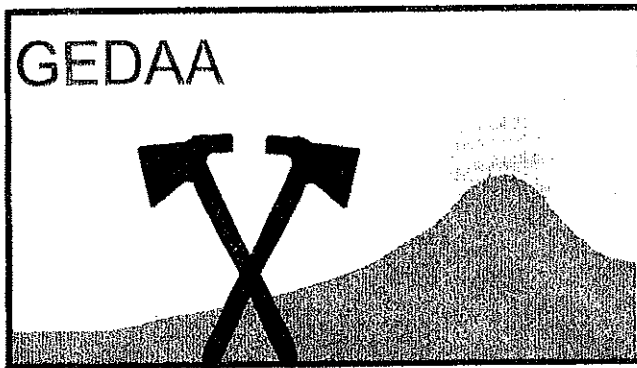


BOARD RULES



Founded 1975

GRAND GEDEH ASSOCIATION IN
THE AMERICAS, INC.

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ARTICLE I THE BOARD OF DIRECTORS

SECTION I: Rationale:

The rationale of the Board of Directors of the GGAA is to be in compliance with Article V Section 3 of the constitution.

SECTION II: Powers:

The powers of the Association is vested in the National Conference and shall be exercised by the Board of Directors, except as otherwise expressly provided for by the Constitution or By-Laws, but the directors shall act only as a board and individual directors shall have no power as such. The Board of directors shall serve in a supervisory capacity for check and balance purposes, while the day-to-day operations of the Association shall be executed by the President and his elected officers.

ARTICLE II Organizational Structure & Functions

SECTION I: Composition:

The Board of Directors of the GGAA shall include members, elected officers and standing as well as ad-hoc committees(s).

SECTION II: Structure:

There shall be four elected officers; namely:

- Chairperson
- Vice Chairperson
- Secretary
- Chaplain

SECTION III: Responsibilities

The responsibilities of elected officers shall be as follows:

- A. The Chairperson:
The Chairperson shall be the Chief Executive Officer and Spokesperson of the Board. The Chairperson shall:

- a. with the advice & consent of the members of the Board, be responsible for day-to-day functions and/or activities of the Board,
- b. preside at all meetings of the Board
- c. supervise and directed the implementation of all decisions made at all meetings,
- d. recommend of the membership of the Board dismissal of any officer whose conduct is not consistent with the national constitution, resolutions, and decisions of the Board;
- e. perform all other duties found to be in the best interest of the Board consistent with the national constitution; and,
- f. upon consultation, call emergency meetings.

The Vice Chairperson:

The Vice Chairperson shall be the Vice Chief Executive Officer and Spokesperson of the Board. He/she shall:

- a. Perform all duties of the Chairperson upon resignation. Removal, or inability to perform the duties of the Chairperson of the Board;
- b. Coordinate the work of all ad-hoc committees;
- c. Perform all other duties that may be assigned by the Chairperson and as appertaining to the Board.

The Secretary:

The Secretary shall be the Chief Communications and Documentations Officer of the Board. The Secretary Shall:

- d. Be responsible for or custodian of the records of the Board;
- e. send out citations for general and executive meetings;
- f. Record minutes and investigations of the Board, and disseminate information to members;
- g. Perform any other duties as may be assigned by the chairperson and as appertaining to the Board.

The Chaplain:

The Chaplain shall be the Religious Guardian of the Board. He/she shall:

- h. Conduct all Devotions and Benedictions at all Board meetings;
- i. be responsible for all religious affairs and/or services to the Board.

SECTION III. Committeess:

There shall be three Standing Committees of the Board as follows:

- A. **The Executive Committee:** The Executive Committee of the Board shall be the elected officers of the Board. The Board shall delegate to the Executive Committee any of the powers and authority of the board to include but not limited to the day-to-day management of the business and affairs of the Board.
- B. **The Finance Committee** – shall review, where and when necessary, the financial affairs and/or matters of the Association consistent with Article V, Section 3(e) of the Constitution;
- C. **The Grievance Committee** – The Grievance Committee shall review/scrutinize all cases submitted to the Board for investigation in keeping with Article V, Section 3(f & g) of the Constitution.

ARTICLE III ELECTIONS & TENURE

SECTION I. Elections:

The Board shall elect its own officers every two years as follows:

- A. Officers of the Board shall be elected during the Board meeting at the National Convention, in the month of May;
- B. Officers of the Board shall be elected by the Board of Directors, at time prescribed, and each officer shall hold office until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Chapter Presidents, as members of the Board, are excluded to hold elected office of the Board.
- C. Elections shall be chaired by the outgoing Chairperson of the Board; where the corps of officers are vying for second term, a neutral Board member shall be selected by the members present to chair the elections; alternatively, chairing shall be by any outgoing officer of the Board.
- D. Voting shall be by secret ballot with a winner determined by a simple majority;
- E. Elections results of the Board must be made public at most one hour after voting;
- F. Protest, if there is, shall be submitted three hours after elections results are announced.

SECTION II. Tenure of Officers:

- A. All officers of the Board shall hold their respective offices for a period of two years
- B. All elected officers may seek re-election as many times as they wish, based on hard work and ability, as well as the approval of their chapter. However, the Chairperson of the Board shall serve only two terms. He/she may seek re-election after vacating the position for at least two years.

**ARTICLE IV
ELEGIBILITY/QUALIFICATIONS
FOR BOARD OFFICE & VACANCIES**

SECTION I. Qualifications:

Qualification of the officers of the Board shall be as follows:

- A. The **Chairperson** must:
 - i. Be an active member of the association and have a minimum high school education or its equivalent;
 - ii. Meet all financial obligations to his/her chapter as well as the National Association;
 - iii. Be an active participant in the activities of his/her chapter, and the National Association;
 - iv. Have served at least two years as member of the Board.
- B. The **Vice Chairperson** must:
 - i. Meet the same qualifications as those of the Chairperson.
 - ii. Members qualifying for Board Office and all other elected positions must be a member who has attained active membership and fully participated in the Board activities;

SECTION II. Vacancies:

- A. Any vacancy in the Board of Directors, whether caused by death, resignation, disqualification, increase in the number of directors, removal or otherwise, may be filled for the

unexpired term by the Chapter whose slot created the vacancy;

- B. All vacant positions of the Board shall be filled by a bi-election of the Board of Directors during any sitting of the Board.

ARTICLE V MEETINGS, AGENDA, & ATTENDANCE

SECTION I. Meetings:

The Board shall hold regular, officers', and emergency meetings. The meetings shall be held as follows:

- A. **Regular meetings** of the Board shall be as per Article V Section 3(d) of the Constitution – in May, during National Convention; and the first weekend of September of each fiscal year during the Awards Program of the Association;
- B. **Officers' meeting** shall be called and held as may be deemed necessary at an agreed upon time and place;
- C. **Special and emergency meetings** shall be held in consonance with Article V, Section 3(f-m) of the By-Laws and Constitution; said meeting(s) may be called by the Chairperson of the Board, the President, or the Vice Chairperson of the Board. Such meetings shall be held at a place, designated by two thirds of the persons or chapters calling the meetings;
- D. **Notice of meetings:-** Special meetings of the Board shall be held upon four (4) weeks' notice, delivered by first-class mail personally or by telephone call, fax or electronic mail(email). If sent by personal delivery, telephone, fax or mail, the notice shall be deemed to be delivered on its deposit in the mails or on its electronic confirmation by sending without being returned. Such notices shall be sent to each Board member at his or her address as known on the books of the Association;
- E. **Contents of notice:-** Notice of meetings shall specify the purpose, agenda, place, day, date and hour of the meeting;
- F. **Consent to holding meeting:-** Director not present who is not present at any given meeting constitutes a waiver, a consent to holding the meeting, or an approval of the minutes thereof; all written consent of Board Members for meetings shall form part of the Association's archive;

G. **Adjournment:-** A meeting adjourned for lack of a quorum shall be recorded and said record appropriately entered to form part of the Association's archive;

H. **Conduct of meetings:-** Meetings of the Board of Directors shall be presided over by the Chairperson of the Board. In his or her absence, the Vice Chairperson of the Board, the Secretary of the Board, or in their absence, the Chaplain shall act.

I. **The Board** shall be fully represented at all Conventions.

SECTION II. Agenda:

All Board Meetings shall be guided by an appropriate agenda. The formulation of agenda (s) for meetings shall be the sole responsibility of the Chairman and his corps of officers, and all proposed agenda items (except those of emergencies) shall:

- A. Be submitted and received by the Chairman of the Board or his designee at least two weeks to the date of the scheduled meeting; or,
- B. May originate from Grand Gedeans within or out of the U.S., members chapters, GGAA Administration, GGAA Board, and Honorary and Associate Members.

SECTION III. Attendance:

Attendance is a necessary requirement of all Board members. This is intended to support full contribution of all Board Members. As such, the following guidelines shall be followed by all Board Members.

- A. **Board meetings** are mandatory of all Board members except warranted by circumstances beyond human control. Chapter(s) shall be informed after two unexcused absences of Board Member(s) from Board Meetings;
- B. **Board members present** at a meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board members from the meeting;

C. **Majority action as Board action:** every act or decision arrive at or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board of Directors;

D. **Written Consent by Members without a Meeting:** Whenever the members of the Board are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken or to be taken, signed by all the members entitled to vote thereon. Such consent shall have the same effect as a unanimous vote of the members; such written consent shall be filed with the minutes of the proceedings of the Board.

E. **SECTION IV. Fines** – fines shall be imposed on any member who, for no Justification violates prohibited activities of the Board; e.g. insults another member, persistently not following the rules of courtesies; etc.

ARTICLE VI QUORUM & VOTING

SECTION I. Quorum

Two-thirds of the active member chapters of the Board present at a meeting shall form and/or constitute a quorum to conduct business.

SECTION II. Voting

- A. Voting shall be by secret ballot;
- B. Only members whose Chapters are in good financial standing shall be eligible and allowed to vote;
- C. Vote count shall be per head of members present, not per chapter;
- D. A simple majority shall determine a winner.

**ARTICLE VII
SUSPENSION & DISMISSAL**

SECTION I. Suspension:

- A. Suspension will result if a Board Member refuses to abide by rules and regulations as contained in the Board Rules and Operating Procedures as well as those of the GGAA at large;
- B. The length of suspension shall be determined by the Board Members in sitting when said refusal occurred;
- C. Indefinite suspension will occur in cases of proven higher offenses, e.g. sabotage, etc, but only after a hearing;

SECTION II. Dismissal and resignation:

- A. Any member and officer of the Board may be removed, by the Board of Directors, at any time, in keeping with Article VIII Sections 5(b) of the Constitution;
- B. Any officer may resign at any time by giving written notice to his/her Chapter President and/or the Board of Directors of the Association; any such resignation shall take effect as specified therein, subject, however, to the approval and acceptance of the Board

**ARTICLE VIII
IMPEACHMENT**

SECTION I. Impeachment Proceedings

- A. Impeachment proceedings shall be held against an elected officer for acts incompatible and detrimental to the well-being and survival of the Grand Gedeh Association in the Americas, Inc.;
- B. Acts thereto shall include but not limited to:

- i. gross violation of the provisions of the Constitution set therein; .
- ii. misconduct which shall cause or tend to cause serious harm and/or embarrassment to the Board and/or Association at large;
- iii. All impeachment proceedings shall be presided over by the Board Chairperson; where the Board Chairperson is being impeached, an impeachment committee shall be appointed by and sanctioned by a vote of active member chapters present;
- iv. All impeachments must be by a two-third majority of the vote.

ARTICLE IX COMPAINTS AND DISCIPLINES

SECTION I: *Compliant and Disciplines Procedures* shall evolve over time and all members of the GGAA Board pledge to uphold the ethical standards of conduct adopted by the GGAA, Inc. These standards are inherent in Gedeans and varyingly stated in the GGAA policies. The day-to-day compliant and discipline procedures shall evolve from time-to-time at Board and Board Committees' deliberations.

SECTION II. *Complaints* – compliant procedures due to evolve from time to time shall be obeyed by all members of the GGAA Board. In consonance with the oath of office, Board members pledge to uphold the ethical standards of conduct as adopted over time by the GGAA. These standards are inherent in Gedeans and varyingly stated in the GGAA policies. Board members who violate these ethical standards of conduct are subject to disciplinary actions.

SECTION III. *Disciplines* - Discipline of members by the GGAA Board may take one of three forms, depending upon the circumstances and the severity of the offense. The discipline may be:

- A. A written admonition,
- B. A suspension from Board Meetings; and,
- C. expulsion from membership of the Board of Directors.

**ARTICLE X
PROHIBITED ACTIVITIES**

SECTION I. *All Activities* that are not in compliance with these Rules and Procedures of the Board as well as common practices of the Board/Association in general are deemed prohibited; thus:

- i. These activities include but not limited to misuse of the Board/Association's assets, funds and manpower for any purpose other than for the benefit of the Board and the National Association;
- ii. activities regarding 'agreements', 'negotiations', and 'contracts' must be consummated and/or in compliance with the constitution and by-laws as well as majority of the members body to generate maximum benefit for the Association.

**ARTICLE XI
MISCELLANEOUS PROVISIONS**

SECTION I: *Courtesies:*

- A. Appropriate courtesies are: Mr., Mrs., Miss, Dr., Madame, Gentlemen, Mr. Chairman, Madame Chairlady, Mr. President, Mr. Vice President, Mr. Secretary, etc.
- B. Addressing the Board and its members employing these courtesies shall be mandatory during official sittings such as:
 1. Board Meetings
 2. Conventions
 3. other official gatherings
- C. Board Members shall address colleagues and Association Officials likewise.

ARTICLE XII
AMENDMENTS

Any one or more of these provisions thereof may, at any duly constituted annual or special meeting of the Board of Directors, by majority vote of the directors present at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same; amendments to these Rules and procedures shall be as follows:

- A. Amendment proceedings shall be based on proposals and/or suggestions of at least one-third of the active members at the time;
- B. Proposals/suggestions shall be presented to the body in appropriate transcription by the maker and/or advancer;
- C. Acceptable proposals/suggestions to amend these Rules and Procedures shall be circulated four weeks prior to the date set to debate them;
- D. Debated amendment(s) must carry a simple majority vote of the active members to be considered sanctioned to amend these Rules and Procedures of the Board.

ADOPTED:

This 9th day of November, 2002
City of Chicago, Illinois.