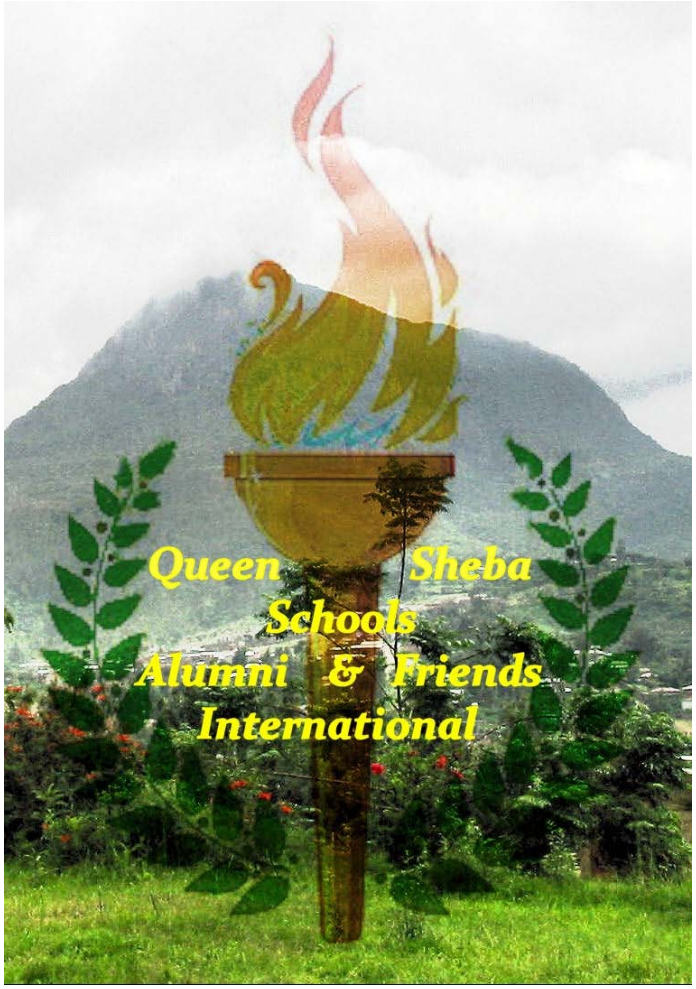
Queen Sheba Schools Alumni and Friends - International (QSSAF-I) Bylaws



September 12th, 2010

Preamble

Whereas the maintenance of, and building additional class rooms, are some of the prerequisite for quality education and the success of the students

Whereas the fostering of quality education and influencing educational policies, as appropriate, are in part the responsibility of all citizens and others who believe in it

Whereas it has been found necessary to tap former students of Queen Sheba Schools and faculty members for their contribution and input

Now, therefore, we the Queen Sheba Schools Alumni and friends in Diaspora have formed and established this Association.

Vision

1. To restore Queen Sheba Schools to their former glory as one of the best schools in Ethiopia in educational standard and quality.
2. To provide a unique educational environment that fosters curricular and extra-curricular activities to produce well balanced, productive, and responsible citizens.

Mission

To work in cooperation with all who share our vision, be they private individuals, government entities and institutions, or NGOs, by raising funds, making plans and executing projects, and doing everything necessary to make that vision a reality.

Article I. General Rules

The Queen Sheba Schools Alumni and Friends – International Inc. hereinafter referred to as Association, is hereby duly incorporated as a nonpolitical and nonreligious organization under, and by virtue of, an act of the legislature of The City of Washington, District of Columbia, for the purpose stated in its Certificate of Incorporation.

This Association is organized and operated exclusively as a Charitable Organization within the meaning of section 501 (C) (3) of the United States Internal Revenue Code. The Association shall not conduct any business for profit. No Trustee or Officer of the Association shall receive or become entitled to receive at any time, except as reasonable compensation for services rendered, and reimbursements for expenses incurred in conducting its affairs or in carrying out its purposes. The Association shall not participate, endorse, or intervene in any political campaign on behalf of any candidate for public office.

Article II. Definitions

1. Queen Sheba Schools- shall refer to the Queen Sheba Elementary and Secondary schools
2. "Alumni" shall include all **former** students registered, not necessarily matriculated, in any of the Queen Sheba Schools.
3. "Friends" shall include all **former** faculty, staff, visiting scholars, or friends who have the interest and will to participate and contribute towards the advancement of these schools.

Article III. Name, Office and Emblem

Section 1. Name of Association

The name of the organization shall be the ***Queen Sheba Schools Alumni and Friends – International***, herein referred to as the "Association".

Section 2. Location of the Association

The principal office of the Association shall be in The City of Washington, District of Columbia, United States. The Executive may change the principal office from one location to another by noting and announcing the change of address and the effective date of relocation.

Section 3. Emblem of the Association

The Board of Directors has established and approved an emblem that reflects the mission of the Association. This is a logo of a torch, the symbol of education, and the picture of Mount Soloda in the background, as the site of the schools. This logo is shown in the title page of these Bylaws.

Article IV. Objectives, Tasks and Mechanisms

4.1. Objectives. The objective of the Association shall be as follows:

4.1.1 To help address the buildings, facilities, and equipment needs of the schools
4.1.2 To provide Scholarships, Awards, and Financial Support to deserving students
4.1.3 To help create a greater awareness among Queen Sheba Schools Alumni in Diaspora about the current and future needs of the schools
4.1.4 To facilitate the financial, professional, material, and other contributions of the alumni and friends of the school
4.1.5 To create mechanisms and forums of discussion and promote understanding between the views of various Alumni members of the Association with educational policy makers in the country
4.1.6 To solicit sister institutions for cooperation in material assistance, professional skills, and technical know-how aimed at improving the overall condition of the schools.
4.1.7 To support other neighboring schools from time to time, as the Association gets stronger and financially sound.
4.1.8 To foster fellowships, sabbaticals, and networking among alumni and friends, and members of other alumni, professional, and/or civic associations.

4.2 Mechanisms

4.2.1 The Board of Directors will facilitate and encourage the creation of local Chapters within USA and Canada to help in the recruiting of members and supporters, as well as in collecting and channeling contributions and transferring and disseminating of information regarding the Association. These Chapters will exist as Branches of the Association and shall operate with full internal autonomy but shall abide and be governed by the rules and regulations of the Association and these Bylaws.

Article V. Membership

Section 1. Eligibility

Membership in the Association shall be open to any person who:

A. Has been a registered student, a faculty member, a staff member or a visiting scholar at Queen Sheba Elementary or/and Secondary Schools.
B. Has substantial interest and/or is willing to support the development of Queen Sheba Schools and/or this Association.

Section 2. Membership Enrollment

A. Individuals can become members through registration at local Chapters or by directly contacting the Office of the Association.
B. Membership Enrollment form shall be distributed to Chapters and made available on line.

Section 3. Membership Type

A. Active Membership: A member shall be deemed an active member and be eligible to vote and to hold office as long as the member has paid membership dues in full for the year.
B. Honorary Membership: Upon nomination by any active member, and subsequent to careful consideration and investigation, the Board of Directors may, by majority vote, confer an Honorary Membership to persons who have made outstanding contributions to the schools and/or this Association. Honorary Members shall pay no annual dues and may not vote or hold office in the Association, but can provide counsel and guidance.

Section 4. Membership Dues

A. Annual membership is $ 60.00 per year and is to be paid to the Association directly or through Chapter Treasurer.
B. The Board of Directors shall have the power to change the amount of the monthly dues.

Section 5. Non-Liability of Members

Any member of the Association, including Active members, elected or appointed officers, or staff, shall not be personally liable for any debts, liabilities, or obligations of the Association

Article VI. Board of Directors

6.1 Organizational Structure:

The General Assembly by nomination and general vote shall create a Board of Directors of the Association, to manage, supervise, and control the business, property, and affairs of the Association. The Board of Directors shall be vested with the powers possessed by the Association itself, including the powers to determine the policies of the Association and prosecute its objectives, to appoint and remunerate agents and employees as needed, to disburse the funds of the Association, and to adopt such rules and regulations for the conduct of its business, responsibility, and authority consistent with the Articles of Incorporation or Bylaws of the Association;

6.2 The Board of Directors shall be composed of 21 (Twenty one) individuals of which 9 (nine) shall form the Executive.

6.3 The Board of Directors shall elect from among its members, an Executive which includes a Chairperson, Vice Chairperson, Secretary, Treasurer, Auditor, and other such officers as may be necessary to the conduct of the business of the Association.

6.4 Term of office: Each Director shall serve for a term of two years and may be elected to two additional terms thereafter.

ARTICLE VII. Function of the Board of Directors

Section 1. Powers of the Board of Directors

The Association shall be governed by its Board of Directors. The Board of Directors shall have the power to exercise full control in management of the affairs and business of the Association, consistent with the terms and provisions and in accordance with the Bylaws and policies established by resolution of the General Assembly.

The Board of Directors shall be vested with the responsibility, among others, of establishing an Executive which will directly execute the Association's goals, operating policies, planning its programs, approving its budget, managing its resources, appointing and supervising the standing or ad-hoc committees, conducting regular and special meetings, and performing other duties deemed necessary to carry out its mission.

Section 2. Subordination and Structure

A. The Board of Directors is Subordinate to the General Assembly and shall report to the General Assembly at least once a year.
B. The Executive is accountable to the Board of Directors and shall give a report on the highlights of its activities to the Board as often as needed, but at least twice a year.
C. The Former Chairperson of the Association shall provide consultation as needed, to the newly elected Board of Directors, be present at Board meetings, give counsel, and act in an advisory capacity.
D. Members of the Board shall be Officers-at-Large and be present at all Board Meetings and perform such additional duties as assigned by the Board of Directors and/or the Executive. They shall also oversee, approve, and support the day-to-day activities of the Executive.

Section 3. Duties and Responsibilities of the Executive

A. The Chair. The Executive Chairperson shall also be the Chair of the Board of Directors and serve generally as the representative of the Association. The Chairperson shall Chair all meetings of the Association, and may appoint a Board Member to fill a vacancy in any unexpired term of office until the Board meets and elects a replacement.

B. The Vice Chair, in the absence of the Chair, shall perform the Chair's duties, and shall also chair the Finance Committee, and perform any other duties as are assigned by the Chair. In the event of the Chair's resignation the Vice Chair shall assume the duties and responsibilities of the Chair until the completion of the remaining term.

C. The Secretary shall keep a record of the proceedings of all meetings of the Association, carry formal correspondences on behalf of the Board of Directors as directed by them, distribute minutes of meetings to Board of Directors prior to the next meeting, and keep a permanent file of these records for the Association.

D. The Treasurer shall oversee the financial affairs of the Association and provide financial reports at Executive and Board meetings as and when requested by the Chair.

E. The Auditor shall as needed, audit the account books and financial activities of the Treasurer, and report to: the Executive, the Board of Directors, and the General Assembly. Each Chapter will also have a Treasurer and Auditor to handle its financial transactions. The Auditor and Treasurer of the Association shall create a Policy and Procedural Manual (PPM) for Chapters regarding the handling of financial transactions.

The PPM shall first be approved by the Board of Director before its release. When the Board of Directors deems it necessary, it will instruct the Executive to conduct an internal and/or external audit of all Financial Accounts. The external audits shall be performed by Certified Public Accountants, (CPA).

F. Membership and Chapter Development Head shall oversee the creation, organization and development of Chapters both within, and outside USA. To execute this task, the Head can create a Subcommittee selected from the Board Members.

G. Program and Project Development Head shall solicit all potential projects from with in and outside the Board Members. The Head shall develop those projects with a sound technical and financial estimate of the project. He will present all project proposals to the Executive Board for prioritization of projects. To this end, the Head can create a Subcommittee selected from the Board Members.

H. Fundraising Head shall lead, organize, and oversee all fundraising activities and projects. In consultation with the Executive, the Fundraising Head shall plan fundraising activities. To execute this task, the Head can create a Subcommittee selected from the Board Members.

I. Communications Head shall oversee, prepare, and handle all media communications of the Board and the Association. In consultation with the Board, the Head shall prepare regular press releases. The Head shall also create a membership database/email list, and regularly communicate any development plans, activities, and projects, with members.

Article VIII. Meetings and Resolutions

8.1 The General Assembly, meetings of the Board of Directors, as well as any meeting of the Association shall be minuted, and resolutions adopted by a majority of 51% of the votes.

8.2 Meeting of The General Assembly must be announced and publicized at least two weeks ahead of the set date through various means of media and communications.

8.3 Meeting of the Board of Directors shall be held monthly or as often as needed.

8.4 A General Assembly shall be held at least once a year.

8.5 A special meeting of the General Assembly may be called if deemed necessary, provided it is approved by 2/3 majority vote of the Board of Directors.

Article IX. Duration and Dissolution

9.1 The fiscal year of the Association shall be from January 1st to December 31st.

9.2 The incumbent Board of Directors shall remain in office until the newly elected Board assumes the duties and responsibilities of Office. The outgoing Board must transfer all proper files, records, stamps, bank accounts, and all official documents in the presence of the auditing Officials.

9.3 The Association shall be established for an indefinite period, but may be dissolved by a 2/3 majority decision of the General Assembly if it is determined that the objectives of the Association have been fully accomplished.

9.4 When the Association is dissolved, its properties and assets shall be donated to Queen Sheba School, or to any other institutions as may be decided by 51% of the membership.

Article X. Patron(s) of the Association

The Board of Directors of the Association may seek the support of persons of charitable, humanitarian, and fund raising capabilities when their services are deemed essential and cannot be performed by the Board of Directors. To this end, the Board of Directors will also create a Board of Trustees made up of charitable patrons and solicitors of various financial institutions that can help and support the Association.

Article XI. Limitation on Activities

The Association is formed, organized and operated exclusively for the maintenance, improvement and developmental purposes of Queen Sheba Schools and within the meaning of Sections 170 (c)(2)(B), 501 (c) (3), 2055 (a)(2), and 2522 (a)(2) of the Internal Revenue Code of 1954. As the Association gets stronger and financially sound, it will support other neighboring schools from time to time.

Article XII. Amendments of Bylaws

These Bylaws may be amended by a 51% majority vote of the General Assembly. The Board of Directors can propose amendments to the General Assembly, but shall have no power to amend the Bylaws. Any proposed amendments to these Bylaws shall be submitted in writing to the Executive Secretary no fewer than fifteen (15) working days in advance of a scheduled Board or Executive meeting, or any time prior to the Annual General Assembly. Members of the Association shall be notified of proposed Bylaw amendments. These Bylaws may also be amended, altered, repealed, or otherwise modified by a 51% majority vote of the General Assembly.

Article XIII. Discipline and Resignation of Members

Section 1. Termination.

Membership shall be terminated upon failure to pay membership dues.

Section 2. Expulsion

A. A member shall be expelled by the Board of Directors if that member has engaged in conduct that is ethically or materially prejudicial and/or negatively affecting the interests or purposes of the Association, e.g. if a member has misrepresented the decisions of the Board or the Executive, or acted in contravention of the goals and rules of these Bylaws.
B. Procedures for expulsion will be decided by the Executive. An Expulsion Procedure shall require a 51% majority vote of the Board of Directors.

Section 3. Resignation

Resignation from office shall be submitted in writing to the Executive Secretary. Replacement of Officers shall take place according to the provisions of these Bylaws.

Section 4. Discipline

Whenever an active member or an elected official violates these Bylaws the Board of Directors shall investigate the matter directly, through the Executive, or a special Subcommittee, and render its decision. If the case is appealed, depending on the issue and the severity, it may also go up to the General Assembly. The decision of the General Assembly shall be final and binding.

The End