

Gedeh Muhyan Incorporated Draft Bylaws & Constitution

Preamble

We the descendants of Grand Gedeh County, Republic of Liberia, residing in the Americas and the diaspora, being cognizant and deeply concerned about our heritage 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 through the pursuant of development initiatives for our people in Grand Gedeh County, Republic of Liberia, do hereby form this non-profit organization.

Article I – Name of The Organization

Section 1: The name of the Organization shall be called “Gedeh Muhyan Inc.”, which shall be abbreviated as **(GMI)** and hereinafter referred to simply as an “Muhyan”

Section 2: Motto – The motto of this Association shall be: **“Muhyan Development Muhyan Unity**

Article II – Mission/Vision

Section 1: Mission

Muhyan’s mission is embodied in its selfless desire to create a wholesome environment through which the development aspirations and needs of our people in Grand Gedeh County can be assembled and achieved.

Section 2: Vision

Muhyan's vision as fostered by the founders capitalizes on enhancing the capabilities of our people by eradicating health related impediments through the constructions of functional clinics, educating health personnels and improvement in community health standards.

Article III Aims and Objectives

3.1) To promote brotherhood, peace, mutual understanding and cooperation among descendants of Grand Gedeh County in the diaspora

3.2) To encourage and promote educational, Health, medical and social advancement in Grand Gedeh County;

3.3) To create awareness among members in the diaspora and encourage their participation in forming chapters to disseminate the objectives of MUHYAN;

3.4) 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;

3.5) To undertake self-help projects which are beneficial to the needs of our people in Grand Gedeh County;

3.6) To coordinate the activities of member chapters, so as to avoid overlapping and duplication of programs and conflicts in scheduling of activities;

3.7) To interact with other Associations, Age Group Clubs and Social Organizations with similar objectives, for the promotion of Health and Social development projects in Grand Gedeh County;

Article IV: Membership

4.1 Membership shall be conferred upon any person, organization or institution subscribing to the objectives of the Association.

4.2 No person shall be discriminated from membership of the Association on the basis of race, sex, ethnic background, origin, religion or nationality.

4.3 Membership dues are payable on an annual basis. The Board of Directors shall set and determine the dues, benefits, roles and responsibilities of members, organizations and institutions of the association, unless otherwise specified in these bylaws.

4.4 The payment of dues for the Association's current fiscal year shall constitute paid-up membership, the only category of membership in good standing in the Association, herein after referred to as member(s). Membership in this Association is not transferable.

3.5 The membership year shall be the same as the fiscal year of the Association. Membership dues already paid are not refundable.

3.6 Any member may resign their membership by giving a notice to the CEO.

3.7 Any member in default of dues payment for a year shall be suspended from all privileges of membership, and if after notice the default is not cured within a period of 60 days, the membership of that member shall automatically be terminated.

3.8 Memberships benefits: The privilege to (i) vote and (ii) be voted for, (iii) nomination of other members for board membership, and (iv) favorable discounts and dispensation for the association's products, services, activities, programs and events.

3.9 All members in good financial and moral standing shall have the right to nominate and vote for candidates as Board of Directors during the annual assembly.

Article V: General Assembly

5.1 The Association shall hold an annual Assembly at the end of the fiscal year for members and the community for election of directors and transaction of business within the powers of the association.

5.2 The Secretary shall mailed to every member a notice telling the time and place of such meetings in accordance with meeting notification procedures set forth by the Board of Directors.

5.3 For nominations or other business to be properly brought before an annual meeting by a member, the member must have given timely notice in writing to the Secretary of the Association. To be timely, a member's notice shall be delivered to the Secretary at the principal mailing address of the Association not less than thirty (30) days before the meeting. Such member's notice shall set forth (i) as to each person whom the member proposes to nominate for election, removal or reelection as a director, and (ii) as to any business that the member proposes to bring before the meeting.

5.4The presence of not less than two third percent (2/3%) of the members shall constitute a quorum and shall be necessary to conduct the business of the association; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

5.5 Special meetings of the Association may be called by the CEO. Notices of such meeting shall be via teleconference to all members at least a week before the scheduled date set for such special meeting. Such notice shall state the reasons for the meeting, the business to be transacted at such meeting and by whom it was called. At the request of at least two thirds(2/3%) percent of the members of the Board of Directors or two thirds (50%) percent of the members of the Association, the CEO shall cause a special meeting to be called but such request must be made in writing at least fourteen (14) days before the requested scheduled date.

5.6 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5.7 At all meetings, except for the election of directors, all votes shall be by voice or show of hands. For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

5.8 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint “Inspector(s) of Election.”

Article VI: Board Of Directors

6.1 The Association shall be governed and managed by the Board of Directors consisting of seven(7) members.

6.2 The Board of Directors shall be elected at the Annual General Assembly of the Association and they shall serve for a three (3) years

term.

6.3 A member of The Board of Directors shall serve no more than two (2) consecutive terms.

6.4 Officers of the Board shall consist of

a. Chairman

b. Co-Chairman

c. Secretary

d. Treasurer

e. Chaplin

6.5 The Board of Directors shall exercise over sight supervision of the affairs of the association. The Board shall act in the name of the association as may be required by the Statutory Laws of the United States governing non for profit organizations or non governmental organization(NGO) in keeping with the Internal Revenue Service(IRS).

6.6 The Chairman shall convene a Board Meeting with at least two third (2/3) percent of the membership of the Board present to constitute a quorum for a meeting. The Board of Directors shall meet once month for its regularly meeting except in a situation required for by an emergency meeting.

In the case of an emergency meeting, the Chairman shall in send out citations for a meeting within twenty four hours to all Board Members.

6.7 Each director shall have one vote only and no vote may be done by proxy.

6.8 The Board shall formulate rules and regulations covering its meetings as it may be deem necessary.

6.9 Vacancies of the Board of Directors shall be filled by a vote of 2/3 of the majority of the members of the Board within the fiscal year.

6.10 A Director may be removed when sufficient evidence exists for such removal. Plausible cause of removal may include, but not limited to misuse of office, corruption, negligence, abuse of power and other misdeeds not in accordance with the aims and objectives of the association. The Board of Directors shall adopt rules for its hearing and investigation as it may be in its discretionary powers.

6.11 Co-Chairman of the Board

A. Shall act in the absent or inability of the Chairman to perform his/her normal duties.

B. Perform other duties as may be directed by the Chairman of the Board or the Association.

6.12 Secretary of the Board

A. Shall record, compile and read minutes of all meetings of the Board and handle all correspondents.

B. Serve as the custodian of all non-financial records of the association including the Articles of Incorporation. Shall be responsible to keep current the Association Articles of Incorporation.

C. Shall perform other duties that the Chairman of the Board may assign relative to the smooth running of the Association.

D. Shall act in the absence of the Chairman and Co-Chairman of the Board.

6.13 Treasurer of the Board

A. Shall be custodian of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association.

B. The Treasurer shall be responsible to deposited in a regular business bank or trust company all monies of the Association after every General Assembly and other financial intake projects or programs.

C. The Treasurer shall be the only signatory to the organization checking account.

D. The Treasurer on behalf of the Board of Directors shall provide a periodic written account of the finances of the association and such report shall be physically affixed to the minutes of the Board of Directors of such meetings and provided to the General Assembly.

6.14 Chaplin of the Board

A. Shall be responsible for the spiritual affair of the Association.

B. Shall formulate and implement religious and inspirational programs including conducting devotions and benediction during meetings and other functions of the Association.

C. No member of the Board of Directors or officer shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the association for duties other than as a director or executive officer.

D. Board Member & Officer Liability:

(a) An officer is not liable to the corporation or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised: (1) in good faith; (2) with ordinary care; and (3) in a manner the officer reasonably believes to be in the best interest of the corporation. (b) This article shall not affect the liability of the corporation for an act or omission of the officer

Article VII Executive Officers

7.1 The day-to-day affairs of the association shall be run by a management team of executive officers appointed by the Board of Directors. The executive officers are:

- A. Chief Executive Officer-CEO
- B. Deputy Chief Executive Officer
- C. General Coordinator
- D. Deputy General Coordinator
- E. General Secretary
- F. Chief Financial Officer-CFO
- H. Director of Communication - DOC

7.2. The Chief Executive Officer

A. Shall run the day-to-day affairs of the Association as head of the management team in conjunction with the Board of directors.

B. Present an annual report on the operation of the Association at each annual meeting.

C. Inspects and ensure that all documents, reports and certificates required by law are properly kept or filed.

D. Have such powers as may be reasonably construed as belonging to the chief executive of any Association.

E. Shall have the power to request the Chairman of the Board to call special and emergency meetings of the Board to deal with matters of urgent importance to the Association.

F. Shall be the official spokesperson and legal representative of the Association.

G. Shall be required to submit to the Board of Directors for its Review and approval of the programs and budgetary estimates to finance those programs.

7.3 The Deputy CEO

A. Shall governed in the absence or inability of the CEO to exercise his/her official duties. The Deputy will have all the rights, privileges and powers as pertaining to the office of the CEO.

B. Perform other duties that the Chairman may dedicate provided however that such duties may be relevant to the office of the CEO.

7.4 The General Coordinator

The General Coordinator shall be appointed by the Board of Directors.

A) The GC shall be responsible for the general coordination of the Association programs and activities.

B) Planned and coordinate chapters and the general activities of the Association in consultation with the CEO.

C) Execute the day to day activities and programs of the Association in consultation with the CEO

D) Establish a working relationship with other organizations to foster development objectives for Grand Gedeh County within the framework of Muhyan's Mission and Vision

7.5 The Deputy General Coordinator

A. Shall perform all duties pertaining to the office of the General Coordinator in the absence or inability of the General Coordinator.

B. Shall perform other duties as designated by the General coordinator or the Chief Executive Officer or The Board.

7.6 Secretary

A) Shall keep the minutes and records of the Executive Management team in appropriate forms including electronic and print medium.

B) Responsible for filing any certificate required by Federal, State, Local Authority or Agency.

C) Produce, Provide and Serve all notices to members of the Association on a timely basis.

D) Serves as the official custodian of the records and seal of the

association.

E) Attend to all correspondence of the association and exercise all duties pertaining to the office of Secretary.

7.7 Chief Financial Officer

A. Shall perform the day-to-day financial duties of the Association in conjunction with and supervision of the Treasurer of the Board.

B. Shall be charge with responsibility to collect dues, taxation, donations from members, chapters.

C. Shall prepare and submit quarterly financial reports to the CEO for onwards submission to the Board of directors.

D. Shall be responsible to prepare the Association annual tax return and to ensure the association tax return is kept current.

7.8 Director of Communication

A. Shall serve as a public relations specialist to create and maintain positive relationship between the Association and the public.

B. The DOC shall produce press releases and manage media outlets for public consumption of the activities regarding the Association.

C. The DOC shall serve as the key spokesperson and media contact of the Association.

Article VIII: Committees

8.1 All Committees of the Association shall be appointed by the Board of Directors and their term of reference shall be determined thereof.

8.2 Committees – Each Committee shall be chaired by a member of the Association or as prescribed by the Board. All Committees shall submit regular report(s) of activities to the Board of Directors.

The permanent committees shall be:

8.3 Membership Committee

A) Recruit and register members of the in accordance with the Membership guidelines of the Association.

B) Notify each member of his or her dues status for the current fiscal year and certified potential board aspirants for elections

C) Perform other duties and exercise as may be authorized by the Executive Committee or Board of Directors.

8.4 Finance Committee –

A) The Finance Committee shall be responsible for the budgetary, fiscal and financial affairs and activities of the Association. The Committee shall consist of not less than five (5) members,

B) The member of this committee shall include the Treasurer of the Board, Chief Financial Officer and three other members with knowledge in Finance or related areas.

C) The Committee shall in consultation with the Board and the CEO acquire the services of a reputable Accountant or Accounting firm to periodically inspect the financial records of the organization to confer with establish financial norms of an NGO as well as IRS regulations.

8.5 Planning Committee –

A) The planning committee's responsibilities shall include planning, development, coordination and evaluation of the Association's projects and programs. In carrying out its responsibilities, the committee shall work with and receive support from members assigned to, or responsible for specific areas, or members who may be given such special assignments and responsibilities by the CEO. This committee shall consist of not less than five (5) members.

8.6 Outreach Committee –

A) The committee shall be responsible for developing and implementing membership strategies, setting goals, establishing priorities and planning activities for securing, retaining and servicing members and the community. It shall advise the Board of Directors on ways of keeping members informed and actively participating in the association's activities and functions.

B) The Outreach Committee shall coordinate and disseminate to the general public, information concerning the association and its activities. The Outreach Committee shall be chaired by the Vice-CEO and shall consist of not less than five (5) members.

8.7 Electoral Committee –

A) An Electoral Committee consisting of three (3) members shall be established by the Board of Directors at least ninety (90) days prior to the general assembly at which elections are to be held. None of the members of the Electoral Committee shall be from the Executive Committee. The Electoral Committee's report upon consultation with the General Secretary, containing the names of candidates for election to the Board of Directors shall be circulated to the members at least ten (10) days before the general meeting. At the general meeting during which elections

are to be held, an opportunity shall be provided for a Candidates' Forum, which will include brief candidates' statements and a question and answer session.

- B) There shall be NO campaigning for elected positions outside of the General Assembly forum. Interactions of candidates with delegates or voters shall be at the Assembly facilities, venue or within the geographical location where the Annual Assembly is held.
- C) Any candidate canvassing for elected position outside of these implicit constitutional provision shall be disqualified.
- D) The EC shall determine other guidelines to implement a free and fair electoral process with Item C of Article 7.3 being mandatory.

8.4 Special Committees –

The CEO in consultation with the Board of Directors may establish Special committees to deal with matters that have policy implications for the Association. Unless otherwise decided by the Executive Committee, such Special Committees shall be constituted for a maximum of one year at a time. They may request continuation on the basis of justification contained in their report.

8.5 Terms of Committee Member

The Board of Directors shall appoint and set the terms of office of committee members. The terms of office of any committee may also be terminated as deemed necessary by the Board of Directors. The Board of Directors shall also have the responsibility of ensuring the effective functioning of the various committees.

8.6 The Board of Directors shall fill vacancies in the membership of any committee.

8.7 Advisory Committee

The Board of Directors shall appoint an Advisory Committee consisting of five members that will advise the Board of Directors and the Executive Officers on matters relative to the smooth operation of the Association.

The Chairman of the Advisory Committee shall have executive privilege to attend joint meetings of the Board and the Executive.

8.7 Quorum for Meetings

- A) The majority of the members of any committee shall constitute a quorum authorized to conduct business. Its chair may call meetings of committees or upon the request of any two (2) committee members on three (3) days' notice. Minutes of committee meetings shall be kept and subsequently submitted to the CEO for onwards submission to the Board of Directors.

Article IX: Amendments

9.1 These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than Two Thirds (2/3%) percent of the members of the association at the annual assembly or any special meeting called for that purpose.

Article X: Tax Exempt Status

10.1 The Association shall not conduct any other activities that may be in conflict with provisions of the Articles of Incorporation and of these Bylaws, or of the Internal Revenue Code relating to the tax exempt status of nonprofit organizations.

Article XI: Miscellaneous

11.1 Auxiliary Groups – The Association may establish under its

auspices auxiliary or subsidiary groups of the Association. The policies, programs and activities of all such groups shall be set by the Board of Directors and shall be consistent with the objectives and programs of the Association and shall be in compliance with all governing instruments of the Association.

Article XII: Dissolution

12.1 Upon dissolution of this Association, any funds or property of this Association will be disposed of as stipulated in the Articles of Incorporation.

12.2 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 By-laws and Constitution of the “Team Gedeh Muhyan Inc. “in the Americas/Abroad and will faithfully discharge the duties of the office of _____. So help me God.

Committee of Original Drafters

Arthur S. Tenty Sr.Chairman
Ben WrehSecretary
Zawoo A. DorborMember
T. Amos CollinsMember

Constitution Revision Committee --- 2019

- 1. Daniel Pyne – Chairman**
- 2. Ben Wreh ---- Co- Chairman**
- 3. Zawoo A Dorbor ---- Secretary**
- 4. Jackson D Pyne ----- Member**
- 5. Mark Nuyamh ----- Member**

GEDEH MUHYAN INC

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BY-LAWS AND CONSTITUTION

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