



Gardnesville Association in Americas (GAA) Bylaws & Constitution

ARTICLE I – NAME OF THE ORGANIZATION

The name of the organization shall be called “Gardnesville Association in the Americas,” (hereinafter referred to as the GAA) with the name being written in proper sequence with no deviations. This name shall not be changed unless permission has first been obtained from half of the membership of “Gardnesville Association in the Americas” members, hereinafter referred to as **GAA**.

ARTICLE II – PURPOSES

The purposes of the GAA shall be:

- To provide support/empowerment to its members in time of needs.
- To undertake projects agreed upon by the association for the benefits of its members in Americas and Gardnesville, Liberia.
- To increase GAA program awareness by disseminating information to members and to interested sympathizers/persons in the Americas; (in the Americas, meaning USA and Canada).
- To recruit members and maintain an active membership file; and
- To provide an orderly means of assembling and retaining pertinent records for use in establishing and assisting different Committees of the organization.

The GAA is not organized and shall not be operated for pecuniary (pecuniary, meaning money gain) gain or profit. No part of the property of the organization shall inure to the benefit of any private individual or member. This GAA shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other organization activity except in furtherance of the purposes stated above for which the GAA is organized. The organization shall never engage in political propaganda attempt or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

ARTICLE III - MEMBERS

Membership for the “Gardnesville Association in the Americas” (GAA), is defined as anyone who has lived between (Double bridge and Jamaica Road bridge), Montserrado County, Liberia. Any individual who born and or lived in Gardnerville is eligible for membership, also; the individual MUST support the goals and purposes of “Gardnesville Association in the Americas” (GAA) and is willing to pay the required annual dues and to abide by these bylaws. A member is in good standing after having completed an application form (founding members are exempted) and paying the annual dues. Only members in good standing shall be entitled to vote and participate in organizational meetings.



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ARTICLE IV - EXECUTIVES

Section 1: The Board of Directors shall consist of 5 members including the president of GAA as the secretary. The immediate past President and Standing Committee Chairpersons may sit on the Board for one year in an ex officio capacity. The members of the Board of Directors shall serve for a term of three years.

Section 2: The duties of the executive shall be:

- To confirm the Chairpersons of the Standing Committees.
- To approve the official depository or depositories for the GAA funds and designate persons to sign checks and withdraw funds.
- To prepare a budget for the year.
- To elect a member of the GAA to fill an unexpired term of an officer.
- To manage the affairs of the GAA.

Section 3: Executive committee meetings shall be held when called by the President or any three members of the committee once a month.

Section 4: The presence of no less than 3 board of directors, at least one of which shall be an officer, shall constitute a quorum. Unless a higher vote is specified herein, the vote of a majority of executive present at a meeting at which a quorum is present shall be necessary to constitute the action of the committee. In the best interest of the GAA, a member may be removed from his or her post by a vote of two-third (2/3) of the voting members of the committee. Vacancies caused by removal or resignation shall be filled by election by majority vote of the voting committee. During the absent of a quorum, two-third of the members of the executive committee shall elect an interim leader.

ARTICLE V - OFFICERS

Section 1: The elected officers of this organization shall be a President, a Vice-President, a Secretary General, a Treasurer and a financial Secretary, and a Chaplin.

Section 2: The President shall:

- Preside at all meetings of the GAA and the Executive Committee.
- Serve as liaison for GAA and with other Social organizations.
- Serve as official spokesperson for the GAA.
- Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board.
- Exercise all powers and perform all duties normally incident to such offices.
- Sign or countersign the withdrawal of the funds of the GAA.



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Section 3: The Vice-President shall:

- Perform all duties and responsibilities of the Presidents in the absence of the latter
- Serve as Chairperson of the Membership Committee.
- Perform such other duties as the Board may authorize.

Section 4: The General Secretary shall:

- Record the minutes of each meeting of the GAA.
- Send a copy of the minutes to the President within a week after each such meeting;
- Keep the records of GAA;
- Handle correspondence of the GAA as directed by the President
- Issue all official notices approved by the President or Chairman of the Executive Committee;
- Maintain all records pertaining to the GAA

Section 5: The Treasurer shall:

- Collect all monies due the GAA
- Deposit organization funds in the bank approved by the executive.
- Keep the books of accounts of the GAA.
- Make a Treasurer's report at all meetings of the GAA and the executive committee, with a copy for the general Secretary.
- The treasurer and the president sign or countersign withdrawal of the funds of the GAA.
- Arrange for payment of accounts owed by the organization.
- Prepare the books for an auditing committee appointed by the President prior to each annual meeting of the GAA.

Section 6: The executive committee may decide the travel expenses of the president, with the anticipation that in succeeding years the full amount will be provided.

Section 7: At the conclusion of the term in our fiscal year, the out-going GAA President should submit to GAA members the following:
The names, offices, addresses and telephone numbers of the incoming executive committee members;



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ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- Section 1:** Candidates for elective GAA offices shall be members in good standing and shall be elected for a term of two years. An officer may succeed him/herself one time in that office. The elected officers shall assume office on January 1.
- Section 2:** The election of officers shall be held at the annual meeting. Voting of officers shall be by ballot or through electronic voting and shall not be cumulative. Only members present and in good standing may vote. There shall be no voting by proxy. In the event of a tie vote, another ballot or electronic voting must be taken. If a quorum is present, the affirmative vote of a majority of the members present shall be required to elect each of the officers. If there is only one nominee for an office, voting for that office may be by white ballot.
- Section 3:** At least five (5) weeks prior to the date of the annual meeting, the executive committee shall appoint a Nominating Committee. This committee shall consist of five (5) members. The duties of this committee shall be to make nominations, with the consent of those nominated, and to report those at the annual meeting. At the annual meeting the President shall receive from the floor further nominations with the consent of the nominees

ARTICLE VII – COMMITTEES

- Section 1:** Standing Committees shall be: Membership; Ways and Means
- Section 2:** Each Standing Committee Chairperson is responsible for appointing at least three members to the Committee and giving the list to the Secretary. Additional Standing Committees may be created by a majority vote of all members of the Board.

ARTICLE VIII – MEETINGS

- Section 1:** The annual meeting of the organization shall be held during the month of August of each year at a time and place to be designated by the GAA membership through a vote. A written notice of the time and place of this meeting must be sent to each member at least 30 days prior to the meeting. Whenever elections are to be held, the list of nominations pursuant to Article VI (Nomination and Election of Officers And Directors) of these bylaws shall be made part of this notice.



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- Section 2:** Regular meetings of the club shall be held semiannually, quarterly or monthly at dates designated by the executive committee.
- Section 3:** The President, any three elected officers, or any fifteen members may call a special meeting of the GAA with at least one (1) week's prior notice to all members. Issues mentioned in the notice of the meeting must be conducted; any other Issue coming before the meeting may also be considered.
- Section 4:** A quorum for the GAA meetings shall be a simple majority present. Unless a higher vote is specified herein, decisions or actions taken or adopted by a majority of the members present and voting at a meeting at which a quorum is present shall constitute the action of the GAA.

ARTICLE IX – FINANCES

- Section 1:** The annual dues of this Organization shall be **\$125.00**, payable between the months of September 1st to August 31st. Two-thirds (2/3) of the executive committee must approve a change in the amount of annual dues. Notice of a change of dues must be published in the GAA website, Facebook page and through email to all members at least (3) months prior to the date of change.
- Section 2:** Revenue from sources other than annual dues may be raised as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the Executive Committee.

ARTICLE X – AMENDMENTS

The constitution may be amended at any regular or special meeting of the GAA membership by a two-thirds (2/3) vote of those present and voting.

ARTICLE XI – RULES OF ORDER

“Robert’s Rule of Order, Newly Revised” shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XII – DISSOLUTION *

In the event of the dissolution of the Gardnesville Association in the Americas to the extent allowed under applicable law, all the assets of the GAA shall be distributed to a non-profit



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corporation, provided that the corporation is then in existence and is such a tax-exempt organization. If the Gardnesville Association in the Americas. should not be in existence at the time of said dissolution, then the assets of the club shall be sold, and the proceeds distributed to another organization organized and operating exclusively for charitable, scientific, literary or educational purposes which shall be selected by the Board of Directors of the GAA.

In the event that for any reason upon the dissolution of the GAA the Board of Directors shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the law

governing the distribution of assets of nonprofit organizations in the jurisdiction in which the GAA is located.

Signed: _____
Edward Wesee
Draft Constitution Chairperson

Signed: _____
Boima S. Morris
Draft Constitution Co-Chairperson

POSSIBLE AMENDMENT TO GAA BYLAWS

The bylaws of the Gardnesville Association in the Americas are hereby amended as follows:

Article III - Members is hereby amended so that it reads in its entirety as follows:

“ARTICLE III - MEMBERS

Section 1:

Any individual is eligible who supports the goals and purposes of the Gardnesville Association in the Americas and is willing to pay the required annual dues and to abide by these bylaws. A member is in good standing after having completed an application form and paying the annual dues. Only members in good standing shall be entitled to vote and participate in GAA meetings.



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Section 2.

The Board of Directors has the right to refuse to accept the membership dues of any applicant for membership, or to refuse to accept the renewal dues of any existing member who has demonstrated by his or her statement or behavior that he or she is not supportive of the goals and ideals of Gardnesville Association in the Americas. Upon taking such action, the Board of Directors shall give written notice thereof to such member or applicant and return (or refuse) any money tendered as dues, whereupon that person shall no longer be considered a member. The decision of the Board of Directors in taking such action shall be final and conclusive.”

Except as stated above, all of the bylaws of the Gardnesville Association in the Americas shall remain in full force and effect.