of the Alumni Executive Committee: Regular meetings of the Alumni Executive Committee shall be held quarterly or on such other dates as may be decided by a majority of Alumni Executive Committee members. Written notice must be given to the members of the Alumni Executive Committee at least fourteen (14) days prior to the scheduled meeting date.

Section4. Quorum: A quorum shall consist of 51% of members of the Alumni Association in the Alumni Annual General Meeting, The Alumni Council, the Alumni Executive Committee meeting or Special meeting.

Section5. If a quorum is not achieved during the Annual General meeting, or Alumni Executive Committee meeting or a Special Meeting, any action taken at the meeting by a simple majority must be validated and ratified via electronic and/or postal mail within 30 days of the meeting by a majority vote of the membership of the Alumni Council.

Section6. E-conference: Regular or special meetings of the Alumni Executive Committee, or any committee may be held via E-conference upon the approval of a majority of the members of that body.

Section7. Attendance at Alumni Executive Committee Meetings; It shall be a duty of each Alumni Executive Committee member to attend the meeting of the Alumni Executive Committee. In the event of a member's inability to attend, he or she shall give another member of the Association his or her proxy in a form provided by the Department of Alumni Affairs.

Section8. Meetings of the Officers Committee: The Chairperson and/or the Head of Alumni Affairs may call meetings of the Officers Committee on an as needed basis. With at least ten (10) working days advance notice, such meetings shall be conducted via E-conference or by any other means as determined by the Officers Committee.

Section9. Informal Action: Any action required or permitted to be taken by the Alumni Annual General Meeting, Alumni Executive Committee or any committee thereof, may be taken without a formal meeting. Voting may be conducted by regular mail, telegram, facsimile or electronic mail, as may be decided by each such body, provided however, a written consent setting forth the action so taken and signed by at least a majority of the members of the Alumni Executive Committee, or other Officers committee shall be filed with the minutes of the next official meeting of that body.

Section10. Alumni Executive Committee and USIU Management Meeting: The meeting will be held in every semester of the year totaling to three (3) meetings in the year. The meeting will be held at the USIU Africa Campus and will be attended by the Vice Chancellor, DVC Institutional Planning and Advancement, the Head of Alumni Affairs, the Chairperson of the Alumni Executive Committee, The Vice Chairperson and the Treasurer. The Standing Committee Chairpersons can be invited on a need be basis dependent on major projects being undertaken.

Section11. The Agenda for any Annual General Meeting shall consist of but not limited to the following: -

- a) Confirmation of the minutes of the previous meeting.
- b) Consideration of the Financial Standing of the Association
- c) Presentation of Audited Accounts
- d) Expression of interest by the Nominating Committee by those interested in various positions.
- e) Such other matters as the meeting may decide or as to which a member or members shall have given notice in writing to the Head of Alumni Affairs at least four weeks before the date of the meeting.
- f) Any other business with the approval of the Chairperson

ARTICLE XIV. ANNUAL REPORTS

Section1. The Chairperson of the Association shall prepare an annual report to present at the Annual General Meeting of the Alumni Association. Additionally, the Chairperson may present a suggested program of activities and goals for the coming year at the Annual General Meeting or in the Alumni Executive Committee meeting.

Section2. The Chairperson of each Chapter and Club shall submit a program activity progress report to the Alumni Executive Committee by April 30 **(To be adjusted accordingly)** of each year. Additionally, each Chairperson of a Chapter and Constituent group shall submit an end-of-the-year financial report, and other program reports requested by the Alumni Executive Committee, by July 31 **(To be adjusted accordingly)** of each year.

Section3. The Head of Alumni Affairs shall prepare an Annual report of USIU programs and Activities to be presented at the Annual General Meeting.

Section4. The Treasurer shall submit a year-end report of the Association's income and expenses and a proposed budget for the coming year at the Annual General Meeting of the Alumni Association.

Section5. An Auditor appointed by the University shall open to inspect all the Associations accounts, records and documents at any time. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, un-vouched or not in accordance with the law.

Section6. A copy of the Auditor’s report on the accounts and statements together with such accounts and statements shall be furnished to all ACTIVE Members at the same time as the notice convening the Annual General Meeting is sent out.

Section7. No auditor shall be an office bearer or a member of the Executive Committee of the society.

ARTICLE XV. DISSOLUTION

Section1. The Alumni Association is an official organ of the University and as such it can only be dissolved by the Management Council in consultation with the Board of Trustees.

Section2. Provided, however, that no dissolution shall be affected without prior permission in writing from the Registrar of Societies, obtained upon application to him/her made in writing and signed by the Vice Chancellor.

Section3. When dissolution of the society has been approved by the Registrar, no further action shall be taken by the Executive Committee or any office bearer of the society in connection with the aims of the society other than to get in and liquidate for cash all assets of the society, the balance thereof shall belong to the University and the Treasurer shall promptly deliver the same to the University.

ARTICLE XVI. AMENDMENTS AND PROCEDURES

Section1. This Constitution shall be officially enacted, amended and adopted upon having been approved and recommended by the Alumni Association, and approved by the Management Council and Board of Trustees. It may be amended by two – thirds vote of the registered members present at the Annual General Meeting or Special Meeting, provided written notice of the proposed amendment(s) has been circulated at least two weeks prior to the meeting.

Section2. The Companies Act (CHAPTER 486 OF THE LAWS OF KENYA) shall govern all proceedings of any Annual, Regular or Special meeting of the Association, the Alumni Executive Committee, and the Alumni Chapters, provided that the aforementioned entities have not adopted other rules or procedures governing such meetings.

ARTICLE XVII. BENEFITS FOR MEMBERSHIP

Section1. Benefits for members shall be provided for by USIU-Africa and may include but not limited to the Library, Computer Lab, Gym or any other facility in the University premises. Access fee to these facilities shall be determined by the USIU Africa Management.

Section2. All members shall receive items such as journals, bulletin or other electronic/printed matter as may be published by the Association or shall receive such other benefits as may pertain to membership in the Association.

ARTICLE XVIII. ASSOCIATION BYLAWS

Attention is also drawn to an adopted copy of the Association bylaws and Code of Ethics, hereby attached for further guidance.

BY-LAWS OF THE USIU-AFRICA ALUMNI ASSOCIATION

Article 1 - NAME:

The Name of this Association shall be the USIU-Africa Alumni Association of the United States International University.

Article 2 - PRINCIPAL ADDRESS:

The principal address of the organization is:

**The USIU-Africa Alumni Association,
P. O. Box 14634 00800
Nairobi, Kenya.
Off Thika, Road**

Article 3 - PURPOSE:

The purpose of the organization is to support United States International University Africa (herein called "University") and its Students.

Article 4 – GEOGRAPHICAL BOUNDARIES OF THE ASSOCIATION:

The geographical boundaries of the Association shall be within the region covered by USIU-Africa

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Article 5 – LEGAL ORGANIZATION:

In order to carry out their supportive role to the University, the Alumni Association and its Chapters are integral parts of the United States International University Africa and are not-for-profit University Organs. Such organizations exist at the sufferance of the Board of Trustees of the United States International University Africa. The sole legal entity is the United States International University Africa which will exercise powers except those expressly delegated to the Alumni Association and/or its local clubs and chapters by the approval of these by-laws or amendments thereto. No Association member or officer shall bind the University in any manner except by written authorization signed by the Vice Chancellor or their representative.

Article 6 – GOVERNING BODY:

The Governing Body of the association shall consist of all the Executive Committee Members, the Chairpersons of Chapters and Clubs or their representatives, Chairpersons of the four standing committee, the Head of Alumni Affairs and other members at large representing any interest groups affiliate to the Association, collectively known as “Alumni Council”.

Article 7 – POWERS:

All powers of the Association granted to it by the University shall be exercised by the Alumni Council. The Chairman, or in his absence, the Vice Chairman, shall preside at all meetings. The Head of Alumni Affairs shall be responsible for all correspondence of the Association and the Treasurer shall safeguard the funds of the Association by deposit in the required bank with any two signatures out of 4 Executive Officers of the Alumni Council necessary for withdrawal of funds.

Article 8 – POWERS EXPRESSLY GRANTED BY THE UNIVERSITY:

The University expressly grants the Alumni Council of the Association the following powers;

1. To admit to the Association membership any individual qualified for such membership under these by-laws.
2. To remove after authorization of the Head of Alumni Affairs any member from Association membership who violates any rules of the Association or the University or who commits any acts that bring discredit upon the Association or the University.
3. To plan its own social and educational programs
4. To designate the time and place of any meetings of the Association Membership or of the Alumni Council.
5. To elect its officers and other members of the Alumni Council in accordance with these by-laws.
6. To engage in fund raising activities to assist the University, in keeping within the general policy established in such matters.
7. To communicate directly with Clubs and Chapters and to plan joint meetings or undertakings.
8. To approve the goals and objectives of Clubs and Chapters consistent with the philosophy and mission of the University or these By- Laws.

Article 9 – POWERS THAT MAY NOT BE EXERCISED WITHOUT UNIVERSITY APPROVAL:

The following powers may not be exercised without the written approval of the Vice Chancellor of the University or their representative:-

- 1) To borrow money and incur indebtedness for the purpose of the Association, to cause to be executed and delivered thereof, in the Association, Alumni, or University name, promissory notes, bonds, deeds of trust, mortgages, and pledges, hypothecations and other evidences of debt or securities therefore.
- 2) Authorize expenditures, contracts and purchase agreements for equipment or property
- 3) Authorize any loan of the Association funds or guarantee the indebtedness of the others.
- 4) Amend these By- Laws
- 5) Approve a sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all the Association's assets.
- 6) Approve the winding up and dissolution of the Association.

Article 10- RESIGNATION AND REMOVAL:

The University shall have the right, with cause, to remove any member or officer. Any member or officer may resign effective immediately upon giving written notices to the Chairman, or Secretary of the Council, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed before such time, to take office when the resignation becomes effective.

Article 11- VACANCIES:

A vacancy or vacancies on the Alumni Council shall be deemed to exist in the case of death, resignation or removal of any member thereafter if the authorized number of members of the Alumni Council is increased. Vacancies on the Alumni Council shall be filled in the same manner as the persons whose office is vacant. Each member officer so appointed shall hold office until the expiration of the term of the replaced person and until a successor has been appointed and qualified.

Article 12- QUORUM:

A majority of the Alumni Council then in office shall constitute a quorum. Except as otherwise provided, every act or decision done by 51% of the members present at a meeting duly held at which a quorum is present is an act of the Alumni Council. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting. Members may vote by proxy.

Article 13- PARTICIPATION IN MEETING BY e-CONFERENCE

Members of the Council may participate in a meeting through the use of e-Conference or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting

ARTICLE 14- ACCOUNTING

The treasurer shall submit an audited accounting at each Annual General Meeting for the period ending of the financial year.

Article 15- ANNUAL GENERAL MEETING

- 1) The annual General Meeting shall be held upon notification each year. Notice in writing of such annual general meeting shall be sent to all members not less than 21 days before the date of the meeting and where practicable, by press advertisement not less than 14 days before the date of the meeting.
- 2) The AGENDA for any annual general meeting shall consist of the following:
 - a. Confirmation of the minutes of the previous meeting.
 - b. Consideration of the Financial Standing of the Association
 - c. Expression of interest by the Nominating Committee by those interested in various positions.
 - d. Such other matters as the meeting may decide or as to which a member or members shall have given notice in writing to the Head of Alumni Affairs at least four weeks before the date of the meeting.
 - e. Any other business with the approval of the Chairperson
- 3) Quorum for the annual general meeting shall constitute majority of the ACTIVE members of the Association.

Article 16 - FORMATION OF CHAPTERS

Chapters of the Association may be formed with the approval of the Alumni Council. They will adopt the exceptions from the Alumni Council.

Article 17 - AMENDMENTS

These By-Laws may be amended by a majority vote of the Alumni Council but shall not be effective until countersigned by the University's Vice Chancellor or his/her representative.

Article 28 - DISSOLUTION

Upon the dissolution of any Association, all Chapter assets shall belong to the University and the Treasurer/Secretary shall promptly deliver the same to the University.

CODE OF ETHICS

1. A member shall conduct his professional activities with respect for the public interest.
2. A member shall at all times deal fairly and honestly with his clients or employees past and present, with his fellow members and with the general public.
3. A member shall not intentionally disseminate false or misleading information and shall use proper care to avoid doing so. He has a positive duty to maintain truth, accuracy and good taste.
4. A member shall not engage in any practice which tends to corrupt the integrity of the Alumni Association.
5. A member shall not represent conflicting or competing interests with the Association without the complete consent of those concerned given after the full disclosure of the facts.
6. Alumni members should strive to conduct themselves in ways that reflect positively upon the Association and the university, and embody the values of the Association.
7. The Association encourages participation in organizations that promote the wellbeing of our communities, our university, its alumni, and the alumni profession.
8. All team members should protect the Association's assets and ensure their efficient use. Association assets may not be used for unlawful or improper purposes.
9. Any activity that is, or appears to be, opposed to the best interests of the Alumni Association or would tend to impair independence of judgment or action in the performance of official duties shall be deemed as a conflict of interest.
10. Alumni members are not authorized to disclose any Association proprietary information in any form to members of the media, to former team members, to vendors, or to the general public without authorization from the Executive Committee.
11. Alumni members shall not engage in or be connected with any occupation or business, which, in the opinion of the committee of the society, is not consistent with membership of the society.
12. An individual Alumni member may not accept incidental or commemorative gifts or favors from third parties having or intending to have a business relationship with the Association.