

**Constitution
of
Liberian Community Association of Georgia (dba Liberian
Association of Metropolitan Atlanta, Inc.)**

PREAMBLE

We, the citizens, and descendants of the Republic of Liberia (West Africa), residing in the State of Georgia (USA), do hereby ordain and establish the following as the Constitution and Bylaws to govern ourselves and our affairs. The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Georgia and the Articles of Incorporation of LIBERIAN COMMUNITY ASSOCIATION OF GEORGIA. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provision of the Non-Profit Corporation Act of Georgia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

ARTICLE I: NAME, MOTTO, AND COLORS

Section 1: Name

The legal name of the Non-Profit Corporation shall be known as LIBERIAN COMMUNITY ASSOCIATION OF GEORGIA doing business as “Liberian Association of Metropolitan Atlanta, Inc. (LAMA)”, and shall herein be referred to as the “Corporation”.

Section 2: Motto

“TOGETHER, WE CAN SUCCEED”

Section 3: Colors

The colors of the Corporation shall be Red, White, and Blue, reflecting the national colors of the Republic of Liberia.

ARTICLE II: PURPOSE

The general purposes for which this Corporation has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

The Corporation is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to 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 corporation's

purpose includes:

- Cultivating and promoting the culture of Liberia and Africa
- Providing social support services to members and the public at large
- Developing and promoting projects/initiatives for community empowerment
- Seeking and establishing affiliation with other non-profit corporations whose objectives shall be congruent with those of the Corporation

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Georgia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE III: OFFICES

The principal office of the Corporation shall be determined by the Executive Office with approval of the Board of Directors and may be located within the greater metro area of Atlanta, Georgia. The Corporation may also maintain an official United States Post Office box in the State of Georgia as a mailing address.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE IV: DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE V: MEMBERSHIP

Section 1: Membership Status

Membership status herein, is conferred to individuals without regards to race, color, sexual orientation, gender identity, ethnicity or national origin, religion, age, genetic information, disability, or veteran status.

Section 2: Voting and Non-voting Members

1. Voting/Active Members: A Voting or Active 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 all elections and is in good standing in terms of conduct. A voting member shall be entitled to one (1) vote on each matter voted on at a meeting of members.
2. Non-Voting Members: A Non-Voting member is a registered individual who meets all other qualifications of membership, but who is not current on their financial obligations to the Corporation.

Section 3: Membership Requirements, Dues and Responsibilities

1. All members shall be at least eighteen (18) years of age.
2. Any eligible individual who desires to become a member of the Corporation must register by completing an application and demonstrate 30 days of residency in the State of Georgia.
3. Individual membership begins when an individual has met financial and other obligations to the Corporation.
4. Membership dues and initial registration fees shall be prescribed by the Executive Office at the beginning of their term and shall remain the same until the end of their term or otherwise adjusted by the Board of Directors.
5. A member shall be declared inactive upon failure to pay membership dues three (3) consecutive months. An inactive member shall not be entitled to any membership benefits including voting or running for office. An inactive member may reactivate membership by payment of all past dues plus a reactivation fine to be determined by the Executive Office at the beginning of their term, which does not include the month of reactivation.
6. Members who have paid their dues and attended at least fifty percent (50%) of general meetings in a fiscal year will be eligible to participate in elections and vote on matters of importance to the Corporation.
7. All members shall participate fully in the affairs of the Corporation and shall refrain from any action which may bring the Corporation into disrepute.
8. The Corporation shall have the right to take disciplinary measures against any member for contravening any section of this Constitution and/or ethics policies developed by the Board of Directors, after proper investigation provided that the member to be so disciplined shall have the right to be heard and plead their case at a scheduled hearing within a reasonable time prior to issuance of final disciplinary actions, including but not limited to fines, suspension, or expulsion from activities of the Corporation.

- a. The Executive Office shall investigate of allegations against members and recommend the appropriate disciplinary action to the Board of Directors.
- b. The Board of Directors shall then approve and confirm the final disciplinary action and communicate its resolution to the General Assembly.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Georgia. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. Key responsibilities include but are not limited to:

- Defining, evaluating, and monitoring the long-term strategy of the Organization.
- Evaluating and approving annual budgets and financial reports.
- Reviewing and approving major capital allocations and expenditures and major transactions.
- Understanding the Organization's risk profile and reviewing and overseeing risk management.
- Ensuring compliance with all applicable laws, regulations, policies, and ethical standards.
- Support the Executive Office in acquiring financial and in-kind resources.
- Two (2) Board members shall represent the Organization on the Board of Directors of the Union of Liberian in the Americas (ULAA).

Section 2: Number and Qualifications

The Board shall comprise of a maximum of 7 members, but no fewer than three (3) members. The number of Board members may be increased beyond 7 members by the affirmative vote of a simple majority of the General Assembly at an Annual General Meeting of the Corporation. A Board member need not be a resident of the State of Georgia.

Section 3: Board of Directors Roles and Responsibilities

I. Chair of the Board of Directors

The Chair of the Board of Directors shall serve as the leader of the Board and shall preside over meetings of the Board of Directors and shall have such other authority and perform such other duties in keeping with the Articles of Incorporations, Bylaws, and the Board's Governance Policy.

II. Vice-Chair of the Board of Directors

The Vice-Chair of the Board of Directors shall exercise the powers of the Chair of the Board of Directors during the Chair's absence or inability to act. Any action taken by the Vice-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 Vice-Chair shall have such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.

III. Secretary of the Board of Directors.

The Secretary of the Board of Directors shall be the custodian of records, prepare materials, organize meetings, and record all minutes of the Board.

Section 4: Board Compensation

Consistent with Form 1023 application filed with the Internal Revenue Service, Board members shall not be entitled to any form of compensation. However, if 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 5: Board Elections

Members of the Board of Directors shall be elected by the General Assembly at an Annual General Meeting subject to these Bylaws and the Organization's Election Guidelines. However, where there is a conflict between the Bylaws and the Elections Guidelines, the Bylaws shall take precedence.

Section 6: Term of Board

Board members shall be a term of three (3) years. No person shall serve more than two (2) consecutive terms. No person shall serve more than six (6) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

Section 7: Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of three (3) meetings of the Board during any one calendar year without valid excuses;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy occurring on the Board of Directors by reason of resignation, removal, death or otherwise, shall be filled by a special election to be held within 60 days of the vacancy. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 8: Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Unless the Attorney General of Georgia is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Section 9: Removal

A Board Member may be removed from office for acts disreputable (not considered to be respectable in character or appearance) of a board member, not maintaining financial obligations to the Corporation, missing three (3) consecutive Board without written notice or a vote of no confidence from the remaining board members then in office. The attempted removal for disreputable 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 select a 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 election by the voting members of the organization. All Board members are expected to attend all Board meetings and the Annual Meeting. 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.

Section 10: Meetings

The Board shall meet at the end of each quarter and present a high-level update to the general membership of the Organization. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any four (4) regular Board members may call a special meeting of the Board with 10 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

Section 11: Minutes

The Secretary shall be responsible for the recording of all minutes of each meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

Section 12: Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the

minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Section 13: Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 4 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote result in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Section 14: Voting

Each Board member shall only have one vote.

Section 15: Proxy

Members of the Board shall be allowed to vote by written proxy.

Section 16: Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year without valid excuse shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE VII: EXECUTIVE OFFICE

The Executive Office (EO) is responsible for managing the day-to-day activities of the Corporation. The EO shall coordinate the activities of the Corporation, determine questions of policy, administer the affairs of the Corporation and present comprehensive reports of the Corporation to the Board on a quarterly basis and General Assembly at Annual General Meetings. The EO shall be free and independent to run the day-to-day operations of the Corporation without undue influence or interference by the Board of Directors. The General Assembly shall elect the Executive Director and Assistant Executive Director. The Executive Director shall appoint the Secretary, Treasurer, Financial Secretary, Parliamentarian, and Chaplain with written notice to and approval by the Board of Directors prior to announcements of the formal appointments. The Executive Director may also remove Executive Officers with written notice to the Board of Director.

Section 1: Executive Director/Chief Executive Officer (CEO)

The Executive Director is the chief executive officer of the Corporation, shall oversee the Executive Office, and is accountable for the actions and performance of the Executive Office. He/She shall serve as the official spokesperson of the Corporation and preside over all General and Executive meetings. He/She shall sign, with the Secretary, and/or Treasurer or 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 must ensure the Treasurer and the Financial Team produces the Corporation's monthly, quarterly, and annual financial reports and he/she will transmit same to the Board of Directors. Additionally, the Executive Director is responsible to provide all financial reports for internal and external audits.

The Executive Director shall appoint all standing and ad hoc committee chairpersons in concert with the Executive Office and submit the names of appointees to the Board of Directors for approval. The Executive Director shall appoint the third (3rd) representative from the general membership of the Organization to the Board of Directors of the Union of Liberian Associations in the Americas (ULAA).

The Executive Director shall serve as ex-officio on all committees except ad hoc committees. He/She shall have the authority to convene emergency meetings of the General Assembly or the Executive Office. He/She may also request a special meeting of the Board of Directors to deal with matters affecting the interest of the Corporation which, in his or her judgment, requires timely action.

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 Director, 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 Executive Director from time to time. No officer shall delegate the functions of the Assistant Executive Director unless the Assistant Executive Director is either absent or unavailable.

Section 3: Director of Administration/Secretary

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 Bylaws. 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. No officer 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.

Section 4: Director of Finance/Treasurer

The Treasurer shall serve as the Chief Financial Officer of the Corporation and it shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall file annual corporate tax returns with the Internal Revenue Service and renew annual registration with the Georgia Department of Revenue.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Board and Executive Director whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

The Director of Finance shall 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 submitted to the Board of Directors within 30 days after the end of such fiscal year. The Director of Finance shall in general perform all the duties incident to the office of Director of Finance and such other duties as from time to time may be prescribed by the Executive Director.

Section 5: 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 Director of Finance, and when so acting shall have all the powers of and be subject to all the restrictions upon the Director of Finance. They shall perform such other duties as may be prescribed by the Director of Finance and the Executive Director. The Financial Secretary is appointed by the Executive Director, approved by the Board of Directors and is member of the Finance Committee.

Section 6: Chaplain

The Chaplain provides spiritual care for members of the Organization. The Chaplain provides religious services and supports members who are ill, hospitalized, incarcerated, grieving, going through trauma or celebrating milestones in life. The Chaplain is appointed by the Executive Director, approved by the Board of Directors and is a member of the Outreach Committee.

Section 7: Parliamentarian

The Parliamentarian guides the Organization on parliamentary rules and procedures during legislative and Annual General Meetings. The Parliamentarian shall also ensure a perfect decorum and adequate security during all meetings. The Parliamentarian shall enforce the Roberts Rules of Order as the guiding document for all applicable proceedings. The Parliamentarian is appointed by the Executive Director, approved by the Board of Directors.

Section 8: Tenures

The tenure of elected Executive Officers shall be as follows:

1. Shall be elected for a term of two (2) years.
2. May be re-elected for a second term but not more than two consecutive terms.

Section 9: Vacancies

Vacancy of the Executive Director or Assistant Executive Director because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a majority vote of the General Assembly at a special election held within thirty (30) days of the existence of said vacancy.

Section 10: Expectations

All Executive Officers shall:

- a. Be at least a high school graduate or its equivalent.
- b. Be an active member in good standing with proven leadership qualities in terms of ability, character, and temperament.
- c. Be a member in good standing for at least two (2) years preceding election to the respective office.
- d. Possess legal status to live and work in the United States.
- e. Have the requisite skills to carry out the duties of the specific office.

Section 11: Expectations

It is expected that all officers will serve with the highest degree of effectiveness, competence, and integrity. As representatives of the Corporation, officers should always behave in a professional manner, and refrain from any action(s) that might bring embarrassment and discredit to the Corporation.

ARTICLE VIII: GENERAL ASSEMBLY

Section 1: General Powers

The General Assembly consists of all active members of the Corporation in good standing and shall elect the members of the Board of Directors and the electable Executive Officers during the Annual General Meeting (AGM) of the Corporation. The General Assembly shall also vote on and approve amendments to the Constitution and Bylaws of the Corporation. The General Assembly may not interfere with administration functions of the Corporation; such oversight is done by the Board of Directors.

During a Specially called meeting, the General Assembly shall have the right to take disciplinary measures against any member of the Board for contravening any section of this Constitution and/or ethics policies developed by the Board of Directors. The General Assembly shall vote on such matters, after proper investigation provided that the member to be so disciplined shall have the right to be heard and plead their case at a scheduled hearing within a reasonable time prior to issuance of final disciplinary actions, including but not limited to suspension or removal from office.

ARTICLE IX: COUNCIL OF PRESIDENTS

Section 1: Function

The Council of Presidents shall comprise of the heads of Liberian county organizations/associations in Georgia and shall be headed by the Executive Director of the Corporation. The Council shall function exclusively in an advisory role with no policy, decision-making powers or collective voting rights.

The Council may provide recommendations, feedback, and input on matters of the Corporation which are of importance to their individual organizations.

Meetings of the Council shall be called by the Executive Director or a simple majority of members.

ARTICLE X: COMMITTEES

Section 1: Standing Committees

The Standing Committees of the Corporation shall include:

1. Fundraising Committee
 - a. Shall devise strategies to raise funds and other donations for various projects and programs.
2. Membership Committee
 - a. Shall be responsible for membership drive campaigns to grow the member base.
 - b. Shall seek the general welfare of members in good standing and prospective members

in the community.

3. Communications/Public Relations Committee
 - a. Shall manage and maintain all media channels of the Corporation including but not limited to the organization's official website, social media accounts, mobile messaging, and newsletter.
 - b. Shall keep the public informed about matters relating to the Organization, and developments from Liberia and the Diaspora.
4. Planning & Program Committee
 - a. Shall be responsible for the development and implementation of all strategic programs of the Corporation as well as key stakeholder events.
5. Outreach & Benevolence Committee
 - a. Shall develop and implement programs to engage members of the community experiencing illness, bereavement, incarceration, or celebratory events.
6. Audit Committee
 - a. Shall conduct quarterly audits of financial records and make reports to the Board of Directors.
7. Legal and Compliance Committee
 - a. Shall advise on all relevant legal matters.
8. Youth Committee
 - a. Shall recommend and plan youth programs to:
 - i. Empower and engage youth in governance, community organizing, and activism.
 - ii. Educate youth about Liberian culture, history, traditions, and experiences.
 - iii. Close the age and generational gaps in the Liberian community.

Section 2: Ad Hoc Committees

1. Ad hoc committees are generally understood to be temporary in nature. The Executive Office may establish an ad hoc committee to perform a specific issue or project task. Once the task is completed, the committee disbands. These committees shall include but not be limited to:
 - a. Elections Commissions shall conduct general elections per Elections Guidelines approved by the Board of Directors.
 - b. Bylaws Review Committees shall be responsible for evaluating the Constitution and Bylaws for opportunities to amend.
 - c. Conflict Resolution Committees shall be responsible for informally resolving conflict amongst members of the Organization and the community at large to prevent escalation and possible legal proceedings.
 - d. Special Advisory Committees shall be constituted by the Executive Director to take on any special initiatives or requests.

2. Ad hoc committees fall under the direction and discretion of the Executive Director with oversight by the Board.
3. If it is determined that a need, problem, or issue of an ad hoc committee is ongoing and requires permanent attention and creation of a standing committee, the Executive Officers or Board of Directors may recommend the creation of a new standing committee to the General Assembly. If the General Assembly agrees that the initiative or issue requires the creation of a new standing committee, it must vote to amend the Constitution and Bylaws to add a new standing committee.

ARTICLE XI: FINANCES

Section 1: Funding Sources

Funding for the Corporation shall be generated from proceeds of functions, appeals, donations/grants, dues, fines, and membership fees. The Corporation may undertake special projects as approved by the Board of Directors or operate enterprises designed to generate additional revenue.

Section 2: Bank Accounts

The Organization shall establish and maintain bank account(s) at an FDIC-insured (Federal Deposit Insurance Corporation) banking institution for the safe custody of funds and other financial assets. All funds shall be used in accordance with provisions set forth in the Constitution. No new accounts and/or new or additional bankcards shall be obtained by the Executive Officers without notice to and consent of the Board of Directors.

ARTICLE XII: EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, board members, officers, or other private persons, except that the Corporation 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 Article II hereof.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future

federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

ARTICLE XIII: DURATION / DISSOLUTION

The duration of the Corporation's existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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 XIV: PERSONAL LIABILITY

No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**Bylaws
of
Liberian Association of Metropolitan Atlanta, Inc.**

ARTICLE I: NOMINATIONS AND ELECTIONS

Section 1: Nomination

Nominations shall be in the form of a motion from the floor by a member in good standing. Two nominations for an office shall be the minimum number requiring a motion to close except where there is only one nominee who shall be accepted by acclamation.

Section 2: Election Commission

An ad hoc Elections Commission comprising of a minimum of three (3) members shall be appointed by the Executive Director during the second quarter regular meeting of the election year. Voting shall be held by secret ballot and administered by the Elections Commission. Officers and Board members shall be elected by majority vote.

Section 3: Time of Elections

General Elections shall be held on the second Sunday in November.

Section 4: Installation of Elected Officers

1. Installation shall be held no later than the Second Sunday in January following a general election.
2. Before assuming office, all officers and Board members of LAMA shall take the following oath or affirmation:

“I, [state name] do solemnly swear or affirm that I will faithfully execute the office of [state office] to the best of my ability, and will defend and uphold the Constitution and Bylaws of the Liberian Association of Metropolitan Atlanta, so help me God”

3. Before assuming office, all officers and Board members shall execute the LAMA Confidentiality and Non-Disclosure Agreement.

ARTICLE II: DUES, DONATIONS AND FINES

Section 1: Dues

All members shall pay monthly dues to be determined by the Executive Office and approved by the Board of Directors. Dues shall be payable each month to the Corporation. A one-time application fee shall also be charged for new members.

Section 2: Donations

Donations from members, institutions, or the general public is encouraged and must be duly acknowledged.

Section 3: Fines

A fine shall be levied on disruptive members. Fines shall be determined by the Executive Office and enforced by the Parliamentarian. Fines must be paid to retain active membership. No exceptions whatsoever will be allowed.

ARTICLE III: DEPOSITS, WITHDRAWALS & REPRISALS

Section 1: Deposits and Withdrawals

Deposits shall be made into the Corporation's account(s) by the Treasurer or another authorized signatory to the account. All checks or money transfers shall be signed and/or authorized by Executive Director and the Treasurer or the General Secretary when necessary. Withdrawals shall carry the signatures of the Executive Director and the Treasurer or the General Secretary, when necessary.

Section 2: Reprisals

All allegations of misappropriation shall be thoroughly investigated by the Executive Officers and/or the Board of Directors and possible disciplinary action will be taken by the Board of Directors.

ARTICLE IV: MEETINGS

Section 1: General Body Meeting

1. Shall be held quarterly on the Second Sunday of each quarter (March, June, September, December) at a place and time to be decided by the Executive Office.
2. Shall proceed only when at least ten members are present.
3. Shall be limited to a maximum of two hours.

Section 2: Annual General Meeting (AGM)

The Annual General Meeting (AGM) shall be held in December for transacting business such as annual reports, strategic planning, elections, and other business brought before the general body. Whereas, the election year Annual General 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:

1. Board of Directors annual report
2. Strategic plan adoption
3. Approval of annual operating budgets
4. Approval of constitutional amendments
5. And such other business as may be properly brought before the meeting

Section 3: Emergency Meetings

Shall be held when necessary. The Secretary shall notify the General Assembly of the time, place, and purpose of such meetings.

Section 4: Committee Meeting

Shall be called by the Chairpersons of the respective committees, if the need arises. All committee members shall be expected to attend. Any members tardy more than twice or absent more than three times without any legitimate reason may be removed from the committee.

Section 5. Notice of Meetings.

The Director for Administration/Secretary shall give notice of meetings by mail, email, and or public service announcement to all members of the Corporation at least 10 days prior the meeting.

ARTICLE V: IMPEACHMENT AND QUORUM

Section 1: Impeachment of Executive Director and Assistant Executive Director

An impeachment proceeding shall be handled by an Ad Hoc Committee, which shall be appointed by the Board of Directors. The charges shall be investigated by the Committee and recommendations made to the Executive, Board and General Assembly. For said recommendations to be enforceable, it must be approved by two-thirds of members present. If this condition is not met, then the Board can suspend the elected officer or officers until the next meeting.

Section 2: Quorum

A quorum shall consist of a simple majority of members present.

ARTICLE VI: REMOVAL OF BOARD OF DIRECTORS

Section 1: Nomination

Any member, officer or board member may move to remove a member of the Board at a general meeting.

Section 2: Special meeting

1. A special meeting of the General Assembly must be called and the board member in question shall be notified in writing that they will be voted upon during said meeting.
2. At the special meeting, the Board member must be given an opportunity to be heard and members of the General Assembly may provide feedback.
3. The General Assembly shall vote on removal. A majority of votes is required to remove

the board member.

Section 3: Vacancy

The Executive Officers and/or remaining Board of Directors shall recommend a new Board member with approval of the General Assembly to serve out the remainder of the term in question.

ARTICLE VII: CONSTITUTIONAL AMENDMENT

Section 1: Procedure

The Constitution and Bylaws, or any portion thereof, may be amended by a two-thirds (2/3) majority vote of the membership present at an Annual General Meeting or a special called meeting for that purpose; provided that the amendment to be acted upon has been officially declared at least sixty (60) days prior to said meeting to be studied; provided further that the said amendment has been sent to members in good standing. Only active members who are current on dues may vote on amendments.

Section 2: Proposal of Amendment

Any member may propose amendments, provided that it has the signature, or sponsorship of at least one officer and one Board member. All written requests for amendments shall be forwarded to the Secretary and it shall be presented during the next regular meeting to the General Assembly.

ARTICLE VIII: MISCELLANEOUS

1. The Corporation is not and should not be considered a financial institution or a bank that earns money for profit sharing. Therefore, any member who leaves the Corporation, voluntarily or involuntarily, shall forfeit all benefits including donations and other contributions.
2. The Corporation shall adopt, use, or modify an official seal, emblem, or motto and, in due course such other symbols of group identification and solidarity which may be considered desirable.

In consideration thereof, and as a token of our resolute determination and commitments to the issues herein stated, we do affix our names and signatures to these Constitution and Bylaws.

Cllr. Patience Kaysee Saydee, Esq.

Dr. Kema Diggs

Mr. Alex Gontee

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