

The Constitution of the Liberian Association of Greater Houston, Inc

Texas, United States of America

Motto: We are all in this as one



Constitution Amended

_, 2018

**The Constitution and By-Laws of the
Liberian Association of Greater
Houston(LAGH)**

			Page
Table of Contents			2
Preamble			4
Article	1	Name of Organization	4
Article	11	Motto	4
Article	111	Missions	4
Article	IV	Membership	4
Article		Structure of LAGH	5
Article	I	Officers	8
Article	VII	Election Commission	11
Article	II	Meetings	12
Article	X	Management of Funds	13
Article	X	Committees	13
Article	I	Office of LAGH	14
Article	X11	Publications	14
Article	XIII	Conflict of Interest	14
Article	IV	Fiscal Policies	14
Article	XV	Constitutional Amendments	15
Article	XVI	Merger and Integration	15
Article	XVII	Arbitration Clause	15
Article	XVIII	Choice of Forum	15
Article	XIX	Statute of Limitations	15
Article		Non-Waiver Clause	16
Article	XXI	Attorney, Legal, or Representation Fees	16
Article	XXII	Indemnification Clause	16
Article	XXIII	Savings Clause	17
Article	XXIV	Impeachment	17
Article	XXXV	Transition of Leadership	17

Article XXVI Dissolution

By-laws & Constitution PREAMBLE:

We, the Liberian Association of Greater Houston (LAGH) in order to fully secure our organization, recognize the need to further strengthen our By-Laws and Constitution to enhance transparency and accountability to membership, ensuring strict adherence to this document by both leadership and LAGH at-large, find it necessary to amend this Constitution for the benefit of all.

Article I: Name & Description

The name of the organization shall be the Liberian Association of Greater Houston(LAGH). LAGH shall be a non-profit, non-political, non-religion affiliated organization.

Article II: Motto:

The motto of the organization shall be “We are all in this as one”.

Article 111: MISSIONS

The missions or objectives of the organization shall be:

- a. To cultivate, promote, and foster a peaceful exchange of ideas and understanding among Liberians and other nationalities.
- b. To promote awareness of Liberian history, cultures, traditions, and values.
- c. To assist, protect, and promote the interest and welfare of our members.
- d. To provide humanitarian assistance and services to our members.
- e. To promote issues of interest to our members such as bereavement, immigration, and healthcare.

Article IV: Membership

The membership in this organization shall be opened to all Liberians and their spouses who are residing in the greater Houston area. The greater Houston area means the Houston Metropolitan Statistical Area as defined by the

United States Census Bureau. Every member shall be issued a membership card. Membership shall be terminated by written request of the member.

Section 1: Authority of Full Members

A simple majority of registered members present shall vote to expel any member for violent conduct and or embezzlement.

Section 2: Categories of memberships

Membership shall be classified as Full, Associate, Affiliate, and Honorary. Full membership shall be opened to all Liberian adults 18 years and older and their spouses. Associate membership opens to children, 17 years old and younger. All other Greater Houston area residents with direct or indirect connections to Liberia shall be considered for Affiliate membership. Honorary membership shall be opened to non-Liberian citizens who have contributed to LAGH. Full membership comes with all entitlements and privileges. Associate and Affiliate memberships shall be dues paying members with no voting privileges but are entitled to all other entitlements and privileges. All members shall pay annual dues determined by the Board. Only individuals with full membership who have paid their yearly dues in full shall be entitled to vote. The Financial Secretary and the Treasurer shall determine if a member is entitled to vote. The total annual membership fee is \$35.00 for an adult (18 years and older) and is subject to change.

Article V

STRUCTURE OF LAGH

The governing organs of LAGH shall comprise of the Board of Directors, the Administration, and appointed Governors. All members including elected and appointed officers who serve in any capacity shall not be paid. Board Members, President, Vice President, Secretary, Treasurer, Financial Secretary, appointed Governors, and all other committee members serve as volunteers and shall not be paid or reimbursed for their services.

Section 1: Board of Directors

The Board shall be the final decision-making body and shall approve new policies, budgets, and programs or any activities that require funds. Decisions of the Board shall be BINDING on Members and the Administration. Decisions of the Board shall be final and shall not be REVIEWED, ALTERED or CHANGED by any organ of LAGH EXCEPT by the majority votes of the general body. The Board shall operate independently from the administration to ensure Check and Balance.

- (a) The Board shall be the oversight body of LAGH and therefore, shall initial any audit of LAGH finances.
- (b) Each member of the Board shall have one vote in all matters with the Chair having a tie-breaking vote in the case of a tie.
- (c) The Board shall meet at least once a calendar quarter.
- (d) The Board shall consist of 9 members elected by a simple majority of a quorum of the members present.
- (f) Only due paying members with full membership and in good standing are eligible to stand for election as officers, or Officers of the Executive Board. All members seeking offices shall pay their due at least six months prior to the general election.

Section 2: Official Terms

- (a) Nominees for Offices after the year 2015 shall be members prior to the general election.
- (b) The Board Members shall be elected for two consecutive two-year terms.
- (c) The President, Vice President and administration shall not serve more than two consecutive three-year terms. The Vice President shall run for any office after the two three-years terms.

Section 3: Attendance

- a) All Board members are required to attend both Board and General meetings.
- b) The Board will take action on any Member's habitual absence based on the Board's procedures and disciplinary rules.
- c) If the member subsequently has an unexcused absence from LAGH, Board or General Meeting, the Board shall then recommend the member's replacement to the General Body.
- d) The Body shall replace the Board member by a simple majority vote. If the General Body does not approve the member's replacement, the member is immediately reinstated, and all disciplinary measures cease.
- e) If the General Body approves the member's replacement, the Board Chair shall appoint a stand-in with the advice and consent of the Board for three months.

Section 4: Board's Procedures and Disciplinary Rules

The Board shall consist of a Chair elected by a simple majority vote of the members of the Board. A Vice Chair shall be elected by a simple majority vote of the members of the Board as well as the Secretary General

- a) Board Members shall be elected by the general membership in the same manner as the executive.
- b) The Board Chair shall preside over all Board meetings and perform the duties associated with the office.
- c) The Vice-Chair shall assume the duties of the Chair in the absence of the Chair.
- d) The Secretary General operates under the general direction of the Chair of the Board.
- e) He or she shall take the minutes of the Board.
- f) The Election Officers shall announce the results of the election of officers prior to announcing the election result of the Board members.
- g) The Board Chair shall be a signatory to the Association's bank accounts. A Board member duly selected by the Board shall represent the Chair in his(her) absence.

Article VI: Officers

The Administrative Officers shall comprise the President, Vice President, Secretary, Financial Secretary, Treasurer, and Chaplain. The President shall be the Chief Administrative Officer, Official Spoke person, and Head of the Administration.

Section 1: President

- a) The President shall present a written report of LAGH activities at each annual meeting.
- b) The President shall sign all documents in the name and on behalf of LAGH.
- c) The President shall handle the day-to-day operations of LAGH,
- d) The President shall see that all books of accounts, reports, statements, minutes and other papers about the activities of LAGH are kept and filed accordance with all legal, regulatory and other agencies.
- e) The President shall enforce the rules and bylaws, perform all duties of the Office of the President.
- f) The President shall present an Annual Budget of LAGH to the Board for approval within the first quarter of each calendar year.
- g) The president shall be given online pass codes of all LAGH's bank accounts for monitoring purpose only and shall not be a signatory on any account.

Section 2: Vice President

- a) The Vice President shall assist the President with the day-to-day operations of LAGH.
- b) The Vice President shall perform all duties of the President during the absence of the President.
- c) The Vice President shall assume the Presidency in the event of resignation, illness, death, or impeachment through the remainder of the current term of office.

Section 3: Secretary

- (a) The Secretary shall operate under the general direction of the President.
- (b) The Secretary shall handle the recording and presentation of the minutes of all meetings.

- (c) The Secretary shall sign and attend to all correspondences of LAGH- The Secretary shall be the custodian of the records, papers, minutes, and documents of LAGH that are not under the jurisdiction of the Secretary of the Board and the Treasurer.
- (d) The Secretary shall maintain a current list of all members and their contact information.
- (e) The Secretary shall send meeting and any other activity notices to all members.
- (f) The Secretary shall file any certificates or papers required by Federal or State statutes except those under the jurisdiction of other LAGH officers.
- (g) All minutes recorded by the Secretary shall be posted on the website of LAGH.
- (h) The Secretary shall perform other duties as assigned by the president.
- (i) The Financial Secretary is required to provide the Secretary complete copies of all Financial Reports, itemized bank statements, and other new financial documents of the Association(LAGH) on a monthly basis. Copies of the Tax filing documents must be submitted to the secretary after filing.

Section 4: Treasurer

- (a) The treasurer shall lead any financial committee.
- (b) All funds received by the Treasurer shall be deposited in the name of the LAGH in the Association's bank accounts.
- (c) The Treasurer shall maintain books of accounts, records of receipts, disbursements, and other financial transactions made by or on behalf of LAGH.
- (d) The Treasurer and Financial Secretary are required to provide the Board and General body a calendar year quarterly financial report including itemized bank statements.

- (e) The Treasurer and Financial Secretary shall present up-to-date written financial and tax reports in good form at the appropriate meeting of the Executive Board.
- (f) The Treasurer and Financial Secretary shall present written financial and tax statements in good forms within 14 days upon the written request of one-third of the members of LAGH.

Section 5: Financial Secretary

- a) The Financial Secretary is the chief monetary officer of LAGH- He or she shall work closely with the Treasurer to document all monetary transactions, assist other funds raising committees, prepare internal financial reports, and perform other duties assigned by the president.
- b) The Financial Secretary is required to provide a summary Financial report at every general meeting.
- c) The Financial Secretary shall sign the membership cards and perform other duties as assigned by the President.
- d) The Financial Secretary is required to secure copies of all bank deposit and withdrawal slips, processed or cancelled checks, bank transfers and other bank transaction documents for all accounts belonging to the Association(LAGH). The financial Secretary is also required to secure receipts and invoices pertaining to business transactions executed on behalf of the Association(LAGH).

Section 6: Governors

Duties and Functions of LAGH Governors

1. Governors will be administered by the Vice president of LAGH and report directly to the President of LAGH.
2. Each Governor may conduct meetings within their respective region with the consent of the President.

3. The president and or Vice president must be present at all meetings held by a Governor except in the case of an emergency meetings.
4. Governors must inform the Administration whenever a registered member is ill, bereaved, graduating, birth of a child, engaging, marrying, or any other celebration/non-celebration that the member wants the Association to announce.
5. Every Governor must conduct a minimum of two yearly meetings in their respective region.
6. Governors are appointed by the President of LAGH; only the President can dismiss a Governor.
7. Governorship is divided into geographical regions due to the vastness of greater Houston. Effective January 28, 2017, the regions are southwest, Northwest, North, College Station, and Hempstead.
8. Governors are required to present the state of their region in every LAGH monthly meeting.
9. Governors must participate and help facilitate every LAGH function.

Section 7: Chaplain

The Chaplain shall be the spiritual leader of LAGH. He or she is a person of faith with an excellent moral character. He or she prays at all meetings & provides spiritual support.

Article VII Election Commission

The Board shall appoint five members in good standing to serve as members of the Election Commission. The election officers shall not stand or run for any office during an election cycle.

Section 1: Electorate Process

The Election Commission shall work out the detailed electoral procedures; develop Intent to run for Office Forms, and Candidate Eligibility Forms.

Section 2: Declaration of Candidacy

All members who want to run for offices shall officially declare their intentions to run by completing (a) Intent to run for Office Form, (b) Candidate Eligibility Form, and (c) Pay non-refundable fees as determined by the Board.

Article VIII: Meetings

Annual General Meeting schedules shall be posted on LAGH's website. The President shall determine the date, place, and time of each meeting.

Section 1: Notice of Agenda

Notice and agenda of all meetings shall be sent to all members in good standing, at least, five days prior to the meeting.

Section 2: General Meetings

General Meetings shall be held at least once every calendar quarter. An Emergency Meeting shall be called at any time by the President, a simple majority of the Board, or upon a written request of 20% of Full Membership holders of LAGH in good standing. One-fourth of the Full General Membership in good standing shall constitute a quorum at each Emergency Meeting. In the absence of a quorum, no formal action shall be taken except to dismiss those present. The one-fourth rule does not apply to any other meeting. A majority of all Voting members in good standing present at the Meeting shall adopt a resolution. On all questions before the General body, a vote shall be taken.

There shall be no vote by proxy for any reason. All electoral votes shall be by a secret ballot, and non-electoral votes shall be by show of hands. All members of the General body shall be encouraged to attend a General Meeting at least twice a year. A passage of a motion during the General or Annual General Meeting requires a simple majority vote.

Article IX: Management of Funds

- a) The Treasurer and Financial Secretary shall make, countersign, and endorse all checks, drafts, notes, and other legal forms of payments. No member or official shall obtain a debit card or credit card from a financial institution or bank in the name of LAGH. A debit card shall not be issued by any bank on LAGH's accounts.
- b) No member or official shall make payment on behalf of the organization to any person or business without the approval of the Board.
- c) Signed receipts shall be issued for all contributions. No member or official shall use the organization's fund for his or her personal benefit. Any member who engages in such activities is subject to legal action.
- d) All funds collected shall be deposited in a bank or depository financial institution designated by the Board within five business days. The President, Chairperson of the Board, Treasurer, Financial Secretary, and Secretary shall receive ALERTS for all withdrawals and deposits. The account(s) shall be audited annually by a certified public accountant approved by LAGH Executive Board. The result of the audit shall be presented to the general body at the next Annual General meeting.
- e) The Financial Secretary is required to secure copies of all deposit and withdrawal slips, processed or cancelled checks, and bank transfers for all accounts.
- f) The Financial Secretary is required to secure receipts, invoices, and all other documents attached to financial transactions in which LAGH is a party to.

Article X: Committees

The President shall appoint Standing and Ad Hoc Committees as needed. The President shall not appoint any Board member to serve on any committee.

Article XI: Office of LAGH

In the absence of a dedicated physical office location, the office of LAGH is the home(residence) of the President.

The Secretary is required to maintain copies of all LAGH documents.

Article XII: Publications

The publications of LAGH shall include a monthly news bulletin, a freely functioning website, and any other literature or public relation vehicles sanctioned by the Board - all of which shall be the property of LAGH. An Editorial Committee shall be appointed by the president and approved by the Executive Board to run the publications. The Committee shall consist of an Editor, a co-Editor, and five members. Two officers of LAGH shall be on the Editorial Committee.

Article: XIII: Conflict of Interest

Any member of the Board who has a financial, personal, official interest or conflict of interest in any matter pending before the Board, may temporarily excuse him/herself and refrain from discussing such matter. The Board reserves the right to excuse any member if the member does not excuse him/herself under the voting procedure outlined by the competent authorities of LAGH. No member shall serve on any committee when he or she has a financial, personal and conflict of interest in that matter before the committee,

Article: XIV: Fiscal Policies

The fiscal year of LAGH begins January 1 and ends December 31 .

Article: XV: Constitutional Amendments

Any amendment to these bylaws shall be submitted to the Executive Board in writing at least 14 days prior to being voted on by the General Body. An approval of any amendment shall require two thirds affirmative votes of the General Body in good standing at the meeting in which a quorum of the membership exists.

Article: XVI: Merger and Integration

These By-Laws and any exhibits attached here contain the entire governing rules of LAGH with respect to the subject matter of these by-laws and supersede all prior negotiations and agreements. These By-Laws shall only be amended by a written document duly executed by majority votes of the General Body.

Article: XVII: Arbitration Clause

The administration shall appoint a committee to address all disputes, controversies, or claims arising out of or relating to these By-Laws of this organization. If the issues are not resolved, then they shall be submitted to the general body.

Article: XVIII: Choice of Forum

These By-Laws shall be interpreted under the laws of the State of Texas. Any litigation under these By-Laws shall be resolved in the trial courts of Harris County, in the State of Texas.

Article: XIX: Statute of Limitations

Any action resulting from an alleged violation of these By-Laws by any member of LAGH shall commence within a year when the violation was discovered; without regard to the date, the violation occurred. Any action not brought within a year shall be barred, without regard to any other limitation periods set forth by law or statute.

Article: XX: Non-Waiver Clause

Failure of this organization's Executive Board or any of its Officers or duly appointed representatives to perform any provision of these By-Laws shall not affect the organization's right to demand performance at any time and beyond, nor waive its legal rights against any person or organization in violations or defaults under these By-Laws and Constitution.

Article: XXI: Attorney, Legal, or Representation Fees

In the event of litigation relating to these By-Laws, The Association shall abide by the ruling of the court.

Article XXII: Indemnification Clause

LAGH shall, to the extent authorized by the Constitution and laws of the State of Texas hold harmless to its officers and appointed agents (indemnities) against all demands, claims, and damages to persons or properties, losses, and liabilities, including reasonable attorney's fees arising out of or caused by the negligent acts or omissions of LAGH and its agents. To the extent that it is financially feasible and available, LAGH shall obtain indemnification insurance.

Article XXIII: Savings Clause

If any clause, portion, or provision of these by-laws is determined to be unenforceable, the clause, portion, or provision shall be modified to reflect the members' intentions and the remainders of these by-laws shall remain in full force and effect.

Article XXIV: Impeachment

A two-thirds vote by members at a Regular General Meeting shall be required to bring and establish an impeachment procedure against any elected officer. Any elected officer shall be removed from Office upon impeachment for conviction of embezzlement and or any felony.

Article XXXV: Transition of Leadership

All documents, equipment, and finances shall be turned in to the new administration no later than or on the 15th day of February in a meeting between the outgoing and incoming executives. The signatories on all accounts should be changed on the last business day prior to February 15.

Article XXVI: Dissolution

In the event of dissolution of the Association, all actions pertaining shall be determined by the stipulations of The Association's 501c.3 documents.

THE CONSTITUTION IS AMENDED, THIS _ DAY OF _2018, IN THE CITY OF HOUSTON, STATE OF TEXAS, UNITED STATES OF AMERICA AT THE _TH GENERAL ASSEMBLY.

CONSTITUTION REVIEW COMMITTEE:
