

**CONSTITUTION AND BY-LAWS
OF THE
LIBERIAN ASSOCIATION OF VIRGINIA
(LAVA)**



**Richmond, VA
United States of America**

PREAMBLE

Liberians and Friends of Liberia, West Africa, residing in the Commonwealth Virginia in the United States of America:

Cognizant of our common bond as residents of this Commonwealth;

We

*Realizing the need to maintain and promote our proud Liberian Heritage;
Committed to promoting our welfare and interests through social, cultural, and educational programs in this Commonwealth and in Liberia, West Africa; Do hereby resolve to organize and unite ourselves into a nonpolitical, nonpartisan, nonprofit organization;*

And, by so doing, establish and proclaim this Constitution and By-Laws as the legal instrument for the governance of the Liberian Association of Virginia (LAVA).

Constitution

Article 1: NAME

The name of the association shall be the *Liberian Association of Virginia (LAVA)*, hereafter referred to as the "Association".

Article 2: HEADQUARTERS

The official headquarters of the Association shall be in Richmond, Virginia.

Article 3: OBJECTIVES AND ACTIVITIES

1. Objectives:

- i. The Association shall strive to promote social, cultural, and educational interests of its members, develop understanding between members of the Liberian community and such other residents of Virginia as are interested in the welfare of this community, and make the latter aware of issues of concern to the Liberian community.
- ii. The Association shall help promote and retain Liberian cultural traditions as essential components of multiculturalism of the Association's members and friends.

2. Activities:

For achieving its objectives, the Association

- i. Shall organize social, cultural, and educational activities and sponsor/participate in such other programs, as may be of general interest to its members.
- ii. Shall operate as a nonprofit charitable organization and any accretion shall be used to promote its objectives and none of the income shall be available for the personal benefit of the members. The Association shall be registered as a nonprofit charitable organization under US Internal Revenue Service's requirements.
- iii. Shall become a vehicle of expression and representation for the member community with regard to their legitimate concerns and interests.
- iiii. Shall co-operate with and assist other agencies/organizations with similar objectives in all possible ways to serve the best interests of the community.

Article 4: MEMBERSHIP

Regular Member – Regular membership shall be open to all Liberians (through birth or naturalization), their descendants (through birth or adoption), spouses and all other individuals residing in the Commonwealth of Virginia, United States of America and who subscribe to the objectives of the Association.

Associate Membership – Associate membership (i.e. non-voting membership) shall be available to Friends of Liberia residing in the Commonwealth of Virginia, United States of America and who subscribe to the objectives and have made distinguished contributions to this Association and /or mankind and have been voted by a simple majority of the members present and voting as such.

A member in “good standing” with the Association shall be a person formally registered with the Association, current with the payment of membership dues, and actively participate and support activities sponsored by the Association.

Article 5: MEMBERSHIP DUES

Regular Members - Membership dues shall be \$60 (Sixty United States Dollars) Annually.

Senior Citizens – Members who are 60 years old and older will be required to pay an annual membership due of \$30 (Thirty United States Dollars)

Article 6: OFFICERS

1. The affairs of the Association shall be administered by the Executive Committee of nine members, comprising:

i. **Elected Officers:**

President
Vice-President
General Secretary
Assistant Secretary
Treasurer
Financial Secretary
Parliamentarian
Chaplain

ii. **ULAA Representative(s):** The Executive Committee shall recommend one (1) member from the general membership of the Association to serve as its representative to the Union of Liberian Associations in the Americas and one (1) alternate delegate. These delegates will not serve on the Executive Committee of the Association.

iii. **Board of Advisors:** A five(5) member Board of Advisors shall have oversight and advisory functions in regards to the affairs of the Association. No member of the Board shall be appointed to any Standing Committee. The Board shall have no executive or administrative responsibilities, but shall have investigatory powers in regards to malfeasance or incompetence of any officer of the Association. The Board shall have powers to require any member of the Executive Committee to appear before it, or to furnish any documents that might be deemed relevant to an investigation. Any Executive Committee member, who fails to appear, or to furnish documents requested, shall be the subject of removal proceedings. The Board shall formally meet two times a year. Additionally, Board members will serve a two(2) years term. The Board shall receive an update from the President on the affairs of the Association at each bi-annual meeting or special meeting.

The Board shall be constituted as follow:

- The President of the Association shall be the Secretary of the Board.
 - Two(2) representatives from the General Membership
 - Two(2) Independent Board members (i.e. from outside the organization) – One independent Board member will be elected as the Chairman of the Board.
2. The duties and powers of the officers of the Association are defined in the By-laws.
 3. The officers of the Associations shall assume leadership of the Association following the General Body Meeting at which time they are elected and shall hold office for two years.

Article 7: Standing/Ad Hoc Committees

In addition to the Board of Advisors and Executive Committee, the following Standing Committees appointed by the Executive Committee shall assist in the managing of the affairs of the Association:

1 - Finance Committee

This Committee shall assist in the preparation of the annual budget, study and provide means for financing programs and projects of the Association. The Committee cannot levy or execute money transactions, but can make recommendations to the Executive Committee or general membership in terms of investments and other financial and budgetary matters. The Committee, along with the Treasurer, will assist in the annual audit of the organization's financial status. This Committee shall be comprised of three (3) members.

2 – Membership Committee

This committee shall be responsible to recruit, receive and announce new members into the organization. Additionally, the Committee shall develop and maintain a membership database. This Committee shall be comprised of five(5) members. However, four (4) of five (5) members will serve as Zone Captains for Richmond, VA and surrounding cities (i.e. North-side, South-side, East-end and West-end).

3 – Public Relations & Cultural Committee

This committee shall be responsible to promote the Association and its activities. Upon approval of the Executive Committee, it shall develop press releases; establish and maintain relationships with the news media; formulate, design and distribute publications and /or promotional materials for the Association. Additionally, this Committee will organize and implement cultural events/activities that seek to promote and preserve the Liberian culture/practices.

This Committee shall be comprised of five (5) members.

4 – Projects and Programs Committee

This Committee shall be involved in the strategic planning, policy and program direction of the Association in accordance with the purpose and mission of the Association. The Committee shall make project recommendations to the Executive Committee. Once approved, the Committee may be involved in implementation of projects of the Association. This Committee shall be comprised of three (3) members.

5 – Benevolence Committee

This Committee shall coordinate and recommend appropriate responses on behalf of the organization for any individual, or collective emergencies of affliction or joyous events (e.g. birth of a child) involving members of the Association. Additionally, this Committee is given the authority under this Constitution to make available to the family of all members in “good standing” in the event of a member’s death, the amount of \$500 (Five Hundred United States Dollars). Additional funds may be collected but will strictly be on a voluntary basis. This Committee shall be comprised of five (5) members.

Ad Hoc Committees 1 – Election Committee

This Committee shall be responsible to conduct all elections, whether General or Special that may be required from time to time. The Committee shall set the rules and regulations for elections in accordance with the By-Laws and Constitution. This Committee shall be comprised of five (5) members.

2 – Constitution and By-Laws Committee

This Committee shall be constituted periodically to review the Constitution and/or By-Laws, as the Association progresses, and make recommendations for amendments as necessary, to accomplish the purpose and mission of the organization. This Committee shall be comprised of five (5) members.

3 – Governance Committee

This Committee shall be constituted as necessary, to investigate allegations of malfeasance made against members of the Executive Committee. Upon completion of its investigation, the Committee shall make recommendations to the general membership for action. This Committee shall be comprised of three (3) members that will be elected from the general membership.

Article 8: ELECTIONS

1. The officers of the Association shall be elected by a simple majority of members present at a General Body or Special meeting of the Association.
2. All members of the Association, 18 years old or older who are in good standing shall have the right to vote.
3. Only members of the Association as defined by this document and in good standing shall be eligible for elected office.

Article 9: GENERAL BODY MEETING

1. The Association shall hold a monthly General Body Meeting to review its activities, to establish policies and programs and to elect new Executives (as applicable).
2. The Association shall hold additional meetings for special purposes as or when deemed necessary.
3. The General Membership shall be composed of all members of the Association, and shall be the highest decision-making body of the Association.

Article 10: FISCAL MATTERS

The fiscal matters of the Association shall be conducted according to section 3 of the Bylaws.

Article 11: NO-CONFIDENCE MOTION

The members of the Association shall have the right to propose a motion of no confidence against any or all members of the Executive Committee in accordance with section 4 of the By-laws.

Article 12: AMENDMENTS

Amendments to the Constitution/By-laws shall be made in accordance with section 5 of the By-laws.

Article 13: QUORUM

The quorum for the meetings of the Executive Committee shall be five (5) members; for the General Body Meetings it shall be three members of the Executive Committee and nine regular members in good standing. If any of these meetings do not have a quorum at the scheduled time, the meeting will be held but all decisions (reflected by the meeting's minutes) reached will have to be ratified by quorum at the next General Body Meeting. This period between these meetings shall be known as a "waiting period." A decision cannot be in a "waiting period" for more than 30 calendar days.

Article 14: DISSOLUTION

In the event that the Association cannot sustain itself financially, and upon an affirmative vote of two-thirds of the active membership, the Association will be dissolved. Upon the dissolution of the Association, the Board of Advisors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501C 3 of the Internal Revenue Code of 1954(or the corresponding provision of any future United States Internal Revenue Law), as the Board of Advisors shall determine. Any such assets not so disposed of shall be disposed of in a court of competent jurisdiction in the City of Richmond, VA in which the principal office of the Association or is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

By-Laws

Section 1: MEMBERSHIP

- a. Prospective members shall fill out a membership application and sign the statement "I subscribe to the objectives of the Association", printed on the application form.
- b. A member "not in good standing" shall not be able to exercise the right to vote at the General/Special Body Meeting to elect officers of the Association. For other General Body meeting decisions, a member will not be allowed to vote during the first meeting during or after which he/she registers as a member.
- c. Members shall not engage in activities and expressions that are contrary to the objectives of the Association. Violation of these By-laws may necessitate disciplinary action to be decided by the Executive Committee.

Section 2: DUTIES AND POWERS OF OFFICERS

- a. President:
 - i. Is the chief executive and the spokesperson of the Association?
 - ii. Shall call, adjourn and preside over all Executive Committee and General/Special Body Meetings.
 - iii. Shall be an Ex-Officio member of all sub-committees, task force(s), ad-hoc committees or any committee of a special nature (except where he/she is being investigated).
 - iiii. Serve as Secretary of the Board of Advisors.
 - v. Shall be a co-signer on all checks along with the Treasurer.
 - vi. Shall, in consultation with the Executive, appoint a Nomination and Election Committee of three non-elected members of the Association to conduct the affairs of electing officers of the Association every two years.
 - vii. Shall have a casting vote in the Executive Committee, whereas in General Body Meetings shall vote like other regular members.
 - viii. Or his/her designate shall represent the Association on other organizations or committees external to the Association as required.
- b. Vice-President:
 - i. Shall perform the duties of the office President in the absence of the President or as designated by the President.

- ii. Shall act as the interim President should that office for any reason become vacant. The Vice President shall complete the unserved term of the President and will be eligible to stand as a candidate in his/her own right.
- c. General Secretary:
 - i. Shall be responsible for maintenance of accurate, up-to-date records and minutes of all meetings of the General/Special Body and Executive Committee.
- d. Assistant Secretary:
 - i. Assume the duties of the Secretary in his/her absence or inability
- e. Treasurer:
 - i. Shall be the financial principal of the Association, shall prepare budgets in consultation with the Executive Committee, Finance Committee and shall be responsible for all financial transactions including the collection and subsequent deposit of funds of the Association.
- f. Financial Secretary:
 - i. Shall be responsible for maintenance of accurate, up-to-date financial records of the Association.
- g. Parliamentarian:
 - i. The Parliamentarian shall be the official interpreter of the rules of procedures and accompanying documents of authority governing meetings. S/He shall be well versed in parliamentary law/procedures and shall keep one of the Association's copies of "Robert's Rules of Order". The Parliamentarian shall be a member of the Ad Hoc Constitution and By-Laws Committee that may be formed from time-to-time, and may serve as its chairman, but shall not chair more than one Standing Committee at a time.
- h. Chaplain:
 - i. Shall be responsible to provide religious counseling to the Association including praying at the beginning and ending of all General Body or Ad Hoc Meetings of the Association.

Section 3: FISCAL MATTERS

- a. The fiscal year of the Association shall be the fiscal year ending on June 30.

- b. All funds of the Association shall be deposited from time to time in a chartered bank or trust company approved by the Executive Committee.
- c. The Association may maintain separate accounts with one or more banks.
- d. All monetary transactions shall be made in the name of the Association.
All
checks as well as other withdrawals shall be signed jointly by the President and the Treasurer or Financial Secretary.
- e. An independent auditor shall audit the accounts of the Association. The recommendation to audit the financial records of the Association may be made by the Executive Committee or General Body. The final decision to audit the Association's financial records must be approved by a majority of the members present at any General Body meeting where there is a quorum. However, at the end of every two years term of office, the incoming Executive Committee shall have June-January after taking office to recommend and implement a full independent audit of the Association's finances. Results of such audit must be made available in a presentation format during a General Body Meeting.
- f. All fiscal decisions shall require the approval of the Executive Committee.
- g. The General Body shall approve the membership dues.
- h. The Association shall have the power to acquire by gift, bequests, grants, or any other means, funds and any other assets for the purpose of carrying out the Association's programs and objectives.
- i. No member of the Executive Committee or Regular Membership shall have the authority to unilaterally bind the Association to any financial agreement. All such agreement(s) must be approved by the general membership.

Section 4: NO-CONFIDENCE MOTION

- a. Such a motion shall be in writing and signed by at least two-fifth (2/5) of total membership or Ten (10) members in good standing whichever is less. A no-confidence motion shall be dealt with at a General/Special Body Meeting called for this specific purpose and shall require a two-thirds (2/3) majority vote indicating no confidence. The notice for such meeting shall be mailed at least 30 calendar days prior to the date of the Meeting.
- b. A chairperson for such a meeting shall be elected by members present at the meeting initially convened by the President of the Association.
- c. Should a no-confidence motion be carried, the members shall elect a new officer or officers or a new executive committee, as the case may be, for the remaining term.

Section 5: AMENDMENTS

- a. Any member of the Association can serve a motion for the amendment of the Constitution/By-laws in writing duly seconded to the General Secretary.

- b. The General Secretary shall collate such requests and circulate the proposed amendments amongst the members at least 30 Days in advance of the General/Special Body Meeting.
- c. Two-thirds (2/3) majority of the membership in attendance shall be required to approve such amendments at the General/Special Body Meeting.

Section 6: DISSOLUTION

A notice in case of dissolution of the Association shall be circulated to the membership at least 60 calendar days prior to calling the Special General Body Meeting. The quorum for such a meeting shall be one-third (1/3) of the membership who are in good standing and dissolution can only be approved by a two-third (2/3) majority in attendance who are in good standing.

In that event the Association shall be considered as dissolved, the Board of Advisors, instead of the Executive Committee, shall determine the disposition of property and assets of the Association as set out in Article 14 of the Constitution.

Committee Members:

Mr. Garway A.D. Bright – Chairman

Mrs. Catherine Badley-McIntosh - Secretary

Dr. Pianapue Early – Member

Mr. Alben Tarty – Member

Mr. Augustine W. Doe – Member

Mr. Levi R. Johnson – Ex-Officio

Ratified on February 28, 2010 - Richmond, VA (United States of America)