

# **CONSTITUTION AND BY-LAWS**

**OF THE**



**NATIONAL MARYLAND COUNTY ASSOCIATION  
OF LIBERIA, USA**

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**The  
APPROVED  
CONSTITUTION AND BY-LAW  
OF THE  
NATIONAL MARYLAND COUNTY ASSOCIATION OF LIBERIA, USA, INC.  
(REVIEWED & APPROVED IN 2010)**

**PREAMBLE**

**WHEREAS**, we, the citizens of the Republic of Liberia, hailing from Maryland County and friends residing in the United States, have recognized the need to organize ourselves under one Association;

**CONVINCED**, that the existence and functions of this association shall preserve the unity and collaboration among other Maryland County organizations based in the United States of America and elsewhere.

**RECOGNIZING FURTHER**, that most of these groups and organizations are desirous of expanding collaboration among themselves and improving their respective abilities to formulate, organize and implement projects and programs for and on behalf of Maryland County while maintaining their autonomy.

**THEREFORE**, we do hereby organize and establish an advocacy, non-profit, non-political and non-governmental association, under the laws of the United States of America and declare the following fundamental laws as our guiding principles.

# THE CONSTITUTION

## Article I: Name, Principal Office and Banking Institution

### *Section I: Name of Organization*

The name of the organization shall be: **National Maryland County Association of Liberia, USA, Inc.** hereafter referred to in this document and any other official documents as **NAMCAL-USA, Inc.**

### *Section II: Principal Office*

The principal office of NAMCAL-USA, Inc. shall be located in the State of Maryland, United States of America. The Organization may also maintain offices at such other places as decided upon by the organization.

### **Section III: Banking Institution and Resident Agent**

Any account or funds in the name of NAMCAL-USA, Inc. shall be kept with a reputable financial institution equipped with a national and international scope of services. A Resident Agent for NAMCAL-USA, Inc. shall be located in the State of Incorporation. The State of **Maryland, United States of America** is the State of Incorporation of NAMCAL-USA Inc.

## Article II Structure, Rights and Purpose of Organization

### *Section I: Structure*

The National Maryland County Association of Liberia-USA, Inc. will operate as a non-political, non-governmental and non-profit organization.

### *Section II: Rights*

Neither the name of the organization, its logo nor resemblance shall be used in connection with or promotion of commercial, partisan, tribal, or sectarian interest for any purpose inconsistent with the objectives of NAMCAL-USA, Inc.

### *Section III: Purposes*

NAMCAL-USA, Inc shall serve as an umbrella organization and facilitator for all member organizations of Marylanders in the United States of America:

1. Support and promote unity among all Marylanders.
2. Be a meaningful voice for all Marylanders at home and abroad.
3. Cooperate with all legitimate Liberian community and county organizations for the advancement, common interests, and progress of its people.
4. Establish additional chapters in each of the states of the United States of America. This must not be interpreted that there must be only one chapter per state. Any Maryland county organization may register as a chapter or as an affiliate Chapter.
5. Establish a national communication network that may include a periodic newsletter, Telephone hotline, website, etc.
6. Conduct capacity building workshops for the identification and enhancement of management skills of its members and,
7. Organize and sponsor fund raising activities in support of the association's programs.

**Article III**  
**Distribution of NAMCAL-USA, Inc. Assets and Liabilities**

In the event of the dissolution of the organization, its assets and liabilities shall be distributed to an organization designated by members of NAMCAL-USA Inc. at its final meeting and in accordance with its By-laws. Such designated organization shall be not-for-profit.

**Article IV**  
**Principal Institutions**

***Section I: Institutions***

The principal institutions of NAMCAL-USA, Inc. shall consist of the following:

- (1) National Leadership Council, (2) National Representative Council and (3) National General Assembly.

**Article V**  
***Institutions***

***Section I: Institutions***

**The National Leadership Council (NLC) shall be the governing body and one of two administrative decision-making bodies of NAMCAL-USA, Inc. It shall: Comprise of: 1) National President, 2) National Vice President, 3) General Secretary, 4) National Treasurer, 5) National Financial Secretary, 7) National Chaplain 8) National Parliamentarian**

***Section II***

**The National Representative Council (NRC) shall function as the legislative arm of NAMCAL and one of the two Administrative decision-making bodies of the Organization. It shall be the voice of NAMCAL's represented member chapters. It shall: Consist of not more than three members of each Chapter, comprising the chapter heads plus two other members of the chapter and only the head of the Affiliate Chapters; each member shall have one vote.**

**It shall: Encourage and promote Maryland County's diversity, and substantially upgrade and promote the distinguished culture of the people of Maryland County.**

***Section IV***

**The National General Assembly (NGA) Shall consist of delegates from the various chapters, affiliate chapters and honorary members. The NGA shall meet on the last Saturday in September each year to review projects, approve projects and budget and receive financial reports and other reports as may be required.**

## **Article VI Officers, Responsibilities and Duties**

**The administrative body of the Association, (the National Leadership Council), shall consist of the following officers: National President 2) National Vice President, 3) National General Secretary, 4) National Treasurer, 5) National Financial Secretary, 6) National Chaplain, 7) National Parliamentarian.**

### **Section I: *National President***

The National President shall be the chief executive officer, spokesperson of the organization and head of the National Leadership Council. The President's duties and responsibilities shall include the following:

- a) Propose or initiate the proposal of specific programs and activities pursuant to the general objectives of NAMCAL-USA, and submit periodic reports not less than once a year to the NRC at the NGA on the performance of these programs.
- b) Preside over all meetings of the NLC and NAMCAL-USA as a whole unless otherwise specified in the bylaws.
- c) The National President shall appoint the chairperson of each standing committee at the Annual Convention immediately after the election and endorsement of officers. Or not more than three months after the convention.
- d) Supervise, coordinate and direct all committees, and institutions of NAMCAL-USA, Inc. with the exception of the NRC.
- e) Have the authority to secure oral or written reports from any officer or committee on the conduct of their duties assigned.
- f) Countersign all vouchers and checks payable for services rendered to or goods purchased for NAMCAL-USA, Inc.
- g) Appoint all non-elected officers and heads of Committees.
- h) Perform all other functions; ceremonial or substantive, traditionally associated with the head of an organization, provided these are consistent with the provisions of these bylaws.
- i) Upon consultation with the NLC, NRC, and Chapters Heads, the President shall represent or send a proxy on behalf of NAMCAL-USA, Inc. to attend functions of critical economic, financial or ceremonial interest to the association consistent with the provisions of these By-laws.
- j) The National President shall serve as EX-Officio members on all committees

### **Section II: *National Vice President***

The National Vice President shall be the principal assistant, or second in command to the National President. His/her responsibilities and duties shall include the following:

- a) Serve as chief Executive Officer, and execute all functions of the presidency in the absence of the National President.
- b) Perform various tasks, on an Ad-hoc basis, and assigned by the National President, aimed at advancing the objectives and achieving the goals of NAMCAL-USA
- c) Maintain proper knowledge of all the duties responsibilities and activities of the Presidency.

### **Section III: *National General Secretary***

- a) The National *General Secretary* shall:
- b) Be the chief custodian and charged with the maintenance of all the official records and correspondence of NAMCAL-USA, Inc.
- c) Shall be responsible to inform the Bank, after each election, who the new elected officers of NAMCAL Inc. are and who is the custodian and main signatory of NAMCAL Inc. Accounts.
- d) Serve as the principal secretary and chief spokesperson for the President on matters relating to NAMCAL-USA
- e) Serve as the official Secretary of the NAMCAL-USA, Inc. Annual Conventions.
- f) Maintain the current official roster of the membership of NAMCAL-USA, Inc. shall request from each chapter the listing of their members
- g) Record, prepare and maintain the minutes of each meeting of the Organization.
- h) Sign important documents along with the President.
- i) Call the meeting to order and preside when the president and vice president are absent.
- j) Serve as the liaison of the President to meetings of all Committees and Chapter Heads.
- k) Shall sign all Membership forms.

### **Section IV: *National Treasurer:***

The National Treasurer shall:

- a) Function as NAMCAL-USA Inc Chief Financial Officer. Shall be the custodian of the organization accounts.
- b) The treasurer shall serve as the association Accounts Payable arm and shall report on all disbursement from NAMCAL's accounts.
- c) Maintain the Organization's checking and savings accounts pay, pay all bills and keep record of receipts of all transactions for review by the Organization auditors or the tax authorities.
- d) Shall be responsible along with the Financial Secretary for the preparation periodic financial reports As may be needed by the organization Assist the budget committee and auditors, with collaboration of the Financial Secretary, in the preparation and presenting of the Budgets and Other financial reports at NAMCAL-USA, Inc.'s quarterly meetings. and conventions.

Ensure that all funds received for NAMCAL are properly deposited into NAMCAL's Account. and provide adequate receipts for all transactions.

- e) Immediately deposit all funds in NAMCAL-USA Inc. account  
Maintain an update of the financial status of all NAMCAL-USA, Inc accounts. shall make quarterly financial reports of the Status of NAMCAL accounts to the NRC and the NLC.  
Perform all other financial functions mandated by the National President in collaboration with the National Representative Council. be bonded if required by the State Law and the bylaws.

### **Section V: *National Financial Secretary***

The National Financial Secretary shall function as the accounts receivable arm of NAMCAL –USA. Shall be responsible to receive all funds payable to NAMCAL, monitor all NAMCAL-USA, Inc.'s finances. His/her responsibilities and duties shall also include the preparation Projection and presenting of the Income Budgets and financial reports at NAMCAL-USA, Inc.'s quarterly meetings. and conventions. Receive all monies at fund raising and other events and after recording same transfer same to the National Treasurer for immediate deposit of all funds received, into NAMCAL's Account, if possible within twenty- four hours. Keep records of all receipts of funds transferred to the National Treasurer. and in collaboration with the National Treasurer Prepare and file all federal, State and local financial documents as may be Needed. Shall make quarterly financial reports of revenues to the NRC and the NLC.

### **Section VI: *National Chaplain***

The National Chaplain shall:

- a) Be responsible for the spiritual guidance of the Organization.
- b) Be in charge of all devotional and invocation exercises.

### **Section VII: *National Parliamentarian***

The National Parliamentarian shall be the enforcer of the rule of order of NAMCAL- USA Inc. He/she shall be responsible for the following:

- a) Monitor all quarterly and annual meetings to ensure proper parliamentary procedure and practices.
- b) Research and provide information on specific situations, concerning uncertainties in the adopted rule of order that may arise during meetings.
- c) Ensure that the presiding officer rejects motions that are out of order.

## **Article VII**

### ***Section I: Elections:***

There shall be election of officers of NAMCAL-USA, Inc. every two years. The detailed regulations and procedures of all elections shall be contained in the By-laws (see Article V, Sections I - III of the By-laws).

### ***Section II: Meetings***

NAMCAL-USA Inc. shall conduct regular quarterly meetings as required by the By-laws. The meeting may be by teleconference or face to face. Each chapter and affiliate must be cited to these meetings. Items and issues to be discussed will originate at the quarterly meetings. (see Article VII, Section I of the By-laws).

### ***Section III: Parliamentary Authority***

The procedure for conducting the official affairs of this Organization shall conform to the New Robert's Rules of Order and general Rules of Parliamentary procedure.

***Section IV: Quorum***

NNAMCAL-USA Inc. must constitute a quorum to conduct business legally. The By-laws of this organization shall define what constitute a quorum. It shall also make provisions for special situations concerning this section (see Article VIII, Section II of the By-laws).

***Section V: Vacancy***

Should a vacancy occur during an un-expired term, the vacancy shall be filled by special elections, appointment or as provided by the By-laws

**Article VIII  
Committees**

***Section I: Committees***

**The Association shall have Standing Committees and Special Committees. The Standing committee shall comprise of: 1) Ways and Means, 2) Membership, 3) Publicity, 4) Budget & Finance, 5) Project and Fund Raising, 6) the Advocacy Committee. And must be appointed by the president.**

**Each committee shall be responsible to report on the activities of their committee at all meetings and make a written annual report to the Convention.**

**Special Committees. The President may appoint a special committee to perform a special task. The committee get dissolve after the task is completed.**

***Section II: Duties***

**The duties of the Standing Committee shall be as provided in the bylaws and the duties of the special committees shall be defined by the NLC in consultation with the NRC (see Article IV, Section II of the By-laws).**

**Article IX  
Membership**

***Section I: Membership of NAMCAL-USA, Inc.***

**The membership of NAMCAL-USA shall be open to all Maryland County organizations committed to the development and unity of the County. There shall be three kinds of memberships: (1) Chapter members and (2) Affiliate Chapter members (3) Honorary Member.**

***Section II: Chapter & Affiliate Chapter Members***

- a) A Maryland County organization may register its membership in NAMCAL-USA, Inc. as a full member with all rights. This member shall be called a chapter, however, an organization that do not which full membership but like to be a part of what NAMCAL stands for, may register as an Affiliate Chapter**

member (i.e. school organization and Maryland County clubs) shall be called affiliate Chapter.

- b) All member organizations shall maintain its own constitution, bylaws, and regulations, but cannot be inconsistent with NAMCAL-USA's major objectives, developments and unity for Maryland County and the Republic of Liberia.

### ***Section III: Honorary Members***

Honorary membership status shall be bestowed upon any individual who is not a member of any Maryland organization or chapter, but for outstanding contributions and services to NAMCAL-USA, Inc. and/or the Republic of Liberia and/or special circumstances. The NLC shall recommend, with the Approval of the NRC, Names of *Honorary Members* for such recognition.

### ***Section IV: Membership Requirements***

Each member must be a duly organized association registered under local state and federal laws.

### ***Section V: Duties, Rights and Privileges***

The duties rights and privileges of member-organizations shall be defined in the Bylaws pursuant to this Article (see Article II Sections I – III of the By-laws).

### ***Section VI: Dues and Fees***

The association shall have the power to assess dues and fees, on the membership. The dues and fees shall be determined by the NLC and NRC and approved at the convention by the membership.

## **Article X**

### **The Roles and Rights of the Principal Institutions**

#### **Section I: *National leadership Council***

The *National leadership Council* shall:

- a) Plan, cite and conduct all meetings of NAMCAL-USA Inc.
- b) Provide and manage the banking and all financial businesses of the Organization
- c) Seek to maintain and develop the credit and trustworthiness of NAMCAL-USA, Inc.
- d) Enforce the adopted rule of order and parliamentary authority of the Organization.
- e) In collaboration with the NRC and Chapter Heads, plan or initiate the planning of all NAMCAL-USA, Inc.'s general projects.
- f) Organize all Conventions in collaboration with the host chapter.
- g) Consult with the NRC, which is composed of Chapter Heads for their input and suggestions, on all major undertakings.
- h) Set up all necessary Committees of NAMCAL-USA Inc.
- i) Maintain and keep all NAMCAL-USA, Inc.'s records and other documents.
- j) Immediately announce all resignations to the NRC.
- k) Maintain a harmonious atmosphere of NAMCAL-USA, Inc.

## **Section II: *The National Representative Council***

The National Representative Council Shall;  
Be headed by a General Speaker, who shall be elected by the members of the NRC at its first regular meeting following their confirmation at the convention.

The election shall be conducted by the election committee chair. The Speaker shall be responsible for the conduct of the NRC, preside over meetings and serve as its general spokesman. The NRC upon its first sitting shall determine its needs for other officers and relevant committees to ensure the success of its role. It will be unlawful for the speaker to make decisions without the directives or vote of the NRC body. The NRC shall: Encourage and promote Maryland County's diversity, and substantially upgrade and promote the distinguished culture of the people of Maryland County.

Shall monitor the overall operation of NAMCAL-USA, Inc. to ensure compliance with the constitution and by-Laws of and have oversight over the running of NAMCAL-USA, Inc by the NLC.

The NRC shall meet semi-annually, (October and the last week in April) for regular business meetings. Convene special meetings and convene upon the request of the President or for emergency meetings when petitioned by a chapter to resolve concerns over administrative, policy variances, constitutional and budget issues.

- A) Review the annual budget and provide management oversight of the National Leadership Council to ensure adherence to the approved constitution and Bylaws for NAMCAL-USA, Inc.
- c) Deliver to its respective chapters all pertinent information from NAMCAL-USA, Inc.
- d) Monitor the activities of NAMCAL-USA, Inc. for compliance to the Constitution and By-laws and adopted rule of order. Obtain approval and consent from its individual chapters and affiliate chapters before proposing, approving, or accepting any matter concerning them.

## **Section VIII *The National General Assembly (NGA)***

Shall consist of delegates from the various chapters, affiliate chapters and honorary members. The NGA shall meet on the last Saturday in September each year to review projects, approve projects and budget and receive financial reports and other reports as may be required. The convention shall last, at least, the full weekend and shall be a celebration of a full year. Each chapter shall volunteer to host the meeting of the General Assembly (convention). NAMCAL-USA, Inc shall provide the seed funds for the convention.

## **Article XI Impeachment**

### ***Section I: Impeachment***

All elected officers are subject to impeachment in accordance with the constitution and By-laws of NAMCAL-USA, Inc.

## **Article XII**

### ***Section I: Amendments of the Constitution***

Any alteration to this constitution, after adoption, must meet the following requirements: -

- a) The amendment must be proper and not out of order.
- b) Previous notice and discussions of the amendments to the constitution must be made to and voted on by the NRC before a motion to amend the constitution can be in order.
- c) A quorum, as defined by the bylaws must be present.
- d) The vote of two thirds (2/3) of the membership of NAMCAL-USA is required at the convention.
- e) All the above requirements must be satisfied before an amendment to this constitution is allowed and Lawful.

## THE BY-LAWS

### Article I

The By-Laws of The National Maryland County Association of Liberia-USA, Inc. are the basic rule by which the association operates, like the policy and framework of an administration that are not a part of the constitution and can be change. Any part of the By-Laws can be amended by a majority vote of the body at a quarterly meeting.

### Article II Membership

#### Section I: *Types*

The three types of memberships are: 1) Chapter members, 2) Affiliate Chapter members and 3) Honorary Members as defined in the constitution of NAMCAL-USA, Inc.

#### Section II: *Requirements*

- a) All members chapters and affiliate chapters except honorary members must be a duly organized association, registered under local state and federal laws of the United States of America.
- b) All members, except honorary members shall maintain its constitution, bylaws, and regulations etc, but not inconsistent with NAMCAL-USA, Inc.'s major objectives as stipulated under Article II of the constitution.
- c) In order to retain its membership, position each member organization must pay the one-time registration and annual membership fees specified in these bylaws.
- d) All member organizations are to support and promote the objectives, development and unity of Maryland County and the Republic of Liberia as a whole.

#### Section III: *Privileges*

The privileges of the various classes of members shall be as follows:

- a) Each of the three classes (Chapter, Non-Chapter & Honorary) of membership shall have the right to attend meetings of the association and partake of the discussions of all businesses.
  - b) Honorary and affiliate members may serve on committees but are not allowed to be chairpersons. Only chapter members shall become committee chairpersons.
  - c) The chairperson may decide upon the number of committee members; however, the majority of such number shall constitute chapter members.
  - d) No officer or member shall be held liable for debts or liabilities of the association as a result of a proceeding commenced under the by-laws or the constitution.
  - e) No members of NAMCAL-USA, Inc. shall receive reimbursement for personal funds used for the purchase or payment of any NAMCAL-USA, Inc.'s expenditure without prior approval and documentation.
  - f) Only qualified chapter members shall vote for officers of the association.
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#### **Section IV: *Membership Fees and Dues***

- a) Each member organization or chapter shall pay a one-time \$300.00 registration fee at the time of registration and affiliate Chapter a one-time fee of \$150.00. Chapters shall also pay an annual due of \$300.00 before each convention. Affiliate Chapter is required to pay an annual due of \$150.00. The Annual dues may be paid in full or by quarterly installments.
- b) All Fees and Dues are subject to change by NAMCAL-USA, Inc. through proper procedure.

### **Article III Committees**

#### **Section I: *Types***

There shall be three types of committees: 1) Standing Committee, 2) Special Committee, 3) Committee as a Whole

#### **Section II: *Standing Committees***

The Standing committee shall comprise of: 1) Ways and Means, 2) Membership, 3) Publicity, 4) Budget & Finance, 5) Project and Fund Raising. Each committee shall make a written annual report to the NLC.

#### **Section III: *Duties of the Standing Committees***

- a) ***Ways and Means*** - The Ways and Means Committee shall consist of not less than five members. The committee shall plan and implement fund raising activities For NAMCAL.
  - b) ***Membership Committee*** -The Membership Committee shall consist of no less than three members; shall work to increase the membership and encourage retention of membership of the association.
  - c) ***Publicity Committee*** - shall consist of not less than five members; shall conduct and plan publicity campaign on behalf of the association; handle all public awareness activities through the print and electronic media and work with the membership committee to encourage other organizations to join NAMCAL-USA, Inc.
  - d) ***Budget and Finance*** - shall consist of not less than four members. The committee shall prepare the association budget, assisted by the Treasurer. It shall present to the NLC a budget for the control of the expenditure of the association; After acceptance the NLC Shall submit the budget to the NRC for its approval. The President may request an audit of the treasurer's and financial secretary books sixty (60) days before the Annual Convention and thirty (30) days after the convention, submit a budget to the NRC for its approval; shall study the financial structure of the association and recommend to the NLC ways and means to improve the financial condition of the association.
  - d) ***Project and Fund-Raising Committee*** - shall consist of not less than five members. The committee shall design project proposals for the association and present them to the NRC and NLC for approval and work co-operatively with the Ways and Means Committee in the planning and implementation of fund-raising activities
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e) ***Convention Planning Committee*** - shall consist of one member from each Chapter to work with the host chapter in planning the annual convention.

**Section III: *Special or Ad hoc Committee***

The President shall appoint special committees with the approval of the NRC should the need arise between conferences. The NLC shall define the duties and responsibilities of such committee and dissolve them upon completion of the purposes for which they were created

**Section IV: *Committee of the Whole***

The Committee of the Whole shall be a temporary committee comprise of all officers and standing committees working as one unit and chaired by the National President with the approval of the NRC, in the event a situation arises that warrants such a committee.

**Section V: *National Commission of Advisors***

The Commission of Advisors shall be a body if recognized by the administration, that the president can call upon to seek advice on issues. Shall be comprise of all former National Presidents and all former General speakers.

**Article IV**

**Election of Officers, Term of Office and Eligibility**

**Section I: *Election of Officers***

The election of all officers of NAMCAL-USA, Inc. shall occur every two years at its annual convention. The procedure for election shall conform to the adopted rule of order and be consistent with the bylaws. The Chairman of the Election Commission shall conduct all election proceedings except if he/she is a candidate; in which case, the Speaker of the NRC shall preside over the election. Election of all officers shall be by secret ballots and by a simple majority of members present. There shall be no absentee ballots. Only members present at the meeting on the day of election may be selected to hold office in NAMCAL-USA, Inc. elections. The Election Commission may require each chapter to send up to ten delegates to the electoral college and only these delegates would vote on behalf of their chapters of the NAMCAL officers.

**Section II: *Term of Office***

The term of office for all elected officers shall be two years. Officers of the National Leadership Council shall be limited to a second two-year term. The Officers of the National Representative Council shall serve for one three-year term. At the end of the term of the officers of the NRC, the head of the election commission shall conduct the election the NRC officers. The term of office of all elected officers shall begin and(or) end at the end of the Convention.

**Section III: *Eligibility***

Only delegates of chapters in current financial standing and present at the Annual Convention shall be eligible to vote. All candidates for office must meet a minimum requirement of eligibility, including adequate capabilities and an active member in his/her chapter for two years, to run for national office. All members present at the Convention must be legitimate delegates from a chapter. No voting members or candidates shall be by proxy. The Election Commission may require each chapter to send, up to ten delegates and affiliates chapters three delegates to the electoral college and

these delegates would vote on behalf of the chapters of the offices of NAMCAL.

**Section IV: *Qualifications for The National Representative Council***

Only members elected by his/her chapter, or affiliated chapter, who meet all requirements and continuously in good standing according to the constitution of his/her chapter or affiliated chapter shall be eligible to be part of the NRC. Only full chapter members who has been an NRC member for four years can be elected as the general speaker of the NRC.

**Article V  
Vacancies, Delegation of Duties and Resignations**

**Section I: *Vacancy***

In case of death, impeachment, or resignation, the NRC shall call for a special election to fill the post(s) and complete the term. Pending such election, The National President, with the consent of the NRC shall assign the responsibilities of that officer to another officer(s). Should a vacancy occur in the Office of the National President, the National Vice President shall assume the position and complete the un-expired term. Any vacancy on the NRC shall be filled by a special election. Vacancies of NCOA shall be filled at the Annual convention as prescribed by the bylaws.

**Section II: *Delegation of duties***

In the absence or disability of any officer of the association to carry out his/her duties temporarily for whatever reasons, the NLC may delegate his/her duties and powers to another officer(s). After four months a special election may be called to replace the officer.

**Section III: *Resignation***

An officer may resign at any time by giving a written notice to the NLC. His/her resignation shall become effective after the turnover of all properties of the association, in his/her possession, to the NLC or to his/her replacement.

**Article VI  
Meetings and Convention**

**Section I: *Meetings***

The National Leadership Council shall meet once every Two months for the purpose of conducting the regular business affairs of NAMCAL-USA and report to the full body at the quarterly meeting on what has been done for the Quarter and also to receive update reports from the chapters. These quarterly meetings may be held through electronic media, face to face host by a chapter or other acceptable forms.

**Section II: *Convention***

A Convention comprising individual members of all the various chapters, affiliate chapters and honorary members (delegates), in good financial standing with their respective chapters and member organizations, shall meet once a year, on the last Saturday in September and shall be the forum for making and reviewing policies, approving budgets, receiving annual financial reports, and other reports as specified by the convention. The convention is the highest decision-making venue of NAMCAL-USA, Inc. The convention shall hold elections once every two years for officers of the National Leadership Council.

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NAMCAL-USA with the collaboration with one of its chapter may hold one or two major fund-raising event every year. The venue of the next convention shall be announced before the close of the convention.

### **Section III: *Presiding Officer***

The General Speaker of the NRC shall preside over the business meeting of the convention. The members of The National Representative Council Shall be the officers of the convention. The National President shall report to the General Assembly on the “State of NAMCAL” for the year. The National President shall preside over the quarterly meetings of NAMCAL-USA.

### **Section IV: *Election Commission***

The Election Commission shall be appointed by the President. Its membership shall consist of five (5) persons including a chairperson. Membership to the Election Commission may be drawn from the constituency of any eligible member/chapter except officers of the National Leadership Council. The Commission shall then establish a calendar of activities and guidelines for the elections of officers, to include the deadline for accepting nominations and periods for campaigning. No member of the commission shall be eligible for nomination. The election commission shall:

- a) Submit the names of all nominees to the National Secretary no less than 30days before the Annual Convention for the names to be circulated to the membership not less than 15 days before the convention.
- b) Shall secure the consent of a nominee before placing his/here name in nomination for any elected office.

Article VII

## **Proxy, Quorum and Voting**

### **Section I: *Proxy***

Voting by proxy shall not be permitted. Secret individual ballots shall be cast for election of Officers.

### **Section II: *Quorum***

A Quorum is required for official business of NAMCAL meetings to be lawful. If there is not a quorum present, decisions reached cannot be binding. A quorum is Two-third of the membership of NAMCAL. A quorum for ordinary meetings shall be two members from each chapter plus three NLC and three NRC present at any regular meeting shall constitute a quorum. It is only then can official business, or regular meetings and decisions be made.

## **Article VIII Impeachment**

**Section I:** Elected officers are subject to impeachment in accordance to the constitution and by-laws of the association.

**Section II:** Any elected officer who acts in violation of the constitution or engaged in any activities that have the potential to bring harm or disrepute to the association shall be impeached. In such a case, a committee comprise of NRC members shall conduct an investigation

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and present their findings and recommendations to a joint session of both bodies. A vote of two-third of the joint membership of NRC and NLC shall be required for impeachment.

### **Section III: Other Offenses**

The National Representative Council shall also review any activity brought before it may have the potential to bring harm or disrepute to the organization as a whole. In such a case, the National Representative Council shall setup a committee to review the impact of such activities on NAMCAL-USA, Inc. After review of the committee report, NRC and NLC shall bring the recommendations to body for full action in case in accordance with the nature and magnitude of the actions or activities.

### **Article IX**

#### **Effect**

Articles of the Constitution and Bylaws shall take effect immediately after their adoption.

### **Article XI**

#### **Standard Rules and Procedures**

#### **Section I: Meeting**

- a. The meeting shall have a time frame
- b. The agenda must be adopted.
- c. Only issues on adopted agenda will be discussed.
- d. At the beginning of every meeting/teleconference the presiding officer shall call the meeting to order. He/she shall then assign numbers (teleconference) to members.
- e. Before a member addresses the floor, he /she shall be recognized by the presiding officer before speaking.
- f. All speakers must address the presiding officer by his/her title.
- g. The member can ask a question, make a statement or make a motion.
- h. A member that makes a motion has the first right to speak to the motion.
- i. A member may speak twice to a motion/issue but the second turn comes only after everyone who wishes to speak the first time has spoken.

The discussion must be related to the topic under discussion.

Speakers must address all remarks to the chair and not talk across the floor to other participants.

The presiding officer shall repeat the motion and ask for a second to the motion.

### **Article XII**

#### **Section VII: Amendments of the By-Laws**

Any alteration of this By-Laws, after adoption, must meet the following requirements:

The amendment must be proper, Previous notice to amend the Bye-Laws must be file with the NRC for discussion and approval by NRC to bring the amendment(s) before the full body for a vote. A quorum, as defined by the bylaws must be present. The vote of two thirds (2/3) of the members Present is required.

All the above requirements must be satisfied before an amendment to this By-Laws is allowed.

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## Article XIII

### **The Elections rules of NAMCAL**

In accordance with the relevant Article of the constitution, officers of the organization are to be elected. The Constitution also states that decisions of the organization shall be made by consensus, failing which all matters should be decided by voting.

The Elections Commission in keeping with the NAMCAL constitution is responsible for the conduct of elections of officers and all matter in which decisions are to be made by roll call voting. The rules below shall govern the conduct and establish the conditions for elections within the organization general assemble and during statutory meetings.

The organization is democratic as such the principle of one man one vote shall apply to all elections and voting. As provided for in the appropriate Article of the constitution, each National Representative Council Person representing an Association that is in good standing shall have one vote.

The Elections Commission will conduct all elections for the Audit Committee, Accountant (CPA) and the Executive Committees of NAMCAL.

#### Rule 1.

Only members of NAMCAL as provided for in the organization constitution shall be allowed to participate in elections proceedings and vote. Persons present at meetings from a member Association must be in good standing with that Association in order to be allowed to be present, speak but not vote at meetings.

#### Rule 2.

There shall be no vote by proxy. However, an alternate or substitute from the same Association as the person authorized to be the alternate will be allowed to be present, speak and vote. Each Association will be responsible to authorize all persons to be present, speak and vote by providing a written notice to the Chairman of Elections via the President of NAMCAL to this effect.

#### Rule 3.

All decisions are to be made by a simple majority. Roberts Rules shall be used to determination as to when a matter should not be decided by a simple majority.

#### Rule 4.

Absentee ballots to elect an officer or on matters of Constitution amendments will not be accepted by the Election Commission Chairman. These eligible to vote must make known to the Chairman of the Elections Commission sixty day before the General Meeting or at the General Meeting but before the voting begins.

#### Rule 5.

Only members who are present at the meeting the day of elections may be elected to hold office in NAMCAL. A person who is not present cannot be elected. If an absent person is elected, the votes will be null and void. New elections will be conducted right away with those physically present.

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Rule 6.

The Election Commission in consultation with the President of NAMCAL will approve all persons nominated to be elected to any office provided for in the constitution using the below qualifications.

(i) Persons to be nominated by his/her Association. (ii) The nominating Association is in good standing with the State laws and NAMCAL obligations. (iii) The person would have been an active member of his/her Association for at least two years. (iv) The person should have no criminal record and be a legal resident of the USA.

Rule 7.

Each Association may nominate two candidates for each elected position. It is suggested that Candidates nominated should first be selected by their local Association.

The election rules shall apply to all replacement of officers regardless as to the reasons for the vacancy.

Rule 8

Any elected officer's position will be regarded as vacated if the person holding that position is eligible to vote as a result of his Association not being in good standing in keeping with the Constitution. Association not officially represented or present at meetings in keeping with the statutes of the organization, member attending will be allowed to vote provided the Association is in Good Standing.

These Rules shall be changed only by a vote for change and amendment in the constitution and controlled only by the NRC.at the Convention.

Submitted By The Constitution and By-Laws Review Committee: National Convention 2010

Richelieu W. Campbell	Chair
H Yeba Dorley \	Member
Phil Merriam	Member
Elizabeth Toby	Member
Eugene M. Freeman	Member
Alascal Wisner	Member
Eric Giko Pres. Ex-Officio	Member

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