

CONSTITUTION & BYLAWS

OF THE

GRAND KRU COUNTY DEVELOPMENT ASSOCIATION IN THE AMERICAS (GKCDA)

Adopted May 3, 2007

**Constitution and Bylaws of the Grand Kru County Development
Association in the Americas [GKCDA]**

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CONSTITUTION & BYLAWS OF THE GRAND KRU COUNTY DEVELOPMENT ASSOCIATION IN THE AMERICAS [GKCAA]

PREAMBLE

We, the citizens and friends of Grand Kru County, Republic of Liberia, now residing in North and South Americas, being aware of the past and present social and economic conditions in our County; cognizant of the need for comprehensive and integrated social and economic development in our County; resolved to form ourselves into a non-profit, non-governmental and voluntary organization, under the Non-Profit Corporation Laws of the District of Columbia, United States of America, to be formally known and styled as the Grand Kru County Development Association in the Americas [GKCDA]; now, do hereby promulgate and adopt the following fundamental laws and guiding principles as the Constitution & Bylaws of the Grand Kru County Development Association (GKCDA).

ARTICLE I: NAME AND OFFICES

Section 1. Name: The name of the Association shall be the Grand Kru County Development Association in the Americas, Inc., hereinafter referred to in this Constitution & Bylaws as GKCDA or the Association or Corporation.

Section 2. Offices: The registered office and official headquarters of GKCDA shall be located in the City of Washington, District of Columbia, United States of America. The Association may establish such other offices, within or without the United States of America, as the GKCDA General Assembly ["Assembly"] and the Board of Trustees ("Board or Trustees") shall from time to time determine based on the business and affairs of GKCDA.

ARTICLE 11: LEGAL CONSIDERATIONS

Section 1. Non-Profit Corporation: GKCDA shall be a voluntary, non-governmental, and non-profit corporation under the Non-Profit Corporation Act of the District of Columbia (*D.C. code, 1981 edition, Title 29, Chapter 5*).

Section 2. Tax-Exempt Organization: GKCDA is organized and shall operate exclusively as a tax-exempt educational and charitable organization pursuant to Section 501(c) (3) of the United States Internal Revenue Code of 1986, as amended, or any future corresponding federal income tax code.

Section 3. Governing Laws: GKCDA Articles of Incorporation and Constitution & Bylaws shall be the governing laws of the Association. However, GKCDA reserves the right to make and adopt other laws, rules, regulations, policies and procedures that may be required by law or as it may deem fit.

Section 4. Applicable Laws: GKCDA shall operate under all applicable United States federal, state and local laws, as well as relevant international covenants and the national laws of foreign countries in which it operates.

Section 5. Duration: The existence of the Association shall be perpetual.

Section 6. Jurisdiction: The Association shall operate as the sole and legitimate representative body of Grand Kru citizens within North and South Americas. However, the Association reserves the right to operate beyond its jurisdictional boundaries should circumstances permit and the law allows.

Section 7. Powers: GKCDA shall have and exercise all the rights and powers conferred on incorporated non-profit organizations under the laws of the District of Columbia. Such powers include, but are not limited to the power to sue and be sued; and to receive, hold and disburse contributions, gifts, grants, real and personal property, bequests, devises, and other resources intended to accomplish its nonprofit tax-exempt purposes. However, GKCDA shall not engage in any activity which is not in furtherance of its tax-exempt purposes.

ARTICLE III: VISION, MISSION AND PURPOSES

Section 1. Vision: It is envisioned that GKCDA shall contribute to the development of Grand Kru County as a peaceful, secure, democratic and prosperous society to live, raise families, study, work, invest and visit.

Section 2. Mission: It is the primary mission of GKCDAA to mobilize financial, material and human resources, internally and externally, to support and facilitate public and private initiatives to ignite, nurture and sustain the development of Grand Kru County, improve quality of life, and raise the living standards of its citizens.

Section 3. Purposes [Goals and Objectives]: To fulfill its cause and mission, GKCDAA shall strive:

- A. To motivate citizens and friends of Grand Kru County residing in the Americas to plan, participate and support the comprehensive social and economic development of Grand Kru County through volunteerism, and the mobilization and utilization of needed financial and material resources.
- B. To encourage Grand Kru County citizens and residents in Liberia to participate in public and private socio-economic development activities in the County, as well as to request and secure from the Liberian government the County's fair share of national resources, i.e. development funds and international aid.
- C. To promote private domestic and foreign trade and investments in forestry, agriculture, manufacturing and retail services; help create finance and credit facilities; develop micro-enterprises; and support other job-creation and taxable business opportunities of benefit to Grand Kru Citizens.
- D. To establish and operate the Grand Kru County Development Fund as a subsidiary of GKCDAA to spur job creation and business opportunities in Grand Kru County. The Fund shall be administered by an internal or external management group.
- E. To protect the ecology, natural habitat or bio-diversity of Grand Kru County; and ensure that private sector activities and public sector development projects are in strict compliance with environmental regulations, policies and laws of Liberia and adhere to international environmental protection covenants.
- F. To develop our cultural heritage, promote unity and integration; foster religious tolerance and ethnic harmony; nurture peace and security; uphold and defend the tenets of democratic governance, human rights and rule of law; and encourage active citizen participation in county and national affairs.
- G. To cooperate with Grand Kru County development organizations based in Liberia and other parts of the world who share the vision, mission, and goals and objectives of GCKDAA.
- H. To coordinate efforts of GKCDAA with national and international organizations engaged in social and economic development activities in Grand Kru County similar those initiated by GKCDAA.
- I. To engage in other nonprofit tax-exempt educational and charitable activities of benefit to the public.

ARTICLE IV: TAX EXEMPT PROVISIONS

GKCDAA shall operate under the following United States Internal Revenue Code regulations:

- A. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (IRC) of 1986, or the corresponding code section of any future federal tax code.
- B. Notwithstanding other provisions of its governing laws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the IRC.
- C. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any of its directors, agents, 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 its purposes. No chapter, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets upon its dissolution.

- D. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501 (h) of the IRC, and the corporation shall not participate in, or intervene in, (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- E. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another corporation exempt under IRC Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Court in the State in which the corporation is incorporated.
- F. In any year in which the Corporation is a private foundation: A) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC of 1986, or corresponding provisions of any subsequent Federal tax law; B) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the IRC of 1986, or corresponding provisions of any subsequent Federal tax law; C) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the IRC of 1986, or any corresponding provisions of any subsequent Federal tax laws; and D) The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the IRC of 1986, or corresponding provision of any subsequent Federal tax laws.

ARTICLE V: MEMBERSHIP

Section 1. Membership Requirement: GKCDAA membership shall be opened to citizens and friends of Grand Kru County who express willingness to contribute to the fulfillment of GKCDAA mission and purposes. An applicant for GKCDAA membership shall be required to meet the following membership requirements: (1) 18 years or older, (2) Fill out a membership application form, and (3) Pay a non-refundable membership registration fee of \$50.00(fifty dollars). Membership applications shall be reviewed by the Membership Committee, and approved by the Administration. GKCDAA membership shall not be restricted on the basis of nationality, age, race, religion, gender or any other category, as protected by international, national, or state law. Active membership shall be based on the annual renewal of membership by filing out a membership renewal form and paying the \$50.00 or \$25.00 annual membership fee. GKCDAA membership does not make provision for formal establishment of a local group, branch or chapter. However, members within a particular locality may meet to discuss any GKCDAA business or host a GKCDAA event at the request of the Administration.

Section 2. Membership Categories: GKCDAA shall have three categories of memberships; and accordingly issue Certificates of Membership and Photo Identification Cards to the following members:

- A. **General Member:** A general member of GKCDAA shall be an individual who meets the membership requirements of GKCDAA. He/she shall be required to pay an annual membership fee of \$50.00(fifty dollars), and enjoy all membership rights and privileges, including the right to vote and run for office.
- B. **Affiliate Member:** An affiliate member of GKCDAA shall be an individual who meets the membership requirements of GKCDAA. He/she shall be required to pay an annual membership fee of \$25.00 (twenty five dollars), and enjoy all membership rights and privileges, excluding the right to vote and run for office.
- C. **Fund Associate:** A GKCDAA Development Fund Associate may be a general or affiliate member. He/she shall become a Fund Associate by making an initial capital investment of \$500.00 to the Fund, payment of which is spread over a two-year period; and be entitled to enjoy all Fund benefits.

Section 3. Membership Commitment: All members shall honor GKCDAA vision, mission and purposes; uphold, defend and protect GKCDAA laws, rules, regulations, policies, procedures and practices; help accomplish GKCDAA nonprofit tax-exempt educational and charitable goals and objectives; actively participate and support GKCDAA program activities; and ensure the normal, effective and efficient functioning of GKCDAA.

Section 4. Membership Application Form: An individual interested in becoming a GKCDAA member shall be required to fill out a membership application form, which shall be reviewed by the Membership Committee and approved or rejected by the Administration.

Section 5 . Membership Rights and Privileges: GKCDAA members in good standing shall be qualified to enjoy all the membership rights and privileges, including fundamental rights, the right to vote, hold office and participate in all GKCDAA activities, among others. GKCDAA membership Identification Card shall be used to attend Association functions at discounted rates, as well as for the purpose of voting at meetings and during elections.

Section 6. Membership Meetings and Notices: Membership meetings and notices shall be the same as the Annual and Special Meeting of the General Assembly spelled out in Article III, Section 2 of this Constitution & Bylaws.

Section 7. Annual Membership Fees: Each GKCDAA general member and affiliate member shall pay an annual membership fee of \$50.00 (fifty dollars) and \$25.00 (twenty-five dollars) respectively, payable in a calendar year, or prorated over a 12-month period. All annual membership fees shall be paid on or before January 5th of each year; and shall be deemed to be delinquent as of January 31st of each year. A delinquent member may face suspension of individual membership rights and privileges, such as to vote and run for office.

Section 8. Membership Resignation, Suspension and Termination: Any member may resign by filing a written resignation addressed to the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay his or her membership dues and other fees and charges theretofore accrued and unpaid. All monies paid into the GKCDAA Treasury by a member shall remain in the treasury upon the member's resignation. A Member shall be suspended for any major breach or violation of the provisions of the laws of the Association. Any such violation is subject to investigation, hearing or appeal. Suspension appeal cases shall fall within the purview of the Trustees. Suspension investigations shall be handled by the Laws Committee. Suspension shall be undertaken by the Administration. Membership may be terminated for cause established by the leadership, subject to approval by a two-thirds affirmative vote of the Trustees. Reasonable cause may be established only after the affected member has been advised of the complaint lodged and given reasonable opportunity for self-defense; and such member, if terminated, may appeal the decision of the Trustees, provided that notice of intent of appeal is provided to the Administration in writing at least thirty (30) days after the termination of membership. All monies paid into the Treasury by a member shall remain in the treasury upon the member's termination. All monies due GKCDAA by a member shall become payable in full prior to the member's termination from the Association.

Section 9. Membership Reinstatement and Transfer: A former member desiring to renew his/her membership may be reinstated upon showing proof of qualification and paying all dues in arrears. The member may be reinstated upon showing proof of qualification and paying current year's dues, plus a reasonable reinstatement fee as established by the Trustees. GKCDAA Membership is not transferable to another organization. Any and all monies paid into this Treasury by a member shall remain in that treasury upon the member's termination. All monies due from a member shall become payable in full prior to the member's termination from this Association. Membership in this Association shall terminate upon a member's request, or by authority of the Trustees.

ARTICLE VI: PRINCIPAL ORGANS

Section 1. Principal Organs: GKCDAA shall consist of three organs: General Assembly [Registered Members], Board of Trustees [District Representatives], and Administration [Executive Officers & Committees]. Each organ shall carry out its respective duties, functions and responsibilities as specified in this Constitution & Bylaws:

Section 2. General Assembly [Membership Conference]: The General Assembly is an assembly of registered members of the Association, and the highest decision-making body of GKCDAA.

Section 3. Board of Trustees [District Representatives]: The Board of Trustees is the governing body of the Association, comprising of representatives from the 15 statutory districts in Grand Kru County.

Section 4. Administration [Executive Officers and Committees]: The Administration is the operational body of the Association responsible for the implementation of GKCDAA purposes and decisions. The Standing and Ad-Hoc Committees are intended to assist the Administration in the implementation of the programs, projects, activities and services of the Association.

ARTICLE VII: GENERAL ASSEMBLY

Section 1- General Assembly [Membership Conference]: The General Assembly shall be the general conference of the membership of GKCDAA. It shall comprise of all GKCDAA membership categories. It shall set the general direction of GKCDAA and be the highest decision-making organ of the Association. The Assembly shall meet at least once a year at the Annual Conference ; make decisions in resolutions form; elect members of the Board of Trustees and the Administration; adopt the annual budget and annual plan of action[programs, projects, activities, and services]; and , amend the governing laws of the Association, among others.

Section 2. Annual & Special Conferences and Notices: The Annual Conference of the General Assembly shall be the deliberative body where the legal, business and affairs of the Association are discussed and resolved, including elections and budget, financial and activity reports, among others. The Assembly shall meet once a year, on a date and time to be determined by the Administration. The conference site for annual conventions shall be recommended by the Administration, approved by the Board of Trustees and adopted by the General Assembly. The Association reserves the right to call a Special Conference at such location, date and time as determined by the Administration. Any business may be presented at an annual convention whether or not referred to in the notice of meeting; and matters for a special conference must be referred to in the notice of that special conference. After notice of any annual or special conference, a simple majority of qualified members present at such conference shall constitute a quorum sufficient for conducting the business before the Assembly. Written notice of the date, time and place of all meetings shall be mailed, emailed or faxed to each member at such member's postal or email address or telefax number, as they appear in the GKCDAA Membership Book, at least thirty (30) days before the date of the conference. For a special conference, the notice shall state briefly the purpose(s) of the meeting, and all other pertinent information stated above.

Section 3. Conduct and Business of General Assembly: Only registered and qualified GKCDAA members shall have the right to vote on matters brought before the Annual or Special Conference. Each member shall be entitled to one vote. The business of the Annual Conference shall be for the purpose of holding elections, and conducting other business before the Convention. The business of the special conference shall be for a specific purpose(s), contained in the Notice.

ARTICLE VIII: BOARD OF TRUSTEES

Section 1. Power and Authority: The governing body of GKCDAA shall have the following power and authority.

- A. Exercise the power, conduct the business and affairs, and control the property of the Association, except as otherwise provided in the GKCDAA Constitution & Bylaws, Articles of Incorporation or Applicable Law.
- B. Formulate policies in accordance with the decisions or resolutions of the General Assembly.
- C. Approve budget and extra-budgetary expenses and supervise GKCDAA finances and accounts, including authorizing notes, checks, drafts, contracts, deeds, mortgages and other instruments over \$500.
- D. Designate a FDIC Bank for the deposit of GKCDAA funds based on the Administration's recommendation; and require any officer, agent or employee to furnish a bond or surety for faithful performance.
- E. Mobilize financial and material resources to meet operational, tax-exempt and development needs; and contribute time and resources to support GKCDAA activities beyond the time of board meetings.
- F. Provide general oversight for activities planned and undertaken by the Administration; and approve contractual and other commitments recommended by the Administration.
- G. Fix the duties and compensation of employees and agents based on the recommendation of Administration.

- H. Apply GKCDAA laws, rules, regulations, policies, procedures and practices; and approve new or strengthen old agreements, rules, regulations, policies and procedures for the smooth functionality of GKCDAA.
- I. Remove or suspend appointed officers, agents or employees upon the Administration's recommendation; and create such offices and confirm such appointed officers upon the Administration's recommendation.

Section 2. Duties and Responsibilities: The Board of Trustees shall have supervision, control and direction of the affairs of the Association. Board activities shall adhere to the duty of due care, obedience and loyalty. Trustees shall serve as fiduciaries and supervise the disbursement of the Association's funds. The Board may adopt internal rules and regulations for the conduct of its business. It may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee of the Board.

Section 3. Composition, Qualification and Election: The Board of Trustees shall consist of sixteen (16) members, including two (2) representatives from each of the 8 statutory districts of Grand Kru County. Trustees are expected to be law-abiding citizens, resourceful individuals, and have such other qualifications as spelled out in the GKCDAA Election Guidelines. All Trustees must be active General Members and Development Fund Associates. Trustees shall be elected by members of the General Assembly based on the GKCDAA Election Guidelines.

Section 4. Term of Office: Trustees shall serve a term of three (3) years, or until their successors have been elected and assume office. There shall be no term limits. A Trustee shall serve with the full authority of office until his/her resignation, removal, death, disability or expiration of term or until a successor has been chosen.

Section 5. Officers and Committees: The Board of Trustees shall elect a Chair, Vice Chair and Secretary. The Board shall establish an Executive Committee and other Board committees, which may be authorized and delegated with any of the Board powers subject to such limitations as, may be imposed by the Board, GKCDAA governing laws or applicable law. The Executive Committee shall comprise of the Board Chair, Vice Chair and Secretary; and may exercise all powers of the Board subject to such limitations imposed by Board resolution. All Board committees must report in writing at regular or special Board meetings upon request, keep proper minutes of its meetings and present them to the Board upon request. All members of Board committees shall be Trustees. The Board Chair shall preside at Board meetings, and conduct the affairs of the Board in consultation with the Executive Committee and in the absence of a Board meeting. The Board Vice Chair shall act during the absence of the Board Chair and complete the unexpired term of the Board Chair in case of removal, resignation, disability, death or expiration of term. The Board Secretary shall co-ordinate and maintain all Board recordings, correspondence and records.

Section 6. Annual, Regular and Special Meetings: The annual meeting of the Board of Trustees shall be held during the Annual Conference of the Association at which new Trustees and Board officers will be installed and business matters will be resolved by a majority vote of the trustees present. The Board shall meet in regular sessions at least four (4) times in a year, and on such date, time and place as the Board may determine. A special Board meeting may be called at any time by the Board Chair, or a simple majority of the Board. The date, time and place of regular and special meetings shall be as determined by the Board, and designated in the notice thereof, which shall be mailed, telephoned, facsimiled or electronically mailed to all trustees, not less than twenty-one (21) days before the meeting is held. Special Board meetings may also be requested by the President and held, depending on availability of a majority of trustees.

Section 7. Notice of Meetings and Means of Communication: Written notice of a regular and special Board meeting shall be mailed to each Trustee at his residential or other addresses at least twenty-one (21) days before the date of the meetings or sent to the Trustee at similar time period by electronic mail, or be given to the trustee personally or by telephone not later than the aforementioned time. All Board meetings shall be held at such place, within or without the District of Columbia, as the Board may determine from time to time and as specified in the notice thereof. Board Meetings, or any committee thereof, may be held through any communications equipment if all persons participating can hear each other. Participation in such a meeting shall constitute presence at such meeting.

Section 8. Quorum, Adjournment and Voting: At a meeting of the Board of Trustees a simple majority of the voting members shall constitute a quorum for the transaction of business; provided that whenever less than a quorum is present at the time and place designated for the meeting, all of those present may adjourn the meeting from time to

time, without notice other than by announcement at the meeting. The approval of a simple majority of the Board present in person at a meeting at which a quorum is present shall be an act of the Board, unless the act of a greater number of trustees is required by the GKCDAA governing laws, or applicable law. Each Trustee shall be entitled to one (1) vote. Voting rights of a trustee shall not be delegated to another nor exercised by proxy or absentee vote.

Section 9. Actions without Meetings: Pursuant to the District of Columbia Nonprofit Corporation Law, or any similar statute later enacted, any action which may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting; provided a majority of trustees consent in writing and sign such action. The written and signed consent shall have the same force and effect as a unanimous vote of the trustees who signed the consent. Any certificate or document filed on behalf of the Association, relating to an action by the Board without a meeting, shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that this Constitution & Bylaws authorized its Trustees to so act. The consent shall become part of the Board minutes at its next meeting, and will be filed with the records of the Association.

Section 10. Absences from Meetings: All members of the Board of Trustees shall be required to attend all regular and special Board meetings with the following exceptions: A member may be absent provided he or she has a valid excuse for said absence, which excuse shall be submitted, in writing, no later than ten (10) days after the absent date, and the excuse shall be subject to approval by the Executive Committee of the Board. The committee shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members. Any trustee who shall have been absent from three (3) consecutive regular and special Board meetings during a single calendar year shall automatically vacate his or her seat on the Board; and the vacancy shall be filled as provided by this Constitution & Bylaws.

Section 11. Vacancies: Any vacancy occurring on the Board of Trustees between annual meetings shall be left vacant until the vacancy is filled during the annual or special Conference of the General Assembly, which has the power to elect Board Trustees consistent with the GKCDAA Election Guidelines. A trustee so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 12. Resignation, Removal and Reinstatement: A member of the Board of Trustees may resign or withdraw from the Board by submitting a written resignation to the Board Chair and Secretary, with copies served the President and Secretary of the Association. Resignations are effective when received or upon the date designated in the resignation letter by the trustee who is resigning with or without cause. However, such resignation or withdrawal shall not relieve the trustee of the obligation to pay any dues, fees, assessments or other charges theretofore accrued and unpaid. The General Assembly may automatically remove from the Board any trustee for cause at an annual or special conference. A trustee may be removed for failure to attend three (3) consecutive meetings without prior excuse; has been found, by order of court, to be of unsound mind; or, has been convicted of a felony, among other flagrant violations of the governing laws, or applicable law. Only the General Assembly, and not the Board or Administration, may reinstate a former trustee to the membership of the Board of Trustees.

Section 12-Compensation, Debt Obligations and Personal Liability: Members of the Board of Trustees shall not receive any compensation for Board services, or for services rendered or to be rendered on behalf of the Association. However, trustees are entitled to reimbursement for reasonable and necessary expenses, which are incurred during the course of voluntary service performed on behalf of the Association. Any such activities and expenses must be authorized by the President, and approved by the Board Chair. No GKCDAA trustee shall be personally responsible for the debts and obligations of this Association nor shall any trustee property be subject to the payment of the debts or obligations of this Association, in the manner and the full extent provided by applicable law.

ARTICLE IX: ADMINISTRATION

Section 1. Power and Authority: The Administration shall conduct the daily affairs of the Association, appoint all committee members and chairs, present program activities and annual budgets, call special Board meetings, convene annual and special Conferences, receive and review all membership applications, submit quarterly and annual financial and program reports to the Trustee Board and General Assembly, and undertake special tasks assigned by the Board.

The Committee shall implement GKCDAA plan of action, Assembly decisions, and Trustee policies, and be accountable to the Trustee Board and General Assembly for its actions or inactions.

Section 2. Number of Officers and Executive Committee: GKCDAA shall elect a President, Vice President, Secretary and Treasurer as its core executive officers. The General Assembly, by resolution, may create any other elected offices as it deems appropriate. Only GKCDAA executive officers shall be members of the Executive Committee, which shall be chaired by the President. The Committee shall be responsible for the day-to-day operation of the Association, and it shall meet every two months or at other times it may decide to meet.

Section 3. Qualification of Officers: GKCDAA Election Guidelines shall define the qualification of aspiring candidates seeking any elected office of the Association. GKCDAA expects that aspiring candidates be in good financial standing, have good moral deportment, and no record of criminal offense.

Section 4. Term of Office: Each elected executive officer shall serve a term of two (2) years in the office to which he or she is elected, or until a successor is duly elected and qualified. There is no term limit.

Section 5. Election of Officers and Filling of Vacancies: The GKCDAA Election Guidelines contains the rules and regulations for the election of trustees and officers. The officers of the Association shall be elected by members of the General Assembly at an annual or special Convention. Each elected officer shall take office immediately upon installation or swearing-in. A vacancy in any elected office, however created, shall be filled temporarily by the Board through an appointment based upon the recommendation of the Administration, to continue the unexpired term of the office vacated and until the next annual or special Convention at which time a special election will be conducted by the Elections Committee. Any candidate elected by the General Assembly shall fulfill the remaining time of the unexpected term or fill a new term, if the original term of office expires.

Section 6. Resignation, Suspension, Removal and Impeachment: Any officer, elected or appointed, may resign at any time by giving written notice of resignation to the President, or in the case of the President, to the Board Chair. Resignations are effective when received or upon the date designated in the resignation letter by the officer who is resigning with or without cause, but such resignation or withdrawal shall not relieve the officer of the obligation to pay any dues, fees, assessments or other charges theretofore accrued and unpaid. Any elected officer whose actions or conduct are detrimental to this Association, or who flagrantly violates GKCDAA governing laws may be suspended, removed or impeached from office. The Administration may suspend an elected officer with the approval of the Trustee Board. The General Assembly may suspend, remove or terminate the term of office of any elected officer with cause at any time. The Assembly or Board may bring charges against an elected officer, and submit such specific charges in writing to the accused officer with a scheduled hearing date. In the case of removal or impeachment, the Board may conduct its own hearing and then call a special conference of the General Assembly to proceed with removal or impeachment hearings to be conducted in accordance with parliamentary procedure. After the conclusion of the hearing, a vote shall be taken by secret ballot and removal or impeachment from office shall require two-thirds of the votes cast by qualified Assembly members. The Assembly may also act to dismiss charges against the accused based on the merits or demerits of the hearing. In the interval, the Board may delegate, for the time being, the power or duties of any suspended officer to a trustee. The Administration shall have the authority to suspend or remove from office any appointed officer, subject to the advice and consent of the Trustee Board.

Section 7-Compensation & Debt Obligations and Personal Liability. GKCDAA elected officers shall provide voluntary service to the Association, and not receive any compensation for such services. However, officers are entitled to receive reimbursement for reasonable and necessary expenses which are incurred during the course of duties perform on behalf of the Association, as determined by the President and approved by the Board Chair. No GKCDAA officer shall be personally responsible for the debts and obligations of this Association nor shall any of the property of any officer be subject to the payment of the debts or obligations of this Association, in the manner and the full extent provided by applicable law.

Section 8- Office of the President: The President shall have and exercise the following power and authority:

- A. Be the Chief Executive Officer of the Association and the Chair of the Executive Committee; administer the affairs of the Association in concert with elected officers; and coordinate the activities of all GKCDAA officers, employees, agents, and committees [except the Elections Commission].

- B. Be the Principal Spokesperson of GKCDAA and aggressively promote the mission, vision, goals, objectives and activities of the Association.
- C. Appoint administrative officers, and committee members and officers, and form ad-hoc committees to perform specific tasks with the advice and consent of the Executive Committee and the Board
- D. Be the Presiding Officer at General Assembly conferences; and present financial and activity reports for review and approval of the Board of Trustees, and the adoption of General Assembly.
- E. Execute the will of the Association, including the authority to sign all deeds, mortgages, bonds, contracts notes and other financial instruments, subject to the approval of the Board of Trustees.
- F. Cause to be prepared an annual review of the Association's financial accounts, controls and practices.
- G. Perform such other duties as are necessarily incident of the Office of President, provided under GKCDAA Laws, required by applicable law, or given by the Board of Trustees or the General Assembly.

Section 9. Office of the Vice President: The Vice President shall be the principal assistant, or second in command to the President. The President may assign various administrative tasks to the Vice President. He or she shall assume the position of President due to documented and substantiated accounts of the President's absence, death, incapacitation and/or inability to fully carry out his/her duties and responsibilities and for the unexpired term. In the absence of the General Assembly, the Board of Trustees shall be empowered to affect the transfer of presidential power and authority by a simple-majority affirmative vote. The Chairman of the Board shall, effective immediately thereafter, communicate this decision in writing to Trustees, Officer and members of the General Assembly.

Section 10. Office of the Secretary: The GKCDAA Secretary shall perform the following functions and duties:

- A. Be the chief recorder and custodian of GKCDAA records and books; and keep and maintain at the GKCDAA principal place of business all Legal and Business records, Membership Book and Books of Minutes of the General Assembly, Board of Trustees and Administration, and Reports of Committees.
- B. Issue GKCDAA Certificates of Membership, Photo identification Cards and Governing Laws to qualified members, officers and Trustees upon instruction of the President; and prepare and maintain the official database of GKCDAA members , with due respect for privacy rights.
- C. Prepare and disseminate official communications and correspondences upon the President's approval.
- D. Record the proceedings of the General Assembly and the minutes of Executive Committee meetings.
- E. Prepare and see that all notices of National Conferences are duly given in accordance with GKCDAA laws.
- F. Serve as alternate signatory to GKCDAA deeds, mortgages, bonds, contracts, notes and other instruments.
- G. Serve as a Member-Ex-Officio of the Public Affairs Committee, and help convey GKCDAA information to members, agencies and the general public
- H. Perform all duties incident to the Office of the Secretary , and such other duties as may be required by GKCDAA laws and applicable law, or assigned by the President, Board of Trustees and General Assembly

Section 11. Office of the Treasurer: The Treasurer shall have and exercise the following functions and duties:

- A. Deposit or cause to be deposited all GKCDAA funds, disburse or cause to be disbursed all budgeted funds, sign vouchers, and issue all checks and notes in appropriated and authorized amounts.
- B. Be the Chief Financial Officer of the Association; in charge of all GKCDAA money, bills, notes, deeds, leases and mortgages, securities and other negotiable instruments; collector of all financial and material contributions, including membership dues and assessments, accounts payable, grants, gifts and bequests.
- C. Keep and maintain accurate accounts of funds, properties and other business transaction and give a set of all financial records copies to the Secretary for safekeeping.
- D. Contribute to the development of funding proposals and fundraising activities, oversee the collection of gate receipts, and make final report on fundraising events.
- E. Make written quarterly and annual financial reports to the Administration, Board and Assembly; be prepared to exhibit at all reasonable times the books of account and the financial records; and cause to be prepared and file any annual financial reports and tax returns.
- F. Upon the expiration of the term of office, turn over to his/her successor, President or the Board all GKCDAA monies, records, books and properties.
- G. Serve as Member-Ex-Officio of the Budget & Finance and Special Events & Fundraising Committees.

- H. Perform all duties incident to the Office of Treasurer, and such other duties as may be required by GKCDAA laws and applicable law, or assigned by the President, Board of Trustees or General Assembly.
- I. Must possess demonstrable knowledge and/or experience in financial management.

Section 12. Assistant or Subordinate Officers: The President may appoint, with the advice and consent of the Board of Trustees any number of assistant and subordinate officers, as he or she desires to help the Administration implement approved GKCDAA activities. Such officer(s) shall hold office at the will and pleasure of the President; and perform such duties as the Administration may prescribe from time to time. The following appointed positions shall be created by the President when he or she deems it fit:

- A. An Assistant Secretary [Recording Secretary] who shall assist the Secretary with recording the proceedings or minutes of the General Assembly, Board of Trustees and the Administration.
- B. An Assistant Treasurer [Financial Secretary] who shall assist the Treasurer with keeping the books of financial accounts and business transactions.
- C. A Parliamentarian who shall provide advice on parliamentary laws, and ensure that GKCDAA laws, rules and regulations, procedures and practices are adhered to at all times.
- D. A Communications Director who shall assist the President with developing and maintaining public information material, as well as with conducting public relations events.

Section 13. Employees and Agents: The Association, through the action of the Board, may hire employees, and appoint agents of the Association upon the recommendation of the President. Any such hiring must be consistent with the laws of the Association, or applicable law.

ARTICLE X: COMMITTEES

Section 1. Committees in General: The Administration shall, with the advice and consent of the Board, establish committees as may be required from time to time. The duties and responsibilities of committees shall be defined by a Board resolution. All Standing Committees are created by the Constitution & Bylaws, and all ad-hoc committees are created by the Administration, with the advice and consent of the Board of Trustees. No committee shall, at any time, exercise the authority of the General Assembly, Board of Trustees, and Administration. All Committees shall have at least five (5) members, including a chair, vice chair and secretary. Committee members and officers shall serve at the will and pleasure of the President. All committee members and chairs shall be appointed by the President, with the advice and consent of the Board of Trustees.

Section 2. Standing Committees: GKCDAA Standing Committees shall assist the Administration in the implementation of programs, projects, services and activities of the Association.

Section 3. Ad-Hoc Committees: GKCDAA Ad-Hoc Committees shall be created by the Administration, with the advice and consent of the Board of Trustees, to assist the Administration with handling special tasks and issues. Such a committee will submit a written activity report, and will be immediately dissolved after task(s) is completed.

Section 4. Membership Committee: The Committee shall review all membership applications and make its recommendations to the Administration for approval or denial of membership. The Committee shall also recruit new members, encourage inactive members to become active, and develop the Association's membership benefits, conduct regular membership drives, help the Secretary compile registries of members, and secure information on the general well-being of members for action by administration.

Section 5. Education, Health and Social Welfare Committee: The Committee shall plan and undertake educational and charitable projects; review GKCDAA draft tax exempt programs, activities and services; actively seek partnerships with businesses, local communities and non-governmental organizations; and, assist in the mobilization of financial, material and human resources in support of health, education and welfare activities.

Section 6. Budget and Finance Committee: The Committee shall oversee the development of the budget, ensure accurate tracking and accountability for funds and adequate financial controls; prepare or review the Administration's budgets, financial reports, tax returns and other financial filings; and, assist the Administration to prepare or review business and financial documents and with fundraising, partnerships, sponsorships and investments.

Section 7. Special Events and Fundraising Committee: The Committee shall undertake fundraising activities aimed at realizing program funding and budgetary appropriations; assist the Administration with organizing and coordinating programs and special events to generate income; and research funding prospects and securing gifts, grants and contributions.

Section 8. Research, Planning and Development Committee: The Committee shall assist the Administration in the research, planning and development of GKCDAA projects, programs, services and activities.

Section 9. Public Affairs Committee: The Committee shall be responsible for producing and distributing GKCDAA public information material for members and the general public. The Committee shall also be responsible to prepare or review official press releases, and the content for GKCDAA's website, newsletter, and other publications.

Section 10. Law and Policy Committee: The Committee shall assist the Administration in reviewing and facilitating the passage of proposed amendments to GKCDAA laws, policies, rules and regulations. The Committee shall be responsible for determining whether an individual member, officer, trustee, employee and agent has engaged in conduct detrimental to GKCDAA mission and purposes. The Committee shall also assist the Administration in the prevention, resolution and management of conflicts between and among individual members and GKCDAA organs.

Section 11. Elections Commission: The Commission shall organize and conduct the free and fair elections of GKCDAA trustees and officers. The Committee shall also qualify candidates, present them at an annual or special conventions, prepare ballots and tabulate all votes cast, and announce the results of all elections. The Committee shall adhere to the Election Guidelines of the Association, and its work will be supervised by the Board of Trustees.

ARTICLE XI: ELECTIONS

Section 1. Elections Commission: The President shall appoint a 5-person Elections Commission with the advice and consent of the Board of Trustees, at least six (6) months prior to the date of the upcoming general elections.

Section 2. Elections Guidelines: The Elections Commission shall formulate election rules and regulations subject to the approval of the Board of Trustees; state the date, time and place of elections; the qualification of aspiring candidates; and the financial requirements to run for office or to vote in ensuing elections, among others.

Section 3. Board of Trustees: Elections for the Board of Trustees shall be held once every three years during a General Assembly Annual Conference. Trustees shall be elected by the General Assembly for a term of three years.

Section 4. Administration: Elections for the Administration shall be held once every two years during an Annual General Assembly Conference. Executive Officers shall be elected by the General Assembly for a term of two years.

Section 5. Voting: All voting shall be conducted by secret ballots in a free, fair and conducive environment.

Section 6. Dual Office Holding: No one person may serve in two or more elected offices.

ARTICLE XII: FINANCE AND FIDUCIARY MATTERS

Section 1. Membership Financial Obligations: Applicants for GKCDAA membership shall pay the appropriate membership fees set forth in Article V, Section 1. GKCDAA may levy special assessments it deems necessary to implement a project or program. Assessments shall be recommended by the Administration, approved by the Board of Trustees, and adopted by the General Assembly.

Section 2. Annual Membership Dues: Each member shall pay annual membership dues of \$100.00 (one hundred dollars), which amount is due at the beginning of each year (on or before the 31st of January). A penalty for late payment or failure to pay dues may be imposed by the Board. Payment of annual membership dues is contingent upon the right of members to vote and hold office.

Section 3. Special Assessments: GKCDAA reserves the right to seek assessments from each of its members so as to accomplish any or all of its tax-exempt purposes. The amount of assessments and the date they are due shall be set by the Administration and approved by the Board, which may jointly impose penalties for late payment or failure to pay. Payment of assessments shall also determine the right to vote and to hold office.

Section 4. Banking Institution and Deposits: GKCDAA shall open its bank account with an accredited financial institution within the Washington DC Metropolitan Area. All monies, funds or securities not otherwise employed shall be deposited in the GKCDAA bank account within 48-hour of receipt. If the 48-hour limit is hindered by a non-working business day, deposits must be completed on the next business day with all receipts indicating adherence to the 48-hour rule or exceptions stated herein. All funds shall be deposited to the credit of the Association.

Section 5. Authorized Signatures and Financial Limits: GKCDAA bank account(s) shall carry the signatures of the President, Treasurer, and Chair of the Board of Trustees. The Trustee Board shall make provision for alternative signatory (ies) to the accounts in the absence of any one of the three signatories, provided that there is an authentic documentation of the incapacity, inability or unavailability of the identified signatories. The President and Treasurer shall be authorized to sign checks for the withdrawal or disbursement of funds less than \$200.00 (two hundred dollars), but the signature of the Trustee Board Chair is required on all vouchers and checks for withdrawals or disbursements over \$200.00 (two hundred dollars). Except as the Board may generally or in particular cases authorize, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by the Association shall be signed by the President, Treasurer, and Board Chair. No one officer shall execute, acknowledge, or verify an instrument in more than one capacity.

Section 6. Gifts, Grants and Contributions: The Administration may seek government, corporate, and foundation gifts and grants, and individual contributions on behalf of GKCDAA. However, the power to accept any such gift, grant and contribution for any purpose(s) of the Association shall be exercised by the Board of Trustees.

Section 7. Investments and Sponsorships: The Administration shall determine the manner and amount of GKCDAA investments in the form of securities and other financial instruments, subject to the approval of the Board of Trustees. The Administration shall seek sponsors for the purpose of advancing one or more of its tax exempt purposes, subject to the approval of the Board of Trustees.

Section 8. Appropriations and Disbursements: The Administration shall present an Annual Budget to be approved by the Board of Trustees and adopted by the General Assembly prior to any disbursement of GKCDAA funds in a fiscal year. The Administration shall implement the annual budget. The Board of Trustees shall approve limited extra budgetary funds for disbursement by the Administration. All disbursements shall be done through written means and substantiating documentation. The President shall issue proper written instructions to the Treasurer who shall prepare the necessary financial transaction documents to be countersigned by the President and the Trustee Board Chair. The Treasurer shall devise accounting systems and procedures for efficient financial management.

Section 9. Fiscal Year: The GKCDAA fiscal year shall be January through December.

Section 10- Financial Reports, Audits and Tax Filings: Financial reports shall be prepared by the Treasurer on a quarterly and annual basis, which shall be reviewed by the President with the assistance of the Budget & Finance Committee. Internal audits shall be conducted semi-annually, and independent external audits shall be carried out annually under Generally Acceptable Auditing Principles (GAAP). Auditors (Internal or External) shall be commissioned by the Trustee Board to review GKCDAA books and financial records on an annual basis. Auditors shall be highly credentialed individuals well-versed in accounting principles and auditing practices. Copies of all financial reports and annual audits shall be submitted to the Administration, Board of Trustees, and the General Assembly. The Association, through the Office of the Treasurer, shall prepare or supervise the accurate preparation.

Section 12-Bonding and Insurance: All officers, employees and agents handling the funds of the Association shall be properly bonded or insured as determined by the Board. GKCDAA may also purchase and maintain insurance on the activities, special events and properties of the Association.

ARTICLE XIII: BOOKS AND RECORDS

Section 1. Records & Books: GKCDAA shall prepare and keep at its principal office correct and complete books and records of legal documents, finances and accounts, minutes, membership roster, which are subject to inspection, as expressly provided by this Constitution & Bylaws and applicable law.

Section 2. Maintenance Requirements: GKCDAA shall keep at its principal place of business: **(a)** Minutes of all meetings of the General Assembly, Board of Trustees and the Administration, including Committees. Minutes shall indicate the time, date and location of meeting, whether regular or special, the notice given, and the names of those present, and the proceedings thereof; **b)** Adequate and correct books and records of finance and accounts, **(c)** Copies of the Articles of Incorporation, Constitution & Bylaws, Employer Identification Number, Tax Exempt Number (Determination Letter), other legal and business instruments, all annual tax returns, financial reports, activity reports, correspondence with federal, state and local agencies having regulatory authority over the Association, and any and all contracts executed in the name or on behalf of the Association, among others.

Section 3. Inspection Rights: Members of the GKCDAA Board of Trustees shall have the right at any reasonable time to access all GKCDAA books, records and property under provisions of this Constitution & Bylaws, or applicable law. GKCDAA is under obligation to provide appropriate government agencies access to the books, records and properties of the Association. The Secretary shall also provide a government agency making a written request a copy of a requested document(s) within a reasonable time period. The Secretary shall respond by providing a Trustee making the request with a copy of requested document(s) within a reasonable time period, after the payment of reasonable fees for processing expenses incurred by the Association.

ARTICLE XIV: OTHER LAWS, POLICIES, RULES AND REGULATIONS

Section 1. Articles of Incorporation: GKCDAA shall adopt its Articles of Incorporation as the legal basis for its organization and incorporation as a nonprofit tax-exempt educational and charitable organization. The Incorporator (s) shall prepare and file the GKCDAA Articles of Incorporation with the Government of the District of Columbia.

Section 2. Finance & Accounts Control Procedures: GKCDAA shall adopt Finance & Accounts Control Procedures for the proper account and control of its finances and property, and for maintaining financial accountability and transparency within GKCDAA. This document shall be prepared by the Administration, subject to approval by the Board of Trustees.

Section 3. Conflicts of Interest Policy: GKCDAA shall adopt a Conflict of Interest Policy which is intended to prohibit any GKCDAA trustee, officer, employee or agent from compromising the mission, purposes and interests of the Association for his or her personal gains. This document shall be prepared by the Administration, subject to approval by the Board of Trustees.

Section 4. Code of Conduct & Discipline: GKCDAA shall adopt a Code of Conduct and Discipline for the purposes of conflict prevention, resolution and management; and maintaining proper public and private conduct by its trustees, officers, employees or agents. This Code will provide for a regime of fines, penalties and sanctions. This document shall be prepared by the Administration, subject to adoption by the Board of Trustees.

Section 5-Operations Handbook: GKCDAA shall adopt an Operations Handbook for proper implementation of its programs, activities, services and projects. This document shall be prepared by the Administration, subject to approval by the Board of Trustees.

Section 6-Election Guidelines: GKCDAA shall adopt an Elections Guidelines to conduct free and fair elections. This document shall be prepared by the Elections Commission, subject to approval by the Board of Trustees.

Section 7-Paliamentary Law. All GKCDAA organs shall conduct their meetings by the Robert's Rules of Order (latest edition), which shall be the authority on all questions on parliamentary procedures.

ARTICLE XV-MISCELLANEOUS PROVISIONS

Section 1. GKCDAA Motto: The Motto of the Association shall be prepared by a Member, presented by the Administration, approved by the Board of Trustees, and adopted by the General Assembly.

Section 2. GKCDAA Colors: The Colors of the Association shall be designed or depicted by a Member, presented by the Administration, approved by the Board of Trustees, and adopted by the General Assembly.

Section 3. GKCDAA Seal: The Seal of the Association shall be shall be designed by a Member, presented by the Administration, approved by the Board of Trustees, and adopted by the General Assembly. It may be affixed to GKCDAA documents.

Section 4. GKCDAA Logo: The Logo of the Association shall be designed by a Member, presented by the Administration, approved by the Board of Trustees, and adopted by the General Assembly. It shall be affixed to all GKCDAA documents.

Section 5. GKCDAA Flag: The Flag of the Association shall be designed by a Member, presented by the Administration, approved by the Board of Trustees and adopted by the General Assembly.

Section 6. GKCDAA Banner: The Banner of the Association shall be designed by a Member, prepared by the Administration, approved by the Board of Trustees, and adopted by the General Assembly.

ARTICLE XVI: INDEMNIFICATION

Every person now a Trustee or Officer of the Corporation shall be indemnified by the corporation against all costs and expenses , including all attorney's fees, imposed or reasonably incurred by him/her in connection with or resulting from any action , suit, proceeding or claim to which he/she is or may be made a party by reason of his/her being or having been a Trustee or Officer of the corporation, except in relation to matters as of which he/she shall have finally been adjudged in such action , suit or proceedings to be liable for gross negligence or willful misconduct in the performance of his/her duties as a Trustee or Officer. The foregoing right of indemnification shall be in addition to, and not exclusive of any and all other rights as to which any such trustee, officer, employee or agent may be entitled under any insurance, agreement, Board resolution, or otherwise.

ARTICLE XVII: DISSOLUTION

In the event of a dissolution and the winding up of the operations of this Association, whether voluntary or involuntary, or by applicable law, after payment of debts and liabilities, or provision for payment, the property or assets of the Association shall be distributed in accordance with its Articles of Incorporation, for one or more exempt purposes within the meaning of Section 501(c) (3) of the IRC, or to be distributed to a state or local government, for a public purpose. If the Association is unable to carry out any of these provisions, the matter of dissolution shall be decided by a court of competent jurisdiction within the County in which the Association is located.

ARTICLE XVIII: AMENDMENTS AND RATIFICATION

Section 1. Amendment(s): The GKCDAA Constitution & Bylaws may be altered, amended, repealed or added to in whole or in part by a two-thirds majority affirmative vote of GKCDAA members in good standing present at a duly called Annual or Special Conference of the General Assembly. A constitutional amendment may be proposed by a member, officer or Trustee. All proposed amendments must be accompanied by a statement submitted in writing to the Secretary

at least thirty (30) days before the upcoming Conference where the said amendments shall be considered. Proposed amendment(s) shall be accompanied by statements of reasons on why amendment(s) is necessary. Upon receipt, the Secretary shall forward all proposed amendment(s) to the Law and Policy Committee, Administration, and Board of Trustees for review and comments. Proposed amendments shall be placed on the agenda of the Conference. An amendment passed shall become part of this Constitution & Bylaws. Neither the Board nor the Administration has the power to amend this Constitution & Bylaws on its own or by joint consent. This Constitution & Bylaws should always be kept current at all times. Changes should be posted to all members by the Secretary.

Section 2. Ratification: This Constitution & By-Laws shall be ratified as a governing law of the Association whenever two-thirds of qualified members of the Association vote affirmatively on ratification action at an annual convention or special convention called for that purpose.

ARTICLE XIX-CONSTRUCTION AND TERMS

If there is any conflict between the provisions of this Constitution & Bylaws and the GKCDAA Articles of Incorporation, the provisions of the Articles of Incorporation shall govern at all times.

Respectfully submitted this 31st day of December 2006 by the Joint Constitution Drafting & Review Committees:

Attested:

Al Gbi Toe, Sr., Chair & Secretary

Maxwell Hooks, Vice Chair

Tim Dweh Siklo, Ex-Officio

Patrick Nimely-Sie Tuon

Veronica Nimpson

Gabriel Gmah

Martin Toe

Munah Wreh

Matthew Nimpson

Adopted this 3rd day of March, 2007 in the City of Silver Spring, Prince George's County, and State of Maryland, United States of America.