

**CONSTITUTION OF
THE CMUL PHYSICAL THERAPY ALUMNI USA, INC**

ARTICLE I -- NAME, AFFILIATION, OBJECTIVES, MEMBERSHIP, DUES

Section 1. Name.

The name of this Association shall be the CMUL Physical Therapy Alumni USA, Inc., hereinafter referred to as the "Association."

Section 2. Dissolution.

The Association shall continue to function until it is officially voted out of existence by a two-thirds (2/3) majority of the membership.

Section 3. Objectives.

The objective of this Association shall be:

To create a lifelong and worldwide community of CMUL Physical Therapy alumni through increased opportunities for meaningful engagement, advance unique needs and promote lifelong learning of alumni, increase awareness, pride, participation, volunteer involvement, and philanthropic commitment to CMUL and its Physical Therapy program.

Section 4. Membership.

Membership shall be open to all graduates from the Physiotherapy program of the College of Medicine, University of Lagos.

Honorary membership may be conferred upon an individual by majority vote of the Executive Council of this Association. Persons afforded Honorary member status are non-voting members of the Association, and may not hold elected office or appointed positions. Honorary membership carries no dues and once conferred, can be renewed annually for life without further Executive Council action, unless a motion is brought that renewal of a specific Honorary membership be put to a vote.

Section 5. Dues.

The annual membership dues shall be set by the Executive Council with changes approved by the membership, collectible for each calendar year by the Treasurer on or before the date of the preceding annual business meeting.

Life and Honorary members shall not pay annual dues to the Association.

ARTICLE II -- GOVERNING BODY, OFFICERS & DIRECTORS

Section 1. Governing Body.

The Executive Council shall be the governing body of the Association.

Executive Council. The officers shall constitute an Executive Council which shall have authority to act and execute all decisions of the Association and to fill mid-term vacancies in elective office, and to ensure that arrangements for the annual meeting and special meetings are made.

Section 2. Officers.

The officers shall be President, Vice President, Secretary, Treasurer, and Director of Communications.

The Vice President shall automatically move into the office of the President, if the President resigns, or is unable to continue to function as President due to death, incapacitation, etc. At the Annual Meeting, the following shall be elected: President, Vice-President, Secretary, Treasurer, and Director of Communications. Each shall hold office for a two (2) year term or until a successor is elected and installed.

All elected officers shall commence service immediately after their election at the Annual General meeting.

Section 3. Duties of Officers.

Unless otherwise directed by resolution, or Bylaws, the duties of officers shall be governed by this constitution.

Duties of the President. The President shall serve as the Executive officer of the Association; preside at all Executive Council and General Membership meetings; and appoint all standing and *Ad hoc* committees unless otherwise directed by a motion creating the committee. The President and the Secretary or any other officer of the Association authorized, shall sign any contract or other instrument which the Executive Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Executive Council. The President shall perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Executive Council.

Duties of the Vice President. The Vice President shall serve as President in the absence of that official and shall become President in the event that official cannot continue as President for any reason. The Vice President shall not be authorized to sign documents unless the President and/or Executive Council specifically gives written authorization to do so. The Vice President shall assist the President in the performance of the President's duties and shall have such other duties and authority as is granted from time to time by resolution of the Executive Council.

Duties of the Treasurer. The Treasurer shall collect the annual dues, receive other funds accruing to the Association and shall disburse funds as directed by resolution or an order of the Executive Council. The Treasurer shall prepare a statement for submission at the Annual Meeting showing receipts and disbursements.

Duties of the Secretary. The Secretary shall take, prepare, and keep records of all meetings of the general membership, Executive Council of the Association, or shall be responsible for such action. He/she shall be responsible for distributing minutes of general membership meetings to all Association members. The Secretary shall also see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the Association records; keep a register of the name and address of each member; and tally election results. The duties of the Secretary will include completing the processing and distribution of the official business conducted at the Annual Meeting (i.e., resolutions, motions, directives, etc.), and shall be completed before the incoming secretary assumes total responsibilities.

Duties of the Director of Communication. The Director of Communication shall be in charge of all internal and external communications on behalf of the Association.

ARTICLE III -- MEETINGS

Section 1. Annual Meeting.

Meetings of the Association shall be guided by the Articles of Incorporation.

ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS. VACANCIES

Section 1. Nomination Procedure for Officers.

The President shall appoint a Nominating Committee, to nominate candidates for the elected officers of the Association. The Nominating Committee shall select a slate of candidates, at least one for each office to be filled, after soliciting nominations from the membership. The Nominating Committee shall report a slate of candidates at least thirty (30) days prior to the annual business meeting to the Secretary. Persons nominated for election must be members of the Association in good-standing. The Committee shall certify that all nominations presented are valid, and that all nominees are willing to accept the office if elected.

Nominations shall be called for and accepted from the floor following the report of the Nominating Committee. Following the close of nominations, the Committee shall certify that all nominations received from the floor are valid, and that all nominees are willing to accept the office if elected. A nominee may be placed on the ballot for only one office. If nominated for more than one office, the nominee will be allowed to select the office for which he/she will stand for election.

Section 2. Elections.

Election of Officers shall be by vote of the entire membership during the annual business meeting, unless an annual business meeting is not held. In the event that no annual business meeting of the Association is held, then nomination and election of may take place by the voting of ballots distributed by the Nominating Committee via mail, e-mail or FAX. The Committee in such instances shall present a slate of candidates, at least one for each elective Office, having solicited and received nominations from the Association membership.

Each member shall be privileged to cast one vote for each elective Office position.

Section 3. Method of Voting.

Voting shall be by voice, show of hands, or by written or electronic ballot. Election of Officers shall require a simple majority.

Section 4. Installation.

Officers and newly elected Directors shall be installed in office at the close of the annual business meeting, or upon posted notice to the membership if elected by means of balloting conducted by mail, e-mail or FAX.

Section 5. Terms.

The term of office for all members of the Executive Council shall commence upon installation and continue until the next general election.

Section 6. Vacancies.

The Vice President shall serve in the absence or disability of the President.

In the event of a vacancy in the office of President, the Vice President shall assume the duties of the President and the Vice President shall be filled by appointment of the Executive Council. Both shall hold their respective offices until the installation of officers at the next election.

Vacancies in any other Office shall be filled by appointment of the Executive Council. Such appointees shall hold office until the next election. The appointed replacement shall be eligible to run for a full term in that office or position at the time of the next regular election for it.

Section 7. Re-election.

Executive Council members may be re-elected to succeed themselves. Members serving in these offices may be elected to a maximum of two (2) successive terms in the same office.

ARTICLE V -- COMMITTEES

Section 1. Purpose of Committees.

Committees and the nature and extent of their duties shall be such as the Executive Council deems necessary to further the purpose of the Association. The objectives, activities and organization of committees shall be defined by their individual charters.

Section 2. Types of Committees.

The following types of committees will be utilized by the Association in conducting its affairs.

Standing Committees: The President may establish Standing Committees to provide functions of a continuous or recurring nature. Otherwise, functions which may be delegated to Standing Committees are performed by the Executive Council. Standing Committees may include an Audit Committee, a Nominations Committee, and any other committees approved by the President. Once established, Standing Committees are deemed permanent until dissolved by the President. Standing committees may have subcommittees when the topic makes such delegation appropriate.

Ad hoc Committees: The President may establish *Ad hoc* Committees to consider topics on an ad hoc basis. The life of each committee shall continue until the specific assignments are completed. The topic area covered is usually not one covered by a standing committee.

Section 3. Committee Establishment.

Each Standing and *Ad hoc* Committee shall be established or dissolved by the President. The membership can request new committees. Members requesting a new committee be created must submit to the President a petition outlining the proposed need and mission for the committee, and containing the signatures of at least four (4) members in good standing. The Executive Council must vote on the proposal at its next regular meeting following submission of the petition.

Section 4. Committee Membership and Leadership.

The President shall appoint all committee chairs and members.

Using forms prepared and distributed by the Secretary, Association members will indicate each year the committees on which they have an interest in serving. The Secretary will supply a potential membership list for each committee, as compiled from this information, to the President.

The number of persons appointed to each committee, unless otherwise prescribed in these Constitution, shall be at the discretion of the President.

All committee members shall be appointed for a one-year term, but may be re-appointed annually with no restrictions on number of terms served.

Committee chairs shall be appointed for a one-year term. Committee chairs can be re-appointed to successive terms without limit or restriction.

Subcommittees and subcommittee chairs shall be appointed by the committee chairs as needed.

Section 5. Committee Mandates.

Mandates for Standing and *Ad hoc* Committees shall be developed by the Executive Council. Each charter shall provide as a minimum: 1) the need for and mission of the committee; 2) the primary contacts and liaison; and 3) general goals. Committee chairs shall review mandates annually to determine whether changes are needed. The President and/or Executive Council shall provide specific charges to committees annually, consistent with committee mandates.

Section 6. Committee Annual Plans of Work.

Each committee chair shall prepare an annual work plan including a budget for his/her committee. The annual work plans shall detail specific short-term objectives and planned activities to meet those objectives. Work plans are to be submitted to the President and approved by the Executive Council.

Section 7. Committee Reports.

Each committee chair shall submit a written annual report on committee activities and accomplishments to the President for presentation at the annual meeting. Interim reports may be requested by the Executive Council.

ARTICLE VI -- FINANCIAL AFFAIRS

Section 1. Depositories.

The Treasurer shall deposit all funds of the Association in a bank or banks designated by the Executive Council as depositories for the funds of the Association.

Section 2. Withdrawal of Funds.

The President and any one of either the Secretary or Treasurer must approve the withdrawal of any funds from the Association's account.

Section 3. Payment of Expense Accounts.

The Executive Council may refuse to pay any expense accounts by any person or committee until all required expense accounts are properly presented to and filed with the Treasurer and have been approved by the Executive Council.

Section 4. Fiscal Year.

The fiscal year of the Association shall begin on January 1, and end on December 31.

ARTICLE VII – CONSTITUTION ADOPTION AND AMENDMENT

Section 1. Adoption of Constitution.

The initial adoption of this Constitution shall be by majority vote via teleconference on or before August 8, 2015. Proposed Constitution will be presented electronically on August 8, 2015, with e-mail notice given to all current/potential members. Those who meet the requirements for Membership and who pledge in good faith to join as defined in the constitution, will be eligible to cast a vote. The ballot considering Constitution adoption will be prepared and distributed via e-mail by the Pro-tem Secretary

Section 2. Amendment of Constitution.

Once adopted, the Constitution of this Association shall be amended by a two-thirds majority vote of members in attendance at an annual meeting.

Section 3. Notification of Membership.

The Secretary shall notify the entire membership of any proposed amendments of the Constitution at least thirty (30) days prior to consideration for adoption. No amendments shall be adopted without such prior notification.

Section 4. Effective Date.

All amendments shall include an effective date.

-END of CONSTITUTION -

THE FORGOING CONSTITUTION IS HEREBY ADOPTED ON August 8, 2015.