

BY-LAWS OF GHANA ASSOCIATION OF THE CAPITAL DISTRICT OF NEW YORK STATE, INC.

PREAMBLE

Recognizing our common Ghanaian heritage and our continuing ties and interests in Ghana, we Ghanaians of the Capital District of New York State hereby combine our efforts to form a not-for-profit association.

ARTICLE I. Name

The name of the association shall be: Ghana Association of the Capital District of New York, Inc. (GACD) hereinafter referred to as “Ghana Association”, or simply as the Association.

ARTICLE II. Purpose

The Ghana Association is a not-for-profit organization dedicated to promoting unity among Ghanaian citizens, Ghanaian-born naturalized United States citizens and their spouses and offspring, residing in the Capital District of New York State. The Association also promotes the social and cultural heritage of Ghana and safeguards the general welfare of all Ghanaians in general and its members in particular.

ARTICLE III. Membership and Voting

SECTION I: Membership

There shall be 3 categories of membership. All members shall be bound by the Aims and Regulations of the Association.

The 3 categories of membership are:

- a. Full
Full membership shall be open to all Ghanaians residing in the Capital District of New York State. (Ghanaians in this context shall include Ghanaian citizens and Ghanaian-born naturalized United States citizens and their offspring).

- b. Associate
Associate membership shall be open to all non-Ghanaians and none-resident Ghanaians on the Capital District of New York state who identify themselves with the aims and the aspirations of the Association. Associate members shall enjoy all privileges accorded to full members, except election to serve on the executive board.

- c. Honorary
Honorary membership shall be granted to any person who has made significant contributions to Ghana, Ghanaians, or the Association as determined by the General Assembly. Honorary members shall enjoy all privileges of all other categories of membership, except the right to vote and to be elected to serve on the executive board.

SECTION II: Voting

Each member in good standing shall be entitled to one vote on each matter submitted to a vote at any Association meeting. The decisions of a two-thirds ($\frac{2}{3}$) majority of the members present and entitled to vote at any duly constituted meeting of the Association at which there is a quorum shall be the decisions of the membership except as otherwise required by these by-laws and/or as amended.

SECTION III: Dues

All members are required to pay membership dues annually. The General Assembly will determine the amount and when they should be paid. Donations are also welcome.

SECTION IV: Withdrawals

Any member may withdraw or resign his/her membership at any time. However, membership dues and assessments paid are non-refundable. DIFA and/or any other contributions will be subjected to the rules and regulations governing that particular fund.

Active membership shall be maintained for as long as members are in good standing.

SECTION V: Privileges

All members who are in good standing are entitled to all rights and privileges of the Association.

ARTICLE IV. Executive Board

Section I: Management

The overall and general management of the affairs of the Association shall be vested in the Executive Board. The Executive Board shall have control of the financial and physical assets of the Association and shall determine its policies with the advice of its various committees.

Collectively,

- a. The Executive officers shall draw up the Agenda for the General Assembly meetings.
- b. Present the annual program and budget for the approval of the General Assembly, and upon approval, implement the program and budget.
- c. In case of an emergency, the executive shall collectively represent the Association and shall report to the General Assembly.

Section II: Personnel

The Executive Board shall consist of those members of the Association who are active members at the end-of-year meetings (2nd Sunday of July). There shall be no less than five (5) and no more than seven (7) members on the Executive Board. All Executive Board members shall be elected for a two-year term and for a total not to exceed four (4) years or two consecutive terms of service.

Executive Board members shall be elected by the general membership at the annual meeting after nominations are submitted.

The Association shall have the following officers who shall also constitute the Executive Board:

- a. President
- b. Vice President
- c. Secretary
- d. Assistant Secretary (optional)
- e. Treasurer
- f. Assistant Treasurer (optional)
- g. Public Relations Officer (PRO)

Section III: Functions of the Executive Officers

a. The President shall:

- i. Preside over all General Meetings.
- ii. Countersign all checks and all other documents of the Association.
- iii. Appoint, when necessary, members to represent the Association.
- iv. Have the power to appoint a member to fulfill the functions and duties of any officer who resigns or is absent. Such a temporary appointment shall be subject to the approval of the General Assembly at its next meeting.
- v. Be a co-signor in payments to be made by the Association and all other financial transactions of the Association.

b. The Vice President shall:

- i. Perform all the duties of the president in his/her absence.
- ii. Be assigned specific duties by the president.

c. The Secretary shall:

- i. Maintain official records of all meetings and documents of the Association.
- ii. Record the minutes of all meetings of the Association and distribute copies of such minutes as necessary.
- iii. Perform other related duties as requested by the President in administering the activities of the Association.

d. The Assistant Secretary shall if elected:

- i. Perform all the duties of the secretary in his/her absence.
- ii. Be assigned specific duties by the secretary.

e. The Treasurer shall:

- i. Have custody of all Association's funds and securities, and shall keep full and accurate accounts, receipts and disbursements in books belonging to the Association.

- ii. Collect dues, payments and contributions of members and other bodies and pay the sum into the Banking Accounts of the Association within seven working days.
- iii. Keep written records of the Treasury.
- iv. Be a co-signor in payments to be made by the Association and all other financial transactions of the Association.
- v. Submit reports of the Association's financial standing at least once a year and when called upon by the General Assembly.
- vi. Make the financial books available to auditor(s) each year and make all documents available to the next administration at the conclusion of his/her term.
- vii. File all necessary income tax returns for the organization.

f. The Assistant Treasurer shall if elected:

- i. Perform all the duties of the treasurer in his/her absence except signing of Association checks.
- ii. Be assigned specific duties by the treasurer.

g. The Public Relations Officer (PRO) shall:

- i. Provide general information on the Association to all interested parties in consultation with the Executive Board.
- ii. Be responsible for the dissemination of information on all activities of the Association, including meetings, to all members and other interested parties.
- iii. Organize all social and cultural activities of the Association in conjunction with the other members of the Executive Board.
- iv. Submit a written report on all social and cultural activities in conjunction with the Treasurer to the General Assembly.

Section IV: Vacancies

Any vacancies on the Executive Board will be filled by popular vote by the General Assembly 30 days after the President makes the vacancy known to the General Assembly.

Section V: Removal of Executive Officers

A removal process may be initiated for any officer including the President of the Association by three (3) or (5) members in five (5) and seven (7) member Executive Boards respectively. The General Assembly will have to be informed within 30 days after the initiation for a vote. Fifteen (15) votes in favor of removal will terminate the term of the Executive Officer in question.

Section VI: Principal Address

The principal address of the Association shall be P.O. Box 6096, Albany NY 12206.

ARTICLE V. Committees

Standing Committees

The President shall, subject to approval of the Executive Board, appoint the following standing committees and their chairpersons: Executive Committee, Nominating Committee, Finance and Budget Committee, Public Relations Committee, Development Committee, and Program & Cultural Committee.

Ad Hoc Committees

Additional committees may be created and their respective chairpersons appointed by the President with the consent of the Executive Board as needed for special *purposes*.

Secretary: The secretary shall keep accurate minutes and attendance records of all committee meetings. He/She shall handle all correspondence on behalf of the Association. His/Her filing system for the term of office shall be made available to the next administration upon their assumption of office.

Section 1: Appointments

- i. The Executive Committee: The Executive Committee shall consist of the President, the Vice President, the Secretary, the Assistant Secretary (optional), the Treasurer, the Assistant Treasurer (optional), and the Public Relations Officer. The Executive Committee shall maintain oversight of the business affairs of the Association and shall be empowered to transact only such business as may be necessary between executive committee meetings. The Committee shall submit a report of its actions at the next regularly scheduled or special General Assembly meeting. Meetings of the Executive Committee may be called by the President or by three other executive officers.
- ii. Nominating Committee: The Executive Board shall appoint a Nominating Committee to include members of the Board, and members of the Advisory Board not to exceed five (5). Additional committee members may be appointed at the discretion of the Executive Board. The Nominating Committee shall be responsible for developing a slate of executive members and officers for presentation to the general membership.
- iii. Finance and Budget Committee: The Finance Committee shall comprise of members appointed by the Executive Board. The Finance Committee shall be responsible for overseeing the fiscal affairs of the Association. The Committee shall develop a budget for approval by the Executive Board and propose policies governing the finances of the Association for adoption by the Executive Board. The Treasurer shall be the chairperson of this committee.
- iv. Public Relations Committee: The Public Relations Committee shall conduct an effective public relations program for the Association. It shall also prepare the Association's newsletter and be responsible for updating the Associations' website. The Public Relations Officer shall be the Chairperson of this committee.

- v. Development Committee: The Development Committee shall devise and implement strategies to promote the alliances with other organizations and to raise funds through various activities for the Association. The tasks shall include but not limited to grant proposal writing, *individual* contributions and cultivation of major donors.
- vi. Programs & Cultural Committee: The Programs & Cultural Committee shall plan and execute all cultural activities and special events, which fall in the mission of the Association.
- vii. *Ad Hoc* Committees: The Executive Board may create one or more, *ad hoc* committees, such as an Advisory Committee, in addition to other committees established by these by-laws, and delegate temporary functions to such committees. *Ad hoc* committees may include both Executive Officers and individuals who are not officers of the Association. *Ad hoc* committees may not exercise the authority of the Executive Board.
- viii. Advisory Committee: There shall be an Advisory Committee whose members shall be appointed by the Executive Board for the purpose of advising on issues affecting the Association's constituents. The Advisory Committee shall consist of three members of the Association.

Article VI. Meetings

Section I: Annual Meeting

Annual meeting for the election of Executive Officers shall be held not later than the second Sunday of July in each election year. This shall occur at a time and place designated by the Executive Board upon notice sent via phone, email, texting, Twitter, Facebook or any other form of electronic communication at least ten (10) days prior to the meeting. All registered members shall be sent notice of the date, time, and agenda of the annual meeting through their contact information as it appears on the membership record of the Association.

Section II: Executive Board Meeting

Executive Board meetings shall be held monthly and shall be summoned by the President through the Secretary.

Section III: Regular Meetings

The Association shall have no less than six (6) General Assembly meetings per fiscal year.

Section IV: Special Meetings

Special meetings of the Executive Officers of the Association may occur as necessary and shall be called by the President upon the written request of at least three (3) Executive Board members, provided the purpose of such meeting is stated in the request. Notice of such meetings shall be given to each Executive Officer at least five (5) days in advance of the specified date.

Section V: Quorum

One-half plus one of the Executive Officers shall constitute a quorum at any Executive Board meeting. The quorum at a General Assembly meeting shall be 50% or 10, whichever is smaller, of the registered membership. A register of the attendance shall be kept. Where the General Assembly lacks quorum, decisions made at the meeting will not be binding.

Section VI: Parliamentary Law

Robert's Rules of Order shall apply to all meetings especially the annual General Assembly meetings.

ARTICLE VII. Benefits

Section I: Loans

The Association shall offer no loans to any person (s).

Section II: Beneficiaries

Benefits from the Association shall only be given to active and paid-up members of the Association.

Section III: Birth in the Community

For any new baby born to an active and paid-up member, the Association will announce the birth to the members of the Association in addition to giving out a one-time two-hundred dollar (\$200) donation to the family up to a maximum of two babies per family.

Section IV: Death of a Member

For death of a dormant member of the community, the Association will announce the death to the members of the Association and encourage individual members to give donations directly to the bereaved family if they so wish. The Association may not make any donations.

In the case of death of an active and paid-up member, the Association will give a sum of one thousand dollars (\$1,000) to the bereaved family in addition to disbursement from the DIFA Fund if applicable.

Section V: Death of Close Relatives

If a dormant member loses a close relative herein defined as, a spouse, parents, siblings, kids there shall be no payment from the Association. The Association will however announce the death to the Ghanaian community. If an active and paid-up member loses a close relative such a member will be paid a lump sum of five hundred dollars (\$500) by the Association. Benefits from the DIFA Fund will be calculated and added to the five hundred dollars at this time provided the deceased is listed on the DIFA Fund registration form.

ARTICLE VIII. Recognition of Prominent Individuals

The Executive Board shall set up an ad-hoc Award Committee to identify qualified candidates from the general public to be recognized by the Association. The final candidate(s) shall be selected by the Executive Board by a simple majority vote.

Section I: Qualification

Awards shall be presented to a person, a group of persons, or an organization to recognize their excellence in

- i. Academic and vocational achievement as in the case of students
- ii. Contributions in education, philanthropy, social work, medicine, science, and in literary achievements
- iii. Monetary and personal commitments far beyond average levels seen in the Association

Section II: The Award

The award shall be signified by presenting a trophy, a certificate, a commemorative plaque, a medal, a badge, a pin or a ribbon to the awardee. The award may also be substances of significant monetary value, such as academic scholarships, computers and gift cards.

Section III: Payment for Award

General Awards given by the Association will be paid for by the Ghana Association, but named awards, such as the “Jane Doe Award” will be paid for by specific individuals, group of individuals or organization who instituted the award.

ARTICLE IX. Miscellaneous Provisions

Section I: Fiscal year

The fiscal year of the Association shall begin on July 1, of any year and end on June 30, of the following year.

Section II: Audit

The accounts of the Association shall be audited each year by an auditor who is not an Executive Officer or an employee of the Association.

Section III: Authority of payment

All checks, drafts and other orders for the payment of money issued in the name of the Association shall be signed by the President and the Treasurer of the Association. In the case of DIFA and other member funded welfare distributions, an appointed member of DIFA or the appropriate welfare fund shall sign the checks with the Treasurer if the President is not a contributing member to DIFA or the welfare fund.

Section IV: Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as selected by the Executive Board, or as may be selected by any officer of the Association to whom such power may

from time to time be delegated by the Executive Board. Such officers may endorse, assign and deliver checks, drafts and other orders for payment of money which is payable to the order of the Association.

Section V: Expenditures

Expenditures in excess of One Thousand dollars (\$1,000) from general Association funds for any single purpose unless derived for that purpose, shall require approval of the Executive Board. Special meetings may be convened for this purpose with prior notification.

Section VI: Acceptance of contributions

No contribution, gift, donation, or subscription to the Association shall be deemed to have been accepted until acted upon affirmatively by the Executive Board.

Section VII: Grants to other Organizations

The Executive Board shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish periodic accounting to show that the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested. After the Executive Board has approved a grant to another organization for a specific project or purpose, the Association may solicit funds for the grant to the specifically approved project or purpose for the other organization. However, the Executive Board shall, at all times have the right to withdraw approval of the grant and use the funds for other charitable, scientific, or educational purposes.

Section VIII: Dissolution

This Association may be dissolved by two thirds ($\frac{2}{3}$) vote of the active and paid-up membership following a dissolution plan submitted by the Executive Board. Upon dissolution of the Association, any residual assets, financial and/or physical, shall be donated to a not-for-profit organization(s) with purposes related to those of the Ghana Association. Financial investments in DIFA and all other member funded welfare funds will not be subjected to this provision. Upon dissolution, the appropriate government agencies such as the *NYS Department of State, Division of Corporations, One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231* and the *IRS, 1 Clinton Avenue, Albany, NY 12207* should be notified in writing by the presiding Executive Board during the dissolution meeting.

ARTICLE X. Construction

If there is any conflict between the provisions of the Constitution of the Association and these by-laws, the Constitution of the Ghana Association shall govern.

ARTICLE XI. Amendments

These by-laws may be amended, repealed or altered in whole or in part by the majority vote of the Executive Officers of the Association present at any regular meeting or special meeting called for that purpose. Any changes made to these bye-laws are subject to approval of the General Assembly.

ARTICLE XII. Indemnification of Executive Officers

Section I: Derivative Actions

The Association shall indemnify its Executive Officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the officer by action in court or otherwise, by reason of good faith for a purpose which such person reasonably believed to be in the best interest of the Association and not unlawful.

Section II: Other Actions

Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-for-Profit Corporation Law; and as permitted by such law, the Association may provide additional indemnification pursuant to an agreement, action of the Executive Board, or by provision of these laws.

Section III: Non-exclusivity

Sections I and II of this article shall be exclusive but shall include, by implication, any and all rights and remedies available to the Association and officers by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-for-Profit Corporation Law.