

CONSTITUTION

ARTICLE I: Name

The name of this association is The Calabar Alumni Association of New York, Inc."¹ (hereafter "the Association" or "CAA").

ARTICLE II: Corporate Formation & Objectives

Section 1.

CAA will be a voluntary, not-for-profit corporation ("NFP"), duly constituted under the laws of State of New York, and governed by a Board of Directors².

Section 2.

The Association's objectives are:

- a. To promote the welfare of Calabar High School.
- b. To be our area's primary resource for alumni support of and participation in Calabar's educational, scientific, cultural, athletic, social and inter-mural life.
- c. To build awareness of Calabar's current and long term needs.
- d. To foster and sustain collegiality among area alumni.
- e. To create opportunities for Calabar values to come alive in the private and public lives of its students and alumni.
- f. In Calabar's name and to its honor, advocate in our community the uncommon values Calabar traditionally represents.

¹Determined by majority vote February 7th, 2004

²Determined by majority vote February 7th, 2004

In furtherance of these objectives, the Association will affiliate with the worldwide community of Calabar Old Boys' Association (COBA) chapters and other Calabar alumni organizations³.

Section 3.

The Association's Mission, Purpose, Objectives, and Constitution shall prevail upon all its Members, Directors, Officers, and Executives, without diminution by variance or conflict with those of COBA, notwithstanding mutuality of interests or purpose.

ARTICLE III: Principal Office

The Association's Principal Office will be within the State of New York, at such address as its Members, Executives, Directors, or Agent may determine from time to time.

ARTICLE IV: Membership

Section 1.

There are three (3) categories of membership⁴:

- A.** Alumni Membership - Any person who was a student at the School for at least one full academic year and now lives or works in the New York tri-state area shall qualify for Alumni Membership of the Association
- B.** Student Membership - Any student currently enrolled in the School who has completed at least one full academic year of study shall become, on request, a Student Member of the Association, without regard to residency.
- C.** Affiliate Membership - Spouses of Alumni Members, all past and present faculty of the School who request recognition as Affiliate Members, and any other person whose membership request is approved by the Association's Board of Directors for Affiliate Membership shall become Affiliate Members of the Association, without

³Affirmed by vote March 6th, 2004

⁴Affirmed by vote March 6th, 2004

regard to residency, on declaration by the Association's sitting President or First Vice President.

Section 2

Association Membership shall be for life. Any member may attend any meeting of the Association whether such meeting is of the Association's executives, directors, officers, or select committees, as permitted by the Association's 'Sunshine' policy.

Section 3.

No dues shall be charged or collected for membership privileges, and contributing Members shall not enjoy any exclusive privilege.

Section 4.

Only Alumni Members may hold Association Office.

Section 5.

Each year, the Association will request the School's sitting Prefects' Council to appoint three (3) current students to the Association's Advisory Council members. Such Student Members of the Council shall be required to attend the Association's Annual General Meeting, at the Association's sole expense, but they shall not be qualified to cast vote or hold elective office⁵.

Section 6.

The Association's Alumni members shall be ipso facto members of the Calabar Old Boy's Association (COBA), but in matters relating to the Association shall remain subject to the provisions of this Constitution, including all its amendments⁶.

ARTICLE V: Voting and Elections

⁵Affirmed by vote March 6th, 2004

⁶Confirmed by vote March 6th, 2004

Precedent Conditions:

Voting and elections that set the decisions of the Association will be convened and governed by these rules:

- a. Any election shall require, present in person, a quorum exceeding seven (7) Members, or thirty-three percent (33%) of all Members, whichever is greater.
- b. Notarized proxies shall be admitted and counted toward a quorum.
- c. Election of Officers and Directors shall be by simple majority vote, the quorum present, notarized proxies included.
- d. Removal of elected Officers and Elected Directors shall require a super majority vote of the Association's voting members.
- e. Removal of Appointed Directors shall be by a simple majority of the voting members of the Board of Directors.
- f. Ratification of the Association's Constitution shall require a super majority vote of the membership, notarized proxies permitted.
- g. Adoption of an Amendment to the Association's Constitution shall require a super majority vote of the membership, notarized proxies permitted.
- h. Distribution of financial assets shall require a super majority of voting members present.
- i. Liquidation of funds and financial assets shall require a super majority of the voting members present, and the recorded consent of any single major contributor of such funds.
- j. Simple majority votes are formed by the greatest number of votes cast, without regard to the total number of eligible or participating voters (including abstentions) and require a quorum present.
- k. Super Majorities are formed by not less than three-fifths of the Association's total number of eligible voters, and require a quorum present.

- l.** All decisions determined by vote and election as provided herein shall have immediate force and effect, except only where specific contrary provisions are stipulated in this Constitution or its Amendments.
- m.** All Association decisions taken prior to ratification hereof that were determined by vote and election shall be made to confirm to the titles, names, terminology, and terms of this Constitution, and shall be deemed subsumed by this Constitution ab initio⁷.

Section 2

A General Meeting shall be convened within the first thirteen (13) weeks of each calendar year for electing the officers and executives of the Association, which shall be the Association's Annual Meeting.

At the Association's Annual Meeting the Membership shall elect, in order, a President, First Vice President; Second Vice President; Treasurer; Acting Treasurer; and Secretary. Officers so elected shall constitute the Association's Executive Committee, and shall assume office as of April 1st and serve for one year, or until the next Annual Meeting, or thereafter until successors are elected, whichever shall provide the Association with contiguity of administration and leadership⁸.

Section 3

Only Alumni Members are eligible for office, and no felon shall be nominated as Secretary, Treasurer, or to an Office of fiduciary trust.

Section 4

A Nominating Committee of three (3) members shall be appointed each year at the Association's first meeting in January. The Nominating Committee shall canvass and present the nominees for Offices not later than at the Association's regular meeting immediately preceding the Annual Meeting.⁹

⁷Confirmed by vote March 6th, 2004

⁸As if this Constitution was in effect before the beginning of such vote and election.

⁹Confirmed by vote March 6th, 2004.

Section 5

Additional nominations can be made:

- a. in writing, signed by five Members and by the nominee indicating consent thereto, and submitted to the Nomination Committee's Clerk before the opening of the Annual Meeting; or
- b. from the floor, after announcement of the slate for an Office but before the distribution of ballots at the Annual Meeting, by a Member, and seconded by at least two other Members. Nomination from the floor of an absent person is inadmissible unless the written consent of the nominee is submitted to the Chair.

Section 6

Election to any office shall be determined by a majority of the votes cast ("simple majority").

Section 7

When three or more Members are nominated and seconded for an Office, voting shall be by secret ballot when at least a third of eligible voters present shall request it, and the Nominating Committee shall be responsible for the collection, counting, and validation of the votes.

When two Members are nominated and seconded for an Office, votes may be cast and recorded by a show of hands.

When a single Member candidate runs unopposed for any Office, the Chair may determine the election by acclamation.

Section 8

Whenever any Office (including that of President) becomes vacant during its term, an election shall be held without undue delay to fill the vacancy. A special election for such purpose shall be conducted in the same manner as an election at the Annual Meeting, except that there need not be a Nominating Committee. All Members shall be given not less than two (2) weeks written notice prior of such special election.

Section 9

When a temporary or permanent vacancy occurs in any Office other than President (unless such vacancy was caused by the suspension of half or more of the Executive Board), the Executive Board may temporarily fill the vacancy by appointing an Alumni Member who is not an Officer, or a Director at Large to serve as Acting Officer until the vacancy is filled by election or by the return of the regular Officer. If, however, the vacancy results from the removal of an Officer from Office, then a Special Election shall be required, and Notice of such special election to fill the vacancy shall be sufficient if given in writing at least seven days in advance.

Section 10

As soon as possible after his election, each Officer shall review the Articles of Organization, the rules of order, the standing rules, the Laws of the State of New York, and Section 501 (c) (3) and other related sections of the Internal Revenue Code.

Section 11

The Secretary shall be Resident Agent of the Association.

If the Secretary is not a resident of New York, then the Treasurer shall be the Association's Resident Agent.

When persons who are not residents of New York hold both the Offices of Secretary and Treasurer, the Executive Board shall appoint a Resident Agent as required by law.

ARTICLE VI: Finances

Section 1.

The Association's finances shall be segregated into General Funds, Endowment & Trust Funds, Scholarship Funds, and Special Funds. Each such fund shall be separately raised, accrued, administered, and held.

Trust, Endowment, and Scholarship Funds cannot be commingled, and must be governed by such attenuate regulations by which the respective Fund, Trust, Endowment, or Scholarship is established.

Section 2.

Special Funds, accrued from special efforts that target special needs of the School, shall only revert to the School for the uses purported, and shall jointly be administered and disbursed by the Association's Treasurer/CFO and the School.

Section 3.

Endowment & Trust, and Scholarship Funds, shall be held in secure instruments, in set-aside escrows, and only their segregated interests derived therefrom shall be used to their specific purposes.

Distribution of the principal of such Endowment & Trust, and Scholarship Funds may not occur except, only, as precedent condition, all expenses related to their establishment and purpose(s) shall have been met and discharged, and then only at a special meeting called to determine such distribution, on a two-third majority vote ("super majority") of the full membership (whether or not in attendance). In such discharge, the approval vote of any single or major contributor to such Fund shall be required and must be recorded.

ARTICLE VII: Board of Directors & Advisory Council

Section 1. Powers:

A Board of Directors shall govern the Association and have complete authority in all matters relating to its objectives and the oversight of its management, operations, and business, except where specifically limited by these By-Laws.

The Board shall govern by resolutions passed by a super majority vote, unless otherwise provided for in these By-Laws.

The Board of Directors, when first seated, shall appoint an Advisory Council to assist it (the Board) in its oversight responsibilities with such necessary experience, skill-sets, and competencies as it deems appropriate, and such Advisors shall not be limited to alumni or Association members.

Section 2. Composition of Board:

The Board shall consist of an uneven number of Directors, and be comprised of the Executive Committee, three (3) Directors-at-Large, Ex-Officio Members, and Appointed Directors as the Board deems appropriate. Appointed Board Members shall not be limited to alumni or Association members.

The Board of Directors shall also appoint an Advisory Council, at all times chaired by the immediate Past President of the Association, which shall be comprised of three (3) Student body representatives, the President of The Calabar Old Boys Association or designee (as an ex-officio Director), and such additional Advisory Council members as the Board of Directors may determine and appoint. Advisory Council appointment shall not be limited to alumni or Association membership.

Section 3. Board Elections:

The Board shall develop and promulgate election rules in advance of annual elections. Directors who are not Ex-Officio Directors shall be elected by Alumni Members for terms of three years, by written ballot or written proxy at the annual meeting. Directors shall be classified into three successive, annual classes of approximately equal numbers. One class of Directors, at least equal in number to the number of vacancies, shall be elected at each Annual Meeting. Elections will be determined by a simple majority of votes cast.

Section 4. Board Committees:

The standing committees of the Board shall be: the Executive Committee, the Nominating Committee and the Trust & Scholarships Committee. The President shall also appoint, from time to time, ad hoc committees, as he feels appropriate, and as befits achievement of short or long-term goals.

Section 5. Executive Committee:

An Executive Committee comprised of the President, First Vice President, Treasurer or Acting Treasurer, Secretary, a Chief Financial Officer, and the Chair of the Nominating Committee, shall constitute a quorum empowered to act on behalf of the Board on routine issues when the full Board cannot meet or be consulted.

Section 6. Nominating Committee:

The Second Vice President shall Chair this Committee whose responsibility it is to nominate candidates for election to the Board, to recommend to the full Board a slate of candidates for election at least 60 days prior to the annual meeting, and to strive for a broad representation from the various Class years among the alumni body.

The Nominating Committee shall have 7 members including the Chair, the President Elect, 2 Board members, 2 non-Board members and a Member-at-Large. Should a member of the Nominating Committee accept nomination for election, such member shall resign from the Nominating Committee. Nominees for offices and Board Directorship are subject to simple majority Board approval.

Section 7. Trust, Endowments, & Scholarships Committee (TES):

The Chief Financial Officer shall Chair this committee and will recommend programs of a financial nature to the Executive Committee and the full Board, consistent with the goals and mission of the Association.

Section 8. Appointed Directors:

Board members shall elect the Appointed Directors of the Board at its first sitting after the Annual Meeting. Candidates may be approved by a simple majority¹⁰ of those voting in person or by proxy. The Board of Directors may appoint such officers without regard to Association Membership. The term of office of any Appointed Director shall be one (1) year, and terms may extended for additional one (1) year periods.

Section 9. Removal from Board:

Directors may be removed from Office and/or from the Board for cause by the Board itself. A Director shall not be removed from Office or the Board without due process, or without the approval of at least a super majority of the voting members of the Association. The Board shall define and promulgate what constitutes cause for removal, but this may not be done ex-post facto. Three consecutive absences would automatically generate a

¹⁰Confirmed by vote March 6th, 2004

standard letter from the President requesting immediate response as to that Director's commitment or resignation.

Section 10. Vacancies:

The Board of Directors may, at its discretion, fill any vacancy among elected Directors prior to elections. Such appointments shall be for the balance of the term of the seat being filled. Appointed Directors shall enjoy the same rights and privileges as elected Directors.

Section 11. Meetings:

The Board of Directors shall meet a minimum of four (4) times per year, which includes the annual meeting as required in these By laws.

Section 12. Duties of Officers:

The duties of the Officers of the Board shall, at a minimum, be as follows:

President:

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the Association. The President shall have the power to appoint such committees of the Association, with approval of the Board of Directors, which, in his judgment, are necessary and desirable for achieving the Association's objectives.

The President shall appoint standing committee and the chairpersons of such committees. The President shall be an ex-officio member of all committees.

The President shall be responsible for the direction and management of the business of the Association, and shall see that the orders and resolutions of the Board are carried out.

The President shall serve as intermediary in deliberations with COBA.

The President shall submit a report to the membership on the significant events of his administration at the annual meeting of the Association.

Concurrent with the end of his term, the President shall become Immediate Past President.

First Vice President:

The First Vice President shall serve as an advisor and assistant to the President and shall assume the duties of the President in the absence, resignation, incapacitation or removal from office of the President.

The First Vice President, as foreseen under usual circumstances, may become the President at the conclusion of the President's term. In such circumstances, the First Vice President shall also be responsible for planning, developing and implementing the Annual Meeting of the Association.

Secretary of the Board:

The Secretary of the Board shall maintain and assist in the recording and distribution of the minutes, records and documents of the Association, as directed by the Board.

The Secretary shall maintain and promulgate an accurate list of the membership and of the Board of Directors, which shall include addresses, telephone numbers, and e-mail addresses. An assistant secretary may be appointed to assist in these duties.

Chief Financial Officer:

The CFO shall act in a fiduciary capacity for the Association's finances, including escrowed funds.

He may not appoint a designee to assume his responsibilities, but must submit such designation to the Board of Directors, who shall have the authority to elect such designee.

The CFO shall approve all financial transactions of the Association, and must cosign all financial instruments.

ARTICLE VIII: Annual Meeting

The membership of the Association shall be invited to meet once a year and the date of such general meeting shall be set by the Board of Directors and promulgated to the membership at least sixty days in advance. In addition to any business that will legitimately come before the membership, annual elections for Directors to the Board shall take place at this meeting.

ARTICLE IX: Amendments

Any Member or Officer may submit a Bill for Amendment to the Nominating Committee. The Nominating Committee then shall meet in camera with the drafter to determine its implications. If the Bill is not withdrawn at such in camera meeting, then the bill, in its original or revised form, will be forwarded to the Board along with the recommendations and comments of the Nominating Committee. The Board then will vote either for further revisions of the bill, or to bring the Bill to the Membership for ratification.

This Constitution may not be amended unless such amendment is first approved by a two-thirds vote of an official meeting of the Board of Directors. Amendments must be approved by a super majority vote of the membership at an annual meeting (whether present or not) or through a special balloting procedure approved by the Board of Directors.

All amendments that have been ratified shall be dated and affixed to a permanent archive copy of the Constitution, which archive copy shall be entrusted to the permanent care of the Secretary and his successors.

ARTICLE X: Ratification

After adequate notification, ratification of the Constitution and any of its Amendments shall occur through a special balloting and acceptance by a super majority of general membership voting, whether present or not.

INAUGURAL BOARD OF DIRECTORS

The Association's Inaugural Officers, as of March 6th 2004, are:

Executive Committee

President & Chairman of the Board

Dr. Donald Phillibert

First Vice President & Vice Chair of the Board

Neville Flowers

Second Vice President

Marvin Williams

Secretary, Chief Operations Officer

Seretse Gibson

Treasurer & Resident Agent

George Dillon

Acting Treasurer & Chief Financial Officer

Astor Val-Hackett

Elected Board Members

Directors-at-Large

Earl Laing

Clive Williams

Gilbert Oliver Faulkner

Ex qfficio Board Members

Past President; CAA

President, COBA; Jamaica

Chair; Calabar Foundation Ltd., Jamaica

TBD¹¹

¹¹

Nominating Committee

Chair

Marvin Williams

Elected NC Member

Elected NC Member

TBE¹²

Appointed Board Members

Tax & Investment Advisor

Legal Advisor

Political Liaison

Trust & Scholarships Committee

Chair; CFO

Astor Val-Hackett

Dr. Donald Phillibert

Russell Thompson

Legal Advisor - TBA

Investment Advisor - TBA

Advisory Council

Ex Officio Members

Headmaster; Calabar

Chair; Jamaica Baptist Union

Chair; Jamaica Baptist Union

TBD

¹²TBD - To be determined