

Liberian Association of Hamilton and Niagara
(LAHN)

Constitution

Prepared: December 2018

Amended: February 6th, 2020

CONSTITUTION OF LAHN

DECLARATION OF ESTABLISHMENT

PREAMBLE

WHEREAS we, as a concerned group of Liberian Canadian citizens residing in Hamilton, Niagara region and adjacent cities up to Brampton, irrespective of our religious and political ideology, gender identity or ethnicities.

DETERMINED to promote the positive image and common values of Canada and Liberia and foster cooperation between our two nations, cultures, and people.

RESOLVED to ensure cooperation between our community and the broader Canadian society through active engagement and participation in community-building initiatives.

REALIZING the urgency to build a vibrant and thriving Liberian diaspora community and forge inter-beneficial partnerships that focus on passing a legacy to future generations to come.

DO HEREBY organize and incorporate ourselves into a non-governmental, not-for-profit Corporation to be known and styled: **LIBERIAN ASSOCIATION OF HAMILTON AND NIAGARA (LAHN)**.

ARTICLE I

Section 1. NAME

The name of this organization shall be the Liberian Association of Hamilton & Niagara region; henceforth, it shall be referred to as LAHN and associated with the Liberian Association of Canada.

Section 2. ADDRESS and HEAD OFFICE

The address and head office shall remain in the Hamilton municipality.

Section 3. AIMS, OBJECTIVES, and MOTTO

The aims of this organization are to:

- a) Promote learning and cultural activities in the communities;
- b) fostering peace, unity, transparency, and harmony;
- c) Ensure cooperation between our community and the broader Canadian society;
- d) Empower the community through sustainable human development programs; and,
- e) Serve the interests of Liberia and Canada.

Section 4. The objectives of LAHN are to:

- a) Help newcomers integrate into our communities;
- b) Provide the necessary education and tools;
- c) Build strong networking partners in our society;

- d) Engage in fundraising activities to execute our projects;
- e) Provide satisfactory social and recreational activities; and,
- f) Promote high standards in moral values.

Section 5. **The Motto** of LAHN shall be as follows:

Unity, Peace, & Development.

Section 6. **The Seal** of LAHN

The organization's Seal shall be kept by the president from time to time, unless the membership decides otherwise. The validity of any corporation's document is ensured by the seal of the organization.

Section 7. **The Financial year**

The financial year shall start from January 1 to December 31 of each year.

Section 8. **The Organization's Bank account and Signing Officials**

- a) The organization shall open and maintain a bank account with any financial institution in Canada for the conduction of cooperation business from time to time.
- b) The only cooperation members authorized to use their signatures for organization business are as follows (except as noted elsewhere in the Constitution):
 - i) Checks drawn upon the funds of the organization shall require the signatures of the Financial Secretary and the President or the Vice-President;

ii) Withdrawal of any other organization funds from the repository shall require two (2) Signatures: Financial Secretary and the President or Vice-President;

iii) Any document committing the cooperation to a plan of action requires two (2) signatures, a member of the board with temporary authorization of the Board of Directors and the President or Vice-President;

iv) In any financial matters, if there are only two (2) officials required as signatories, it shall be the Financial Secretary and the President or vice-president; and,

v) Signatories of the organization's account shall not be related by marriage, blood, or cohabitation.

ARTICLE II

MEMBERSHIP Qualifications

Section 1. Membership of LAHN shall be inclusive of Liberians and non-Liberians.

There shall be two (2) classes of membership in this corporation consisting of:

A) Class A (Full Membership)

All members under this class shall have the exclusive rights, obligations, and privileges to contest for any elected office provided that he/she lives within the geographic boundaries of the organization (Hamilton, Niagara region, and cities up to Brampton); and

B) Class B (Affiliate Membership)

A class B membership is given to anyone who is of non-Liberian descent. It shall be granted to individuals and organizations that support the objectives, programs, and activities of the association. All associate members can witness/or supervise the voting activities but are not eligible to vote or run for office.

Section 2

- a) Any registered and dues-paying member who has resided for a year or more in article ii, section 1, (a) is qualified to run for office; and,
- b) Membership shall be voluntary, and withdrawal of membership shall also be voluntary unless otherwise determined by the organization.

Section 3. FEES and DUES

- a) All members shall be duly registered and must pay monthly or yearly dues and charges as may be from time to time to be active.
- b) There shall be two (2) categories of age-grouping for the payment of dues, and they are:

AGES 18- above
\$ 15.00 monthly

EXCOS
\$25.00 monthly

- c) No individual shall hold more than one position or membership: and,
- d) All members present at a meeting or election may have the right to vote if he or she is in sound financial standing with LICOHN.

Section 4. TERMINATION and REINSTATEMENT of MEMBERSHIP

a) Causes of termination. The membership of a member shall be terminated upon the occurrence of any of the following events:

i. The resignation of a member.

ii. Non-payment of dues by a member or officer shall be considered equivalent to a resignation, i.e., the name will be dropped from the membership rolls unless extenuating circumstances are given or known.

iii. All rights of membership ceases upon a member's death; and,

iv. No member may transfer a membership.

Section 4. **REINSTATEMENT of MEMBERSHIP**

In the event any member drops out or is expelled from the society for a period of one year or more and wishes to rejoin, he may rejoin the organization. At the discretion of the two-thirds (2/3) of a full membership's Conference or Annual meeting, full former membership rights and privileges may be reinstated. No cancellations or refund of dues shall be paid if a member resigns before the close of his membership year

ARTICLE III

Section 1. **MEETINGS of MEMBERS**

a) The sessions of the membership shall be held at any place within the cities of Hamilton and Niagara region; unless in the absence of any such designation, members' meetings shall be held at the principal office of the organization.

b) There shall be a general monthly meeting on the last Sunday of each month.

c) The organization, at the end of LAHN's financial year, shall have an annual conference for the executive officials to give a full account of financial records or audits and other reports of LAHN's standings over the year in review and,

d) A special or emergency meeting of the members for any lawful purpose may be called at any time by any of the following:

i. The Board of Directors.

ii. The President; or,

iii. Twenty-five percent (25%) or more of the membership.

Section 2. Notice of Members' meetings

a) All notices of meetings shall be sent, or otherwise given not less than seven (7) days unless it is an emergency meeting; and,

b) Notice of any meeting of members shall be given by the following means:

i) in person, i.e., by citation, by email, by mobile phone, i.e., text message, or by written communication.

Section 3. Absentee Voting

There shall be no absentee voting from time to time.

Section 4. Quorum

a) The quorum for a meeting shall be one-fourth (1/4) of the total voting members present, which may constitute a quorum for the transaction of business at a meeting of the members.

Section 5. Adjournment of Meeting

a) Any membership meeting, annual conference, special or emergency meetings, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting bodies represented at the meeting.

Section 6. Eligibility to vote

a) The members eligible to vote shall be those members defined in Article II, section 1, (a); section 2, (a) and must be age eighteen (18) years old; and,

b) Manner of Voting. Voting may be done by voice, by hand counting, or by a secret ballot from time to time.

Article IV

NUMBER and COMPOSITION BOARD of DIRECTORS

The board of directors of the organization shall consist of no fewer than three (3) and not greater than five (5) directors.

Article V

ELECTION of DIRECTORS

Section 1. ELECTION of DIRECTORS

a) Nominating Committee. The President shall appoint a committee from the membership to select qualified candidates for nomination to the Board of Directors at least three (3) months before the date of any election of directors.

- b) The nominating committee shall not include any person who is serving as an officer or director.
- c) The nominating committee shall make its report at least forty (40) days before the date of election, and the General Secretary shall forward it to each member, with the notice of meeting required.
- d) If there is a meeting to elect directors, then every voting member present at a meeting may place names in the nomination; and,
- e) Candidates receiving the highest votes shall be elected as directors.

Article VI

DIRECTORS

Section 1. Powers of the directors

- a) General corporate powers. Subject to the provisions of the Federation of Canada Not-For-Profit Corporation law and any limitation in by the Articles of Incorporation and these bylaws relating to action required to be proved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of the board of directors.

Section 2. Election, Removal, and Term of Office of Directors

- a) There shall be an election or appointment of a board of director (s) at the first annual meeting or conference in the fiscal year of LAHN.
- b) All members of the board of directors shall hold office for two (2) years, and there is no term limitation to serve on the board.

c) If it is not the case that an annual conference is held at the end of the fiscal year, then the board members are to remain in office until otherwise.

d) The membership of the corporation shall remove any board member with an absolute majority vote, under the condition that he/she is persona non grata to LAHN; and,

e) Anyone who is an elected or appointed official(s) may be expelled from office for failing to attend two (2) consecutive board meetings without extenuating circumstances.

Section 3. Vacancies

a) Any vacancy in the office of the Board of Directors may be filled only in the manner prescribed in Article viii, section 2,

(a), and the vacancy may occur by disqualification, removal, death, or resignation.

Section 4. Place of Meeting

a) The director's meetings shall be held at any location within the political geography of the organization.

b) Managers can choose to meet in person or do a teleconferencing, provided that the majority agrees.

c) The President of LAHN at any board meeting shall serve as the secretary to the board meeting; and,

d) All directors have equal vote and rights.

ARTICLE VII

Section 1. **The Composition of Officials**

a) The executive council shall be comprised of the following:

i. The President; ii. The Vice President; iii. The General Secretary; iv. The Financial Secretary; v. The Treasurer vi. The Public Relations Officer (PRO); vii. Social Director.

Section 2. **The Election and Term of Officers**

a) The officials of the corporation shall be elected at an annual meeting or conference as prescribed in article v, section 1, (c) or unless the board fixed another date and so notified the assembly, and,

b) All Officials shall have four (4) years in office as a term, and there shall be no term limits for an officer.

Section 3. **Removal and Resignation from Office**

a) Any officer under a contract of employment or post may be removed with a cause such as Incapacitated, any criminal offence, bribery, incompetence in office, or financial crime.

b) The vote to remove an Official is two-thirds (2/3) of a majority of the assembly of registered members present at a general or emergency meeting.

c) Any officer may resign at any time he/she chooses to resign if he/she notified the organization by writing and upon the receipt of such communication, effectively, the individual will no longer be an officer; and,

d) Anyone who is an elected officer may be suspended from office for failing to attend two (2) consecutive general meetings without extenuating circumstances.

Section 4. **Vacancies in Officers**

- a) a vacancy may exist in any office because of death, disqualification, removal, resignation, or any other shall be filled only in the manner prescribed in the article. vii, section 1, and,
- b) There shall be a by-election to fill a vacancy when such vacancy exists from time to time in LICOHN.

ARTICLE VIII

Section 1. **The Functions of the Executive Council**

- a) The President Shall:

I. Summon through the General Secretary a general and executive meeting of the organization as may from time to time be necessary.

II. Preside over all general and administrative meetings of LAHN.

III. Authorize the classified correspondence of the organization.

IV. Be responsible for the coordination of the activities of the other members of the executive council.

V. Carry out any other duties whose natures demand the attention of the President's status.

VI. Has the power to implement disciplinary action at meetings and against any erring member (s) of the Association as may be recommended by the Council of Elders and Disciplinary Committee.

VII. Has the power to appoint a committee.

VIII. Be a co-signatory to all accounts of the organization; and,

IX. Serve as the General Secretary to the Board of Directors.

X. Serve as an ex officio member of all ad-hoc and standing committees except the nominating committee and coordinate the work of all officers and committees so that the association's purpose is served.

Section 2. **The Vice President**

b) The Vice President shall:

i. Act according to article viii, section 1 and its subsections above in the case of absence of the President.

ii. Assist the President in all his or her duties, if such task is dedicated to him/her.

iii. Without prejudice to the generality of the preceding, he/she shall assume the Presidency with regards to the discharge of that office during the substantive President's absence, Incapacitation, resignation, removal, or death; and,

iv. Perform any other functions which are reasonably mandated to his or her office by the President.

Section 3. **General Secretary**

c) The General Secretary shall:

i. Be responsible for the Secretariat duties of the organization.

ii. Summon meetings at the instance of the President stating the agenda.

- iii. Keep minutes of all meetings of the Executive and Congress.
- iv. Take action on minutes of such meetings.
- v. Carry out any other duties which are reasonably incidental to his office.

Section 4. **Financial Secretary**

d) The Financial Secretary shall have the following functions and duties as follow:

- i. Keep all financial records (financial statements, receipts, bank book, etc.) properly and updated.
- ii. He/she may issue a receipt to members for the payment of dues, fees and other payment from time to time.
- iii. He/she shall provide the members with a quarterly financial standing.
- iv. Collect all finance and turn it over to the Treasurer the same day for deposit in the organization's account.
- v. He/she may be a signatory to the association's account if three (3) signatures are required otherwise, the other officials.
- vi. Present at each annual meeting of the members of the corporation a comprehensive financial statement including the report of the accountant; sign such papers as may be required by his/her office or as may be directed by the board of directors; and,
- vi. Cooperate with the audit committee in whatever way necessary during that period.

Section 5. **Treasurer**

e) The Treasurer shall:

- i. Receive all monies of the corporation and have custody thereof.
- ii. Deposit the funds of the corporation in one or more banks selected by the board of directors and within the same or next business day.
- iii. keep a full account of all monies received and paid out and make such reports thereof to the membership and the executive council.
- iv. Receive and have custody of all deeds, securities, notes, contracts and other financial papers of the corporation and place them for safekeeping in the safe deposit vaults of a bank designated by the board of directors and under such rules of access as such board of directors shall determine;
- v. He/she shall be a signatory to the association accounts.
- vi. Serve as a member of the financial development committee.
- vii. Be one of the main signatories to the account (s) of the corporation; and,
- viii. Serve as a member of an audit committee to cause the books of account of the corporation to be audited at least once annually by an internal/ external audit.

Section 6. **The Public Relations Officer (PRO)**

f) The Public Relations Officer shall have the following functions:

- i. May design and execute promotional campaigns that involve direct communication with the community, consumers, and shareholders.

- ii. Dealing with enquiries from the public, the press, and related organizations.
- iii. Speaking publicly at interviews, press conferences and presentations; and,
- iv. Organizing promotional events such as press conferences, open days, exhibitions, tours, and visits; and,
- v. He/she shall be responsible for disseminating information to the public.
- vi. Serve as an ex officio member of all ad-hoc and standing committees except the nominating committee and coordinate the work of all officers and committees so that the association's purpose is served.

SECTION 7. OTHER COMMITTEES

The corporation shall also have the following standing committees to implement its aims and objectives:

- (1) Finance & Investment Committee
- (2) Programs, Projects & Planning Committee
- (3) Economic Development Committee
- (4) Education, Training & Scholarship Committee
- (5) Audits & Legal Affairs Committee
- (6) Research & Development Committee
- (7) Social Welfare, Women & Children, Youth, Cultural & Sports Committee
- (8) Membership, Sponsorship & Strategy Committee
- (9) Reconciliation/arbitration Committee
- (10) Faith Building Committee
- (11) Council of Elders

Qualifications of Officials

Section 8. The President shall lead the organization, its policymaking and governance functions. The term consists of two months of transition as President-elect—with the primary responsibility of learning the policies and procedures of the Association in preparation for the office of President, three years as President, and two months as President-elect—to provide continuity in transition. Specific responsibilities and functions of the President and the associated qualifications include:

- I. A minimum of a post-secondary education or equivalent from a recognized academic institution.
- II. Demonstrated ability and time to provide the vision and leadership required to guide the organization in positioning the Association for the future.
- III. Breadth of knowledge and experience to lead the Governing Board in making responsible, mission-driven decisions regarding the Association's policies and allocation of resources to meet its goals and priorities.
- IV. Ability to preside at all meetings; strong interpersonal skills and understanding of strategic thinking in building consensus and taking action.
- V. Ability to interpret policies and activities and communicate these to members.
- VI. Ability to provide leadership by appointing Committees (in consultation with appropriate bodies and individuals) and serving as an ex officio member of all Committees, and,

VII. Candidates shall have no less than 12 months of membership to be eligible to contest any elected position.

Section 9. Vice President:

I. He/She must have a minimum of a post-secondary education or equivalent from a recognized academic institution.

II. The Vice President must have the ability to assume the functions and responsibilities of the office of the President in the absence or incapacity of the President through a broad understanding of the organization's purpose, goals, priorities, and activities. Additionally, the Vice President serves as the primary liaison to external partners and supports the president on a day-to-day basis. Qualifications, therefore, include extensive knowledge and working experience with the current activities of the organization.

Section 10. General Secretary

I. He/She must have a minimum of a post-secondary education or equivalent from a recognized academic institution.

II. Must be able to serve as executive administrative assistant and perform clerical and organizational tasks but may also be responsible for more complex tasks.

III. In addition to routine secretarial functions such as filing, scheduling appointments, routing mail, taking minutes, or typing documents, the secretary must be able to conduct research, prepare reports for the executive committee or supervise clerical staff, manage the corporate record, or perform bookkeeping functions.

IV. He/she must have knowledge of maintaining filing systems and answering Queries,

V. Must have experience in using various computer packages - Word, Excel, PowerPoint.

Section 11. **Financial Secretary**

I. He/She must have a minimum of a post-secondary education or equivalent from a recognized academic institution.

II. Must be able to assist with the verification of vendor invoices and assist in the distribution of payroll checks.

III. Must have experience in inputting vouchers and performing necessary tasks for disbursements and filing correspondence, invoices, and other records in accordance with basic financial management principles and

IV. Must be able to prepare and maintain a computerized fixed asset inventory of the organization.

V. Must be able to assist with the preparation of budget documents

ARTICLE IX - **USE OF ASSETS ON DISSOLUTION**

Section 1 -- **Dissolution**

I. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves have similar aims to LAHN.

II. The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual; and,

III. The Association shall continue to function until it officially is voted out of existence by a two-thirds (2/3) majority of its full membership.

ARTICLE X – AMENDMENTS

The constitution may be amended upon a two-thirds (2/3) votes of the membership present and voting at a regular/ annual meeting of the corporation, provided that a copy of the proposed amendment shall have been received by each member of the corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XI - EFFECTIVE DATE

This constitution shall become effective immediately upon adoption by a two-thirds (2/3) vote of the corporation's membership present and voting.