

By-Laws of The Guyana Association of Georgia Inc.

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Article I - Name

The name of the organization shall be the Guyana Association of Georgia Inc. (GAOG), with website www.gaog.org.

Article II – Purpose

The purpose of this organization is to establish a community of like-minded people with the intent of promoting, fostering, and implementing programs, designed to achieve the following objectives:

1. Establish a common bond and goodwill among people of Guyanese heritage, and the community.
2. Act as a representative body and resource for all Guyanese, and persons of Guyanese heritage, in matters of national, regional, and local interest.
3. Encourage and educate all Guyanese, and persons of Guyanese heritage, to become involved in matters of national, state, and local interest, including but not limited to social, governmental and economic issues.
4. Establish links and improve communication among all Guyanese, and persons of Guyanese heritage.
5. Act as a coordinating agency for diaspora engagement in and for the interest of all Guyanese, and persons of Guyanese heritage.
6. Serve as a point of contact for Guyanese transitioning into the Community.
7. Maintain a register of skill sets/profession of the members and others that have the goals of supporting this Organization.

Article III – Corporate Status

The Guyana Association of Georgia Inc. is incorporated under the laws of the State of Georgia, and is certified as a non-profit organization, under Section 509(a)(2) and Section 501(3)(c) of the Internal Revenue Service Code.

Article IV – Membership

Section 1.

1.1 Eligibility for Membership

Membership shall be open to anyone of sound mind and good character who subscribes to the purposes, objectives, and goals of this organization.

An applicant for membership shall complete and submit the appropriate membership application form with the required membership dues for consideration.

Section 2.

Types of Membership

2.1 There shall be the following categories of Membership in GAOG organization.

Individual Membership

Honorary Membership

Life Membership

Student Membership

2.2 Individual Membership shall be an applicant, eighteen years of age and older, who meet the eligibility requirements as stipulated in Section 1.1 of this By-Laws.

2.3 Honorary Membership may be conferred upon any non-member by a two-thirds (2/3) vote of the Members of the Executive Board in recognition of the person's outstanding contribution to the organization or in recognition of outstanding community service.

2.4 Life Membership shall be conferred to (1) Members in good standing, (Member in good standing is defined in Section 4.5) who have been a Member of GAOG for no less than (5) consecutive years, based upon their contribution to GAOG and the Community, with a two-thirds (2/3) vote of the Executive Board is required for confirmation and (2) with recommendations from Past Presidents as approved by the Board.

2.5 Student Membership shall be conferred upon a Member who is engaged in a fulltime program (at least 12 credits) in a Trade School, College or University.

Section 3.

Membership Dues

3.1 The Executive Board shall establish Membership dues subject to a two-thirds vote of approval of Members at the next General Membership meeting following a 30-day notice.

3.2 For Individual Membership, there shall be a one-time Membership application fee of ten dollars (\$10.00) and the annual Membership dues shall be \$50.00 per Calendar year.

3.3 For Student Membership, there shall be a one-time Membership application fee of ten dollars (\$10.00) and the annual Membership dues shall be \$20.00 per Calendar year.

3.4 Honorary Members shall not be required to pay any dues.

3.5 Annual Membership dues shall become due and payable on January 1st of the current year. Membership dues for renewing Members are past due after June 30th. Such delinquency renders that Member not in good standing.

Membership Dues are for the Current year regardless of the month joined.

3.6 An elected Official or Committee Chair shall pay his/her Membership dues by January 31st of each year, or be deemed delinquent, and therefore not in good standing in the Association; and as such, shall be deemed to have forfeited his/her office.

Section 4.

Membership Rights and Privileges

4.1 The rights and privileges of Members in this Association shall be safeguarded in accordance with the provisions of these By-Laws.

4.2 All Members in good standing shall have the right to participate in the activities and functions of this organization in accordance with the provisions of these By-Laws and Procedure Manual.

4.3 Honorary Members shall not be eligible to vote, nor to hold any office in this organization.

4.4 Except as set forth above in Section 4.3, all Members shall have the right to vote, and be considered for any elected position in the organization as long as they have held membership for at least six months preceding the November elections or any special election.

4.5 A Member is considered in good standing if dues have been paid by June 30th when applicable, and if the member has paid all other monies due to the organization in connection with any activity.

4.6 All Members of GAOG may be given/issued an appropriate Membership ID. A copy of the organization By-Laws, and Procedure Manual will be given to new Members. Copies of the By-laws and Procedure Manual will be given to Members upon request.

4.7 A Member whose dues are not paid by June 30th is ineligible to nominate candidates or vote in elections and shall be excluded from the voters' list for November elections or any special election. A new Member who pays his or her dues one month prior to the elections shall be eligible to vote.

Article V – Executive Board and Terms of Office

Section 1.

Executive Board

The Executive Board shall consist of twelve (12) elected Members:

President

Vice-President

Secretary

Assistant Secretary

Treasurer

Assistant Treasurer

Five (5) Trustees

Parliamentarian (Consultant)

All Executive Board Members shall be elected to office by means of a secret ballot, at a fair and impartial election proceeding, chaired by the Chairperson of the Nomination and Election Committee.

Section 2.

Terms of Office

2.1 The regular term of office of all Officers, except the Trustees, shall be for two (2) years beginning January 1st of one year and ending on December 31st of the following year.

2.2 Trustees shall serve for a term of three (3) years beginning on January 1st of one year and ending on December 31st of the third year.

2.3 Elected Officers shall not be eligible to serve in the same office for more than two consecutive terms, with no exception.

2.4 All Elected Officers shall be elected by a majority vote of the eligible Membership, and, unless removed for cause, may remain in office for the duration of their regular term, or until their successors have been determined, whichever comes last.

2.5 In the event that a Member of the Executive Board resigns before his/her term expires, or is removed from office or is otherwise no longer able to serve, the President, with the approval of the Executive Board, shall appoint a Member to serve the remaining period of the term until a duly constituted election.

2.6 In the event that the President resigns before his/her term expires, or is removed from office or is otherwise no longer able to serve, the Vice-President with the approval of the Executive Board, shall assume the office of President for the remaining period of the term.

Section 3.

Duties

3.1 The Executive Board shall set policies, direct and/or administer the business of the Association in accordance with the provisions of these By-Laws, and shall

submit reports and/or minutes of its activities to the Membership at general Membership meetings.

3.2 The Executive Board shall have the authority to amend these By-Laws, subject to approval by a two-third majority vote of the general Membership in good standing, at a general meeting following proper notification of the general Membership.

3.3 Proper notification shall be at least thirty (30) days written notice by either email or Postal mail.

3.4 The Executive Board shall prepare the Association's annual budget for the succeeding year, by November 30th of the current year. If deemed necessary, the new Executive Board may amend the budget during the period January 1st through June 30th of the following year with the approval of Members in good standing.

3.5 The Executive Board of Association shall adopt and revise the Procedure Manual.

Any amendment the Procedure manual shall be made annually.

Article VI – Committees

Section 1.

Standing Committees

1.1 The Executive Board as deemed necessary shall appoint standing committees which committees shall be identified (named) and defined in the Procedure manual.

1.2 The President, shall appoint Committee Chairs of the Standing committees subject to approval by the Executive Board.

1.3 The Nominations and Election Committee shall make a recommendation to the Board in regards to the appropriate voting process, as set forth in the Procedure Manual Section 4.21.

Section 2.

Other Committees

2.1 Special or Ad Hoc committees may be established as deemed necessary from time to time, by the President, with the approval of the Executive Board.

Section 3.

Operations

3.1 All Committees shall function in a manner consistent with the By-Laws and Procedure Manual, and shall submit written reports pursuant to Section 10 of the Procedure Manual.

3.2 Committee chairs shall make presentations to the General Membership meetings upon the request of the President.

Article VII - Meetings

Section 1.

General Membership Meetings

1.1 There shall be regular general Membership meetings held at least once a month, on the third Saturday/Sunday of the month, except when a recess period is authorized. Special general Membership meetings shall be held whenever necessary, following proper notification to the general Membership.

1.2 Regular general Membership meetings shall last no more than two and a half hours, unless a motion is carried to extend the time of a specific meeting, and, given a quorum, shall begin no later than fifteen minutes after the scheduled time.

Section 2.

Executive Board Meetings

2.1 The Executive Board, at its first meeting following the general election of officers, shall determine the frequency, date and time of its meetings but such meetings shall occur at least once a month at least a week in advance of the monthly general Membership meeting. The Secretary or his/her designee shall be charged with ensuring that all board Members are notified of the date, time and place of the meeting.

Section 3.

Quorum

3.1 There shall be no transaction of any official business of this Association, at any meeting where the requisite quorum is lacking.

3.2 Fifteen Members (15) in good standing shall constitute a quorum of the general Membership.

3.3 Eight Members (8) in good standing shall constitute a quorum of the Executive Board.

Section 4.

Conferences

4.1 Meetings or conferences may be planned or identified from time to time, in order to:

- a) Assess the impact of the Association on those it serves.
- b) Bring major issues of primary concern into focus.
- c) Gain better insight into ways and means of improving the capacity of the Association to realize its goals and objectives.

Article VIII - Voting

Section 1.

Eligibility

1.1 Every Member whose annual dues are paid by June 30th of the current year as specified above is eligible to vote in accordance with Article IV set forth above.

1.2 **For the purpose of the General elections only**, Absentee Voting shall be allowed in special circumstances in accordance with Section 4.20 of the Procedure Manual.

1.3 Decisions involving the participation of the general Membership shall be made by a vote of the Members in good standing unless otherwise stipulated in these By-Laws, or where otherwise required according to Robert Rules of Order.

Article IX - Elections

Section 1.

Nomination and Election Committee

1.1 The President shall convene a nominations and election Committee no later than September 1st, and shall submit to the Chairperson then, a list of Members eligible to vote.

1.2 The Nominations and Elections Committee shall consist of three or five Members selected by the Chair of the Election Committee. Members of this committee shall not be eligible for any elected office.

Section 2.

Election Month

2.1 The annual election of the Executive Board shall be held in the month of November at the regular General Membership scheduled meeting.

2.2 The nomination and election committee shall receive, screen, and approve all prospective candidates, and shall include the names of the Members eligible to vote in the scheduled elections, in the notice of the September meeting.

2.3 Additional nominations shall be accepted from the floor after the nominations and elections Committee tenders its report to the general Membership, at a duly constituted meeting, one month {October} prior to the elections. All nominations and affirmations shall be concluded at this meeting.

2.4 Prior to the November elections the names of all candidates duly nominated for office, shall be included in the notice sent to the general Membership, regarding the scheduled elections.

2.5 The nomination and election committee shall prepare the official ballots prior to the scheduled elections.

Section 3.

Election Proceeding

3.1 The President shall hand over chairmanship of the meeting to the Chairperson of the Nomination and Election Committee. The Committee shall ensure that the elections are conducted in a fair manner in accordance with the provisions of these By-Laws.

3.2 The Nomination and Election Committee Chairperson shall ensure that only members eligible to vote are given official ballots.

3.3 Waiver of any provisions of the election process shall require a two-third majority vote of the eligible members present, and voting, following written notice of same to members.

3.4 In the event of a tie vote during the election of officers and/or trustees, the tie shall be declared, and the nominations and election chairperson shall conduct an immediate recount. If the recount breaks the tie, another recount shall be conducted to verify the result. If the result is the same, that recount must be accepted as final. If the recount does not break the tie, then a run-off election for the position(s) in question shall be held immediately. If the run-off election fails to resolve the tie, then the chairperson of the nomination and election committee shall schedule a special run-off election for the next general meeting during the month of December. Run-off elections shall be conducted at that meeting until the tie is resolved. Notification of the run-off election shall be included in the notice of the December meeting.

Section 4.

Age Eligibility

4.1 A candidate for office shall not be less than eighteen years of age; and must be in good standing.

Article X – Duties of Officers

Section 1.

Executive Board Members

All Members of the Executive Board shall: -

Maintain the following standards of conduct in carrying out his/her Responsibilities to the Association: -

1.1 Duty of Care: To exercise reasonable care when making decisions as a steward of the association.

1.2 Duty of Loyalty: To act in the best interests of the Association, and never use information obtained as a Member, for personal gains.

1.3 Duty of Faithfulness: To be faithful to the Association’s mission, and act in a way that is consistent with the central goals of the Association.

1.4 Be informed about the Association’s mission, policies, programs, and By-Laws.

1.5 Attend all Executive Board meetings and functions.

Section 2.

2.1 President.

The President shall:

Preside at all meetings of the Executive Board and General Membership.

Execute the policies of the Association as defined by the By-Laws, and Procedure Manual.

On approval, co-sign disbursement vouchers, and checks to be drawn against the Association’s Treasury.

Be the Association’s Representative, and other written obligations, to which the Association becomes a party.

Appoint all Committee Chairs, and preserve order and decorum during all meetings.

2.2 Vice-President.

The Vice-President shall:

Understand the duties/responsibilities of the President, and be prepared to perform these duties/responsibilities in the President’s absence.

Assume the authority of the President for a particular emergency or in his/her prolonged absence due to illness, work or business related matters or death. Participate fully as a part of the Executive Board leadership.

2.3 Secretary.

The Secretary shall:

Maintain all executive board records, digital and/or physical, and ensure their accuracy and safety.

Timely prepare all minutes of Executive Board, regular, and special meetings of the Association such that the minutes of prior meetings are available for review and approval by the board and general Membership as required.

Maintain a current copy of the By-Laws, Procedure Manual, and Roberts Rules of Order and have said document available at board and general Membership meetings.

Maintain the official Membership roster, and a list of all existing committees and their Members in consultation with the chair of the Membership committee.

Maintain all committee and other reports on file.

Participate in the general correspondence of the Association, including notices to Executive Board and general Membership in consultation with the president and relevant committee chairs.

Prepare the agenda for the executive board in consultation with the president and relevant committee chairs.

Assume the duties/responsibilities of the President, in the absence of the President and Vice-President.

2.4 Assistant Secretary.

The Assist Secretary shall:

Shall assist the Secretary in the execution of their duties and responsibilities.

Perform the duties of the Secretary in their absences.

2.5 Treasurer:

The Treasurer shall:

Serve as the authorized custodian of the funds of the Association, and receive and disburse monies on behalf of the Association.

Maintain an accurate and detailed account of all monies received and disbursed in a permanent record.

Provide financial reports on a timely basis, to the executive board and general Membership, of all financial matters as required.

File statutory reports, including tax returns, etc., as required by law.

Prepare the Association's annual budget in consultation with the Members of the board. Serve as an Ex-Officio Member of the Finance committee.

Review the annual audit and answer Members' questions about the audit.

2.6 Assistant Treasurer.

The Assistant Treasurer shall:

Assist the Treasurer in the execution of his/her duties and responsibilities.

Perform the duties of the Treasurer in their absences.

2.7 Trustees.

The Trustees shall:

Serve on committees, and take on special assignments.

Administer conflict of interest, and confidentiality issues.

Assist the Executive Board in carrying out its fiduciary responsibilities, including but not limited to reviewing the Association's financial statements. Serve as the Parliamentarian (Consultant) in his/her absence.

Serve as Members of Standing and Ad Hoc committees.

2.8 Parliamentarian (Consultant):

A Parliamentarian/Consultant, will serve as a reference for the By-Laws, Roberts Rules of Order, and the Procedure Manual

Article XI – Discipline and Conduct

Section 1.

1.1 All matters pertaining to discipline and conduct of all Members, including elected officials, shall be addressed by these By-laws or referencing the Procedure Manual of the Organization.

1.2 The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the GAOG in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the GAOG may adopt.

1.3 A disciplinary committee shall be convened when necessary by the President. This committee will comprise of (3) Members appointed by the Board: an ex-officio Board Member, a current Board Member, and a Member in good standing. Any person(s) under investigation will be excluded from the committee selection and from participation in the committee.

Article XII – Dissolution of Association

Upon termination or dissolution of the Guyana Association of Georgia, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Guyana Association of Georgia, Inc, hereunder shall be selected by the Board of the Guyana Association of Georgia, Inc, and if the Board or subsequently its Members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Guyana Association of Georgia, Inc, by one (1) or more of its managing body which verified petition shall contain such statements as

reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of to be added to the general fund.

Article XIII – Indemnification

GAOG shall to the full extent of the laws of the State of Georgia, defend, indemnify and hold harmless any Director, Officer, employee, or agent, or former Director, Officer, employee, or agent of GAOG (each of the foregoing Directors, Officers, employees, agents, shall be an “indemnatee”), against expenses (including attorney’s fees), claims, liabilities, actions, and suit or proceedings actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been a Director, Officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.