

ARTICLE 1 – NAME, MISSION, LOCATION

Section 1.1. NAME – The name of the organization shall be the, **University of Ghana Medical School Alumni Foundation** and is hereafter referred to for convenience as the **UGMSAF**.

Section 1.2. MISSION – **UGMSAF** will operate exclusively to **Support and Advance medical educational at the UGMS**. The Foundation is Tax-exempt as defined under ~~for purposes within the meaning of~~ U.S. tax laws Section 501 (c) (3) of the Internal Revenue Code. The mission of the Foundation is solely to **support and advance first class medical education at UGMS**, by encouraging alumni and friends to provide funds and other resources for the benefit of UGMS. **The Foundation will further seek to rehabilitate and add physical structures to the School as that is an essential component of advancing medical education.**

Section 1.3. LOCATION – **The headquarters of the Foundation shall be located in Ottawa Hills, in the county of Lucas, State of Ohio.**

Section 1.4. RELATIONSHIPS– **The Foundation is a separate and distinct legal entity from UGMSAA Ghana The Foundation shall cooperate with other UGMSAA organizations to support UGMS.**

ARTICLE 2 – MEMBERSHIP

Section 2.1. MEMBERS - Membership shall consist of only elected and honorary members of the Board of Directors.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1. GENERAL POWERS – The Foundation shall be managed and operated by a Board of Directors, which shall transact all business of the Foundation. The powers of the Foundation shall be exercised by the Board, except as otherwise expressly provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 3.2. NUMBER – The number of elected Board members shall consist of no less than five (5) and no more than twelve (12).

Section 3.3. TERM OF OFFICE – The term of office of an elected Board member shall be three (3) years. A Board member may be re-elected for ~~three (3)~~ additional terms. After serving two (2) successive terms (six years), a person may not be re-elected for a period of one (1) year. In so far as practicable, the terms of elected directors shall be staggered so that approximately one third of the terms of the elected directors expire at each Annual Meeting.

Section 3.4. METHOD OF ELECTION – A Nominating Committee shall nominate new members of the Board. The Nominating Committee shall consist of three (3) members who are appointed by the Chairman. Nominations may also be submitted by any member of the Board provided the nomination is made in writing fourteen (14) days prior to the Board meeting.

Section 3.5. HONORARY MEMBERS – From time to time, the Board of Directors may wish to designate honorary members of the Board. These honorary members may be former Board members whose terms of membership have expired. Honorary members shall serve in an advisory capacity, without voting privileges.

Section 3.6. AUTHORITY OF DIRECTORS – Each Director shall have the same powers, and one (1) vote on any matters coming before the Board, with the exception of Honorary members who shall have no voting power. Each voting Director shall be counted in determining a quorum.

Section 3.7. RESIGNATION – Any member of the Board may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by written notice thereof given to the Secretary of the Foundation. Such resignation shall take effect at the time specified therefore, and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.8. REMOVAL – Any director may be removed, either with or without cause, at any time, by the affirmative ~~move~~ **vote** of a majority of the Board of Directors at a special meeting called for the purpose. The vacancy in the Board of Directors caused by any such removal may be filled by the Board at such meeting or any subsequent meeting.

Section 3.10. FILLING VACANCIES NOT CAUSED BY REMOVAL – In case of an ~~increase~~ **decrease** in the number of the directors, or of any vacancy caused by resignation or death, the additional director or directors may be elected, or as the case may be, the vacancy or vacancies may be filled by the Board of Directors at any meeting, or at a special meeting called for the purpose, by the affirmative vote of the majority of the directors then in office.

Section 3.11. COMPENSATION – Members of the Board of Directors shall not receive any compensation either in kind, monies, or services, but shall bear their own expenses in attending meetings and performing their duties. No member shall serve the Foundation in any capacity for which he shall receive compensation from the Foundation for any such service.

ARTICLE 4 – MEETINGS

Section 4.1. PLACE OF MEETING – The Board may hold its meeting at such places as the Board may appoint. Meetings may be held on zoom via conference call.

Section 4.2. ANNUAL MEETING – The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 4.3. REGULAR MEETINGS – Regular meetings may be held upon the call of the ~~President~~, Chairperson as shall be determined from time to time.

Section 4.4. SPECIAL MEETINGS – Special meetings may be called upon written request of three (3) or more members of the Board of Directors. The Chairman shall call a meeting within ~~ten (10)~~ twenty-one (21) days upon receipt of such request.

Section 4.5. NOTICE – Notice of each meeting shall be given to each voting member, by electronic mail not less than two (2) weeks before the meeting.

Section 4.6. QUORUM AND MANNER OF ACTING – Unless as herein otherwise provided, **one-third (1/3)** of the elected directors shall constitute a quorum for the transaction of business, except that in no event shall the quorum be less than three (3) directors. Except as otherwise required by law, in the Article of Incorporation or in the By-Laws, the act of a majority of the directors present at any such meeting at which a quorum is present, shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting, from time to time, until a quorum is present. No notices of any adjourned meeting need be given.

Section 4.7. CONSENT OF DIRECTORS – To the extent permitted by law, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if prior to such meeting, a written consent thereto is signed by all members of the Board, or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE 5 – OFFICERS AND DUTIES

Section 5.1. TITLE OF OFFICERS – The officers shall be a Chairman, Vice-Chairman, Secretary, Treasurer and Publicity/Operations Manager. The Board of Directors may also elect an assistant secretary, an assistant treasurer, and such other officers or agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the foundation. Any two or more offices may be held by the same person except that the same person shall not be both Chairman and Secretary.

Section 5.2. TERM OF OFFICE – So far as practicable, all officers shall be elected at the annual meeting of the Board of Directors in each year, and each subsequent officer shall hold office until the annual meeting thereof in the next subsequent year or until ~~his~~ a successor is chosen, unless ~~he~~ **the officer** sooner resigns, dies, or is removed or becomes disqualified.

Section 5.3. REMOVAL OF ELECTED OFFICERS – Any officer may be removed at any time, either with or without cause, by the affirmative vote of a majority of the whole Board of Directors, at any meeting thereof.

Section 5.4. VACANCIES – If any vacancy occurs in any office, the Board of Directors may elect a successor to fill such vacancy for the remainder of the term.

Section 5.5. CHAIRMAN – The Chairman shall convene all meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chairman, Operations Manager, Treasurer, Secretary.

Section 5.6. VICE-CHAIRMAN – The Vice-Chairman will chair committees on special subjects as designated by the Board.

Section 5.7. SECRETARY – The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the corporate records are maintained.

Section 5.8. TREASURER – The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 5.9. OPERATIONS MANAGER – The Operations Manager shall act as the Publicity/Advertising Manager who will ensure the broad outreach of the Foundation to the general public through the use of the Internet and direct mass mailing to alumni and the general public.

ARTICLE 6 – COMMITTEES

Section 6.1. ESTABLISHMENT – The Board shall establish an Executive Committee and Standing Committees as provided in section 5.2. Each Director shall serve on either the Executive Committee or at least one Standing Committee.

Section 6.2. STANDING COMMITTEES – The Board shall establish the Finance Committee and the Nominating Committees. The Board may create other committees as needed, such as fundraising, publicity, etc.

Each Standing Committee shall consist of two or more individuals. These individuals must be ALUMNI OF UGMS but need not be members of the Board of Directors. However, each Standing Committee must include at least one Board member.

Section 6.3. EXECUTIVE COMMITTEE – The Executive Committee shall be composed of the Chairman, Vice-Chairman, Treasurer, Secretary and Operations Manager. Except for the power to amend the Articles of Incorporation and By Laws, the Executive Committee shall have

all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 6.4. FINANCE COMMITTEE – The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee shall: (a) oversee the implementation and administration of policies for the handling and accounting for the finances of the Foundation; (b) prepare an annual budget for the Foundation, and oversee the preparation of the annual report issued by the Foundation; (c) monitor the implementation of the budget and when necessary, make recommendations to the Board regarding adjustments to the budget, (d) **advice on investment opportunities, and (e)** work closely with the appropriate Standing Committee to coordinate development of resources needed to meet the revenue goals of the Foundation.

Section 6.5. NOMINATING COMMITTEE – The Nominating Committee shall consist of three or four Board members selected by the Chairman, subject to Board approval. The President may not be a member of the committee. The Nominating Committee shall be responsible for identifying and recruiting prospective Directors of the Foundation and shall present a slate of nominees for election as Board members at the annual meeting. The Nominating Committee shall seek to ensure that the Board is diversified and representative of a broad section of the UGMS community. The diversity criteria shall include regions of the United States, Canada, **Europe and Africa** as well as age groups.

Section 6.6. COMMITTEE OPERATION – Except as otherwise provided by the Board, each committee shall elect a chair from among its members. Each committee shall keep minutes of its proceedings and be prepared to report the same to the Board at each regular meeting. Each committee shall determine its times and places of meeting.

ARTICLE 7 – FINANCES

Section 7.1. CONTRIBUTIONS – **Contributions may be accepted by the Foundation with or without restrictions so long as the restrictions shall be in keeping with the purposes of the Foundation; however, the Board may refuse any contribution at its discretion. All contributions shall be made payable to the UGMSAF Foundation, Inc.**

Section 7.2. DEPOSITS – All monetary contributions shall be deposited in the name of the Foundation in such place or places as may be designated by the Board.

Section 7.2. DISBURSEMENTS – Disbursements of the funds of the Foundation shall be made only for the purposes relating to the mission of the Foundation. Such disbursements shall be designated and approved by the Board of Directors.

Section 7.3. FUNDS – Two kinds of funds may be set up – (a) General Endowment Fund, and (b) Special Funds. General funds are disbursed for any purposes designated by the Board of

Directors. Special funds are set up for specific purposes designated by donors, and are disbursed for the designated purposes.

Section 7.4. AUDITS – All financial affairs of the Foundation shall be audited on an annual basis.

ARTICLE 8 – MISCELLANEOUS

Section 8.1. FISCAL YEAR – The fiscal year of the Foundation shall be from January 1 to December 31 of the same year.

Section 8.2. SEAL –

Section 8.3. SIGNATURE ON NEGOTIABLE INSTRUMENTS – All bills, notes, checks, or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as from time to time may be prescribed by the Board of Directors.

ARTICLE 9 – AMMENDMENTS

Section 9.2. AMENDMENTS - These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. When amended, the amended Bylaws replace any previous Bylaws and override any operating policies which may be in conflict with it.

ARTICLE 10 – DEFINITIONS

Section 10.1. The following terms used in these Bylaws shall have the meanings set forth below.

Term	Meaning
Board	Board of Directors
Chair	Chairperson of the Board or of a Committee
Elected Directors	Those directors nominated by the Nominating Committee and elected by the Board of Directors
Foundation	GMSAF Foundation (University of Ghana Medical School Alumni Foundation.)
Honorary Directors	Those directors who sit on the Board of Directors in an advisory capacity and do not vote.