

# The Constitution of the Calabar Old Boys Association Atlanta Chapter, Inc.

Adopted on 30 June 1996  
Amended on 15 August 1998  
Revised on 28 November 2021

## Preamble

We the alumni of **Calabar High School** in Kingston Jamaica, hereafter referred to as **The School**, who are currently or have previously been resident in the State of Georgia in the United States of America, believe that a strong educational foundation is the basis on which to build productive individual lives, and thereby a stronger country and a better world. To these ends, we and all other alumni of **The School** who share this belief, hereby freely associate to support the educational mission of the **The School** by providing assistance to the students, teachers, staff, and administrators of **The School**. Specifically, we will support efforts to create and sustain curricula that allow students to develop intrinsic motivation and effective lifelong learning strategies; demonstrate mastery of an established curriculum through performance on end of course exams; nurture their aspirations, confidence, curiosity, imagination, self-respect and responsibility to other citizens of the world; and explore, assess, and adapt to new ideas in both work and leisure.

## Name and Colors

1. This organization shall be known and incorporated in the State of Georgia as the **Calabar Old Boys Association Atlanta Chapter, Inc.** and shall hereinafter be referred to as **The Association**.
2. The colors of **The Association** shall be green and black.

## Aims and Objectives

3. **The Association** has been formed to:
  - (a) Allow alumni of **The School** who are members of the **The Association** to effectively organize fund-raising and educational initiatives for the benefit of **The School**;
  - (b) Provide academic-related assistance to current students and teachers of **The School** subject to such conditions as shall be determined by **The Association**;
  - (c) Liaise with **COBA Jamaica** (the Calabar Old Boys' Association in Jamaica), **COBA Chapters** in other jurisdictions, and other groupings of alumni globally, to ensure that fund-raising and educational initiatives for and at **The School** are both effective and cost efficient;
  - (d) Assist alumni and individuals who are not part of **The Association** in their endeavors to support **The School**;
  - (e) Assist in the promotion and organization of additional **COBA Chapters**;
  - (f) Support other worthwhile charities in the State of Georgia.

## Membership Categories

4. Membership in **The Association** shall be granted in three categories: Full, Associate, and Honorary.
  - (a) **Full Membership** shall be open to all alumni of **The School** who were enrolled at **The School** for at least one year.
  - (b) **Associate Membership** shall be open to the significant others of full members, if they so desire.
  - (c) **Honorary Membership** shall be granted to other individuals who have displayed distinguished and conspicuous interest and service in furthering the objectives of **The Association**.

## Officers

5. **The Association** shall have the following **Officers**:
  - (a) **President**
  - (b) **Vice President**
  - (c) **Secretary**
  - (d) **Treasurer**
6. All **Officers** must be full members of **The Association**.
7. The duties of the **President** shall be as follows:
  - (a) Preside at all general and **Executive Committee** meetings of **The Association**;
  - (b) Prepare agendas for general and **Executive Committee** meetings of **The Association**;
  - (c) Authorize all expenditures of **The Association**;
  - (d) Be an ex officio member of all sub-committees of **The Association**;
  - (e) Be the official spokesperson for **The Association**;

8. The duties of the **Vice-President** shall be as follows:
  - (a) Perform the duties of the **President** in the event of absence, resignation, or inability to serve;
  - (b) Assist the **President** as needed to execute the functions of **The Association**.
9. The duties of the **Secretary** shall be as follows:
  - (a) Record the minutes of all general and **Executive Committee** meetings of **The Association**. In the absence of the **Secretary**, the **President** shall designate someone to record the minutes;
  - (b) Maintain the records of **The Association**, including minutes of all general and **Executive Committee** meetings of **The Association**;
  - (c) Maintain the website of **The Association**, with appropriate technical support as needed.
10. The duties of the **Treasurer** shall be as follows:
  - (a) Manage the income and expenditures of **The Association**;
    - i. Receive and deposit all monies;
    - ii. Make or order payment only upon authorization of the **President** and signatures (physical or electronic) of at least two (2) **Officers**.
  - (b) Maintain the financial records of **The Association**;
  - (c) Make a monthly financial report to the membership of **The Association**;
  - (d) File the Annual Corporation Report with the Georgia Secretary of State;
  - (e) Ensure that all necessary tax filings are made, with appropriate professional assistance.

## **Executive Committee**

11. **The Association** shall be governed by an **Executive Committee** consisting of the **Officers** and three (3) other full members of **The Association** elected each year at the **Annual General Meeting**.

12. The members of the **Executive Committee** shall:
  - (a) Serve from one **Annual General Meeting** to the next;
  - (b) Be eligible for re-election at each **Annual General Meeting**.
13. The **Executive Committee** may co-opt up to two (2) other members of **The Association** for any period or occasion as may be necessary, provided that in no case this period extends beyond the next **Annual General Meeting**, except with the knowledge and consent of the membership at that **Annual General Meeting**.
14. The **Executive Committee** shall:
  - (a) Meet at least once every three (3) months, or on any other occasion upon the request of the **President** or any three members of the **Executive Committee**;
  - (b) Have the power to fill any vacancies (elected or co-opted) that may occur during their term of office;
  - (c) Have the power to waive the dues of any member for good and sufficient reasons.
15. Four (4) members of the **Executive Committee** shall form a quorum, where the **President** or person presiding at the meeting shall have an original as well as a casting vote.
16. Members of the **Executive Committee** who absent themselves from three consecutive meetings of the **Executive Committee** without reasonable excuse, which shall be furnished either before or as soon after a meeting as possible, shall ipso facto cease to be an **Officer** and/or member of the **Executive Committee**.
17. Members of the **Executive Committee** may be removed by a two-thirds (2/3) vote of those voting at any meeting of **The Association**, however notice of the proposed action, with the reasons thereof, must be given at least four (4) weeks prior to the meeting at which such action is to be considered.
18. Any member of the **Executive Committee**, in particular the **Treasurer** may be empowered to retain in their possession all or part of monies that

are received, up to a limit agreed to by the **Executive Committee**. Any monies over and above this amount shall be deposited by them within one week of its receipt.

19. The **Executive Committee** shall have the power to deal with any matter not provided for in this constitution.

## Meetings of the Association

20. All meetings of **The Association** shall be deemed to have a quorum when there are seven (7) full members present.
21. Voting at all meetings of **The Association** shall be limited to full members of **The Association** in good standing.
22. Full members of **The Association** in good standing may also vote by proxy if and only if they state their intention to do so and their voting preference in writing (physical or electronic) to a member of the **Executive Committee** prior to the start of the meeting.
23. The **Annual General Meeting** of **The Association** shall be held in the month of February, or as close thereafter to:
  - (a) Receive and consider a report by the **Executive Committee** on the work of **The Association** during the preceding year;
  - (b) Receive and consider financial statements showing the financial position of **The Association**;
  - (c) Elect the **Officers** and **Executive Committee** of **The Association** who shall serve until the next **Annual General Meeting**;
  - (d) Discuss any other business relevant to **The Association**.
24. The **Secretary** may convene a **Special General Meeting** at any time, upon receiving:
  - (a) An order from the **Executive Committee**;
  - (b) A petition for the holding of a **Special General Meeting** signed by at least seven (7) full members of **The Association**; or

- (c) A notice of the hearing of an appeal.
25. The **Secretary** shall notify all members of **The Association** of the date, time, and (physical or online) location of all meetings, and the nature of the business to be conducted.
- (a) Notice of the **Annual General Meeting** shall be deemed to have been provided if it is communicated electronically to the membership at least seven (7) full days prior to the date of the meeting.
  - (b) Notice of a **Special General Meeting** shall be deemed to have been provided if it is communicated electronically to the membership at least five (5) full days prior to the date of the meeting.

## **Membership Eligibility and Discipline**

26. The **Executive Committee** shall have the sole right to determine whether an applicant is granted **Full Membership** or **Associate Membership**.
- (a) Candidates must receive a majority positive vote of the **Executive Committee** to be granted membership.
  - (b) Candidates who do not receive a majority positive vote of the **Executive Committee** shall not be considered for membership again until after the next **Annual General Meeting**.
27. Recommendations for **Honorary Membership** shall come from the **Executive Committee** to **The Association** for its approval or disapproval.
28. Members who wish to take a protracted leave of absence shall inform **The Association** by communicating their intent to do so to the **Secretary** via any suitable means of communication.
29. The **Executive Committee** may, upon receipt of a written report from a member of the **Executive Committee** or any three (3) members of **The Association**, suspend or remove from the roll any member of **The Association** that is deemed, after a full inquiry, to be guilty of unbecoming or improper conduct, whether in relation to the activities of **The Association** or otherwise.

- (a) The **Secretary** shall give the **Executive Committee** and the member concerned ten (10) clear days notice in writing (physical or electronic) of the proposed action and of the meeting of the **Executive Committee** at which such proposed action will be considered and dealt with.
- (b) The member concerned shall have the option of appearing, and being heard at such meeting of the **Executive Committee**.

## Appeals

- 30. Members may appeal disciplinary decisions of the **Executive Committee** to the general membership at a **Special General Meeting** convened under Section 24c of this constitution.
  - (a) The operation of any such decision shall not be suspended pending the hearing of the appeal.
  - (b) The decision of the **Special General Meeting** with regards to the appeal shall be final.

## Fiscal Year

- 31. The fiscal year of **The Association** shall be from January 1st to December 31st of each year.

## Dues

- 32. Full and associate members shall pay annual membership dues in an amount determined by the **Executive Committee**.
  - (a) Membership dues are payable on or before February 1st of each year, or as determined by the **Executive Committee**.
  - (b) If any member is one or more year(s) in arrears with respect to their dues, such member may be removed from the list of members at the discretion of the **Executive Committee** after notice has been given to the member.



- (c) Members who are removed from the list of members for non-payment of dues shall be eligible for re-election at any time. Such election shall be at the discretion of the **Executive Committee**.

## Endowment

33. **The Association** shall establish an **Endowment** to ensure the long-term viability of **The School**.
34. Monetary contributions to the **Endowment** shall upon receipt be placed in an account that is either a separate account owned by **The Association** or a segregated section of **The Association**'s accounts that is solely dedicated to the **Endowment**.
35. All deposits into the account described in 34, or assets of any kind, either acquired with monies from the **Endowment** or donated to **The Association** for the purposes of the **Endowment**, shall be deemed to be part of the **Endowment**.
36. The **Endowment**, in whole or in part, and the proceeds thereof shall only be used for the purposes prescribed in the constitution of **The Association**, or any subset of said purposes as specified by a donor.
37. The **Executive Committee** shall appoint three individuals, two of whom must be members of **The Association** but not members of the **Executive Committee**, to serve as **Trustees** of the **Endowment**.
38. The **Trustees** shall have fiduciary responsibilities to **The Association** for the appropriate maintenance and growth of the **Endowment**.
39. All assets in the **Endowment** may be sold and/or traded by the **Trustees**, and the monetary portion of the **Endowment** may be invested by a qualified investment professional, appointed by the **Trustees**, in tradeable equities and bonds.
40. Disbursements from the **Endowment** shall be subject to the following conditions:

- (a) For purposes of computing the annual return in a given year, the principal of the **Endowment** shall be the total value of the **Endowment** on December 31st of the preceding year, minus the amount to be disbursed during that year;
- (b) The amount to be disbursed in a given year shall be determined by the **Trustees** prior to the start of that year;
- (c) The percentage of the **Endowment** to be disbursed in any given year shall be no more than the average over the preceding three (3) years of the difference between the annual rate of return minus the corresponding inflation rate as determined by US Consumer Price Index.
- (d) No part of the principal of the **Endowment** shall be disbursed unless there is a force majeure event which the majority of the **Trustees**, the majority of the **Executive Committee**, and the majority of the full members of **The Association** in good standing jointly deem to be of such magnitude that it is warranted; in which case no more than 50% of the principal shall be disbursed.

## Audits

- 41. An auditor, who is not a member of the **Executive Committee**, shall be appointed at the **Annual General Meeting** upon the recommendation of the **Executive Committee** and after receiving a majority vote of the members voting in person or by proxy.
- 42. The auditor shall audit all the accounts of **The Association**, and present their results at the **Annual General Meeting** immediately following the fiscal year for which they have been appointed.

## Amendments to the Constitution

- 43. No alterations or additions shall be made in or to the constitution and rules of **The Association**, unless supported by two-thirds (2/3) of those voting at the **Annual General Meeting** or at a **Special General Meeting** convened for that purpose.

44. Notice of any such alterations or additions, together with the documentation thereof, shall be given in writing (physical or electronic) to the **Secretary** at least twenty-one (21) days prior to the **Annual General Meeting** or the **Special General Meeting** convened for that purpose.