



CONSTITUTION  
OF THE  
GRAND GEDEH ASSOCIATION IN THE AMERICAS,  
INC.  
[GGAA]

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[www.ggaa.us](http://www.ggaa.us)



## PREAMBLE

We, citizens of the Republic of Liberia originating from Grand Gedeh County of said Republic and residing in the Americas, **which includes Canada, and the Southern America;**

Being deeply concerned about our **social, economic, cultural, and developmental** welfare and in order to form a **bond of social, economic, cultural, religious and family** for the assurance of **peaceful co-existence**, unity, understanding and cooperation among ourselves and;

To establish and maintain workable **strategies** that will provide for and promote the general welfare of Grand Gedeans, do hereby form this non-political and **not-for-profit** organization.

**Now therefore, this organization shall seek the interests of Grand Gedeans in the Americas, while finding ways to assist Grand Gedeans in the Republic of Liberia, and to advocate for their welfare and security, and their fundamental rights;**

## ARTICLE I – NAME

The name of this Association shall be the “Grand Gedeh Association in the Americas,” which shall be abbreviated as **Grand Gedeh Association**, or GGAA, and hereinafter referred to simply as the “Association.”

**Section I:** Motto – The motto of this Association shall be: **“PEOPLE UNITED FOR EXCELLENCE”**.

**Section II:** Mission Statement: The Association shall protect and defend the fundamental and inalienable rights of Grand Gedeans, residing in the Republic and in the Diaspora, and to maintain and restore their dignity.

## ARTICLE II – AIMS AND OBJECTIVES

**Section 1:** The aims and objectives of this Association shall be:

- a) To promote unity, peace, mutual understanding, brotherhood, and cooperation among Grand Gedeans.
- b) To encourage and promote educational, cultural, **and social economic**

development and advancement.

- c) To **advocate for and to** create awareness among Grand Gedeans and encourage **their** participation on issues which affect the interest of Grand Gedeans in the Americas, Liberia and other parts of the world.
- d) To **host annual and periodic events, such as Annual Conference or Convention, and to** provide a forum for the free exchange of ideas and arbitration of disputes.
- e) To create an enabling **environment** for the cultivation of individual **and collective** capacities, talents, and leadership skills.
- f) To undertake self-help projects which are beneficial to the Community, Liberians in general and to Grand Gedeans in particular.
- g) To coordinate the activities of member chapters, as well as, Grand Gedeh County District organizations, and associations **operating** in the diaspora communities to enhance collaboration, coordination, and cooperation in fostering the interest of all Grand Gedeans **and** the organizations thereof;
- h) To interact with other associations, institutions and organizations with shared objectives and values for the promotion and mutual of the interest of Liberians in general and Grand Gedeans in particular and;
- i) To provide humanitarian services to members, non-members and targeted population through criteria set forth in this constitution.

### III – MEMBERSHIP

#### Section 1:

All Grand Gedeans are eligible to be members of the Association by the following categories:

- a) **Registered Membership:** An individual member shall pay an annual membership of \$20 to the National Administration through the individual's chapter, and \$35 for individuals in a non-chapter state.
- b) All registered members shall have the right to vote and be voted for on the national and chapter levels.

- c) Associate Members: Individual whose wife, husband, mother, or father is a Grand Gedeon, but is not of Krahn origin from Grand Gedeh County.
- d) Associate members shall have the right to vote but shall not have the right to contest for the positions of President and Vice President on the national but may contest for President or Vice President on the chapter level.
- e) Associate members shall pay the same dues as registered member and may contest for other positions on the national and chapter levels.
- f) Honorary Member: Individuals who are not born citizens of Grand Gedeh County, or who are not sons and daughters, mothers, fathers, husbands and wives, but who desire to affiliate with the Grand Gedeh Association in the Americas, who desire to make contribution of their resources to the organization.
- g) The Administration, by and through the office of the National President, may confer Honorary Membership upon an individual or organization who have shown interest and goodwill towards Grand Gedeans and the GGAA. Such an individual or organization must have exhibited good behavior and have made outstanding financial, material, and moral contributions to the Association.

**Section 2: Grand Gedeh Association Chapters:**

- a) Chapter Membership of the Association shall be accorded to any Grand Gedeh Association organized and operating in any of the 50 States of the United States, Canada, and other countries of the north, central and south Americas.
- b) For a chapter to be accorded membership, it must have at least fifteen (15) members.
- c) Chapter member request shall be through a written communication addressed to the National Board of Directors.
- d) The Board of Directors shall discuss and vote on the written request and a simple majority vote of the Board of Directors shall determine the fate of the proposed chapter.
- e) A Group of Grand Gedeans seeking chapter membership shall be required to present to the National Board of Directors the following:

- I. A letter of request for membership
  - II. A list of 15 individuals Grand Gedeans who reside in the chapter.
  - III. A copy of the by-laws and the constitution shall model but not replica of the National GGAA constitution.
  - IV. The amount of \$300 shall be chapter registration fee that shall be paid to the Treasurer of GGAA, and payment confirmation presented to the Board.
  - V. The Chapter one Board member shall be forwarded to the Board of Directors and a fee of \$100 shall be accessed before the member can sit, vote, or have a say in any Board meeting.
- f) The National Board of Directors shall not deny registration to a group of Grand Gedeans within a state where there is no GGAA chapter membership, except the group has less than fifteen (15) members, or its constitution and by-laws are inconsistent with the constitution and by-laws of the Grand Gedeh Association.
  - g) The application for chapter status shall be signed by the president of the local group and **may be** attested to by the Chairman of its **local** Board of Directors.
  - h) Chapter's membership status and privileges shall be conferred and assumed only after receipt of a certificate of membership duly authorized by **a simple majority vote** of the members of the National Board of Directors and signed and communicated by the Chairman of the National Board of Directors or other such person that the Board may designate **through a vote of simply majority**.
  - i) Pursuant to the spirit and letter of Article III, Section 1(a), all Grand Gedeans living in any State of the United States of America and other countries of the Americas and Canada, who intend to establish a chapter shall organize themselves under one (1) state chapter provided that state does not have a registered chapter of GGAA.
  - j) It shall, therefore, be unlawful, under this constitution and by-laws, for the Board of Directors of the Association to register and certify more than one chapters in a state.

- k) **Each** chapter shall structure its constitution to allow for the establishment of branches throughout its state of jurisdiction, except that that branch has **no** less than ten (10) members and located within a hundred (100) mile radius **or more** of an existing branch or the seat of the local chapter.
- l) All other internal arrangements pertaining to the relationship between the local chapter and its branches, including leadership structure, degree of autonomy to be enjoyed by the branches, and financial and other responsibilities of the branches shall be covered by the constitution of the local GGAA's chapter.
- m) **No branch shall make a report directly to the national administration. All reports of the branch shall be channeled through the state chapter.**
- n) No chapter shall deny branch status to any group of Grand Gedeans in its state of jurisdiction who meets the requirements set forth herein; and specific requirements as may be set forth in the constitution of the chapter for the establishment of a branch. Local requirements must be in harmony with the **national** constitution and by-laws.

### **Section 3: Individual Grand Gedeans:**

- a) Membership of the Association **shall** be accorded to individual Grand Gedeans and their spouses **and children**, who reside in any of the 50 states of the United States, Canada, and the other countries of the Americas, provided **no chapter** exists in that State, or the existing chapter has not met requirements set forth in this constitution for membership in the Association (GGAA).
- b) Registered Membership shall be accorded based upon a formal request from such individual(s) to the National Board of Directors and receipt of the Board's certification of membership.
- c) Individual with no state-based chapter **may register with any** local chapter but shall do so within the region or state closest to where **individual** resides.
- d) Upon the certification of an individual member, the Board shall duly inform the National President, through a written communication, and the President shall in turn notify the Membership Committee.

### **Section 4: Bona fide Membership:**

- a) A Bona fide member of the Association shall be a member of the Association as defined in Sections 1, 2, and 3 of this Article, and who holds a valid membership card of the Association.
- b) Who shall be up to date with due payment, including other financial obligation.

#### **IV – ORGANIZATIONAL STRUCTURE**

The Organization shall have five (5) major bodies:

**1) National Conference:**

The Conference is the sitting of the general membership, including the Board of Directors, the National Administration or National Executive Committee, the Advisory Council, and representatives of the chapters.

**2) Board of Directors:**

The Board of Directors including individuals selected to represent their chapters on the National Board of Directors.

**3) Advisory Council:**

The Council shall be composed of the chairs of the local Chapters' board.

**4) Administration or National Executive Committee**

The National Executive Committee or Administration shall comprise the following:

- a) President /Chief Executive
- b) Vice President
- c) National Secretary General
- d) National Treasurer
- e) National Chaplain
- f) Presidents of chapters
- g) Heads of Standing Committees
- h) National Chairlady
- i) National Queen

**5) Autonomy Branches**

The structural bodies of the organization that have the right or condition of self-administration.

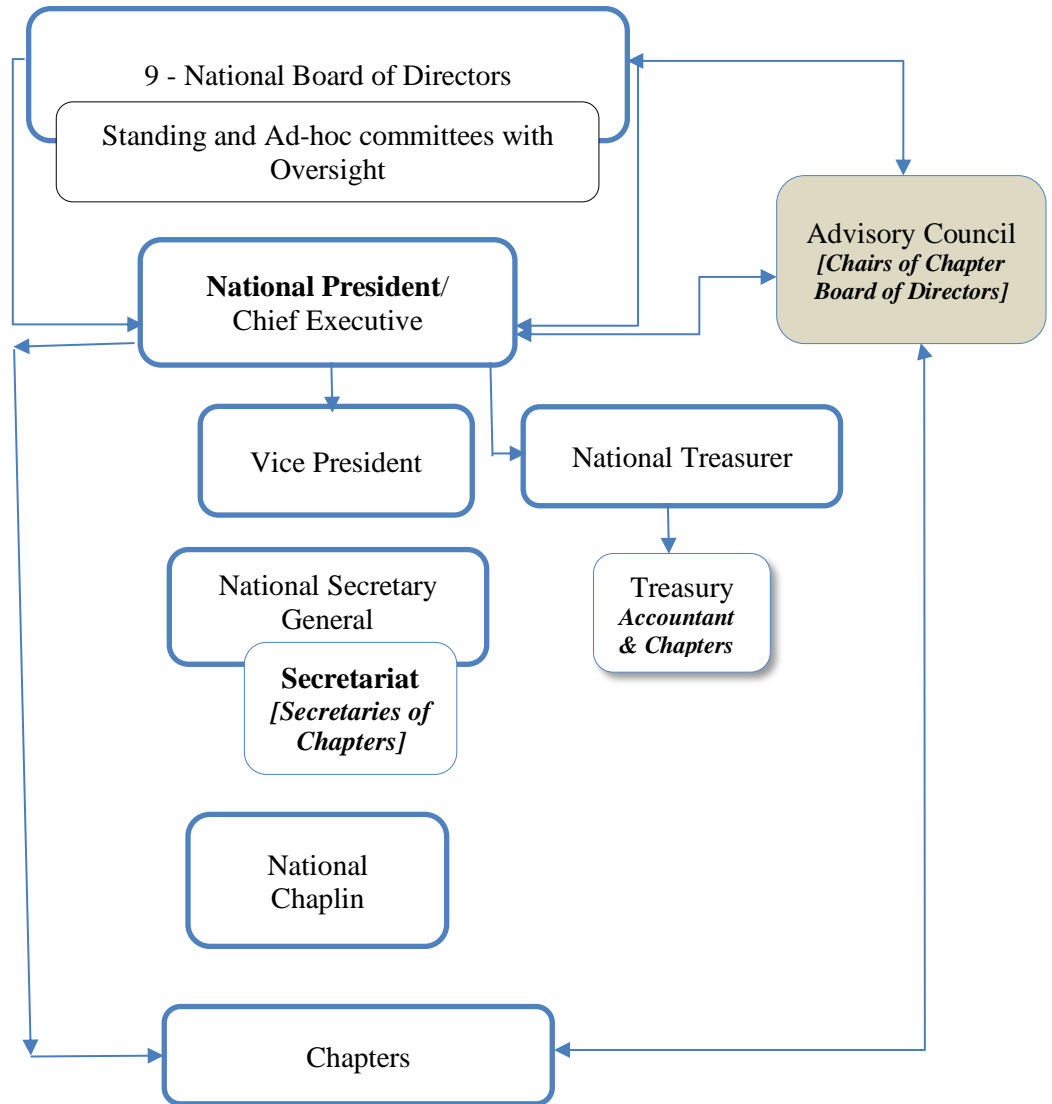
- a) Chapters
- b) Gbarzon District

- c) Konobo District
- d) Tchien District





## Organizational Structure



## V – PRINCIPAL BODIES and DUTIES

### Section 1: Principal Bodies

The principal bodies of the Association shall be, in **order of ranking**, the National Conference, Board of **Directors**, **National Administration** or **National Executive Committee**, which includes the chapters, and **Districts** and **Sectional Organizations**.

- a) The organizations of districts in the Americas shall send five delegates each to the Conference whose roles shall be to observe and participate in the preceding of the conference in a non-voting capacity.
- b) All sectional and social and development-oriented organizations emanating from Grand Gedeh may send three delegates to the National Conference each year, who shall participate and observe the GGAA conference but shall not have noting rights.

### Section 2: Duties and functions.

- a) The duties, functions, and responsibilities of the principal bodies of the Association are set forth by this constitution.
- b) The duties and functions of the Principal Bodies shall be to coordinate, check and balance, and complement one another but shall not interfere with one and another's roles.

### Section 3: The National Conference

- a) The National Conference shall be the supreme body of this Association and shall be held annually in the month of May.
- b) **As the Supreme body, the Conference shall be the final decision maker, and when seated shall not require additional constitution protocols to alter, refine, amend, quash, or make new policies and laws of the organization that shall be binding as of the adoption of the actions by a simple majority vote.**
- c) **Delegate attendees of the** National Conference shall decide the date and venue of **the next sitting**. Should the National Conference fail to decide during its session, the National Administration shall **propose the date and venue of the Conference subject to** the approval of the National Board of Directors.
- d) **Hosting of the National Conference shall be rotational among the GGAA chapters, and a chapter which has not hosted the National Conference shall be**

given priority, and if all Chapters have hosted the conference, the most recent host shall not be permitted to host the Conference.

- e) The National Conference shall be composed of registered, associate and honorary members, including delegates from district, sectional, social and development organizations, who are willing and available to attend the conference.
- f) Only registered members can vote and be voted for.
- g) The Conference shall be:
  - I. A forum for planning of development agenda, fund-raisers, outreach strategies, etc.
  - II. Review of progress of national and chapter programs,
  - III. Evaluation of programs efficacy,
  - IV. Settling of dispute that remained unsolved by the National Administration and the National Board of Directors,
  - V. Complaints that have been referred to it by individual member, the National Administration, or the Board of Directors.
  - VI. All complaints to the National Conference must be written to the National Administration, and such complaints shall be resolved before any official business of the Conference are discussed.
- h) Officers of the National Conference shall be the administrative officers of the Association, with the President as presiding officer. This provision shall not be construed as precluding the establishment of such working and ad hoc committees and appointment of administrative and support staff as the Conference may deem fit, for the effective conduct of its business. In a situation where the **National President** is unavailable, unable and/or incapable of running the national convention, the conference shall commission a competent convention **chair and other officers for the smooth conduct of the Conference**.
- i) In all deliberations of the National Conference, a simple majority of the votes cast by eligible **delegates** shall be sufficient to dispose of any matter.
- j) The National Conference shall receive and act upon the annual report of the National President and special reports of committees.

- k) The Chairman of the Board of Directors shall preside and moderate the session of the National Conference whenever the president makes the annual report and shall revert to the President as Chairman of the Conference immediately thereafter...
- l) The National Conference shall have the power to institute measure consistent with due process in matters over all matters it has jurisdiction.

#### **Section 4: National Convention Management**

- a) The Annual National Conference, also referred to as National Convention, shall be managed in three sessions, each designed to accomplish a particular objective, as set forth:
- b) **Information and Resolution Session (herein known as “IRS”)** shall serve as the forum to discuss GGAA’s Mission, Vision, Projects, and reports; debate issues and come up with annual resolutions. This session shall distribute and issue strategies regarding projects and/or programs the conference resolved to implement; Objectives and/or programs resolved by the National Conference (IRS) shall be implemented by the Administration; the Board of Directors shall have responsibility to ensure that only programs, project and/or objectives approved by the National Conference shall be funded by the organization.
- c) The session shall be composed of National Officers, chapters leaders, delegates selected by the National President, and representatives of district, sectional, social and development organizations.

**Community engagement and Cultural Exchange (CECE):** GGAA shall provide community services and engage with local community leaders and policy makers to promote projects and programs that enhance its objectives.

- a. GGAA shall engage with professional Grand Gedeon groups, such as Media, Nurses, Lawyers, Social Workers, Health Service professionals, Banking & Financial Experts, etc. to solicit their expertise and support on GGAA’s projects. During the engagement session, GGAA professional groups may set up informational tables to encourage members and guests to learn more about the services in their respective Communities.

- b. The GGAA social services and cultural team shall present Taste-of-Grand Gedeh—mini-dishes of all foods in Grand Gedeh County. All dishes shall display ingredients, health benefits and how they were made, as well as arts and crafts, music, publication, and clothing.

**Ball (Evening Ball Session)**

- I. The Ball shall begin in the evening hours for purposes of serving the social needs of GGAA members. In order to promote artists, Grand Gedean musicians shall be allowed to perform intermittently during the ball.

**VI – BOARD OF DIRECTORS**

**Section 1: The Board of Directors**

- a) The National Board of Directors (herein after referred to as the Board of Directors) shall comprise of one representative of each Chapter.
- b) A Chapter may choose to change or maintain its representative on the National Board of Directors. Each chapter representative shall have one vote.
- c) Each National Board member shall pay \$100 each year as a sitting fee. This amount shall be paid in January of the year. A Board member may not vote or be voted for at the end of January if the sitting fee is not paid.
- d) Any National Board member shall be qualified to contest position on the Board.
- e) Each of the current three districts shall have one representative on the National Board but they shall not have voting rights. A district may choose not to send a representative. A district representative may serve one or more tenures.
- f) Each year, the National Board of Directors shall identify one funding source and/or host an event that will raise funds for the organization. This annual fund-raiser contribute shall be \$3,000, which shall be deposited in the GGAA bank account.

**Qualifications of Board Members:**

- A. Active Participation in the leadership at the chapter level for not less than three (3) years.
- B. Attended at least one convention of the GGAA.
- C. In good financial standing with the Chapter and the National Association.

D. Must be elected by a simple majority vote by the chapter.

### **Limitations**

- A. National Board Member shall serve for no more than three consecutive terms.
- B. Current Board members are not ineligible contest to represent their local chapter for only one more term.

### **Education or Experience Requirement**

- A. To represent a chapter or district or sectional organization on the National Board of Director, the candidate shall hold at least an associate degree or in the absence of a degree, the candidate shall have served in the local capacity, either in an elected or appointed position for no less than five (5) years.

### **Responsibilities**

- B. The Board shall serve as a **check and balance to the National Administration** and shall not assume any of the functions delegated to any of the other constituted bodies, except as provided for in this constitution and by-laws.
- C. It shall elect its own officers and adopt written rules for its operations. The rules of the Board shall contain **the procedure for** electing its officers. **Any Board rule contrary to the Constitution notwithstanding.**
- D. The National President shall be a nonvoting member of the Board and shall attend all board sitting.
- E. **The Board Chair shall direct the Board Secretary to send all Board's meeting schedules to the National President.**
- F.
- G. It shall meet at least once a quarter, and other times in emergency sessions to deliberate and decide major issues confronting the organization.
- H. It shall be required to act on the President's programs and/or budget within sixty (60) days after the President has submitted fiscal or recast budget to the Board/
- I. If the Board fails to deliberate and decide on budget within sixty (60) days, the budget shall be deemed automatically approved and the president may utilize the budget.

- J. The National Board of Directors shall hear and rule in all cases of conflict of laws or of interests between the National Association on the one hand and local chapters and/or individual members on the other hand and which cannot be resolved by the parties concerned.
- K. All complaints or conflicts shall be decided first by the Board's Grievance Committee and forwarded to the general Board with recommendations. The Board shall vote and decide on a simple majority, and the result of the voting for, against, and abstention shall be recorded.
- L. It shall have the power to investigate and take measures against any elected officer or a board member for serious breach of trust such as:
- I. Embezzlement and/or misappropriation of the Association's funds,
  - II. Prolonged inactivity and gross ineptitude in the discharge of duty,
  - III. Bribery,
  - IV. Habitual drunkenness that lead to at least two DUIs,
  - V. Conviction by a competent court of jurisdiction of a criminal charge
- M. Impeachment is a charge [**and not a removal in itself**] that must be investigated. An impeached officer shall be removed from office based on due process, which includes but is not limited to the Board allowing its Grievance Committee to investigate and submit findings and recommendations.
- N.
- O. The manner of investigation shall follow the due process:
1. Matter is turned over to the Grievance Committee
  2. Committee writes or informs the parties of the case.
  3. Committee holds hearing.
  4. Committee makes recommendations.
  5. The Board meets and deliberates the Committee's recommendations.
  6. The Board votes and decides on a simple majority.
  7. The Board Chair informs parties of the Board's decision and findings.
- P. No member of the Board who is directly or indirectly involved in the matter under investigation shall be part of the investigating team, or exercise the right to vote in proceedings thereof, leading to or in the determination of the final verdict.
- Q. Board members involved in matter of investigation shall be recused. If the board member affected is the chairman or any other official of the Board, such

official shall be automatically, temporally suspended from performing his/her official duty until the investigation is concluded.

- R. Should the results of the investigation warrant the removal of an elected officer, the Board shall have the power to impeach and remove from office the guilty official. A two-thirds (2/3) majority vote of eligible chapter representatives of the Board shall be required to impeach an elected official.
- S. No impeachment shall be valid unless the process in Section M (1-7) is fully implemented.
- T. A two-thirds majority vote of all eligible members of the Board is required for a guilty verdict. All eligible Board members shall be required to cast a vote in person or online or in writing. There shall be no absentee vote.
- U. The Board shall have the power to investigate any of its members who is accused of violating any of the rules of the Board, or any of the offenses listed in Article VI, Section L (I-V). The procedure for the conduct of the investigation and action(s) to be taken by the board in case of a guilty verdict shall be clearly stated in the rules of the Board.
- V. The Board shall have jurisdiction over all disputes of laws, constitution interpretation, and disputes that have been brought to its attention by the National Administration, a member chapter, an individual member, district organization, or a group of members.
- W. However, it shall not indulge in the investigation of matters that are of administrative in nature and are subject of internal authority by the national administration or a member chapter.
- X. The Board shall adjudicate election disputes referred to it.
- Y. The Board shall record and maintain a record of the votes of its members and shall furnish this information to any member or chapter of the Association upon request.
- Z. No member of the Board shall be appointed to or serve on any committee of the Administration, whether Standing or Ad hoc, except such committee or commission's work is related to the work of the Board, and as provided for under Article XII.



- AA. Unauthorized use of GGAA name, symbol, contacts and or resources in fundraising, soliciting and implementation of projects and/or programs constitute grounds for sanctions. The National Board shall be prescribed by the Board but in confirmative with due process set forth in Article VI, Section M (1-7).
- BB. All projects and programs not completed during a given administration must be continued to completion before, and in addition to, any new being is introduced.

## Section 2: The National Administration

- I. The National Administration or the National Executive Committee shall be the administrative functionary of the Association and shall be composed of the following members, all of whom shall be elected by the National Conference:
  - i. The National President
  - ii. The National Vice President
  - iii. The National Secretary
  - iv. The National Treasurer
  - v. Chaplain
- II. The modus of the election shall be team or independent candidate or group of candidates collaborating for campaign purposes. The Independent Elections Commission shall not deny a Grand Gedeon from contesting irrespective of team or independent candidature.
- III. The National Administration shall, from time to time, devise administrative rules and guidelines for the efficient, effective, and smooth operation of the Association provided, however, that such rules and guidelines are not contrary to the provisions of this constitution.
- IV. It shall issue annually, through the local chapters, identification cards to registered members as validation of their membership with their chapters of affiliation. Member identification cards are to be issued directly to individual members who live in a state without a local chapter.

- V. From time to time, the Administration shall, for the purpose of accountability, appoint an ad-hoc committee or commission, or hire the services of a competent accounting firm to audit **past and current officers, including the National Board if it received funding from the Organization**. The report of the audit shall form part of the president's report to the National Conference.
- VI. It shall have the power to raise funds on behalf of the association through various means, consistent with the provisions of this constitution. **Fund-raising means shall be included in the Budget submitted to the Board.**
- VII. **Vice President shall oversee administrative functions as well as duties assigned by administration.**
- VIII. The Nation Secretary General shall head the Secretariat. The secretariat shall be composed of all local chapter secretaries and public relations personnel.
- IX. The National Treasurer shall head the Treasury. The **national treasury committee** shall be composed of all local chapters' treasurers as well as accountants.
- a. **All funds, including collections, fees, donations, etc., shall be turned to the Treasurer within 24 hours with deposit into the Organization's bank account(s).**
  - b. **The Treasurer shall make all payments of GGAA bills, purchases, donations, disbursements.**
  - c. **In the absence of the Treasurer, an executive meeting shall authorize an officer to make such payments on behalf of the GGAA.**
- e) National Chaplin shall not be elected by Grand Gedeh religious leaders.

### **Section 3: The Advisory Council**

- a) **The Advisory, herein referred to as "Council", shall be composed of chairs of the local Chapters' board only who shall represent the chapter.**

- b) The Council shall oversee conflicts and issues involving member relations, relationship between chapters, members of the Administration and chapters' leaders, not covered by National Board of Directors or Administration.
- c) The Council shall have members to the size of the number of GGAA chapters, and shall be headed by a Chairperson, Co-Chairperson, Secretary and Chaplain appointed with the advice and consent of the National Board of Directors.
- d) The Council shall formulate its own internal committee(s).
- e) The authority of the Council shall not be a replacement of the authorities of the National Administration and the National Board.
- f) The Council shall make its report, findings, and recommendations to the National Board of Directors, or to the National Conference if the Board is involved in a conflict with an individual, group of Grand Geddeans, or the National Administration.

## Article VII – Qualifications of Officers

### Section 1: General

All candidates seeking elective positions, including the position of the chairman of the Board, shall be in good standing and be up-to-date with reports and actively participating in the activities of their chapters and or district organization; not be indebted to their local chapters and/or the National Association financially, not have outstanding reports and/or records belonging to their local chapters and/or the National Association, and shall be active members as prescribed in the provisions of this Constitution.

- 1) Proof of active membership for the purpose of this provision shall be:
  - a. Attendance of any three (3) of the last four (6) National Conferences.
  - b. Not indebted to the local chapter and the national association.
  - c. Clear of all dues and taxations, both local and national.
- 2) The National Administration shall maintain the record of all National Conference rosters and shall send a copy to the National Board for its records.
- 3) The roster shall be the official means to determine if an individual has met the

Conference attendance requirement.

- 4) In the absence of a national roster of Conference attendees, the provision shall be mute.

**Section 2:** The National President shall have the following minimum qualifications:

- a) Be a Grand Gedeon with residency in one of the 50 states of these United States or one of the countries in the Americas.
- b) Must be a bona fide member of the Association, as defined in the provision of the constitution.
- c) Must have at least one parent who is a citizen of Grand Gedeh.
- d) Shall not have a **criminal conviction or felony**.
- e) **Shall provide criminal background as prescribed by the Independent Elections Commission, including FBI and Child abuse clearance as needed.**
- f) **Must have at least a verifiable associate degree from a recognized institution or its equivalent or six (6) years of consecutive participation in the chapter and national leadership of GGAA.**
- g) **Must be financially up to date with his/her chapter of affiliation and the National Association.**
- h) **In lieu of verifiable associate degree or higher, the candidate must demonstrate leadership capabilities.**
- i) **Must have served in top leadership positions of Grand Gedeh diaspora district, social and development organizations.**

**Section 3: The National Vice President**

- a) The qualifications of the National Vice President shall be the same as those of the President.

**Section 4: The National General Secretary**

The National Secretary shall meet the qualification requirements in Article VI, Section 2 (a-i).

**Section 5: The National Treasurer**

- a) **The National Treasurer must meet the eligibility requirements set forth in Article VI, Section 2 (a-i) of this Article.**
- b) **The Treasurer must have a degree or certificate or diploma in**

**Bookkeeping/Accountancy**

- c) Must have served as treasurer for his/her local chapter for at least two (2) years.
- d) Must have served as treasurer for district, sectional, social and development for at least two years.
- e) Must have the ability to keep the financial records of the Association and supervise the financial protocols of the organization.
- f) Must have general knowledge of bookkeeping and Accounting.

**Section 6: The National Chaplain**

- a) The National Chaplain shall be a person of good moral character and religious inclination and may be a member of a religious group.

**Article VIII- Elections and Tenure of Elected Officers**

**Section 1: General Elections**

- a) Election for national officers, conducted by an Independent Elections Commission (IECOM), including the leadership of the Board, shall be held once every three (3) years during the National Conference.
- b) Voting shall be conducted by secret ballots.
- c) Except the election results are disputed, the National officers elected shall immediately be sworn in by the chairman of the Board of Directors or, in her/his absence, the co-chairman of the Board of Directors or, in his/her absence, one of the Board members present who shall be selected by the Board members present.
- d) Only Bona fide members shall be eligible to cast vote in a national election provided he/she meets all financial obligations, paid convention fees and dues.
- e) Challenges to the conduct and results of elections shall be made no later than 48 hours following the announcement of the election results.
- f) The intention to file a protest must be made in a written protest petition, accompanied by an “Intention to Protest the Election Results” form, to the Elections Commission immediately upon the announcement of the election results.

- g) The Elections Commission shall furnish an “Intention to Protest the Election Results” form to be signed by the party intending to file a protest. The form shall be developed by the Elections Commission and shall be available at the polling place.
- h) All election protests shall be filed with the Elections Commission except the Commission is implicated in or is the subject of the protests, in which case the protests shall be filed with the National Board of Directors.
  - i. The Board of Directors shall furnish the parties with the protest or complaints.
  - ii. The Board of Directors shall require a written response from the parties.
  - iii. If the complaint is a pre-election protest, the Board of Directors shall submit the complaint to the Grievance Committee for investigation and findings and recommendations submitted to the Board.
  - iv. All pre-election protests shall be investigated within three (3) days of the complaint.
  - v. If the protest is a post-election complaint, the National Board shall convene an emergency session to deliberate and pass on the protest, and the result communicated with the parties within 48 hours.
  - vi. Decision in all post-election protests shall be decided by a vote of simple majority of Board members present at the National Conference, and the decision shall be binding.
- i) Elections for the officers of the Board of Directors and the National Administration shall not be held in the same year.
  - a. Elections for the Executive Committee shall be held in the third year.
  - b. Elections for leadership of the Board of Directors shall be held in the second year.
- j) At coming into force of this Constitution, the current National Administration shall assume an automatic three-year term but remaining two years before new elections are held for officers of the National Administration as enshrined in Article VI, Section 2 (i-v).

## **Section 2: Elections Commission**

- a) Election of all national officers, except the leadership of the Board, shall be conducted by an Independent Elections Commission (IECOM).

- b) The Commission shall consist of five (5) members who shall be elected by the National Conference.
- c) The Commission shall scrutinize candidates for qualification and eligibility.
- d) The Commission shall receive the list of qualified and publish same for scrutiny by the public.
- e) It may receive pre-election and post-election protest from individuals or group of individuals challenging the qualification of candidates and voters.
- f) It shall conduct elections and declare winners.
- g) The Chairman of the Elections Commission shall not vote except in the event of a tie, in which case he/she shall cast the tie-breaking vote.
- g) The Commission shall be automatically dissolved following the swearing-in of the elected officers.

**Section 3: Fees for Candidacy**

- a) The following fees shall apply for candidates seeking elected positions. The fees shall be paid to the National Treasurer:
- b)
 

(a) National President	\$350.00
(b) National Vice President	\$250.00
(c) National Secretary	\$250.00
(d) National Treasurer	\$150.00
(e) National Board member (sitting fee)	\$100.00
(f) National Chaplain	\$50.00
- h) The fees for the positions of National President, National Vice President, National Secretary, National Treasurer, and National Chaplain shall be paid directly to the National Treasurer.

**Section 4: Tenure of Elected Officers**

- a) All elected officers of the Association, including the leadership of the National Board of Directors, shall hold office for three (3) years.

- i. The current members of the National Board of Directors shall serve in the year 2024 and the new Board of Directors shall commence at the convention of 2025 with elections of Board officers.
  - ii. The three years of the new commences at the National Conference of 2025.
- b) Immediately upon the swearing-in of the new administration into office, it (the new administration) shall have the authority to spend up to \$8,000 to underwrite the cost of the inauguration of the new administration. Any amount exceeding \$8,000 must be approved by the Board of Directors.
- c) The inauguration for the new administration, intended only for fundraising and social interaction, may be held within at least four months of the election. The venue of the program shall be determined by the new National Administration.

## **Section 5: Impeachment and Removal of Officers.**

- a) An elected administrative national officer may be impeached and removed from office by the National Board of Directors if found guilty of any of the offences listed under **Article VI, Section 1 (L)(i-)**.
- b) Pursuant to due process set forth in this constitution, the National President shall also be impeached and removed from office if found guilty of:
  - 1) Failure to submit to the Board of Directors financial reports for two (2) quarters,
  - 2) Failure to submit a budget at least three (3) months after the end of the fiscal year.
  - 3) Depositing or authorizing to deposit the Association's funds in an account or financial institution not approved by the Board of Directors.
  - 4) Failure to report to the Board of Directors, after becoming aware, that the Association's funds have been deposited in a non-Board-of-Directors-approved account or financial institution.
  - 5) Closing or authorizing to close any of the Association's accounts without the approval of the Board.
  - 6) Changing or authorizing the change of the password, domain name or service provider of the Association's website without the approval of the Board of Directors.
  - 7) Unauthorized use of GGAA's name, symbol, contacts and/or resources in



fundraising, solicitation, and implementation of projects and or programs that are not approved by the National Conference (IRS).

- c) A board member may be permanently removed and barred from the Board by the National Board in accordance with due process for cause pursuant to **Article VI, Section 1 (L)(i-)**.
- d) The Board shall duly inform the affected chapter and request the replacement of its Board representative within three (3) months of being notified.
- e) A two-thirds (2/3) majority vote cast by members of the Board of Directors shall be sufficient to remove a national officer from office, provided a quorum, as defined by the Board Rules, is present at the meeting during which the vote is taken.
- f) Any person removed from office by impeachment and removal from office shall be barred from holding a national or local elected office for four (4) calendar years, from the date of his/her removal.
- g) If the removal is for reason of embezzlement or misappropriation of Association funds, restoration of right to hold an elected office shall be contingent upon full restitution of the amounts embezzled and/or misappropriated.

## **Section 6: Vacancies and Special Elections**

- a) Vacancies created at the national level as a result of an impeachment shall be filled by special elections during the sitting of National Conference visually or in person.
- b) All vacancies created other than removal by impeachment and for which this constitution does not provide for automatic succession, shall be filled by appointments by the President, with the advice and consent of the Board of Directors.
- c) Anyone elected or appointed to fill a vacancy shall serve only to complete the remaining term of his/her predecessor.

## **Section 7: Election Commission**

- a. The membership committee shall provide final published roster of eligible voters seven (7) days prior to official start date of the convention, and that the Board of Directors, Election Commission, Eligible candidates, the National President and Chapter presidents shall receive a copy thereof;
  - c. A detailed and elaborate plan on processes of conducting scheduled election, counting ballots, scrutinizing voters, allocating observers 'responsibilities and resolving voting-based situation shall be agreed upon and consented by all eligible parties in writing not less than fourteen (14) days prior to the official start date of the convention.
  - d. Crafted guidelines by Independent Election Commission should be forwarded to the National Board of Directors for validation with the Constitution before publishing; such scrutiny will confirm election commission alignment with the constitution.

## **Section 8: Electoral Process**

- A. Voting shall be conducted per chapter. Where possible election centers shall be set up to ease voting processes.
- B. Eligible voters shall be in a queue to cast votes.

## **Article IX –Chapters**

### **Section 1: Establishment and Operation**

- a) The Association shall encourage and promote the organization of local Grand Gedeh Association chapters throughout the Americas.
- b) A local Grand Gedeh Association chapter may be established in any state, where there are at least fifteen (15) Grand Gedeans.
- c) Each chapter shall be required to submit to the National Administration annual reports covering its activities and situation, ninety (90) days prior to the National Conference. These reports shall be reflected in the annual report of the National Administration to the National Conference.
- d) Only one chapter shall be established in each state.

- e) Each local chapter shall provide to the National Administration an up-to-date roster of all bona fide members of the chapter 30 days prior to the National Conference

## **Section 2: National Association Support**

- a) The National Association shall encourage, promote, and support the programs and activities of the chapters, designed within the framework and objectives of the Association, for the general welfare and well-being of their members.
- b) The National Association shall promote and support inter-chapter social activities and other programs by offering to participate in the careful planning, scheduling, and coordination of the Chapter.

## **Section 3: Autonomy**

- a) The National Association shall guarantee autonomy to the local chapters in the development of their constitutions, activities, and programs, except as expressly stipulated in this constitution and by-laws and provided these internal arrangements and processes are in harmony with the constitution of the Association and will not undermine the effective functioning of the National Association.
- b) Autonomy shall not mean the chapter is divorced from the wholistic function of the GGAA.

## **Section 4: Membership Dues**

- a) Each chapter of the Grand GedeH Association in the Americas, Inc. shall pay an annual due of \$300.00 to the National Administration.
- b) Each individual member shall pay an annual due of \$25,00, paid directly to the National Treasurer.
- c) Dues shall become payable by the first day of the fiscal year as defined in Article III, Section 1 of the by-laws.

## **Section 5: Delinquency**

- a) Members of any chapter which is delinquent in meeting its financial and other obligations to the Association shall be denied all membership privileges, including the right to vote.
- b) This provision shall apply equally to individual members.
- c) The National Administration shall determine which Chapters or individual members are delinquent and impose the appropriate penalty. Such chapter(s) and individual members shall be considered Inactive.
- d) Those chapters and individual members who are current with their obligations to the Association shall be considered Active.

## **Section 6: Debt Management**

- a. Anyone who is indebted to Grand Gedeh Association in the American, Inc, chapter(s) or district organizations, as a result of misappropriations and /or responsibility entrusted to him or her, shall be barred from serving in any elected and/or appointed leadership position, include virtue of honor as keynote speaker, platform guest or neither shall he or she receive special recognition, in Grand Gedeh Association, chapters, district organization and Grand Gedeh based social organization, until the indebtedness is settled in full an obtain a clearance from the National Board.
- b. The National Administration is authorized under this Constitution to explore all legal means to institute legal proceedings against the debtor, including but not limited to criminal and civil lawsuits.
- c. The National Board of Directors shall institute investigation and ensure due process as enshrined in this constitution to bring the debtor to book.
- d. The National President or the Administration shall bring a case against the debtor to the Board for investigation and action.
- e. All Board actions in investigating and decision against individual members who embezzle, steal, misapply or convert Association resources and finances to his/her own use shall be by voting with a simple majority.
- f. Members who owed money to GGAA shall not be eligible for any award, recognition and or privileges that would other be accorded.

- g. The indebted person or organization shall pay debt owed or settle down to 25% on the balance plus any appropriate entry fees before admission to any Grand Gedeh based programs.

## **Article X – Finance**

### **Section 1: Fund Raising and Bank Accounts**

- a) The National Association shall raise funds and generate revenues through programs, donations, contributions, sale of membership identification cards, special taxation levied on members and/or chapters, and other legal means to defray administrative and operational costs and implement programs and projects of the Association. The specific amount of taxation shall be determined by the National Administration, subject to the approval of the Board.
- b) The National Association may undertake special projects or operate enterprises designed to generate revenues, or borrow funds, subject to the approval of the Board, to finance part or all of its projects.
- c) The Association shall establish and maintain bank account(s) at recognized bank(s) or financial institution(s), subject to the approval of the Board of Directors.
- d) In opening Regular (General) account, which shall be the main financial account of the association, the Chairman of the Board of Directors and the National Treasurer shall be signatories to the account.
- e) The Chairman of the National Board of Directors and the National Treasurer shall have responsibilities to only transmit, or transfer funds approved and allocated for the operations and functioning of the Association to the Operational Account to which the Board Chairman shall not be a signatory. to GGAA's Operational Bank Account.
- f) The Board of Directors shall have the authority to suspend the organization's financial accounts or suspend the signatures of the President and the Treasurer on the Operational accounts for failure to submit financial report, failure to ensure transparency in the disbursement and management of the operational accounts or to complete projects approved by the National Conference for which funding was transferred from the General Account.

- g) The signatures of the designees – The Chairman of the Board of Directors and the National Treasurer shall constitute sufficient authority to transfer funds to the operational account.
- h) Neither Chairman of the Board or the National Treasurer shall not have any authority to withdraw or transfer funds from the General Account for any reason under this constitution. The violation of this clause shall constitute a violation of GGAA Constitution and may subject the individual to suspension by the Board and where possible prosecution under the law depending on the gravity of the offense.
- i) Board of Directors shall ensure that incoming administration of GGAA National Leadership completes all National Convention approved projects before embarking on any new project unless it is based on emergency that requires urgency funding health crisis that must receive the approve of the Board in the absence of National Conference.
- j) The National President and the National Treasurer shall be constitutional authorized signatories to GGAA's Operational Account which shall be used to underwrite and facilitate the implementations and effective functioning of the association based on quarterly budgets submitted the Board of Directors.
- k) The Operational Account shall only be utilized to settle legitimate and approved debts for contracts and services approved by the Board of Directors prior to disbursement of payments.
- l) The National Administration shall submit quarterly financial reports and progress reports any and all ongoing projects as pre-conditions to enjoy transfer rights to the Operational Account.
- m) There shall require the signatories of BOTH that National President and the Treasurer to transact and financial business including withdrawals, payments and other financially accepted principles as provided under this constitution.
- n) Any National President or National Treasurer who internationally influences a banking institution or individual to single-handedly sign and issue checks or withdraw from the Operational Account shall be in violation of the GGAA Constitution.

- o) The Board of Directors shall have authority to suspend any such official and remove the signature of the officer from the Operational Account pending investigation; and if the officer is found to be liable, such officer shall be permanently suspended and required to restate said funds to GGAA within the framework of the law.
- p) The Board of Directors shall immediately inform the Board of Advisors, and the membership should such a violation occur.

### **Financial Management**

- a. The Association shall establish Operational, Project and Regular accounts
- b. Operational accounts shall be for day-to-day management of the association, to include administrative budget, expenses, board budgets and viable leadership initiatives.

### **Project account**

- i. This account shall receive earmarked funds from regular account upon verification and approval of a well-defined project. For a project to be funded, Administration and project runners must present not less than two contractors to bid and win GGAA project(s) through a Request for Proposal/Information (RFP/RFI). A term of contracture agreement must be established between GGAA and the contractor before the release of funds.
- ii. Signatories to the project Account shall be the President and the Treasurer

### **Regular Account**

- i. all contributions, dues and convention and program entry fees must be directly deposited into this account.
- ii. Under this provision, the Chairman of the Board of Directors and Treasurer shall be signatories to the Regular Account.
- ii) The Chairman and Treasurer are not authority to withdraw funds from the Regular Accounts, except by budgetary transfer to GGAA Subsequent accounts.
- iv) The National Treasurer shall be one of the signatories to all Accounts registered under GGAA.

- v) GGAA must establish an electronic payment system, and entry to the Convention must be monitored by the National Treasurer.
- vi) Withdrawal of funds from the Association's account(s) shall be made based only upon duly executed vouchers and only for approved budgetary appropriations.
- vii) All taxes levied by the National Association and collected by Local Chapters or committees appointed by the National President shall be turned over to the National Treasurer. A comprehensive financial report shall be submitted to the National President for all such collections.

## **Section 2: Audit**

- a) Independent auditors may be commissioned, or a special auditing committee may be established by the National conference and or Board of Directors to examine the financial records of the National Administration. The auditors shall report their findings and recommendations to the National Board of Directors.

## **Section 3: Bereavement Fund**

- a) The National Association shall establish a Bereavement Fund to assist its members who are bereaved. The bereavement assistance shall be limited to the death of an immediate family member, defined herein as, father, mother, husband, wife, child, brother and sister residing in the Americas. The amount to be provided shall be determined from time to time by the National Administration, in consultation with the Board of Directors. In any case, equal benefits shall apply. All contributions to the Bereavement Fund shall not qualify as tax-exempt contributions.

## **Section 4: Turning over of Financial and other Records.**

- a) During an election year for the National Administration, the Board of Directors shall assume temporary management of the Association's finances, including all bank accounts, beginning the Friday immediately preceding the National Conference and until a new administration has been sworn in. The Board shall advise all banks and other financial institutions holding the



Association's account(s) of its temporary management responsibilities, as well as notify them that the National President, National Treasurer, and National Secretary are no longer authorized to manage the accounts.

- b) The notice shall be served on the financial institutions no later than two weeks prior to the National Conference. However, the change in management responsibilities shall not take effect until 12:00 A.M the Friday immediately preceding the National Conference.
- c) In its notice to the financial institutions, the Board shall clearly state that its management responsibilities are temporary and that they shall end immediately upon the swearing-in of the new National Administration.
- d) The National President shall publicly turn over to the Chairman of the National Board of Directors all checkbooks and other financial documents required to operate the Association's account(s) as the first order of business during the opening session of the National Conference.
- e) During this transitional period when the Board shall assume management responsibilities of the Association's finances, the Board shall be authorized, through its chairman, to make payments and perform other financial transactions on behalf of the Association. However, all such financial transactions shall be consistent with the financial management section of this constitution.
- f) The Chairman of the Board shall turn over to the new National Administration all financial records/documents and checkbooks received from the previous administration immediately upon the swearing-in of the new administration. Within no later than 72 hours of the new Administration being sworn-in, the Chairman of the Board shall introduce the new Administration to all financial institutions holding the Association's accounts and inform them of the end of the Board's temporary management responsibilities of the Association's account(s).
- g) In the event the Chairman of the Board fails to perform the duties specified in Paragraph (e) of this Section 4 and within the time period specified, the new Administration shall be authorized, through the new National President, to notify the financial institutions directly, giving as evidence of its legitimacy this constitution and a certificate issued by the Elections Commission and duly signed by its chairman certifying that the administration has been duly elected.

- h) The Chairman of the Board would have committed an impeachable offense, and shall be impeached and removed from office, if he refuses or fails, or causes the Board of Directors to refuse or fail to relinquish management responsibilities of the Association's finances within the time period specified after the new National Administration has been sworn-in.
- i) The National Administration shall not be answerable to the Board under this condition if its chairman is not removed and replaced within 30 days of his/her refusal/failure to relinquish control of the Association's finances as stipulated above. In such a case, the responsibilities and authority of the Board shall be temporally vested in an Ad hoc committee consisting of chapter presidents. The first meeting of the Ad hoc committee specified in Paragraph (g) of this Section 4 shall be organized and presided over by the National Vice President no later than 45 days after the Board's failure to impeach and remove from office its chairman. The agenda for this meeting shall be limited to the election of the leaders of the Ad hoc committee.
- j) The Ad hoc committee shall automatically be dissolved upon the removal and replacement of the Chairman of the Board, and it shall turn over all of its records to the Board.
- k) Within 30 days after the newly elected National Officers have been duly sworn into office, the previous administration, represented by the previous National President, shall turn over, to the new National Administration, all records/documents and reports of the Association not turned over to the Board as required in Paragraph (c) of this Section 4. These shall include a detailed financial report covering the election-year National Conference.
- l) Within 60 days of the turning over of records as required in Paragraph (j) of this Section 4, the National Treasurer, through the National President, shall notify the Board of Directors of any discrepancies that may exist between the financial records and the report of the previous administration on the state of the financial affairs of the Association. The Board and the National Administration shall take the necessary steps, including legal actions, to have the previous administration reconcile the discrepancies.
- m) All former leaders who refuse or fail to turnover as provided for in this Section 4, shall not be eligible to hold any office while they are in noncompliance and for a period of two (2) years after they shall have complied.

- n) The provisions of this Section 4 without exception shall also apply to all chapters of the Association. In the case of the chapters, the word “Board” shall mean the local Board of Directors, and the Ad hoc committee referred to in Paragraphs (g), (h), and (i) shall consist of no more than five (5) active members of the chapter to be elected by the active membership of the chapter. The constitution of each chapter shall incorporate this Section 4 in its entirety, editing only references to national officers to reflect officers of the chapter and the words “National Conference” to reflect local practice.

## **Article XVI - Amendment**

### **Section 1:**

- a) This constitution may be amended during the National Conference or a Special Conference by a vote of a two-thirds majority of the bona fide members of the Association, provided that the proposed amendment(s) has been circulated to the active member chapters at least thirty (30) days prior to the convening of the National Conference.
- b) The Board, not the National Administration, shall have the authority to initiate and supervise/coordinate the amendment process.

### **Section 2:**

Unless otherwise indicated, this constitution and all amendments shall come into full force and in effect immediately upon adoption by the National Conference.

## **Article XVII- Dissolution of the Association**

The Association shall be dissolved by a two-thirds majority vote of its bona fide members. Upon dissolution, the Association’s assets shall be donated in such a manner as to support **the Association’s mission and in accordance with the laws governing the operation of nonprofit 501 (C)(3) corporations in the United States.**

### **Section 1:**

The beneficiaries shall be determined by the Board subject to a two-thirds (2/3) majority vote of the bona fide membership. A special meeting of the membership shall be held to oversee the dissolution process.

## **THE BY-LAWS**

The following rules shall govern the Grand Gedeh Association in the Americas, Inc. (GGAA) in all matters applicable as they shall be harmonious to the provisions of the Constitution.

### **Article I – Procedures**

**Section 1:** The procedures for the conduct of official business of this Association shall be as set forth in these by-laws.

- a. The generally accepted and less formal parliamentary procedure shall control the order of business of this Association at all meetings and gatherings.
- b. The presiding officer shall sit during deliberations and shall not take part in the debate while presiding. He/she shall discourage assault on personalities and recalcitrant conduct by members and shall maintain objectivity and impartiality in the discharge of his/her duties.

### **Article II – Quorum**

#### **Section 1.**

A simple majority of the active member chapters present at any official gathering shall constitute a quorum to conduct business on behalf of the Association.

#### **Section 2.**

**Punctuality:** Attendance of members and commencement of business on time shall be required of all members at all meetings and gatherings.

### **Article III – Fiscal Year**

#### **Section 1.**


The fiscal year of this Association shall run from May 1 to April 30 of the following year.

### **Article IV – Amendment**


Requirements and procedures for the amendment to these by-laws shall be the same as those provided for the amendment of the constitution.

The review and consolidation of this Constitution was done on this 25th day of March, 2024 in the Committee's room.

**Constitution Review and Consolidation Committee 2023/2024**



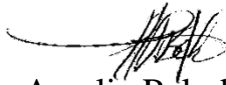
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