

## **Preamble**

We the citizens of Liberia hailing from Gbarzon District, Grand Gedeh County residing in the Americas:

Realizing the need to unite ourselves and to seek our own welfare and that of our compatriots back home in the District and having the desire to promote our cultural heritage in the Americas;

Considering the fact that as a group of people working hard to improve our community and make meaningful contribution to the socio-economic development of Gbarzon District; and

Knowing that by organizing ourselves into one social body, we will have the opportunity to discuss issues and solve problems of mutual interest besetting our community and District and foster unity, peace and understanding among ourselves, do hereby establish these constitution and by-laws.

## **Article I: Name**

1. The name of the Association shall be the Gbarzon District Association in the Americas herein abbreviated as GDAA.

a) Motto: United for Success

## **Article II: Purpose**

1. The Gbarzon District Association in the Americas is committed to:  
among  
a) promoting unity, mutual understanding, and cooperation  
citizens of the District  
b) encouraging educational, social and cultural advancement  
c) providing financial and moral support to the needy and deserving members in time of distress and attrition; and  
d) making meaningful contribution to the socio-economic development of the District.

2. The Association is a non-profit charitable body. All its activities shall be conducted without any personal gains for its members.

Profit/surplus shall be used solely for the promotion of the Association's aims and objectives.

3. Upon dissolution, all the Association's assets shall be applied to its debt and the balance appropriately distributed in keeping with the *State of Rhode Island Nonprofit Corporation Act*.

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By-Laws

**Article III: Interpretation**

1. In these by-laws unless the context otherwise requires,
  - a) "Executive Committee" means policy making body of the Association
  - b) "Association" means the Gbarzon District Association in the Americas
  - c) "District" means Gbarzon District Association in the Americas
  - d) "Corporation Act" means *State of Rhode Island Nonprofit Corporation Act*
  - e) "Officers" means elected or appointed for running the Association.
  - f) "Board" means Board of Directors that will assist the Executive Committee in running the Association
  - g) "Member" means registered member of the Association
  - h) "Branch" means chapters of the organization
  - i) "Coordinator" means head of Branch
2. The definitions in the *Corporation Act* on these by-laws become effective and apply to these by-laws.
3. Words in the singular include the plural and vice versa; and words importing a male person include a female.

**Article IV: Membership**

- 1: Membership shall be open to all citizens of Gbarzon District, Grand Gedeh County and their spouses residing in the Americas. A person



may apply for membership to the Association by filling out a membership application form and when accepted shall become member. A fee of \$1.00 shall be charged for the form.

- 2: Every registered member of the Association shall carry an Association photo ID card, which is renewable every two years. The Executive Committee, based on the printing cost shall determine the price of the card. The chairman of the membership committee in close consultation with the president and executive committee shall have the authority to launch an annual membership fund drive.
3. Every member is to uphold the constitution and abide by these by-laws.
4. A person shall cease to be a member of the Association:
  - a) by submitting a letter of resignation to the secretary of the Association, by mail or in person to the address of the Association
  - b) on his death or in case of dissolution of the Association
  - c) on being expelled; or
  - d) on having been not in good standing for twelve months
5. A member is not in good standing as long as he fails to pay his current annual membership due and debts owed by him.
6. With approval of the body, Honorary Membership shall be conferred unto an individual who has been recommended for outstanding contribution to the people of the District and the Association.

#### **Article V: Meeting of Members and Annual Convention**

1: General meeting of the Association shall be held at the place and time voted and agreed upon by members and shall be held as often as the business of the Association requires.

2: The executive committee chaired by the president of the Association shall convene an emergency meeting by way of teleconference or in person. The president of the association, the vice president, and the secretary or in the absence of all three, one of the executive committee members present shall preside as chairman of the meeting.

3: Citation for general or emergency meeting shall specify the date, time, and place of the meeting.

4: The first Annual Convention of the Association shall be held in the last week-end of October 2007 in the city of Providence RI. Thereafter every Convention shall be held in the last week-end of August in a city to be decided by members during the annual Convention.

### **Article VI: Proceedings at Meetings**

1. No business shall be conducted at a general meeting unless there is a quorum present
2. A simple majority of registered members shall constitute a quorum to conduct business on behalf of the Association.
3. Pronouncements made and decisions taken at any meeting or gathering without a quorum present shall be deemed illegal.
4. If at a general meeting the president, vice president, secretary, and treasurer are not present within thirty minutes of the meeting, and there is a quorum present, any executive committee member present shall preside.

### **Article VII: Officers**

1. There shall be five elected officers of the Association who shall hold office

for the period of three years. They are:

- |                            |                       |
|----------------------------|-----------------------|
| a) National President      | d) National Treasurer |
| b) National Vice-President | e) National Chaplain  |
| c) National Secretary      |                       |

### **Article VIII: Qualification of Elected Officers**



1. Member wishing to vie for the position of president, vice-president, secretary, and chaplain shall be:
  - a) citizen of the District and residing in the Americas
  - b) an active member for at least two years
  - c) high school graduate or equivalent
  - d) of good moral character and of sound mind,
  - e) an active due paying member and in good financial standing with the Association, and
  - f) at least 21 years of age
2. Member wishing to vie for the position of treasurer shall:
  - a) be knowledgeable of simple bookkeeping and accounting principles
  - b) be trustworthy, honest, and reliable; and shall
  - c) meet all the requirements under Article VIII, Section 1 (a) through (f)

### **Article IX: Duties of Officers**

1. The President: The duties and responsibilities of the president shall be but not limited to presiding over meetings of the Association and the executive committee.
2. The president is the chief executive officer of the Association and shall supervise other officers in the execution of their duties.
3. The president shall also:
  - a) appoint advisors, all committees, permanent and ad hoc and shall serve as ex-officio member
  - b) call emergency meetings of the Association
  - c) ensure submission of quarterly and annual financial report to the general body on the state of affairs and the financial condition of the Association, and
  - d) represent the Association at external public functions
  - e) be one of the signatories of the Association's bank account
4. The Vice President. The duties of the vice-president shall be the same as those of the president, except that the vice

resident shall not perform or discharge same concurrently with the president. He shall:

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- a) act in the case of death, resignation, impeachment, absence, disability, or inability of the president to perform due to sickness, or hospitalization.
- b) perform duties delegated to him by the president

5. The Secretary: the duties and responsibilities of the secretary shall:

- a) keep and compile all official records of meetings and activities of the Association
- b) handle all correspondence, including issuance of citations for regular and special emergency meetings
- c) be custodian of official records of the Association except those to be held by the treasurer
- d) be one of the signatories to the Association's bank account
- e) perform from time to time, other duties that may be assigned.

6. The Treasurer shall:

- a) be the chief financial officer of the Association
- b) be one of the signatories to the Association's bank account
- c) receive and deposit of all funds and monies for the Association
- d) be responsible for the collection of dues and levies from members
- e) be responsible for maintaining accurate and up-to-date financial records of the Association
- f) be responsible to submit periodic and special financial standings reports of each member at the general and special meetings, including on-going projects
- g) be responsible to prepare and submit the annual fiscal budget of the Association.

7. The chaplain shall:

- a. be the chief religious officer of the Association



- b. formulate religious programs for the inspiration of members
- c. conduct devotions and offer prayers at meetings and all the Association's gatherings

**Article X: Tenure of Office and Election**

- 1. The president, vice president, secretary, treasurer, and chaplain of the Association shall be elected by the general body through secret ballots and shall hold office for three consecutive years immediately following their elections.
- 2. The officers so elected shall serve two three-year terms only.
- 3. No candidate shall contest elections who has not
  - a) met the membership requirements as stipulated under Articles IV & VIII and all the sections appertaining thereto.

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- b) been nominated or who has not nominated himself/herself to the elections committee. Such nominations shall be followed by written application to the elections committee.
- 4. All elections shall be held during the Association's annual conventions save for by-elections.
- 5. All eligible candidates shall pay a non-refundable application fee to the elections committee as follows:
  - a) President \$100.00
  - b) Vice-President \$75.00
  - c) Secretary \$50.00
  - d) Treasurer \$50.00
  - e) Chaplain \$0.00

- 5. No member upon acceptance of membership shall be eligible to canvass for an elective position during that period of election.
- 6. Election shall be conducted by secret ballot except in situations where a motion is to be cleared from the floor and in cases where a resolution is to be passed by committee and board members. In such case voting shall be by show of hands.

7. Under these by-laws there shall be no voting by proxy.
8. If there is a tie during an election the election committee shall introduce the lottery system in order to break the deadlock.
9. In the lottery system tickets to be drawn shall be inscribed "winner", "runner-up", etc and placed in the box.
10. Each candidate or his designee shall be required to draw a ticket from the box to decide the winner.
11. By-election may be held to fill a vacancy, which may occur as a result of resignation, death, and removal. The president shall announce such vacancy and set a date and time for the by-election.
12. Nominations from the floor and application for candidates to compete in the by-election must be done within fourteen days of the announcement of the vacancy.
13. Candidate elected during by election shall serve only for the completion of the term of his predecessor.
14. Protest by candidate who disputes the conduct of or results of the election may be filed during the election and within 24 hours after the announcement of the results. All protests shall be in writing outlining the disagreement.

### **Article XI Branches and Coordinators**

1. There shall be semi-autonomous body herein referred to as Branch established in states in the Americas where citizens of the District reside.

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2. Every Branch so established shall be headed by a Coordinator and other officials elected by their people.
3. The Branch shall promulgate its own set of by-laws for governance in keeping with the Constitution and by-laws of the Association.
4. When established the Branch through its leaders shall submit an application to the board of directors for full admission into the Association.
5. When admitted into the national body every branch is to make an annual contribution of \$500 to the national



administration on or not later than the 31<sup>st</sup> of March of every year.

### **Article XII: Board of Directors**

1. The Board of Directors shall comprise members elected/appointed by their Branches and shall be odd number.
2. Every Branch shall submit three names including the Coordinator to serve on the national Board.
3. The Board shall advise the president on all matters and serve as a body for arbitration of disputes between members and executives of the Association
4. The Board shall elect its chairman from among its members
5. It shall serve for a period of four years and shall be dissolved at the completion of its term and a new board constituted.
6. The entire Board or one or more of its members may be re-appointed/reelected by their Branches and shall serve only two terms.
7. The Board shall preside over all impeachment proceedings against the president and the vice-president.
8. The Board shall also preside over case arising from the conduct of election and announcement of election results.
9. In the event of resignation of the entire executive committee, the Board shall appoint an interim leadership of the Association, which shall act and hold elections within a period of two months.
10. The Board shall from time to time fix their own quorum; unless otherwise fixed, the quorum shall be majority of the members present and shall meet at any time or place deemed necessary.

### **Article XIII: Revenue Generation and Disbursement**

1. The Association shall generate revenue through various legal means in keeping with the *Corporation Act* and the US *Internal Revenue Service* regulations to fund programs and projects.

2. All registered members of the Association shall be required to pay monthly dues of \$5.00 and to pay special tax to fund programs and projects.

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3. Monthly due paid by member shall be shared evenly between the national administration and the branch in which the member resides
4. Payments of approved taxations shall be mandatory.
5. The president shall solicit donations, contributions from individuals, businesses, organizations, etc on behalf and for the use of the Association
6. Money received as donations and contributions shall be deposited into the Association's bank account during the next business day.
7. The president, secretary, and treasurer shall be the three signatories to the Association's bank account.
8. Withdrawal and disbursement of funds from the Association's account shall be done with the approval of 2/3 members of the executive committee in close consultation with the Chairman of the Board.

#### **Article XIV: Committees**

1. The following shall constitute the standing and special committees of the Association:
  - a) Executive Committee headed by the president shall comprise all elected officers and heads of permanent and ad hoc committee chairpersons. This committee is the highest policy making body of the Association.
  - b) Finance Committee shall be headed by the treasurer and will be responsible to formulate programs and strategies for revenue generation.
  - c) Membership Committee shall be responsible for recruitment of members and encourage members to continue to be active through, visitation, telephone calls, emails, letters, etc. It shall also be responsible to conduct membership fund drive.



- d) Social Committee shall formulate and implement programs for social activities of the Association. It shall interact with other committees to ensure that the social needs of members are met.
- e) Election Committee shall be responsible to conduct regular and by-election. It shall promulgate its own rules to facilitate the electoral process such as qualification of candidates, publishing of voters' roll, and announcements and certification of results. All rules so promulgated shall be in keeping with the Constitution and By-laws of the Association.
- f) Gender Affairs Committee. This committee headed by a female, shall encourage all the females of Association to actively participate in the decision-making process of the Association.
- g) The committee shall also be responsible to mobilize the female

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members of the Association during and after special programs and functions.

- h) Ad Hoc Committee may be appointed by the president to carryout specific functions as may be required and may be dissolved immediately up completion of its work.
- i) Heads of committees and advisors shall serve at the will and pleasure of the president.
- j) All committees shall from time to time fix their own quorum; unless otherwise fixed, the quorum shall be majority of members present.

#### **Article XV: Seal**

1. The executive committee shall provide a common seal for the Association and may destroy and substitute a new seal in its place. The seal is the design of the Gedeh Mountain with a rising sun above the green field, a cross of two axes and a machete in the upper left corner. The abbreviated GDAA be

inscribed diagonally in the lower right corner of the green field—the foot of the Gedeh Mountain.

2. Whenever a seal is used it shall be authenticated by the signature of the secretary and president, or in the case of death or inability of either to act, by the vice president.

#### **Article XVI: Citation**

1. A citation may be given a person, either personally, by mail, telephone, e-mail, fax, or telex.
2. Citation for general meeting shall be given to every member shown on the register of the Association.

#### **Article XVII Miscellaneous**

1. Elected officers of the Association may be removed from office by two-thirds majority vote of members for proven misconduct such as gross violation of the constitution, embezzlement, misappropriation, misallocation of funds, resources; using the Association's name for personal gain; prolonged unexcused absence; and other acts of corruption.
2. The board after which a resolution shall be passed for the general body to take a vote shall first hear cases of removal of the president and vice president from office.
3. Cases of removal of other elected officers shall be heard by the executive committee presided over by the president after which a resolution shall be passed for the general body to take a vote.

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4. A brief statement of the reason for the proposed removal shall accompany the notice of removal.
5. Officers to be removed shall be accorded due process.
6. Oath of Office: Every elected officer charged with the responsibility of running the affairs of the Association shall subscribe to the solemn oath of affirmation of duties as follows:



I, \_\_\_\_\_ do solemnly swear/affirm that I will faithfully and conscientiously uphold the constitution of the Gbarzon District Association in the Americas and shall diligently discharge the duties of the office of \_\_\_\_\_. So help me God!

### **Article XVIII: By-laws**

1. On being admitted to membership, each member is entitled to, and the Association shall give him without charge, a copy of the constitution and by-laws of the Association.
2. Upon coming into force these by-laws shall not be altered or added except by special resolution/amendment that shall be done by two-thirds majority members in a general meeting.

### **CORPORATION ACT**

The address of the Association is \_\_\_\_\_ until the day after the next Notice of Address of the Association filed by the Association.

These Constitution and By-laws were adopted during the First Annual Convention of the Association in the City of Providence, RI on October, 27, 2007.

For the Constitution Committee

Jerry Gbardy  
CHAIRMAN

Taplah Coleman  
CO-CHAIRMAN

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**Gbarzon District Association in the Americas**

**Approved Draft**

**Constitution and Bylaws**

**Submitted to the People of Gbarzon District**

**By the**

**Constitution Committee**

**Jerry Gbardy  
CHAIRMAN**

**Tarplah Coleman  
CO-CHAIRMAN**

**September 19, 2007**