

Constitution and By-Laws The Foe River Basin Community Organization



**CONSTITUTION AND BY – LAWS OF THE
FOEQUELLEH AND ENVIRONS ORGANIZATION**

MISSION STATEMENT

To provide assistance to the citizens in Foequelleh and its environs, Panta District by making education and healthcare affordable and accessible through voluntary community services and infrastructural development.

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Article I. Name

The name of the organization shall be The Foh River Basin Community Development Association.

Article II. Preamble

We the members of The Foh River Basin Community Development Organization residing in the United States of America; being cognizant of the needs of improved healthcare, social and economics conditions, educational and human resources, and infrastructural improvement of our community; deem it rational to form a charitable, non-political and non-governmental organization to foster a spirit of unity so as to promote love, peace, happiness in every member leading us to achieving our goal; do hereby construct this constitution and by-laws for the proper governance of this organization.

Article III. Motto

The Motto of the organization shall be People Matter which means in kpelle Nuah Muminneh.

Article IV. Emblem

The Emblem of the organization shall portray "Hand Picking Up A Fallen Man".

Article V. Objectives

This organization shall be a charitable, non-political and non-governmental organization; and shall undertake educational, humanitarian, developmental, and social projects in nature, in order to protect and preserve the common identity of its members.

Article VI. Headquarters

The headquarters of the organization shall be in the state where it is legally registered.

Article VII. Membership

Section I. Regular Membership

Every citizen of Foequelleh and its environs Panta District, Bong County, Liberia residing in the Americas and person or individual who has anyone that has lineage to the community shall have the right to becoming member of the organization.

Section II. Honorary membership:

Any person or individual who expresses his/her interest in the organization and willing to abide by the rules and regulations shall be granted permission to become a member. However, such membership maybe withdrawn or canceled or declare null and void if the beneficiary to the title commit act or acts contrary to the objectives of the organization

Article VIII Officers

The organization shall be governed by the officers who are members of the Executive Committee and the Board of Directors. The Executive Committee shall consist of President, Vice President, General Secretary, Financial Secretary, Treasurer, Chaplain and Parliamentarian, and Public Relations Officer.

Article IX. Board of Directors

Section I

There shall be seven elected representatives during a regular meeting or at any general conference to serve as members of the board of directors of the organization.

The officers of the board of directors shall consist of: chairman, co-chairman and a secretary

The president and general secretary of the organization shall be members of the board of directors.

In the event of resignation or death of a member of the board of directors, the organization shall elect another member during a regular meeting or at any general conference to fill the vacant seat.

Article X. Elections

Section I. An ad-hoc committee:

Elections shall be conducted by an ad-hoc committee consisting of A Chairman, Co-Chairman, Secretary and two members. The committee shall be dissolved following elections and installation of officers.

Section II. Executive Committee:

Officers on this committee shall be elected for three consecutive years and it shall be limited to two terms.

Section III. Election of President and Vice President:

The President and Vice President shall not come from the same town; however, if members from other towns decline to content the position, then an opportunity shall be given to the other candidates from the same town.

Section IV. Board of Directors:

Officers on the Board of Directors shall be elected for four years and it shall be limited to one term.

Section V. Installation of Officers:

All elected Officers shall be installed immediately after elections.

Article XI Qualifications

Section I. Candidates for elected positions: Every officer of the organization shall exhibit good moral conduct and, shall meet the following requirements: a. shall attend or participate at least 2/3 of the organization's

meetings in the past years b. shall be up to date with payment of dues c. shall be at least a high school graduate e. shall be a citizen of our local community, Panta District, Bong County d. spouses of citizens of our local community, Panta District, Bong County.

Article XII- Functions of Officials

Section I. President:

The president shall be the chief executive officer of the organization and shall supervise all administrative officers of the organization, shall preside over all meetings of the general membership and of the executive committee, shall approve and sign all documents related to the organization, and shall fully represent the organization when the need arises. All decisions taken by the president shall be made in consultation with other officials. The president shall have no absolute power but shall have a limited emergency power that must be executed in accordance with the by-laws and Constitution of the organization. The president is an ex-official member to all Standing Committees. The president shall attend all Board meetings, and shall have voting rights.

Section II. Vice President:

In the absence of the president, the vice president shall act and shall submit written reports to the president upon his/her return to office. When acting, the vice president shall have all the powers of, and subject to all the same restrictions upon the president. However, in the event of the president's death, removal from office, resignation, inability or refusal to act, the vice president shall take over the office of the presidency to perform the duties of the president during the remaining term. In such case a by-election shall be held for the position of the vice president.

Section III. General Secretary:

The Secretary of the organization shall prepare and keep the records of all called meetings of the general membership and the executive committee of the organization. All citations for meetings and other communications shall be directed by the general secretary; and may, at the discretion of the executive committee, serve on, or become chairman of the membership committee, but shall not chair more than one Standing Committee at a time.

The general secretary shall attend all board meeting and shall have voting rights.

Section IV. Treasurer:

The treasurer shall be the sole custodian of all the organization's finances. She/he shall receive and give receipts for all monies due and payable to the organization and shall deposit all such monies in the account of the organization. The executive committee shall select a reputable US bank, and shall be approved by board of directors of the organization. The treasurer along with the president, financial secretary and chairman of the board of Directors shall be the signatories to the bank account and all financial transactions of the organization. The treasurer shall present an updated financial report at every executive committee meeting and every meeting of the organization.

The treasurer may, at the discretion of the executive committee, serve on, or become chairman of the program planning and implementation committee but shall not chair more than one standing committee.

Section IV.I Audit:

There shall be an annual audit of the organization's financial status by a certified auditor. Such audit must be in compliance with Section 501C3 of the United States Internal Revenue Code.

Section V. Financial Secretary:

The financial secretary shall keep all financial records of the organization. He/she shall tend to all financial transactions relative to banking, cash grants, and prepare regular financial report at the end of every fiscal period.

Section VI. Parliamentarian:

The parliamentarian shall be the consultant and advisor to the presiding officer and other officers, committees, and members of the organization on matters of parliamentary procedures. He/She shall be the official interpreter of parliamentary rules and procedures governing meetings. He/She must be knowledgeable and able to assist with procedures during membership meeting, board meeting and convention. He/She shall advise on parliamentary tactics and strategy, shall preside over particular and contentious meetings, supervise credentials, and elections, train officers and

committee chairs, and shall serve as an expert witness at court proceedings. He/She shall be a member of the Ad-Hoc By-Laws committee that may be formed from time to time, and may serve as its chairman, but shall not chairs more than one standing committee at a time.

Section VII. Chaplain:

The chaplain shall be the spiritual and ethics official of the organization. During all meetings, conventions and conferences, the chaplain shall lead the members of the organization through prayers and devotion. If a committee on ethics, counseling and bereavement is formed for this organization by the executive committee, the chaplain shall be the chairman of said committee.

Section VIII. Public Relations Officer:

The PRO shall demonstrate favorable image of the organization to the public and other professional establishments and serve on or become chairman of the publicity committee

Article XIV. Functions of the Board of Directors:

The board of directors and the executive committee shall govern the organization. The board shall be guardian of the constitution and to insure compliance of its; shall monitor all actions of the executive committee to ensure adherence to the constitution and the implementation of the executive duties; shall investigate and impeach through 2/3 majority vote of the organization or assembly any executive committee member that commits an impeachable offense or act. The board shall have powers to require any member of the executive committee to appear before it, or to furnish any documents that might be deemed relevant to an investigation. Any executive member, who fails to appear, or furnish documents requested by the board shall be subject to removal proceedings. The Board shall review all projects and budgets submitted by the executive committee for approval and actions.

Section I. Election of Members of the Board:

Any active member of the organization who is a citizen of Foequelleh and its environs, Panta District, Bong County, Liberia is eligible for election to the board of directors. Special elections may be called to fill vacancy by a member. Such member shall serve the period of the term created by the vacancy. No member of the board is to serve more than two consecutive terms. Every candidate for the board must be a legal resident of the United States.

Section II. Duties of Officers of the Board:

The chairman of the board shall chair all meetings of the board of directors; when the chairman is not present, or if he/she is unable or refuses to act, the co-chairman shall carry out the duties of the chairman and the secretary shall record and keep the minutes of all board meetings.

Section III. Appointment of a Statutory Agent:

The board shall appoint or select a statutory agent whose primary function shall include, but not limited to, answering all official notices, demands and requests for information and supporting documentation from or by the Internal Revenue Service (IRS) with respect to all pecuniary matters involving The Foh River Basin Community Development Organization in the Americas; and conducting all official communication between the organization and the IRS and all other statutory agencies (including state agencies, departments, counties, local municipalities, townships, etc) of government having legal jurisdiction over the organization that may, from time to time, request information from the organization.

Section IV. Meetings of the Board:

The board shall have regular meeting every three months. The chairman shall instruct the secretary to send out notice stating the time and place for any meeting of the board of directors. Also, the board shall have special meeting when the chairman, or if two third majority members of the board of directors may request such a meeting. Notice of any special meeting of the board shall be at least seventy two hours prior to the meeting by mail, e-mail or telephone. Such meeting may be conducted through teleconference.

Article XV. Formation of Committee:

All committees, except the executive committee, shall be headed by a chairman, co-chairman, and secretary to be appointed by the president in

consultation with the executive committee. However, the president along with his/her official shall have the power to create and dissolve an ad-hoc committee when necessary with the consent of the members of the organization during a called meeting with a quorum of two third²/₃ of the organization members.

Article XVI. Standing committees and functions:

Section I. Executive Committee:

This committee shall steer the general affairs of the organization, take all official decisions, and approve all programs and projects. It shall set up a board of investigation of particular cases based on the consensus of two third majorities. After such investigation, said board shall be dissolved upon completion of its tasks. This committee shall provide up dates on the affairs of the organization at all general membership and board of director's meeting.

Section II. Program Planning and Implementation Committee:

This committee shall be responsible to plan and execute programs and projects recommended to and approved by the executive committee of the organization. It shall seek to design ways and means of generating funds needed for the smooth operations and functions of the organization.

Section III. Social Welfare Committee:

This committee shall be responsible for counseling and to seek the moral and general well-being of members of the organization.

Section IV. Membership Committee:

This committee shall be responsible to design strategies to recruit, receive, and admit new members and assist them to be active with the organization at all times.

Section V. Publicity Committee:

The committee shall promote the organization and its activities and shall set right all the organization's relationships with other organization and associations. Upon the approval of the Executive Committee, it shall develop press releases and arrange press conferences; it shall establish

relationship with news media, formulate, design and disseminate publications and promotional materials for the organization.

Section VI. Recreation Committee:

This committee shall be responsible for all sporting activities and social events approved by the Executive Committee for the organization.

Article XVII. By-Laws

Section I. Regular and Special Meetings:

There shall be regular, executive, emergency, and special meetings of the organization. Any official failing to attend any meeting without valid excuse shall be fined \$__ for the first offense, \$__ for the second offense, and shall be removed or impeached from office for the third offense. Any member committing same offense shall be reasonably fined \$__. All fines shall be paid to the treasurer through the financial secretary for deposit to the organization's account

Section II. Irregularities:

There shall be no disrespectful behavior toward any member by another member of the organization. In such a case, an ad-hoc grievance committee shall be appointed by the president for immediate investigation and recommended penalty shall be made to the executive body for action.

Section III. Limitation of By-Laws and Constitution:

The constitution and by-laws of this organization are subject to The Constitution and Laws of The United States of America. Any member of this organization taking any action contrary to the aforementioned shall be suspended for time indefinite or expelled.

Section IV. Breach of Organization Ideologies:

Any official or member going contrary to the organization's ideologies of non-political and non-governmental shall be suspended for time indefinite or

expelled. All officials and members of the organization must conduct themselves accordingly at all times. Any official or member who misconducts herself/himself shall be fined, suspended, or expelled from the organization based on the gravity of the case.

Section V. Misappropriation or embezzlement of funds:

Any official/member who misappropriates or embezzles the organization's funds shall be held liable for payment and if she/he refuses to pay, legal actions shall be taken against her/him.

Section VI. Monthly Due Payment:

There shall be monthly due payment of \$____ by every official/member of the organization. All dues shall be collected by each chapter/state and paid directly to the organization's account through financial secretary to the treasurer. Any member/official who refuses to pay due on time shall be charged 5% on late amount of due to be paid and in addition to the outstanding late due.

Section VII. Special Fees:

Special fees may be levied on each member if the organization undertakes special projects (s).

Section VIII. Status of Members:

All members are equal under this constitution and shall have equal rights regardless of ethnicity, gender, age, and race, and religion, social or educational background.

Section IX. Criminal Conduct:

Any official/member of the organization found to be engaged in criminal activity of any nature that may tarnish the reputation of the organization shall be referred to the board of directors and the executive committee for

advice and shall thereof be again referred to the social welfare committee for counseling. If she/he refuses to heed to such counseling, drastic action shall be taken by the organization which may lead to her/him being suspended or expelled from the organization.

Section X. Impeachment:

All elected officials shall be subject to impeachment proceedings for any of the following reasons: embezzlement, neglecting of duties, disorderly conduct, and any other action to be deemed and enforceable by the general body as infraction of the by-laws and constitution of the organization. An impeachment shall be effected upon an affirmative vote of simple majority of the members of all call meeting by the organization.

Section XI. Resignation:

Any member of this organization shall have the right to resign his/her membership from the organization. However, the organization will not refund any money that has been paid or materials donated by said member to the organization as his/her obligations to the organization, but such member shall be obliged to pay any and all dues and special fees that may be in arrear to the organization.

Section XII. Conflict of Interest:

Although, a conflict of interest policy is not required to obtain a tax exempt status under Section 501(C)(3) of the Internal Revenue Code, it is essential for The Foh River Basin Community Development Organization in the Americas to adopt one that will help the organization avoid violating its tax exemption status:

12 (A) A conflict of interest is most likely to occur when a member's private interest, usually of a pecuniary or economic nature, conflicts with the Member's official duty or raises reasonable questions concerning the member's official duty. For instance, a conflict of interest might exist when a member's direct or indirect financial interest in the performance of certain profit or nonprofit activities conflict with the tax with the tax exempt

purpose of this organization under Section 501(C)(3) of the Internal Revenue Code; or where the member's financial, business, social or official relationship with an individual or organization leads to a situation where the member's charitable functions or activities can be reasonably questioned.

12(B) No member of the The Foh River Basin Community Development Organization in the Americas shall directly or indirectly benefit or gain financially from any tax exempt activities of the organization.

12(C) The funds and revenues of the organization shall not be used to the benefit of any member of the organization.

12(D) No member shall accomplish or attempt to accomplish future personal gain while in the performance of official job duties or through any information gained while in the performance of such duties.

12(E) Using membership credentials or membership position, status or designation exert influence or obtain either directly or indirectly privileges, favors or rewards for themselves or others, or to improperly enhance their own prestige, is prohibited.

12(F) Directly or indirectly requesting or accepting any gift, favor, service, loan, or entertainment under circumstances which might reasonably be construed as influencing or improperly relating to past, present, or future performances of nonprofit duties, is not allowed.

12(G) The board of directors shall, from time to time, revise, amend or modify the conditions enumerated in the preceding paragraphs respecting all matters relating to conflicts of interest. The enumeration of the conditions in this constitution, addressing conflicts of interest, does not preclude those that are not indicated herein.

Article XVII. Dissolution:

At the time of dissolution, the organization shall donate all assets to a reputable nonprofit organization that shall be identified by the board of directors.

Article XVIII. Amendment:

Any part of this constitution shall be subject to amendment based on two third vote of the organization. This constitution, when adopted shall become binding on all its members. Any member going contrary to this document shall be dealt with under the provisions as provided by the constitution.

Article XIX. Oath of Office:

All officers of The Foh River Basin Community Development Organization, upon election, shall take an oath of office by saying:

I (name) do solemnly swear that I will uphold and defend the constitution and by-laws of The Foh River Basin Community Development Organization in the Americas, the United States of America and the Republic of Liberia, that I will perform the duties and responsibilities of the office I am to occupy to the best of my ability, so help me God.

Article XX. CONSTITUTION COMMISSION

Section I. Member of the Constitution and by-laws revision committee: Members of the constitution and by-laws revision committee who have worked diligently in re-arranging and revising this constitution of The Foh River Basin Community Development Organization are:

- James Gbawar.....Chairman
- Christian Richardson..... Co-Chairman
- Mack Gbawar..... Member
- Totoe Tarkpajouah..... Member

Section II. Consultants:

The below listed personalities are recognized for their contributions of ideas and assistance to the revision and re-arranging of this constitution and By-Laws:

Nmandi Oparanozie.....Consultant (Nigeria)

John Tough.....Consultant (Sierra Leone)

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