

**BY-LAWS
OF
RICKS INSTITUTE ALUMNI ASSOCIATION, USA, INC.
A Non-Profit Corporation Organized under the Laws of the District of Columbia**

Article I

Offices

Section 1.1 Principle Offices

The principle office of the Corporation in the District of Columbia shall be located at 2020 Pennsylvania Avenue, NW; Suite 356; Washington, D.C. 20006.

Section 1.2 Chapters

The Corporation shall, aside from its principle office, have other subsidiary offices represented at the sites of its Local Chapters, throughout the United States.

Article II

MEMBERSHIP AND DUES

Section 2.1 Eligibility

Membership in the Corporation shall be opened to all former students and friends of Ricks Institute located in Virginia, Liberia, irrespective of his/her attendance at or graduation from Ricks Institute.

Section 2.2 Members in Good Standing

In order to become and remain a “member in good standing” of the Corporation, each member must pay dues in accordance with Section 2.3 hereof.

Section 2.3 Annual Dues

Each member of the Corporation shall pay dues in the amount of \$25.00 per annum. Such dues must be paid, at the latest, during the Annual Conference of the Corporation, except that all Nationally elected and appointed officers, as well as all Local Chapter officers,

must pay their annual dues six (6) months before the Annual Conference. The Board of Directors, from time to time, may change the amount of the annual dues to be paid by the members of the Corporation. All members of the Corporation are expected to pay the required dues in full.

Section 2.4 Voting Rights

Each “member in good standing” of the Corporation shall be entitled to one vote on each matter submitted to a vote by the membership.

Absentee votes and ballots are not to be entertained as a voting privilege of membership.

Section 2.5 Voting Procedures

Voting for any corporate official position shall be conducted by secret ballots. Any candidate for election to a National position will have the right to a “Roll Call” of voters if he/she can reasonably demonstrate to the Board of Directors that his/her ability to be elected to the National office has been compromised. Such candidate will have to show cause why they believe their ability to be elected has been compromised.

Article III

LOCAL CHAPTERS

Section 3.1 Currently Existing Local Chapters

The following are the local chapters that currently exist under the 501(c)(3) umbrella of the National Chapter:

1. **New England Chapter** - Which consists of Connecticut, Rhode Island, Massachusetts, New Hampshire
2. **New York Metropolitan Chapter** - New York, New Jersey and Pennsylvania (Philadelphia and its environs)
3. **DC Metropolitan Chapter** - Delaware, Maryland, Washing DC, Virginia and West Virginia
4. **Midwest Chapter** - Pennsylvania (Pittsburgh and its environs), Ohio, Michigan
5. **Northwest Chapter** - Illinois, Wisconsin, Minneapolis

Section 3.1(a) Establishment of a Local Chapter

Any ten (10) or more members of the Corporation that reside in the same region or state of the United States may organize into a Local Chapter of the Corporation.

Section 3.2 Organization of a Local Chapter

A Local Chapter shall elect officers that will enable it to execute its purpose. A Local Chapter “President” shall head it.

Section 3.3 Purpose of the Local Chapters

Each Local Chapter of the Corporation shall be established for the sole purpose of enabling the Corporation to fully carry out its goals and objectives as set forth in the Constitution of the Corporation. As a result, Local Chapter leaderships are expected to work closely with the National Chairman and the Board of Directors of the Corporation for the purpose of carrying out the goals and objectives of the Corporation.

Section 3.4 Activities of the Local Chapters

In general, Local Chapters may conduct such programs and activities, as are deemed feasible, to enable the Corporation to accomplish its goals and objectives. However, a Local Chapter leadership must notify the National Chairman of the Corporation on all planned programs and/or activities at least fifteen (15) days before the anticipated date of occurrence of such programs and/or activities. Such information should include, but not be limited to, the nature of the planned program and/or activity, its time and place, and any other pertinent information relating to the program and/or activity. If the nature of a particular planned program and/or activity is such that the National Chairman does not deem it appropriate for the Local Chapter to execute (either because the reason may be that it does not meet the Corporation’s goals and objectives or that it is inconsistent with the religious principles that guides its Alma Mater, Ricks Institute), the National Chairman shall immediately inform such Local Chapter leadership not to conduct the program and/or activity. The Board of Directors should be immediately advised on this issue for any render of an approval.

The Local Chapter must comply with the combined opinion of the National Chairman and the Board of Directors. Any non-compliance on the part of the Local Chapter will be non-representative of the Corporation.

Section 3.5 Profits from Local Chapters Programs and/or Activities

Any Local Chapter conducting a program and/or activity, that generates funds, shall be required to deposit a “share” of any net earnings derived from such event. This share is fifty percent (50%) of the net earnings derived from said event. The Local Chapter President must deliver the Corporation’s share to the National Chairperson of Finance within 15 days following the occurrence of the event.

Section 3.6 Quarterly Reports of Local Chapters

Each Local Chapter must file a *quarterly report* with the National Chairperson of Records and Correspondence no later than thirty (30) days after the end of each quarter. For purposes of this section, the Local Chapter's quarters will be deemed to end on December 31st, March 31st, June 30th and September 30th of each calendar year. Such quarterly reports must include a summary of all programs and/or activities planned or previously conducted by the Local Chapter and all operational report for the quarter.

Section 3.7 Financial Reports of the Local Chapters

Each Local Chapter's President shall file an annual financial report with the National Chairperson for Audits and the National Chairperson of Finance no later than thirty (30) days before the scheduled date for the next Annual Conference of the Corporation. Such annual financial reports must contain an income statement, a balance sheet and the sources and uses of funds. Receipts and other supporting documentation to substantiate the transactions contained therein must support the annual financial reports.

Section 3.8 Presidents of Local Chapters as Members of the Board of Directors

(a) The President or his representative of a Local Chapter shall be entitled to a seat at the Board of Directors Meeting of the Corporation only by recommendation. This recommendation shall come from the Chairperson of Chapters, and it shall be the result of either from being an Annual Conference Host Chapter and/or as a Chapter of "Highest Achievement". As such, he/she shall be entitled to vote and exercise all rights and privileges as any other Director of the Corporation. He/she shall be obligated and required to all carry out all the duties of a Director. The minimum term is limited to one year.

(b) The Chairperson of Chapters shall be the sitting National Vice Chairman.

ARTICLE IV

CONDUCT OF THE ANNUAL CONFERENCE

Section 4.1 Convening of the Annual Conference

Members attending the Annual Conference must be seated, and the conference must begin, no later than 10:00 a.m. on the designated day for the conference.

The Conference is considered a formal meeting. All items for discussion shall be added no later than two (2) hours prior to its commencement.

Section 4.2 Reports of Elected and Appointed Officers of the Corporation

All elected National Officers, appointed officers and Local Chapter Presidents of the Corporation must present a report at the Annual Conference. This report shall state the programs and/or activities carried out as well as the achievements made by his/her office during the past fiscal year of the Corporation. The fiscal year of the Corporation ends at midnight of the day prior to the Annual Conference.

Section 4.3 Fines for Improper and Disruptive Conduct

A fine may be imposed and levied by the National Chairman onto any member that engages in an improper and/or disruptive conduct during the proceedings of the Annual Conference. Such improper conduct shall include, but not be limited to, loud, boisterous talking or talking out of turn, without recognition by the presiding National officer.

ARTICLE V

INVESTMENTS OF THE CORPORATION

Section 5.1 Investments by the Corporation

Returns from all investments of the Corporation's shall be for the sole benefit of Ricks Institute located in Virginia, Liberia. Investment income shall be disbursed upon maturity of the investment provided the approval of the Board of Directors is obtained. Such disbursements shall be for the purpose of education, administration and support of Ricks Institute.

ARTICLE VI

POWERS OF BOARD OF DIRECTORS

Section 6.1 Power of the Board of Directors to Amend the By-laws

The By-laws, or any portion thereof, may be amended, repealed or changed in any way by the Board of Directors. Such amendment, repeal or change must be voted upon by two-thirds of **all** members of the Board of Directors. Such vote may be done during a regular or at a special called meeting of the Board of Directors or by polling of Directors (including telephone polling) conducted by the National Chairman.

Section 6.2 Appointment of an Advisory Board

The Board of Directors shall appoint an Advisory Board. This Board shall consist of experts from various professions. This Advisory Board shall provide consultation and work closely with the National Chairman and the Board of Directors of the Corporation.

Section 6.3 Fines for non-compliance

The Board of Directors and/or the National Chairman is empowered to impose and levy fines, ranging from \$1.00 to \$25.00, against any Local Chapter or its elected and appointed officers or it's members who fail to comply with any provision of these By-laws, or with any provisions of the Constitution of the Corporation.

ARTICLE VIII

AMENDMENTS

MISCELLANEOUS