

BY-LAWS OF BONG EDUCATION CENTER ALUMNI ASSOCIATION, INC.

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Bong Education Center (BEC) Alumni Association, Inc., also known as BECAA.

Section 2. Purpose

The purpose of the association is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of the State of Delaware, United States of America. This Association shall be a nonprofit corporation. It is organized exclusively for religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The primary objectives and purposes of this Association shall include, but not be limited to, the following:

- a) To promote and provide for fellowship among the alumni by establishing and maintaining a network among former students;
- b) To provide a framework for the continued academic, professional and career development of its members;
- c) To assist in the advancement of continued education and/or other related or corresponding purposes;
- d) To promote the academic and professional development of BEC as an institution;
- e) To provide opportunities and avenues for service to our local community, our state, our nation, Bong Mines community, Liberia –West Africa and the international community;
- f) To provide a framework and a forum for the growth and expansion of BEC alumni in the local, state, national and international communities;
- g) To provide a venue for social interaction of its members;
- h) To mentor students at BEC;
- i) To be ambassadors for BEC;
- j) To make a positive difference in all of the communities in which the Association becomes involved;
- k) To engage in any other affairs in the interest of the alumni of BEC;
- l) To operate exclusively in any other manner for such charitable, educational, civic, social and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

The Association shall further have unlimited power to engage in and do any lawful act consistent with the Association's nonprofit tax exempt status.

Section 3. Definitions.

- a) "Association," herein, shall mean and refer to the Bong Education Center Alumni Association, Inc., its successors and assigns. The term association and corporation are used interchangeably throughout this document..
- b) "Board of Directors," herein, shall mean and refer to the current, elected officers of the Association, its successors and assigns.

- c) "Executive Committee," herein, shall mean and refer to the current, elected officers, at-large members, appointed committee chairpersons and Ex-Officio members of the Association, its successors and assigns, as described in Article IV, Section 1 of these By-Laws.
- d) "Ex-Officio," herein, shall mean and refer to the Alumni Advisor, all faculty and staff of Bong Education Center ("BEC") and the immediate past president of the Alumni Association.
- e) "General Members," herein, shall mean and refer to all former students of BEC or any other individual, including current or former teachers of BEC as described in Article II, Section 1 of these Bylaws, other than elected and appointed members of the Association.

ARTICLE II - MEMBERSHIP

Section 1. General Members.

Any graduate, current or former student of BEC, Bong Mines Community, Bong County, Liberia or any other individual, including current or former teachers of BEC, who wishes to support BEC through membership in the Alumni Association, shall become a member on payment of membership dues, the amount of which shall be fixed by the General Members at the annual business meeting. All members must be in good standing with this association. A member in good standing is one who has met all of his/her financial obligations to this association. Any member may voluntarily withdraw or may be suspended or expelled by majority vote of the membership for violation of the bylaws, or for conduct deemed detrimental to the Association.

Section 2. Honorary Members.

Persons of distinction in the affairs of BECAA and any others whom the Association may wish to honor may be designated by the Executive Committee as Honorary Members of the Association. Honorary Members shall not be subject to the payment of dues, shall not hold office, or be entitled to vote on matters pertaining to the Association.

Section 3. Classification of Memberships.

Classification of memberships and dues shall be set and revised as necessary by the General Members of the BEC Alumni Association, Inc.

Section 4. Membership Dues.

The annual membership dues shall be \$100.

Section 5. Membership Classes.

There shall be two classes of membership:

- a) Voting Members. The Association shall have voting members (Executive Committee and General Members, except those mentioned under Section 5(b) of this article) who shall have all the rights and privileges of voting members in the Association. Each member shall have only one vote and any additional votes for proxies submitted. Voting members must be in good standing with this Association.
- b) Non-Voting (Ex-Officio) Members. The Association shall have nonvoting members that consist of, but not be limited to, the following members: Honorary members

ARTICLE III - OFFICERS/DIRECTORS

Section 1. Enumeration of Officers.

The officers of this Association shall be a president, vice-president, secretary, treasurer, chaplain and any other such officers as the Executive Committee may create from time to time by resolution.

Section 2. Number of Officers.

The number of officers shall be the number elected from time to time in accordance with these Bylaws, but shall never be less than five (5). The number may be increased or decreased from time to time in accordance with these Bylaws. All officers must be members in good standing of this Association.

Section 3. Election and Term of Office.

The officers of the Association shall be elected for a (2) year term in accordance with these Bylaws, and each shall hold office until their successors have been elected and qualified, or unless he/she shall sooner resign, die, be removed, or otherwise be disqualified to serve. Any officer may serve in a particular position for more than a term if so elected.

Section 4. Duties.

The officers of this Association shall perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Association, and these Bylaws. The officers shall further appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association. The duties of the individual officers are as follows:

- a) **President.** The President is the chief executive of the Association and shall serve as chairperson of the Executive Committee. The President shall appoint all committee chairpersons; appoint representatives and delegate responsibilities not otherwise provided for or ordered by the Association; coordinate the activities of all committees and serve as an Ex-Officio member of all committees; serve as the official representative of the Association or delegate an official representative as necessary and appropriate, ensure that the programs and policies of the Association are carried out; call special meetings of the Association; preside at all meetings of the Association to announce the business before the Association in its proper order and the result of each vote; and, sign all leases, mortgages, deeds and other written instruments along with another officer. The President shall prepare an agenda prior to each regularly scheduled meeting and have it available for distribution to the Executive Committee members. An extra copy of the agenda is to be distributed to the Secretary for filing. In the event that a vote on any issue before the Executive Committee should result in a tie, the President shall determine the outcome. The President is not allowed to sign for a check written to him or herself as payee.
- b) **Vice-President.** The Vice-President shall have all the duties and powers of the President in the absence of the President; shall assist in additional duties as directed by the President; and shall serve as the chairperson of the Membership and Development Committee. The Vice-President is not allowed to sign for a check written to him or herself as payee.
- c) **Secretary.** The Secretary shall record the votes and keep accurate minutes of all meetings and proceedings of the Association; maintain accurate records of any official correspondence of the Association; carefully preserve all official records and documents; keep the Articles, Bylaws, amendments and resolutions in good order and up to date; check for duplication and conflict among the same; keep the corporate seal of the Association, if applicable, and affix it on all papers requiring said seal; notify each member of meetings; maintain the official membership list of the Association; and, perform such other duties as required by the Executive Committee. The Secretary shall have all the duties and powers of the President in the absence of both the President and Vice-President. The Secretary is not allowed to sign for a check written to him or herself as payee.
- d) **Treasurer.** The Treasurer shall receive and deposit in a bank account, or accounts, all monies of the Association and shall disburse such funds as directed by the Executive Committee; keep the financial records of the Association; make reports concerning the financial standing of the Association at regularly scheduled meetings; develop the annual budget for approval by the Executive Committee; prepare and publish an annual financial statement to include the income, disbursements and liabilities of the Association for the previous fiscal year; sign all checks and promissory notes of the Association under the direction of the Executive Committee unless otherwise excluded; prepare, or have some 3rd party prepare

and file the taxes with the Department of Revenue and the Internal Revenue Service; and, cause an annual audit of the Association books, if applicable, to be conducted by a public accountant at the completion of each fiscal year (but excluding the initial year of existence). Copies of the budget and income/expense statement, if applicable, must be available for distribution at each regularly scheduled meeting. An extra copy of the Treasurer's report is to be distributed to the Secretary for filing. If the President, Vice-President and Secretary do not appear at any given meeting, the Treasurer shall take up the duties as interim president until such time that either of the other officers should appear. The Treasurer is not allowed to sign for a check written to him or herself as payee.

- e) Chaplain. The Chaplain shall lead invocations and benedictions at the opening and closing of meetings and other events. The Chaplain shall also uphold the spiritual and moral values of the Association; advise the Executive Committee on the moral and spiritual issues; coordinate and supervise all religious activity; maintain liaison between ecclesiastical authorities and related church organizations and render whatever services deemed necessary by the President and/ or Association membership.

Section 5. Resignation and Removal.

Any elected officer may be removed from office by majority vote (2/3rds) of the General Members for violation of the bylaws, or for conduct deemed detrimental to the Association. Appointed officers may be removed from their duties, for similar causes, by the President. Ex-Officio may be removed from the Executive Committee, for similar causes by a majority vote (2/3rds) the Executive Committee. Any officer may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect on the date of receipt of such notice or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies.

- a) In the event that an elected member on the Executive Committee shall not be able to complete their term, the President shall appoint an active member of the Association to fill the balance of the unexpired term.
- b) In the event that the President shall not be able to complete the term of office, the term shall be completed by the Vice-President, Secretary, Treasurer, in succession.
- c) In the event that any other officer should not be able to remain in office, the Executive Committee, by the majority vote (excluding abstentions), shall elect one of its voting members to fill the vacancy for the remainder of the term of office.

Section 7. Absences.

If an elected member to the Executive Committee or an officer shall be absent from three consecutive regularly scheduled meetings without valid excuse communicated to the Secretary or President, such position shall be considered as having been automatically vacated. The Executive Committee shall appoint a member who is in good standing to serve for the remainder of the unexpired term of the vacancy.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1. Enumeration of the Executive Committee.

The Executive Committee shall consist of thirteen (13) members. They will consist of all five (5) elected officers of this Association (as stipulated in Article III, Section 1 of these Bylaws), four (4) chairpersons of any standing or ad-hoc committees, two (2) Ex-Officio members, and two at-large members from the general membership, one of whom shall be elected annually for a two (2) year term. Subject to the limitations of the Articles of Incorporation, the Executive Committee shall propose policies and execute the affairs of the Association.

Section 2. Guidelines and Standards.

The Executive Committee shall have the authority to establish guidelines and standards of performance for all officers and establish safeguards for disbursement of Association funds.

ARTICLE V - COMMITTEES

Section 1. Standing Committees.

The Executive Committee may establish standing committees to serve the varying and specific needs of the Association. The initial standing committees of the Association shall be the Membership and Development Committee, Nominating Committee, Program Committee, and the Professional Development Committee. Responsibilities of the Committees are, but not limited to, the following:

- a) The Membership and Development Committee shall be responsible for launching the annual membership drive, developing creative ideas to increase membership, report on membership activities, and conduct fundraising.
- b) The Nominating Committee (hereafter may be referred to as the Elections Commission) shall consist of at least three (3) members, appointed bi-annually by the President, to evaluate and accept nominations by the alumni for active members in good standing consistent with these bylaws for the offices being considered. However, no member of the Nominating Committee shall be eligible to run for any office in the year they serve. The Nominating Committee shall set its own deadlines (cutoff dates and times) for the nominating process of the annual election as set forth in Article VII of these Bylaws. [Amended on July 15, 2017]
- c) The Program Committee shall plan educational, charitable, civic and social events (including presentations at the Annual and Regular Meetings) and plan social activities to foster interaction among alumni. The Committee shall also serve as an outreach to appropriate organizations such as community and social groups.
- d) The Professional Development Committee shall be responsible for designing and implementing educational programs, network functions, and a mechanism to notify members of job openings and professional opportunities.
- e) The Financial Review Committee shall be responsible for conducting an annual financial review of the organization financial records following submission of the Annual Financial Report by the Treasurer. The review may also include review of financial controls and procedures. [Amended on July 15, 2017]

Section 2. The President shall establish special or ad-hoc committees as needed.

Section 3. Reimbursement.

All expenditures on behalf of the Association must go through the Executive Committee before purchase if expecting a reimbursement. It shall be the duty of each committee chairperson, requiring such reimbursement, to submit the request in writing for the Executive Committee to consider. The Executive committee shall consider each request for reimbursement on a case by case basis.

ARTICLE VI - MEETINGS

Section 1. Annual Meetings.

The Association shall hold its Annual Meeting each year in the month of July on a date and at a venue decided by members' vote at the previous annual meeting. The Executive Committee, at least 180 days prior to such meeting, shall notify all members via email, print, social media and posting on the official website of the Association. [Amended on July 15, 2017]

Section 2. Regular Meetings.

Regular Meetings of the Executive Committee shall be held at such time, date and place as may be fixed from time to time by resolution of the Executive Committee. A proposed agenda for such meetings shall be submitted to the Association with the time, date and place of the meeting at least fourteen (14) days prior to the meeting.

Section 3. Special Meetings.

Special Meetings of the Executive Committee shall be held when called by any three (3) voting members of the Executive Committee, after not less than forty-eight (48) hours' notice to the Executive Committee. However, the notice shall be considered waived if a majority of the voting Executive Committee members are available to consider an immediate issue and diligent efforts have been made to contact the remaining voting Executive Committee members not present. The purpose of each special meeting shall be stated in the notice, if applicable, and may only include purposes which are lawful and proper for the Executive Committee to consider. No new business is to be conducted at the Special Meetings other than what was requested and approved prior to the meeting.

Section 4. Quorum.

A quorum must be present for all Executive Committee business. A quorum shall consist of fifty percent (50%) of the members. An officer voting by proxy shall not be counted towards a quorum. Every act or decision done or made by the majority of the Executive Committee members, present or by proxy at a duly held meeting at which a quorum is present, shall be regarded as the act of the Association. If, however, such quorum shall not be available, the members entitled to vote shall have power to adjourn the meeting without notice other than announcement at the meeting until a quorum as aforesaid shall be present or be represented.

Section 5. Place of Meeting.

The Executive Committee may designate any place (including teleconference/video conferencing) as the place of meeting for any meeting of the Association. If no designation is made, then the place of meeting shall be the present principle office of the Association in the state of Delaware.

Section 6. Waiver of Notice.

A written waiver of notice signed by a member of the Executive Committee or General Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance by the Executive Committee or General Members shall constitute a waiver of notice of such meeting, except when the member(s) attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Proxies.

Every member entitled to vote at a meeting, or to express consent or dissent without a meeting, may authorize another person or persons to act for him/her by proxy. Every proxy shall be in writing and shall be signed by the member or his/her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable by the member executing it, except as otherwise provided by law. The proxy is only valid for the specific issue stated in writing. It shall not be used as a blanket proxy for all issues being voted on at the meeting.

ARTICLE VII - NOMINATION AND ELECTION

Section 1. Nomination and Eligibility Requirements.

The Nominating Committee is the Elections Commission, and shall begin to receive and/or solicit nominations at least six (6) months prior to the election year Annual Meeting. Those nominations must be accepted by the nominee in writing and qualification statement at least one (1) month prior to the election year Annual Meeting to the chairperson of the Nominating Committee at a time and place so designated. However, qualified members may express their

interest or intentions to seek elected office to the membership at the annual meeting one year prior to the election of such office. [Amended on July 15, 2017]

The eligibility requirements for consideration of Nominees by the Nominating Committee for any elected office for the Association are, at a minimum, but not limited to, the following:

- a) Must be a member in good standing as stipulated in Article II, Section 1 of these Bylaws;
- b) Must be an active member of this Association. An active member is defined in the Article as a member whose name is on the Membership Roster for a minimum of one year prior to the start of the nomination period as stipulated in paragraph 1 of this Section.; and
- c) Must have served as an officer of this association or served as a member of at least one of the standing, ad-hoc or special committees for a minimum of one year prior to the start of the nomination period as stipulated in paragraph 1 of this Section.

The Nominating Committee (Elections Commission) shall consist of at least three (3) members, appointed bi-annually by the President, to evaluate and accept nominations by the alumni for active members in good standing consistent with these bylaws for the offices being considered. However, no member of the Nominating Committee shall be eligible to run for any office in the year they serve. The Nominating Committee shall set its own deadlines (cutoff dates and times) for the nominating process of the annual election as set forth in Article VII of these Bylaws.

Section 2. Affirmation by Nominee.

The Nominating Committee shall create and distribute, either by mail or in some other medium, an "Acceptance of Nomination" form to all qualified members nominated to the Executive Committee. If accepted, each nominee shall affirm their nomination by signing the form and returning it no later than 5:00 p.m. on the third (3rd) day following the close of nominations or at such later time as deemed reasonable and necessary by the chairperson of the Nominating Committee, but no later than one (1) month prior to the election year Annual Meeting. The form shall contain language stating that the nominee is willing to serve if elected, abide by all election rules established by the Nominating and Executive Committees, meets the requirements of the position stated, and will follow the rules as set forth in these Bylaws.

Section 3. Time and Place Held for Elections.

The election for the officers and at-large member of the Executive Committee shall take place at the Annual Meeting as designated in Article VI, Section 1 of these Bylaws.

Section 4. Exceptions.

The provisions within this Article shall not apply to the initial elected officers and at-large members.

ARTICLE VIII - ISSUANCE OF CAPITAL STOCK

The Association shall have no authority to issue capital stock.

ARTICLE IX - ACCOUNTING

Section 1. The fiscal year for accounting shall be August 1 through July 31 of the following year. The books, records, accounts and documents of the Association shall be kept at some convenient and permanent location and in the manner approved by the Executive Committee. It shall at all times, during reasonable office hours, be subject to inspection by any member of the Association. [Amended on July 15, 2017]

Section 2. The Executive Committee shall maintain a general fund from which the ordinary expenses of the Association shall be paid.

ARTICLE X - AUDITORS (FINANCIAL REVIEW)

The Financial Review Committee will conduct an independent review of the organization finances once a year. The Executive Committee shall authorize the employment of a qualified firm of public accountants to make an audit of

BECAA BY-LAWS Final Adopted on July 31, 2004[Amended on July 15, 2017]

the Association as deemed necessary based on the findings of the Financial Review Committee's report. [Amended on July 15, 2017].

ARTICLE XI - LIABILITY AND INDEMNIFICATION

Section 1. Liability.

Neither the Executive Committee members, its successors or assigns, nor General Members shall be personally liable for the debts, liabilities, or other obligations (absent fraud) of the Association.

Section 2. Indemnification.

The Executive Committee, General Members, or agents of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state. To the extent that a person who is, or was, an Executive Committee member, employee or other agent of this Association has been successful on the merits in defense of any civil, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, an agent of the Association, or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified for reasonable attorney fees and justifiable expenses actually and reasonably incurred, as approved by the Executive Committee, stemming directly from liabilities involving the Association. However, when such a person has been deemed by a hearing officer or court to have been guilty of willful malfeasance, misfeasance, or nonfeasance in the performance of his/her duties or obligations to the Association, such person will not be indemnified. In order to properly indemnify volunteers, the Association may purchase adequate insurance to cover the indemnification authorized by this Article.

ARTICLE XII - LOCAL CHAPTER

Any three (3) or more members of the Association residing in a metropolitan center or within a radius affording opportunity for assembling, may organize themselves into an Alumni Chapter by following the general policies and guidelines established by Association, adopting local chapter By-Laws that aligns within the framework of these By-Laws, and recording the same with the Executive Committee of the Association. [Amended on July 15, 2017]

ARTICLE XIII - OFFICIAL PUBLICATION

THE IRON MINER is hereby designated the official publication of the Association.

ARTICLE XIV - MISCELLANEOUS

Section 1. Conflicts.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Bylaws shall control.

Section 2. Validity of Provisions.

Should any of the provisions or portions of these Bylaws be held unenforceable, illegal or invalid for any reason, they shall be stricken and the remaining provisions and portion of these Bylaws shall be unaffected by such holding.

Section 3. Dates & Times.

Whenever specific dates or periods of time are mentioned in these Bylaws, they are to be construed as directory, not mandatory, and shall be subject to change by the Executive Committee when circumstances so require.

Section 4. Headings.

The headings in these Articles and the Table of Contents are solely for convenience of reference and shall be given no effect in the instruction or interpretation of these Articles.

Section 5. Choice of Law.

These Articles shall be governed by and construed according to the laws of the state of Delaware.

ARTICLE XV - AMENDMENTS

An amendment to these Bylaws may be offered in writing to the Executive Committee, which shall submit it in writing to the General Members of the Association no later than one (1) month prior to the next Annual Meeting. A super-majority vote (2/3rds) of those voting at the meeting shall be deemed necessary for enactment. The Executive or Nominating Committee shall enclose instructions for casting absentee voting with any proposed amendments. All Articles and Sections amended or added after initial approval of the voting members shall bear the amendment date on which they were adopted. This amendment date shall appear after the end of the Article or Section amended. The most recent amended Article or Section shall take precedence over any conflicting Articles or Sections which are not dated or which bear an earlier date.

CERTIFICATION

These bylaws were approved by a two-thirds majority vote of the voting membership on this 31st day of July in the year two-thousand and four.

Respectfully Submitted by:

Legal Formation Committee

Peter Diggs
Member

Emmanuel Fallah
Member

Signed:

Lenus Perkins
Chairman, Legal Formation Committee

Samuel Taylor
Chairman, Steering Committee

Amendments

[Amended were approved to the following Articles on July 15, 2017, and are effective on the date of approval]:

1. Article V, Section 1(b)
2. Article V, Section 1(e)
3. Article VI, Section 1(paragraph 1)
4. Article VII, Section 1(paragraph 1)
5. Article VII, Section 1(paragraph 3)
6. Article IX, Section 1(paragraph 1)
7. Article X, Section 1(paragraph 1)
8. Article XII, Section 1(paragraph 1)