



**BY-LAWS**  
**OF**  
**LOURDES EX-STUDENTS**  
**ASSOCIATION, USA Inc.**  
**(LESA-USA)**

Adopted June 20, 2009 Los Angeles, CA

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**ARTICLE 1  
OFFICES**

**Section 1. Principal Office**

The principal office of the Lourdes Ex-Students Association, USA Inc. (hereinafter “Association”) is located in Laurel, Prince Georges County, State of Maryland, its state of incorporation, at 11209 Snowden Pond Road, Laurel, MD 20708.

**Section 2. Change of Address**

The designation of the address, county or state of the Association's principal office may be changed by amendment of these Bylaws. The National Executive Committee (hereinafter “NEC”) may change the principal office from one location to another within the United States by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

The Association may also have offices, in the form of local Branch offices, at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the NEC may, from time to time, designate.

**ARTICLE 2  
NONPROFIT PURPOSES**

**Section 1. IRC Section 501(C)(3) Purposes**

This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Purposes and Objectives**

The specific objectives and purposes of this Association shall be: to support and provide a healthy environment for the education of the young African girl child through our many charity programs; provide moral and material support to our members; and all other non-profit purposes as described in Articles 3 and 5 of the LESA-USA Constitution.

## **ARTICLE 3 MEMBERSHIP**

### **Section 1. Eligibility**

Membership in LESA-USA is open to all persons who attended Our Lady of Lourdes College, Teachers and Administrators, spouses, parents and children of past students. Categories of membership and related rights and privileges are governed by Article 6 of the LESA-USA Constitution, which is incorporated herein by reference.

### **Section 2. Membership Dues**

Members shall pay annual membership dues of \$25.00, which are payable to the Association in accordance with the provisions of Article 6 section 6.1 of the LESA-USA Constitution. The deadline for receipt of membership dues by the National Treasurer is March 1<sup>st</sup> of each year. Members who join the Association after March 1<sup>st</sup> will have their dues prorated. The National Treasurer shall, within three (3) business days after receipt, deposit these dues payments into the account of the Association. The National treasurer shall only accept full payment of the annual membership dues. Partial payments shall be considered donations to the association, and unless completed within a reasonable time, such partial payments shall be forfeited. Annual membership dues may be paid directly of the National Treasurer of the Association or to the member's local Branch as provided in Article 6 of the LESA-USA Constitution. The Branch shall, within five (5) business days after receipt, forward all payments of membership dues to the National Treasurer of the Association. Membership dues may be changed by amendment of these Bylaws. Failure to pay annual dues may result in a cancellation/suspension of membership. To be reinstated, the suspended member shall pay a reinstatement fee of \$10.00, in addition to the current and unpaid past membership dues.

### **Section 3. Discipline of Members or Branches**

Discipline of members or branches shall be implemented in accordance with the provision of Article 13 of the Constitution and these Bylaws.

## **ARTICLE 4 ORGANIZATIONAL STRUCTURE**

### **Section 1. General Assembly**

The General Assembly shall comprise of all registered full members.

### **Section 2. National Executive Committee**

The NEC shall comprise of elected officers of the Association, local chapter officers, Advisers, Chairpersons of Standing or Ad Hoc Committees created or appointed in accordance with the Constitution, and shall be the governing body of the Association. The NEC shall be mandated to implement the goals and objectives of the Association in full compliance with the Constitution, these By-laws, Rules and Regulations of the Association and any applicable state or federal laws.

### **Section 3. Branches**

The Branch shall be the local arm of the Association in any city, state or region where past students of Our Lady of Lourdes College wish to be organized under the Association. Each Branch shall adhere to the Constitution, Bylaws, Rules and Regulations of the Association and shall participate in activities, programs and projects organized by the Association. Notwithstanding the preceding clause, each Branch may, at its discretion, draft Bylaws for its group and undertake other activities, programs and projects separate from those of the Association. However, no Branch shall adopt Bylaws or organize activities, programs and projects, which are incompatible with, contrary to, or inconsistent with the Constitution, Bylaws, Rules, Regulations, goals, objectives, or non-profit purposes of the Association.

All branches shall comprise of at least five (5) members, apply for formal membership to the Association, and acceptance of such application for membership shall be formalized at an investiture ceremony where the chapter is located, which shall be conducted by the President, her representative or a member of the NEC. Wherever necessary, more than one branch may exist in a given city, state or region.

Each Branch shall hold at least four meetings per year. However, the Branch Executive Committees shall meet as often as the need arises.

Each branch shall decide on the date and location of its meetings.

### **Section 4. Non-Branch Members**

Past students of Our Lady of Lourdes College who reside in a city or state where there is no Chapter and who wish to become members of the Association, or who does not meet the distance requirement stipulated in Article 6 section 6.0 (a) of the LESA-USA Constitution may, after consultation and with the approval of the NEC, register as a full member by paying her dues directly to the National Treasurer of the Association. These persons shall be designated as “Non-Branch Members”

### **Section 5. Board of Advisors**

A 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. The Board of Advisors shall be selected by the NEC in consultation with the General Assembly.

**ARTICLE 5**  
**NATIONAL EXECUTIVE COMMITTEE (NEC)**

**Section 1. Powers**

Subject to the provisions of the laws of the State of Maryland and any limitations in the LESA-USA Constitution or these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all powers shall be exercised by or under the direction of the NEC.

**Section 2. Duties**

It shall be the duty of the NEC to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Constitution, or by these Bylaws;

(b) Appoint in the case of a mid-term vacancy, remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the Association;

(c) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses and telephone numbers with the Secretary General of the Association, and notices of meetings mailed, telegraphed or telephoned to them at such addresses shall be valid notices thereof;

**Section 3. Compensation**

Members of the NEC, Officers and Agents of the Association shall serve without compensation, except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any such reimbursement shall be subject to the approval of the NEC or the General Assembly.

**Section 4. Place of Meetings**

NEC meetings shall be held annually at the site of the AGM/Convention, which is the third (3<sup>rd</sup>) week-end in June of every year, except as otherwise provided by the NEC or at such other place as may be designated from time to time by resolution of the NEC and in accordance with Article 11 of the LESA-USA Constitution.

**Section 5. Regular Meetings**

Regular NEC meetings shall be held on the Friday of the AGM/Convention, at 2:00PM.

## **Section 6. Special Meetings**

Special meetings of the NEC may be called by the President of the Association. Such meetings shall be held at the place and time designated by the President and may include meetings via conference calls.

## **Section 7. Notice of Meetings**

Unless otherwise provided by the Constitution, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice shall be given of any regular meeting of the NEC.

(b) Special Meetings. At least four (4) weeks prior notice shall be given by the Secretary General of the Association to each member of the NEC of each special NEC meeting. Such notice may be oral or written, may be given personally, by first class mail, by electronic mail, by telephone, or by facsimile machine and shall state the place, date and time of the meeting and the matters proposed to be discussed at the meeting. In the case of facsimile notification, the NEC member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within forty-eight (48) hours of the first facsimile transmission. Notwithstanding the preceding, the Secretary shall use all best efforts to contact members of the NEC using one or more of the above methods of communication.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any NEC member of this Association under provisions of the Constitution, these Bylaws, or the law of the state, a waiver of notice in writing signed by the NEC member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **Section 8. Quorum for Meetings**

A quorum shall consist of seven (7) members of the NEC.

Except as otherwise provided under the Constitution, these Bylaws, or provisions of law, no business shall be considered by the NEC at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

## **Section 9. Majority Action as NEC Action**

Every act or decision done or made by a majority of the NEC members present at a meeting duly held at which a quorum is present is the act of the NEC, unless the Constitution, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the NEC.

## **Section 10. Conduct of Meetings**

Meetings of the NEC shall be presided over by the President of the Association, or, in his or her absence, the Vice President of the Association or, in the absence of each of these persons, by a person chosen by a majority of the NEC members present at the meeting. The Secretary



General of the Association shall act as secretary of all meetings of the NEC, provided that, in his or her absence, the Vice Secretary or the presiding officer shall appoint another person to act as Secretary of the Meeting

The Agenda of all LESA-USA meetings shall include but is not limited to:

- a). Opening and closing prayers
- b). Reading and adopting the minutes of the previous meeting. When necessary minutes of the Executive meetings will be summarized and read to the General Assembly.
- c). Matters arising from the minutes.

### **Section 11. Vacancies**

Vacancies on the NEC shall exist (1) on the death, (2) resignation or (3) removal of the NEC member.

Any NEC member may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

Elected NEC members may be removed from office, with or without cause, as permitted by and in accordance with the Constitution and these Bylaws.

Unless otherwise prohibited by the Constitution, these Bylaws or provisions of law, vacancies on the NEC may be filled by appointment by the President and approval of the other NEC members. If the number of NEC members then in office is less than a quorum, a vacancy on the NEC may be filled by approval of a majority of the NEC members then in office or by the President. A person elected or appointed to fill a vacancy on the NEC shall hold office until the next election of the NEC or until her death, resignation or removal from office.

### **Section 12. Non-liability of NEC Members**

The NEC members shall not be personally liable for the debts, liabilities, or other obligations of the Association.

## **ARTICLE 6 OFFICERS OF THE ASSOCIATION**

### **Section 1. Designation of Officers**

The officers of the Association shall be a President, a Vice President, a Secretary General, a Vice Secretary General, a Treasurer, a Financial Secretary/Comptroller, a Public Relations Officer, a Social Secretary, an Assistant Social Secretary, two (2) Auditors and a Sergeant-of-Arms/Chief Whip. The Association may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the General Assembly. In addition to these officers, the Association shall have Ex-Officio officers as provided in Article 8 of the LESA-USA Constitution who shall have no voting rights in the NEC.

## **Section 2. Qualifications and eligibility for national elections**

Any registered member in good standing in the two preceding years who has demonstrated leadership ability may serve as an officer of this Association. In addition to the preceding clause, candidates for the post of President and Vice President must have attended the preceding two AGM/Conventions.

## **Section 3. Election and Term of Office**

Officers shall be elected by the General Assembly during the annual convention, and each officer shall hold office for a three (3) year term, or until she resigns or is removed or is otherwise disqualified to serve, or until her successor shall be elected and qualified, whichever occurs first. The term of office shall be renewable once and may be renewed for a third term upon approval, by majority vote, of two-thirds of the General Assembly at the AGM/Convention. Elections shall be conducted in accordance with the terms of the Constitution and the Regulations Governing LESA-USA elections.

## **Section 4. Removal and Resignation of Officers**

Any officer may be removed from office, as permitted by and in accordance with the Constitution and these Bylaws.

Any officer may resign at any time by giving written notice to the NEC or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the NEC relating to the employment of any officer of the Association.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a special election. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as a special election shall be conducted to fill the vacancy for the duration of the term. In the event of a vacancy in the office of the President, the Vice-President shall fulfill the role of President for the remainder of the term.

## **Section 6. Duties of the Officers**

(1) The President shall:

- be the custodian of the Constitution, Bylaws, Rules and Regulations of the LESA-USA and will preside at all meetings and Executive meetings at which she is present;
- represent the Association and its interests whenever and wherever the need may arise;
- ensure the implementation of committee decisions and resolutions adopted during the AGM;
- oversee the smooth running of the Association and all its activities;

- initiate disciplinary actions against any member who commits infractions or violates the Association's Constitution, Bylaws, Rules and Regulations and policies;
- make appointments in case of vacancies, with the approval of the NEC;
- be a member of the all Standing and Ad Hoc Committees and approve, in consultation with the NEC, all financial transactions on behalf of the Association;
- appoint a Committee Chairperson to head each Standing or ad hoc Committee of the Association, or otherwise delegate her responsibilities as she may deem necessary; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(2) The Vice President shall:

- assist the President in all matters pertaining to the activities of the Association
- perform the role of President whenever the President is unavailable. However, the Vice President shall not be a member of the Finance Committee;
- perform functions as assigned by the President;
- assume the presidency in case of vacancy due to abdication or resignation by or removal of the President. Such an assumption of presidential responsibility shall be limited to the remainder of the President's term of office;
- perform all duties incident to the office of Vice President and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(3) The Secretary General shall:

- run the secretariat of the Association and take minutes of all meetings at which she is present;
- be responsible for informing the branches of the date and time of the AGM;
- be responsible for communication any information as instructed by the President or the NEC to the branches or members as the case may be;
- ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- be the custodian of the records and of the seal of the Association;
- keep at the principal office of the Association the original, or a copy, of the Constitution, these Bylaws as amended or otherwise altered to date and the Regulations Governing LESA-USA Elections;
- keep at the principal office of the Association or at such other place as the NEC may determine, the Minutes book of the Association and shall make it available to a requesting member as stipulated in the Bylaws of the Association;
- keep at the principal office of the Association a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, she shall record such fact in the membership book together with the date on which such membership ceased

- exhibit at all reasonable times to any NEC member upon written request the Bylaws, the membership book, and the minutes of the proceedings of the NEC;
- perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(4) The Vice Secretary General shall:

- assist the Secretary General and perform her duties in her absence.

(5) The Treasurer shall:

- be a member of the Finance Committee and shall be the primary custodian of the funds/assets of the Association;
- maintain up to date financial records of the Association and enforce all financial policies of the Association as may be determined by the Finance Committee;
- collect all membership dues and other fees, issue receipts for funds received and shall deposit the funds into the Association's account.;
- receive and disburse funds as approved by the President in consultation with the NEC;
- in consultation with the Finance Committee, shall prepare quarterly financial reports for the Association which shall be communicated to the members through the Branch Presidents. The Treasurer shall also present an annual financial report to the General Assembly during the AGM;
- maintain a bank account in the name of the Association and shall be a signatory on the Association's accounts;
- perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(6) The Financial Secretary/Comptroller shall:

- keep separate records from that of the Treasurer on all monetary transactions conducted by the Association;
- act in the place of the Treasurer when the latter is absent or unavailable;
- take minutes of all Finance Committee meetings and shall keep a Minute book for the Finance Committee;
- The Financial Secretary/Comptroller shall initiate discussions on questionable transactions and shall make a request for an audit by the Auditors whenever she deems necessary;
- The Financial Secretary/Comptroller shall assist the Treasurer in reporting of the Association's financial situation on a quarterly basis to the branches and annually at the AGM;

- be a signatory on the Association's bank accounts;
- perform all duties incident to the office of Financial Secretary/Comptroller and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(7) The Public Relations Officer shall:

- be responsible for promoting and publicizing the activities of LESA-USA;
- coordinate any and all activities between the Association and other partner organizations or groups that seek to support and promote the objectives of LESA-USA;
- in consultation with the NEC, shall solicit funds from corporations and other secondary sources in the form of sponsorships, grants and donations;
- solicit appropriate media for informing members and non members of Association-related activities. She shall advertise the activities of the Association as the need may arise;
- perform all duties incident to the office of Public Relations and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(8) The Social Secretary shall:

- be responsible for communicating all social events of the Association related to the members and their families. Such events include, but are not limited to: marriages, births, deaths, other religious events, illness and new arrivals in the USA. The Social Secretary shall use the LESA-USA e-group as her primary mode of communication; however she may use any other means of communication as she may deem necessary;
- perform all duties incident to the office of Social Secretary and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(9) The Vice Social Secretary shall:

- assist the Social Secretary in all her duties and act in lieu and place of the Social Secretary when the latter is absent or unavailable.

(10) The Auditors:

- The Association shall have two (2) auditors, one of whom shall be a certified public accountant. The other Auditor shall be a holder of at least a Bachelor's degree in Accounting from an accredited US University or from any other internationally accredited University or College;

- The Auditors will audit the accounts of the Association and review the financial books and records of the Association at any time or upon the request by the Financial Committee members or the NEC;
- The Auditors shall audit the processes and procedures of LESA-USA to ensure the efficiency of the Association;
- Notwithstanding the preceding, the Auditors shall audit the Association's accounts at least once every fiscal year. They shall report their findings to the NEC;
- perform all duties incident to the office of Auditor and such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC; and
- compile a brief synopsis of her yearly activities for the LESA-USA National Annual Report; and produce an official transition report at the close of the term of office.

(11) Sergeant-at-Arms/Chief Whip shall:

- be responsible for enforcement of the rules of protocol during the AGM;
- perform other special duties as may be delegated by the NEC, maintain discipline, enforce attendance at the AGM and perform other duties of a Whip.

(12) Ex-Officio Members:

- Ex-Officio Members shall comprise immediate past President of LESA-USA; two (2) Advisers from the older generation of LESA-USA members, Teacher or Parent; two (2) Legal Advisers; Committee Chairpersons; and Branch Presidents. The Legal Advisers shall be attorneys who are duly licensed to practice law in any jurisdiction within the United States of America;
- The Advisers shall attend all meetings of the NEC and may advise the Association on ways to improve the running of the Association;
- The Legal Advisers shall advise the Association and the NEC on all legal matters pertaining to the Association. They shall not give legal advice to individual members on matters unrelated to the activities of the Association;
- The Legal Advisers shall remind members of their obligations and rights under the Association's Constitution, Bylaws and other Rules and Regulations governing the Association and its members, when they deem it necessary to prevent possible infraction or violations; and
- Ex-Officio Members will perform all such other duties as may be required by law, by the Constitution, or by these Bylaws, or which may be assigned to her from time to time by the NEC.

## **ARTICLE 7 FISCAL YEAR**

The fiscal year of LESA-USA shall extend from January 1<sup>st</sup> to December 31<sup>st</sup> of the current year.

## **ARTICLE 8 COMMITTEES**

### **Section 1. Standing Committees**

The Association shall have the following standing committees:

#### ***Audit Committee:***

Goal: To have oversight over financial reporting and disclosures, regulatory compliance and risk management activities. This goal will be accomplished through the following tasks:

- Overseeing the financial reporting and disclosure process.
- Monitoring choice of accounting policies and principles.
- Overseeing hiring, performance and independence of the external auditors.
- Oversight of regulatory compliance and ethics.
- Monitoring the internal control process.
- Overseeing the performance of the internal audit function.
- Discussing risk management policies and practices with management.

#### ***Awards Committee:***

Goal: To recognize persons, entities, or groups with outstanding service to LESA-USA and its related causes through the follow tasks:

- Establish and publish criteria for awards.
- Request and receive nominations for award recipients from members.
- Select award recipients based on established criteria.
- Recommend recipients for awards and the form of the awards to the President and NEC.

#### ***Convention Committee:***

Goal: To work with the host branch in planning and realizing the AGM/Convention and promoting LESA-USA in the Diaspora. This committee shall include one member from each branch of LESA-USA and will accomplish its goal via the following tasks:

- Plan, organize and execute the three-day AGM/Convention in the host city in collaboration with the branch Convention Committee.
- Advise the different Branches on ways to promote LESA-USA, raise awareness of our causes in the local communities and to monitor their progress and compliance in view of maximizing the AGM/Convention week-end in the host city.

#### ***Discipline and Conflict Resolution Committee:***

Goal: To enforce Rules and Regulations established by LESA-USA and to ensure that members and officers refrain from conduct injurious to LESA-USA, its members or its purposes and objectives as stated in the LESA-USA Constitution and Bylaws. This goal will be achieved through the following tasks:

- Receive complaints relating to violation of LESA-USA Constitution, Bylaws, Rules and Regulations and/or other misconduct by members;

- Investigate complaints and allegations for their truthfulness and validity;
- Question witnesses related to the violations or misconduct;
- Request written explanations and clarifications from the parties involved in a dispute or violation;
- Request evidence or any other documents from the member accused of misconduct as well as the accusing party;
- Provide a forum for accused members to defend themselves in an unbiased manner;
- Assist in resolution of conflicts between members of the Association;
- Mediate disputes concerning personal matters among members, as requested by any party involved;
- Make recommendations to the NEC for action to be taken in each case.

Recommendations by the Discipline and Conflict Resolution Committee include, but are not limited to: verbal warning; written warning; public warning; written apology; suspension from membership; and exclusion from membership.

***Finance Committee:***

Goal: To provide transparency and accountability in the financial management of LESA-USA funds and effective management of funds in project financing and execution. This goal will be accomplished through the following tasks:

- Prepare a yearly budget for the Association
- Prepare quarterly financial reports of the Association for communication to the members and NEC.
- Prepare annual financial reports of the Association for communication to the General Assembly at the AGM/Convention.
- Respond in timely fashion and effectively to any and all questions relating to financial management of LESA-USA funds, payment of membership dues, receipts of donations and fees and disbursement of funds to third parties.
- Carry out regular meetings via conference calls to discuss matters arising related to the Association's finances and report their conclusions to the NEC..
- Maintain good recordkeeping, keep receipts, invoices and record of payments as well as a record book with detailed account of all expenditures/disbursements from the Association's accounts.

The Finance Committee shall be comprised of:

- a). The President
- b). The Treasurer
- c). The Financial Secretary
- d). One Auditor
- e). Financial Secretaries of each branch
- f). An ordinary member of the LESA-USA.

The duties of the Finance Committee members shall be as provided in the LESA-USA Constitution. Seven (7) members of the Finance Committee shall constitute a quorum. The President, Treasurer and Financial Secretary must be present.



### ***Fundraising Committee:***

Goal: To raise funds for the association by:

- Writing grant proposals to different foundations
- Organizing traditional fund raising activities like dance parties in different cities, production of mementos, etc.
- Exploring other innovative strategies using existing tax code provisions, etc.
- Reminding the Branches of their fundraising responsibilities to LESA-USA.
- Working with the Convention Committee and the host branch to determine the most efficient methods of fundraising with minimal expense.

### ***Media and Communications Committee:***

Goal: Provide visibility and positive PR to the organization by meeting the following objectives:

- Publish at least one newsletter each year
- Maintain the website up to date.
- Produce marketing brochures that highlight past accomplishments of the association
- Publish the association's almanac or calendar, when necessary.
- Coordinate media innovation, marketing and messaging of the organization.

### ***Membership Committee:***

Goal: To promote membership of past students of Our Lady of Lourdes College resident in the United States of America in LESA-USA through the following tasks:

- Inform members about benefits and privileges of full membership in the Association and its Branches.
- Inform members about individual and group news/happenings
- Work with branches to recruit and enroll new members.
- Serve as a liaison between LESA-USA and the Branches on issues related to membership.
- Provide quarterly reports of the list of members per branch of the Association by posting a list of members per branch on LESA-USA member e-group and to the NEC.
- Present a report of membership to the General Assembly at the AGM/Convention.

### ***Projects Committee:***

Goal: To work with the General Assembly and the principal of Our Lady of Lourdes College to determine projects/programs that LESA-USA can sponsor and will be beneficial to the students and the College. This goal shall be executed through the following tasks:

- Identify and study possible projects that LESA-USA may undertake in collaboration with the administration of Our Lady of Lourdes College.
- Prepare and develop a project plan for presentation to the General Assembly and NEC for adoption and approval.

### ***Scholarship Committee:***

Goal: To advance literacy in Our Lady of Lourdes College and promote the education of the girl child. This goal will be accomplished through the following tasks:

- Continue with the annual scholarship awards programs targeted to deserving students of Lourdes College and establish ways to ensure its sustainability.
- Provide books to the school's library and computer room.
- Supplement the domestic science and science laboratories with books and equipment.
- Award an annual prize for the best all around student in each class.
- Awarding prizes or trophies for excellence in non-academic extra-curricular activities
- Assisting students of Lourdes College who have been orphaned with a donation of \$100.00 per student. The student must have lost either both parents or in the case of a single parent, a mother, to be eligible for this donation. Each student may only benefit once.

### ***Strategic Planning Committee:***

Goal: To identify and develop strategic long term targets for the organization, and outline actionable steps to attain these targets This goal will be accomplished through the following tasks:

- Develop a five-year strategic plan for the organization
- Benchmark strategic annual targets for the organization
- Propose and vet innovative fundraising approaches for the organization
- Develop strategic external partnerships for the organization

These standing committees report directly to the NEC and the NEC shall, at the beginning of each year, provide each standing committee with performance guidelines specific to each standing Committee. Notwithstanding the preceding, each Standing Committee shall give a written report to the NEC of their accomplishments before the annual National Convention.

## **Section 2. Ad Hoc Committees**

The Association shall have such other committees as may from time to time be designated by resolution of the NEC or the President. 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. The NEC may from time to time create such Ad-Hoc Committees to complete specific short-term tasks as necessary. Ad Hoc Committees include but are not limited to:

1. The Elections Committee
2. The Constitution and Bylaws Committee

## **Section 3. Meetings and Action of Committees**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the NEC, with such

changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the NEC and its members, except that the time for regular and special meetings of committees may be fixed by the committee.

## **ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 1. Execution of Instruments**

Except as otherwise provided in these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or pledge its credit or render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the NEC, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

### **Section 3. Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the NEC may select, and in accordance with the provisions of the LESA-USA Constitution and these Bylaws.

### **Section 4. Gifts**

The NEC may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

## **ARTICLE 10 NATIONAL AGM/CONVENTION**

### **Section 1. Date of AGM/Convention**

The AGM/Convention shall hold annually during the third (3<sup>rd</sup>) week-end in June at a location approved by the General Assembly the preceding year.

### **Section 2. Site of AGM/Convention**

The site of the AGM/Convention shall be chosen and approved by a simple majority of the General Assembly present at an AGM/Convention. Only branch presidents or their representatives may nominate, and branch members second such nomination, for their Branches as hosts for the National AGM/Convention. Sites for the AGM/Convention may be determined two years in advance in accordance with the provisions of the LESA-USA Constitution and these By-laws.

### **Section 3. Funding for the National AGM/Convention**

The National AGM/Convention shall be funded by the host Branch, with financial assistance by the Association, after consultation between the NEC and the Branch Executive Committee (BEC).

### **Sections 4. Tax Exempt Donations**

The National Treasure and Convention Committee shall collect all tax exempt donations during the Fundraising gala and report to the General Assembly during the AGM.

### **Section 5. Profit Sharing**

The net profits of the annual national Convention shall be divided between the Association and the Branch at 50% to 50% respectively.

### **Section 6. Convention Committee**

A Convention Committee headed by the Publicity Secretary shall be created after each AGM/Convention to work with the hosting Branch towards the next AGM/Convention.

## **ARTICLE 11 FUNDRAISING TARGETS**

Fundraising targets shall be set for each branch every year by the Finance and Fundraising Committees working in concert. Targets will be determined by objective criteria. Branches that do not meet their targets will be given an extra year to meet the shortfall, as well as the new target for that year. Branches are strongly encouraged to strive to meet their targets.

## **ARTICLE 12 SOCIAL CAUSES**

### **Section 1. Scholarship Fund**

The Association shall provide annual educational need-based scholarships to eligible students of Our Lady of Lourdes College and members to assist them with the cost of tuition and fees at Our Lady of Lourdes College, Vocational, Community and Technical Colleges, Universities and Professional Accredited Institutions. The amount of the scholarship and the number of recipients shall vary and depend primarily on the availability of funds.

### **Section 2. Life Insurance**

The Association shall encourage all registered members to enroll in a group Life Insurance plan negotiated by the NEC for the members of the Association. Life Insurance premiums shall be paid in full by the members during the enrolment period of each year. The NEC shall inform members of the deadlines relative to enrollment and payment of premiums for the life insurance policy, and shall assist the deceased member's family to collect all payments of life insurance

benefits to which the family is entitled. Members may pay their life insurance premiums directly to the Treasurer of the Association or at their local Branches.

## **ARTICLE 13 ASSOCIATION RECORDS, REPORTS, PUBLICATIONS AND SEAL**

### **Section 1. Maintenance of Association Records**

The Association shall keep at its principal office:

(a) Minutes of all meetings of the NEC, committees and, annual convention meeting, the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, indicating their names and addresses and, if applicable, the termination date of any membership;

(d) A copy of the Association's Constitution and Bylaws as amended to date, which shall be open to inspection by the members of the Association at all reasonable times during office hours.

### **Section 2. Association's Corporate Seal**

The NEC may adopt, and use a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Officers' Inspection Rights**

Every officer shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records and properties of this Association as may be required under the Constitution, other provisions of these Bylaws, and provisions of law.

### **Section 4. Members' Inspection Rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary General of the Association, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary General of the Association, upon written demand on, and payment of a reasonable charge to the Secretary General of the Association, a list of the names, addresses and voting rights of those members entitled to vote for the election of officers as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary General of the Association or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary General of the Association by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this Association, upon written demand on the Secretary General of the Association by the member, or as may be required under the Constitution, other provisions of these Bylaws, and provisions of law.

#### **Section 5. Right to Copy and make Extracts**

Any inspection under the provisions of this Article may be made in person or by an attorney and the right to inspection shall include the right to copy and make extracts.

#### **Section 6. Periodic Reports**

The NEC shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Association, to be so prepared and delivered within the time limits set by law.

### **ARTICLE 14 IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

## **Section 3. Distribution of Assets**

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to any state or local government within or outside the United States, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

# **ARTICLE 15 AMENDMENT OF BYLAWS**

## **Section 1. Amendment**

Subject to the power of the members of this Association to adopt, amend or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the NEC. Proposals for amendment shall be presented in writing to the NEC in accordance with the provisions of Article 14 of the LESA-USA Constitution. Upon review and approval by the NEC, proposals for amendment shall be ratified by a simple majority of the General Assembly of the Association.

## **Section 2. Corrections**

The National Executive Board has the authority to make grammatical, non-substantive changes to LESA-USA Constitution and Bylaws without recourse to the provisions of Section 1 above.

## **ARTICLE 16 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Constitution of this Association, the provisions of the Constitution shall govern.

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

All references in these Bylaws to the Constitution shall be to the Constitution of LESA-USA, Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Association filed with an office of this state or any state in the United States, and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 17 REGULATIONS GOVERNING LESA-USA NATIONAL ELECTIONS**

The following rules and regulations shall govern all LESA-USA national elections and shall be implemented by the Elections Committee as established under these Bylaws:

1. All members of LESA-USA are eligible to run for national offices provided they meet the eligibility requirements of Article 6.0(a) of the LESA-USA Constitution.
2. The Elections Committee is charged with and responsible for coordinating and running the elections of members to the National Executive.
3. All communication between potential candidates and the Elections Committee shall be PRIVATE and CONFIDENTIAL, except for Personal Statements and names of Candidates which shall be posted on the LESA-USA membership e-group as provided for in these Regulations.
4. Every LESA-USA member who is interested in running for a position in the National Executive shall **send her Name, Telephone number and E-mail address** to the Elections Committee Chairperson's private e-mail address no later than **March 31 of the election year**.
5. The Elections Committee shall ascertain if, under the LESA-USA Constitution, the candidates fulfill the eligibility requirements for running for elected office and shall reply to each candidate individually in private communication.
6. Once a candidate has been deemed eligible to run for national office, the candidate shall immediately provide to the Elections Committee: (1) a soft copy of her **Resume or CV**; OR (2) a **Brief Personal Statement** (1-2 paragraphs) of why she wants to serve, how she will use the position and how her candidacy will make the Association better and serve the LESA-USA community well.



7. After all eligible candidates have been ascertained, The Elections Committee shall post the list of candidates and the vacant positions on the LESA-USA membership e-group.
8. The Elections Committee shall publish a profile of each eligible candidate on the LESA-USA e-group to enable the general forum know the candidates for that election cycle. In posting the profile of each candidate for national office, the Elections Committee shall attach to each profile, the Brief Personal Statement provided by the candidate.
9. The Elections Committee **shall not** publish the Resume or CV of a candidate, or any other personal information on the general forum.
10. The Elections Committee shall ensure that all Branch Presidents have a copy of the candidates for national office and their profiles, in order to provide the information to those who are not subscribed to the e-groups. Individuals who do not belong to a branch may obtain this information from the Elections Committee upon request.
11. The Elections Committee shall coordinate all elections for the National Executive during the General Assembly of the AGM and may delegate other members of LESA-USA to assist in coordination the elections during the AGM as the need may arise.
12. These Regulations are appended to the LESA-USA Bylaws and shall become part of the governing documents of the Association.

**ADOPTION OF BYLAWS AND REGULATIONS GOVERNING LESA-USA  
ELECTIONS**

We, the undersigned, are all members of the National Executive Committee and the Constitution and By-Laws Committee of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of \_\_\_\_\_ preceding pages, as the Bylaws of this Association.

Dated: \_\_\_\_\_

Signatures:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_
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13. \_\_\_\_\_
14. \_\_\_\_\_
15. \_\_\_\_\_

Prepared by the LESA USA Legal Advisers and members of the Constitution Review Team 2009.

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