

# THE BYLAWS of KALABARI GIRLS' HIGH SCHOOL ALUMNI FOUNDATION

A not-for-profit and non-political organization wishing to bind us with this constitution and be governed by the provisions therein contained.

## ARTICLE 1 NAME:

The name of the body shall be KALABARI GIRLS' HIGH SCHOOL ALUMNI FOUNDATION herein referred to as "KGHS ALUMNI FOUNDATION" or "THE FOUNDATION".

## ARTICLE 2 AIM & OBJECTIVE:

The purpose of the foundation shall be:

Section 1. Galvanize all alumni in Nigeria and the diaspora into one unit to put pressure on the Rivers State government to re-establish the defunct Kalabari Girls High School located in Buguma, Asalga.

Section 2. While the Rivers State government will run the school financially after the re-establishment, KGHS ALUMNI FOUNDATION will partner with the government and other community entities as a private non-profit educational, and management conduit to develop distinguished mid-level technical, and technological curriculum that will empower girls in the region to compete with their international peers in perpetuity.

## ARTICLE 3 LOCATION:

Section 1. The FOUNDATION shall be registered in Nigeria and have its headquarters located in Port Harcourt, Rivers State.

## ARTICLE 4 MEMBERSHIP:

Section 1. The membership to KGHS ALUMNI FOUNDATION shall be open to any woman who graduated from Kalabari Girls' High School.

Section 2. Membership shall also be extended to any interested woman who attended Kalabari Girls' High School.

Section 3: There will be two (2) types of memberships: Ordinary and active.

A. Active members shall be those members who pay the required dues as stipulated in article 5, section 1, and participate/attend 25% of all in-person meetings and/or on the 'virtual platform'. Active members shall have voting privileges and can also nominate candidates for office. Only active members can serve as officials in all circumstances as well as participate in committees.

B. Ordinary Members. If you do not meet the stipulation in item A, you are an ordinary member. This type of membership has no voting privileges and cannot nominate candidates for office.

C. Emeritus Members. Members who have served as previous Officers, either as Board of Trustees, Executive Management Board Member or Committee Member. Furthermore, will annually donate One Million (N1,000,000) Naira and above to the FOUNDATION. This type of Membership will always liaise with both the Board of Trustees and Executive Management Board in perpetuity.

## ARTICLE 5 FUNDING:

Funding for KGHS ALUMNI FOUNDATION shall be based on the following:

Section 1. The dues for KGHS ALUMNI FOUNDATION shall be N5, 000 quarterly (3 months) or N20, 000 annually. Dues are mandatory for active membership.

Section 2. Solicit for quarterly financial aid and support from individuals and/or corporate entities, whether they are members of 'The Foundation' or not. Fundraising drives shall be performed as follows:

- A. First quarter fundraising drive shall commence on a date in February and terminate after 40 days.
- B. Second quarter fundraising drives shall commence on a date in May and terminate after 40 days.
- C. Third quarter fundraising drive shall commence on a date in August and terminate after 40 days.
- D. Fourth quarter fundraising drive shall commence on a date in October and terminate after 40 days.

Section 3. During the above fundraising drives, ALL trustees shall participate in donating any amount to the best of their ability.

Section 4. Special contributions including sales of selected products during commemorative events for **KGHS ALUMNI FOUNDATION**.

## ARTICLE 6 LEADERSHIP:

Section 1. The **FOUNDATION** shall be a not-for-profit non-political voluntary body with an objective towards the Reestablishment of Kalabari Girls' High School, Buguma in Asalga. With a vision to partner with government to operate the curriculum of the school after reinstatement, the **FOUNDATION'S** goal is to empower KGHS young women with bright future.

Section 2. A Board of Trustees made up of nine women from each class set. They shall have the responsibility for the general oversight of the **FOUNDATION**, including review and approvals of annual budgets set forth by the Executive Management Board. The Trustee herein referred to, as "The Trustee" member shall either volunteer for a vacant position or be nominated by anyone from the general alumni membership body. The Board of Trustees shall meet four times per year.

The Board of Trustees shall consist of:

1. Chairwoman
2. Secretary
3. General Trustee members

The Chairwoman shall serve as the head of the Board of Trustees.

The Secretary of the Board of Trustees shall be responsible for maintaining all records of the Board of Trustees including the minutes of all meetings.

The ordinary Trustees are part of the Board of Trustees and shall be eloquent advocates of the affairs of the FOUNDATION. Collectively, they are responsible for planning, reviewing, monitoring and promoting policies and budgets. Each Trustee shall perform duties assigned by the Chairwoman.

Section 3. An Executive Management Board shall consist of nine qualified women according to the position they will occupy. They shall have the responsibility for the day-to-day management of all the affairs of the FOUNDATION, including the strategic direction, sound governance, and general oversight in achieving the aims and goals of the FOUNDATION.

This will require clear and measurable objectives, as well as setting budgets, spending, and establishing policies that will not only advance the goals of the FOUNDATION, but also create committees and set policies that are ethical, legal and risk averse. They shall also be responsible for assuring financial integrity, public trust and solvency of the FOUNDATION including setting policies to safeguard against fraud.

This Board shall also liaise with the Emeritus Members whenever necessary to enhance the implementation of major projects for the FOUNDATION.

A. All members shall have a full and clear understanding of the objective of the FOUNDATION and be able to articulate the same to external entities and/or other people.

B. All members shall discharge their duties in good faith and put in several productive hours of service and shall attend/ participate in a minimum of 50% of all virtual or in-house meetings annually.

C. A member shall be required to chair no more than two of the FOUNDATION'S committees.

D. The Executive members of shall consist of:

1. President
2. Vice President
3. Secretary
4. Assistant Secretary
5. Treasurer
6. Financial Secretary
7. Auditor
8. Legal Adviser
9. Public Relations Officer

Section 5.     ***Roles and Responsibilities:***

- A. The President shall be responsible for calling for and presiding over all scheduled general meetings including meetings for the Executive Management Board including setting up committees, reviewing the Byelaws and making amendments. The President serves as the spokesperson and point of contact for the FOUNDATION.
- B. The Secretary shall be responsible for maintaining all records of the FOUNDATION including minutes of all meetings, membership rosters, attendance records, minutes of general membership, and minutes of all other matters arising. Be responsible for

communicating with the general membership on behalf of the Executive Board. The Secretary shall always provide duplicate copies of all records to the President.

- C. The Treasurer shall be responsible for maintaining and organizing all FOUNDATION'S finances. Duties include general bookkeeping, dues collection, and deposit of all funds into FOUNDATION'S account, approval of expenditure in conjunction with the Financial Secretary, the other signatories. Three out of four signatures are required for all cheques including that of the Treasurer.
- D. The Financial Secretary shall be responsible for preparing all annual financial statements and reports of account.
- E. The Auditor shall have the responsibility of auditing the FOUNDATION'S Books.
- F. The Legal Advisor shall provide legal advice on all matters relating to the FOUNDATION.
- G. Public Relations Officer shall be responsible for general membership of the FOUNDATION, including membership drives, disseminating information to the general membership concerning Events and Achievements of the FOUNDATION.

### ***QUALIFICATION:***

Section 1. All members of the Board of Trustee and Executive Management Board shall have some professional background and competency including attributes that shall enable a higher fiduciary standard. Be enthusiastic and eloquent in advancing the FOUNDATION'S aims and objectives.

### ***PROCEDURES FOR NOMINATION AND ELECTION***

Section 1. Any person volunteering for the Board of Trustee and/or Executive Management Board or being nominated shall be familiar with that respective position by reading the duties listed in the constitution.

All nominated members shall accept the nomination and pledge to allocate quality time when needed prior to being accepted.

Section 2. The nominated member must formally accept the nomination and be noted into the minutes.

Section 3. Any member nominated or volunteering shall be an active member as stipulated in Article 4, Section 3(A).

Section 4. The nominated or volunteering qualified women shall be voted for at the general meeting by a simple majority of members present.

Section 5. Any member nominated or volunteering must be present in person or by phone (if the person resides outside Nigeria) during the meeting to accept the position and its responsibilities.

Section 6. Election of Trustee members or Executive Management shall be held once a year during the last quarter of general meeting by open ballot if a position becomes vacant and facilitated by the Presiding Chair. If the Presiding Chair is running for an office, The Secretary of the Executive Board shall facilitate that specific vote.

Section 7. Voting within the Board of Trustees or Executive Management on issues shall be simple majority to carry an idea forward. A simple majority shall also constitute a quorum.

### ***CESSATION OF A TRUSTEE***

A Trustee or Executive Management Board Member may hold office for (3) years, but subject to a yearly review. However, a Trustee or Executive Management Board Member may cease to hold office if she:

- Resigns
- Unable to perform the responsibilities of the office in good faith. If 6 out of the 9 Members feel that the Officer is not performing in good faith, the Officer will be asked to resign.



- Illness or in poor health
- Dies
- Becomes incapacitated
- Is convicted of a crime
- Defrauds the Foundation

## ARTICLE 7      COMMITTEES

Section 1.      Committees are a platform where specific ideas are developed and nurtured. All Committees shall be created or dissolved by the Executive Management Board.

Section 2.      The Executive Management Board shall create three Committees.

Section 3.      All Committees shall be limited to a minimum of four (4) and a maximum of six (6) members.

Section 4.      No one Member shall be in more than two (2) Committees.

Section 5.      Committee Members shall create their own forum to meet on as need basis with each Committee producing reports to the Executive Management Board on specific tasks or ideas within the specified timeline.

Section 6.      Voting and approval in Committees shall be based on simple majority to carry an idea forward. A simple majority shall also constitute a quorum.

Section 7.      All Committees, upon convening shall appoint a Member to lead them.

Fundraising Committee. This Committee shall consist of six (6) Members and be responsible for planning Activities and Events for the sole purpose of raising funds to cover the cost of projects for the FOUNDATION.

A. Publicity Committee. This Committee shall consist of six (6) members and be responsible for community outreach, developing publicity materials for recruitment and fundraising.

B. Membership Committee. This Committee shall consist of six (6) members and shall be responsible for finding and recruiting more alumni for either membership or donation purposes, as well as orienting new members on FOUNDATION'S objectives.

## ARTICLE 8 FOUNDATION MEETINGS:

Section 1. General meetings. There shall be a minimum of four (4) general in-person and/or virtual meetings per year. The President shall call additional meetings when necessary.

Section 2. All general meetings shall be open to all alumni.

Section 3. The Secretary and Treasurer's report shall be read, amended and ratified at the general meeting.

Section 4. A quorum shall be established with a simple majority of Members present.

## ARTICLE 9 CODE OF CONDUCT & LOYALTY

Section 1. All Trustees and Executive Management Board Members shall act in the interest of the FOUNDATION, rather than in their own personal interest or the interest of other entities.

Section 2. All Trustees and Executive Management Board Members shall avoid the use of the FOUNDATION'S opportunities for their personal gain.

Section 3. All Trustees and Executive Management Board Members shall maintain confidentiality with the FOUNDATION'S information.

Section 4. All Members, especially Trustees and Executive Management Board Members shall endeavor to conduct themselves in ways that will foster good relationships among members as well as uplift the FOUNDATION in external venues.

Section 5. Trustees and Executive Management Board Members shall make decisions within the scope of the FOUNDATION'S objectives

Section 6. The Trustees and Executive Management Board Members reserve the right to suspend or remove any officer who's not performing in a manner befitting the FOUNDATION.

Section 7. The suspension or removal decision of a Trustee or Executive Management Board Member shall be subject to appeal to the general body whose decision shall be final.

## ARTICLE 10 AMENDMENTS

Section 1. Any active Member as defined in Article 4, section 3 (A) of the FOUNDATION may submit an amendment to this Byelaws.

Section 2. Amendments to this Byelaws shall be made according to the following procedures:

A. An amendment shall only be made by an active Member as defined in Article 4, section 3 (A) in writing like post or email within 90 days.

B. If there is quorum, an amendment shall only pass if it gets a simple majority vote of Members present.

C. Passed amendments shall be recorded in the minutes and be placed in the Byelaws within three (3) months after the meeting.

Section 3. *Repeal of amendments.*

A. Motion to repel a Byelaw amendment shall be done only by an active Member as defined in Article 4, section 3 (A) in writing within 90 days of amendment.

B. If there is a quorum, an amendment repel shall only pass if it gets a simple majority vote of active Members present.

## ARTICLE 11 CORPORATE SEAL

Section 1. The Executive Management Board shall provide a Corporate Seal with an inscription of the FOUNDATION'S name and/or logo. The Corporate Seal shall be affixed on all FOUNDATION'S document with signatures of the President and the Secretary. The Seal shall be kept in the custody of the Secretary of the Executive Management Board.

## ARTICLE 12 SPECIAL CLAUSE

Section 1. Any funds obtained by the FOUNDATION shall be used only for the affairs of the FOUNDATION. Any bank accounts opened for the FOUNDATION shall be in the name of the FOUNDATION. Any check issued shall be signed by three (3) of any of four (4) approved signatures of the FOUNDATION including the signature of the Treasurer.

Management will ensure that the FOUNDATION stays within monthly and yearly budgets.

## ARTICLE 13 DISSOLUTION

Section 1. In the event of the dissolution of KGHS ALUMNI FOUNDATION, and after all debts and liabilities have been paid, all remaining funds and properties shall be donated to another duly incorporated, non-profit and non-governmental association voted upon by existing Active Members as defined in Article 4, section 3 (A).

This constitution of **KALABARI GIRLS' HIGH SCHOOL  
ALUMNI FOUNDATION** has been ratified or amended and approved  
by the General membership on this day of

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Signature of Chairwoman

Signature of Secretary

Printed name of Chairperson

Printed name of Secretary

**NDERIYA B. HARRY**

**OKORITE AKOKO**