

BYLAWS of CHURCH TEACHERS COLLEGE ALUMNI ASSOCIATION INC

ARTICLE I

NAME

The name of the Association is Church Teachers College Alumni Association Inc. hereinafter called Association.

The Association's acronym is CTCAAI.

ARTICLE II

PURPOSE

1. The purposes for which the Association is formed are to:
 - a. Promote the growth, progress, and general welfare of Church Teachers' College; to foster and encourage improved educational enterprises, programs and services of Church Teachers' College; to enhance the general welfare of the College through the formation, implementation and management of development programs; to solicit and encourage alumni and friends of the College to make gifts, deeds, bequests and contributions of whatsoever nature to the College to perpetuate the traditions, purposes, growth and progress of Church Teachers' College.
 - b. Foster socialization and harmonious relationships among Members, Associate Members and Honorary Members, and their families.
 - c. Function within the guidelines of the Articles of Incorporation, as may be amended from time to time.
 - d. Exclusively fulfill charitable, religious, educational and scientific objectives including the making of contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Association may lease, and, by gift, devise, or purchase, own and operate real estate for the purposes of the Association; and the Association may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.
3. The Association shall have perpetual existence.

ARTICLE III

PROHIBITION

1. The Association is not formed for pecuniary or financial gain. No part of the assets, income, or profit of the Association is distributable to, or can incur the benefit of its Directors or Officers, except to the extent permitted under the Not-for-Profit Corporation Laws of the State of Florida. The Association shall not participate in the carrying on of propaganda; and shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or any candidate for public office.
2. The Association shall be non-commercial, non-sectarian, non-discriminatory and nonpartisan.

3. The name of the Association or the names of any Members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion or purposes of the Association.

ARTICLE IV

MEMBERSHIP

1. Any alumni, faculty, staff, or friend of the college who subscribes to the purposes and basic policies of the Association may become a Member of the Association subject only to compliance with the provisions of the Articles of Incorporation and the Bylaws.
2. Membership in the Association shall be available without regard to race, color, creed, or national origin.
3. Membership Classification is as follows:
 - a. Active Member as hereinafter provided
 - b. Associate Member as hereinafter provided
 - c. Honorary Member as hereinafter provided
 - 3.1 **Active Members** shall be graduates of Church Teachers' College who are in good standing of their dues and financial commitment. Each Member shall be entitled to one vote on all matters brought properly before the Members of the Association. New graduates will receive a complimentary first year Membership.
 - 3.2 **Associate Members** shall have attended Church Teachers' College for at least one year and are in good standing of their dues and financial commitment. Each Member shall be entitled to one vote on all matters brought properly before the Members of the Association.
 - 3.3 **Honorary Members** shall be those persons who are active or retired faculty, staff and friends of Church Teachers' College and who have made significant contribution to the College. Honorary Members have no voting privileges.
4. Only Members in good standing with the Association shall be eligible to vote or to serve in any of its elected or appointed positions.
5. **Resignation:** Any paid-up Member may resign or terminate his Membership at any time by filing a written resignation with the Secretary through the Chapter Secretary. Dues paid to the Association are nonrefundable.
6. **Suspension:** Failure to pay annual dues past six months which may result in temporary removal of access to membership benefits.
7. **Termination:** The Board of Directors may recommend termination of Membership in the event that a Member is engaged in conduct that is detrimental to the Association. Termination will be enforced by a two-thirds majority vote of the Members present and eligible to vote.
8. **Recruitment:** The Association shall conduct an annual enrollment / Membership drive but persons may become Members at any time throughout the year.

ARTICLE V

MEETINGS OF MEMBERS

1. The meetings of the Association shall be Annual General Meetings, Regular Meetings, Special General Meetings and Emergency Meetings.
2. The Annual General Meeting shall be held on the third Saturday of July, the anniversary of the launch of the Association, at such time and place as may be fixed by the Association upon recommendation from its Board of Directors and announced by the requisite notice of such meeting.

- 2.1 **Agenda** The proposed agenda of this meeting shall be made available to all voting Members along with the notice of meeting PROVIDED that at the calling of all Annual General Meetings the following shall always be included on the Agenda:
- i. Reading and confirmation of the Minutes of the previous Annual General Meeting
 - ii. Matters Arising from such Minutes
 - iii. Ordinary Reports of the Various Committees of the Association
 - iv. Financial Statement and report of the Associations Auditors
 - v. President's Report
 - vi. General discussion with regards to the Association's affairs
 - vii. Election of Officers of the Board of Directors (where applicable)
 - viii. Appointment of Auditors
 - ix. Any other business
 - x. Date for the next Annual General Meeting
- 2.2 Ten days' notice shall be given for change of date.
- 2.3 If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.
- 2.4 Members may participate via conference call.
3. The Regular meetings of the Association shall be held quarterly at the principal office of the local Chapters or alternate place and at a time as may be fixed by the Association upon recommendation from its Board of Directors and announced by the requisite notice of such meeting.
- 3.1 **Agenda** The proposed agenda of this meeting shall be made available to all voting Members along with the notice of meeting PROVIDED that at the calling of General Meetings the following shall always be included on the Agenda:
- i. Reading and confirmation of the Minutes of the previous General Meeting
 - ii. Matters Arising from such Minutes
 - iii. Year-to-date report from the President
 - iv. Year-to-date Financial Statement
 - v. General discussion with regards to the Association's affairs
 - vi. Any other business
 - vii. Date for the next Regular Meeting
- 3.2 Ten days' notice shall be given for change of date.
- 3.3 If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.
- 3.4 Members may participate via conference call.
4. Special General Meetings of the Association shall be held upon call by the Board of Directors or two-thirds of all paid up Members of the Association.
- 4.1 **Agenda** The proposed agenda of this meeting shall be specific to the reason for calling the meeting and shall be made available to all voting Members along with the notice of the calling of the meeting.
- 4.2 Seven days' notice shall be given for the date of this meeting.
- 4.3 If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.
- 4.4 Members may participate via conference call.
5. Emergency General Meetings of the Association shall be held upon call by the Board of Directors or two-thirds of all paid up Members of the Association.
- 5.1 **Agenda** The proposed agenda of this meeting shall be specific to the reason for calling the meeting and shall be made available to all voting Members along with the notice of the calling of the meeting.

- 5.2 Forty-eight hours' notice shall be given for the date of this meeting.
- 5.3 If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.
- 5.4 Members may participate via conference call.
6. A simple majority vote of 51% of the Membership shall constitute a quorum for the transaction of business in any meeting of the Association
7. Each Member shall be entitled to one vote at each meeting of the Members and for each proposal, matter, or motion.
8. All proposals, matters or motion presented at a meeting of Members shall be decided by a simple majority vote of 51% of the Members present at said meeting.
9. **Procedures at Meetings** The following shall govern the conduct of all Association meetings:
- 9.1 **Notification** All voting Members shall be notified of any meeting no later than two weeks prior to the meeting date and the same shall be deemed served on all such Members at the expiration of 48 hours after the notice is posted and the accidental omission to give notice to any person so entitled under this Constitution to receive the same or the non-receipt by any person of such notice shall not invalidate the proceedings at that meeting.
- 9.2 **Agenda** The agenda of the meetings so called shall be in keeping with the agenda requirements of the specific meeting called and shall be made available by reasonable means or medium to all voting Members along with the notice of meeting.
- 9.3 **Conduct** The Meetings shall be Chaired by the President of the Association or in his absence the Vice-President or in the absence of the President and Vice-Presidents any other person from the Board of Directors as decided on by the Members in General Meeting by a show of hands or any such Member of the Board of Directors as may be decided upon by a simple majority of those Members present and eligible to vote at such meetings.
- 9.4 **Recordings** All Meetings of the Association shall have a recording Secretary who shall be responsible for sending a draft of the Minutes of the Meeting, along with any written reports discussed or distributed at the said Meeting, to all persons entitled to attend and vote at the said Meeting no less than fourteen days after the holding of the said Meeting.
- 9.5 **Quorum** No business shall be transacted at any Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein provided eleven persons present and entitled to vote shall be a quorum PROVIDED that if within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting if convened on the requisition of Members shall be dissolved and in any other case it shall stand adjourned to the same day and time and place in the following week and if at that adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting the Members present shall be a quorum.
- 9.6 **Voting** Each eligible Member shall have one vote. Voting may be done by Members personally present, by proxy using the attached Proxy form (CTCAA-2) or online at a time set by the Board of Directors. Members attending via electronic means must use the online option for voting. Save where specifically provided to the contrary all matters requiring a vote shall be decided by a majority vote of those present and voting by secret ballot.

ARTICLE VI

BOARD OF DIRECTORS

1. The Directors shall be elected by a majority vote of the Members of this Association.
2. The Board of Directors shall consist of no more than 19 Members and no less than 7 Members, including ex-officio Members. The exact number of Directors who shall serve on the Association's

Board of Directors shall be fixed from time to time by the action or resolution of a majority of the Members.

3. Board Meetings

- 3.1 Regular meetings of the Board of Directors shall be held quarterly, the time to be determined by the Board at its first meeting of the year. A simple majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President/ Chairman or by a simple majority of the Members of the Board upon five days' written notice. Emergency meetings may be called by the President/ Chairman or by a simple majority of the Members of the Board upon twenty-four hours' written notice.
- 3.2 Each Director shall be entitled to one vote at each meeting of the Board of Directors and upon each proposal, matter or motion.
- 3.3 All proposals, matters or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present and participating at said meeting.

4. Election.

- 4.1 There shall be a Nominating Committee composed of three Members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by the Association at one of its regular quarterly meeting at least one month prior to the election. The Member receiving the highest number of votes cast by the Board of Directors shall serve as Chairperson.
- 4.2 The Nominating Committee, in collaboration with the general Membership, shall nominate at least two eligible persons for each office to be filled, and shall report its nominees at the general meeting one month before the election, at which time additional nominations may be made from the floor.
- 4.3 Only those Members who have signified their consent to serve if elected shall be nominated for, or elected to such office.
- 4.4 Election of Board Members shall take place in the following manner:
- i. President, 2nd Vice President, Assistant Secretary and Assistant Treasurer on the even number of each year.
 - ii. 1st Vice President, Secretary, Treasurer, and Directors on the odd number of each year.
- 4.5 The Elective year shall be August to July.

5. Terms of Service

There shall be no term limit.

6. **Vacancy** A vacancy occurring in any office shall be filled for the unexpired term by a Member appointed by the remaining Members of the Board of Directors, notice of such election having been given. Should the office of the President become vacant, the 1st Vice President will temporarily serve in that capacity, and shall serve notice of the special election to fill that position. A vacancy may be due to resignation, illness, death or removal.

7. Removal of Board Members

In the event that Member of the Board of Directors is deemed incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Board Member may be removed from office under the following procedure:

- 7.1 A petition requiring the removal of a Board Member signed by not less than one-third of the voting Membership or a majority vote of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking Officer and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- 7.2 Upon receipt of the petition, and not less than twenty days or more than forty-five days thereafter, a special meeting of the voting Membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Board Member, and to render a decision on such petition.

- 7.3 All voting Members shall be notified of the special meeting at least ten days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next ranking Officer will conduct the meeting of the hearing by the Members.
- 7.4 Provided a quorum is present, a three-fourths vote of the Members present shall be required for removal from office.
8. To the fullest extent permitted by law, the Board of Directors or Membership may conduct business by electronic means.

ARTICLE VII

DUTIES OF DIRECTORS

1. The responsibility of the Board of Directors shall be to:
 - 1.1 Transact necessary business in the intervals between meetings of the Association and such other business as may be referred to it by the Association.
 - 1.2 Create standing Committees.
 - 1.3 Approve the plans of work of the standing Committees.
 - 1.4 Present a report at the Regular Meetings of the Association.
 - 1.5 Appoint an auditor or an auditing Committee at least three months before the annual meeting to audit the Treasurer's accounts.
 - i. One of the Vice Presidents shall be a Member of the Committee.
 - ii. The Treasurer or Assistant Treasurer shall not be Members of the Committee.
 - 1.6 Prepare and submit to the Association for approval, a budget for the next fiscal year.
 - 1.7 Approve miscellaneous bills up to USD200.00.
2. All Members of the Board of Directors shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.
3. All Members of the Board of Directors shall deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE VIII

OFFICERS

1. The Officers shall be elected every two years at the annual general meeting in July, by vote of the paid-up Members who are in good standing with the Association. The Officers of the Association shall be:
 - i. President
 - ii. 1st Vice-President
 - iii. 2nd Vice President
 - iv. Secretary
 - v. Assistant Secretary
 - vi. Treasurer
 - vii. Assistant Treasurer
2. In the event that there is a tie for any office, the Secretary shall cast the elective ballot of the Association for the nominee.

3. Officers shall assume their official duties in January of the following year after the July elections. This will coincide with the Association's fiscal year of January to December. Officers shall serve for a term of two years and until the election of their successors.
4. The mailing address of the President shall be the principal address of the Association.

ARTICLE IX

DUTIES OF OFFICERS

1. President The President shall:

- 1.1 Convene and preside at all General meetings of the Association and of the Board of Directors
- 1.2 Coordinate the work of the Officers and Committees of the Association in order that the purpose of said duty may be promoted.
- 1.3 Act on behalf of the Association on all matters in which action is required by Law, and perform all other acts including signing of contracts and documents in the name of the Association.
- 1.4 Supervise, manage and direct the business of the Association.
- 1.5 Be an Ex Officio Member of all Committees except the nominating Committee.
- 1.6 Along with the Secretary, record all Business Plans and supervise all communications on behalf of the Association.
- 1.7 Be the keeper of the Corporate Seal.
- 1.8 Perform such other duties as may be prescribed in these Bylaws or assigned to the President by the Association or by the Board of Directors.

2. Vice President The Vice President shall:

- 2.1 Act as an aide to the President and perform the duties of the President in his absence.
- 2.2 Serve as a Member of the Board of Directors.
- 2.3 Serve on the Public Relations Committee
- 2.4 Carry out such duties as assigned by the President.

3. The Secretary The Secretary shall:

- 3.1. Record the minutes of all meetings of the Association and ensure the reading of all minutes.
- 3.2. Serve notice of all meetings of the Board of Directors, the annual general meeting and any other meeting established by the Board or two-thirds majority of the majority of the Membership eligible to vote.
- 3.3. Complete all correspondence at the direction of the President of the Board.
- 3.4. Notify Members of their appointment to serve on Committees
- 3.5. Along with the President, prepare an annual /year-to-date report of the transactions and condition of the Association.
- 3.6. Send out all Nomination Forms for the Election of Officers two months prior to the election of Officers except for the Chapter Presidents.
- 3.7. Upon receipt of nomination petitions, with the exception of the Chapter Presidents, notify all Members of said nominations.
- 3.8. With the assistance of the Assistant Secretary, record all business plans and all communications on behalf of the Alumni Association.

4. **Assistant Secretary** The Assistant Secretary shall:
 - 4.1 Perform such duties as may be assigned by the President of the Board of Directors.
5. **Treasurer** The Treasurer shall:
 - 5.1. Keep regular accounts of the receipts and disbursements, submit the records when requested, and present an itemized statement of accounts at all Regular Meetings of the Association.
 - 5.2. Make disbursements in accordance with the approved budget, as authorized by the Board of Directors from time to time.
 - 5.3. Prepare an Annual Financial Report of the affairs of the Association and shall present same in written and oral form at the Annual General Meeting.
 - 5.4. Prepare and file all reports required by law to be filed with municipal, state, and federal authorities.
 - 5.5. Along with the Secretary, President or other named Officer of the Association, endorse in the name and on behalf of the Association all instruments for payment of money, bills of lading, warehouse receipts, insurance policies and other commercial documents requiring such endorsements.
6. **Assistant Treasurer** The Assistant Treasurer shall:
 - 6.1. Receive and review all invoices, vouchers, and other requests for disbursements and forward same to the Treasurer in collaboration with the President of the Board of Directors for further action.
 - 6.2. Collaborate with the Treasurer to communicate with Members and collect all dues by January of the Fiscal Year.
 - 6.3. Send out notices to all Members advising them of their dues two months prior to the beginning of the Fiscal year.
 - 6.4. Keep all Financial Records of the Alumni Association.
 - 6.5. Perform the duties of the Treasurer in his absence.
7. **Chapter Presidents (CP)** The President of each Chapter is a Director of the Association's Board of Directors and shall:
 - 7.1. Convene at least one Chapter meeting of the general Membership annually.
 - 7.2. Form an Executive Committee at its Annual General Meetings for the Chapter and convene meetings as deemed necessary.
 - 7.3. Establish a Budget in collaboration with the Executive Committee and present same to the Board of Directors so that it may form part of the Association's Comprehensive Budget.
 - 7.4. Be a Member of the Public Relations and Membership Committees.
 - 7.5. Perform all other duties that may be assigned by the Board of Directors.
8. **Communications & Public Relations (CPR) Director** The Communications & Public Relations Director shall:
 - 8.1. Take the leadership role in promoting and advertising events of the Association.
 - 8.2. Contribute to the formulation of the Association's policies as it pertains to public relations matters, programs and procedures; and make appropriate recommendations for future development.
 - 8.3. Develop and direct general marketing campaigns to promote the Association's mission and purpose and ensure that these are coordinated with recruitment and retention activity.

8.4 Promote team building through effective communication

8.5 Form a working Committee which will include the Chapter Presidents and the Membership Director.

8.6 Perform other duties and responsibilities as may be assigned by the President or the Board of Directors.

9. **Membership Director** The Membership Director shall:

9.1 Direct the delivery of a program of Membership development in accordance with the Association's strategic plan and follow the guidelines established by the Association.

9.2 Maintain an updated list of the Members of the Association.

9.3 Contribute to the formulation of the Association's policies as it pertains to Membership, its programs and procedures and make recommendations for future development.

9.4 Take leadership in the planning and directing of the Membership development process.

9.5 Take the initiative to collect and interpret Member and non-Member logistics, including Member needs, Member benefit package, entry criteria and competitiveness by using Membership surveys.

9.6 Initiate programs to retain current Members and recruit new Members.

9.7 Put in place an efficient and effective Membership renewal process.

9.8 Promote team building through effective communication.

9.9 To ensure the Membership information system is accurate and meets the needs of the Association

9.10 Form a working Committee to include the Chapter Presidents and the Director of Communications & Public Relations.

9.11 Perform other duties and responsibilities as may be assigned by the Board of Directors.

ARTICLE X

STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing Committees as deemed necessary to promote the purposes of, and carry out the work of the Association. These may include: Education, Finance, Auditing, Membership, Standards.
2. Membership of the Standing Committee must include one or more members of the Board of Directors.
3. The term of each Chairperson shall be two years on the election of the Board of Directors; and until the election and qualification of his successor.
4. The Chairperson of each standing Committee shall present a plan of work to the Board of Directors for approval. No Committee work shall be undertaken without the approval of the Board of Directors.
5. The power to form special Committees and appoint their members rests with the Board of Directors.
6. The President shall be an Ex Officio Member of all Committees except the Nominating Committee.

7. All committees shall be of such size and shall have such duties, functions and powers assigned to them by the President or the Board of Directors, except as otherwise provided by these Bylaws.

ARTICLE XI

CHAPTERS

1. To ensure that every member is involved and confident of his significance in the Association, Chapters will be established worldwide, in areas where there is a concentration of Church Teachers College alumni. The Chapter will ensure a unified voice on matters of importance and help to determine and coordinate programs, activities and policies for all members of Church Teachers' College Alumni Association Inc.
2. Each Chapter shall elect its own local Executive Committee consisting of a:
 - 2.1 Chapter President** who will preside over all meetings, be the chief leader of and official spokesperson for the Chapter. He /She will serve a two year term and automatically be a member of the Association's Board of Directors.
 - 2.2 Vice President** who will assist the President and stand in his place in the event that he /she is unavailable.
 - 2.3 Secretary** who will record and keep the official minutes of the Chapter meetings.
 - 2.4 Assistant Secretary** who will perform such duties as assigned by the Chapter President.
 - 2.5 Treasurer** who will submit all recommendations affecting the Chapter's finances and policies of the Board before taking any action; prepare and a submit a budget to the Association's Board; and record all financial activities of the Chapter, including income and expenses.
 - 2.6 Assistant Treasurer** who will assist the Treasurer in his role and perform any other duty required by the Treasurer, President or Board of Directors.
 - 2.7 Membership Director** who will support the growth of Chapter and publish quarterly updates on Membership activities. He /She will sit on the Association's Membership Committee.
 - 2.8 Public Relations Coordinator** who will ensure that Chapter and Association activities are well-publicized within the community and publish reports on Chapter activities. He /She will sit on the Association's Communications & Public Relations Committee.
3. Each Chapter shall be guided by the principles and general operating procedures of the Association. The Executive Committee of each Chapter shall meet quarterly, and a general meeting of the entire Membership shall be held at least once yearly.
4. Each Chapter shall determine its local dues and agenda, and shall plan events as the need is determined.
5. Each Chapter shall be required to pay annual dues of USD250.00 to the Association.
6. The Chapter will use the name of the Association along place in which the Chapter is domicile for example "Church Teachers College Alumni Association – Jamaica Chapter" where Jamaica is the place in which the Chapter is domicile.
7. The Association's Headquarters shall be in Florida, USA, the place of Incorporation. The Headquarters for the Jamaica Chapter shall be Church Teachers College, Mandeville, Jamaica.

ARTICLE XII

FISCAL MATTERS

1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December.
2. The Board of Directors may authorize any Officer or Officers, agent or agents, in addition to the Officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Contracts and instruments executed outside of the regular course of business of operating the Association shall be approved by the Board of Directors and executed by the President and attested by the Secretary or Treasurer under the Seal of the Association.
3. All monies received by this Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.
4. All checks or demands for money and notes of the Association shall be signed by the Treasurer or Assistant Treasurer and President, Secretary or other designated Officer of the Association.
5. The Board of Directors shall ensure that relevant bank forms are updated each year with signatures of the Treasurer, Assistant Treasurer, President, Secretary and designated Officer of the Association as deemed by the Members.
6. The Board of Directors shall administer the finances of this Association but shall not incur an obligation in excess of USD200.00 on non- budgeted items without authorization by two-thirds vote of the total number of the Board of Directors.
7. This Association shall have no capital and shall be composed of Members rather than shareholders.
8. Neither the Members nor Members of the Board of Directors or Officers of this Association shall be liable for the debts of the Association.
9. **Audit**
 - 9.1 All financial records kept by the Treasurer shall be examined annually by an Auditor or Audit Committee of not less than three (3) Members, who shall be appointed by the President and approved by the Board of Directors.
 - 9.2 The Audit Committee shall be appointed by the Board of Directors at least two months before the Annual General Meeting.
 - 9.3 The Audit Committee and Chairman shall have knowledge of Accounting Principles.
 - 9.4 When satisfied with the accuracy of the Treasurer's annual report, the auditors shall sign a statement to that effect at the end of the Audit. Such endorsement shall be filed with the Secretary by Certified Mail.
 - 9.5 Following the internal audit, the Board of Directors may have the accounts and audit report examined by an outside auditor.
 - 9.6 Follow-up with an external audit must be done at least every two to three years.
10. **Indemnification**
 - 10.1 Every Member of the Board of Directors, Officer or employee may be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Members of the Board, office or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he may become involved by reason of his being or having been a Member of the Board, Officer, or employee of the Association, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his duties.
 - 10.2 In the event of a settlement, provision for the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the interest of the Association.

11. Dues

- 11.1** The annual dues for Active or Associate Members of the Association shall be recommended by the Board of Directors each year and shall be decided by the Members at each Annual General Meeting. Honorary Members are not obligated to pay dues. Dues are waived for the first year of new graduates joining the Association.
- 11.2** Annual dues of USD50.00 for all Active and Associate Members shall become due and payable in January of each year. Dues for new Members shall be computed from the first day of the month in which a Member is accepted and shall be prorated for the remainder of the year. No refund or proration of dues will be made for reasons of termination of Membership.
- 11.3** In the event that a Member does not pay his dues within six months of joining the Association or nine months of renewal, his membership is subject to Suspension.
- 11.4** All dues, fees or other financial obligations to the Association shall be invoiced to the delinquent Association Member in writing setting forth the amount owed and due date.

ARTICLE XIII

PRINCIPAL OFFICE

1. The principal office of the Church Teachers' College Alumni Association shall be established and maintained in Florida, USA, as in the Articles of Incorporation. The Association may also have offices at such places within or without the State of Florida as the Board of Directors may establish from time to time.

ARTICLE XIV

RECORDS

1. Any paid-up Member in good standing with the Association, shall have the right, at a time to be agreed by the Secretary and the said Member to inspect for any proper purpose the Association accounts, a list of members, and any other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand shall be under oath and accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to act on behalf of the Member. The demand under oath shall be directed to the Association at its principal office in FLORIDA or at its principal place of business.

ARTICLE XV

INCORPORATORS

1. The name and street address of the incorporator of this Association is Elsie Sanchez, 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE XVI

REGISTERED OFFICE AND REGISTERED AGENT

1. The initial address of the registered office of this Association is Spiegel & Utrera located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Association is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

2. The Association shall at all times maintain on file with the office of the Secretary of State of Florida, the name of its registered agent, and the address of its registered office, in all respects as required by the Florida Not-for-Profit Corporation Act.
3. The successive registered agents and registered addresses shall be designated by resolutions of the Board of Directors. The Directors shall customarily designate as the registered agent the person who holds the office of President and as the registered address for the Association the principal office of the Association.
4. The principal office of the Association shall be located at 15761 SW 85th Street, Miami, Florida 33193.

ARTICLE XVII

SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

ARTICLE XVIII

EFFECTIVE DATE

These Bylaws shall be effective immediately upon approval of the Board of Directors.

ARTICLE XIX

AMENDMENTS /RESOLUTIONS

1. These Bylaws may be amended, repealed or altered upon approval of the Board of Directors, proposed by them to the Members, and approved at a Members' meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Bylaws be made. A 51% simple majority vote is required.
 - 1.1 Any proposed amendment shall be submitted in writing to the Secretary and copied to the Board Members at least thirty days prior to the special or regular meeting of the Board of Directors.
 - 1.2 Voting may be done in person at the meeting, via proxy using the attached Proxy form (CTCAA-1) or online, one week prior to the Meeting
 - 1.3 Approved changes will become effective at the close of the next Annual General Meeting.
 - 1.4 The attached Certificate of Resolution form (CCTA – 2) shall be used to notify Members of the Resolution.
2. Resolutions can be made by any Member may propose a resolution or amendment to the bylaws.
 - 2.1 The Board of Directors will appoint a Resolutions Committee to review the proposed resolution or bylaws change and forward it to the Board of Directors. The Board of Directors will make every effort to ensure that members of the Resolutions Committee are generally experienced in the resolution process.
 - 2.2 All proposed resolutions and bylaw amendments must be compatible with the Association's purpose, mission, values, objectives, national, federal and state laws, and financial soundness.
 - 2.3 If the proposed resolution or bylaws change is similar to another proposal, the Resolutions Committee may recommend that the sponsors of the two proposals work together to formulate one proposal.
 - 2.4 Following review by the Resolutions Committee and the Board of Directors, the sponsors will be notified if the proposed resolution has been accepted or rejected. A proposed resolution or bylaws amendment is usually rejected for reasons determined by the Board of Directors, in which case every effort will be made to work with the author to find an acceptable solution.

- 2.5 When a resolution or bylaws amendment is accepted, the Chair of the Resolutions Committee will assign a committee member to help the author incorporate comments and recommendations from the Board of Directors and the Resolutions Committee, if deemed necessary.
- 2.6 The Resolutions Committee will provide suggestions for the resolution including grammar, syntax, content and relevance to current Association Position Statements and Bylaws.
- 2.7 Resolution sponsors are not required to make any changes recommended by the committee, but are encouraged to consider its advice.

ARTICLE XX

DISSOLUTION

- 1. Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on March 26, 2011.

Secretary

Date

President

Date

PROXY

Be it known that I, _____, the undersigned member of the Church Teachers College Alumni Association Inc hereby constitute and appoint _____ as my true and lawful attorney /agent for me, and in my name, place and stead, to vote as my proxy at the _____ Meeting of the said Association to be held on _____, 20__ or any adjournment thereof for the said transaction of any business which may legally come before the meeting, and for me to act in my name, as fully or as I could do if I was personally present; and I personally revoke any other proxy heretofore given.

Witness my hand this _____ day of _____, 20__.

NAME: _____

WITNESS: _____

DATE: _____

Form CTCAA-1

NOTICE OF PROPOSED RESOLUTION OR AMENDMENT TO BYLAWS

PROPOSAL X: Article XX

WHEREAS _____; and

WHEREAS _____; and

WHEREAS _____; and

NOW, THEREFORE, BE IT RESOLVED THAT

(State current Article)

Be amended to:

(State proposed Article)

PROPOSED BY: _____

SECONDED BY: _____

DATE: _____

Form CTCAA-2

**CERTIFICATE OF RESOLUTION
ADOPTING AMENDMENTS TO BYLAWS**

We, the undersigned, President and Secretary of the Church Teachers College Alumni Association Inc hereby certify:

That by affirmative vote of a majority of the members of the membership at a duly held meeting thereof on _____, 20____, the following resolution was adopted:

BE IT RESOLVED: That the following amendment/amendments of this Association's bylaws is/are adopted set forth below, to be effective immediately.

CERTIFICATION

Article _____, Item _____, of the bylaws shall be amended to read as follows:

(State the amended clause here)

Notice of the above meeting was given to Members in accordance with Article V.2, Article V.3, Article V.4 and Article V.5 of the bylaws:

The foregoing resolution together with the () number of members voting for the amendment(s), and those voting against the amendment(s) have been entered in full in the minutes of the duly held meeting of this Association.

President

Secretary

Date