

The By-Laws as amended on August 30th, 2021

GYABOLANDERS & Friends-US, INC.

BY-LAWS

ARTICLE I: NAME, PURPOSE

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Section 1: The name of the Organization shall be known as Gyabolanders & Friends-US, INC. (Formerly known as Gyabolanders-US, INC.)

Section 2: **Gyabolanders & Friends-US, Inc.** is a not-for profit Organization whose purpose shall be to promote social, economic and educational initiatives to uphold the spirit of Gyboland among the members of the Organization and the descendants of Gyboland. The purpose is to organize activities and projects pertaining to the improvement of education; to provide scholarships to deserving and suitably qualified students that meets the Organization criteria; to organize and implement programs aim at promoting fellowship, outreach and unity amongst members of the association; conduct research through informational workshops on the history of Gyboland in an effort to educate members, and their community; to foster partnership with other Humanitarian organizations in the USA in order to contribute to the efforts of enhancing quality of education, hence quality of life; and to cultivate relationships between Gyabolanders at home and abroad appointed liaisons to establish a bridge between the association and Gyboland;

ARTICLE II - MEMBERSHIP AND DUES

Section 1: Application for Membership to Gyabolanders & Friends-US, Inc. is open to any person who is a descendant of Gyaboland, their family, and friends of Gyabolanders residing in the USA.
Honorary membership is open to anyone committed to the purposes of the Organization. Honorary members are eligible to vote at Conferences, or hold certain specified elected offices in the Organization. Honorary members may hold appointed offices in the Organization such as the Executive Board. However, only descendants of Gyaboland or their family members such as husbands, wives, children (including adopted), may hold the positions of President, First and second Vice Presidents. Each member of the Organization, including honorary members shall pay an Annual Membership due of \$60 payable in full by June December 31st of each calendar year. Members who complete payment of their annual dues, pledge to the Organization and registration fees during the Annual Conference shall be considered members in good financial standing. Only members in good financial standing at the Conference are eligible to hold office and vote as provided for in the Constitution and the By-laws.

ARTICLE III: THE CONFERENCE

- Section 1: The Conference is the highest constitutional, legislative, policy-making and decision-making body of Gyabolanders & Friends-US, Inc.
- Section 2: Decisions of the Conference shall be made by a simple two third majority vote of the Conference.
- Section 3: The Conference shall meet once a year, and shall constitute the deliberative body of the association for making and reviewing policies, receiving financial and other reports, reviewing and approving budgets, and amending the Constitution and By-Laws as necessary from time to time.
- Section 4: The Conference shall establish a budget for the ensuing fiscal year, define annual goals and objectives of the Organization, establish annual dues of members, and annual Conference registration fees.
- Section 5: The Conference shall hold elections for Officers once every two (2) years
- Section 6: All members of Gyabolanders & Friends-US, Inc., as defined in the Constitution and By-laws, who are in good financial standing, as defined in the Constitution and Bylaws, shall be considered delegates to the Conference and have full voice and voting status. Voting for Officers of the Conference shall be by Secret Ballot. Only members physically present at the Conference and in good financial standing as defined in the Constitution and By-Laws shall vote at Conference.
- Section 7: The President of the Organization shall preside over the Conference. The Organization Officers shall serve as Officers of the Conference.
- Section 8: All participants, events, activities and programs of the Conference are subject to review and final approval by the Officers of the Organization. The President shall be responsible to ensure that the various events and activities of the Conference are appropriately implemented.

ARTICLE IV: THE BOARD OF DIRECTORS

- Section 1:** *The Board shall* comprise of an odd number of nine (9) persons defined as four (4) active individual members of the Organization in good standing elected by the Conference, President of the Organization who will serve as the Secretary to the Board; four (4) prominent individuals of varied professional backgrounds and possessing a wide array of experiences who are not necessarily descendants of Gyaboland, but are honorary members.
- Section 2:** Board Officers - There shall be four officers of the Board consisting of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The officers shall be elected by the Board at the July Annual Board Meeting after the other members are seated. The presence of a simple majority shall constitute a quorum at all meetings of the Board of Directors.
- Section 3:** The Executive Board shall promulgate the decisions emanating from the Conference into policies and programs for implementation by the Organization;
- Section 4:** The Executive Board shall manage the affairs of Gyaboland & Friends-US, Inc. between Conferences, consistent with the Constitution and By-laws.
- Section 5:** All actions of the Executive Board are subject to review by the Conference, should the Conference elect to conduct such a review. In the event the Conference decides to review an action of the Executive Board, the Conference may affirm the action, reverse the action or modify the action.
- Section 6:** Special meetings of the Executive Board may be held via electronic medium, and may be called by the Executive Board Chair, or by the Association President, or on request of any five members of the Executive Board. The Executive Board will also have three (3) scheduled electronic meetings per year.
- Section 7:** Notices of electronic meetings shall be sent by electronic means, and contain the date, time, call-in number/Webinar address, and purpose for which the meeting has been called.
- Section 8:** Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

ARTICLE V: POWERS AND DUTIES OF OFFICERS

Section 1: Officers of the Organization shall be elected to hold office for a term of two years and cannot be reelected for more than two consecutive terms for the same office. An Officer who has already served two terms in an office may be elected again to that office only after a lapse of two years.

Section 2. The President of shall preside at all meetings of the Organization and of the Board of Directors, and shall perform all the usual duties delegated to this office, with such other duties as may be prescribed by the Board of Directors. In order to carry out his or her duties, the President shall take care, and with due diligence act on behalf of the Organization in a manner that is consistent with the laws, the Articles of Incorporation, the Constitution and By-laws and the decisions of the Conference. The President shall preside over the Conference and the Executive Board Meetings. The President shall ensure that periodic financial reports to members of the Organization is provided; and that statements and filings required by the Internal Revenue Service and/or the state of incorporation are completed and filed in a timely fashion

Section 3. The First Vice President for Programs shall assist the President in the administration of the Organization. He or she shall carry out his or her duties and responsibilities as provided for under these Constitution and By-laws. The First Vice President for Programs shall be responsible for planning, organizing, coordinating and implementing projects and programs of the Organization, shall coordinate Conference planning with the host members, and shall serve as chair of Conference planning for the Organization. The First Vice President for Program shall serve as Chair of the Conference Committee whose members shall consist of those in the region and the officers of the Organization. The Conference committee shall submit its actions, decisions, and reports to the President for information purposes.

Section 4. The Second Vice President for Membership and Public Relations shall assist the President in the administration of the Organization. He or she shall carry out his or her duties and responsibilities as provided for under these Constitution and Bylaws. The Second Vice President for Membership and Public Relations shall be responsible for supervising and coordinating the expansion and growth of the membership of the Organization, maintain national membership rolls and manage the public relations of the Organization. The Second Vice President for Membership and Public Relations shall serve as Chair of the Membership Committee of the Organization whose members shall be appointed by the President. The Membership Committee shall

submit its actions, decisions, and reports to the President for due consideration and action.

Section 5. The Secretary shall be responsible for recording and maintaining records of all proceedings of the Conference and for maintaining all official correspondence and documents of the Organization. The Secretary shall ensure access to members of all official documents of the Organization through the Web Site or other electronic means. The Secretary shall assist the President in the administration of the Organization as directed by the President and shall carry out such other duties as may be assigned by the President. The Secretary shall carry out his or her duties and responsibilities as provided for under these Constitution and By-Laws.

Section 6. The Treasurer shall have authority over the fiscal and financial matters of the Organization, and shall maintain a general ledger or spreadsheet of the accounts of the Organization. The Treasurer and Financial Secretary shall jointly complete periodic financial reports, statements and filings required by the Internal Revenue Service and/or the state of incorporation, and file same in a timely fashion. The Treasurer and Financial Secretary shall jointly provide a quarterly Financial Report for the Executive Board and the Organization. The Treasurer shall also perform the following other duties including: i) receive all monies of the Organization and promptly deposit the sum in the name of the Organization into an account or accounts in a bank or trust company approved by the Executive Board; ii) the Treasurer and Financial Secretary shall jointly prepare and present an Annual Financial Report, including income and expense statements to the Conference. Assume such other duties as may be assigned by the President or the Executive Board and/or the Conference. The Treasurer shall carry out his or her duties and responsibilities as provided for under these Constitution and By-laws.

Section 7. The Financial Secretary shall have authority over the financial records and financial documents of the Association, and shall coordinate with the Secretary and Treasurer to ensure members' access to the financial records and documents. The Financial Secretary shall maintain all records regarding the financial circumstances of the Association, including but not limited to financial reports, bank statements, receipts and disbursements, and accounts payables and receivables. The Financial Secretary shall perform reconciliation of all account statements, including bank accounts, monthly, quarterly and annually. The Treasurer and Financial Secretary shall jointly provide quarterly Financial Reports to the Association. The Treasurer and Financial Secretary shall jointly prepare and present an Annual Financial Report, including income and expense statements to all members of the Association at the Conference.

The Financial Secretary shall carry out such other duties as may be assigned by the President, the Executive Board and the Conference. The Financial Secretary shall carry out his or her duties and responsibilities as provided for under these Constitution and By-laws.

Section 8. The Chaplain shall be concerned with matters of the spiritual growth, development, fellowship and benevolence of the Organization and its members. The Chaplain shall assist the Vice President for Membership and Public Relations with the expansion and growth of the membership of the Organization. The Chaplain shall such perform other duties as assigned by the President, the Executive Board, or the Conference. The Chaplain shall carry out his or her duties and responsibilities as provided for under these Constitution and By-laws.

ARTICLE IX: ABSENCE, RESIGNATION, OR DEATH OF AN OFFICER

Section 1. The First Vice President for Programs shall act as President in the absence of the President. The First Vice President for Programs shall assume the duties of President in the event of the resignation, impeachment or death of the President, and complete his or her unexpired term.

Section 2. The Second Vice President for Membership and Public Relations shall act as President in the absence of the President and the First Vice President for Programs. The Second Vice President for Membership and Public Relations shall assume the duties of President in the event of the resignation, impeachment or death of the President and the First Vice President for Programs Chair, and complete his or her unexpired term.

Section 3. In the event, an Officer does not have an assistant as provided for under the Constitution, the President shall request any other Officer to act for the Secretary, Treasurer, Financial Secretary or Chaplain in the event of his or her absence.

Section 4. In the event of the resignation, impeachment or death of an Officer other than the President, the President shall convene a Special Meeting of the Executive Board by teleconference within 30 days of the event for the purpose of electing a member to complete the term of the affected Officer, which must be stated in the citation to the meeting.

Section 5. The President shall nominate a member of the Organization qualified to hold office under the Constitution for the vacant position, and shall present a written consent from the nominee indicating their willingness to hold office if the nominee is not present at the Special Meeting of the Executive Board. The nominee shall provide written or verbal consent if present.

Section 6. The election shall be by two-third majority of the Executive Board. In the event the Executive Board declines to elect the nominee of the President, members of the Executive Board may nominate a member or members qualified to hold office under

the Constitution for the position. A nominated member must give consent to be elected in person if present, or in writing if absent.

Section 7. Pursuant to Article VI (C) of the Constitution, any action by the Executive Board under this provision is subject to review by the next Conference should it elect to do so.

Section 8. In the event the Conference reverses the action of the Executive Board, election for the vacant office shall be conducted by written ballot at that Conference for a member to complete the term of the affected office. Nominations shall be made from the floor.

Section 9. No action under this provision of the Constitution shall extend a term of office beyond the term of a regularly scheduled election as provided for under this Constitution.

Section 10. Election to office under this provision of the Constitution shall not be calculated as part of the term limits provided for in the Constitution.

ARTICLE X: EXPENDITURE AND BUDGET

Section 1. The fiscal year of the Organization shall be January 1 to December 31.

Section 2. The President and the Treasurer shall submit an annual budget to the Conference for its consideration and action for the operation of the Organization and direct expenditures to support the initiatives/programs of the Organization.

Section 3. Funds, Net Earnings, Receipts and Monies

(i) All funds, net earnings, assets, receipts, and monies of Gyaboland-USA, Inc. shall be used solely and exclusively for the benefit of the Organization programs and initiatives.

(ii) No part of the net income or earnings, assets, receipts, of the Organization shall inure to the benefit or profit of any individual member, or any director or officer of the Organization. No director, officer or member of the Organization shall receive or be lawfully entitled to receive any pecuniary benefits from the operation thereof except as reasonable compensation for services to or for the Organization.

ARTICLE XI: COMMITTEES

Section 1. There shall be various standing committees whose purpose and activities shall support the purpose and goals of the Organization.

Section 2. The President with the agreement and support of the Board of Directors shall appoint the Chairperson of the various committees who shall elect or appoint the members

and fix the size of the committee. The committee chairpersons shall hold office for two years or until a successor is appointed. Chairpersons need not be members of the Board of Directors. Members of the standing or special committees need not be members of the Board of Directors, unless otherwise provided in the bylaws.

Section 3. Public Relations Committee

The Public Relations committee shall engage in activities which shall further the image, goal and purpose of the Organization. Under the supervision of the President, the public relations committee will upgrade and maintain the website www.gyaboland.org

Section 4. Fund Raising Committee

This committee shall have primary responsibility for identifying and engaging in fund raising activities, and procuring funds to further the goal, purpose and stability of the Organization.

Section 5. By-Laws Committee

This committee shall have primary responsibility for development of the Organization By-Laws, assure annual review and recommend to the Conference, Organization Leadership, and Board of Directors amendments or revisions.

Section 6. Finance Committee

A Finance Committee of three or more members is established. It prepares the annual budget, reviews during the year the Organization's compliance with the budget and ensures that the expenditures of the Organization are in accord with the goals of Gyabolanders & Friends-US, Inc. The committee should present the budget to the third board meeting for review and approval.

Section 7. Ethics Committee

Ethics Rules: The Officers of the Organization and Board members of Gyabolanders & Friends-US, Inc. shall carry out their duties and responsibilities always mindful of the goals of the Organization. They are duly bound to avoid any conflict of interest. They are prohibited from seeking personal benefits as the result of activities of the Organization.

Ethics Committee: An Ethics Committee consisting of three board members is established. The Committee will meet at least once in a year. Any officer or board member may refer to the Committee for review and action on any ethic matter relating to another member of the Organization leadership.

The Ethics Committee has full discretion to decide any matter before it as it deems proper. In the event the sanction is the dismissal of an officer or board member, the decision must be unanimous by all the other members of leadership including board members.

Section 8. Fiduciary Committee

The Committee of at least three (3) members will meet at least twice a year, to establish and review the budget and expenditures, to ensure that they are consistent with the By-laws and goals of Gyabolanders & Friends- US, Inc.

Section 9. Liaison Committee

Liaison Committee: A Liaison Committee of three members is established. Its activity is to ensure that the relationships with non-profit institutions and organizations which support educational initiatives conducted in accordance with the goals of Gyabolanders & Friends-US, Inc.

Section 10. Nominating Committee

This Committee has primary responsibility for identifying, recommending and presenting to the Leadership and Board, a slate of appropriate candidates to be considered for open Leadership and open Board positions. The presentation may include in-person introduction of perspective candidates. The committee shall prepare the slate of candidates four (4) weeks in advance of elections. Additionally, this committee shall oversee elections including the development of ballots, coordinate voting, tally votes and announce voting outcomes. The President shall appoint the nominating committee and designate its chairperson eight (8) weeks in advance of elections.

Section 11. Sponsorship Committee

This Committee shall have primary responsibility for securing sponsors to provide support and aid to the initiatives of Gyabolanders & Friends-US, Inc. The Committee shall maintain a roster of current sponsors. This committee in conjunction with appropriate Standing Committees shall explore and develop avenues to increase access to sponsors.

Section 12. All Committees shall carry out their mandated duties, and perform such other duties as may from time to time be assigned by the President. The Committees' Chairpersons are accountable to the President of the Organization and the Board for the activities of their committee.

ARTICLE XII: Chapters

Section 1. The Organization shall accept under its umbrella chapters located at various sites. These chapters shall be under the jurisdiction of the parent Organization and shall be subject to governance and oversight by the Organization leadership and Board of Directors. Each chapter shall have officers who shall provide guidance and direction to its membership.

ARTICLE XIII: Amendments

Section 1. The By-Laws of this Organization may be amended or changed by a two-third majority of the Conference, Leadership and Board of Directors during the annual conference. The Board shall set forth the substance of the proposed amendment or change.

ARTICLE XIV: Miscellaneous

Section 1. The Organization Leadership and Board of Directors shall have the authority and the right to exercise all powers necessary or convenient to affect any and all purposes for which the Organization is formed.

Section 2. The Organization shall have perpetual duration.

Section 3. Sponsors are defined as any persons or organizations who commit to annual support and sponsorship of an initiative of Gyabolanders & Friends-US, Inc.

Section 4. Donors are defined as persons or organizations that from time to time provide support or assistance which furthers the Organization's mission.

Section 5. Volunteers are defined as any individual or organization that assists with various activities in support of the Organization.

Section 6. Advisors are defined as any individual or organization that provides knowledge, guidance or support which advances the mission of Gyabolanders & Friends-US, Inc.

Section 7. The Organization shall have a Seal that shall bear upon its face, the name of the Organization, and the year of incorporation in the State of New York.

ARTICLE XIV: Dissolution

Section 1. In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the association is then located, exclusively for such purposes or to such association or associations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amendment(s) to Gyabolanders Bylaws

Pursuant to ARTICLE XIII: Amendments, The conference the highest constitutional, legislative, policy-making and decision-making body Gyabolanders, proposed and ratified a change of Article I, Section1 of the organization Bylaws.

Amendment 1 – Change of Name

The name of the Organization has been amended from “**Gyabolanders-US, INC.**” to “**Gyabolanders & Friends-US, INC.**”

Amended and adopted on August 30th, 2021 at the general meeting of the organization.

Revised By-Laws Committee

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