

***Constitution and By-Laws
Of the
NIAO Development Association in the Americas, Inc.***

PREAMBLE

Realizing the felt need to associate and identify with one another and with other Niao Clan members wherever they may be as having common geographic and ethnic origin;

Realizing that with common and frequent association with one another so as to develop strong socio-ethnic concern for each other and our kinsmen, we would enjoy the security and benefits that said union can afford us,

We, bona fide Liberian citizens originating especially from Niao Clan, Grand Gedeh County, Republic of Liberia, and residing in the United States of America, have on our own free will agreed to organize ourselves into an association to be known and styled the Niao Development Association in the Americas, Inc.

GOALS

The goals of the Niao Development Association in the Americas, (NDAA) hereinafter known as the Association, shall be:

1. To promote unity, cooperation, meaningful development, concern and understanding amongst its members;
2. To act in ways and manners that will bring about the same unity, cooperation, concern and understanding and development amongst all Niao kinsmen in particular and Grand Gedeans as well as Liberians in general; and,
3. To undertake any activity aimed at achieving the above and other goals that the Association may from time to time deem necessary.

ARTICLE I: NAME

Section 1:

The name of the Association shall be known and styled the Niao Development Association in the Americas, Inc.

Section 2:

The Niao Development Association in the Americas shall be a not-for-profit, non-political and non-religious association that shall be democratic in structure and professional in nature, organized under the laws of the State of Illinois.

ARTICLE II: MOTTO

The motto of the Association shall be:

TEE NYE-NEE (the time has come)

ARTICLE III: MEMBERSHIP

Section 1:

Any person of Niao ethnic origins from Grand Gedeh County, Republic of Liberia who is residing (living) in the United States of America, Canada, and anyone who agrees with the By-Laws and Constitution of this Association is eligible for membership into the Association.

Section 2:

All members shall pledge allegiance to the Association as follows:

I -----, the undersigned, sincerely and solemnly pledge that I will abide by the By-laws and Constitution of the Association and duly and fully carry out the duties and responsibilities as member to the best of my abilities. And for so doing, may the Almighty God help me.

Section 3:

This allegiance shall be deemed pledged when a member signs his/her name in the blank provided in the pledge. Said pledge, when duly signed, shall be filed in the archive of the association.

Section 4:

All members shall, upon pledge of allegiance to the association, pay membership fee of five dollars into the treasury of the Association.

Section 5:

There shall be honorary membership into the Association. Said honorary membership shall be conferred on those the Association deems worthy of such membership based on their interest and concern expressed through contributions to the Association.

Section 6:

Two consecutive absences from annual conventions without written excuse shall immediately deprive any member of full membership status, and said member shall be placed on the inactive list.

ARTICLE IV: BOARD OF DIRECTORS

Section 1:

Any member of the Association, other than honorary member, is qualified to become member of the Board of Directors.

Section 2:

A nominee for the Board of Directors shall be a voting member of the Niao Development Association in the Americas, Inc. and shall have attended two successive Conventions/Annual General Meetings with good membership standing record exception of the first Board election.

Section 3:

The Board of Directors shall comprise of five (5) persons including the Chairman of the Board.

Section 4:

Each elected director shall serve for three years and six

months and may serve for two successive terms if re-elected.

Section 5:

Each Board of Directors shall be elected by the voting members present at a Convention/Annual General Meeting.

Section 6:

Any vacancy occurring in the Board of Directors shall be filled by a member of the Association who is elected by a majority vote of the Executive Committee to complete an unexpired term of the departed member.

Section 7:

The Board of Directors is responsible for formulating the personnel policy of the Niao Development Association.

Section 8:

The Chairman of the Board of Directors may call an emergency meeting of the Board of Directors if he/she deems it necessary, specifying, therefore, the reason for calling such a meeting.

Section 9:

The Board shall formulate rules and regulations for its own governance, provided they do not contravene the Constitution of the Association.

Section 10:

The Board shall have the following powers:

- a) To review the policies and the programs of the organization;
- b) To give advice to the Executive Committee in the conduct of the affairs of the organization;
- c) To be responsible for all of the properties of the organization, including the holding of titles and deeds;
- d) To conduct an annual audit of the finances of the organization; and
- e) To perform all other duties delegated to it by the General Body.

Section 11:

No publication may be published and disseminated without prior approval of the Board of Directors or a committee designated by the Board.

Section 12:

All resolutions of the Board of Directors shall be taken with a simple majority of the votes of the Board members present.

Section 13:

The Board of Directions shall be responsible to conduct all impeachment proceedings.

Section 14:

A member of the Association must have acquired the age of sixty (60) years in order to be qualified for membership on the Board of Directors.

ARTICLE V: OFFICERS

Section 1:

Officers of the Association shall be:

1. President
2. Vice President
3. General Secretary
4. Treasurer
5. Financial Secretary
6. Chaplain

Section 2:

All officers shall be elected and hold offices for three conservative years and may be re-elected for another three-year term. No member shall hold office for more than two conservative terms.

Section 3:

By majority vote, the Association may create additional elective and appointive offices should the need arise.

Section 4: Elections Fees

Aspirants for elected posts in the Association shall pay into the Treasury the following election fees:

Board Member	\$125.00
President	\$100.00
Vice President	75.00
General Secretary	50.00
Treasurer	25.00
Financial Secretary	20.00
Chaplain	10.00

ARTICLE VI: QUALIFICATIONS OF OFFICERS

Any full member of the Association shall be eligible to hold any office in the Association. Full membership is hereby defined as a member who is in good financial standing or who has met all financial obligations and has not missed two conventions/annual meetings consecutively without written excuse.

Article VII - Local Chapters

Section 1:

Establishment and Operation

- a) The Association shall encourage the organization of local Niao Development Associations chapters throughout the Americas.

- b) A local Niao Development Association chapter may be established in any state where there are ten (10) or more Niao.

- c) Each chapter shall be required to submit to the National Administration a copy of its constitution upon which recognition will be based.

ARTICLE VIII: DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 1:

The President of the Association shall:

- a) Be the Chief Executive Officer of the Association;
- b) Preside at all meetings of the Association and be responsible for its day-to-day activities;
- c) Shall have the power to appoint all non-elective officers of the Association;
- d) Shall call special meetings of the Executive Committee;
- e) Shall cast the decisive vote in the case of a tie vote;
- f) Shall have call meetings whenever necessary in the interest and benefit of the Association; and
- g) Shall appoint all committees and be Chairman Ex-officio of all committees except for the Executive committee for which he/she is Chairman.
- h) Shall appoint election commission with approval of the Board of Directors

Section 2:

The Vice President shall:

- a) Be the Chief Lieutenant of the President;
- b) Perform duties delegated to him/her by the President; and
- e) In the absence of the President, preside at all meetings and execute all duties of the President.

Section 3:

The General Secretary shall:

- a) Take minutes and keep accurate records of the Association;
- b) Issue notices and citations in advance to members for all meetings to be held;
- e) Shall be the chief custodian of all records of the Association.

Section 5:

The Treasurer shall:

- a) Be the chief custodian of all the Association's funds;
- b) Disburse said funds as may be authorized by the president from time to time upon the approval of the Executive Committee. In the absence of the Treasurer due to any incapacitation to perform, the president may appoint an equally qualified member of the Association to act.

Section 6:

The Financial Secretary shall:

- a) Be responsible to collect all financial dues, fines, and funds of the association and report/turn over same to the Treasurer;
- b) Keep accurate records of all such monies collected and make the

records available in time of financial accountability.

Section 6:

The Chaplain shall conduct all religious activities of the Association such as opening and closing prayers whenever the association convenes.

ARTICLE IX: RESIGNATION

Section 1:

Any officer of the Association wishing to resign from his/her office and or the association shall inform the Association in writing and said letter shall be read at any regular meeting.

Section 2:

Upon acceptance of the resignation, said officer will be required to promptly transfer to his/her successor or any member designated by the President, all properties of the Association in his/her possession. Failure to comply anytime before a pending convention of the Association will leave the Association with no other alternative but to take the necessary legal action to retrieve whatever properties said member resigning might have in his/her possession.

ARTICLE X: STANDING COMMITTEES

The Association shall have the following standing committees as follows:

- a) Executive Committee
- b) Membership Committee
- c) Ways and Means Committee
- d) Development Committee

Section 1: Executive Committee

This committee, chaired by the President, shall be composed of the officers of the Association, and shall be charged with the responsibilities of planning, organizing and coordinating the overall activities of the Association. However, all policy decisions that may bind the Association directly or indirectly or affect its interests, goals and objectives shall be submitted to the Association in convention or at special call meeting for review, scrutiny and possible approval.

Section 2: Membership Committee:

This shall create database for all members of the association; help form new chapters in states with ten or more members; make membership ID cards and constantly update membership records.

Section 3: Ways and means Committee:

This committee shall be responsible for raising funds for the association by

- a) planning and executing all social activities of the association;
- b) Coordination of all relief programs.

Section 4: Development Committee:

This committee shall be responsible for all development programs by analyzing and implementing development programs and making appropriate recommendations to the executive committee for approval

Section 5: Special or Ad hoc Committee:

This committee shall create an additional committees as need arises and the President shall appoint such committees with the approval of the Board of Directors. Such committee(s) may be named as appropriate and the duration of its existence shall be determined by the authorized body.

ARTICLE XI: FUNDS

Section 1:

As means of generating funds for the implementation of anticipated projects, the development and ways & means committee shall from time to time make recommendations to the executive committee to generate a special fund for undertaking projects as well as \$5.00 monthly dues shall be paid by each member of the Association. Any member who is not in good financial standing shall not enjoy full membership status in the Association which includes but is not limited to ineligibility to vote or stand for election.

Section 2:

A member is not in good financial standing when he/she is in arrears of payment of any dues or levies spanning one calendar year.

Section 3:

Other dues or special levies as may be deemed necessary by the Association shall be approved and passed on by a simple majority vote of the members sitting.

Section 4:

All funds received by the Treasurer or any other member designated to receive funds on behalf of the Association shall be deposited in a reputable financial institution to be decided upon by the Association.

Section 3:

The Association shall maintain both savings and checking accounts.

Section 4:

The withdrawal of funds, when properly authorized by the Executive Committee, shall require two out of three signatures of the President, the General Secretary, and the Treasurer.

Section 5:

The Association shall use its funds for the benefit of its members in keeping with the Association's goals and objectives. However, upon the dissolution of the Association for whatever reasons, all assets and monies shall be donated to other non-profit organizations with membership of same or similar origins.

ARTICLE XII: ELECTIONS & INSTALLATIONS

Section 1:

Elections of officers of the Association shall be conducted by a three-man election commission to be appointed by the General Body in Convention. The Commission stands dissolved upon completion of the elections for which it was elected by the Body. Any matters arising out of the activities of the Commission shall go before the Board of Directors. If unresolved by the Board, said matters shall go before the Body in convention for resolution under the Chairmanship of the Chairman of the Board.

Section 2:

General elections and installations shall be held during an annual convention/meeting of the Association during the last year of each term of office. It shall be the responsibility of the current administration to solicit for the installing officers of the incoming administration.

ARTICLE XIII: MEETINGS & QUORUM

Section 1:

A regular meeting of the Association to be termed a Convention shall be held every year at a venue to be decided at a previous meeting/convention. All members of the Association are expected and must attend the annual convention.

Section 2:

The President of the Association, by advice and consent of the executive Committee, can call an emergency meeting of the entire Association when necessary.

Section 3:

A simple majority of the membership assembled at a convention/meeting shall constitute quorum to conduct of business. However, membership to conduct business must not be less than two-third of the entire members present.

Section 4:

The executive committee of the Association may meet as it sees fit for the running of the association. However, all policy matters dwelled on by the Executive committee must be ratified at the next annual convention in order to have continuous binding effect on the association.

ARTICLE XIV: IMPEACHMENT

Section 1:

The President or any elected officer of the Association shall be impeached or removed from office whenever found guilty of gross mismanagement of the Association's funds, inability to control the affairs of the Association or for committing misfeasance, malfeasance, and/or nonfeasance.

Section 2:

Impeachment shall be by a 2/3 majority of the entire membership present at an annual convention of the Association.

ARTICLE XV: AMMENDMENTS

Section 1:

A request for amendment to any portion of this By-laws and constitution shall be made in writing and addressed to the president. A two-third-majority vote of all members present at the Convention.

Section 2:

The Executive Committee of the Association may meet as it sees fit for the running of the Association. However, all policy matters dwelled on by the Executive committee must be ratified at the next annual convention in order to have continuous binding effect on the association.

ARTICLE XVI: BY-LAWS

Membership Rights

Section 1:

Every full member of good standing within the Association shall have the right to debate and discuss freely any issue before the Association, enjoy all privileges appertaining to membership into the Association, and maintain and protect all standards of the Association.

Section 2:

Any member who is one year in arrears for dues, levies and the like shall be considered a member not in good standing; he/she shall be denied the right to vote and hold office.

Section 3:

Arrears as mentioned above shall be understood to include annual dues and taxation, and all other levies as the Association may approve.

Administration

Section 1:

The supreme executive powers of the Association shall be vested in the President who shall have the right to call a special called meeting at any time to discuss pertinent issues and policies of the Association

Section 2:

The absence of any officer for two consecutive meetings, whether regular or called, shall cause his/her position to be deemed vacant. A successor shall thereafter be appointed by the President to finish the un-expired term of said officer.

Section 3:

All business transacted at any meeting shall be binding provided that such business shall not be in conflict with the constitution and by-laws.

Section 4:

The Association shall be governed in all its deliberations by parliamentary procedures

Section 5:

Information/communication, i.e. citations, notices, letters, etc. are deemed sent when delivered/transmitted to and by the usual conventional means, i.e. the postal system, e-mail.

Section 6:

The Association shall hold its annual convention every year on the second Thursday in August and the venue shall be decided during the previous national convention by democratic process (voting of the membership in convention).

Order of Business

The order of business of the Association shall be:

1. Calling meeting/convention to order
2. Devotion by the Chaplain or Designate
3. Reading of minutes for discussion and adoption
4. Matters arising from the Minutes
5. Unfinished business (from previous meeting)
6. New Business
7. Next venue
8. Adjournment

This constitution is drafted for approval and adoption at the 2010 Annual Convention held in Philadelphia, Pennsylvania, United States of America August 12 - 15, 2010.

CONSTITUTION COMMITTEE MEMBERS

1. Joseph Quedee Solo
2. Beatrice Hansford-Swen
3. Gaye D. Sleh, Jr.
4. Charles Breeze, Jr.

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NAIO DEVELOPMENT ASSOCIATION
IN THE AMERICAS**

AUGUST 2010

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