

# RACE OF WISDOM

## BYLAWS

### ARTICLE I

#### NAME

The name of this organization shall be Race of Wisdom (ROW). The business of the Organization may be conducted as Race of Wisdom or ROW. The place where the principal office of the Organization is to be located is the City of Leesburg, Virginia.

### ARTICLE II

#### PURPOSE AND POWERS

##### 2.1. Purpose

The Race of Wisdom is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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

The Race of Wisdom objectives are to:

- Support the College of West Africa, Members in Good Standing, and the community at large. The forms of support may be financial, moral, or projects or initiatives to meet a given need.
- Sponsor initiatives that will enable members to build camaraderie with each other and exhibit Class pride.
- Sponsor initiatives and platforms to enable networking, career support, and professional development for members and their families.

The names and address of the persons who are the initial Trustees of the Organization are as follows:

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Name	Address
Dr. Felix P. Gbee	[REDACTED]
Dr. Yatta Sackie Wapoe	[REDACTED]
Ms. Albertine Kemoh	[REDACTED]
Ms. Janjay Johnson-Hudson	[REDACTED]
Mr. Lemuel J.K. Cole	[REDACTED]
Ms. Fathia F.B. Clarke	[REDACTED]

### 2.2. Powers

The Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Organization is formed, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The power of the Organization may include, but not limited to, the acceptance of contributions from the public and private sector, whether financial or in-kind contributions.

No officer or member of the Race of Wisdom shall engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of one or more exempt purposes.

### 2.3. Nonprofit Status and Exempt Activities Limitation

(a) *Nonprofit Legal Status.* Race of Wisdom is a Virginia nonprofit public benefit Organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) *Exempt Activities Limitations.* Notwithstanding any other provisions of this Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry out any activity by or on behalf of the organization not permitted to be taken or carried out by an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of incorporation and these Bylaws.

(d) *Distribution Upon Dissolution.* Upon termination or dissolution of the Race of Wisdom, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or

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dissolving organization. The court upon finding that this section is applicable shall select the qualifying organization(s) to receive assets to be distributed, giving preferences, if practical, to organizations located within the State of Virginia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to the Race of Wisdom, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasury of the State of Virginia to be added to the general fund.

### ARTICLE III

#### MEMBERSHIP CLASSES, VOTING CLASSES, & DUES

##### 3.1. Membership

Membership shall be open to any person from the graduating Class of the College of West Africa, Class of 93/94 and friend who were part of 10th, 11th or 12th grade classes, but did not graduate.

- (a) *Duties*. The Members shall propose and participate in programs and activities for the furtherance of the Organization's goals and objectives. The Members shall serve on committees, as deemed necessary or appropriate by the Executive Team.
- (b) *Meetings*. There shall be at least 1 general business meetings per quarter (4 annually). Most of the Executive Team members shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Executive Team members may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Executive Team members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Executive Team members results in representation of less than a quorum.

##### 3.2. Voting Affiliates

All members in good standing have the right to vote. Organizations, individuals, or businesses that support the Organization, do not have the right to vote. Members shall elect Officers of the Organization.

##### 3.3. Dues

Dues are determined by the Executive Team. To be in good standing, Members must have no more than two (2) months of outstanding dues. At a minimum, all members must contribute \$5 United States Dollars per month or \$60 within a 12-month period. The \$5 per month contribution level is the "Bronze" membership. The Executive Team may design other membership tiers and members may select to contribute at other levels as described herein:

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<p><b><u>ROW Members – Bronze Status</u></b> Membership</p> <p>Dues: <b>\$60 Lump Sum or \$5/ Month</b></p> <p>Membership Period (12 Months) Standard Tier</p>	<p><b><u>ROW Members – Silver Status</u></b></p> <p>Total Amount: <b>\$120 Lump Sum or \$10/ Month</b></p> <p>Membership Period (12 Months)</p>
<p><b><u>ROW Members – Gold Status</u></b></p> <p>Total Amount: <b>\$250 Lump Sum or \$25/Month</b></p> <p>Membership Period (24 Months)</p>	<p><b><u>ROW Members – Diamond Status</u></b></p> <p>Total Amount: <b>\$500 Lump Sum or \$45/Month</b></p> <p>Membership Period (48 Months)</p>
<p><b><u>ROW Members – Platinum Status</u></b></p> <p>Total Amount: <b>\$1,000 Lump Sum or \$85/Month</b></p> <p>Membership Period (48 Months)</p>	<p><b><u>ROW Members – Lifetime Status</u></b></p> <p>Total Amount: <b>\$5,000 Lump Sum or \$105/ Month for 4 years</b></p> <p>Membership Period: Lifetime</p>

### ARTICLE IV

#### BOARD OF ADVISORS

##### 4.1. Number of Advisors

The Race of Wisdom shall have a board of advisors consisting of at least 4 and no more than 9 advisors. Within these limits, the Executive Team may increase or decrease the number of advisors serving on the Advisory Committee, including for the purpose of staggering the terms of the advisors.

##### 4.2. Powers

The affairs of the Race of Wisdom shall be managed under the advisory of the board, except as otherwise provided by law.

##### 4.3. Terms

- (a) All advisors shall be selected to serve a 27-month term. A term may be extended until a successor has been selected.
- (b) Advisors may serve terms in succession.
- (c) The term of the office shall be considered to begin January 1<sup>st</sup> and end December 31<sup>st</sup>, unless the term is extended until such time as a successor has been selected.

### ARTICLE V

#### COMMITTEES

The Executive Team may, by the power invested in it, designate one or more committees, each consisting of two or more members to serve at the pleasure of the Executive Team. All committee, to the extend provided in the resolution of the committee, shall have all the authority of the

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Executive Team, except that no committee, regardless of the resolution, may:

- (a) Take any final action on matters which also requires Executive Team members' approval or approval of a majority of all members.
- (b) Fill vacancies on the committee.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution within its scope.
- (e) Appoint any other committees or members of these committees.
- (f) Expend corporate funds without the appropriate authorization; or
- (g) Approve any transaction:
  - i. To which the Organization is a party and one or more committee member has a financial interest; or
  - ii. Between the Organization and one or more of its committee members or between the Organization or any person in which one or more of its Committee members have a material financial interest.

## ARTICLE VI

### OFFICERS

#### 6.1. Officers

Any Member in good standing shall be eligible to hold office in the Organization. The officers of the Organization shall be a *Chairperson, Vice Chairperson, Director of Communications (DOC), Assistant Director of Communications, Financial Secretary, Assistant Financial Secretary, Chaplain.*

#### 6.2. Chairperson

The Chairperson shall be the principal officer of the organization and shall exercise general supervision over affairs of the organization, its officers and personnel, consistent with established bylaws. The Chairperson may take steps deemed necessary to advance the objectives of the organization, provided that such steps are within the scope of authority granted by the bylaws.

#### 6.3. Vice Chairperson

The Vice Chairperson shall assist in the advancement of the objectives of the organization under the directive of the Chairperson and shall act in his/her absence.

#### 6.4. Director of Communications (DOC)

The DOC shall maintain the minutes of meetings, and shall oversee the keeping, preparation, and filing of all other records required by law or by policies of the organization. He or she shall also keep a register of addresses of each Officer and Member, and in general perform all duties incident to the office of the DOC and such other duties as may be assigned by the Chairperson. The DOC shall also inform the Membership of the time and place of regular meetings at least thirty (30) days in advance of each meeting. The DOC shall oversee all the organization's

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communication, to include but not limited to digital, print, and social media.

### **6.5. Assistant Director of Communications**

The Assistant Director of Communications will assist the DOC and serve as the acting DOC in the absence of the DOC.

### **6.6. Financial Secretary**

The Financial Secretary shall work closely with the financial committee and other financial officers in handling the organization's funds, keep a record of all funds collected, deposited, and disbursed, and prepare monthly and annual financial reports.

### **6.7. Assistant Financial Secretary**

The Assistant Financial Secretary shall assist the Financial Secretary and perform all duties in his/her absence.

### **6.8. Chaplain**

The Chaplain shall perform all spiritual duties or functions as deemed necessary by the organization.

### **6.9. Term of Office**

Each officer shall serve a two-year term of office and may not serve more than two (2) consecutive terms of office. Officers who serve two consecutive terms in an office shall not be eligible to hold that office until one two-year term has elapsed.

### **6.10. Removal and Resignation**

The Executive Team may remove an Officer whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the rights, if any, of the Officer so removed. All removals shall only be upon a two-thirds vote of the membership in attendance at the General Business Meeting. At least fourteen (14) days prior written notice of the intended removal shall be given to all Members with voting rights pursuant to the organization's Bylaws. An Officer removed from his or her position shall not constitute removal from the organization, unless the officer is not a Member in Good Standing.

Any officer may resign at any time by giving written notice to the Organization, without prejudice to the rights, if any. The acceptance of the resignation shall not be necessary to make it effective.

### **6.11. Vacancy**

A vacancy in any office because of death, resignation, disqualification, removal, or otherwise, may be filled by an individual temporarily selected by the Executive Team until a special election is held.

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### ARTICLE VII

#### CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

##### 7.1. Contract and other Writings

Except as otherwise provided by resolution of the Executive Team, all contract, deeds, lease, mortgages, grants, and other agreements of the Organization shall be executed on its behalf by the Financial Secretary or other persons to whom the organization has delegated authority to execute such document in accordance with policies approved by the body.

##### 7.2. Checks, Drafts

All check, drafts, or other orders for payments of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by such officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the board.

All checks, drafts, orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by at least two of three signatories to the account, all of whom shall be Officers.

##### 7.3. Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depository as the Executive Team may select. All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks or other depositories as the organization may select. The organization's account in Liberia shall transfer funds quarterly.

##### 7.4. Loans

No loan shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the entire body. Such authority may be general or confined to specific instances.

##### 7.5. Indemnification

- (a) Mandatory Indemnification. The Organization shall indemnify a chairperson or former chairperson, who was wholly successfully, on the merits or otherwise, in the defense of any proceeding to which he or she was party because he or she is or was a chairperson of the organization against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The Organization shall indemnify a chairperson or former chairperson made party to a proceeding because he or she is or was a chairperson of the organization, against liability incurred in the proceeding, if the determination to indemnify him



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or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

- (c) Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final deposition of such action, suit, or proceeding, as authorized by the Board of Advisors.
- (d) Indemnification of Officers, Agents, and Employees. An officer, of the organization who is not a Chairperson is entitled to mandatory indemnification under this article.

### ARTICLE VIII

#### MISCELLANEOUS

##### **8.1. Books and Records**

The Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Advisors, General Body Meetings, the Executive Team Meeting and a record of all actions taken by committees. The Organization shall also keep a copy of the Organization's Articles of Incorporation and Bylaws as amended to date.

The Association shall keep correct and complete books and records of account in accordance with the principles of fund accounting and in accordance with generally accepted accounting principles (GAAP).

##### **8.2. Fiscal Year**

The fiscal year of the Organization shall be from January 1 to December 31 of each calendar year.

##### **8.3. Bylaw Amendment**

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a 2/3 majority voting Members of the organization at any regular meeting, at special meeting called for such purpose, or through an electronic poll. At least fourteen (14) days advance written notice shall be given to all voting Members regarding the intention to alter, amend, or repeal these Bylaws, or to adopt new Bylaws at such meeting. A 2/3 majority shall include absentee votes.

##### **8.4. Dissolution**

The organization may be dissolved only with authorization of its Executive Team and Board of Advisors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

##### **8.5. References and Definitions**

*College of West Africa (CWA)*: Refers to the secondary education institution of the United



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Methodist Church (“UMC”) in Liberia, West Africa, established in 1833 by Melville B. Cox and governed by the Liberia Annual Conference of the UMC.

**College of West Africa Class of 93/94 (Race of Wisdom):** Refers to and means the class of the College of West Africa Class of 93/94 (Race of Wisdom) Alumni Association comprised of Members residing globally, and active.

**Class:** Refers to and means CWA Alumni Association Class of 93/94.

**Organization:** Refers to and means Race of Wisdom.

**Member:** Refers to and means individual alumnus and alumni of the College of West Africa Class of 93/94 (Race of Wisdom) Alumni Association CWA. Members also include individuals who were part of 10<sup>th</sup>, 11<sup>th</sup>, or 12<sup>th</sup> grade classes during the 90, 91, 92, or 93/94 timeframe.

**Officers:** Refers to and means the duly elected positions identified below.

**Members in Good Standing:** Refers to members that are current on their dues, have not violated the bylaws of this Organization, and have attend at least two quarterly meeting (virtually or in person) each year.

## Certification

Dr. Felix P. Gbee, Chairperson of Race of Wisdom, and Albertine N. Kemoh, Director of Communications of Race of Wisdom certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Executive Team and Board of Advisors on December 9, 2020.

By: Felix Gbee

Dr. Felix P. Gbee

Chairperson

Date: 12/19/2020

By: Albertine N. Kemoh

Albertine Kemoh

Director of Communications

Date: 12/19/2020

Amended May 15, 2021