

**UNIVERSITY OF LIBERIA ALUMNI ASSOCIATION IN THE AMERICAS (ULIBAAA)
CONSTITUTION
2018**

PREAMBLE

We, the graduates, former students, former staff, and former faculty of the University of Liberia, in order to preserve the memories of university life in the Republic of Liberia, in order to form a more practicable organization through which we may promote greater interest in the development and welfare of our Alma Mater, do ordain and hereby establish this Constitution.

ARTICLE I - NAME

The official name of this organization shall be the University of Liberia Alumni Association in the Americas, hereafter referred to as ULIBAAA or the Association).

ARTICLE II - PURPOSE

Section 2.1 - Mission

The ULIBAAA is an organization that serves as a liaison and facilitates an active relationship between graduates, former students, former staff, and former faculty of the University of Liberia in the Americas and the University of Liberia in Liberia, West Africa (Africa) to support the University's mission of teaching, research, socio-economic development, and service to the Republic of Liberia and the world at large.

ULIBAAA shall maintain federal tax exemption status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Due to its federal income tax exemption under the Code, the ULIBAAA shall not engage in or support any program or activity not supported by this provision of the Code.

The ULIBAAA does not anticipate any pecuniary gain or profit that is either incidental or otherwise, and no part of its net earnings or assets shall inure to the benefit of or be distributable to its directors, officers, or members.

No substantial part of ULIBAAA's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (lobbying), and it shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office in the Republic of Liberia, the United States of America or any other country.

Section 2.2 - Goals

a) To recruit graduates, former students, former staff, and former faculty of the University of Liberia for the purpose of contributing to the University of Liberia's mission of teaching, research, and socio-economic development of the Republic of Liberia.

b) To promote active involvement of graduates, former students, former staff, and former faculty of the University of Liberia in order to foster and uphold the mission of the University of Liberia, thereby acting as a catalyst for social and economic development in the Republic of Liberia.

ARTICLE III - MEMBERSHIP

Section 3.1 - Membership Categories

Membership in ULIBAAA shall be categorized into a) general, b) associate, and c) honorary statuses.

Section 3.2 - General Membership

General membership shall be open to all former undergraduate and graduate students; faculty; and staff of the University of Liberia, including interns, residents, and fellows residing in Americas.

All powers of the Association shall be vested in the general membership, which shall cause their leaders to be elected, leave office and fill vacancies in keeping with the provisions of this Constitution and by-laws.

Section 3.3 - Associate Membership

Associate membership shall be granted to non-graduates, non-students, non-faculty, and non-staff, who are friends of or spouses and significant others to those holding general membership status; are supportive of and subscribe to the mission of ULIBAAA as provided for under section

3.1; and shall have paid either an annual membership fee or purchased a life membership, which fees shall be established by the Association's Board of Directors, hereinafter the Alumni Board.

Section 3.4 - Honorary Membership

Honorary membership shall be conferred upon a natural person, who does not qualify as a general or associate member, or a non-natural person, who contributes or has contributed substantial time and/or financial resources to the fulfillment of the mission of ULIBAAA upon nomination by a general member, officer, or board member and a simple majority vote by the Alumni Board.

Section 3.5 - Lifetime Membership

A Lifetime Member shall be a regular individual member who has made numerous invaluable contributions and displayed a sustained commitment to the organization and its mission. The Board of Directors shall consider and vote upon such Individual Members for the distinction of Lifetime Membership after nomination for consideration by other individual members after having been vetted by the Association's membership Committee.

Additionally, lifetime honorary membership shall be conferred on individual members who have consistently paid their regular membership dues for at least XX years.

Section 3.6 – Membership Qualification

Except for honorary memberships, general, lifetime and associate memberships shall be obtained through the completion of a registration process to be designed and executed via the Executive Leadership and Membership Committees of ULIBAAA as provided for under Article VI, Sections 6.3 and 6.4.

Section 3.7 - Rights and Privileges of Membership

a.) General Membership

1) to vote in all ULIBAAA elections

2) to hold office in the Association, subject to the provisions of Article 4 Section 4.4 (a)1 and Section 4.4(b)1

b.) Associate and Honorary Membership

- 1) accorded all privileges of membership in the Association except to vote in the Association's elections of any kind, general or special

Section 3.8 - Membership Fees

Membership registration fees shall be payable for the calendar year and shall run concurrently with the Association's fiscal year from January 1st of each calendar year and expire on December 31st of that calendar year.

Membership fees shall be proposed by the Executive Leadership through the President and shall be ratified and authorized by the Alumni Board.

ARTICLE IV - ORGANIZATION

Section 4.1 - The Convention/General Assembly

The General Assembly shall be the highest decision-making body of the Association.

The General Assembly sessions shall be open to all members of the Association. When sitting in Plenary, the General Assembly shall compose of and represent the registered voting membership only.

The General Assembly shall meet at least once every calendar year. The President shall convene such meetings. The President may also call emergency meetings of the Association. Fifty percent (50%) plus one of the registered members attending the meeting shall constitute a quorum at all general meetings, whether regular or emergency. Decisions at General Assemblies shall be reached by a simple majority of the voting members present.

The General Assembly shall elect the following: a) Members of the Alumni Board; b) President; c) Vice President; d) General Secretary; e) Financial Secretary; and f) Treasurer.

Section 4.2 - Governing Body

a.) The governing body of the Association shall be vested in the Alumni Board, which shall be composed of seven members elected by the General Assembly for a two-year term.

b.) The Alumni Board shall adopt all budgets, including operating, capital and shall direct the investment and care of all funds and monies of the Association. It, also, shall approve all fees, including registration and membership that are either initiated by the Executive Leadership.

c.) The Alumni Board shall meet at least quarterly in a twelve-month period to perform its governing functions, fiduciary duties, and responsibilities, including, but not limited to, planning, organizing, directing, controlling, reporting, and budgeting. It, also, shall have the power to cite elected officer(s) and any member(s) for cause.

d.) The Chairman of the Alumni Board, who shall be elected by its membership, shall cite members to attend regular or emergency meetings of the Alumni Board.

e.) The Board shall establish such rules of procedures as it shall deem necessary for its governance.

Section 4.3 – General Officer Election and Appointment

The General Assembly shall elect for a two-year term, members of the Alumni Board, the President, Vice President, General Secretary, Financial Secretary, and Treasurer at its annual convention.

Section 4.4 - Executive Leadership

The executive leadership shall be composed of the President, Vice President, General Secretary, Financial Secretary, and Treasurer.

a.) President

1. Shall be a bona fide graduate of the University of Liberia.
2. Stand in a fiduciary relationship with the Association, acting in good faith with due regard to the interest of the Association, and make the welfare of the Association paramount at all times.
3. Oversee all administration and operations of the ULIBAAA.
4. Preside as Chair of the Executive Leadership.
5. Preside over all meetings.
6. Call officers' meetings as necessary.

7. Appoint chairs and members of all standing committees.
8. Constitute and appoint ad hoc committees with the advice and consent of the Alumni Board.
9. Be present at all ULIBAAA functions or assign a designated Executive Leadership Officer to take his or her place.
10. Monitor the duties and current business of all officers and ensure that each officer is completing his or her assigned tasks. In the event that an officer is not completing his or her tasks, it shall be the President's responsibility to address the situation and ensure that the tasks are completed by either completing them himself or reassigning to another officer.
11. Prepare an update for each general, voting member at each General Assembly meeting.
12. Present detailed reports on the operations and affairs of the Association
13. Attend any additional functions and perform the duties requested. As the face and champion of the Association, the President make all available appearances to help establish a strong, professional presence for the Association and in the communities, including chapters of the Association.
14. Keep detailed records of all duties performed during his or her term, including, but not limited to, emails, documents, notes, etc. For his or her successor.
15. Continuously develop and implement new ideas to improve the Association and promote unity and active involvement in the Association.
16. Be the principal signatory to the operating accounts of the Association.
17. Authorize payments and withdrawals within limits authorized and established by the Alumni Board.

b.) Vice President

1. Shall be a bona fide graduate of the University of Liberia.
2. Be the principal deputy to the President.
3. Stand in a fiduciary relationship with the Association, acting in good faith with due regard to the interest of the Association, and make the welfare of the Association paramount at all times.
4. Perform presidential duties in the absence of the President

5. Assist the President with his or her duties whenever possible
6. Serve as Chairman Ex-Officio of all standing committees
7. Act as President in the event of the President's removal from office, resignation, death, or inability to discharge the duties and responsibilities of the President.

c.) General Secretary

1. Shall be the chief custodian of all documents and records, paper and digital, belonging to the Association.
2. Stand in a fiduciary relationship with the Association, acting in good faith with due regard to the interest of the Association, and keep the welfare of the Association paramount at all times.
3. Be present and take minutes at all meetings.
4. Cite members to general or special meetings and conventions as directed by the President or Alumni Board.
5. Keep attendance at all meetings and events and keep the President apprised.
6. Prepare a spreadsheet of meeting/event attendance to be presented at meetings, general or special, if and when requested by the President or Alumni Board.
7. Record important dates and information to be presented at meetings, general or special, if and when requested by the President or Alumni Board.
8. Create and distribute newly-registered member profile at each general meeting and maintain a file or directory of all members.
9. Organize members into committees as appointed and directed by the President.
10. Assist all other officers with their duties as needed.
11. Keep a detailed record of all duties performed during his or her term, including, but not limited to, emails, documents, notes, etc., for the next officer who assumes office.
12. Continuously develop and implement new ideas to improve the Association, and promote unity and active involvement in the Association.
13. Prepare progress reports for presentation to the President, Alumni Board, and General Assembly as may be deemed necessary.

1 **d.) Treasurer**

- 2 1. Shall maintain an accurate record of all monies collected from event and
3 activities, and an overall record of the Association's financial status.
- 4 2. Stand in a fiduciary relationship with the Association, acting in good faith with
5 due regard to the interest of the Association, and keep the welfare of the
6 Association paramount at all times.
- 7 3. Receive all monies for the Association and deposit same in the Association's
8 name and accounts.
- 9 4. Be a signatory to the Association's financial accounts, as provided in Section 6.7,
10 *infra*.
- 11 5. Be actively involved with financial decisions with the President and Alumni
12 Board.
- 13 6. Recommend to the Executive Leadership financial institutions to serve as
14 custodians for the Association's funds
- 15 7. Coordinate with the Budget and Finance Committee in the formulation and
16 preparation of the Association's annual and special events operating and capital
17 budgets for the Executive Leadership's review, approval, and subsequent
18 adoption by the Alumni Board.
- 19 8. Be and serve as the Chairperson Ex officio of the Budget and Finance Committee
- 20 9. Make and facilitate disbursements from the Association's operating and capital
21 funds within limits authorized by the Alumni Board to further the mission and
22 purposes of the Association.
- 23 10. Report to the Executive Leadership and Alumni Board (as requested or necessary)
24 the current balance of the Association's operating and capital funds.
- 25 11. Attend Executive Leadership meetings involving the financial affairs of the
26 Association as needed or requested.
- 27 12. Assist all other officers with their duties as needed.
- 28 13. Keep a detailed record of all duties performed during his or her term, including,
29 but not limited to, emails, documents, notes, etc., for the next officer who assumes
30 office.
- 31 14. Continuously develop and implement new ideas to improve the Alumni
32 Association, and promote unity and active involvement in the Association.

15. Prepare progress reports for presentation to the President, Alumni Board, and General Assembly as may be necessary.

e.) Financial Secretary

1. Shall keep an accurate journal ledger of all financial transactions of the Association, classify same, and report upon.
2. Stand in a fiduciary relationship with the Association, acting in good faith with due regard to the interest of the Association, and keep the welfare of the Association paramount at all times.
3. Be a signatory to the Association's financial accounts, as provided in Section 6.7, *infra*.
4. Prepare and issue quarterly financial statements, including financial positions, statements of activities, cash flows, and functional expenses of the Association.
5. Work and coordinate with both the Treasurer and General Secretary regarding economic transactions that need to be captured in the Association's financial records.
6. Attend Executive Leadership meetings involving the financial affairs of the Association as needed or requested.
7. Assist all other officers with their duties as needed.
8. Keep a detailed record of all duties performed during his or her term, including, but not limited to, emails, documents, notes, etc., for the next officer who assumes office.
9. Continuously develop and implement new ideas to improve the Association and to promote unity and active involvement in the Association.

Section 4.5 - Inability to serve out a Term

In the event of an officer's death, disability, or resignation, the following protocol shall be observed and followed:

- 1.) In the case of a member of the Alumni Board, the President shall fill such vacancy until at such time when the General Assembly convenes to elect officers as provided for under section 5.1;
- 2.) In the case of the Chairman of the Alumni Board, the Vice Chairperson shall assume the chairmanship and serve the remainder of the Chairperson's term;

3.) In the case of the President, the Vice President shall assume the office of President and fill the remainder of the term;

4.) In the case of the Vice President, the General Secretary shall assume the vice presidency and fill the remainder of the term;

5.) In the case of the General Secretary, the President shall appoint a member to assume the General Secretaryship and fill the remainder of the term; then, a new General Secretary shall be elected pursuant to Section 5.1.

Notwithstanding, for purposes of this section only, in the case of succession of the General Secretary to the Vice Presidency, Section 4.4(a)(1) and Section 4.4(b)(1) shall be waived for the duration of the term of the office to which the General Secretary shall have succeeded.

6.) In the case of the Treasurer, the Financial Secretary shall assume the treasurer-ship and fill the remainder of the term; and

7) In the case of the Financial Secretary, the President shall appoint a member to fill the remainder of the term; then, a new Financial Secretary shall be elected pursuant to Section 5.1.

Section 4.6 - Removal from Office

a) Members of the Alumni Board

A member of the Alumni Board shall be removed from office for gross dereliction of duties as provided for under section 5.2 via a simple majority vote taken by the General Assembly at the petition of a concerned member who shall provide sufficient justification or evidence for such removal. The President shall convene a special session of the General Assembly to effect such an action as soon as practicable.

b) Executive Leadership Committee

A member of the Executive Leadership Committee shall be removed from office for gross dereliction of duties as provided for under section 5.4 via at least a two-thirds majority vote taken by the Alumni Board at the petition of a concerned member who shall provide sufficient justification or evidence for such removal. In the event of the President's removal petition, the Chair of the Alumni Board shall convene a special session of the Alumni Board to consider such a petition as soon as practicable.

Section 4.7: Term Limits – Elected Officers

No elected officer, as provided for under Article V, Sections 5.2 (a) and 5.4, shall be eligible to hold the same office for more than two consecutive terms.

ARTICLE V - COMMITTEES

Section 5.1 – Authority to Appoint

The President shall appoint such standing or special (ad-hoc committees and task forces) as may be appropriate.

Section 5.2 - Standing Committees

The standing committees shall be a) Executive Leadership, b), Membership c) Budget and Finance, d) Development and Fundraising, e.) Communications, e) University Relations, and f) Awards

Except for the Executive Leadership Committee, each standing committee shall be composed of a Chairman, Vice Chairman, Secretary, and two members.

Section 5.3 – Executive Leadership Committee

The Executive Leadership Committee shall be composed of the five elected general officers of the Association, including President, Vice President, General Secretary, Treasurer, and Financial Secretary, who individually or collectively, shall propose and implement all policies, procedures, and programs of and for the benefit of the Association as shall be approved by the Alumni Board.

Section 5.4 – Membership Committee

The Membership Committee shall be responsible to scrutinize applications and register new members for the Association. The committee shall establish membership and registration criteria, which shall be approved by the Alumni Board. All membership criteria shall be consistent with this Constitution. The Committee shall undertake membership drives to register members and shall keep record of all members of the Association. To keep members active and invested in the Association, it shall coordinate with the Communications Committee to disseminate valuable news and information.

1 Section 5.5 - Budget and Finance Committee

2 The Budget and Finance Committee shall formulate the annual operating and long-term capital
3 investment budgets, which shall be submitted by the President for the approval and adoption by
4 the Alumni Board. It, also, shall coordinate with the Development and Fundraising Committee
5 in the formulation of budgets appropriate under the circumstances.

6

7 Section 5.6 - Development and Fundraising Committee

8 The Development and Fundraising Committee shall be charged with developing and
9 implementing special programs with the view toward raising funds and increasing the income
10 stream of the Association. These shall include, but not be limited, to undertaking special appeals
11 for donations, writing for eligible grant funds, and planning and implementing special events,
12 such as sports, arts, and entertainment contests. Where applicable and necessary, such events or
13 undertakings shall be coordinated with other committees, such as Memberships,
14 Communications, and Budget and Finance.

15

16 Section 5.7 - Communications Committee

17 The Communications Committee shall be responsible for maintaining and disseminating news
18 and information about the Association to both its memberships and the public in general via
19 various media platforms, including, but not limited to, print, radio, television, and electronic. It,
20 also, shall maintain the Association's website, control contents of the Association's social media
21 accounts, and publish the Association's print or electronic newsletter. Where applicable and
22 necessary, the Communications Committee shall collaborate with the Association's Secretary-
23 General in fulfillment of its objectives.

24

25 Section 5.8 - University Relations Committee

26 The University Relations Committee shall foster and maintain an ongoing relationship with the
27 University of Liberia's administration, faculty, staff, and student body for the purpose of
28 assessing the University's needs and the ways in which such assessed needs can be fulfilled by
29 the Association, including capacities building and augmentation in the areas of teaching,
30 research, scholarship, fellowship, materials and supplies, to name a few.

31

32 Section 5.9 - Awards Committee

33 a) Criteria

The Awards Committee shall solicit and invite nominations for awards by the Association. Among other factors, it shall give due considerations to the nominees' support of the Association's mission and programs; their history of volunteer service to the University of Liberia, the Association, and communities; and their leadership experience.

b) Reservation of Rights

The Awards Committee reserves the right to accept or reject nominations based upon any of the criteria listed in Section 5.9 (a).

ARTICLE VI - THE ASSOCIATION FUNDS

Section 6.1 - The Association Funds

The Association funds shall include the following:

- a) the Operating Fund, hereinafter referred to as the "Operating Fund",
- b) the Fellowship and Scholarship Program Fund, hereinafter referred to as the "FAS Program Fund"
- c) the Capital Acquisition and Development Program Fund, hereinafter referred to as the "CAD Program Fund"
- d) Operating Reserve Fund

Section 6.2 - The Operating Fund

The Operating Fund shall include all monies received by the Association from established fees such as annual membership dues, registration fees, dividends and interest income, advertising, special events proceeds, and other miscellaneous sources not specifically designated for the FAS Program Fund and CAD Program Fund.

Section 6.3 - The Fellowship and Scholarship (FAS) Program Fund

1 The FAS Program Fund shall include all monies specifically designated by donors for fellowship
2 and/or scholarship activities and purposes at the University of Liberia, including transfers from
3 the Operating Fund as authorized by the Alumni Board.

4

5 *Section 6.4 - Capital Acquisition and Development (CAD) Program Fund*

6 The CAD Program Fund shall include all monies specifically designated by donors for capital
7 purchases, acquisition, or development as specifically designated by donors, including transfers
8 from the Operating Fund as authorized by the Alumni Board.

9

10 *Section 6.5 – Operating Reserve Fund*

11 There is hereby established an Operating Reserve Fund, which shall serve as a Rainy-Day Fund
12 to augment financial resource requirements for the Operating Fund whenever there is an
13 aggregate financial resource deficiency or deficit to finance current year anticipated or budgeted
14 expenses.

15

16 It shall be financed by a transfer from the Operating Fund whenever the change in net assets is
17 positive. At the discretion of the Alumni Board, an amount to be determined by the Alumni
18 Board, shall be transferred to the Operating Reserve Fund, which shall be invested to grow the
19 Operating Reserve Fund.

20

21 *Section 6.6 – Financial Operating Procedures*

22 The Executive Leadership Committee shall implement, with the approval of the Alumni Board, a
23 set of financial operating procedures for the management of the Association Funds.

24

25 Section 6.7 – The President shall be the principal signatory to the Association's financial
26 accounts. The Treasurer and Financial Secretary shall also be signatories to the Association's
27 financial accounts. The signature of the President, in conjunction with the signature of either the
28 Treasurer or the Financial Secretary, shall be required to withdraw any funds from the
29 Association's accounts, or make any transfers between the Association's accounts.

30

31 ARTICLE VII - THE ASSOCIATION CHAPTERS

32

1 Section 7.1 – Formation

- 2 a) All existing chapters, duly organized and approved by the Board prior to the entry into
3 force of this Constitution shall remain chapters of the Association subsequent to the entry
4 into force of this Constitution. As long as such chapters shall continue in unbroken
5 existence, each such chapter shall be governed by and shall be subject to all provisions of
6 this Constitution except Section 8.1(b).
- 7 b) A new chapter of the ULIBAAA may be formed in a convenient territory or geographical
8 area of the United States of America provided such a chapter and its organizers subscribe
9 to and are in agreement with the mission of ULIBAAA as provided in Section 3.1.
- 10 i. Any ten (10) or more alumni, faculty and staff of the University of Liberia may come
11 together, consistent with Section 8.3 infra, for the purpose of forming a ULIBAAA
12 chapter.
- 13 ii. It is desirable that any new chapter established after the entry into force of this
14 Constitution shall be located in such a territory or geographical area within a radius of
15 no less than one hundred (100) miles of an existing chapter.
- 16 iii. Notwithstanding, a new chapter formed after the entry into force of this Constitution
17 may be formed in a territory or geographical area within a radius of less than 100
18 miles of an existing Chapter, if, such new chapter is bounded within a metropolitan
19 area commonly recognized by the United States Postal Service and the formation of
20 such chapter is demonstrably beneficial to the Association.
- 21 iv. The Board may establish such bylaws, rules or regulations, consistent with this
22 Constitution, with specific reference to Article VIII herein, governing the formation
23 of ULIBAAA Chapters.

24

25 Section 7.2 - Purpose

26

27 The purposes of the Association chapter shall be to:

- 28 a) Promote the fellowship and welfare of alumni as well as former students, faculty, and
29 staff of the University of Liberia residing in the Americas;
- 30 b) Assist the National Association in promoting its programs under its direction and
31 guidance; and
- 32 c) Recruit alumni as well as former students, faculty, and staff of the University of Liberia
33 to contribute to the mission of the National Association.

34 Section 7.3 – Organization

- 1 a) Applications for new Chapter charters must be made to the Association by filing a
2 petition and proposed bylaws with the National Association via its National General
3 Secretary or any member of the National Executive Leadership Committee for timely
4 consideration by the National Executive Leadership.
- 5 b) Chapters, like the National, shall be governed by a board of directors, the number of
6 which shall be determined by the Chapter bylaws. If not already a member, all Chapter
7 directors shall be members or associate members, as defined in Sections 4.2 and 4.3
8 before they begin their terms of service as such.
- 9 c) The application and bylaws of the proposed Chapter shall be considered at a meeting of
10 the Alumni Board to determine whether they fulfill the conditions of Section 8.2 (a) of
11 Article VIII. Upon the determination of the Alumni Board that a proposed Chapter meets
12 said requirements, the Board shall grant the Chapter a Charter to operate as a Chapter.
- 13 d) A charter entitles the Chapter to obtain advice, counsel, and assistance from the National
14 for such services as membership growth activities, programs, events, etc. Such services
15 may be subsidized in part by the National for organizational purposes, but otherwise the
16 Chapter shall be responsible for the costs incurred.
- 17 e) In order to retain its charter, a Chapter must fulfill the following obligations:
- 18 1. Hold at least one general meeting each year at which business is transacted
- 19 2. Comply with the provisions of this Constitution and its own bylaws
- 20 3. Complete an annual report as required by Article IX, Section 2 of this
21 Constitution.

Section 7.4 - Charter Revocation

24 When the requirements of Article VIII, Section 8.2 have not been met by any Chapter, the
25 Association, one year after notice to such Chapter of its intention to do so, shall revoke the
26 Charter of such Chapter unless the Alumni Board determines that the Chapter has resumed
27 compliance with the requirements of Article VIII, Section 8.2.

29 Upon the revocation of a Chapter's Charter, that Chapter shall cease to function as a Chapter of
30 ULIBAAA, and the Chapter shall immediately go into dissolution pursuant to the terms and
31 conditions for dissolution as set forth in the Chapter's by-laws. The Board shall designate the
32 Treasurer to serve as the receiver of Chapter assets, and to account to the Board for same.

Section 7.5 - Reinstatement

Reinstatement of a revoked charter may be obtained only by fulfilling the original requirements under Article VIII, Section 2.

Section 7.6 - Chapters Geographic Organization

Each chartered chapter, based on its United States geographic location, shall be affiliated with a conference pursuant to the designation of the Census Bureau of the United States. Accordingly, there are established the following conferences:

a.) Northeast Conference

The Northeast Conference shall include chapters forming, formed, organized, or chartered in the New England States of 1.) Connecticut, 2.) Maine, 3.) Massachusetts, 4.) New Hampshire, 5.) Rhode Island, and 6.) Vermont as well as the Mid-Atlantic States of 7.) New Jersey, 8.) New York, and 9.) Pennsylvania.

b.) Midwest Conference

The Midwest Conference shall include chapters forming, formed, organized, or chartered in the East North Central States of 1.) Illinois, 2.) Indiana, 3.) Michigan, 4.) Ohio, and 5.) Wisconsin as well as the North Central States of 6.) Iowa, 7.) Kansas, 8.) Minnesota, 9.) Missouri, 10.) Nebraska, 11.) North Dakota, and 12.) South Dakota.

c.) South Conference

The South Conference shall include chapters forming, formed, organized, or chartered in the South Atlantic States of 1.) Delaware, 2.) Florida, 3.) Georgia, 4.) Maryland, 5.) North Carolina, 6.) Virginia, 7.) West Virginia and 8.) District of Columbia. It, also, shall include the East South-Central States of 9.) Alabama, 10.) Kentucky, 11.) Mississippi, and 12.) Tennessee as well as the West South-Central States of 13.) Arkansas, 14.) Louisiana, 15.) Oklahoma, and 16.) Texas.

d.) West Conference

The West Conference shall include chapters forming, formed, organized, or chartered in the Mountain West States of 1.) Arizona, 2.) Colorado, 3.) Idaho, 4.) Montana, 5.) Nevada, 6.) New Mexico, 7.) Utah, and 8.) Wyoming as well as the Pacific West States of 9.) Alaska, 10.) California, 11.) Hawaii, 12.) Oregon, and 13.) Washington.

Section 7.7 – Chapters Administrative and Operational Relationships to the National

a.) The Presidents of each state chapter of each Conference shall assemble at a date and time of their own choosing to elect from among themselves, a Conference Chair, Conference Vice Chair, and Conference Secretary for a term to be decided by each conference.

b.) Each Conference Chair, for national administrative and operations purposes, shall collaborate, cooperate, and work with the National Executive Leadership, via the National Vice President, to further the mission and purposes of ULIBAAA. Areas of cooperation shall include, but not be limited to, the National providing technical assistance in the formation of Association chapters, designing and standardizing operating documents for the recording and reporting of both financial and non-financial (operating) data, including accounting documents (vouchers), contents of financial statements, and membership data.

ARTICLE VIII - ANNUAL REPORT

Section 8.1 – National Leadership

The National leadership shall submit an annual report, including both financial and non-financial data to the Convention/General Assembly. The financial report shall include statements of the Association's financial position and condition, operating activities, cash flows, and changes in net assets. Non-financial data shall include operating data, including, but not limited to changes in output data (numbers) for memberships, awards, trips, events, programs, fellows, scholars, research, and teaching.

Section 8.2 - Chapters

Each Chapter shall submit an annual report to the Association on or before February 15th of the subsequent calendar year for the prior fiscal year covering January 1st through December 31st. This annual report shall be in a form prescribed by the Association and shall contain both financial and non-financial data as is requested from time to time by the Association.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Association and Chapters shall begin on January 1st of each calendar year and terminate on December 31st of that calendar year.

ARTICLE X - FINANCIAL ACCOUNTABILITY

For the purpose of ensuring financial controls and accountability, the Alumni Board shall select from the Association's membership member(s) of professional reputability, honesty and integrity who agree to review and report on the financial activities of the Association each year or as considered necessary by the Alumni Board in order to enhance operating efficiencies and prevent, if not deter, waste, fraud, and abuse. Such member services shall be on a pro bono basis. However, if the services of members cannot be obtained, then the Alumni Board may contract with other non-member professionals to render similar services at a reasonable fee in keeping with the tax-exempt status of the Association as granted to it by the United States government.

ARTICLE XI - ELECTIONS

Section 11.1 – Alumni Board and General Officers

Elections for offices as provided for under Article V, Sections 5.2 (General Officers) and 5.3 (Alumni Board), shall be executed by an Elections Commission, which shall consist of seven members, including a Chairperson, Vice Chairperson, and Secretary.

Section 11.2 - Member Term of Office

Each member of the Elections Commission, unless reappointed by the National President and confirmed by the Alumni Board, shall serve a two-year term beginning in June of the first calendar year and ending the last day of May of the third calendar year.

For the purpose of continuity, three of the seven members, including the Chairperson, Vice Chairperson, and Secretary, shall serve staggered terms, which shall be allocated by the Alumni Board.

Section 11.3 – Election Guidelines

The Elections Commission shall prescribe guidelines for both general and special elections, including eligibility as provided for under Article IV, Section 4.1; member outstanding financial obligation to the Association; deadline for the declaration of member's intent to run for office; design of election ballot; and election dispute resolution.

The Guidelines shall also establish procedures for reporting Guidelines violations, contesting results and an appeals process.

Section 11.4 – Timing of General Elections

Except for special elections, which shall be determined, directed, and authorized by the Alumni Board, general elections shall be held biennially in the fourth week of October.

Section 11.5 – Publication of Elections Results

The results of the election shall be publicized immediately following the official counting of the ballots and certification by the Commission. Such certificates shall be transferred to the Association's General Secretary for recording and record keeping purposes.

ARTICLE XII - DISSOLUTION

In the event of a dissolution of the Association, the Alumni Board shall, after paying and making provisions for the payment of all liabilities of the Association, distribute all of its remaining assets to the University of Liberia or its successor.

ARTICLE XIII - AMENDMENT

This Constitution may be amended, changed, or repealed by a two-thirds majority vote of the registered voting members at the General Assembly/Convention and shall be captured in a resolution adopted by the General Assembly/Convention. This resolution shall be transmitted to the General Secretary for recording and recordkeeping purposes and who, in turn, shall act within a reasonable time period to effect said amendments and re-publish the amended version, noting the effective amendment date.

ARTICLE XIV - SEVERABILITY

A determination that any provision of this Constitution is for any reason inapplicable, invalid, illegal or otherwise ineffective will not affect or invalidate any other provision of this Constitution.

**Adopted in Special Session of the Association held on September 30, 2018, by assent
Philadelphia, Pennsylvania**