

Constitution & By Laws

[Liberian Association of Michigan – Most Recently Amended: Sunday, August 11, 2013]

Article I – Name

The name of this association shall be called The Liberian Association of Michigan, and shall be located in the city of Detroit, County of Wayne, State of Michigan, U.S.A.

Article II- Purpose

The purpose of this organization shall be to provide charitable services to Liberians and other nationals who are members of the association. It shall also endeavor to enhance the educational, social and economic well being of its members, as well as promote the cultural heritage of Liberia; to establish brotherhood and goodwill, and enhance understanding among Liberians and other nationals.

Article III – Membership

The organization shall have two categories of membership as defined below.

Section 1.1 - Regular Membership

All Liberians by birth, naturalization, or heritage, and all other nationals who are registered with the association, reside in the state of Michigan, and pay membership dues.

Section 1.2 – Patron Membership

Anyone who accepts the principles and objectives of this organization, resides in the State of Michigan and pays higher membership dues than regular members as provided in the Membership Dues Policy of the Liberian Association of Michigan.

Section 1.3 – Special Membership Issues

This category shall consist of Senior citizens (65 years and above), and Minors (17 years and under). Senior citizens shall be assessed annual membership dues of half the amount assessed regular or patron members, while minors shall be exempt from all dues. Seniors are given a one-time opportunity to have their dues “grandfathered” at the rate of \$30 a year if they pay their \$30 no later than November 15, 2013. All seniors who do this will permanently pay \$30 a year.

Section 2 – Activities of Membership

2.1 - Active Membership

Active members are regular and patron members whose dues are current within the fiscal year and owe no accrued arrears since the registration of the association with the state of Michigan in 2001; and attend at least fifty percent of the regular meetings. Only Active members can hold elective offices, chair a Standing committee, vote in elections, or on any decisions that require a vote affecting the Association.

2.2 – Inactive Membership

Individuals in default of Section 2 (2.1)

2.3 – Excused Absence

a. - A member may submit a written request for a leave of absence from the association for the fiscal year. Members on leave of absence are those who are unable to function actively during the current year.

b. – Any written request for a leave of absence shall be addressed to the chair of the membership committee, who shall subsequently submit a copy of said request to the Secretary of the association for recording into the archives.

2.4 – Reinstatement

Upon written request of any inactive member who agrees to fulfill his/her membership obligation and pays all accrued/ delinquent dues shall be reinstated.

2.5 – Transfer of Membership

Membership in this organization is not transferable or assignable.

ARTICLE IV – MEETINGS OF MEMBERS/ELECTIONS

Section 1

General meetings of the association shall be held every two months within each fiscal year. The last general meeting of each fiscal year shall be held on the first Sunday in June, and shall be designated as the official annual meeting. General elections, if any, shall be held during the annual meeting. The fiscal year of the association runs from June to June.

Section 2

Special meetings of the general membership may be called by the Executive committee or the Board of Directors; or by a signed petition of not less than seventy-five active members of the association to consider matters vital to the organization. The purpose for which the special meeting is called shall be stated in the petition.

Section 3 – QUORUM

A simple majority of Active members in attendance at any general or special meeting shall constitute a quorum for the transaction of business.

Section 4

No proxy shall be given at any given meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1

The Board of Directors shall have oversight and advisory functions in regards to the affairs of the organization. No member of the Board shall be appointed to any Standing Committee. The Board shall have no executive or administrative responsibilities, but shall have investigatory powers in regards to malfeasance or incompetence of any officer of the organization. The Board shall have powers to require any member of the Executive Committee to appear before it, or to furnish any documents that might be deemed relevant to an investigation. Any Executive Committee member, who fails to appear, or to furnish documents requested, shall be the subject of removal proceedings. The Board shall receive updates from the president on the association preceding any general or special meeting.

Section 2 - Officers of The Board

The Board of Directors shall compose of nine members elected by the general membership. The elected members of the Board of Directors shall elect the officers of the Board. The officers of the Board will consist of a Chairman, Vice-Chairman, and Secretary. The President of the association shall be an unelected member of the Board, shall attend all Board meetings, but shall have no voting rights.

Section 3 - TENURE, ELECTIONS & QUALIFICATIONS

Any Active member of the general membership is eligible for election to the Board of Directors. The term of office will be for three years, except for those members elected to fill vacancies, in which case such member shall serve the remainder of the uncompleted term. No member of the Board shall serve for more than two consecutive terms. All elections will be held six months after elections for members of the Executive Committee at the annual meeting, except for special elections that may be called to fill a vacancy. All candidates for the Board shall meet a minimum one year state residency requirement.

Section 4 – DUTIES OF THE OFFICERS OF THE BOARD

4.1 – Chairman - The Chairman of the Board shall call and preside over all meetings of the Board of Directors.

4.2 – Vice Chairman – In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman will perform the duties of the Chairman.

4.3 - Secretary – The Secretary shall keep minutes of the proceedings of all Board meetings and shall be responsible for sending out notices of all meetings of the Board of Directors.

Section 5 - REGULAR & SPECIAL MEETINGS

5.1 – Regular Meetings – Regular meetings of the Board of Directors shall be held every three months. The Chairman, thru the Secretary, shall send out notice of the time and place for the holding of meetings. Only members whose dues are current shall be eligible to vote on decisions at meetings.

5.2 – Special Meetings – Special meetings of the Board may be called by the Chairman, or at the request of a two-thirds majority of the members of the Board of Directors. Notice of any special meetings of the Board shall be given at least twenty-four hours prior to the meeting by United States Mail, Telegram, Electronic Mail (e-mail), or Telephone. .

Section 6 – QUORUM

A two-thirds (2/3) majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board (Regular or Special). The decisions of a majority of the Directors present at a meeting in which a quorum is present shall be the Act of the Board.

Section 7 – VACANCIES

Any vacancy occurring on the Board of Directors is to be filled by a By-Election. The Chairman of the Board shall, in writing inform the Chairman of the Elections Commission within fifteen days after said vacancy occurs. The Elections Commission shall cause elections to be held at the subsequent general meeting of the association.

Section 8 – REMOVAL

Any officer or member, elected to the Board of Directors, may be removed upon recommendation of a majority of the Board of Directors, and upon approval by a majority of the general membership at a subsequent regular or special meeting of the association. Any removal must be based on acts of proved misconduct or malfeasance.

Section 9 – RECALL

Any officer of the Board may also be removed through a signed petition of a 2/3 majority of active members of the association. Any such petition must be approved by a simple majority of the active membership at any regular or special meeting.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – GENERAL POWERS

The affairs of the organization shall be managed by the Executive Committee. The officers of the Executive Committee will constitute the officers of the organization. The Executive Committee will provide updates on the affairs of the association at all Regular Board of Directors and general membership meetings.

Section 2 – NUMBER, CLASSIFICATION & DUTIES

The Executive Committee shall compose of six elected officers, who shall be Active members of the association and shall be elected by a simple majority of the active membership. The term of office will be for two years. No officer can serve for more than two consecutive terms. The officers will be, President, Vice President, General Secretary, Treasurer, Parliamentarian, and Chaplain. A candidate for the Executive Committee shall meet a minimum one year state residency requirement.

Section 3 – PRESIDENT

The President shall be the Chief Executive officer of the organization and shall, in general supervise all affairs of the organization. S/He shall preside at all meetings of the general membership and of the Executive Committee. S/He may sign, with the Treasurer of the association, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Executive Committee to some other authorized officer or agent of the organization. The President is an ex-officio to all Standing Committees. The President shall attend all Board meetings, but shall have no voting rights.

Section 4 – VICE PRESIDENT

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President of the association, and when so acting shall have all the powers of, and be subject to all the same restrictions upon the President. The Vice President shall perform such other duties as may be assigned him/her by the President or the Executive Committee, including the chairmanship of a Standing Committee. S/he may not chair more than one Standing Committee at a time.

Section 5 – TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever and deposit all such monies in the name of the association in such banks, trust companies or other depositories as shall be selected by the Executive Committee. The Treasurer shall give an updated financial report at every Executive Committee meeting and every regular general membership meeting. The Treasurer may, at the discretion of the Executive Committee, serve on, or become chairman of the Budget, Finance and Investment Committee but shall not chair more than one Standing Committee at a time.

Section 6 – GENERAL SECRETARY

The Secretary shall keep minutes of the meetings of the general membership and of the Executive Committee and will keep a register of the post office addresses of all members, and keep a registry of the certificates of membership of the organization. The Secretary shall be the custodian of all records of the association, and shall issue citations for meetings and other communications. The Secretary, at the discretion of the Executive Committee, may serve on, or become chairman of the Membership and Nominating Committee, but shall not chair more than one Standing Committee at a time.

Section 7 – PARLIAMENTARIAN

The Parliamentarian shall be the official interpreter of the rules of procedures and accompanying documents of authority governing meetings. S/He shall be well versed in parliamentary law/procedures and shall keep one of the association's copies of "Robert's Rules of Order". The Parliamentarian shall be a member of the Ad Hoc By-Laws Committee that may be formed from time to time, and may serve as its chairman, but shall not chair more than one Standing Committee at a time.

Section 8 – CHAPLAIN

Although this is a secular organization, the need for spiritual guidance is fundamental. Therefore, the Chaplain will be the spiritual and ethics official of the organization. S/he will open and close all meetings of the membership or Executive Committee with a prayer. S/he will also be the chairman of the Ethics, Counseling and Bereavement Committee.

Section 9 – VACANCIES

Any vacancy occurring on the Executive Committee is to be filled by an affirmative vote of the general membership in a by-election. The Executive Committee shall inform the Board of Directors and the Elections Committee in writing of any vacancies no later than two weeks after said vacancy, and the Elections Committee shall cause elections to be held no more than three weeks after receipt of vacancy notifications.

Section 10 – REMOVAL

Any officer elected to the Executive Committee may be removed for cause upon recommendation of a majority of the Board of Directors and upon approval by a majority of the active membership at a subsequent regular or special meeting for acts of proved misconduct, malfeasance, or inactivity (default of section 2.1).

Section 11 – RECALL

Any officer of the Executive Committee may also be removed through a signed petition of a 2/3 majority of active members of the association. Any such petition must be approved by a simple majority of the active membership at any regular or special meeting.

Section 12 – CONFLICT OF INTEREST

No official of the association, whether elected or appointed to a Standing Committee shall be a party directly or indirectly, to any contract between the organization and himself or herself without the knowledge, consent and approval of the general membership. No officer or regular member shall take any action on behalf of the organization that results in benefits accruing to himself or herself, without the consent of the general membership.

ARTICLE VII – STANDING / AD HOC COMMITTEES

Section 1 – COMMITTEES OF THE EXECUTIVE COMMITTEE

The Executive Committee may designate and appoint one or more committees for the purpose of developing, advising or implementing various functions and programs in the management of the organization, provided no new committees are formed that duplicate the functions of those already established under the constitution. The Standing Committees of the Executive Committee shall be, but not necessarily limited to, the following:

Section 2 – PLANNING, BUDGET AND FINANCE COMMITTEE

This committee will be involved in the strategic planning, policy and program direction in accordance with the purpose and mission of the organization. This Committee shall prepare a budget; study and provide means for financing undertakings and projects for the organization. The Committee cannot levy or execute money transactions, but can make recommendations to the Executive Committee or general membership in terms of investments and other financial and budgetary matters. The Committee, along with the Treasurer, will assist in the annual audit of the organization's financial status.

Section 3 – AD/ HOC BY-LAWS COMMITTEE

This Committee shall be constituted from time to time to periodically review the By-Laws, as the organization progresses, and make recommendations for amendments as necessary, to accomplish the purpose and mission of the organization.

Section 4 – PUBLIC RELATIONS & MEMBERSHIP COMMITTEE

This committee shall be responsible to promote the association and its activities, recruit and receive and announce new members into the organization. Upon approval of the Executive Committee it shall develop press releases, arrange press conferences, establish and maintain relationship with the news media, formulate, design and distribute publications and /or promotional materials for the association.

Section 5 – ELECTIONS COMMITTEE

This committee shall be responsible to conduct all elections, whether General or Special that may be required from time to time. The committee shall set the rules and regulations for elections in accordance with the By-Laws and Constitution.

Section 6 – FACILITIES & MAINTENANCE COMMITTEE

This committee shall be responsible to maintain the headquarters of the association, and other Real estate that the organization may own. The committee shall keep the premises of the association clean and ready for business use at all times.

Section 7 – ETHICS, BEREAVEMENT AND COUNSELING

This Committee shall coordinate and recommend appropriate responses on behalf of the organization for any individual, or collective emergencies of affliction. Upon the directive of the Executive Committee, this Committee shall also be responsible for the investigation of any unethical conducts or acts of malfeasance.

Section 8 – RULES GOVERNING STANDING COMMITTEES

Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with the rules adopted by the Executive Committee.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – CONTRACTS

The Executive Committee may authorize any elected officers of the organization, in addition to those so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2 – CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President.

Section 3 – DEPOSITS

All funds of the organization shall be deposited within two business days to the credit of the organization in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4 – GIFT

The Executive Committee may accept on behalf of the organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.

Section 5 – AUDIT

An annual audit of the financial status of the organization shall be performed by an outside-certified auditor. The outside- certified auditor may be substituted by a committee, appointed by the Board from within the active membership. The chairman and some members of said committee shall be accountants. No member appointed by the Board to serve as an auditor shall be an elected officer.

ARTICLE IX – DUES

Section 1 – PAYMENT OF DUES

Membership dues for this association shall be set by a simple majority vote of members at a regular meeting called by the President and the Executive Committee for that purpose. Senior Citizens shall pay 50% of the rate established for members. Minors will be exempt from due payment. The Association shall approve a membership dues policy to guide the administration of dues and any related incentives that may be granted to members.

Section 2 – DEFAULT OF MEMBERSHIP

Any due paying member will be considered in default in the payment of dues for a period of thirty days from the date for which such dues become payable. His/ Her membership may thereupon become inactive by the Executive Committee in the manner provided by the By-Laws.

ARTICLE X – AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-laws may be adopted by a simple majority of active members present at any regular or special meeting, if at least two weeks written notice is given of intention to alter, amend, repeal or adopt new By-laws at such meeting. Any amendments to the By-Laws will become active effective thirty days upon approval by a majority of the active membership.

ARTICLE XI – DISSOLUTION CLAUSE

In the event that this organization cannot sustain itself financially, and upon an affirmative vote of two-thirds of the active membership, the organization will be dissolved. Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501©3 of the Internal Revenue Code of 1954(or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of Wayne County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.