

THE KGHS ALUMNI FOUNDATION AND/OR ASSOCIATION

BY-LAWS

Adopted in 2019. No Revisions

Article I. General Alumni Assembly

Section 1. Meetings - General.

The Board of Trustees of the Foundation shall designate the time, place, and date of the regular meetings of the General Alumni Assembly, which shall be held at least once each year virtually or in person in Nigeria or USA. Special meetings of the General Alumni Assembly may be called at any time by the Chair or by the Board Secretary and shall be held at such place and on such time and date as shall be fixed by the person or persons calling the meeting.

Section 2. Meetings - Notice.

Notice of all meetings of the General Alumni Assembly shall be given by the Secretary of the Foundation by notice transmitted to the General Alumni Assembly at least thirty (30) days before any regular or special meeting. Each notice shall state the time, place and date of the meeting and, in the case of a special meeting, shall state the purpose or purposes therefor.

Section 3. Meetings - Quorum and Voting.

At all meetings of the General Alumni Assembly, the presence of one-fourth of the incumbent Board of Trustees and two-third of the active volunteer members shall be sufficient to constitute a quorum for the transaction of any business. Each volunteer member including the Board shall be entitled to one vote, in person and not by proxy, provided, however, that (i) with the approval of the Board, any member who for good cause is unable to attend a General Alumni Assembly meeting may designate in writing a member of the Foundation, who may attend and vote; and (ii) with the approval of the Board, the General Alumni Assembly delegates may be permitted to vote via a secure electronic system, whether or not they are unable to attend a General Alumni Assembly meeting in person.

Section 4. Meetings - Agenda.

The Board Chair, in consultation with the Board, shall set the agenda for any special or regular meeting of the General Alumni Assembly. Any member may propose an item for the agenda by submitting the item in writing at least twenty days prior to the meeting, addressed to the Secretary. The Board Chair shall exercise reasonable discretion to determine whether a proposed agenda item is relevant to the purposes of the Assembly.

Article II. BOARD

Section 1. Election and Term.

The nine elected members of the Board of Trustees shall serve three-year terms as provided in the Constitution and shall be elected from the General Alumni Membership by the General Alumni Assembly in a manner and at a time to be determined by the Board, six of such members to be elected in each year (except as may be otherwise required by Section 4 of this Article II).

The elected members of the Board shall serve three-year terms as provided in the Constitution and shall be nominated from the membership of the General Alumni Foundation on the virtual platform or during in-person meetings determined by the Board. No more than two of such members to be elected in each year (except as may be otherwise required by Section 4 of this Article II). Elected members of the Board shall take office on the last day of quarter three. All terms for members shall terminate on the last day of quarter three.

Section 2. Eligibility:

No elected or appointed member of the Board shall be eligible to serve for more than two full term except after a lapse of one year, provided that the term of the Chair, the Secretary, and the Treasurer of the Board shall be governed by Article III of these By-laws. The eligibility of members of the Board elected to fill vacancies shall be governed by Section 4 of this Article of these By-laws.

Section 3. Nomination – Elected Board of Trustee Members:

Nominations for election to the Board shall be made annually by the current Board of Trustees of the Foundation. Other nominations may also be made by twenty-five percent of the General Alumni Assembly at least thirty days prior to the date of decision-making and appointment. No nominations for election to the Board shall be made from the floor on the day of the General Alumni Assembly meeting.

Section 4. Vacancies.

Any vacancy in the elected seats on the Board may be filled by a majority vote of the remaining members of the Board for the remainder of the term of the member as to whom the vacancy exists. At the conclusion of that term, a member of the Board elected to fill a vacancy shall be eligible to be elected to a full term on the Board if nominated and elected pursuant to Sections 1 and 3 of this Article of these By-laws, and also shall be eligible to be appointed to a full term on the Board pursuant to Section 1 of this Article of these By-laws.

If a member of the Board is elected to be Chair, Secretary, or Treasurer prior to the expiration of that member's term, the Board may consider the seat of such member to be vacant and it may be filled in the manner prescribed herein. The absence of a member of the Board for three consecutive Board meetings shall be deemed a resignation that the Board may accept.

Section 5. Quorum and Conduct of Meetings:

A majority of the number of Trustee members currently in office, which must include the Chair and/or the Secretary, shall constitute a quorum for the transaction of all business and, except as otherwise provided in these By-laws, a majority of those present shall be sufficient to adopt any resolution of the Board. The Board shall meet at least four times in each year, at such times and places as shall be fixed by the Chair or by the Board, and notice of each such meeting shall be transmitted by the Secretary to each member not later than the tenth day prior to the meeting.

Article III. Trustees**Section 1. Chair, Secretary, Treasurer -Election.**

The Trustees of the Board shall consist of a Chair, Secretary, and a Treasurer as provided in

the Constitution, and six Trustees, as provided in these By-laws.

The Chair, the Secretary, and the Treasurer shall be elected by a majority of the entire Board. Trustees whose terms as members of the Board shall expire after three years during the calendar year of the election and shall nonetheless be eligible for election to such offices. The persons so elected shall be designated Chair-Elect, Secretary-Elect, and Treasurer-Elect and shadow the Chair, Secretary and Treasurer for a period of one quarter. They shall take office as Chair, Secretary and Treasurer on the last day of quarter three.

Election to the offices of Chair and Secretary shall be for three-year terms, and election to the office of Treasurer shall be for a two-year term, and these trustees shall remain during their terms full voting members of the Board and of the General Alumni Assembly even though the term of one or more extends beyond the original term of election to the Board or to the General Assembly. The Chair and Secretary shall be eligible for re-election to their respective offices. Each Trustee shall be eligible for re-election to one additional term, but in no event may serve more than a total of two terms. Each Trustee is eligible for Chair, Secretary or Treasurer.

Section 2. Trustees - Duties.

The Chair shall be chief executive officer of the Foundation and shall preside at all meetings of the General Alumni Assembly and of the Board, and at any gathering sponsored by either body. The Chair shall perform such other duties as pertain to the office, including the power to appoint other trustees to perform other duties.

In the event of the Chair's absence or inability for any reason to discharge the duties of the office, the Chair shall appoint a Trustee member to temporarily perform those duties.

The Secretary shall be responsible for taking and signing the minutes of the meetings of the Board.

Section 3. Secretary – Duties. The Secretary shall perform:

1. Act as a non-voting Secretary of the meetings of the General Alumni Assembly and of the Board, and shall record minutes of those meetings;
2. Maintain and keep the records of the General Alumni Assembly and its Committees and of the Board;
3. Maintain current records of the names and addresses of the members of the General

Alumni Assembly;

4. Cause copies of the minutes of the meetings of the General Alumni Assembly and of the Board to be made available to all interested members;
5. Send timely notices of the regular and special meetings of the General Alumni Assembly and of the Board as required by these By-laws;
6. Act as non-voting Secretary of the Committee for the Nomination of Alumni members;
7. Provide reports and advice to the Board on financial matters,
8. Perform such other duties as pertain to the office of Secretary or as may be assigned by the Chair or the Board.

Article IV. Committees

There shall be such standing committees as may be provided by the Constitution and as the Board may determine from time to time to be in the interests of the Board and the Foundation.

The Chair of each standing committee shall serve as Trustee members.

Article V. Amendments

The By-laws stated herein may be altered, amended or supplemented by vote of a majority of the whole Board, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered.