

**Queen Sheba Schools Alumni and**  
**Friends Association-International**  
**Bylaws**

**July 31<sup>st</sup>, 2009**

## **PREAMBLE**

Whereas that the maintenance of and building additional class rooms are some of the prerequisite for quality education and the success of the students:

Whereas the fostering of quality education and influencing educational policies, as appropriate, are in part the responsibility of all citizens and others who believe in it:

Whereas it has been found necessary to tap former Queen Sheba School's students and faculty for their contribution and input:

Now, therefore, we the Queen Sheba School's Alumni and friends in Diaspora have formed and established this association.

### **1. Article I. General Rules**

The Queen Sheba School's Alumni Inc, hereinafter referred to as Queen Sheba Schools' Alumni is an institution which has been duly incorporated as a non political and non religious organization under and by virtue of an act of the legislature of City of Washington, District of Columbia, for the purpose stated in its certificate of incorporation.

Queen Sheba Schools' Alumni is organized and operated exclusively as a charitable organization within the meaning of section 501 (C) (3) of the United States Internal Revenue Code. Queen Sheba Schools' Alumni shall not be conducted or operated for profit. No Trustee or Officer of the Queen Sheba Schools' Alumni shall as such receive or become entitled to receive at any time any part of the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs or in carrying out its purposes, nor shall the Queen Sheba Schools' Alumni participate or intervene in any political campaign on behalf of any candidate for public office.

### **2. Article II. Definitions**

1. **Queen Sheba Schools-** shall refer to the Queen Sheba Elementary and Secondary schools
2. **"Alumni"** shall include all **former** students registered, not necessarily matriculated, in any of the Queen Sheba Schools.
3. **"Friends"** shall include all **former** faculty, staff, visiting scholars, or friends who have the interest to participate and contribute for the improvement of those schools.

### **3. Article III. Name, Office and Emblem**

#### **Section 1.** Name of Association

The name of the organization shall be the Queen Sheba Alumni and Friends Association – International, herein referred to as the “Association”.

#### **Section 2.** Location of Association

The Principal Office of the Association shall be in the City of Washington, District of Columbia, in the United States. For convenience of operations the Executive Committee may change the Principal Office from one location to another by noting the change of address and effective date.

#### **Section 3.** Emblem of the Association

The Board of Directors shall establish and approve an emblem which reflects the mission of the association.

### **4. Article IV. Objectives, Tasks and Mechanisms**

4.1. **Objectives.** The objective of the Association shall be as follow:

- 4.1.1 To help address building and equipment needs of the schools;
- 4.1.2 To help create a greater awareness among Queen Sheba School Alumni in Diaspora about the current and future needs of the schools,
- 4.1.3 Facilitate the financial, professional, material, and other contribution of the alumni and friends to the school
- 4.1.4 To create mechanisms for discussion and understanding of the views of various Alumni members of the Association and educational policy makers of the country;
- 4.1.5 To solicit sister institution for the schools that can give material assistance, professional skills, and technical know-how aimed at improving the overall current condition of the schools.
- 4.1.6 To support other neighboring schools from time to time as the Association gets stronger and financially sound.
- 4.1.7 Foster fellowships, bonding, and networking among alumni and friends, and between them and members of other similar alumni, professional, or civic associations.

#### 4.2 . **Mechanisms**

- 4.2.1 The Board of Directors will facilitate and encourage the creation of State Chapters with in USA and Canada to facilitate and help in recruiting members and supporters, collect and channel contributions and transfer and disseminate information regarding the association. Those State Chapters will exist as organizational branches of the association and shall operate with full internal autonomy but shall abide and be governed by the rules and regulations and under the umbrella of the “Queen Sheba Alumni and Friends-International.

## **5. Article V. Membership**

### **Section 1.** Eligibility

Membership in the Association shall be open to any person who:

- A. Has been a registered student, who has been a faculty, staff or visiting scholar at Queen Sheba elementary or/and secondary schools.
- B. Have substantial interest and/or willing to support the development of Queen Sheba Schools or this Association.

### **Section 2.** Membership enrollment

- A. Individuals can become members through registration at local State Chapters or by directly contacting the International Association Office.
- B. Membership enrollment forms will be developed by the Board of Directors. This will be distributed and be available in State Chapters and will also be accessible by directly contacting the Association. Online registration methods will also be developed.

### **Section 3.** Membership Type

Based on past association and current commitment, there shall be two membership types:

- A. **Regular Membership**: A member shall be deemed an active regular member and be eligible to vote and to hold office if he or she has paid membership dues in full for the current Association year (January 1 through December 31).
- B. **Honorary Membership**: Upon nomination by any regular active member, and subsequent to careful consideration and investigation, the Board of Directors may, by majority vote, confer an Honorary Membership to persons who have made outstanding contributions to the schools or this Association. Honorary Members shall pay no annual dues and may not vote or hold office in the Association.

### **Section 4.** Membership Dues

- A. Annual membership due shall be \$5.00 US dollar per month and should be made payable to the Association. A one year due can be paid at one time or in monthly installments.
- B. The Board of Directors will have a right to change the monthly due in future time.

### **Section 5.** Non-Liability of Members

Any member of the Association, including Regular Members, Officers, or Staff shall not be personally liable for the debts, liabilities, or obligations of the Association

## **6. Article VI. Board of Directors**

### **6.1 Organizational Structure:**

There shall be a Board of Directors of the Association, which will manage, supervise and control the business, property and affairs of the Association. The Board of Directors shall be vested with the powers possessed by the Association itself, including the powers to determine the policies of the Association and prosecute its objectives, to appoint and remunerate agents and employees as needed, to disburse the funds of the Association, and to adopt such rules and regulations for the conduct of its business, responsibility and authority consistent with the articles of incorporation or Bylaws of the Association;

6.2 The Board of Directors shall be composed of 11 (Eleven) individuals;

6.3 The Board of Directors shall elect from among its members, an Executive committee which includes a Chairperson, Vice Chairperson, Secretary, Treasurer, Auditor, and other such officers as may be necessary to the conduct of the business of the Association.

6.4 Term of office: Each Director shall serve for a term of three year and may be elected to two additional terms thereafter.

## **7. ARTICLE VII. Function of the Board of Directors**

### **Section 1.** Powers of the Board of Directors

The Association shall be governed by these Bylaws and its Board of Directors. The Board of Directors shall exercise full control in management of the affairs and business of the Association, consistent with the terms and provisions and in accordance with the Bylaws and policies established by resolutions of the Board of Directors.

The Board of Directors shall be vested with the responsibility, among others, of establishing an Executive Committee which will directly execute the Association's goals, operating policies, planning its programs, approving its budget, managing its resources, appointing and supervising over standing or ad-hoc committees, conducting regular and special meetings, and performing other duties deemed necessary to carry out its mission.

### **Section 2.** Composition of the Board of Directors

A. The Board of Directors shall be composed of 11 voting members elected or appointed by the General Membership.

- B. The Board of Directors will elect the Executive Committee from within its members. The Executive Committee will include the Chairperson, the Vice Chair, the Secretary, the Treasurer; the Auditor... etc. as needed to execute the business of the Association.

**Section 3.** Duties and Responsibilities of the Executive Committee

- A. **The Chair**. The Executive Chairperson shall also be the Chair of the Board of Directors and serve generally as the representative of the Association. The Chairperson shall act as Chair at all meetings of the Association, and may appoint a Board Member to fill a vacancy in any unexpired term of office until the Board meets and elects a replacement.
- B. **The Vice Chair** shall, in the absence of the chair, perform his/her duties, chairs the Finance Committee, and perform all other duties as are assigned by the chair. The Chair-Elect shall assume the responsibilities of the Chair for two year, upon the completion of the chair's term, or shall complete the remaining term in the event of the chair's resignation.
- C. **The Secretary** shall keep a record of the proceedings of all meetings of the Association, carry formal correspondences on behalf of the Board of Directors as directed by them, distribute minutes of meetings to Board of Directors members prior to the next meeting, and keep a permanent file of these records for the Association.
- D. **The Treasurer** shall oversee the financial affairs of the Association and provide financial reports at meetings and otherwise as requested by the Chair.
- E. **The Auditor** shall audit the account books and activities of the Treasurer, and report to the Board of Directors and the General Membership on all the financial aspects of the Association
- F. **The Past Chairperson** of the Association shall provide consultation, as needed, to the Board of Directors, be present at all Board meetings, and act in an advisory capacity.
- G. **Officers at At-Large**. The six-member At-Large shall be present at all Board of Directors meetings and perform such additional duties as assigned by the Chair or the Board of Directors.

**8. Article VIII. Meetings and Resolutions**

- 8.1 The General Meeting of the Membership, the meeting of the Board of Directors, as well as any meeting of the Association shall be minuted and resolutions adopted by a simple majority of 51% of the quorum present;

- 8.2 The general meeting must be announced and publicized at least one week ahead of the date through various means of communication;
- 8.3 Meeting of the Board of Directors shall be held once a month or as often as needed;
- 8.4 The General Meeting of the Membership shall be held at least once a year;
- 8.5 A special meeting may be called if deemed necessary and approved by 2/3 of the Board of Directors.

### **9. Article IX. Duration and Dissolution**

- 9.1 The Association shall be established for an indefinite period of time, but may be dissolved by a 2/3 decision of the General Membership upon determination that the objectives of the Association have been fully accomplished.
- 9.2 The retiring Board of Directors shall remain in office until the duly elected incoming Board (elected by the General Membership) assumes its duties and responsibilities of Office. The outgoing Board must transfer all proper files, records, bank accounts, and all other official documents in the presence of the Auditor and other Executive Officials.
- 9.3 The fiscal year of the Association shall commence on January 1<sup>st</sup> of every year and terminate or end on December 31<sup>st</sup> of the following year.
- 9.4 When the Association is dissolved, its properties and assets shall be donated to Queen of Sheba School or as may be decided by 51% of the General Membership.

### **10. Article X. Patron(s) of the Association**

The Board of Directors of the Association may seek the support of persons from charitable, humanitarian organizations with qualified fund raising capabilities when their services are needed or deemed essential, and cannot be carried out by the Board itself.

### **11. Article XI. Limitation on Activities**

The Association is formed, organized and operated exclusively for the maintenance, improvement and developmental purposes of Queen Sheba School and within the meaning of Sections 170 (c)(2)(B), 501 (c) (3), 2055 (a)(2), and 2522 (a)(2) of the Internal Revenue Code of 1954. As the Association gets stronger and financially sound, it will, from time to time, support other schools in the surrounding neighborhood.

## **12. Article XII. Amendments of Bylaws**

These Bylaws may be amended by a 51% majority vote of the Board of Directors. The Executive Committee can propose amendments to the Board of Directors, but shall have no power to amend Bylaws. Proposed amendments to these Bylaws shall be submitted in writing to the Secretary no less than fifteen (15) working days in advance of a scheduled Executive Committee meeting or during an annual General Meeting. Members of the Association shall be notified of Bylaw amendments. Bylaws can only be amended, altered, repealed, or otherwise modified by a 51% majority vote of the Board of Directors,.

## **13. Article XIII. Discipline and Resignation of Members**

### **Section 1.** Termination:-

Membership shall be terminated upon failure to renew membership by paying dues on or before the due date.

### **Section 2.** Expulsion:-

- A. A member shall be expelled by the Board of Directors if that member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association, e.g. if this member has misrepresented the decisions of the Executive Committee or has acted in contravention of the goals and rules of these Bylaws.
- B. Procedures for expulsion will be decided by the Executive Committee. An Expulsion Procedure shall require a quorum vote of the Board of Directors.

### **Section 3.** Resignation:-

Resignation from office shall be submitted in writing to and accepted by the Executive Committee. Replacement of Officers shall take place according to the provisions of this Bylaw.

### **Section 4.** Discipline:-

Whenever an elected official or a Board Member has committed a violation, the Board of Directors shall investigate the matter directly or through a committee and render its report to General Membership whose confirmation or rejection of the decision shall be binding.