



## **BY-LAWS**

### **Lott Carey Mission Alumni Association-USA**

**C/O P. O. Box 13342 ~ Durham, NC 27709  
WWW.LCMAA.ORG**

#### **ARTICLE I - PREAMBLE**

We, the Alumni, former students and friends of Lott Carey Baptist Mission School of the Republic of Liberia, residing in the United States of America, with firm belief in the need for unity amongst ourselves and other alumni as we pursue our common goals of educational advancement, economic progress and social reconciliation and reconstruction of economic and social justice in Liberia; with faith in the Almighty God in whose hands our individual destiny and the future of our joint endeavors rely; do hereby form ourselves into a socio-economic, educational and charitable organization under the name of LOTT CAREY MISSION ALUMNI ASSOCIATION, USA, Inc. (Hereafter known as “LCMAA”) for incorporation as a non-profit organization in the State of North Carolina and hereafter referred to as The Lott Carey Alumni Association, USA, Inc.

#### **ARTICLE II: NAME**

The name of this organization shall be The Lott Carey Mission Alumni Association, USA, Inc. (Hereafter known as “LCMAA, USA, Inc.)

#### **ARTICLE III: OBJECTIVES**

The objectives of the Association shall be:

**Section 3.1** To promote the ideals of our Alma Mater and unite and promote fellowship among LCM Alumni and friends and to improve the welfare, educational services, social, religious and economic activities of the LCM Alumni Association membership.

**Section 3.2** To encourage individual financial support of Lott Carey Mission, Liberia, through annual giving and keeping the membership informed of current developments within the organization and the institution and foster full participation of LCM Alumni and former students in the affairs of our communities here and at home.

**Section 3.3** To recognize and honor LCM sons, daughters and friends who have given outstanding services to the organization and to Lott Carey Baptist Mission School, Liberia.

**Section 3.4** To sustain interest and give visibility to LCM and promote the continuing growth and development of alumni through mutual self-help, leadership opportunities and various cooperative activities; and support the efforts of the Lott Carey Baptist Foreign Mission Convention work in Liberia.

#### **ARTICLE 4 – ORGANIZATIONAL STRUCTURE:**

**Section 4.1** The Organization shall be composed of three organs: The General Membership, Board of Directors and Executive Officers.

**Section 4.2** The General Membership shall approve all organizational plans, endorse policies by the Board of Directors, approve the annual budget, elect Board Members, and elect the executive officers of the organization. The general membership shall also have

the power to remove members of the Board or the Executive Team with cause with a two-thirds majority vote during the Organization's forum at the annual reunion.

**Section 4.3** The Board of Directors is the policy-making and legislative body of the Organization. The Board advises the Executive Officers on matters of policy, direction and business of the Organization. The function of the Board of Directors shall also include **fundraising**.

**Section 4.4** The Executive Officers, with guidance from the Board of Directors, shall have the power to conduct business and manage the affairs of the Organization on behalf of the General Membership between the annual reunion meetings.

## **ARTICLE V: GENERAL MEMBERSHIP**

### ***Section 5.1:***

Membership in the Association is opened to all graduates and former students of the Lott Carey Baptist Mission School, Brewerville, Liberia; including their spouses, children, and friends residing in the United States. Membership is opened to all those devoted to our mission, goals and objectives, willing to adopt the programs and principles as outlined in this Constitution and By-Laws. Active members shall be those paying annual dues as set forth in the by-laws of the Association. Only members whose dues are current shall be eligible to vote on decisions at meetings.

### **Section 5.1.1**

Inactive members are those failing to pay annual dues to their local chapters or the Association. Inactive members shall be denied the privileges of voting and holding office in the national or local associations.

### **Section 5.1.2**

Honorary members shall be persons who have rendered notable or sustained service to LCM directly or through a chapter. Notable service must be construed to be either service of such high quality and/or such sustained duration that high standards of eligibility are required and maintained. Also persons of the larger community and friends of LCMers may be nominated as Honorary Members by the Executive Team with the advice and consent of the Board of Directors.

### **Section 5.2:**

An active member shall recommend nominees for honorary membership. The sponsoring member shall provide a written statement to the Chapter's membership committee consisting of a personal sketch and specific services rendered by the nominee.

## **ARTICLE VI: ELECTED OFFICERS AND EXECUTIVE COMMISSION**

**Section 6.0 Chapters:** For organization and tax purpose, the Lott Carey Mission Alumni Association in the Americas, (LCMAA) is deemed and shall operate as one organization, with one (1) Tax Identification Number and one Tax-exempt number, with branches operating around the Americas within the confines of this Constitution and By-Laws. The President of the National Organization shall be a signatory to all financial

accounts of the local chapters in addition to the local signatories. Such accounts shall be established in accordance with and in adherence to the guidelines of the National Organization.

**Section 6.0.1:** Ten (10) or more LCM Alumni and former students, including others, who subscribe to the aims and objectives of the Association, may form a chapter of the LCMAA in the state or region in which they reside. The members shall petition the Executive Committee for a Permit to Organize a LCMAA Chapter.

### **Section 6.1.1: Board of Directors:**

The Board of Directors shall have oversight and advisory functions in regards to the affairs of the organization. No *member of the Board shall be appointed to any Standing Committee*. The Board shall have no executive or administrative responsibilities, but shall have investigatory powers in regards to malfeasance or incompetence of any officer of the organization. The Board shall have powers to require any member of the Executive Committee to appear before it, or to furnish any documents that might be deemed relevant to an investigation. Any Executive Committee member, who fails to appear and/or furnish documents requested, shall be the subject of removal proceedings. The Board shall receive updates/regular reports from the President of the Association during the Board meetings preceding any general or special meeting.

### **Section 6.1.2 – OFFICERS OF THE BOARD**

The Board of Directors shall compose of **five active** members elected by the general membership. The elected members of the Board of Directors shall elect the officers of the Board. The officers of the Board will consist of a Chairman, Vice-Chairman, and Secretary/Treasurer.

The President of the association shall be an ex-officio member of the Board, shall attend all Board meetings, but shall have no voting rights.

### **Section 6.1.3 – TENURE, ELECTIONS & QUALIFICATIONS**

Any Active member of the general membership is eligible for election to the Board of Directors. The term of office will be for three years, except for those members elected to fill vacancies, in which case such members shall serve the remainder of the uncompleted term. No member of the Board shall be elected more than two consecutive terms. There shall be a Class of three Board Members and a Class of two (Class of 2013 and Class of 2014). All elections will be held at the Annual Reunion Assembly. All candidates for the Board shall meet a minimum of one year active participation in the local chapter. Should a vacancy occur on the Board, the members of the Board, using its own discretion, shall appoint a member or “friend” of the organization to fill such vacancy. The Annual Assembly shall be informed of any such appointment.

## **Section 6.2 – DUTIES OF THE OFFICERS OF THE BOARD**

**Section 6.2.1 – Chairman** - The Chairman of the Board shall call and preside over all meetings of the Board of Directors.

**Section 6.2.2 – Vice Chairman** – In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice-Chairman will perform the duties of the Chairman.

**Section 6.2.3 – Secretary/Treasurer** – The Secretary/Treasurer shall keep minutes of the proceedings of all Board meetings and shall be responsible for sending out notices of all meetings of the Board of Directors and to oversee with the Executive Team, the finances of the organization.

### **Section 6.3 – REGULAR & SPECIAL MEETINGS**

**Section 6.3.1 – Regular Meetings** – Regular meetings of the Board of Directors shall be held quarterly. The Chairman, through the Secretary, shall send out notice of the time and place for the holding of meetings.

**Section 6.3.2 – Special Meetings** – Special meetings of the Board may be called by the Chairman, or at the request of a two-thirds majority of the members of the Board of Directors. Notice of any special meetings of the Board shall be given at least twenty-four hours prior to the meeting by United States Mail, Electronic Mail (e-mail), or Telephone.

### **Section 6.4 – QUORUM**

A two-thirds (2/3) majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board (Regular or Special). The decisions of a majority of the Directors present at a meeting in which a quorum is present shall be the Act of the Board.

### **Section 6.5 – REMOVAL**

Any member of the Board of Directors may be removed upon recommendation of a majority of the Board of Directors and the Board of Directors shall inform the general membership of its action with a satisfactory explanation. Any removal must be for cause.

### **Section 6.6 - RECALL**

Any officer of the Board may also be removed through a signed petition of a 2/3 majority of active members of the association. Any such petition must be approved by a simple majority of the active membership at any regular or special meeting.

### **Section 6.7 – Executive Commission:**

The Executive Commission shall compose of the seven elected officers and chapters' presidents who shall be Active members of the association. The term of office will be for

two years. No officer can serve for more than two consecutive terms in the same position. The officers will be President, Vice President, General Secretary, Financial Secretary, Treasurer, Parliamentarian, and Chaplain. All candidates for the Executive Commission shall meet a minimum one year active participation in LCMAA activities.

### ***Section 6.7.1***

The Chapters heads/presidents shall be those individuals duly elected in regions where active chapters of the association are formed. They shall act as liaisons between the executive commission and the general body. They shall report to the executive commission on the activities of their chapters and assist in raising funds for the works of the association, and be responsible to maintain an active chapter(s) with the assistance of the executive commission. They shall have voting rights at all executive commission activities. They shall be responsible to ensure attendance of their membership at the annual reunion assembly and other activities organized for the good of the organization.

## **ARTICLE 7 - DUTIES OF OFFICERS**

***Section 7.1.1 President*** – The President shall be the chief executive officer of the LCMAA, USA, Inc. It shall be the duty of the president to visit local chapters during each fiscal year; to preside at all meetings of the Executive Committee and the Annual Reunion Assembly and to do all that is reasonably necessary to maintain the association. The president shall serve as Chairperson of the Executive Commission, appoint chair and members of all standing and ad hoc committees, and appoint Executive Committee members to all standing committees. The president shall act on behalf of the association in collaboration with the Executive Officers and in consonant with the Board. He/she may sign, with the Treasurer of the association, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Commission has authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Executive Commission to some other authorized officer or agent of the organization. The President is an ex-officio to all Standing Committees. The President shall attend all Board meetings, but shall have no voting rights. The President shall make a written annual report to the Annual Reunion Assembly on the yearly progress of the Association.

The President and Treasurer shall attend/participate in all Board meetings and shall make periodic reports to the Board during such meetings. The exception shall be the executive sessions of the Board unless s/he is asked to participate

The President shall recommend to the Board for approval or rejection, **the names of any and all recipients of LCMAA Awards.** All such names shall be presented to the Board with full background information, accompanied by the justification as per the Approved Award Guidelines, no less than sixty (60) days prior to the scheduled LCMAA Annual Convention.

No recommendations for LCMAA awards shall be submitted by the Board of Directors or any of its members to the President for consideration.

In the event a simple majority of the Board of Directors rejects the recommendations for an award from the President, the Board MUST submit within its rejection letter, a detailed written explanation, stating clearly within the approved Award guidelines and By-Laws, only the two following reasons: 1)- why such recommendation will be counter-productive to LCMAA objectives as per ARTICLES III, or 2)- why such recommendation may adversely affect the reputation and growth of the LCMAA. Should the Board of Director Rejection Letter not support the two causes listed above, the President's recommendation shall be final.

The President, upon receipt of a Rejection Letter from the Board, shall expeditiously respond in writing to each point raised in the Rejection Letter from the Board of Directors no later than ten (10) days from the date of the receipt of the said Rejection Letter. However, after receipt of the President Clarification, and if the Board of Directors were to uphold its Rejection Decision, then the Board's decision shall be final and the President shall submit another name within ten (10) days thereafter.

The President of LCMAA shall recommend to the Board for approval or rejection, the name or names of any and all **Annual Convention keynote speakers**. Any such name or names shall be presented to the Board with full background information and justification no less than 60 (sixty) days prior to the start of the LCMAA Annual Convention.

No recommendations for LCMAA speakers shall be submitted by the Board of Directors or any of its members to the President for consideration.

In the event a simple majority of the Board of Directors rejects the recommendations for the speaker(s) from the President, the Board MUST submit within its rejection letter, a detailed written explanation, stating clearly within the approved Speaker(s) guidelines and By-Laws, only the two following reasons: 1)- why such recommendation will be counter-productive to LCMAA objectives as per ARTICLES III, or 2)- why such recommendation may adversely affect the reputation and growth of the LCMAA. Should the Board of Director Rejection Letter not support the two causes listed above, the President's recommendation shall be final.

The President, upon receipt of a Rejection Letter from the Board, shall expeditiously respond in writing to each point raised in the Rejection Letter from the Board of Directors no later than ten (10) days from the date of the receipt of said Rejection Letter. However, after receipt of the President Clarification, and if the Board of Directors were to uphold its Rejection Decision, then the Board's decision shall be final and the President shall submit another name within ten (10) days thereafter.

**Section 7.1.2** Vice President – In the absence of the President or in the event of his/her inability or should he/she abandon his/her duties, the Vice President shall perform the duties of the President of the association, and when so acting shall have all the powers of, and be subject to all the same restrictions upon the President. The Vice President shall

perform such other duties as may be assigned him/her by the President or the Executive Commission, including the chairmanship of a Standing Committee.

### **Section 7.1.3 – GENERAL SECRETARY**

The General Secretary shall keep minutes of the meetings of the general membership and of the Executive Commission and will keep a register of the post office addresses of all members, and keep a registry of the certificates of membership of the organization. The General Secretary shall be the custodian of all records of the association, and shall issue citations for meetings and other communications. The General Secretary, at the discretion of the Executive Committee, may serve on, or become chairman of the Membership and Nominating Committee, but shall not chair more than one Standing Committee at a time.

**Section 7.1.4** Assistant General Secretary – It shall be the duty of the Assistant General Secretary to serve in the absence of the General Secretary and shall perform such duties as may be assigned by the Executive Committee.

**Section 7.1.5** Financial Secretary – It shall be the duty of the Financial Secretary to receive all funds, including membership dues for the association, issue receipts therefore, issue membership cards, maintain accurate lists of current memberships by chapters, forward all monies to the Treasurer and perform other duties relating to the collection and disbursement of alumni monies. The Financial Secretary shall be one of the signatories to the organization's account.

**Section 7.1.6** The Treasurer shall receive monies from the Financial Secretary and issue receipts. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever and deposit all such monies in the name of the association in such banks, trust companies or other depositories as shall be selected by the Executive Commission. The Treasurer shall give an updated financial report quarterly at Executive Committee meetings and every annual reunion assembly. The Treasurer may, at the discretion of the Executive Commission, serve on the Budget, Finance and Investment Committee and shall not chair of this committee.

**Section 7.1.7** The Parliamentarian shall be the official interpreter of the rules of procedures and accompanying documents of authority governing meetings. S/He shall be well versed in parliamentary law/procedures and shall keep one of the association's copies of "Robert's Rules of Order". The Parliamentarian shall be a member of the Ad Hoc By-Laws Committee that may be formed from time to time, and may serve as its chairman, but shall not chair more than one Standing Committee at a time.

**Section 7.1.8** Chaplain – It shall be the duty of the Chaplain to be the spiritual and ethics official of the organization. S/he will open and close all meetings of the membership or Executive Commission with a prayer. S/he will also be the chair of the Ethics, Counseling and Bereavement Committee.



## **ARTICLE 8 – VACANCIES**

Any vacancy occurring within the National Organization before an annual reunion shall be filled with a temporary appointment by the National President of the Organization. Such appointment shall be followed by an affirmative vote at the next Annual Reunion of LCMAA. Members of the organization shall be informed of such vacancy and temporary appointment through the e-newsletter provided by the officers. Members shall be informed monthly about this vacancy which shall be filled at the next Annual Reunion. The President shall inform the Board of Directors of his/her appointment no later than two weeks after said vacancy occurs.

## **ARTICLE 9.0 – REMOVAL**

Any officer elected to the Executive Commission may be removed for cause upon recommendation of a simple majority of the Board of Directors and upon approval by a majority of the registered membership attending that annual reunion.

## **ARTICLE 9.1.0 – RECALL**

Any officer of the Executive Commission may also be removed through a signed petition of a 2/3 majority of active members of the association. Any such petition must be approved by a simple majority of the active membership at any regular or special meeting.

## **ARTICLE 10 – CONFLICT OF INTEREST**

No official of the association, whether elected or appointed to a Standing Committee shall be a party directly or indirectly, to any contract between the organization and himself or herself without the knowledge, consent and approval of the general membership. No officer or regular member shall take any action on behalf of the organization that results in benefits accruing to him or herself, without the consent of the general membership.

## **ARTICLE 11 – COMMITTEES**

**Section 11.1** The following Committees shall be Standing Committees of the Association: **Executive, Constitution/By-Laws, Budget, Fundraising and Special Projects, Concerns, Nominations and Elections, and Reunion Planning.**

### **Section 11.2 Executive Commission.**

The Executive Commission shall be a Standing Commission to manage the affairs of the Association and it shall hold regular meetings. The dates and places of such meetings shall be fixed by the Executive Commission.

The Executive Commission shall have the power to define and redefine the geographical

areas of each region. It shall supervise any special projects and activities of the Association.

The Executive Commission shall have an audit of the Association's funds annually by a committee appointed by the Board.

This committee shall comprise of two Board members and three members of the Association.

The Executive Commission, with the advice of the Board, may replace local or national officers who may fail to execute their duties in accordance with the By-Laws and Constitution.

**Section 11.3** The Executive Commission of the Association shall have the power to set up, from time to time, such other Standing Committees and Temporary committees as may become necessary for the proper implementation of the Association's programs. All new Committees are subject to the approval of the Board. The Executive Commission shall define the role of each Committee.

**Section 11.4** All Committee Chairpersons shall be appointed by the President of the Association, with the advice and consent of the Executive Commission of the Association.

**Section 11.5** All Standing and Temporary Committees shall have Officers, duties and functions as may be established by the Executive Commission. (It shall be the duty of the President to make written recommendations to the Executive Commission concerning officers, duties and functions of each standing and temporary committee.)

## **ARTICLE 12 - ELECTION OF OFFICERS**

The Officers of this Association shall be elected according to the following procedures: At the Annual Reunion Assembly, proceeding the election of the Executive Committee, the President, with the advice and consent of the Executive Commission shall appoint a NOMINATING COMMITTEE composed of three (3) members of the Association who are active financially, locally and nationally for the current year, to receive nominations for the Officers of the Association.

**Section 12.1** In case of any vacancy, the Executive Commission shall temporarily appoint an active member to fill such vacancy until such position is filled by the established election process at the Annual Reunion.

**Section 12.2** Any member of the Association, who is current with Local and National dues, shall have the right to become a candidate for any elected office (except President and Executive Vice President, positions to be filled only by Lott Carey Alumni) by filing an entry form provided by the Nominating Committee. Entries must be postmarked no later than May 15 of the election year. It shall be addressed to the Nominating Committee. Any member current with his/her dues, may become a member of the Board.

**Section 12.3** Office of the President of the National Alumni Association— To be qualified to run for the Presidency of LCMAA, a member must have demonstrated interest in alumni and association affairs; be an active member and in good standing with the national association at least one (1) year and his/her local chapter no less than two (2) years preceding election in the National Alumni Association.

**Section 12.4** –Office of the Vice President- To be qualified to run as a candidate for the Office of the Vice President, a member must have demonstrated interest in alumni and association affairs; be an active member and in good standing with the national association at least one (1) year and his/her local chapter no less than two (2) years preceding election in the National Alumni Association.

**Section 12.5** - The Nominating Committee shall advertise all vacant positions within the National Organization by mailing an announcement of vacancies to all chapters and registered members and soliciting nominations no later than March 15 of an election year. All interested candidates shall respond by May 30<sup>th</sup> with a written declaration of intent to run for a desired position. The Nominating Committee shall published the names of all qualified candidates who have expressed an intent to run for an elected office no later than June 15<sup>th</sup> of the election year. These candidates shall make up the Official Ballot at the Annual Reunion Assembly. In the event there is not any nomination, it is the duty of the Nominating Committee to seek out qualified candidates for available positions. Only candidates who participate in the process will appear on the official ballot.

**Section 12.6 Officers** elected shall be installed during the Annual Reunion in July. They shall begin their term of office at the close of the Business meeting at the Reunion.

### **ARTICLE 13 - IMPEACHMENT**

Failure to carry out the duties and responsibilities of the office to which an officer is elected and engaging in acts and conduct contrary to the purpose of the Lott Carey Mission Alumni Association, USA, Inc. (LCMAA, Inc.) shall constitute grounds for impeachment by a two-thirds vote of the Convention Assembly.

### **ARTICLE 14 – QUORUM**

**Section 14.1** - A quorum of the National Convention of LCMAA shall consist of the number of registered Alumni present at the Convention. The presiding officers of the National Body must be present, and they constitute part of the quorum.

**Section 14.2** Voting at National Alumni Meetings will be cast by registered alumni and friends of LCMAA.

### **ARTICLE 15 - AMENDMENTS**

These By-Laws may be amended by a vote of two-thirds of registered members attending the Annual Meeting of LCMAA, provided that the proposed amendment(s) and the

articles have been circulated to the Regional chapters two months prior to the Annual Reunion.

#### **ARTICLE 16 - DISSOLUTION OF THE ASSOCIATION**

If, for any reason, the Association shall disband or cease operation, all assets of the Association shall be donated to the Lott Carey Baptist Foreign Mission Convention or its successor institution, to be designated for Lott Carey Baptist Mission School, Liberia.

#### **ARTICLE 17 - MEETINGS**

The LCMAA Association shall hold its Annual Meeting of its membership on the Second Weekend of July and this shall be known as LCMAA ANNUAL REUNION/CONVENTION.

- (a) The place and host of the National Convention shall be determined prior to the conclusion of an on-going national convention;
- (b) The National Convention shall be hosted by a local chapter;
- (c) The National Executive Committee shall, through budgetary allocation, make available to the host chapter a financial contribution of \$1,500 (subject to inflationary adjustment) to be determined by the Executive Commission with the advise and consent of the Board, to assist in the planning and hosting of the Convention;
- (d) The host chapter must submit to the National President at least six months prior to the Convention, a comprehensive budget, detailing revenues and expenditures for the successful hosting of the convention for review and approval of the Executive Committee with the advice and consent of the Board.

#### **ARTICLE 18 - ALUMNI DUES**

##### **Section I**

There shall be combined annual dues and registration fees assessed to each individual attending the Annual Meeting of LCMAA which shall be determined prior to the meeting by the Executive Commission with the advice of the Board. Annual Chapter Dues shall be \$500.00.

##### **Section II:**

For organization and tax purpose, the Local Chapters of the LCMAA Association in the Americas are deemed and shall operate as one organization, with one (1) Tax Identification Number and one Tax-exempt number, with branches operating around the Americas within the confines of these Constitution and By-Laws. The National Administration may grant approval for local chapters to obtain additional state tax identification for specific projects and accounts with the knowledge of the Board of Directors.

##### **Section III:**

Ten (10) or more local graduates and friends of LCMAA who subscribe to the aims and objectives of the Association, may form a chapter of the LCMAA in the state or region in which they reside. The members shall petition the National Administration for a Permit to Organize a Chapter. Such petition must clearly state the mission, goals and objectives for a chapter and how the formation of such chapter will enhance the objectives of LCMAA.

**Section IV:**

The National Administration shall issue a Permit to organize (for a period of 90 to 150 days). This period shall be known as the “Organizing Period”. At the end of “Organizing Period”, the National Administration shall submit its recommendation(s) to the Board to certify the proposed Chapter.

Adopted in Convention Assembly on this 16th Day of July AD  
In the year of our Lord 2011 in the City of Atlanta, Georgia.

**These By-Laws were drafted, revised and proposed to LCMAA by the Board of Directors and others whose names are listed below:**

Victor Alexchea Hogstrom ('70), Chairman, Board of Directors, LCMAA  
Eric W. Olson (spouse, LCM graduate), Vice Chairman, Board of Directors, LCMAA  
Glardeya S. Diggs ('72), Secretary/ Treasurer Board of Directors, LCMAA  
Vireder Phelps-Pederson ('62), Member of the Board of Directors, LCMAA  
Lester A. Whitterspoon ('81), President, LCMAA  
Rufus Woyee ('81), Secretary, LCMAA