

# GAMBIAN LOUISVILLE ASSOCIATION (GLA)

MOTTO: "CREATING A FREE ENVIRONMENT FOR HELP AND  
LEARNING"

CONSTITUTION



**GAMBIAN LOUISVILLE ASSOCIATION**

PRESENTED BY:

GAMBIAN LOUISVILLE ASSOCIATION  
(G.L.A)  
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# GAMBIAN LOUISVILLE ASSOCIATION (GLA)

## ARTICLE I: PREAMBLE

**Section 1.** The Name of the Organization shall be **GAMBIAN LOUISVILLE ASSOCIATION (GLA)**.

**Section 2.** The Organization has not been formed for the making of any profit, or personal financial gains. The assets and income shall only be used to promote organization purpose such as improving the socio-economic conditions of the grassroots people- by empowering them on how to source their own fund- especially women, by providing ICT Education, Skill and Employment. The Organization shall also work on organizing back to school programs within our communities. The organization shall also prioritize establishing a Community Center which will serve as a library, children playground after school or non-school days, hosting entertaining programs and seminars, and any other motion that will serve the interest of the community. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The association shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) (3) of the Internal Revenue Code.

## ARTICLE II: MEMBERSHIP

**Section 1.** Membership shall be open to any person(s) that supports our purpose(s) stipulated in Article 1.

**Section 2.** Membership shall be granted upon approval by the executive.

## ARTICLE III: MEETING OF MEMBERS

For effective administration of the Association, there shall be the following meetings:

**Section 1. Annual Meeting:** An Annual Meeting shall be held once each calendar year for the purpose of reviewing the trend of the association, electing Executive, and for the transaction of such other business as may properly come before the meeting. The Annual Meeting shall be held at the time and place designated by the Executive Committee from time to time.

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**Section 2. Special Meeting:** Special Meeting, otherwise called Emergency Meeting may be requested by the President, Vice president, Secretary General or Executive Committee.

**Section 3. Notice:** Written Notice via GLA email addresses/social media or Verbal notice of all Meetings shall be provided under this section or as otherwise required by law. The Notice shall state the Place, Date, and Hour of meeting. And for Emergency Meeting, a written Notice may not be available due to the urgency. Such Meeting is designated to take place where the association is running its office or otherwise instructed by the members of the executive.

**Section 4. Quorum:** The Quorum of the Organization shall constitute the President or Vice President or Secretary General or Two Third (2/3) Members of the Executive Committee who must be present at a meeting to consider it valid. In the absence of a quorum, the meeting may be adjourned by the members present to another time without further notice.

## ARTICLE IV: EXECUTIVE

**Section 1. Executive Meeting:** An Executive Meeting shall be held on the first of every month for the purpose of addressing constructive agendas such as project proposals, action planning, and any other business (AOB) that will smoothly facilitate the running of the association. The Executive Meeting shall be held where the association is running its office.

**Section 2. Number of Executive Committee:** The Association shall be managed by Executive Committee consisting of **Eight (8)** members.

**Section 3. Election and Term of Office:** The Executives shall be elected at the annual meeting after the completion of the four (4) years maximum term. Each Executive shall serve a term of two (2) year(s) in which he/she would be assessed on his/her position to see whether he/she qualifies for a second term of two (2) years. In that case, the majority votes will decide the second term qualification.

**Section 4. Emergency Meeting:** Emergency Meeting may be requested by the President, Vice President, Secretary or any two Executives Members without providing any written notice. Minutes of the meeting shall be sent to the General Members within two (2) weeks after the meeting via their GLA individual e-mail accounts or WhatsApp's platform.

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**Section 5. Procedures:** The vote of a majority executive present at a properly called meeting at which a quorum is present shall be the act of the Executive Committee, unless a greater number is required by law or these By-laws for a particular resolution. The President of the Organization who is present at a meeting of the Executive Meeting at which action on any organization matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Secretary General shall keep written minutes of its proceeding in its permanent records.

**Section 6. Removal/Vacancies:** An Executive Member shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by a Co-opt Member. A Co-opt elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 7. Committee:** The Executive Committee may Co-opt from its members a committee, temporary or permanent and designate the duties, powers, and authorities of such committees.

## ARTICLE V. OFFICERS AND DUTIES

**Section 1. Number of Officers:** The officers of the association shall be the President, Vice President, Secretary, and a treasurer. Two or more positions may be held by one person. The President may not serve concurrently as a Vice President.

- a. **President / Chairman:** The President shall be the Chief Executive Officer and shall preside at all meetings, Executive Committee, and Special committee if such a committee is created by the Executive.
- b. **Vice President/ Vice Chairman:** The vice President will chair committees on special subjects as designated by the executive.
- c. **Secretary:** The Secretary shall give notice of all meetings to the General Members/Associate Members and Executive Committee and shall keep an accurate list of the members of the organization, shall have authorities to certify any records, or copies of records as the official records of the association. The Secretary shall maintain the minutes of the General Members meetings and all Committee meetings.

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- d. **Treasurer:** He/She shall make a report of the financial statement of the organization and may also address the financial position of the organization at each executive meeting or meeting that is called purposely for financial reporting. He/She shall chair the finance committees, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to the members.

**Section 2. Election and Term of Office:** The Officers shall be elected by the members immediately following the annual meeting. Each Officer is designated to serve Two (2) terms, and each term consists of two years in which he/she shall be evaluated based on his/her performance to determine whether he/she qualifies for a second term of two (2) years. In that case, the majority votes will decide the second term qualification.

**Section 3. Removal or Vacancy:** The Executive Committee shall have the power to remove an officer or agent of the organization by 2/3 of votes called for that purpose. Any vacancy that occurs for any reason may be filled by the Co-opted members until someone qualified is identified and ready to take the task.

## ARTICLE VI. CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The Association shall not have a corporate seal. All instruments that are executed on behalf of the Association which are acknowledged, and which affect an interest in a real estate shall be executed by the President or Vice President and the Secretary or Treasurer. All other instruments executed by the Association, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding, the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Executive Members.

## ARTICLE VII. AMENDMENT OF THE CONSTITUTION

The Constitution may be amended, altered, or repealed by the Executive Committee base on the majority of the quorum vote at any regular meeting. The text of the proposed change shall be distributed to all General Members via their GLA email account at least Ten (10) days before the general meeting.

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## ARTICLE VIII. INDEMNIFICATION

Any Member or Officer who is involved in litigation by any reason(s) of his or her position as an Executive or Officer of this association shall be indemnified and held harmless by the association to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the association to provide broader indemnification rights.)

## ARTICLE IX. DISSOLUTION

The Association may be dissolved only with authorization of its Executive Committee given at a Special Meeting called for that purpose, with the subsequent approval by no less than two thirds (2/3) vote of the members. Be that as it may, the assets of the association both current and fixed, monetary, or non-monetary shall be donated to a foundation or charitable organizations that are open for humanitarian ground.

### Certification

....., *President of GAMBIAN LOUISVILLE ASSOCIATION, and*  
....., *Secretary of GAMBIAN LOUISVILLE ASSOCIATION*  
*certify that, the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the initial Board of Directors on*

.....

*I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on 1<sup>st</sup> January, 2018.*

.....

*President (Chief Executive Officer)*

.....

*Secretary*