



By-Laws and Constitution

Table Of Contents

<u>CHAPTER NUMBER</u>	<u>DESCRIPTION</u>
	<u>PREAMBLE</u>
ARTICLE I	NAME
ARTICLE II	AIMS AND OBJECTIVES
ARTICLE III	MEMBERSHIP
SECTION I	MEMBERS
SECTION II	LOCAL GGAA CHAPTERS
SECTION III	INDIVIDUAL GRAND GEDEANS
SECTION IV	HONORARY MEMBERSHIP
SECTION V	BONA FIDE MEMBERSHIP
ARTICLE IV	ORGANIZATIONAL STRUCTURE
SECTION I	STRUCTURES
SECTION II	STANDING COMMITTEES
ARTICLE V	DUTIES OF THE PRINCIPLE BODIES
SECTION I	DUTIES AND FUNCTIONS
SECTION II	THE NATIONAL CONFERENCE
SECTION III	THE BOARD OF DIRECTORS
SECTION IV	THE NATIONAL ADMINISTRATION
ARTICLE VI	QUALIFICATIONS OF OFFICERS
SECTION I	GENERAL
SECTION II	THE NATIONAL PRESIDENT
SECTION III	THE NATIONAL VICE PRESIDENT
SECTION IV	THE NATIONALS GENERAL SECRETARY
SECTION V	THE NATIONAL TREASURER
SECTION VI	THE NATIONAL CHAPLAIN
ARTICLE VII	DUTIES OF OFFICERS AND COMMITTEES

SECTION I	THE NATIONAL PRESIDENT
SECTION II	THE NATIONAL VICE PRESIDENT
SECTION III	THE NATIONAL SECRETARY
SECTION IV	THE NATIONAL TREASURER
SECTION V	THE NATIONAL CHAPLAIN
SECTION VI	STANDING COMMITTEES
ARTICLE VIII	ELECTIONS AND TENURE OF OFFICERS
SECTION I	GENERAL ELECTIONS
SECTIONS II	ELECTIONS COMMISSION
SECTION III	FEES FOR CANDIDACY
SECTION IV	TENURE OF ELECTED OFFICERS
SECTION V	IMPEACHMENT AND REMOVAL
SECTION VI	VACANCIES AND SPECIAL ELECTIONS
ARTICLE IX	LOCAL CHAPTERS
SECTION I	ESTABLISHMENT AND OPERATION
SECTION II	NATIONAL ASSOCIATION SUPPORT
SECTION III	AUTONOMY
SECTION IV	MEMBERSHIP DUES
SECTION V	DELINQUENCY
ARTICLE X	FINANCE
SECTION I	FUND RAISING & BANK ACCOUNTS
SECTION II	AUDIT
SECTION III	BEREAVEMENT FUND
SECTION IV	TURNING OVER FINANCIAL RECORDS
ARTICLE XI	JURISDICTION
SECTION I	HEADQUARTERS
ARTICLE XII	MEDIA AND PUBLICITY
SECTION I	GENERAL
SECTION II	WEBMASTER & VETTING COMMITTEE
ARTICLE XIII	CAPITAL ASSETS
SECTION I	PURPOSE

SECTION II	ACQUISITION & ADMINISTRATION
ARTICLE XIV	MISCELLANY
SECTION I	OATH OF OFFICE
ARTICLE XV	THE LOGO
SECTION I	THE GEDEH MOUNTAIN
ARTICLE XVI	AMENDMENT
SECTION I	THE CONSITUTION
SECTION II	ADOPTION BY NATIONAL CONFERENCE
ARTICLE XVII	DISSOLUTION OF THE ASSOCIATION
SECTION I	THE ASSOCIATION

BY-LAWS

ARTICLE I	PROCEDURES
SECTION I	OFFICIAL BUSINESS
ARTICLE II	QUORUM
SECTION I	SIMPLY MAJORITY
SECTION II	PUNCTUALITY
ARTICLE III	FISCAL YEAR
SECTION I	FISCAL YEAR
ARTICLE IV	AMENDMENT
SECTION I	REQUIREMENTS AND PROCEDURES

COMMITTEE OF ORIGINAL DRAFTERS

CONSTITUTIONAL REVIEW COMMITTEE (2002)

CONSTITUTIONAL REVIEW COMMITTEE 2010

PREAMBLE

We, citizens of the Republic of Liberia originating from Grand Gedeh County of said Republic and residing in the Americas;

Being deeply concerned about our welfare and in order to form a brotherly bound for the assurance of unity, understanding and cooperation among ourselves and;

To establish and maintain a workable machinery that will provide for and promote the general welfare of all Grand Gedeans everywhere, do hereby form this non-political and non-profit organization.

Article I – Name

Section 1: The name of this Association shall be the “Grand Gedeh Association in the Americas, Inc.” which shall be abbreviated as GGAA, and hereinafter referred to simply as the Association.

Section 2: Motto – The motto of this Association shall be: “People United for Excellence”.

Article II – Aims and Objectives

Section 1: The aims and objectives of this Association shall be:

- a) To promote unity, peace, mutual understanding, brotherhood and cooperation among Grand Gedeans;
- b) To encourage and promote educational, cultural and social advancement;
- c) To create awareness among Grand Gedeans and encourage the participation of the Association and member chapters in the national, local and county issues which affect the general interest of Grand Gedeans at home and abroad;
- d) To provide a forum for the free exchange of ideas and arbitration of disputes, and to create an enabling atmosphere for the cultivation of individual self-esteem, talents and leadership skills;
- e) To undertake self-help projects which are beneficial to Liberians in general and to Grand Gedeans in particular;
- f) To coordinate the activities of member chapters, so as to avoid overlapping and duplication of programs and conflicts in scheduling of activities;
- g) To interact with other associations, clubs and organizations with similar objectives, for the promotion of the interest of Liberians in general and Grand Gedeans in particular and;
- h) To provide humanitarian services to members and non-members of our community through criteria set forth in this constitution.

Article III – Membership

Section 1. Membership in the Grand Gedeh Association in the Americas, Inc. shall be conferred upon associations and individuals in accordance with the following provisions.

Section 2: Local Grand Gedeh Association Chapters:

- a) Membership of the Association shall be accorded to any local Grand Gedeh Association organized and operating in any of the 50 States of the United States, Canada and other countries of the Americas, provided the local association has at least fifteen (15) members and requested membership through a written communication addressed to the National Board of Directors of the Association (See Article V, Section 3).
- b) Each local Grand Gedeh association desiring membership of the Association shall be required to submit its constitution and by-laws to the National Board of Directors of the Association along with its letter of request for membership.
- c) No local Grand Gedeh association shall be denied membership except it has less than fifteen (15) members, or its constitution and by-laws are not in harmony with the constitution and by-laws of the Association.
- d) The application for membership (Chapter status) shall be signed by the president of the local association and attested to by the chairman of its board of directors.
- e) Membership status and privileges shall be conferred and assumed only after receipt of a certificate of membership (Chapter status) duly signed by the Chairman of the National Board of Directors or other such person that the Board may designate.
- f) Pursuant to the spirit and letter of Article II, Section 1(a), all Grand Gedehans living in any given State of the United States of America and other countries of the Americas and Canada who desire to establish a local Grand Gedeh association shall organize themselves under one (1) state association. It shall, therefore, be unlawful, under this constitution and by-laws, for the Board of Directors of the Association to certify and recognize more than one local Grand Gedeh association in any given state.
- g) However, each local Grand Gedeh association shall structure its constitution to allow for the establishment of branches of the local association throughout its state of jurisdiction, except that no branch shall have less than ten (10) members and be located within a hundred (100) mile radius of an existing branch or the seat of the local chapter. All other internal arrangements pertaining to the relationship between the local chapter and its branches, including leadership structure, degree of autonomy to be enjoyed by the branches, and financial and other responsibilities of the branches shall be covered by the constitution of the local Grand Gedeh association.

- h) No local Grand Gedeh association shall deny branch status to any group of Grand Gedeans in its state of jurisdiction who meet the requirements set forth in paragraph “g” above (Article III, Section 2(g)) and specific requirements as may be set forth in the constitution of the local association for the establishment of a branch. However, these local requirements must be in harmony with this constitution and by-laws.

Section 3: Individual Grand Gedeans:

- a) Membership of the Association may be accorded to individual Grand Gedeans and their spouses who reside in any of the 50 states of the United States, Canada and the other countries of the Americas, provided no local Grand Gedeh association exists in their State, or the existing local Grand Gedeh association has not met requirements set forth in this constitution for membership in the Association.
- b) Membership shall be accorded based upon a formal request from such individual(s) to the National Board of Directors and receipt of the Board’s certification of membership. Upon the certification of an individual member, the Board shall duly inform the National President through a written communication, and the President shall in turn notify the Membership Committee.

Section 4: Honorary Membership:

- a) Honorary membership may be accorded to a non-Grand Gedeon who is supportive of the programs and mission of the Association by contributing to the general well-being of the Association and/or the people of Grand Gedeh County.

Section 5: Bona fide Membership:

- a) A Bona fide member of the Association shall be a member of the Association as defined in Sections 1, 2, and 3 of this Article, and who holds a valid membership card of the Association. Honorary members shall not be accorded bona fide membership status.

Article IV – Organizational Structure

Section 1: The organizational structure of this Association shall be comprised of three Principal bodies, namely:

- a) The National Conference
- b) The National Board of Directors
- c) The National Administration

Section 2: Standing Committees

- a) The National President shall have the power to appoint the following standing committees, whose functions shall be as provided by this constitution:
- b) Ways and Means ii)Membership iii)Education and Training iv)Awards v) Women vi)Youth Development

Article V – Duties of the Principle Bodies

Section 1: The duties, functions and responsibilities of the principal bodies of this Association shall be as herein set forth by this constitution.

Section 2: The National Conference

- a) The National Conference shall be the supreme body of this Association and shall be held annually in the month of May. The date and venue of the National Conference shall be decided by the National Conference. Should the National Conference fail to decide same during its session, the National Administration shall decide same subject to the approval of the National Board of Directors. However, hosting of the National Conference shall rotate among the local chapters.
- b) The National Conference shall be composed of bona fide members of the Association who are willing and are able to-attend the conference. It shall be the forum for planning, evaluation of programs, review of progress of programs, and arbitration of disputes that have been referred to it by the Board of Directors and/or the National Administration.
- c) Officers of the National Conference shall be the administrative officers of the Association, with the president as presiding officer. This provision shall not be construed as precluding the establishment of such working and ad hoc committees and appointment of administrative and support staff as the Conference may deem fit, for the effective conduct of its business.
- d) In all deliberations of the National Conference, a simple majority of the votes cast by eligible voters shall be sufficient to dispose of any matter.
- e) The National Conference shall receive and act upon the annual report of the National president and special reports of committees. The Chairman of the Board of Directors shall preside and moderate the session of the National Conference during which the president makes the annual report.
- f) It shall have the power to reprimand in matters over which it has jurisdiction.

Section 3: The Board of Directors

- a) The Board of Directors (herein after referred to as the Board) shall be comprised of two members from each local chapter elected by members of that chapter.
- b) The Board shall serve as a check and balance to the powers of the national administration and shall not assume any of the functions delegated to any of the other constituted bodies, except as provided for in this constitution and by-laws.
- c) It shall elect its own officers from its membership, and adopt written rules for its operation. The rules of the Board shall contain the qualifications of and procedure for electing its officials.
- d) It shall meet at least once a quarter.
- e) It shall be required to act on the President's programs and/or budget within sixty (60) days after the President has submitted same to the Board, otherwise, the programs and/or budget stand automatically approved.
- f) It shall hear and rule in all cases of conflict of laws or interests between the National Association on the one hand and local chapters and/or individual members on the other hand and which cannot be resolved by the parties concerned.
- g) It shall have the power to investigate and reprimand any elected officer or a board member for serious breach of trust such as: 1) embezzlement and/or misappropriation of the Association's funds, 2) prolonged inactivity and gross ineptitude in the discharge of duty, 3) bribery, 4) habitual drunkenness, 5) conviction by a competent court of jurisdiction of a criminal charge and other irregularities that might be detrimental to the smooth operation of the Association.
- h) No member of the Board who is directly or indirectly involved in the matter under investigation shall be part of the investigating team, or exercise the right to vote in the determination of the final verdict. If the board member affected is the chairman or any other official of the Board, such official shall be temporarily suspended from performing his/her official duties until the investigation is concluded.
- i) Should the results of the investigation under Section 3(g) of this Article warrant the removal of an elected officer, the Board shall have the power to impeach and remove from office the guilty official. A two-thirds (2/3) majority vote of eligible members of the Board shall be required to impeach an elected official.
- j) A two-thirds majority vote of all eligible members of the Board is required for a guilty verdict.
- k) The Board shall have the power to investigate any of its members who is accused of violating any of the rules of the Board, or any of the offenses listed in Article V, Section 3(g). The procedure for the conduct of the investigation and action(s) to be taken by the board in case of a guilty verdict shall be clearly stated in the rules of the Board.

- l) The Board shall have jurisdiction over all disputes that have been brought to its attention by the National Administration, a member chapter, an individual member, or a group of members. However, it shall not indulge in the investigation of matters that are of administrative nature and are subject of internal discipline by the national administration or a member chapter.
- m) The Board shall adjudicate election disputes referred to it.
- n) The Board shall record and maintain a record of the votes of its members and shall furnish this information to any member or chapter of the Association upon request.
- o) No member of the Board shall be appointed to or serve on any committee of the Association, whether Standing or Ad hoc, except such committee or commission's work is related to the work of the Board, and as provided for under Article XII.

Section 4: The National Administration

- a) The National Administration shall be the administrative functionary of the Association and shall be composed of the following five (5) members who shall be elected by the National Conference:
 - i. The National President
 - ii. The National Vice President
 - iii. The National Secretary
 - iv. The National Treasurer
 - v. The National Chaplain
- b) The National Administration shall, from time to time, devise administrative rules and guidelines for the efficient, effective and smooth operation of the Association provided, however, that such rules and guidelines are not repugnant to the provisions of this constitution.
- c) It shall issue annually, through the local chapters, identification cards to registered members as validation of their membership with their chapters of affiliation. Member identification cards are to be issued directly to individual members who live in a state without a local chapter.
- d) From time to time, the Administration shall, for the purpose of accountability, appoint an ad hoc committee or commission, or hire the services of a competent accounting firm to audit local chapters. The report of the audit shall form part of the president's report to the National Conference.
- e) It shall have the power to raise funds on behalf of the association through various means, consistent with provisions of this constitution.

Article VI – Qualifications of Officers

Section 1: General

All candidates seeking elective positions, including the position of the chairman of the Board, shall not be indebted to their local chapters and/or the National Association financially, not have outstanding reports and/or records belonging to their local chapters and/or the National Association, and shall be active members of the National Association. Proof of active membership for the purpose of this provision shall be:

- 1) Attendance of at least two (2) of the last four (4) National Conferences immediately preceding the National Conference during which elections are to be held,
- 2) Regular attendance of chapter meetings, and
- 3) Being current with payment of all dues and taxations, both local and national. The National Administration shall maintain record of all National Conference attendees for each National Conference for no less than four (4) years. The “at least two (2) year National Conference attendance” provision of this paragraph shall come into effect four (4) years after this amendment is adopted.

Section 2: The National President shall have the following minimum qualifications:

- a) Be a Grand Gedeon with residency in one of the countries in the Americas and be a bona fide member of the Association, as defined in Article III, Section 5(a) for at least five (5) calendar years.
- b) Must have at least a high school education or its equivalent and must be financially upto- date with his/her chapter of affiliation and the National Association.
- c) Must have held an administrative position in his/her chapter.

Section 3: The National Vice President

- a) The qualifications of the National Vice President shall be the same as those of the President.

Section 4: The National General Secretary

The National Secretary shall meet the qualification requirements in Article VI, Section 2(a) and 2(b).

Section 5: The National Treasurer

- a) The National Treasurer must meet the eligibility requirements set forth in section 2(a) and 2(b) of this Article.
- b) The Treasurer must have the ability to keep the financial records of the Association.
- c) Must have general knowledge of bookkeeping and Accounting.

Section 6: The National Chaplain

- a) The National Chaplain shall be a person of good deportment, moral character and religious inclination.

Article VII- Duties of Officers and Standing Committees

Section 1: The National President

- a) The National President of this Association shall be the chief administrative and executive officer, whose duties and responsibilities shall be as follows:
- b) The President shall have the power to call regular and emergency meetings of the Association at a time and venue of his/her choice, but taking into consideration the need to cause minimum inconvenience to the membership of the Association. He/she shall preside over all such meetings.
- c) He/she shall cast the tie-breaking vote whenever there is a tie during a vote taken during the business sessions of National Conferences, and regular and emergency meetings over which he/she is presiding.
- d) He/she shall have the power to request the Chairman of the Board of Directors to call Special Meetings of the Board of Directors to deal with matters which, in the opinion of the president, affect the interests of the Association and require the timely action of the Board. The venue of the meetings shall be determined by the chairman of the Board, in consultation with the entire membership of the Board.
- e) He/she shall prepare and present to the National Conference a detailed report on the state of affairs of the Association.
- f) He/she shall be the official spokesperson and legal representative of the Association.
- g) He/she shall have the power to confer, with the advice and consent of the board of directors, honorary membership upon individual(s) based on provisions of Article III, Section 4.
- h) He/she shall, on behalf of the Association, execute business contracts with and solicit financial and material contributions from business and corporate entities, individuals, companies, firms, foundations, and other organizations and clubs, for the benefit of the Association.

- i) He/she shall also have the power to retain the services of legal counsels to defend the interests of the Association and its members, whenever necessary.
- j) He/she shall have the power to appoint all non-elected officers of the Association, including chairpersons and members of all standing, ad hoc and special committees, with the advice and consent of the Board of Directors.
- k) He/she shall have the power and responsibility to develop, coordinate, supervise and direct all administrative policies of the Association.
- l) He/she shall be required to submit to the Board of Directors, for its review and approval, the programs of the National Administration, and budgetary estimates to finance those programs no more than four (4) months after the National Conference. No expenditures shall be made without an approved budget or, in the case of special or emergency projects, without the prior approval of the Board. No approved funds shall be reallocated without the approval of the Board.

Section 2: The National Vice President

- a) The National Vice President shall act in the absence of the President. In the event of the permanent disability, resignation, impeachment or death of the President, the National Vice President shall succeed the president to complete the remaining term of office.
- b) He/she may, from time to time, perform other duties that the President may delegate to him/her provided, however, that such duties are relevant v to the office of the President.

Section 3: The National Secretary

- a) The National Secretary shall record, compile and read minutes of all meetings of the Association and, by directive of the President, handle all correspondence of the Association, including the issuance of citations for meetings.
- b) He/she shall be the custodian of all nonfinancial records of the Association, including the Articles of Incorporation. It shall be his/her responsibility to keep current the Association's Articles of Incorporation.
- c) He/she shall perform other duties that the President may assign to him/her, relative to the effective and smooth running of the Association.
- d) He/she shall act in the absence of the National President and National Vice President. And, in the event of the permanent disability, resignation, impeachment or death of the National President and National Vice President, he/she shall succeed to the presidency to complete the remaining term of the administration.

Section 4: The National Treasurer

- a) The National Treasurer shall be the Chief Financial Officer of the Association and one of the Signatories to the Association's bank account(s).
- b) He/she shall receive and deposit in the account(s) of the Association all funds and monies belonging to the Association, and maintain accurate records thereof.
- c) He/she shall be charged with the responsibility to collect dues, levies, taxation and donations from members, chapters and donors.
- d) He/she shall submit quarterly financial reports to the National President who shall furnish copies of same to the local chapters and the chairman of the Board of Directors.
- e) He/she shall perform other duties, as may be directed by the President, relative to the financial management of the Association.
- f) He/she shall be responsible to prepare or cause to be prepared the Association's annual tax returns and to ensure the Association's tax exempt status is kept current.

Section 5: The National Chaplain

- a) The National Chaplain shall be responsible for the spiritual affairs of the Association.
- b) He/she shall formulate and implement religious and inspirational programs, including conducting devotions and benedictions during meetings and other functions of the Association.

Section 6: Standing Committees

The **Ways and Means Committee** shall plan and implement fundraising programs.

The **Membership Committee**: Shall maintain a data base of members of the Association, administer the Association's membership identification card program, and plan and execute programs to recruit new members and establish new chapters.

Education and Training Committee shall conduct training workshops and seminars. It shall handle all education and training related programs of the association, including the administration of the Association's scholarship program.

The **Awards Committee** shall administer the Association's Awards Program based on guidelines established by the National Administration and approved by the National Board of Directors.

Women Committee shall have overall responsibility to advise the national administration on issues related to the women and children of Grand Gedeh and, with the approval of the

national administration, plan and execute programs in support of projects to benefit the two groups.

The Committee shall also develop guidelines for and administer the association's annual Queen Contest, and cooperate with and support other committees, standing or ad hoc, in the planning and execution of all social programs of the Association.

The **Youth Development Committee** shall plan and implement programs that will attract young Grand Gedeans to the Association. The committee shall encourage youth participation in the activities of the Association.

Article VIII- Elections and Tenure of Elected Officers

Section 1: General Elections

- a) Election for national officers, including the leadership of the Board, shall be held once every two (2) years during the National Conference (see Article V, Section 2(a).
- b) Voting shall be by secret ballots.
- c) Except the election results are disputed, the National officers elected shall immediately be sworn in by the chairman of the Board of Directors or, in his absence, the co-chairman of the Board of Directors or, in his absence, one of the Board members present who shall be selected by the majority of the Board members present.
- d) Members of the National Board of Directors shall be elected by their respective chapters.
- e) Only Bona fide members, as defined in Article III, Section 5(a), of the Association shall be eligible to vote in a national election.
- f) Challenges to the conduct and results of elections shall be made no later than 48 hours following the announcement of the election results. However, the intention to file a protest must be made known to the Elections Commission immediately upon the announcement of the election results. The Elections Commission shall furnish an "Intention to Protest the Election Results" form to be signed by the party intending to file a protest. The form shall be developed by the Elections Commission and shall be available at the polling place.
- g) All election protests shall be filed with the Elections Commission except the Commission is implicated in or is the subject of the protests, in which case the protests shall be filed with the National Board of Directors.

- h) All election protests shall be adjudicated expeditiously, if possible within no more than 30 days.
- i) Elections for the officers of the Board of Directors and the National Administration shall not be held in the same year.

Section 2: Elections Commission

- a) Election of all national officers, except the leadership of the Board, shall be conducted by an Elections Commission. The Commission shall consist of five 5 members who shall be elected by the National Conference.
- b) The Commission shall scrutinize candidates for qualification and eligibility, determine eligible voters in accordance with Article III, Section 5(a), conduct elections, and declare winners.
- c) The Chairman of the Elections Commission shall not vote except in the event of a tie, in which case he/she shall cast the tie-breaking vote.
- d) The Commission shall be automatically dissolved following the swearing-in of the elected officials.

Section 3: Fees for Candidacy

- a) The following fees shall apply for candidates seeking elected positions. The fees shall be paid to the National Treasurer:
 - I. National President \$200.00
 - II. National Vice President 150.00
 - III. National Secretary 100.00
 - IV. National Treasurer 100.00
 - V. National Board member 100.00
 - VI. National Chaplain 50.00
- b) The fees for the positions of National President, National Vice President, National Secretary, National Treasurer, and National Chaplain shall be paid directly to the National Treasurer. In the case of Board elections, which shall be conducted by the Local Chapters, the fees shall be paid to the local Treasurer who shall turn same over to the National Treasurer before election of the leadership of the Board. No

board member shall be allowed to attend aboard meeting and/or participate in board deliberations whose fee has not been paid.

Section 4: Tenure of Elected Officers

- a) All elected officers of the Association, including the leadership of the National Board of Directors, shall hold office for two (2) years, commencing from the date of their election. In the case of the National Administration, the two-year term shall expire at the end of the last business session of the National Conference during which an election is to be held. The period of the election is not considered a business session. During the election period and up to the swearing-in of the new leadership of the National Administration, the Board of Directors shall manage the affairs of the Association. Elected officers may be eligible for re-election, provided that no person shall hold the same elective office for more than four (4) consecutive years.
- b) Immediately upon the swearing-in of the new administration into office, it (the new administration) shall have the authority to spend up to \$8,000 to underwrite the cost of the inauguration of the new administration. Any amount exceeding the \$8,000 must be approved by the Board of Directors.
- c) Inauguration for the new administration, intended only for fundraising and social interaction, shall be held in the month of September. The venue of the program shall be determined by the new National Administration.

Section 5: Impeachment and Removal of Officers.

- a) An elected administrative national officer may be impeached and removed from office by the National Board of Directors if found guilty of any of the offences listed under Article V, section 3(g), of this constitution. In addition to those offenses, the National President shall be impeached and removed from office if found guilty of 1) not furnishing to the Board of Directors financial reports as per Article VII, Section 4(d) for two (2) quarters, 2) not submitting a budget three (3) months after the end of the fiscal year; 3) depositing or authorizing to deposit the Association's funds in an account or financial institution not approved by the Board of Directors; 4) not reporting to the Board of Directors, after becoming aware, that the Association's funds have been deposited in a non- Board-of-Directors-approved account or financial institution; 5) closing or authorizing to close any of the Association's accounts without the approval of the Board; 6) changing or authorizing/approving the change of the password, domain name or service provider of the Association's website.
- b) A board member may be expelled by the Board in accordance with Article V, Section 3(j). The Board shall duly inform the affected chapter and said chapter shall provide a replacement within three (3) months of being notified.

- c) A two-thirds (2/3) majority vote cast by members of the Board of Directors present, shall be sufficient to remove a national officer from office, provided a quorum, as defined by the Board Rules, is present at the meeting during which the vote is taken.
- d) Any person removed from office under paragraph (c) of this section shall be barred from holding a national or local elected office for four (4) calendar years, from the date of his/her removal. If the removal is for reason of embezzlement or misappropriation of Association funds, restoration of right to hold an elected office shall be contingent upon full restitution of the amounts embezzled and/or misappropriated.

Section 6: Vacancies and Special Elections

- a) Vacancies created at the national level as a result of an impeachment shall be filled by special elections during the sitting of the National Conference, except as provided for in Article VII, Section 2(a) and Section 3(d). All vacancies created other than removal by impeachment and for which this constitution does not provide for automatic succession, shall be filled by appointments by the Board of Directors, upon the recommendations of the National Administration.
- b) Anyone elected or appointed to fill a vacancy, shall serve only to complete the remaining term of his/her predecessor.

Article IX – Local Chapters

Section 1: Establishment and Operation

- a) The Association shall encourage and promote the organization of local Grand Gedeh Association chapters throughout the Americas.
- b) A local Grand Gedeh Association chapter may be established in any state, where there are at least fifteen (15) Grand Gedeans.
- c) Each chapter shall be required to submit to the National Administration annual reports covering its activities and state of affairs, ninety (90) days prior to the National Conference. These reports shall be reflected in the annual report of the National Administration to the National Conference.
- d) Only one chapter shall be established in each state.
- e) Each local chapter shall provide to the National Administration an up-to-date roster of all bona fide members of the chapter one month prior to the National Conference.

Section 2: National Association Support

- a) The National Association shall encourage, promote and support the programs and activities of the local chapters, designed within the framework and objectives of the Association, for the general welfare and well-being of their members.
- b) The National Association shall encourage and support inter-chapter social activities and other programs through careful planning, scheduling and coordination.

Section 3: Autonomy

- a) The National Association shall guarantee autonomy to the local chapters in the development of their constitutions, activities and programs, except as expressly stipulated in this constitution and by-laws and provided these internal arrangements and processes are in harmony with the constitution of the Association and will not undermine the effective functioning of the National Association.

Section 4: Membership Dues

- a) Each Local chapter of the Grand Gedeh Association in the Americas, Inc. shall pay an annual due of \$300.00 to the National Administration.
- b) Each individual member shall pay an annual due of \$25,00
- c) Dues shall become payable by the first day of the fiscal year as defined in Article III, Section 1 of the by-laws.

Section 5: Delinquency

- a) Members of any chapter, which is delinquent in meeting its financial and other obligations to the Association, shall be denied all membership privileges, including the right to vote. This provision shall apply equally to individual members. The National Administration shall determine which Local Chapters or individual members are delinquent, and impose the appropriate penalty. Such chapters and individual members shall be considered Inactive. Those chapters and individual members who are current with their obligations to the Association shall be considered Active.

Article X – Finance

Section 1: Fund Raising and Bank Accounts

- a) The National Association shall raise funds and generate revenues through programs, donations, contributions, sale of membership identification cards, special taxation

levied on members and/or chapters, and other legal means to defray administrative and operational costs, and implement programs and projects of the Association. The specific amount of taxation shall be determined by the National Administration, subject to the approval of the Board.

- b) The National Association may undertake special projects or operate enterprises designed to generate revenues, or borrow funds, subject to the approval of the Board, to finance part or all of its projects.
- c) The Association shall establish and maintain bank account(s) at recognized bank(s) or financial institution(s), subject to the approval of the Board of Directors. In opening each account, the names of the leaders of the National Administration (President, Treasurer, and Secretary) and the National Board of Directors (Chairman and Secretary), shall be provided to the financial institution(s).
- d) Withdrawal of funds from the Association's account(s) shall be made based only upon duly executed vouchers and only for approved budgetary appropriations.
- e) The signatories to the Association's account(s) shall be the National President, the National Treasurer, the National Secretary, the Chairman of the Board, and the Secretary of the Board. The signature of the National President and one of the other designated signatories of the National Administration shall be required to make a withdrawal from the account(s). The signatures of the Chairman of the Board and the Secretary of the Board shall be valid for withdrawal only during the transitional period specified in Section 4 of this Article X.
- f) All taxes levied by the National Association and collected by Local Chapters or committees appointed by the National President shall be turned over to the National Treasurer. A comprehensive financial report shall be submitted to the National President for all such collections.

Section 2: Audit

- (a) Independent auditors may be commissioned or a special auditing committee may be established by the National Board of Directors to examine the financial records of the National Administration. The auditors shall report their findings and recommendations to the National Board of Directors.

Section 3: Bereavement Fund

- a) The National Association shall establish a Bereavement Fund to assist its members who are bereaved. The bereavement assistance shall be limited to the death of an immediate family member, defined herein as, father, mother, husband, wife, child, brother and sister residing in the Americas. The amount to be provided shall be determined from time to time by the National Administration, in consultation with the

Board of Directors. In any case, equal benefits shall apply. All contributions to the Bereavement Fund shall not qualify as tax-exempt contributions.

Section 4: Turning over of Financial and other Records

- a) During an election year for the National Administration, the Board of Directors shall assume temporary management of the Association's finances, including all bank accounts, beginning the Friday immediately preceding the National Conference and until a new administration has been sworn-in. The Board shall advise all banks and other financial institutions holding the Association's account(s) of its temporary management responsibilities, as well as notify them that the National President, National Treasurer, and National Secretary are no longer authorized to manage the accounts.

The notice shall be served on the financial institutions no later than two weeks prior to the National Conference. However, the change in management responsibilities shall not take effect until 12:00 A.M the Friday immediately preceding the National Conference.

- b) In its notice to the financial institutions, the Board shall clearly state that its management responsibilities are temporary and that they shall end immediately upon the swearing-in of the new National Administration.
- c) The National President shall publicly turn over to the Chairman of the National Board of Directors all checkbooks and other financial documents required to operate the Association's account(s) as the first order of business during the opening session of the National Conference.
- d) During this transitional period when the Board shall assume management responsibilities of the Association's finances, the Board shall be authorized, through its chairman, to make payments and perform other financial transactions on behalf of the Association. However, all such financial transactions shall be consistent with the financial management section of this constitution.
- e) The Chairman of the Board shall turn over to the new National Administration all financial records/documents and checkbooks received from the previous administration immediately upon the swearing-in of the new administration. Within no later than 72 hours of the new Administration being sworn-in, the Chairman of the Board shall introduce the new Administration to all financial institutions holding the Association's accounts and inform them of the end of the Board's temporary management responsibilities of the Association's account(s).

- f) In the event the Chairman of the Board fails to perform the duties specified in Paragraph (e) of this Section 4 and within the time period specified, the new Administration shall be authorized, through the new National President, to notify the financial institutions directly, giving as evidence of its legitimacy this constitution and a certificate issued by the Elections Commission and duly signed by its chairman certifying that the administration has been duly elected.
- g) The Chairman of the Board would have committed an impeachable offense, and shall be impeached and removed from office, if he refuses or fails, or causes the Board of Directors to refuse or fail to relinquish management responsibilities of the Association's finances within the time period specified after the new National Administration has been sworn-in.

The National Administration shall not be answerable to the Board under this condition if its chairman is not removed and replaced within 30 days of his/her refusal/failure to relinquish control of the Association's finances as stipulated above. In such a case, the responsibilities and authority of the Board shall be temporarily vested in an Ad hoc committee consisting of chapter presidents.

- h) The first meeting of the Ad hoc committee specified in Paragraph (g) of this Section 4 shall be organized and presided over by the National Vice President no later than 45 days after the Board's failure to impeach and remove from office its chairman. The agenda for this meeting shall be limited to the election of the leaders of the Ad hoc committee.
- i) The Ad hoc committee shall automatically be dissolved upon the removal and replacement of the Chairman of the Board and it shall turn over all of its records to the Board.
- j) Within 30 days after the newly elected National Officers have been duly sworn into office, the previous administration, represented by the previous National President, shall turn over, to the new National Administration, all records/documents and reports of the Association not turned over to the Board as required in Paragraph (c) of this Section 4. These shall include a detailed financial report covering the election-year National Conference.
- k) Within 60 days of the turning over of records as required in Paragraph (j) of this Section 4, the National Treasurer, through the National President, shall notify the Board of Directors of any discrepancies that may exist between the financial records and the report of the previous administration on the state of the financial affairs of the Association. The Board and the National Administration shall take the necessary steps, including legal actions, to have the previous administration reconcile the discrepancies.

- l) All former leaders who refuse or fail to turnover as provided for in this Section 4, shall not be eligible to hold any office while they are in noncompliance and for a period of two (2) years after they shall have complied.
- m) The provisions of this Section 4 without exception shall also apply to all chapters of the Association. In the case of the chapters, the word “Board” shall mean the local Board of Directors, and the Ad hoc committee referred to in Paragraphs (g), (h), and (i) shall consist of no more than five (5) active members of the chapter to be elected by the active membership of the chapter. The constitution of each chapter shall incorporate this Section 4 in its entirety, editing only references to national officers to reflect officers of the chapter and the words “National Conference” to reflect local practice.

Article XI – Jurisdiction

Section 1:

The Headquarters of the Grand Gedeh Association in the Americas shall be located in the City of Philadelphia, in the State of Pennsylvania, United of States of America.

Article XII – Media and Publicity

Section 1: General

The Association shall establish and maintain an Internet website to be used to publicize the programs and policies of the Association, publicize development programs in Grand Gedeh County, Liberia, as well as serve as a platform for the Association to communicate its views and positions on issues affecting the Grand Gedeh community in particular and the Liberian nation in general.

The National Administration shall have responsibility for the management of the Internet website with oversight from the Board of Directors.

Section 2: Webmaster and Vetting Committee

The day-to-day management of the Internet website shall be carried out by a Webmaster to be appointed by the National President, with the advice and consent of the National Board of Directors.

The Webmaster shall provide to the National President and the Chairman of the Board of Directors the password to the Internet website and shall not change the password, domain

name, or service provider without the prior approval of the National President and the Board of Directors.

As a condition of his/her appointment, the Webmaster shall provide a signed statement of confidentiality pledging not to disclose the password to the site to anyone other than those individuals specified herein or their designates, provided those designates are members of the National Administration or the National Board of Directors.

A Vetting Committee comprising of the National Secretary, who shall serve as chairman of the committee, the Webmaster, and the Secretary of the Board of Directors shall have the responsibility to vet all publications to the website. No publication, whether articles, press releases, position statements, etc., shall be published to the Association's website without the prior approval of the committee. A violation of this provision shall result in the immediate dismissal of the Webmaster.

Article XIII – Capital Assets

Section 1: For the purpose of this constitution, capital assets shall be defined as any property, physical asset, intellectual property and other assets of the Association that cost \$250.00 or more.

Section 2: The acquisition, administration and/or supervision of all capital assets of the Association shall be the responsibility of the National Administration. However, no capital assets shall be acquired without the expressed approval of the National Board of Directors. Prior to the purchase of a capital asset value at \$10,000 or more, the National Administration shall prepare a management plan for that asset and submit same to the National Board of Directors for approval.

Article XIV – Miscellany

Section 1: Oath of Office

- a) Every elected officer shall be required to subscribe to the solemn oath of affirmation of office and duties as follows:

I, _____, do solemnly swear that I will uphold the Constitution and By-laws of the Grand Gedeh Association in the Americas, Inc. and will faithfully discharge the duties of the office of _____. So help me God.

Article XV- The Logo

Section 1: The Gedeh Mountain

- a) The official Logo of the Association shall be a design of the Gedeh Mountain, with the rising sun above a green field and a cross of two axes in the upper left corner.
- b) The Gedeh Mountain symbolizes birthrights and origin; the sun in the horizon signifies a glaring new day of unity and awareness; the green field represents prosperity for generations to come.
- c) The two axes at a cross represent instruments of hard work and productivity.

Article XVI – Amendment

Section 1:

- a) This constitution may be amended during the National Conference or a Special Conference by a vote of a two-thirds majority of the bona fide members of the Association, provided that the proposed amendment(s) has been circulated to the active member chapters at least thirty (30) days prior to the convening of the National Conference.
- b) The Board, not the National Administration, shall have the authority to initiate and supervise/coordinate the amendment process.

Section 2: Unless otherwise indicated, this constitution and all amendments shall come into full force and in effect immediately upon adoption by the National Conference.

Article XVII- Dissolution of the Association

Section 1: The Association shall be dissolved by a two-thirds majority vote of its bona fide members. Upon dissolution, the Association's assets shall be donated in such a manner as to support the Association's mission and in accordance with the laws governing the operation of nonprofit 501c(3) corporations in the United States. The beneficiaries shall be determined by the Board subject to a two-thirds (2/3) majority vote of the bona fide membership. A special meeting of the membership shall be held to oversee the dissolution process.

THE BY-LAWS

The following rules shall govern the Grand Gedeh Association in the Americas, Inc. (GGAA) in all matters applicable, as they shall be harmonious to the provisions of the Constitution.

Article I – Procedures

Section 1: The procedures for the conduct of official business of this Association shall be as set forth in these by-laws.

- a) The generally accepted and less formal parliamentary procedure shall control the order of business of this Association at all meetings and gatherings.
- b) The presiding officer shall sit during deliberations and shall not take part in the debate while presiding. He/she shall discourage assault on personalities and recalcitrant conduct by members and shall maintain objectivity and impartiality in the discharge of his/her duties.

Article II – Quorum

Section 1: A simple majority of the active member chapters present at any official gathering shall constitute a quorum to conduct business on behalf of the Association.

Section 2: Punctuality: Attendance of members and commencement of business on time shall be required of all members at all meetings and gatherings

Article III – Fiscal Year

Section 1: The fiscal year of this Association shall run from October 1 to September 30 of the following year.

Article IV – Amendment

Section 1: Requirements and procedures for the amendment to these by-laws shall be the same as those provided for the amendment of the constitution.

As amended May 29, 2010

Committee of Original Drafters:

Martha Kannah	New Jersey	Chairperson
Jaillah Nyanue	Pennsylvania	Co-chairman
Emmanuel Wru-Pour Cooper	New York	Secretary
Pyne Wallo	New York	member

Samson B. Toe	Ohio	member
Moses G. Tarbo	Canada	member
Drowneneh Tarley	Pennsylvania	member
Henry Glay	Washington, D.C.	member
T. Zahi Oulahi	Virginia	member

Constitutional Review Committee (2002)

John W. Collins, Sr.	Pennsylvania	Chairman
Emmanuel Wru-Pour Cooper	New York	Co-chairman
Edith M. Glay	Washington, D.C.	member
P. Koryeyon Deah	Illinois	member
Gbarwho Flahn	Pennsylvania	member

Constitutional Review Committee (2010)

William G. Nyanue	Illinois	Chairman
Erick V. Kohn	Missouri/Kansas	Co-chairman
Tillman Collins	Pennsylvania	Secretary
Nathaniel Gbaba	Wash. D.C./Maryland	Member
Paye Dennis	New England	Member
Washington Yonly	Minnesota	Member