



**CONSTITUTION AND BY-LAWS OF THE  
LIBERIAN COMMUNITY ASSOCIATION OF  
RHODE ISLAND, Inc.**

**(LCARI)**

**RATIFIED ON 27<sup>TH</sup> DAY OF MAY 2018, AND OFFICIALLY ADOPTED ON THE 1<sup>ST</sup> DAY OF AUGUST 2018**

**IN THE CITY OF PROVIDENCE, STATE OF RHODE ISLAND**

# LIBERIAN COMMUNITY ASSOCIATION OF RHODE ISLAND Inc. (LCARI)

## TABLE OF CONTENTS

| <u>ARTICLE</u> | <u>DESCRIPTION</u>  | <u>PAGE</u>  |
|----------------|---|--------------|
|                | PREAMBLE  | 1            |
| I              | NAME AND PURPOSE  | 1            |
| II             | DISSOLUTION OF THE ORGANIZATION                               | 2            |
| III            | MEMBERSHIP  | 2            |
| IV             | MEMBERSHIP MEETING  | 2 – 3        |
| V              | VOTING AND OFFICE HOLDERS                                     | 3            |
| VI             | MONTHLY DUES  | 3            |
| VII            | GOVERNING POWERS  | 3 – 4        |
| <b>VIII</b>    | <b>BOARD OF DIRECTORS</b>                                     | <b>4 – 5</b> |
| IX             | AUTHORITY OF THE CHAIRMAN                                     | 5            |
| X              | TENURE OF ELECTED OFFICERS                                    | 6            |
| XI             | DELINQUENCY   | 6            |
| XII            | ADMINISTRATIVE STAFF  | 6            |
| <b>XIII</b>    | <b>FUNCTION &amp; AUTHORITY OF THE<br/>EXECUTIVE DIRECTOR</b> | <b>6 - 7</b> |
| XIV            | FUNCTION & AUTHORITY OF THE<br>FINANCE DIRECTOR               | 7            |
| XV             | PROGRAM DIRECTOR  | 7            |
| <b>XVI</b>     | <b>ELECTIONS COMMISSION</b>                                   | <b>7 - 8</b> |
| XVII           | MEETING OF THE BOARD  | 8            |
| XVIII          | QUALIFICATIONS FOR MEMBERS<br>LCARI BOARD OF DIRECTORS        | 9            |
| XIX            | FISCAL MANAGEMENT   | 9            |
| XX             | CONFLICT OF INTEREST  | 9 – 10       |
| XXI            | AMENDMENTS  | 10           |
| XXII           | VOLUNTEERISM  | 10           |
| XXIII          | AUDIT   | 11           |

# **CONSTITUTION AND BY-LAWS OF THE LIBERIAN COMMUNITY ASSOCIATION OF RHODE ISLAND INC (LCARI)**

## **PREAMBLE**

**We, Decedents of Citizens and Citizens who originally Migrated from the West African state, Republic of Liberia, residing in the State of Rhode Island, United States of America, concerned about our wellbeing and to pursue developmental programs for economic and social advancement as well as to foster closer unity of purpose, do hereby resolved to Establish this non-profit organization within the State of Rhode Island in the framework of the State and Federal Laws as applicable.**

## **ARTICLE I: NAME AND PURPOSE**

**Section 1.01:** The name of the organization shall be The Liberian Community Association of Rhode Island, Inc. Hereinafter referred to as LCARI.

### **OFFICES**

**Section 1.02:** The principle office of LCARI shall be in the City of Providence, State of Rhode Island, as may be fixed by the Board of Directors of LCARI.

## **ARTICLE II: PURPOSE**

The purpose of the LCARI shall include but not be limited to:

- a) Provide humanitarian and other services to our community
- b) Provide assistance most especially to the needy in the U.S and motherland (LIBERIA);
- c) Encourage multi-cultural diversity through educational advancement;

- d) Promote unity through mutual respect for one another;
- e) Encourage greater participation through social programs;
- f) To build the capacity of Liberians, their families, and neighborhoods to thrive socially and economically, and to coordinate, increase, and ensure access to community resources and opportunities that promotes socioeconomic mobility and self-sustainable
- g) Create awareness about issues which affect the Rhode Island Liberian community;
- h) Promote peaceful co-existence by interacting with non-Liberian organizations/institutions

## **NO PECUNIARY GAIN**

**Section 1.04:** The organization shall not give out any form of pecuniary gain, incidentally or otherwise to any member of the Board of Directors, officials, appointed or employed; or by their role as volunteers. No part of the net earnings of the organization shall be to the benefit of anyone of the organization, except that reasonable compensation may be paid for services rendered to or for the organization affecting one or more of its purposes. Such net earnings, if any, of LCARI shall be used to fulfill the nonprofit corporate purposes set forth in these bylaws.

## **ARTICLE II DISSOLUTION OF THE ORGANIZATION**

**Section 2.01:** At the time of dissolution of the LCARI, the Board shall, after paying or making provisions for payment of all of its liabilities of the organization, shall dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code.

**Section 2.02:** Any such remaining funds, properties or other assets not distributed shall be disposed of by petition or application to a District Court according to the state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

## **ARTICLE III MEMBERSHIP**

**Section 3.01:** There shall be two classes of membership defined herein: Regular and Associate

**Section 3.02:** Regular membership shall be open to people of Liberian descendant, their spouses, and children.

**Section 3.03:** Associate membership shall be open to all other individuals desirous of affiliating with the organization and identifying with its mission and objectives.

#### **ARTICLE IV MEMBERSHIP MEETINGS**

Meetings shall be called by the Executive Director or his/her designee by mail, telephone, or email to each member and shall be held on the fourth Sunday of every month. Such meeting shall be chaired by the Executive Director.

#### **ARTICLE V: VOTING AND OFFICE HOLDERS**

**Section 5.01:** Only regular members 18 years old and above in good standing shall be eligible to vote in elections and hold elected office.

**Section 5.02:** Associate members shall not be eligible to hold elected office.

**Section 5.03:** Good standing in this constitution shall be defined as meeting other requirements including, but not be limited to meeting all financial obligations, attending and actively participating in LCARI activities such as: (meetings, programs and/or serving on Special and/or Ad Hoc Committees, Commissions) as well as compliance with the constitution and By-laws. An individual found to be involved in financial misappropriations is automatically deemed not to be in good standing.

#### **ARTICLE VI MONTHLY DUES**

**Section 6.01:** Monthly dues shall be paid at \$10.00 per month.

#### **ARTICLE VII GOVERNING POWERS**

**Section 7.01:** The Full Membership shall be the Supreme Organ/Highest Decision Making Body of the LCARI, and in its absent, the Board of Directors shall exercise such power.

**Section 7.02:** To exercise such supremacy, two-third of the Full Membership present at a given meeting shall:

- a) Dissolve the entire Board for cause

- b) Recall any Board Officer or Member of the Board for cause
- c) Reverse any decision taken by the Board for cause
- d) Suspend any Member of the Board for cause
- e) Repeal, suspend and/or amend in part or whole any provision of the LCARI constitution for cause
- g) Mandate the Board to set up Standing, Ad Hoc and/or Special Commissions/Committees for cause
- h) Elect the entire Member of the election Elections Commission
- i) Decide any subject not specifically addressed in this constitution

Section 7. 03: The Board of Directors shall direct affairs of the organization and establish policy for the operation of the organization. In addition to the powers conferred upon the Board by these Bylaws, the Board shall exercise all powers of the corporation and perform all lawful acts which are not prohibited by statute, by state or federal or by the Article of Incorporation or by these Bylaws.

**Section 7.04:** Any officer or person elected or appointed by the Board of Directors shall hold office at the pleasure of the Board and shall be removed at any time by the vote of a majority of the Board of Directors. Any vacancy in the office of the organization shall be filled by an action of the Board of Directors. The board shall also prescribe the selection process for all future Executive Directors, Deputy Director and Director of Finance.

**Section 7.05:** The Board of Directors shall also prescribe a term of reference or code of conduct for the Executive Director.

## **ARTICLE VIII BOARD OF DIRECTORS**

**Section 8.01:** The elected officers of this organization shall be the Board of Directors.

**Section 8.02:** The Board of Directors shall be comprised of ten (10) members. Seven regular member directors shall be elected by the full membership and three associate member directors shall be nominated to the board as set forth in Section 8.03. Regular member directors elected after the adoption of this constitution shall serve a term of office as follows: The first four directors elected with the highest vote totals shall serve a term of office for three years; the remaining three directors shall serve a term of office for two years. Thereafter, all directors shall be elected to a term of office of three years. All directors shall have equal voting rights.

**Section 8.03:** The three associate member directors shall be nominated by the

Executive Director and confirmed by the Board of Directors.

## **OFFICERS OF THE BOARD**

**Section 8.04:** The Officers of the Board of Directors of the LCARI shall consist of a Chairman and Co-Chairman.

## **ELECTION OF BOARD OFFICERS**

**Section 8.05:** The Board of Directors shall elect its corps of officers to serve for a term consistent with their term of office as Directors. The Board shall establish its own rules of operation.

## **ARTICLE IX: AUTHORITY OF THE CHAIRMAN**

**Section 9.01:** The Chair shall exercise the authority to:

- a) Call and preside over all Regular, Emergency and/or Special meetings of the Board;
- b) Replace by appointment any elected officer who dies, is incapacitated, resigns and or abandons his/her responsibility provided however, the unexpired tenure of said officer is less than six months prior to elections
- c) If it is a Board Member, the Chair shall in consultation with the entire Board, designate any Member of the Community to end the unexpired term of said Member.
- f) Exercise his/her authority to appoint all Standing, Ad hoc, Special and Advisory Commissions/Committees and their leaderships. Qualification, competence, experience and geographic balance, shall be taken into consideration.
- g) Delegate responsibility to other Board officers, or Board Members;
- h) Invite guests to LCARI's programs/activities etc.

However, the Chair shall not have the exclusive authority to suspend and/or dismiss any of the officers or members of said Commissions/Committees without a majority vote by the Board's Membership.

In an attempt to prevent abuse of said authority by the Chair, a written complaint investigated and proven beyond a reasonable doubt, must be concluded and recommendation(s) approved by a majority vote of the Board to suspend, or dismiss any of the officers or members.

## **AUTHORITY OF THE CO-CHAIR**

**Section 9.02:** The Co-Chair shall enjoy all constitutional authority of the Chair in his/her absence as though he/she were the chair and shall:

- a) Carry out all duties and functions of the Chair during his/her absence;
- b) Perform all other duties as may be assigned by the Chair, from time to time

## **ARTICLE X: TENURE OF ELECTED OFFICERS**

**Section 10.01:** All officers of the Board shall be elected by their colleagues for a two and three-year tenure depending on his/her status based on the number of votes secured during elections. Board Officers shall qualify to seek re-election as long as they continue to enjoy the trust & confidence of their colleagues.

## **ARTICLE XI: DELINQUENCY:**

**Section 11.01:** Any elected officer of the Board who becomes financially delinquent shall lose his/her leadership privileges until said delinquency is settled.

**Section 11.02:** If the delinquency becomes protracted, example (more than 3 months) said leader shall lose his/her leadership position even after it is settled after the 3 months.

**Section 11.03:** Any elected Member of the Board, who becomes financially delinquent, shall be censured by the Board until his/her delinquency is settled. A three-month protracted delinquency will render a Board Member's seat automatically vacant.

## **ARTICLE XII: ADMINISTRATIVE STAFF**

**Section 12.01:** The Board shall appoint/hire a full time Administrative Staff and two-part time staff who shall include Executive Director, Finance Director and Program Director. The Executive Director shall be a full time salary/wage earning Director.

**Section 12.01:** The Finance & Program Directors shall be part time wage earning Directors depending on earnings from grants and other incomes. They shall be hired/appointed by the Board's Chair after proper scrutiny and recommendations by the Board's oversight committee with approval by a majority vote of the entire Board. The qualifications of the Administrative Staff shall be determined by the Board of Directors.

## **ARTICLE XIII: FUNCTION & AUTHORITY OF THE EXECUTIVE DIRECTOR:**



**Section 13.01:** By virtue of his/her portfolio, the Executive Director, shall be the statutory Secretary of the Board however; he/she shall not enjoy the right to vote on the Board.

**Section 13.02:** He/she shall have the authority to call and preside over town-hall styled meetings of the community in coordination with the Chair of the Board

**Section 13.03:** He/She shall have the authority to prepare all agendas and schedule all meetings of the Board and respond to all communication to the Board. This must however be done in close coordination with the Chair of the Board.

**Section 13.04:** He/She shall take and keep all minutes of the Board including those developed during town hall meetings, preserve all records of the Board and undertake all other tasks as may be assigned by the Board Chair or his/her designee.

**Section 13.04:** He/She shall be one of the signatories to the LCARI's accounts. He/she shall be the most senior of all the appointed Administrative Directors followed by the Financial Director and Program Director respectively.

#### **ARTICLE XIV: FUNCTION & AUTHORITY OF THE FINANCE DIRECTOR:**

**Section 14.01:** The Finance Director shall be a signatory to all LCARI accounts and shall have the authority to carry out the following responsibilities which shall include but not be limited to:

- a) Serving as the Chief Financial Officer of the LCARI;
- b) Preparing all annual, bi/annual or quarterly budgets of the LCARI;
- c) Making quarterly financial reports to the Executive Director;
- d) Receiving, sign for, endorse, cash and issue all checks in the name of the LCARI;
- e) Depositing all monies; checks; etc. issued in the name of the LCARI;
- f) Keep accurate records of all financial transactions of the LCARI;
- g) Preserving all financial assets of the LCARI; and
- h) Performing all other duties as may be proscribed by the Executive Director

#### **ARTICLE XV: PROGRAM DIRECTOR**

The Program Director shall serve as the Chief Custodian of the LCARI offices including all of the physical assets (property).

**Section 15.01:** The Program Director shall have the authority to plan and schedule all LCARI related community meetings, programs, workshops and/or other community activities;

**Section 15.02:** The Program Director shall write grants and institute other fund raising activities in the name of the LCARI.

**Section 15.03:** The Program Director shall discharge all other duties and responsibilities as may be assigned him/her by the Executive Director from time to time.

## **ARTICLE XVI: ELECTIONS COMMISSION**

**Section 16.01:** A seven-member (7) Independent Elections Commission shall be elected by the Membership of the LCARI at least 120 days prior to elections and thereafter, it shall elect its own corps of officers to constitute its leadership which shall include Chair, Co-Chair and Secretary.

**Section 16.02:** This clause is intended solely to prevent the LCARI from appointing his/her chronic on the Commission and to enhance the independence of the Commission. The LCARI shall hold its elections the last Sunday of July or the first Sunday of August of the election year.

Section 16.03: The Commission shall prescribe its own governing rules, elections guidelines and timetable for the conduct of elections. The Commission shall announce elections results immediately after the polls are officially closed and counting of all ballots is completed even if there is a protest.

**Section 16.04:** Voters' eligibility, registration, voters' roster verification and education etc. shall be carried out by the Independent Elections Commission.

**Section 16.05:** If applicable, any collection of money from the Membership for electoral purposes shall be the exclusive responsibility of the LCARI Finance Director or his/her designee. This process shall begin 90 days prior to the elections.

**Section 16.06:** The Commission shall cease to exist after settling all electoral protests, challenges, disputes etc. if any and after certification of elected officers.

## **ARTICLE XVII: MEETINGS OF THE BOARD**

**Section 17.01:** The Board of Directors shall meet monthly. The Board of Directors shall hold an annual meeting and other regular meetings at such time and place as the Board of Directors shall determine. On an annual basis, the Board of Directors shall review a report on the activities and the financial condition of the organization and pass the organization budget for the succeeding year. The time and place of the meeting shall be conveyed to all Board members at least 15 working days in advance of the meeting.

**Section 17.02:** Special meetings of the Board of Directors shall be scheduled and communicated to all members of the Board by the Chairman according to procedures set forth by the board in its rules of operation. Such communication shall be given personally, or by mail, telephone, fax or email. All communications for meetings shall include place, time and purpose. Any member of the Board in consultation with the Chairman and other members shall have the right to call a special meeting. Such meeting shall be channeled through the secretary of the Board for adequate coordination.

## **BOARD STANDING COMMITTEES**

**Section 17.03:** The Board of Directors may, by resolution passed by majority of the vote of the Board as a whole, constitute one or more standing committees. The Board shall appoint all members of the standing committee and designate a chair for each committee. Any committee so established shall have and may exercise such authority as provided in the resolution that established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole. Such standing committee may include but not limited to Finance/Fund Raising, Research/Planning Social Service Committee and Personnel/Membership. The Board shall appoint Ad-hoc committees as needed.

**Section 17.04:** The Board of Directors shall develop a code of conduct for its members consistent with the framework of the constitution of LCARI.

## **BOARD VACANCIES**

**Section 17.05:** Vacancies on the Board of Directors shall be filled by special Ad-hoc election within 60 days.

## **ARTICLE XVIII: QUALIFICATION FOR MEMBERS OF LCARI BOARD:**

**Section 18.01:** To qualify to become an elected Member of the LCARI Board, every applicant must be in the full Membership category. He/She must have good attendance record and must have paid hundred percent of his/her annual membership dues. He/She must have acquired at least a high school education, or its equivalence (GED).

## **ARTICLE XIX: FISCAL MANAGEMENT**

**Section 19.01:** The fiscal year of this Organization shall begin on the first day of August 1<sup>st</sup> of each year and end on July 31<sup>st</sup> of the following year.

**Section 19.02:** The books and accounts of LCARI shall be kept under the directions of the Director of Finance.

**Section 19.03:** No loan shall be contracted on behalf of LCARI, nor shall evidence of indebtedness be issued in the name of the Organization unless authorized by a resolution of the Board of Directors.

Section 19.04: All funds for the Organization shall be deposited into a bank or banks or other depositories to the credit of the Organization as the Board may authorize.

## **ARTICLE XX: CONFLICT OF INTEREST**

**Section 20.01:** The Board shall not enter into any contract or transaction with one or more of its directors or related organization or an organization in or of which a Director of LCARI is a Director, officer or legal representative, or in some other way has a material financial interest unless:

- a. That interest is disclosed or known to the Board of Directors
- b. The Board approves, authorizes or ratifies the action in good faith
- c. The approval is by majority of directors (not counting the interest director)
- d. At a meeting where a quorum is present (not counting the interested director), the interested Director may be present for discussion to answer question, but may not advocate for the action to be taken and must rescue him/her while a vote is taken. The minutes of all actions taken on such matter shall clearly reflect that these requirements have been met.

## **INDEMNIFICATION**

**Section 20.02:** The Organization shall indemnify and hold harmless any director, officer, or employee from any law suit, damage, claim, judgment or liability arising out of, or asserted to rise out of conduct of such person in his or her capacity as Director, Officer, or employee except in cases involving willful misconduct. Indemnification provide under this section shall comply with and follow the requirement as provided by constitution. The Organization shall have the authority to purchase or procure insurance for such purpose.

## **ARTICLE XXI AMENDMENTS**

**Section 21.01:** Amendments to this constitution shall require a 2/3 (two thirds) majority

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

## **RECORDS OF THE ORGANIZATION**

**Section 21.02:** The Board of Directors records shall be kept at the registered office of the organization and complete copies of the Article of Incorporation and Bylaws, accounting records; initial registration statements, applications and annual reports filed with the Secretary of State of Rhode Island, the Internal Revenue Service (IRS), The Attorney General office; and minutes of the Board of Directors, the Executive Council and any Committee for the last ten (10) years.

## **ARTICLE XXII VOLUNTEERISM**

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

## **ARTICLE XXIII AUDIT**

**Section 23.01** An annual audit shall be performed at the closed of the fiscal year by an accredited auditor(s). The audit shall be a decision of the Board of Directors to hire a reputable individual or firm for such function. Findings from the audit shall be discussed with the Board of Directors, the Executive Director and the Director of Finance.

**Section 23.02** The board shall have the right to act upon the findings of the audit, and shall inform the general membership of all actions if any at the organization annual meeting.

DONE THIS 27 DAY OF MAY 2018 IN THE CITY OF PROVIDENCE, STATE OF RHODE ISLAND.

Singed:

Beatrice Dorley

Hon. Beatrice Dorley, Member

Togar Johnson

Hon. Togar Johnson, Member

\_\_\_\_\_  
VACANT, Member

\_\_\_\_\_  
VACANT, Member

Christian Smith

Hon. Christian Smith, Secretary

George Dweh

Hon. George Dweh, Vice Chair

Approved: Nathan Nagbe-Lathrobe

Hon. Nathan Nagbe-Lathrobe

**(BOD-CONF. DTD 20160427 #001)**

For the Inaugural Ball budget, the Administration through the President presented the figures for the budget for the Inaugural Ball. The Board Members presents asked for more information on the decoration and food prices as well as the Operating/Operational Funds. The President informed the body that the proposed budget was flexible and the amounts for the decoration and the food can and will be adjusted accordingly; if necessary. For the Operational Funds, the body was informed by the President that funds were based off ticket sales. Moreover, the Association was operating at a deficit. Additionally, the proposed budget expectation was that the revenue generation will cover the expenditure to give the association the much needed profit. The President promised to forward the cover letter and the proposed budget to the Board the following day due some technical difficulties with the email.

Annual Budget, the body could not review or address this issue due to similar complications with the emails.

Under other matters, the body discussed the importance of securing a phone line and internet for the office to ensure smooth operation of the association. The Administration will look into the matter and get back to the Board with the findings. On the other hand, the Independence Day celebrations were discussed as well as the timing giving the fact that the Inaugural Ball was in slated to be held in June. The administration informed the body that the Inaugural Ball is the “launch path” for the Independence celebration. Moreover, the entire occasion will be dedicated to publicity of the Independence Day and all the celebration associated with that time.

Also, under other matters, Board Member Anson asked the association to have “free events” for all Liberians during the Independence celebration because as he stated, “this is our country’s Independence all Liberians deserve to enjoy that day”. His point was well received by the body. However, Hon. Dorley informed Hon. Anson that because the association is a not-for-profit organization; we use occasions of such to raise funds for the association. The body settled on further discussing the suggestion.

Closing Prayer was offered by Hon. Pittman and the meeting adjourned.