

# ***GGAA BOARD RULES***



***Founded 1975***

## ***GRAND GEDEH ASSOCIATION IN THE AMERICAS, INC. BOARD OF DIRECTORS***

**Leading with Agility, Unity, and Compassion**

### **The Board Rules Overview**

The primary purpose of the GGAA Board Rules is to outline the organizational structure, responsibilities, election process, meetings, quorum, voting, suspension, impeachment, complaints, prohibited activities, courtesies, and amendment procedures for the Grand Gedeh Association in the Americas Inc Board of Directors.

These rules emphasize compliance with the constitution and ethical standards, ensuring that the Board of Directors serve in a supervisory capacity of the Grand Gedeh Association in the Americas Inc. to maintain checks and balances within the organization.

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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 comply with Article V Section III of the constitution.

### **SECTION II: Powers:**

The powers of the Association are vested in the National Conference. They shall be exercised by the Board of Directors, except as otherwise expressly provided for by the Constitution or By-Laws. Still, 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. At the same time, the Association's day-to-day operations shall be executed by the President and the 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 five elected officers, namely:

Chairperson  
Co-Chairperson  
Secretary  
Chaplain  
Parliamentarian

### **SECTION III: Responsibilities**

The responsibilities of elected officers shall be as follows:

#### **The Chairperson:**

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

- a. with the advice & consent of the members of the Board, be responsible for the day-to-day functions and/or activities of the Board,
- b. preside at all meetings of the Board unless he/she delegates such to one of the Board's executive members.

c. The Board Chairperson shall be the conduit for communication coming into and leaving the Board. To be deemed legit, the Chairperson shall approve all communications.

All committees requesting meetings within the Board, with the National Administration, or any entity must be approved by the Board's Chair or their designee.

d. Supervise and direct the implementation of all decisions made at all meetings,

e. 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.

f. Perform all other duties found to be in the best interest of the Board consistent with the national constitution, and, upon consultation, call emergency meetings.

#### **The Co-Chairperson:**

The Co-Chairperson shall be the Vice Chief Executive Officer and Spokesperson of the Board. The co-chairperson shall:

- a. Perform all duties of the chairperson upon resignation, removal, or inability to perform the duties of the chair 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 that pertain 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. Chaplain shall:

- a. Conduct all Devotions and Benedictions at all Board meetings,
- b. Be responsible for all religious affairs and, or services of the Board of Directors

## **The Parliamentarian:**

- a. **Ensure Proper Procedure:** Advise the board and its members on parliamentary procedure during meetings to ensure compliance with established rules and bylaws.
- b. **Interpret Bylaws:** Provide interpretations of the organization's bylaws, guide the board in their application, and ensure all actions adhere to both the Board's rules and the constitution.
- c. **Help With Meetings Order:** Facilitate orderly and efficient meetings, ensuring all members can participate in discussions without being marginalized.
- d. **Maintain Records:** The board must keep accurate records of meeting agendas, minutes, and procedural rulings to ensure transparency and stability in its operations.
- e. **Educate Members:** Educate board members on parliamentary procedures and effective meeting conduct to promote understanding and compliance to prevent interrupting others during discussions, and ensuring adherence to proper etiquette.
- f. **Assist in Conflict Resolution:** Act as a neutral resource to help resolve disputes or conflicts arising from procedural issues within the board.

## **SECTION III: Committees:**

There shall be five Standing Committees of the Board, and they are as follows.

### **A. The Executive Committee:**

The Executive Committee of the Board shall be the elected officers of the Board. The Board shall delegate any of its powers and authority to the Executive Committee, including, but not limited to, the day-to-day management of the Board's business and affairs.

### **B. The Budget & Finance Committee**

shall review, where and when necessary, the financial affairs and/or matters of the Association consistent with Article V, Section III (e) of the Constitution.

After the revision and scrutinization, the committee shall recommend to the Board their findings for approval.

### **C. The Grievance Committee**

The Grievance Committee shall review/scrutinize all cases submitted to the Board for investigation in accordance with Article V, Section III (f & g) of the Constitution.

Upon investigation the committee shall recommend their findings to the Board for appropriate decision.

### **D. The Rules & Ethics Committee**

The Rules and Ethics Committee shall be responsible for upholding the integrity and ethical standards of the Board.

This committee shall ensure that all members, officers, and guests attending the Board's meeting adhere to the established code of conduct, promoting fairness, respect, and accountability in all activities and decisions. It shall enforce the rules and regulations and recommend disciplinary actions to the Chair and the entire board when necessary.

Any volition of the constitution that is brought before the Board shall be dealt with by this committee for compliance and shall recommend their findings to the Board for approval.

### **E. The Ways & Means Committee**

- a.** shall consist of at least **three** and no more than nine members.
- b.** shall ensure the financial health and sustainability of the Grand Gedeh Association in the Americas Inc. This includes developing fundraising strategies, identifying partnerships and sponsorships, and finding innovative revenue-generating means.
- c.** shall seek funding from philanthropies, governmental and non-governmental organizations, and community-based fundraisers.
- d.** Shall recommend funding sources and strategies to the Board or its executive to fundraise for the National Administration's projects or those of the Grand Gedeh County.
- e.** shall monitor the Association's 501-C(3) status, ensuring that the tax or Form 990 is filed on time each year by working with the National Administration. Please note: if the Tax or Form 990 is not filed for three consecutive years, our tax-exempt status will be revoked.
- f.** the Board Executive shall furnish a copy of the IRS determination letter to the committee's chair.

## **ARTICLE III ELECTIONS & TENURE**

### **SECTION I. Elections:**

The Board shall elect its officers every as follows:

**A.** Officers of the Board shall be elected during the Board meeting at the National Convention in May if a quorum is reached or present. If a quorum is not present, the current corps of officers shall remain in power until the place, date, and time of a special election (special convention or mini-convention) is voted upon during a teleconference, special, or online meeting.

If an officer chooses not to stay in office, he/she the vacancy temporarily until an election is held.

**B.** An elected officer of the Board shall hold office until he or she resigns, is removed, or is otherwise disqualified from serving until his or her successor shall be elected and qualified.

**C.** The outgoing Chairperson of the Board shall chair elections, where the corps of officers are vying for a 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.

**E.** voting shall be by secret ballot, with a winner determined by a simple majority.

**F.** Elections results of the Board must be made public at most one hour after voting.

**G.** If there is a protest, it shall be submitted at least three hours after the election results are announced.

**SECTION II. Tenure of Officers:**

- A. All officers of the Board shall hold their respective offices for 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  
ELIGIBILITY / QUALIFICATIONS  
FOR BOARD OFFICE & VACANCIES**

**SECTION I. Qualifications:**

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

**The Chairperson must:**

- a. Be an active member of the association and have a minimum high school education or its equivalent.
- b. Meet all financial obligations to his/her chapter as well as the National Association.
- c. Be an active participant in the activities of his/her chapter and the National Association.
- d. Have served at least two years as a member of the Board.

**The Vice Chairperson must:**

- a. Meet the same qualifications as those of the Chairperson.
- b. 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, shall be filled by a special election.
- b. All vacant positions on the Board shall be filled by bi-election 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: The Board shall hold **12 regular meetings** on the third weekend of each month in a calendar year, excluding emergency meetings, special meetings, mini-conventions, and the National Conference. At the discretion of the board executive, the regular meetings may be held via teleconference, online, or in person.

**B.** Officers' meeting shall be called and held as necessary at an agreed-upon time and place.

**C.** Special and emergency meetings shall be held in consonance with, but not limited to, **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 Co-Chairperson of the Board. Such meetings shall be held at a place designated by the Board executive.

**1. Notice of meetings:**

**A 7-day notice** shall be issued for regular meetings of the Board, which shall be delivered by first-class mail, hand-deliver, telephone call, fax, electronic mail(email), or other forms of electronic communication. Such notices shall be sent to each Board member at his or her address as known on the books of the Association.

The Board Chair shall instruct the Board Secretary to issue urgent citations for an emergency meeting in accordance with, but not limited to, Article V, Section 3(f—m) of the By-Laws and Constitution. As soon as the information becomes available to the secretary, the citation shall be emailed or posted in the Board's WhatsApp group chat or both.

## **2. Contents of notice:**

Notice of meetings shall specify the purpose, agenda, place, day, date and hour of the meeting;

Consent to holding meeting: A director 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.

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

**2. 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, the Parliamentarian, or the Chaplain shall act in their absence.

**3. National Convention:** The Board shall be fully represented at all conventions. Any member absent from the National Conference shall pay a minimum contribution of **\$120.00** to the Board Budget & Finance Committee Secretary, and the funds shall be transferred to the Association's bank account no later than 7 days after receipt.

Any fundraised to support the cause of an event or project must be deposited in the above timeframe.

If payment is not made within thirty **(30) days** after the convention, the member's participation in the Board's regular business will be limited until the payment is made.

With a two-thirds vote, the Board may withhold the funds if a dispute or discrepancy in the bank account has not been reconciled. The Budget & Finance Committee Secretary or the Board Secretary shall be the custodian of the funds until the administration has reconciled the discrepancy, and the funds shall be deposited no later than seven days after the resolution.

## **SECTION II. Agenda:**

An appropriate agenda shall guide all Board Meetings. The formulation of the meeting agenda 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 before the date of the scheduled meeting or,

**B.** It may originate from Grand Gedeans within or outside the U.S.A., member chapters, the GGM Administration, GGAA Boards, and Honorary and Associate Members.

### **SECTION III. Attendance:**

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

- A. Board meetings are mandatory for 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 due to a withdrawal of Board members from the meeting.
- C. **Majority action as Board action:** every act or decision arrived 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 meetings 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.

### **SECTION IV.**

A. **A fine of \$25.00** shall be imposed on any member who violates the Board's rules for the first offense and \$75.00 for the second offense.

Board's prohibited activities, e.g., insults another member, persistently does not follow the rules of courtesies, etc.

B. Failure to pay the fine, the concerned Board member's activities shall be limited up to suspension. If the conduct continues, such a member shall be expelled, and a replacement shall be requested from the concerned chapter through the National Administration.

## **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.

If a Board member misses three (3) consecutive meetings without prior notice to the Board executive, the leadership shall request the replacement of such member through the National Administration in writing. While the Board awaits the placement of the delinquent member, it shall adjust its quorum based on the current active member chapters present. The chapter's president shall submit the replacement within fourteen **(14) days** from the date of removal or shall hold a special election to fill the vacancy no later than **thirty (30) days** from the date of removal.

If a budget is presented to the Board for decision and a quorum is not reached in two consecutive meetings, but the budget and finance committee has scrutinized it, in that case, the Board's executive shall vote to approve the budget.

### **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.

**e.** When voting on certain matters in person at the national conference or mini- convention, the Board Chairperson may allow proxy voting if the local Board has previously approved the proxy and a letter has been sent to the National Board Chair **14 days** prior to the event. Proxy voting shall not be allowed during teleconference meetings where a vote is taken.

**f.** If a chapter is required to send a replacement for a delinquent member to the Board, and the replacement is not received within 30 days, he/she shall not vote on any election matter where the corps of officers are elected.

**g.** A new chapter presenting a Board member at any convention shall attend the Board meeting and participate in the discussions, but shall not vote on any matters requiring a vote. Such members must prove their appetite to serve on the Board before such privilege is afforded to them.

**ARTICLE VII  
SUSPENSION & DISMISSAL**

**SECTION I. Suspension:**

- A. After a careful review and investigation of the alleged matter by the Rules and Ethics Committee, and their findings show that such member is guilty of the act, a suspension will result if the Member refuses to abide by the rules and regulations as contained in the Board Rules and Operating Procedures as well as those of the GGAA at large;
- B. The Board Members shall determine the length of suspension 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 severe 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-thirds majority vote.

## **ARTICLE IX COMPLAINTS AND DISCIPLINES**

### **SECTION I.**

Compliant and Discipline 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 constitution. The day-to-day compliance and disciplinary procedures shall evolve from time to time during the 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 Discipline:**

The GGAA Board may discipline members in one of three ways, depending on the circumstances and 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**

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 are 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 the majority of the member 's 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, Honorable, etc.
- B. Addressing the Board and its members employing these courtesies shall be mandatory during official settings such as:
  1. Board Meetings
  2. Conventions
  3. other official gatherings
- C. Board Members shall address colleagues and Association Officials likewise.

#### **SECTION II: National Elections Campaigning**

- a)** During the National Administration election year, all Board members shall refrain from campaigning for any candidates contesting for any elected position.
- b)** A Board member shall not openly declare their support for any candidate vying for any national elected office of the Association. These offices shall include the national president, vice president, secretary, treasurer, financial secretary, chaplain, election commissioners, and any elections requiring the National Board's intervention should a dispute arise.

c) Any board member who violates ARTICLE XI Section II shall face disciplinary action such as suspension and up to expulsion, and the Board's Chair shall request their replacement through the National President if the discipline leads to expulsion.

## **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 a 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 two weeks prior to the date set for debate.
- 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**

*On the 9th: day of November 2002,  
City of Chicago, Illinois.*

**ADOPTION OF AMENDMENT**

*This Twenty-Second day of March 2025, Teleconference*

**Note: Acknowledgment Of The Orgininal Framers Of These Rules**

*Since the original framers of the GGAA Board of Directors rules are unknown, we would like to acknowledge and thank them for drafting these rules in 2002.*

*Their dedication and vision have laid a solid foundation for our community, and this revised version builds upon your invaluable contributions. We are proud to carry forward your legacy as we enhance our framework for future growth.*

*Thank you, and your legacy will live on forever.*

**The Rules Revision Committee:**

| <b><u>Names:</u></b>       | <b><u>Position:</u></b> | <b><u>City &amp; State:</u></b> | <b><u>Signature:</u></b>  |
|----------------------------|-------------------------|---------------------------------|---|
| 1. Hon. Demetrius Flahn    | Chairman                | Pennsylvania, PA                |  |
| 2. Hon. Austin Nyonee      | Co-chair                | Sioux Falls, SD                 |  |
| 3. Mr. Anthony K. Derricks | Board Secretary         | Seattle, WA                     |  |
| 4. Hon. Eric Kohn          | Advisor                 | Kansas City, MO                 |  |
| 5. Hon. Isaac Vowal        | Member                  | Chicago, IL                     |  |