



**CONSTITUTION OF THE
LOURDES EX-STUDENTS
ASSOCIATION, USA INC.
(LESA-USA)**

Adopted June 20, 2009 Los Angeles, CA

TABLE OF CONTENTS

ARTICLE 1	PREAMBLE	3
ARTICLE 2	MOTTO	3
ARTICLE 3	MISSION	3
ARTICLE 4	DISSOLUTION	3
ARTICLE 5	OBJECTIVES	3
ARTICLE 6	MEMBERSHIP	4
ARTICLE 7	HEADQUARTERS	5
ARTICLE 8	ORGANIZATIONAL STRUCTURES	5
ARTICLE 9	GENERAL FUNCTIONS OF THE NATIONAL EXECUTIVE COMMITTEE	6
ARTICLE 10	ELECTION OF OFFICERS	7
ARTICLE 11	ANNUAL GENERAL MEETINGS/CONVENTIONS	7
ARTICLE 12	COMMITTEES	8
ARTICLE 13	DISCIPLINARY PROCEEDINGS	8
ARTICLE 14	BYLAWS	9
ARTICLE 15	SUPREMACY CLAUSE	10
ARTICLE 16	AMENDMENTS TO THE CONSTITUTION	10
ARTICLE 17	RATIFICATION AND EFFECTIVE DATE	10
	LIST OF AMENDMENTS TO THE CONSTITUTION	12
	AUTHENTICATION/SIGNATURES	12

ARTICLE 6

MEMBERSHIP

6.0 Eligibility

There shall be THREE types of membership:

- (a) **FULL MEMBER:** Any person who attended Our Lady of Lourdes College as a student and has fully complied with the following registration requirements of LESA-USA:
- i. Full members shall reside in the United States of America, be members in good standing of a LESA-USA branch within their state of residence, unless that member lives at least 75 miles from a local branch or does not have a branch within her state of residence. Such members shall be deemed to be “Non-Branch Members .”
 - ii. Non-Branch Members shall be considered full members as long as they fulfill all the other criteria for full membership as stipulated in this Constitution and the Bylaws of the Association.
 - iii. Notwithstanding the preceding, under certain special circumstances, a person who does not meet the distance requirement above may, after consultation and with the approval of the NEC, register as a full member by paying her dues directly to the National Treasurer. However such a member shall have no voting rights and may not run for any national elective office, but may enjoy all other rights and privileges of membership.
- (b) **HONORARY MEMBER:** A former Full Member who no longer resides in the United States of America, whose previous membership was never suspended or revoked and who still supports the purposes, objectives and goals of the organization. Honorary members shall have no voting rights; however they may be subscribed to any and all LESA-USA e-groups.
- (c) **ASSOCIATE MEMBER:** A Teacher, Administrator or any such person who has been closely associated with the administrative and pedagogic operation of Lourdes College; or a spouse, adult child or parent of a past student who is currently a Full Member. Associated members shall be resident in the US for at least six (6) months in a year, shall have no voting rights and shall not be subscribed to the LESA-USA members-only e-groups.

6.1 Membership Dues and Fees

All members shall pay annual membership dues in a total amount per individual as stipulated in the Bylaws of the Association.

Membership in LESA-USA shall be maintained as long as the member pays her annual dues and adheres to the rules of conduct and behavior expected of members as provided for in the Bylaws. The annual membership dues shall be paid on the schedule as provided for in the Bylaws.

Branches shall be responsible for collecting membership dues and forwarding them to the National Treasurer. However, Non-branch members, Honorary members, or Associate members may send their annual membership dues directly to the National Treasurer. Failure to pay annual membership dues as provided in the preceding clause shall result in a cancellation of membership and all its related privileges. To be reinstated, the cancelled member shall pay a reinstatement fee as stipulated in the Bylaws, in addition to the current and unpaid past membership dues.

ARTICLE 7

HEADQUARTERS

7.0 The Headquarters of LESA-USA shall be located at an address within the State of Maryland.

ARTICLE 8

ORGANIZATIONAL STRUCTURES

To ensure the effective running of the Association's activities and projects and to ensure accountability of its resources, the Association shall be organized as follows:

0. The General Assembly
1. The National Executive Committee
2. The Branches
3. The Non-Branch members
4. The Board of Advisors

8.0 The General Assembly shall comprise of all registered Full members.

8.1 The National Executive Committee (NEC) shall comprise the following elected and non- elected officers:

- a. The President
- b. The Vice President
- c. The Secretary General
- d. The Assistant Secretary General
- e. The Treasurer
- f. The Financial Secretary/Comptroller
- g. The Public Relations Officer
- h. The Social Secretary
- i. The Assistant Social Secretary
- j. The Auditors (2)
- k. The Sergeant-at-Arms/Chief Whip
- l. The Ex-Officio Members (non-voting)
 - (i) Immediate Past President
 - (ii) Advisers (2)
 - (iii) Legal Advisers (2)
 - (iv) Committee Chairpersons
 - (v) Branch Presidents

8.1.01 The NEC shall be the governing body of the Association and shall faithfully implement its goals and objectives and administer the matters of LESA-USA in full compliance with the Constitution, Bylaws and other Rules and Regulations of the Association.

8.1.02 The NEC shall create Standing or ad hoc Committees when necessary to perform special duties for the Association as provided in the Bylaws.

- a. A Committee chairperson appointed by the President of the Association shall head the Committee she is appointed to.
- b. The Committee chairperson shall serve as an Ex-Officio member of the NEC.

8.2 The Branch shall be the local arm of the Association and shall be created in any city, state or region in the United States of America, where former students of Our Lady of Lourdes College wish to be

organized under the Association. Membership in the branch shall be determined by the Constitution, Bylaws or Rules and Regulations of the branch.

- 8.2.01 Each branch shall adhere to the LESA-USA Constitution, Bylaws and other Rules and Regulations governing the Association and shall participate in the activities, programs and projects organized by the Association. Notwithstanding the preceding clause, any Branch may, at its discretion, draft Bylaws or Rules and Regulations for its group and undertake activities, programs and projects in addition to those of the Association. However, no branch shall adopt a constitution, Bylaws or Rules, or organize activities, programs or projects that are incompatible with, contrary to, or inconsistent with the Constitution, Bylaws, other Rules and Regulations or objectives of the Association.
- 8.2.02 Each branch shall elect a Branch Executive Committee (BEC) and the President of the branch shall oversee the operation of the branch and also serve as Ex-Officio member of the NEC, representing the branch.
- 8.2.03 Each branch shall collect annual membership dues from its members and submit them to the National Treasurer.

8.3 Non-Branch members are individuals residing in a city at least 75 miles from a local branch or in a city, state or region where there is no branch. These individuals shall have the option of paying their dues directly to the National Treasurer or seeking membership in a branch in a nearby city, state or region. Approval of such membership shall be determined by the local branch to which such a request is made.

8.4 The Board of Advisors shall comprise at least three (3) but no more than five (5) persons who have exhibited leadership qualities or have held leadership positions in public or private institutions and who have demonstrated commitment to the progress of LESA-USA, adherence to its objectives and goals and genuine love for the Alma Mater, Lourdes College. These persons shall have relevant educational, professional and moral qualifications to advise the Association and its leadership on a variety of issues that they may, from time to time, be called upon to handle.

ARTICLE 9 GENERAL FUNCTIONS OF THE NATIONAL EXECUTIVE COMMITTEE

9.0 The NEC shall have the general power to administer any and all programs, projects and matters pertaining to and concerning LESA-USA. It shall be responsible for executing the policies of the Association. It shall be comprised of the twelve (12) elected officers, plus the Ex-Officio members listed in Article 8.1 of this Constitution. Each elected officer shall operate her office within the stipulations of the Association's Constitution, Bylaws, Rules and Regulations and policies. Failure of an elected officer or ex-officio member to abide by the governing documents of the Association shall result in a review of the member's actions for possible expulsion from the NEC.

9.1 The NEC shall have the power to discipline any member or officer of the Association pursuant to Article 13 of this Constitution.

9.2 The NEC shall determine all questions of policy and procedure and interpret the Association's Constitution, Bylaws and other governing Rules and Regulations.

9.3 The NEC shall make decisions for the Association when ever its members meet as a quorum, and in partnership with the branches, coordinate all LESA-USA projects and activities within and outside the

United States of America. Seven (7) members of the NEC shall form a quorum and voting shall be by simple majority.

9.4 The NEC shall not act in a manner that may be in conflict with decisions made by majority vote of the general assembly sitting at an AGM/Convention or the goals and objectives of LESA-USA as stipulated in its Constitution, Bylaws and other governing documents.

ARTICLE 10 ELECTION OF OFFICERS

10.0 General:

All officers of the National Executive Committee shall be elected during the AGM/Convention for a three-year term of office, renewable once. However, upon approval by a simple majority of the General Assembly during the AGM, an Executive body or any member of the National Executive whose two terms have run out may be permitted to run for another term. Notwithstanding the preceding, no member shall hold any elected position for more than three (3) consecutive terms.

In the year preceding an election year, the General Assembly and the NEC will establish an Elections Committee whose primary function shall be to administer the elections in accordance with the provisions of the Regulations Governing National Elections of LESA-USA.

10.1 Voting

10.1.01 Every full member of LESA-USA shall be entitled to one vote. Where there is a tie in the elections, the President shall have the deciding vote.

10.1.02 Elections shall be won by simple majority vote of the eligible members present at the AGM General Assembly.

10.1.03 Voting shall be conducted by secret ballot. However, voting by acclamation may be accepted where there is only one (1) candidate for the position.

ARTICLE 11 ANNUAL GENERAL MEETINGS/CONVENTIONS

11.0 The General Assembly of LESA-USA shall hold its Annual General Meeting/Convention on the third (3rd) week-end in the month of June.

11.1 In case of a change in date of the AGM/Convention, the Secretary General, after consultation with the NEC, shall inform the branches at least three (3) months in advance.

11.2 The General Assembly present at the AGM/Convention shall designate the site for the next two AGMs/Conventions, rotating from branch to branch.

11.3 Nominations for hosting the AGM/Convention shall be done by the Branch President or her representative and shall be seconded by any registered member of that branch.

11.4 After nominations, eligible members of the General Assembly shall vote to select the site of the next AGMs/Conventions by a simple majority.

11.5 The NEC and the hosting branch shall prepare and plan for the AGM/Convention. Each selected hosting branch shall establish a Convention Committee that shall work with the NEC to execute the

program for the AGM/Convention on a budget approved by the Finance Committee in consultation with the NEC.

ARTICLE 12 COMMITTEES

12.0 The Association shall have the following Standing Committees:

- 1) Audit Committee
- 2) Awards Committee
- 3) Convention Committee
- 4) Discipline and Conflict Resolution Committee
- 5) Finance Committee
- 6) Fundraising Committee
- 7) Media and Communications Committee
- 8) Membership Committee
- 9) Projects Committee
- 10) Scholarship Committee
- 11) Strategic Planning Committee

12.1 The President, in consultation with the NEC can create Ad Hoc Committees necessary for the execution of LESA-USA Objectives. These committees shall consist of registered members of the Association and be chaired by a registered member appointed as Chairperson by the President of the Association. Each committee shall act as an advisory body to the NEC on the specific issues designated by the President or the NEC. Ad Hoc committees include, but are not limited to: Constitution and Bylaws Committee; Elections Committee; etc.

ARTICLE 13 DISCIPLINARY PROCEEDINGS

13.0 LESA-USA is empowered to make and enforce its own rules and to require that its members and officers refrain from conduct injurious to LESA-USA or its purposes and objectives as stated in these Constitution and Bylaws. The NEC will have the power to censure its members and committee members. Enforcement of any disciplinary action is pursuant to Article V, Section 4(g) of this Constitution.

13.1 Discipline of NEC Members

- 13.1.1 A member of the National Executive Committee may be suspended, expelled or otherwise removed from office after due process in accordance with the provisions of the Bylaws by an affirmative vote of no less than two-thirds (2/3) of the NEC, upon recommendation by the Discipline and Conflict Resolution Committee. The Presiding officer at the meeting will require a vote for any proposed adverse action. Notice of expulsion, suspension, or removal will be given to the NEC member in writing. Any officer initiating such an action or the object of such an action must make a presentation verbally or in writing on his or her behalf and/or to select an advocate and witnesses if she chooses.
- 13.1.2 Any officer may resign at any time and shall do so in good faith. Resignation must be in writing and given to the President or Secretary and shall be effective upon receipt unless the notice specifies a later effective time for such resignation. The NEC must send a written confirmation of the resignation to the resigning officer.

13.2 Discipline of Members or Branches

13.2.1 Membership may be suspended or terminated for serious misconduct or for violation of the Association's Constitution, Bylaws or other governing Rules and Regulations. Any member accused of an infraction or violation of the LESA-USA Constitution, Bylaws and/or other governing Rules and Regulations of the Association shall be provided an opportunity to present arguments/evidence in her defense. Each case shall be reviewed by the Disciplinary Committee, taking into consideration the accusation and all arguments and/or evidence presented by the parties in their totality, and arrive at an unbiased decision based solely on the arguments and evidence presented. The Discipline and Conflict Resolution Committee shall report its findings and make its recommendations to the NEC. The NEC shall review the recommendations of the Discipline and Conflict Resolution Committee and submit its conclusions before the General Assembly at the next Annual General Meeting (AGM) for a vote. The individual(s) found guilty of the infraction(s) may be suspended or expelled on the basis of a simple majority vote against the individual(s) by registered Full members present at the AGM. A recommendation to expel a member or branch shall be adopted only after the Association has exhausted every avenue of settlement or reconciliation available to the Association. Any member or branch who is expelled forfeits all the rights and privileges that come with full membership in the Association. Branches are prohibited from accepting an expelled member unless the expelled member has been reinstated either by the NEC or a two-third (2/3) vote of registered members present at the AGM.

13.2.2 Notwithstanding the preceding provision, a member may be suspended or removed from any and all LESA-USA e-groups for repeated violation of the rules and guidelines for use of the e-groups. A decision to suspend or remove a member from the e-group shall be taken by the Moderator(s) of the e-groups in consultation with the NEC.

13.3 All disciplinary measures must be reported by the NEC to the General Assembly at the next AGM/Convention, and are subject to review by the General Assembly during the AGM/Convention. Any reversal of a disciplinary action taken against a member shall be done by a simple majority vote of full members of the General Assembly sitting at the AGM/Convention.

ARTICLE 14

BYLAWS

14.0 The Bylaws of LESA-USA and any amendments thereto shall be approved by a simple majority vote of the General Assembly attending the AGM/Convention; or, in extenuating circumstances, a two-thirds (2/3) vote of the NEC, subject to review by the General Assembly at the next AGM/Convention. The NEC must publicize the reasons for any proposed amendment to the Bylaws prior to making the amendment, and shall make available the said amended document to the members.

14.1 Notwithstanding the preceding provision, the NEC has the authority to make grammatical, non-substantive changes to Constitution and Bylaws of LESA-USA.

ARTICLE 15

SUPREMACY CLAUSE

15.0 Any provision of this LESA-USA Constitution, its Bylaws, its Regulations, any action of the NEC collectively and any measure adopted by the General Assembly at the AGM/Convention shall supersede any governing document, rule, regulation, policy, practice or procedure passed by any branch of LESA-USA.

ARTICLE 16

AMENDMENTS TO THE CONSTITUTION

16.0 All amendments to this Constitution shall be adopted only at the AGM/Convention by a two-thirds (2/3) majority of full members of the General Assembly there present.

16.1 Amendments to the Constitution may be proposed by the NEC, the Constitution and Bylaws Committee or the Branch members through their leadership.

16.2 All proposals for amendment of the Constitution shall be in writing, clearly stated and justified and shall be submitted to the Constitution and Bylaws Committee, which shall be formed to review and advise the NEC on the proposed amendments.

16.3 The Constitution and Bylaws Committee shall review all proposals for amendment of the Constitution to determine the necessity, legality and importance of the proposal in light of all the governing documents of the Association. If the Constitution and Bylaws Committee determines that an amendment to the Constitution is warranted and necessary, it shall submit the proposal for amendment to the NEC for review.

16.4 All proposed amendments shall be presented to the members in writing for comment, in advance of its being voted upon by the General Assembly at the AGM/Convention.

16.5 A two thirds majority vote (through a head count/show of hands) shall be required for all amendments to the Constitution to become valid.

16.6 Absentee ballots shall not be accepted for constitutional amendments.

16.7 Amendments to the Constitution shall be added to the end of the Constitution followed by an Authentication and list of signatures after adoption.

16.8 The NEC may make any grammatical, non-substantive changes to this Constitution without recourse to the preceding provisions related to amendment of the Constitution.

ARTICLE 17

RATIFICATION AND EFFECTIVE DATE

17.0 Unless a specific date is specified therein, the Constitution and its amendments shall become effective upon ratification by a two thirds (2/3) majority vote of the General Assembly present at the AGM/Convention.

ARTICLE 18

AUTHENTICATION/SIGNATURES

18.0 This Constitution of LESA-USA is authenticated by the following members, attending the AGM/Convention at Los Angeles, California on this _____ day of June, 2009.

Signatures:

- 1. _____
- 2. _____
- 3. _____
- 4. _____
- 5. _____
- 6. _____
- 7. _____
- 8. _____
- 9. _____
- 10. _____
- 11. _____
- 12. _____
- 13. _____
- 14. _____
- 15. _____

Prepared by the LESA-USA Legal Advisers and other members of the Constitution and Bylaws Committee:

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- Florence Wanda, Esq.
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- Delphine Kwankam LESA-NEW ENGLAND
- LESA-TRI STATE
- LESA-VA

LIST OF AMENDMENTS TO THE CONSTITUTION
(For future amendments)

AUTHENTICATION/SIGNATURES