



Constitution of the Organization of Liberians in Minnesota (OLM)

Preamble

We, the Citizens, Descendants and Associate members, residing in the State of Minnesota, U.S.A., recognizing the need to form ourselves into a legal entity to pursue developmental goals and objectives for economic and social advancement of our well-being as well as to foster closer relations among ourselves and concerns for the welfare and happiness of one another in Minnesota, do hereby establish this Organization.

Article I

Name and Purpose

Section 1.01:

The name of the organization shall be The Organization of Liberians in Minnesota, Inc. Hereinafter referred to as OLM.

Offices

Section 1.02:

The principle office of OLM shall be in the metropolitan area of Minneapolis, State of Minnesota, as may be fixed by the Board of Directors of OLM.

Purpose

Section 1.03:

The purpose of the OLM is to provide charitable, educational and social services to the Liberian community in Minnesota, provide liaison to public and private institutions relevant to its mission and institute programs and services to assist the development of our mother country Liberia.

No Pecuniary gain

Section 1.04

The organization shall not give out any form of pecuniary gain, incidentally or otherwise to any member of the Board of Directors, officials, appointed or employed; or by their role as volunteers. No part of the net earning of the organization shall be to the benefit of anyone of the organization, except that reasonable compensation may be paid for services rendered to or for the

organization affecting one or more of its purposes. Such net earning, if any, of OLM shall be used to fulfill the nonprofit corporate purposes set forth in these bylaws.

Article II

Dissolution of the Organization

Section 2.01:

At the time of dissolution of the OLM, the Board shall, after paying or making provisions for payment of all of its liabilities of the organization, shall dispose of all of the assets of the organization exclusively for the purpose of the organization 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 501(c) (3) of the Internal Revenue Code.

Section 2.02

Any such remaining funds, properties or other assets not distributed shall be disposed of by petition or application to a District Court according to the state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

Article III

Membership

Section 3.01:

There shall be two classes of membership defined herein: Regular and Associate

Section 3.02:

Regular membership shall be open to people of Liberian descendant, their spouses, and children.

Section 3.03:

Associate membership shall be open to all other individuals desirous of affiliating with the organization and identifying with its mission and objectives.

Article IV

Membership Meetings

Section 4.01:

Meetings shall be called by the Executive Director or his/her designee by mail, telephone, or email to each member and shall be held at least quarterly. Such meeting shall be chaired by the Executive Director.

Article V

Voting and Office Holders

Section 5.01:

Only regular members 18 years old and above in good standing shall be eligible to vote in elections and hold elected office.

Section 5.02:

Associate members shall not be eligible to hold elected office.

Section 5.03:

Good standing in this constitution shall be defined as being current on monthly due payments and compliance with the constitution and By-laws. An individual found to be involved in financial misappropriations is automatically deemed not to be in good standing.

Article VI

Monthly Dues

Section 6.01:

Monthly dues shall be paid at \$10.00 per month.

Article VII

Governing Powers

Section 7.01:

The Board of Directors of this organization shall direct affairs of the organization and establish policy for the operation of the organization. In addition to the powers conferred upon the Board by these Bylaws, the Board shall exercise all powers of the corporation and perform all lawful acts which are not prohibited by statute, by state or federal or by the Article of Incorporation or by these Bylaws.

Section 7.02

Any officer or person elected or appointed by the Board of Directors shall hold office at the pleasure of the Board and shall be removed at any time by the vote of a majority of the Board of Directors. Any vacancy in the office of the organization shall be filled by an action of the Board of Directors. The board shall also prescribe the selection process for all future Executive Directors, Assistant Director and Director of Finance

Section 7.03

The Board of Directors shall also prescribe a term of reference or code of conduct for the Executive Director.

Article VIII

Board of Directors

Section 8.01:

The elected officers of this organization shall be the Board of Directors.

Section 8.02:

The Board of Directors shall be comprised of twelve (12) members. Nine regular member directors shall be elected by the membership and three associate member directors shall be elected to the board as set forth in section 8.03. Regular member directors elected in the first

election after the adoption of this constitution shall serve a term of office as follows: The directors elected with five highest vote totals shall serve a term of office for three years; the directors elected with next four highest vote totals shall serve a term of office for two years. Thereafter, all directors shall be elected to a term of office of three years. All directors shall have equal voting rights.

Section 8.03:

The three associate member directors shall be nominated by the Executive Director and confirmed by the Board of Directors.

Officers of the Board

Section 8.04:

The Officers of the Board of Directors of the OLM shall consist of a Chairman, Vice Chairman and Treasurer.

Election of Board Officers

Section 8.05:

The Board of Directors shall elect its corps of officers to serve for a term consistent with their term of office as Directors. The Board shall establish its own rules of operation.

The Chairman

Section 8.06:

The chairman of the Board of Directors shall preside over meetings of the board, appoint board standing and ad hoc committees with the advice and consent of other members and ensure that all orders and resolutions of the Board of Directors are carried into effect. The chairman shall perform other duties from time to time as prescribed by the Board.

Vice Chairman

Section 8.07:

The Vice Chair of the Board shall exercise all powers in the absence of the Chair and perform all duties of the Chair as prescribed by the Bylaws and Constitution of the Organization. In the absence of the Chairman or in the case of death, resignation or the inability of the Chair to act, the Vice Chair shall perform all duties of the Chairman.

Secretary

Section 8.08:

The Secretary of the Board of Directors of this Organization shall be the Executive Director of the Organization without any voting rights on the Board except as permitted by the Board of Directors sitting in session.

Section 8.09

The Secretary shall prepare and keep all minutes, and work through the Board to get all meetings scheduled, with meeting agenda distributed to members. The Secretary shall secure all documents, respond to inquiries as directed by the Board of Directors, and perform all such duties as prescribed by the Board.

Meetings of the Board

Section 8.010:

The Board of Directors shall meet at least quarterly. The Board of Directors shall hold an annual meeting and other regular meetings at such time and place as the Board of Directors shall determine. On an annual basis, the Board of Directors shall review a report on the activities and the financial condition of the organization and pass the organization budget for the succeeding year. The time and place of the meeting shall be conveyed to all Board members at least 15 working days in advance of the meeting.

Special Meetings

Section 8.011:

Special meetings of the Board of Directors shall be scheduled and communicated to all members of the Board by the Chairman according to procedures set forth by the board in its rules of operation. Such communication shall be given personally, or by mail, telephone, fax or email. All communications for meetings shall include place, time and purpose. Any member of the Board in consultation with the chairman and other members shall have the right to call a special meeting. Such meeting shall be channeled through the secretary of the Board for adequate coordination.

Board Standing Committees

Section 8.012:

The Board of Directors may, by resolution passed by majority of the vote of the Board as a whole, constitute one or more standing committees. The Board shall appoint all members of the standing committee and designate a chair for each committee. Any committee so established shall have and may exercise such authority as provided in the resolution that established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole. Such standing committee may include but not limited to Finance/Fund Raising, Research/Planning, and Personnel/Membership. The Board shall appoint ad-hoc committees as needed.

Section 8.013:

The Board of Directors shall develop a code of conduct for its members consistent with the framework of the constitution of OLM.

Removal

Section 8.014:

Any member of the Board of Directors with two consecutive unexcused absences from functions of the Board or Organization shall be served a warning letter. And any member who is absent in four consecutive meetings shall be removed from the Board. Such removal shall be channeled through the Chairman in consultation of other members of the Board.

Board Vacancies

Section 8.15

Vacancies on the Board of Directors shall be filled by special ad-hoc election within 30 days.

Article IX

Administrative Officers

Section 9.01:

The Administrative Officers shall consist of Executive Director, Director of programs and Director of Finance

Article X

Executive Director

Section 10.01:

The Board of Directors shall select and employ a qualified individual who shall serve at the pleasure of the board as Executive Director. The Executive Director shall be a regular member of the organization and shall serve as the Chief Executive Officer of the Organization. The Executive Director shall run the daily functions of the Organization. He/She shall negotiate all contracts that shall be approved by the Board of Directors.

Section 10.02

The Executive Director shall provide one of the signatures on checks, drafts, or other orders of payment of funds for the Organization. He/She shall also be authorized to administer a Petty Cash Fund, the size of which will be determined by the Board of Directors. He/She shall be responsible for providing professional advice and assistance to the Board of Director and shall administer the work delegated to the staff; and shall hire and release staff members as may be necessary to support the Organization mission, and shall have such other authorities to perform other duties as may be assigned by the Board of Directors.

Section 10.03

All employed staff shall report directly to and be accountable to the Executive Director or His/Her designees.

Section 10.04:

The Executive Director of OLM shall have a College Degree from an accredited institution of learning.

Director of Programs

Section 10.05:

The Director of programs shall assist the Executive Director in administering the affairs of the organization based on its mission and shall perform other duties as assigned by the Executive Director and the board. The Board shall prescribe the term of reference for the director of programs.

Director of Finance

Section 10.06:

The Director of Finance shall be the chief financial officer of the organization, responsible for custody of the organization's assets and keep accurate financial records for the organization, shall deposit all monies, drafts, and check in the name of the organization in such banks and depositories the Board of Directors may designate from time to time. The Director of Finance shall endorse for deposit all notes, checks, and drafts received by the Organization as ordered by the Board of Director. He/She shall disburse all Corporate funds and issue checks in the name of the Corporation by the Directive of the Board, and shall render to the Executive Director, whenever requested, an account of all transactions as Director of Finance and of all financial conditions of the Corporation, and shall perform such functions as shall be prescribed by the Executive Director. The Director of Finance shall be responsible for the preparation of the proposed Organization annual budget and shall chair the meetings of the financial committee. He/She shall be appointed by the board.

→ the other way around

Article XI

Fiscal Management

Section 11.01:

The fiscal year of this Organization shall begin on the first day of January of each year and end on December 31st.

Section 11.02:

The books and accounts of OLM shall be kept under the directions of the Director of Finance.

Section 10.03:

No loan shall be contracted on behalf of OLM, nor shall evidence of indebtedness be issued in the name of the Organization unless authorized by a resolution of the Board of Directors.

Section 11.04:

All funds for the Organization shall be deposited into a bank or banks or other depositories to the credit of the Organization as the Board may authorize.

Article XII

Conflict of Interest

Section 12.01:

The Board shall not enter into any contract or transaction with one or more of its directors or related organization or an organization in or of which a Director of OLM is a Director, officer or legal representative, or in some other way has a material financial interest unless:

- a. That interest is disclosed or known to the Board of Directors
- b. The Board approves, authorizes or ratifies the action in good faith
- c. The approval is by majority of directors (not counting the interest director)
- d. At a meeting where a quorum is present (not counting the interested director)

The interested Director may be present for discussion to answer question, but may not advocate for the action to be taken and must rescue him/her while a vote is taken. The minutes of all actions taken on such matter shall clearly reflect that these requirements have been met.

Indemnification

Section 12.02:

The Organization shall indemnify and hold harmless any director, officer, or employee from any law suit, damage, claim, judgment or liability arising out of, or asserted to rise out of conduct of such person in his or her capacity as Director, Officer, or employee except in cases involving willful misconduct. Indemnification provide under this section shall comply with and follow the requirement as provided by constitution. The Organization shall have the authority to purchase or procure insurance for such purpose.

Article XIII

Amendments

Section 13.01:

Amendments to this constitution shall require a 2/3 (two thirds) majority of the registered members present at a special referendum. Any member may propose a referendum to the Executive Director who shall forward the proposal to the board of directors. A 2/3 majority of the board shall be required to approve the proposal and authorize the referendum.

Records of the Organization

Section 13.02:

The Board of Directors records shall be kept at the registered office of the organization and complete copies of the Article of Incorporation and Bylaws, accounting records; initial registration statements, applications and annual reports filed with the Secretary of State of Minnesota, the Internal Revenue Service (IRS), The Attorney General office; and minutes of the Board of Directors, the Executive Council and any Committee for the last ten (10) years.

Article XIV

Fund Raising

Section 14.01:

Though not limited to, the follow activities shall constitute a major source of raising needed funds for the operation of OLM in the State of Minnesota.

- a. Membership Dues
- b. Grant Writing
- c. Charitable Contributions
- d. Others

Article XV

Elections Commission

Section 15.01:

The Chairperson and members of the Elections Commission shall be appointed by the Executive Director at least 120 days prior to elections with the advice and consent of the Board of Directors. The Commission shall comprise of no more than fifteen (15) members.

Section 15.02:

Voter's registration shall begin 60 days prior to the election and offices of the Membership and Finance Directors shall conduct all registrations. The elections commission is prohibited from collecting funds in the name of OLM for any purpose. All payments to OLM in connection with elections exercises shall be made through the Director of Finance or his/her designee.

Section 15.03:

The election commission shall present its operating budget to the Executive Director no more than 30 days after appointment. The commission shall submit a complete report of the elections activities no more than thirty (30) days after the elections. The activities of the commission shall come to an end upon the issuance of clearance from the auditor if so desired.

Article XVI

Elections

Section 16.01:

Regular elections for members of the Board of Directors shall be held no earlier than the first Sunday in October and no later than the second Sunday in October of the year in which they are due. The elections Commission shall exercise discretion in the timing and announce such date at least 60 days prior to the date selected. All elected board members shall be installed into office no later than 30 days from the date of their election.

Section 16.02:

The election commission shall be an autonomous commission once constituted, independent of any influence, and shall simultaneously report to the general membership and the Board of Directors the results of all elections within 12 hours of the close of the polls. The commission

shall prescribe its own rules for the holding of all elections for approval by the sitting board before it is made public

Article XVII

Volunteerism

Section 17.01:

The Board of Directors shall also ensure that the spirit of volunteerism remains the strengthen of this organization by attracting interested individuals from the public and private sectors to come and render volunteer services to the organization from time to time. A special volunteer program shall be set up to recognize individuals for their services to the organization.

Article XVIII

Audit

Section 18.01:

An annual audit shall be performed at the closed of the fiscal year by an accredited auditor(s).. The audit shall be a decision of the Board of Directors to hire a reputable individual or firm for such function. Findings from the audit shall be discussed with the Board of Directors, the Executive Director and the Director of Finance.

Section 18.02:

The board shall have the right to act upon the findings of the audit, and shall inform the general membership of all actions if any at the organization annual meeting.

Done this 23rd day of August AD 2009 in the City of Minneapolis, State of Minnesota,

Constitution Committee:

John Jenkins Bartee Jr.	Chairman
Cyrus Tarpeh	Vice Chairman
Benedictus T. Brown	Secretary
Garwu Baysah	Member
Christian Harris	Member
Poka Draper	Member
Naomi Sirleaf	Member