

APPROVED
BYLAWS



THE LIBERIAN ASSOCIATION
OF
METROPOLITAN ATLANTA, INC. (LAMA)
IRS 501 (C) (3) Not-Profit Charitable Organization

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MISSION

The mission of LAMA is to promote educational opportunities, professional development, and develop programs for healthcare and cultural awareness.

VISION

Our vision is to cultivate and sustain the culture of Liberia and create an environment where members thrive.

Motto:

Together, we can succeed

Organization's website: WWW.LAMAATLANTA.ORG

LAMACRC2018@YAHOO.COM

ARTICLE -- 1-- NAME, OFFICES AND PURPOSES

Section 1. Name. The name of the organization is Liberian Association of Metropolitan Atlanta, Inc (LAMA), hereinafter referred to as the “Corporation and or LAMA.”

Section 2. Principal Office. The Corporation shall maintain an **official United Stated Post Office Box** in the State of Georgia as a mailing address.

Section 3. Other Offices. The Corporation may have offices at such other places within the State of Georgia, as the Board of Directors may from time to time determine.

Section 4. Statement of Purpose. The organization is organized exclusively for charitable purposes including, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the organization’s purpose includes:

- Providing and promoting personal and professional networking opportunities for members.
- Providing opportunities for and encouraging community engagement through service to the local community and the community at large.
- Promoting educational opportunities and professional development for members.
- Developing programs for health awareness, financial empowerment, cultural awareness, and spiritual awareness for members.
- Designing programs for leadership development for members.
- Engaging in any other constructive undertakings that help advance the wellbeing of members.
- To provide opportunity for senior citizens to become actively involved in Physical and Educational programs.
- Engaging in any other legal undertakings within the confines of IRS 501 (c) (3) Non-profit organization.

Affiliation with other groups. To seek and maintain active affiliation with local, national, or international non-profit, charitable organizations whose objectives shall be consistent with those of Liberian Association of Metropolitan Atlanta (LAMA).

ARTICLE -- 2—MEMBERSHIP

Section 1. Members herein, shall mean and refer to individuals born in Liberia, born to or adopted by Liberian parents, and married to Liberians. Also, Liberians or any other individual who **supports the purpose statement in Article I, Section 4, and the Corporation Mission Statement.** An individual who is at least 18 years old, and a resident of the State of Georgia. Membership is extended to these individuals without regards to race, color, sexual orientation, gender identity, ethnicity or national origin, religion, age, genetic information, disability, or veteran status. **Membership shall also include Y-LAMA (Youth LAMA) who**

are age 17 and under but will not be entitled to any voting rights in LAMA.

Section 1A. Classes. The Corporation membership shall consist of three classes: **Voting, Non-voting, and Honorary Members.**

Section 1B. Active/Voting: Active/Voting member is a REGISTERED individual who has attended at least two conservative monthly meeting, is current on all monthly dues from date of becoming a member of the Corporation on or before the date of any and all elections, and is in good standing such as conduct in the Corporation. Active/Voting Member shall be entitled to a) One (1) vote on each matter voted on at a meeting of members, (b) an individual who has met the provision of Article 2, Section 1.

Section 1C. Non-Voting Member. A Non-Voting Member is a REGISTERED individual who meets ALL other qualifications of Article 2, Section 1B but is **NOT** current on their financial obligations (Dues).

Section 1D. Honorary Member. An Honorary Member is an individual who provides financial support to the Corporation but does not attend monthly meetings. An individual who would otherwise not be eligible as a Voting Member, but who shares the organization's Vision and Mission. An Honorary membership shall remain purely ceremonial and privileges accruing to it shall exclude the right to vote or hold any office in LAMA. **The Executive Director** of LAMA shall have the power, with the concurrence of the Executive Committee and the Board of Directors, to bestow honorary membership.

Section 2. Dues. The amount of the annual dues shall be \$240 (\$20 per month). The amount of the annual dues for each successive year shall be established by the Board of Directors and approved by the general body of LAMA at the end of year general meeting and will be paid in such manner as directed by the Board of Directors and or the organization's financial policy.

A member's liability for dues shall commence on the date of approval of membership. No member shall have the right to vote until the member's dues shall have been paid-in-full.

Section 3. Application for Membership. Application for membership shall be submitted in writing to the Membership Director with that month's due payment to be approved.

Section 4. Termination and Suspension. A membership may be terminated or suspended by the Board of Directors for conduct prejudicial to the welfare of the Corporation or its members. A membership may be terminated if, and when any member is caught with any form of weapon (gun, knife) that puts members life at risk. Also, any member who on second term provokes a fight will be terminated from the Corporation.

Section 5. Voting Rights. Only Active/Voting Members of the Corporation in good standing, as above defied, shall be entitle to vote.

ARTICLE -- 3— MEETINGS

Section 1. Annual Meeting. The annual meeting shall be held in December for transacting business such as Presidential annual report and other business brought before the general body. Whereas, the election year annual meeting of the general body shall be held in November for the purpose of electing Executive Directors and Board of Directors and for transacting business such as a) Board of Directors annual report, b) Strategic plan development, c) Approval of annual operating budget, and such other business as may be properly brought before the meeting.

Section 1A. Transitional Period. December of the transitional period of Executive Director, the outgoing Chief Executive, Director of Administration, and the Director of Finance must provide the following report and present it at the general meeting to the outgoing leadership. A) The corporation folder with the following documents: a) financial report for the past two years, b) Minutes for the past two years, c) a profit and lost statement showing the net worth of the Corporation, d) the current 501 (c) (3) statement, e) business license for the Corporation, f) Corporation Seal if applicable, g) United State Post Office Mailbox key, Bank Statements for the past two years, h) Website login and rights to the hosting agent and site, and all other documents not listed that may apply.

Section 1B. Notice of Meeting. Written notice stating the date, time and place of the meeting shall be given not less than ten (10) or if notice is mailed by other than first class, registered or certified mail., no fewer than thirty (30) nor more than sixty (60) days before the date of any members' meeting, either by personal delivery, or by telegraphy, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary, or other person calling the meeting, to each member entitled to vote at such meeting, provided that such notice must be given to all members with respect to any meeting at which a merger is to be considered and in such other instances as required by law. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Corporation, with postage thereon prepaid.

Section 2. Members' List. Before each meeting of members. The Secretary of the Corporation shall prepare an alphabetical list of the names of all its members entitled to notice of such meeting. The list shall show the address of each member entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis as and be part of the list of members. The list shall be kept on file at the principal office of the Corporation, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two (2) business days after notice of the meeting is given and continuing through the meeting and shall be available for inspection by any member for the purpose of communication with other members concerning the meeting. The list shall also be available at the meeting and shall be subject to inspection buy any member, personally or by or with his representative, at any time during the meeting or any adjournment thereof.

Section 1A. Meeting Decorum. The Executive Director shall preside over all meetings with the exception, of Legislative meetings. The Executive Director may designate any other member of the Executive Leadership team to preside over any such meetings in his/her absence. All scheduled meetings shall commence no later than Fifteen (15) Minutes after the scheduled time, except in case of Inclement weather conditions that the time may be adjusted. Members of the Audience.

No member present at the meeting shall engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet or other acts which disturb, disrupt or otherwise impede the orderly conduct of any Council meeting. Any person who conducts himself in the aforementioned manner shall, at the discretion of the presiding officer or a majority of the Council, be barred from further audience before the Conflict Resolution Committee during that meeting.

Any member in violation of **Article 2, Section 4** is considered disruption of the meeting. The Corporation has a zero tolerance of any weapon and fighting at any meeting of the Corporation. Therefore, any member who brings into the meeting and threatens any member with his or her weapon, any officers and member of the Corporation may call a law-abiding officer (police) for further investigation.

Section 2. Regular Monthly Meeting. The Regular monthly meeting shall be held on the second Sunday of each month.

Section 3. Special Meeting. A Special meeting of the Member for any other purpose may be called by the Executive Director or, in his/her absence, by the Assistant Executive Direction. Special Meetings shall also be called upon by the Board of Directors or by a written request by 1/3 of the voting memberships. Any such request must be submitted to the Director for Administration at least 10 days before such meeting. The Director for Administration shall submit such request to the Executive Director who shall then call the meeting with the advice and consent of the Board.

Section 4. Place of Meetings. Meetings of the Members may be held at the principal office of the Corporation or at such other place within the State of Georgia, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at a prior meeting.

Section 5. Notice of Meetings. The Director for Administration shall give notice of meetings by mail, email, and or public service announcement to all Members of the organization at least 10 days before the meeting.

Section 6. Quorum. A Quorum shall constitute three members of the Executive Committee including the Executive Director and Director of Admission. Ten (10%) of the votes entitle to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter. Simple majority of Voting members (as per Article 2, Section 1B) present at a duly called General Assembly meeting, a special called meeting or Legislative meeting shall constitute a quorum.

Section 7. Voting. Subject to the provisions of the articles of incorporation, each member entitled to vote shall be entitled to one vote on each matter voted on at a meeting of members.

Except in the election of directors, if a quorum is present, the affirmative vote of a majority of the votes cast is the act of the members, unless a greater vote is required by law or the articles of incorporation.

ARTICLE -- 4—OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall consist of a Chair and members of the of the Board of Directors and an Executive Director, Assistant Director, Director for Administration, and Director of Finance.

ARTICLE 4.1 -- BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the provisions of the Bylaws of the Association and shall be the Registered Agent on the Article of Incorporation document filed with the Georgia Secretary of State. **The primary function of the Board of Director is FUNDRAISING.**

Section 2. Number, Term and Qualification:

- **Number:** The number of Directors of the Corporation shall be seven (7). Each Board member shall be a REGISTERED, an active member, current on his or her dues, attends regular general meetings
- **Term:** Board members shall serve a Two (2) Three (3) years term. A Board Member shall serve no more than Two (2) consecutive terms of three (3) years each without an intervening (Cool off) period of at least one (1) year before seeking reelection. Additionally, in the event a Board Member is completing a previous board member's term, such term shall be considered a 1st year term.
- **Qualification:** To qualify to contest a Board's position, a member must be age 18 and older and must have been a Voting Member of LAMA for at least One (1) year and attended monthly meetings at least 75% of the time, and be current of their annual dues in addition to other clauses of Article 2, Section 1B.

Section 3. Powers and Duties. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the provisions of the Bylaws of the Association and the Article of Incorporation filed with the Georgia Secretary of State. Specifically, the duties of the Board of Directors shall include, but not limited to:

- a) Receiving the annual operating budget from the Executive Director by the January General Body Meeting
- b) Submitting to the General Body at the General Meeting in February the annual operating budget.
- c) Formulating all policies of LAMA including but not limited to, **Transitional Process and Assets turn over**
- d) Establishing and reviewing board policies governing the Corporation and its operations;
- e) Not permitting any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual.
- f) From time to time appointing, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.
- g) Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- h) Establishing and supervising adequate accounting and financial procedures; and
- i) Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes.

Section 4. Election of Board of Directors. Members of the Board of Directors shall be elected by the VOTING members of LAMA subject to these By-Laws and Elections Guidelines. However, where there is a conflict between the By-Laws and Elections Guidelines, the By-Laws shall take precedent.

Section 5. Compensation. Consistent with Form 1023 application filed with the Internal Revenue Service, Board members shall not be entitled to any form of compensation. Howbeit, in the event the board and or a board member incurs an expense that has been pre-approved by the Board of Directors while performing the duties of the board, such expense shall be reimbursed subject to the Board's annual budgetary allotment as stipulated in the organization's annual operating budget.

Section 6. Resignation, Vacancies, Absences, Removal, and Meetings

Resignation. Any member or officer of the board may resign at any time by giving a written or oral notice to the Chairman of the Board of Directors. The Chairman of the Board shall immediately inform remaining Board members and the Executive Director in writing about

such vacancies within 10 business day of such resignation. The Executive Director shall then inform the General Body about the vacant board position at the next General assembly meeting.

Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death or otherwise, shall be filled by a special-elections to be held within 60 days of the vacancy.

Absences. If a Board Member fails to attend three (3) consecutive scheduled (Board) meetings without a valid excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board. However, for the board member's absence to be deemed as a tender of his or her resignation; the Chairman of the Board or designee MUST have communicated in writing with such board member informing him/her about the continued invalid absence. If the board member in question ignores or does not respond to the written communication, the Board in session shall deem the Board Member's absence as a tender of his or her resignation and take a vote of No CONFIDENCE in the ability of such board.

Removal. A Board Member may be removed from office for acts disreputable (not considered to be respectable in character or appearance) of an honorary board member, not maintaining an active voting membership privilege, missing three (3) consecutive Board and general meetings without written notice or a vote of no confidence from the remaining board members then in office. The attempted removal for disreputable (not considered to be respectable in character or appearance) acts shall be voted upon at the next scheduled monthly general meeting if the acts occurred at least Ten (10) days before said meeting. A simple majority vote by Voting Members is required. In the event a Director who is removed is an officer, the remaining board members shall convene and evolve the new officer by a majority vote of board members after the new member is added. However, in any case, the vacant board position shall be filled by a special-elections by the voting members of the organization within 60 days. All Board members are expected to attend all General and Board meetings. Board members who consistently miss General meetings will be subject to REMOVAL by a 2/3 majority vote of the voting members of the General Assembly based on recommendations from the Executive Director. A former Board member who gets elected to the Board shall be allowed to contest the leadership of the board including but not limited to, Chair, Co-Chair, or Secretary.

Meetings. The Board of Directors shall meet at the end of each quarter and present a high-level state-of-affairs of the organization to the General body of the association. The Board shall also meet from time-to-time at the request of the Chair of the Board or the Executive Director AND in keeping with the Board's Governance Policy.

Board of Directors roles and responsibilities

Section 1. Chair of the Board of Directors. The Chair of the Board of Directors shall preside at meetings of the Board of Directors, act as liaison between the Executive Leadership and the General Body, and shall have such other authority and perform such other duties in keeping with the Articles of incorporations, By-laws, and the Board's Governance Policy.

Section 2. Vice-Chair of the Board of Directors. The Co-Chair of the Board of Directors shall exercise the powers of the Chairman of the Board of Directors during the Chair absence or inability to act. Any action taken by the Co-Chair in the performance of the duties of the Chair, shall be presumptive evidence of the absence or inability of the Chair to act. The Co-Chair shall have such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.

Section 3. Secretary of the Board of Directors. The Secretary of the Board of Directors shall be the custodian of records and shall take all minutes of the board.

ARTICLE 4.2 -- EXECUTIVE LEADERSHIP

Section 1. Executive Director (ED). The Executive Director shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control the affairs of the Corporation in accordance with these by-laws.

- The Executive Director shall sign, with the Secretary, and/or Treasurer/any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. No Officer or the Board of Directors shall delegate the functions of the Executive Director, except in the absence or unavailability of the Executive Director and the Assistant Executive Director. The Executive Director shall be a signatory to the organization's bank accounts. The Executive Director/CEO must ensure the Treasurer and the Financial Team provide a hard copy of the Corporation monthly, quarterly, and annual financial reports to the General Body. Additionally, the Executive Director/CEO is RESPONSIBLY to provide any and all financial reports for internal and external audits.
- The ED shall be required to appoint three members of LAMA to United Liberian Association of the Americas (ULAA). The three appointees shall include the Chair of the Board of Directors, and second Board member with the advice and consent of the Chair of the Board. The ED shall appoint the third representative from the general assembly/membership. The Chair shall be the official representative of the three appointees to ULAA. LAMA shall be a member of ULAA at all times and shall be required to pay annual membership dues.

Section 2. Assistant Executive Director. In the absence of the Assistant Executive Director or in the event of his or her inability or refusal to act or death, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Executive Directors, and when so acting shall have all the powers of and subject to all the restrictions upon the Executive Director. The Assistant Executive Director shall have such other powers and perform such other duties as may be assigned by the Board of Directors from time to time. No Officer including the Board of Directors shall delegate the

functions of the Assistant Executive Director unless the Assistant Executive Director is either absent or unavailable. The Vice President if a member of the Finance Committee.

Section 3. Director for Administration. The Director for Administration shall keep accurate records of the acts and proceedings of all meetings, except the meetings of the Board of Directors, and shall give all notices required by law and these By-laws. The Director for Administration shall have general charge of the corporate books and records (Minutes, Financial Records, Annual Tax returns, and Internal & External Audits) and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Director for Administration shall sign such instruments that may require the signature of the Secretary and in general, shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Executive Director or by the Board of Directors. No Officer including the Board of Directors shall delegate the functions of the Director for Administrations unless the same is either absent or unavailable. The Director for Administration shall be a third (3rd) signatory to the organization's bank accounts and shall sign checks in the event the Executive Director or Director of Finance is absent or unavailable. Hence perform duties as specified in Article 4.2, Section 1. The Director for Administration is the Ex-Officio of the Membership Committee.

Section 4. Director for Finance. The Director of Finance shall: (i) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws: (ii) maintain appropriate accounting records as required by law; (iii) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year and a statement of operations for that year, which statements, or a written notice of their availability, shall be mailed to each member within 120 days after the end of such fiscal year; and (iv) in general perform all of the duties incident to the office of Director of Finance and such other duties as from time to time may be prescribed by the President or by the Board of Directors. The Treasurer is the Ex-Officio of the Finance Committee.

Section 6. Financial Secretary. In the absence of the Director of Finance or in the event of his or her death, inability or refusal to act, the Financial Secretary in the order of their length of Service as Financial Secretary unless otherwise determined by the Board of Directors, shall perform the duties of the Financial Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Financial Secretary. They shall perform such other duties as may be prescribed by the Financial Secretary, the Executive

Section 7. Chaplain. The Chaplain is the religious arm of the organizational and shall provide religious guidance for the organization. The Chaplain is the Ex-Officio of the Outreach Committee.

Section 8. Parliamentarian. The President may appoint the Parliamentarian of the Corporation. The Parliamentarian shall ensure a perfect DE quorum during all meetings.

Elections, Term of office, Resignation, Vacancies, Absences, and Removal of Executive Leadership member

Section 1. Election. The Executive Director, Assistant Executive Director, Director for Administration, and Director for Finance; shall be elected by a majority vote of voting members and shall serve a term of 2-years each. An Officer under this Article shall serve no more than two (2) consecutive terms of 2 years each with an intervening (Cool off) period of at least two (2) years after their two (2) consecutive terms before seeking reelection. **However, if such officer is completing the first (1st) term of another Executive Director, such completion shall be deemed as a first (1st) full term.**

Section 2. Term of office. An Officer under this Article shall serve no more than two (2) consecutive terms of 2 years each with an intervening (Cool off) period as supra-mentioned.

Section 3. Resignation. An officer under this Article may resign at any time by communicating such resignation to the Executive Director. The Executive Director shall then notify the Board of Directors immediately in writing about such vacancies within 10 business day of such resignation. The Executive Director shall then inform the General Body about the vacant board position. A resignation is effective as at the date of the tender of resignation unless it specifies an effective date. In the event an Executive Director is the officer resigning, such resignation shall be submitted to the Board of Directors directly.

Section 4. Vacancies. Vacancies among the officers may be temporarily filled in consonance of the Board of Directors, by the Executive Director prior to a special-elections within 60 days of such vacancy.

Section 5. Absences. If an Officer under this Article fails to attend three (3) consecutive scheduled meetings without a valid excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation. However, for the Officer's absence to be deemed as a tender of his or her resignation; the Executive Director or designee MUST have communicated in writing with said Officer informing him/her about the continued invalid absence of three (3) consecutive meetings. If the Officer in question ignores or does not respond to the written communication, the Executive Director shall deem the Officer's absence as a tender of his or her resignation.

Section 6. Removal. An Officer under this Article shall be removed from office for acts unbecoming or disreputable (not considered to be respectable in character or appearance) of an officer, not maintaining an active voting membership privilege, missing three (3) consecutive meetings without written notice. Any Officer who does not fulfil his or her duties will be given three notices. First a verbal notice, second a written notice and complained given to the Board of Directors for review. Finally, that officer will be released of his or her positions and replaced by the Executive Director. The removal for unbecoming or disreputable acts shall be voted upon at the next scheduled monthly General body meeting if the acts occurred at least Ten (10) days before said meeting. A simple majority vote by Voting Members is required. However, in any case, the vacant Officer's position shall be filled by a special-election by the voting members of LAMA within 60 days.

ARTICLE 4.3 – GENERAL ASSEMBLY (GENERAL BODY)

The General Assembly (General Body) also referred to as the Voting Members, shall have all rights to vote on Legislative, General Assembly (General Body), and Special called agenda items that require a vote. The Board of Directors shall be answerable to the General Assembly (General Body) and the General Assembly (General Body) shall have the powers to suspend and impeach Executive Committee members and Board of Director for any of the reasons specified below:

- Gross insubordination
- Acts unbecoming of a leader
- Failure to pay monthly/annual dues
- Failure to attend monthly and Legislative meetings consistently
- Failure to perform the duties of the office held
- Any unethical behaviors

ARTICLE 4.4 – COUNCIL OF PRESIDENTS

Section 1. Council of Presidents. The Council of Presidents shall include Presidents of the various Liberian counties. The Purpose of the Council of President is to encourage unity in the Liberian Committee. Therefore, the council of President should collaborate with the Executive Committee in creating annual event calendar to avoid over laps of events and meetings. The Council of Presidents should encourage its member to become member and volunteers of LAMA. In the event the President of the Council of President is unable to

attend LAMA, he or she must have a representative at the meeting. As active council of President shall occupy one elected post on the Board of Directors of LAMA.

Section 2. Seat of the Board of Directors. The Council of Presidents shall occupy a seat on the Board of Directors, such seat is limited to a County President only, and the Counties Presidents shall elect their representative and submit such representative to the Executive Director and General Assembly.

Section 3. Dues. In order for a County to be an active member of the County of Presidents, each County of the Council of Presidents shall be required to pay an annual due of \$250 to LAMA and attend monthly meetings. Such dues shall be paid by March 31 of each year.

ARTICLE 4.5 – Y-LAMA

Who/What is the Youth Committee (Y-LAMA)?

The Youth Committee (Y-LAMA) is a permanent standing committee of LAMA and its Chair and Co- Chair shall be subject to a confirmation by LAMA Board of Directors.

What is the purpose of the Youth Committee (Y-LAMA)?

The purpose of Y-LAMA is to recruit and maintain the Liberian youth in Metro Atlanta and its surroundings. YLAMA will have general meetings every other month on the second Sunday of that month as LAMA.

Leadership Structure of The Youth Committee (Y-LAMA)

The leadership structure of Y-LAMA shall consist of a Chair, Co-Chair, Secretary, Treasurer, Chaplain, and Parliamentarian and shall be elected by its members.

How will the resources of The Youth Committee (Y-LAMA) be managed?

The Youth Committee (Y-LAMA) will have a sub-Checking and Saving account at the same banking institution under the Tax-ID number of LAMA. The Treasurer of LAMA shall maintain a separate sub-ledger of Y-LAMA and include the financial position of Y-LAMA within the organization's financial report.

ARTICLE 5 – APPOINTMENT of Standing Committees

Section 1. Standing Committee. The following Standing Committees shall be appointed by the Executive Director in concert (but not absolutely) with the full Executive Leadership. However, the Executive Director shall submit the names of a Standing Committee to the Board of Directors for CONFIRMATION. The Executive Director shall from time to time appoint Officers to serve in various capacities, including but not limited to, Membership Committee Chair, Outreach and Benevolence Committee Chair, Conflict Resolution Committee Chair, Program and Operations Committee Chair, and Education Committee Chair, and Marketing

Committee Chair. All appointments under this Article shall serve at the will and pleasure of the Executive Director. No such appointment shall infringe upon or usurp any functions of the existing and elected Officers.

Section 2. Membership Committee. The Membership Committee shall consist of five (5) members with the Chair been appointed by the Executive Director. The Chair shall synchronize efforts with the Director for Finance, Director of Administration, and Executive Director in keeping accurate membership log including: Registered Members and voting members, Non-Voting members, and Honorary Members.

Section 3. Outreach and Benevolence Committee. The Outreach and Benevolence Committee chair shall be appointed by the Executive Director and consist of five (5) members including the Chaplain, Membership, and Secretary in reaching out to the community in the event of illness, death, and other activities including but not limited to graduations.

Section 4. Conflict Resolution Committee. The Conflict Resolution consist of the Chaplain, in concert with the Executive Director, and Chairman of the Board of Directors. The Executive Director shall appoint the Conflict Resolution Committee Chair. The Chair shall be responsible for resolving conflict amongst members of the organization and the community at large to prevent but not limited to any potential legal proceedings.

Section 5. Programs/Operations Committee. The Program/Operations Chair works with the Executive Director/Chief Executive and other members of the leadership team to set the organization's strategic goals. The Program/Operations Chair is responsible for managing the day-to-day operations necessary to ensure that the organization achieves its objectives. The Program/Operations Chair is responsible to work out what resources, including people and money such as grant, fundraising, including grants needed to achieve these objectives. The Program/Operation Chair must put in place policies and procedures specifically for recruiting, managing, and retaining volunteers. The Programs/Operations Chair must make sure that all activities are monitored, and key performance indicators reported on a regular basis so he or she can be sure that the objectives will be achieved. The Program/Operations Chair is the ex-officio of all committees.

Section 6. Public Relations/Marketing Committee. To publicize to the General Public, the Vision and Mission of LAMA. The committee shall also be responsible to publicize various events and activities of LAMA. To establish and maintain contact with all committees and obtain information about newsworthy events. To publicize the dates and locations of all of the Association's meetings as well as committee meetings. To send notice of newsworthy events of the Association to the press and professional journals. To make arrangements for professional news coverage at these events if possible, and arrange for photographic coverage. To edit and publish the Bulletin of LAMA at least three times a year. To recommend the editorial policy to the Executive Committee and keep a manual of policies. Create promotional material and work with outside vendors such as printers, photographers to make sure all communications reflect the standards and mission of the Organization. Developing and implementing marketing plans for Committees event promotion, membership marketing and other product/service offerings. Develops the advertising, marketing, and promotion plans. Write articles for LAMA website and for online and print publications, and Work with the Executive Director and other leadership to

ensure they are articulating the Vision and Mission and have the latest information about topics at hand. Manages social media and blogs, and reports on outcomes.

Section 7. Chair-Education Committee. The Chairman of Education Committee shall develop educational programs for the organization including but not limited to, identifying grants, organizing after school tutorials, acquiring back to school supplies, and organizing Kids X-Mas celebrations.

Section 8. Finance Committee. The Finance Committee shall consist of five members. The Director of Finance, the Financial Secretary, Board of Director's Ways and Means Chair for Accounting, Finance, Budget, and Audit, and Chairman of the Programs and Planning Committee and shall be appointed by the Executive Director.

Section 9. Youth and Sports Committee. The Youth and Sports Committee Chair shall be appointed by the Executive Director subject to Confirmation by the Board of Directors. The role of this committee is to organize but not limited to all sporting events.

Section 10. Chair and Co-Chair of the Youth Committee (Y-LAMA). The Chair and Co-Chair of the Youth Committee (Y-LAMA) shall be elected by its members and shall be subject to a confirmation hearing by the LAMA Board of Directors

ARTICLE 6 – Appointment of AD HOC COMMITTEES

The following Ad Committees shall be appointed by the Executive Director in concert (but not absolutely) with the Executive Leadership. Ad hoc committees are not subject to confirmation as they are appointed at the “Will and Pleasure” of the Executive Director. No such appointment shall infringe upon or usurp any functions of the existing and elected Officers.

Elections Commission. The Executive Committee, the Board of Directors shall be responsible for formulating elections guidelines for LAMA election. The Board of Directors and Executive Committee will present the election guidelines to the Election Committee. After which the Executive Committee will present elections guidelines to the General Body at least 60 days prior to General Elections for approval. The Election Commission however, shall conduct general elections, securing and counting ballots, and announcing elections results. The Election Commission is an AUTONOMOUS committee appointed by the Executive Director.

Internal Audit Committee. The Internal Audit Committee shall be responsible for auditing operational financial reports (Special events, Quarterly, and annually) and present findings to the General Body 30 days thereafter or at the next General Body Meeting, whichever comes first. The Internal Audit Committee shall consist of six (6) members including a Chair, Director of Finance, Financial Secretary, The Assistant Executive Director, a member of the general body, a member of the Board of Director, and the Program/Operation Committee Chair.

By-laws Amendment Committee. The By-laws Amendment Committee shall be responsible for identifying a need for an amendment of the By-laws and present recommendations to the General Body.

ARTICLE – 7 -- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the Corporation to indemnify to the maximum extent permitted by the General Statutes of Georgia any one or more of the Directors, officers, or agents and former Directors, officers, or agents of the Corporation, and persons who serve or have served at the request of the Corporation as directors, officers, partners, trustees, or agents of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable costs and expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incidental to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable laws. The use of funds of the Corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 (General Policy) of this Article shall be deemed a proper expense of the Corporation.

ARTICLE – 8 -- GENERAL PROVISIONS

Section 1. Seal. The organization shall obtain and maintain an official corporate seal

Section 2. Fiscal Year. The annual accounting period shall begin January 1 and end on December 31 of each year, or on such other date as may be amended by the organization.

Section 3. Governing Law. This Corporation is duly incorporated under the laws of the State of Georgia. The Articles of Incorporation may be amended at any time if deemed necessary.

Section 4. United Liberian Association of the Americas (ULAA). LAMA is a member of ULAA and shall be required to pay annual dues to ULAA. The Executive Director will appoint three representatives to ULAA including the Chair of the Board of Directors, a second Board member, and a member from the general assemble/membership. The Chair shall be the official representative of LAMA to ULAA.

Section 5. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable laws, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director’s attendance at or participation in a meeting waives any required notice to that Director of the meeting

unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or absent from action taken at the meeting.

Section 6. *Contracts.* The Board of Directors may authorize the Executive Director, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7. *Checks.* All checks, drafts or orders for the payment of money shall require two (2) signatures at all times (Director of Finance and Executive Director). In the event either one of these officers' is absent, the Director of Administration shall sign as a second signatory of such check or checks.

Section 8. *Bond.* The Board of Directors may by resolution require any or all officers, agents or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 9. *Loans.* No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10. *Conflict of Interest.* Any Officer of LAMA shall inform the Board of Directors of any direct or indirect conflict of interest with regards to any transaction contemplated by LAMA or the Board of Directors (a "Conflict of Interest"). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction:

- (i) in which the officer has a material financial interest,
- (ii) in which the Officer has a relational interest; or
- (iii) in which the Director is presently serving as a director, trustee, officer or general partner of another party.

Section 11. Amendments. These Bylaws may be altered, amended or repealed or new bylaws may be adopted as may be deemed necessary by the affirmative vote of a majority of the Members at any meeting of the Members of the Corporation at which a quorum is present; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided.

ARTICLE – 9 --Restrictions Regarding the Operations of the Corporation; Administration of Funds

Section 1. No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation shall be used for lobbying, and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 2. Violation of Purposes. In no event and under no circumstances shall the Executive Leadership or the Board of Directors make any distributions or expenditures, engage in any activity, hold any assets, or enter into any transaction whatsoever, the effect of which under applicable federal laws then in force, will cause the Corporation to lose its status as an organization.

Section 3. Tax Records. The Corporation shall maintain at its principal office, a copy of its application for exempt status and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them. The Corporation shall file all required registrations to solicit charitable contributions.

Section 4. Annual registration. The Corporation shall renew its article of incorporation annually with the Georgia Secretary of State and fill all Federal and State Taxes as may be deemed.

Section 5. Monthly, Quarterly, and Annual Financial Reports as well as Internal and External Audits. The Director for Finance in collaborate with the Executive Director shall prepare and submit Monthly, Quarterly, and Annual Financial Reports to the Board of Directors. The Director for Finance in collaboration with the Executive Director shall also prepare and submit annual budgets, year-end financial statement including, a Statement of Income & Expenses, Balance Sheet, and a Statement of Cash Flow with any applicable Footnotes/disclosures. Along with such reports, the Director for Finance shall submit the annual Georgia Secretary of State renewal certificate and copy of annual filing of Federal 990 or 990N. All reports shall be submitted to the Board of Directors within ten (10) days after the requisite period.

Together, these reports and or documents shall be commissioned for external audit by the Board of Directors and the results of the audit shall be presented to the General Body by the Board of Directors within 30 days or during the next General Body meeting, whichever comes first.

Section 6. Books and Records. This organization shall maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its members. The organization shall keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation and an original or duplicate membership register, giving the names of the members and showing their respective addresses, and the class and other details of membership. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of account and records of the proceedings of the members and Directors, and to make copies or extracts therefrom at the member's expense. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. Where an attorney or other agent is the person who seeks the right of inspection, the demand under oath shall be accompanied by a power of attorney or another written communication authorizing the attorney or other agent to act on behalf of the member.

ARTICLE – 10—PURPOSE, ASSETS DISTRIBUTION, AND DISSOLUTION OF LAMA

Purpose:

The organization is organized exclusively for charitable/non-profit purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Assets Distribution:

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dissolution:

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE – 11-- MISCELLANEOUS PROVISIONS

Section 1. Headings. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

Section 2. Rules and Regulations. The Board of Directors may adopt rules and regulations **not inconsistent** with these Bylaws for the administration and conduct of the affairs of the organization. Such rules and regulations include requirements of the Local Chapter affiliation agreement with any National Organization. However, such rules and regulations may be amended only by 2/3 majority vote of registered and voting members of the General Body and during a Special Called meeting or during a regular General Body meeting.

Consent signature of the Constitution Review Committee

THIS IS TO CERTIFY that the Governing Instrument (Constitution/By-laws) of the Liberia Association of Metropolitan Atlanta were reviewed for amendment by the Constitution Review Committee (CRC) on this 25th day of August, 2018 during which time a draft amendment recommendation evolved. Said draft amendment recommendation was approved on December 9, 2018 by the Constitution Review Committee (CRC).

Will M. Jallah

Will M. Jallah, Sr.
Chairman, LAMA Constitution Review Committee

Borbi Bropleh

Borbi Bropleh
Co-Chairman, LAMA Constitution Review Committee

Matilda Arhin

Matilda Arhin
Secretary, LAMA Constitution Review Committee

Nukey Richards

Nukey Richards
Assistant Secretary, LAMA Constitution Review Committee

Bob Surrusco

Bob Surrusco
Member, LAMA Constitution Review Committee

Oaeigyan

Oaeigyan
Member, LAMA Constitution Review Committee

Consent signature of the Executive Leadership

THIS IS TO CERTIFY that the Constitution Review Committee's draft amendment recommendation document, Governing Instrument (By-laws) for the Liberia Association of Metropolitan Association of Atlanta were reviewed by the Executive Council represented by and through its President/designee/proxy, and approved on this 9th day of December, 2018.

Somo Hubbard-Bassar

Dr. Somo Hubbard- Bassar
President
LAMA

Consent signature of the Board of Directors

THIS IS TO CERTIFY that the Constitution Review Committee's draft amendment recommendation document, Governing Instrument (By-laws) for the Liberia Association of Metropolitan Atlanta were reviewed by the Board of Directors represented by and through its Oversight Committee Chair and its Chairman, and approved on this 13th day of January, 2019.

Lois Harris

Ms. Lois Harris
CRC Ways and Means Committee Chair
LAMA Board of Directors

Layee Toure

Layee Toure
Chairman
LAMA Board of Directors