

BY-LAWS

Of

KINGSTON COLLEGE **OLD BOYS' ASSOCIATION USA INC.**

ADOPTED: NOVEMBER 22, 1987
Amended: April 23, 1989
Amended: January 6, 1990 (IRS)
Amended: May 17, 1998 (AGM)
Amended: April 8, 2000 (Members' Meeting)
Amended: August 18, 2018 (Members' Meeting)

BY-LAWS

OF

KINGSTON COLLEGE OLD BOYS' ASSOCIATION U.S.A INC.

ARTICLE 1- OFFICES

The principal office of the corporation shall be in the Borough of the Bronx, State of New York. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as follows:

- (A) To promote the interest of Kingston College in Jamaica, West Indies, and those who attended this institution.
- (B) To uphold and perpetuate the teachings of those instructors who devoted so much to Kingston College.
- (C) To promote a better understanding of and an appreciation for the cultural heritage of Jamaica.
- (D) To formulate economic and social ideas for the betterment of the human family, and former Kingston College students in particular.
- (E) To engage in fundraising activities to obtain the means to assist needy students and special projects at Kingston College in Jamaica, West Indies, and deserving local charities in the U.S.A.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

Section 1: CLASSES OF MEMBERSHIP

There shall be four classes of membership:

- (a) Full
- (b) Associate
- (c) Life
- (d) Honorary

Section 2: FULL MEMBERS

- (a) Each graduate of Kingston College may, upon or at any time after graduation, become a Full Member by enrolling or causing himself to be enrolled, pursuant to these By-laws.
- (b) Each non-graduate who has completed at least four years at Kingston College, and left in good standing, without earning a School Leaving Certificate, may upon any time after leaving become a full member, by enrolling or causing himself to be enrolled, pursuant to these By-laws.

- (c) All other former students not covered by Section 2(a) or (b) may be admitted at the discretion of the Board of Directors, pursuant to these By-laws.

Section 3: ASSOCIATE MEMBERS

- (a) Any current or former member of faculty or staff of Kingston College who has left in good standing, and who is not eligible to become a Full Member, as provided in Section 2(a) or (b) hereof, may become an Associate Member by enrolling or causing himself or herself to be enrolled, pursuant to these By-laws.
- (b) Any parent, guardian or immediate family member who has had at least one relative who attended Kingston College, and who is not eligible to become a Full or Associate Member as provided in Section 2(a) or (b), or Section 3(a) hereof, may become an Associate Member by enrolling or causing herself or himself to be enrolled, pursuant to these By-laws.

Section 4: LIFE MEMBERS

The officers and Executive Committee (hereinafter referred to as the Board of Directors) may, from time to time, establish requirements under which only Full Members may become Life Members.

Section 5: HONORARY MEMBERS

The Board of Directors may, from time to time, elect persons Honorary Members of the Kingston College Old Boys' Association U.S.A. Inc., who are not otherwise eligible to become Full Members or Associate members.

Section 6: MEMBERSHIP PROCEDURE

Any person meeting the requirements of this ARTICLE shall become a Full or Associate Member, by submitting an application to the secretary of the Association, together with dues for the year in which he applies for membership. Dues shall be paid in accordance with a dues schedule as adopted from time to time by the Board of Directors. The Board has adopted January 1 through December 31 as the Dues period.

Section 7: MEMBERSHIP RIGHTS AND PRIVILEGES

Full Members in good standing ("good standing" shall mean currently paid-up dues for at least five (5) days prior to any date on which the status of membership shall be in question), shall be eligible to hold office, and vote on all matters submitted to the membership, except as provided herein. Life Directors shall not constitute a quorum or entitled to vote at a Board of Directors meeting; however, shall retain voting privileges at AGM and other general meetings.

Associate and Honorary Members shall be ineligible to hold office or vote on matters submitted to membership.

Section 8: CHAPTERS AND AFFILIATE GROUPS

CHAPTERS: Members of the Association who reside in any city, community or region outside of New York may organize a local chapter which shall, upon the approval of the Board of Directors of its application therefore, become a Chapter of the Alumni Association.

AFFILIATES: Members of the Association may organize, upon the approval of the Board of Directors, affiliate groups whose interests are directed at the development or enhancement of a specific curricular core or extracurricular activity at Kingston College or share a common interest.

REQUIREMENTS AND CONDITIONS: The Board of Directors shall determine the requirements for admission of all such groups. The Board of Directors may from time to time impose such conditions and provide such financial assistance to all such groups as it shall determine to be in the best interest of the Association.

2. MEMBERSHIP MEETINGS

Section 1: ANNUAL MEETING

The annual membership meeting of the Association shall be held on the SECOND SUNDAY OF JULY EACH YEAR, at a time and place set by the Board of Directors, except that in the event of postponements, the directors shall fix a day not more than five (5) weeks from the date fixed by these By-laws.

Section 2: QUORUM

The presence at any Membership Meeting of not less than eight (8) members shall constitute a quorum, and shall be necessary to conduct the business of the Association. At Directors' Meetings not less than five (5) Directors must be present, the minimum number permitted under the laws of New York State.

Section 3: VOTING ELIGIBILITY

Each Full Member in good standing shall be entitled to vote at membership meetings. All Life Members shall be entitled to vote at all membership meetings.

Section 4: VOTING LIST

The Secretary in conjunction with the Treasurer shall prepare and have available at every annual or special meeting, a list of the Members qualified to vote at such meeting, or at his option, a list of Members not qualified to vote.

Section 5: FISCAL YEAR

The Fiscal Year of the Association shall be JUNE 1 to MAY 31, unless changed by the Board of Directors (5/17/98).

Section 6: ROBERT'S RULES OF ORDER

All meetings shall be conducted pursuant to Robert's Rules of Order.

3. SPECIAL MEETINGS

Special meetings shall be called by the President or on the written request of not less than five (5) Active members in good standing, stating the object of such meetings. The Secretary's written notice of special meetings to members should clearly indicate the object of such meetings.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, or more than fifty (50) days prior to any other action.

5. ACTION BY MEMBERS WITH A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by the members entitled to vote thereon.

6. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS

The order of business at all meetings of members shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

8. MEMBERSHIP DUES

Dues shall be paid in accordance with a dues schedule as adopted, from time to time, by the Board of Directors, which is presently January 1 through December 31.

The Board of Directors shall have the authority to pass upon an application for refund in any case where a member becomes ineligible. Dues MUST be paid at least five (5) business days in advance of any voting.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

Section 1: POWERS OF BOARD OF DIRECTORS

The Board of Directors shall have the power to do and perform all acts to further the basic objectives for which the Alumni Association was formed. It shall have the power to establish committees not otherwise provided in these By-laws, with such powers and duties as it may prescribe.

Section 2: MEETING DATES

The Board of Directors shall hold at least six (6) regular meetings each year, with the last meeting held within four (4) weeks of the upcoming Annual Meeting of the Association. At this meeting, the agenda should deal with matters reserved for the action and decision of members in the Annual Meeting.

Section 3: SPECIAL MEETINGS

Special meetings of the Board of Directors shall be called by the President or upon the written request of not less than five (5) directors. Such meetings shall consider only such business as shall be contained in the notice of the meeting.

Section 4: ROBERT'S RULES OF ORDER

All Board meetings shall be conducted pursuant to Robert's Rules of Order.

2. NUMBERS, ELECTION AND TERM OF DIRECTORS

Section 1: NUMBERS

The Board of Directors shall consist of not less than six (6) directors elected by and from the Full Members of the Association plus the Additional Directors provided in Section 3 thereof.

Section 2: ELECTION AND TERM OF DIRECTORS

- (a) Fifty percent (50%) of all directors shall be elected at each Annual General Meeting. In addition any vacancies in unexpired terms shall be filled.
- (b) Each director shall be elected for a term of two years.

Section 3: ADDITIONAL DIRECTORS

- (a) All officers of the Alumni Association shall be directors during their respective terms of office.
- (b) Each President of the Alumni Association shall be eligible for nomination and election as a director for life during the year his term of office expires.

Section 4: ELECTIONS

There shall be a Nominating Committee of three (3) Members of the Association. At the Annual Meeting following that in which this Bylaw is adopted, three (3) members shall be elected to the Committee for a period of two years.

(A) NOMINATING COMMITTEE:

The Nominating Committee shall nominate candidates for directors, officers and members of the Nominating Committee to be elected at the Annual General Meeting, a list of which together with a list of any nominations made hereinafter provided it shall be sent to members with notice of such Annual Meeting fourteen days in advance (on or around June 15 of each year). A member of the Nominating Committee shall not be eligible for nomination as an officer for the succeeding year after expiration of office. The Board of Directors until the next Annual General Meeting shall promptly fill interim vacancies on the Nominating committee.

(B) NOMINATIONS BY NOMINATING COMMITTEE:

On or before June 7 of each year, the Nominating Committee shall transmit in writing to the secretary of the Board of Directors the names of all persons nominated for election as officers, directors and members of the Nominating Committee. The list of nominees shall be kept by the secretary for the inspection of any member. The secretary shall make the list available for the inspection of the general membership immediately thereafter together with the contents of Section c of this Article.

(C) NOMINATION BY OTHERS

Any five (5) active members in good standing may propose in a nomination over their own individual signatures, addressed to the secretary, the names of nominees, with the written consent of each such nominee, for election to any of the offices or committees to be voted upon at the Annual Meeting, and such nominations shall be filed with the secretary on or before June 7 of each year. The names of such candidates shall be printed on the same ballot with those of the nominees of the Nominating Committee but in a separate column and under the designation of the respective offices for which they have been severally nominated. The names of no nominee shall be duplicated on said ballot as a nominee for the same office without his consent.

The Nominating Committee shall prepare an official proxy form, which form shall be the official form to be circulated to the membership before the Annual General Meeting.

(D) NOMINATIONS AT ANNUAL GENERAL MEETING

If the Nominating Committee fails to nominate a full slate to fill membership on the Board of Directors or any elective office of the Nominating Committee, nominations to fill such vacancies shall be accepted at the Annual General Meeting.

All elections held pursuant to these By-laws shall be decided by plurality vote and by secret ballot.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. VACANCIES

The Board of Directors shall promptly fill all vacancies on the Board of Directors, and in all elective offices and elective committees, by appointment from among Full Members in good standing. Each such appointment shall be effective until the next annual election subject to the restrictions contained in Section 2 of this Article.

5. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

The following constitutes Mandatory Removal from office:

- (a) No director may continue to hold office unless in good standing.
- (b) A director shall be deemed to have vacated his office after being absent for more than three (3) consecutive meetings of the Board of Directors without cause, upon the vote of a majority of the Board of Directors.

6. RESIGNATION

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business; provided that the number is not less than five (5) directors, the legal minimum required by the laws of New York State.

8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

9. REGULAR ANNUAL MEETING

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

10. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the President or by the secretary in a like manner on written request of two directors.

Notice of a meeting need not be given to any director who submits waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN

At all meetings of the Board the President, or in his absence the Vice President or in the absence of both, a chairman chosen by the Board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board. For details on committees, see Appendix A to these By-laws.

ARTICLE V -- OFFICERS

1. OFFICES, ELECTION & TERM

Section 1: OFFICERS

The officers shall be a President, Vice Presidents, Secretary and Treasurer.

Section 2: ELIGIBILITY

- (a) To be eligible for election as an officer, a nominee must have served on the Board of Directors for at least one full year prior to the proposed date of his election as an officer (5/17/98).
- (b) Officers shall be elected from among the Members in good standing at the Annual General Meeting. They should fulfill requirements of Article III, Qualifications for Membership.

Section 3: ELECTION

There shall be a Nominating Committee of three (3) Members of the Association, which Committee's operations are explained in Article IV -- Section 4.

The election of officers shall be held at the Annual General Meeting.

Section 4: TERM OF OFFICE

Officers shall commence their respective terms of office immediately following their election and shall serve two years, up to the Annual General Meeting.

2. REMOVAL AND RESIGNATION

Any officer elected or appointed by the Board may be removed by the Board with cause.

The following constitutes Mandatory Removal from office:

- (a) No officer may continue to hold office unless in good standing.
- (b) An officer shall be deemed to have vacated his office after being absent from more than three consecutive meetings of the Board of Directors, upon the vote of a majority of the Board of Directors.

In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and secretary.

3. PRESIDENT

The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and of the Board. He shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall appoint the Chairman of all-standing committees and special committees. He shall, with the treasurer or member appointed by the Board, sign all written contracts or other financial obligations of the Association authorized by the Board of Directors. He shall promulgate the Constitution and By-laws of this Association. He shall make a full report of the administration of his office and the business of the Association to the entire membership at the Annual General meeting.

4. VICE PRESIDENT(S)

During the absence or disability of the President, the Vice President, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties, as the Board shall prescribe. (5/17/98)

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect. He shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the President; he shall also sign all checks, drafts, notes, and orders for the payment of money which shall be duly authorized by the Board of Directors and shall be countersigned by the President; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

ASSISTANT TREASURER:

The assistant treasurer shall assist the Treasurer. During the absence or disability of the treasurer, the assistant treasurer designated by the Board, shall have the functions of the Treasurer.

6. SECRETARY

The secretary shall keep the minutes of the Board of Directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

ASSISTANT SECRETARY:

The assistant secretary shall assist the Secretary. During the absence or disability of the secretary, the assistant secretary designated by the Board shall have the powers and functions of the Secretary.

7. SURETIES AND BONDS

All officers shall be bonded by the Association. In addition, the Board shall have full power to require members of any or all committees to give a bond in favor of the Association, the face amount of such bond or bonds shall be determined by the Board of Directors.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII – AMENDMENTS

- (A) This Constitution may be amended by a two-thirds vote of the members present at any regular or special meeting of the Association. Amendments must be proposed in writing to the Board of Directors as well as submitted fourteen (14) days in advance to the entire membership before they are presented for vote of approval.
- (B) In voting on any article of amendment, each section shall be voted separately.

ARTICLE IX -- REMOVAL OF OFFICERS

- (A) The Board of Directors shall have the right to suspend any officer from his office for cause.
- (B) The suspended officer shall in five (5) days after such action be given a statement in writing confirming the particular for such action.
- (C) On receiving such written statement, the suspended officer shall turn over to the President or his designee all records, documents, papers, etc., of the Association, pertaining to his office.
- (D) At the next regular or special meeting of the Association, the members present will voice on the reasons for the suspension, after hearing from the suspended officer and the President.
- (E) The decision of the meeting shall govern all past proceedings.

ARTICLE X -- FILLING UNEXPIRED TERMS OF OFFICERS/BOARD MEMBER

- (A) In the event it becomes necessary to fill an office for an unexpired term, such vacancy shall be filled by appointment by the Board of Directors. In such cases, the appointed officer shall hold office for the unexpired term.
- (B) In the event it becomes necessary to fill an office for an unexpired term, such vacancy shall be filled by appointment by the President. In such cases, the appointed member shall hold office for the unexpired term.

ARTICLE XI – DISBURSEMENTS

- (A) Disbursements shall have the approval of the majority of members present at a regular or special Board of Directors meeting.
- (B) Disbursements exceeding five hundred U.S. dollars (U.S. \$500) or its equivalent shall be signed by the Treasurer and countersigned by the President, or the Vice President in the absence of the President, and all payments shall be made by check, wire, or other suitable electronic form. However, the Board of Directors may set up a Revolving Petty Cash Fund not to exceed two hundred dollars (\$200.00) at any one time to be under the exclusive custody of the Treasurer for the payment of small expenditures, save that such disbursements shall first be approved by the President.

ARTICLE XII -- NOT FOR PROFIT TAX EXEMPT STATUS OF THE ASSOCIATION

Section 1. GRANT TO OTHER ASSOCIATIONS

The Board of Directors shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the fund will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. After the Board of Directors has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes. (Jan.90 IRS amendment).

Section 2. NOT FOR PROFIT PURPOSES

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c) (3) or corresponding provisions of any subsequent Federal tax laws. (January 1990 IRS Amendment).

Section 3. DISSOLUTION

In the event of dissolution of the Association, all remaining assets and property of the Association, after necessary expenses thereof, shall be distributed to KINGSTON COLLEGE or any successor thereof, or any such organization organized and operated exclusively for educational purposes and qualified under Section 501(c) (3) of the Internal Revenue Code as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

APPENDIX A STANDING COMMITTEES AND THEIR FUNCTIONS

Section 1. All standing committee chairman shall be appointed by the President and shall report to the Board of Directors at such times as the Board of Directors may designate.

Section 2. The Board of Directors shall retain overall supervision of the financial affairs of the Association subject to the limitation contained in Article XI. The officers of the Association shall constitute the Executive Committee.

Section 3. The standing committees shall be as follows:

- a) Membership Committee
- b) Education and Culture Committee
- c) Fund Raising Committee
- d) Helping Hand Committee
- e) Audit Committee
- f) Finance Committee

Section 4. Standing committees shall be composed of at least four members in addition to the Chairman. Committee members shall be selected by the Committee Chairman, and approved by the Board of Directors.

Section 5. The Membership Committee has responsibility for the retention and enlargement of membership in the Alumni Association.

Section 6. The Education and Culture Committee shall plan and arrange all educational activities of the Association.

Section 7. The Fund - Raising Committee shall examine, analyze and present to the Finance Committee (Board of Directors) viable fund raising activities to be undertaken by the Association. Proposals should be accompanied by data on cost effectiveness and should conform to the overall policy of the Association.

Section 8. The Helping Hand Committee shall be responsible to review and recommend to the Board of Directors requests from members that should be acted upon by the Board. Nevertheless, the President shall, in addition, review all applications made to this committee and at his discretion submit to the Board, an application, although rejected by the Committee.

Section 9. The Auditing Committee shall be composed of members who shall seek to insure the integrity of the accounts and advise the Board on whether or not an outside audit is called for.

Section 10. The Finance Committee shall be composed of members whose duties include budgeting and financial planning, financial reporting and the creation and monitoring on internal controls and accountability policies.

Section 11. Other Committees: The president may appoint such other special or temporary committees as he deems necessary with such duties as may be prescribed by him or by the Board of Directors.

Section 12. All Committee's decisions or recommendations shall be subject to approval by the Board of Directors.