



# Greater Boghé Association, Inc.

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## CONSTITUTION and BYLAWS OF THE Greater Boghe Association

Adopted, December 2005 and as Amended, December 2007

### Article I — Name and Seal

**Section 1.0** - In this and other subsequent by-laws Boghe and Surrounding Villages is defined as Greater Boghe Area.

**Section 1.1** – The name of this organization shall be Greater Boghe Association (GBA) and the Seal of the Association shall be:

Greater Boghe Association founded in 2005, incorporated in the State of Ohio- 2007.

The Association is a nonprofit and non-politically affiliated organization and has 501c-3 status.

**Section 1.2** – The state of incorporation for the Association is the State of Ohio or as determined by the Executive Committee or by the General Assembly.

**Section 1.3** – The location of the principal office of this Association shall be as determined by the Executive Committee or by the General Assembly.

**Section 1.4** – The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

### Article II — Purposes

**Section 2.1** – The purposes of this Association shall be:

- (1) To contribute to socio-economic development in Greater Boghe Area by making practical contributions to issues such as healthcare and access to quality water, as well as the general fight against poverty, with a special emphasis on women and children.
- (2) To stimulate the exchange of information among people and organizations engaged in the social and economic development of Greater Boghe Area, and to disseminate such information.
- (3) To provide a forum in which descendents and friends of Greater Boghe Area, in North America can interact, share knowledge and work collectively to address socio-economic problems.



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- (4) To provide support to Association members as related to the Association's purpose and/or as determined by the Executive Committee or by the General Assembly and as in complete accordance with the laws of the United States of America.
- (5) To preserve and share the cultural heritage of Greater Boghé Area within the context of the Association's goals and objectives with a particular focus on younger members.
- (6) To foster strong social and cultural unity among descendants and friends of Greater Boghé Area living in North America.

## **Article III — Boundaries**

**Section 3.1** – The community served by the Association shall consist of all villages surrounding Boghé (Greater Boghé Area) which is defined as an area of 50 km of radius from the town of Boghé.

## **Article IV - Structure of the Association**

The following shall be the structure of GBA

- (a) The General Assembly
- (b) The executive committee
- (c) Chapters
- (d) The specialized committees

## **Article V - General Membership**

### **Section 5.0 – Eligibility**

1. The General Membership is defined as the various individuals/organizations that subscribe and adhere to the promotion of the social and economic development of Greater Boghé Area. The membership can be obtained by pledging to the Association's constitution and by-laws and by paying the membership fees.
2. The contribution of the members, the method of payment, and all the obligations are determined by the Association's By-laws
3. Members may be admitted to the Association from any location in North America
4. All the members are equal in terms of rights, prerogatives, and obligations without any discrimination in accordance with rules, the regulations, and the spirit of the Association.
5. At General Assembly, paid up members in good standing shall be the final interpreter of this By-law.



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## **Section 5.1**– Classes of Members

1. **Regular Member:** Any individual who pledges to the Association’s constitution and pays membership fees. Membership in good standing is defined as one who is up-to-date in the payment of all dues, levies, and pledges made to the association, and participates when possible, in the activities of the association.
2. **Honorary Member:** Persons or organizations designated by the Executive Board of this Association from time to time for distinguished and unique contribution to the social and economic development of Greater Boghe Area.
3. **Affiliate Member:** A person or organization representing a position designated by the Executive Committee of this Association for other Associations whose goals are consistent with those of this Association.
4. Honorary Members and affiliate Members designated by the Executive Board shall be approved by the General Assembly to be effective.

## **Section 5.2** – Roles and Responsibilities of Members

1. Every member shall uphold the constitution and by-laws of the Association.
2. All regular members categories defined here above shall have voting privileges and each shall have one vote in the affairs of the Association.
3. Attendance of all meetings is strongly encouraged.
4. Members shall respect all elected officers and other members of the general assembly.
5. Members may be subjected to pay a fine for absenteeism, lateness, and disorderly conduct as determined by the Executive Committee.
6. Members shall perform any duties that may be assigned to them in the course of the normal business of the Association
7. Members shall be encouraged to volunteer their time, experience and expertise in matters that benefit the Association
8. Members shall conduct themselves in a friendly and cordial manner during meeting deliberations.
9. It is the responsibility of members to provide the general secretary with updated contact information within a reasonable time frame after scheduled meetings.

## **Section 5.3** – Membership Acceptance Procedure

1. Application for membership shall be made to the local Chapter for approval. Any application for membership rejected by the local Chapter shall be reviewed by the Executive Committee, which may affirm the local Chapter’s decision or override the decision and accept the member.



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2. All approved applicants shall become members upon receipt and acceptance of dues by the local Chapter.
3. A certificate of membership shall be delivered to each member of this Association, said certificate to be in a form designated by the Executive Committee.

## **Section 5.4 – Dues:**

1. Annual dues shall be determined by the General Assembly.
2. Dues shall be payable on a monthly basis. A member can pay his/her annual due or part of the annual due in advance if he/she wishes. A new member shall pay the dues starting the month when his/her membership becomes effective.
3. A chapter of the association shall have the discretion to waive the dues for any member in situation where that member is in financial difficulties.

**Section 5.5** – Any individual member wishing to terminate his or her membership prior to their renewal date shall do so in writing to the Executive Committee. Said member shall not receive a refund of paid dues.

**Section 5.6** – The Executive Committee shall have the authority but with a full coordination of the relevant chapter to cancel the membership of any member whose dues are more than six (6) months in arrears, providing that member is notified at least one month prior to cancellation of his or her membership.

## **Section 5.7 – Executive Committee**

1. Membership on the Executive Committee shall be elected and not appointed. Election to the Executive Committee shall be by universal adult suffrage, open to any and every paid up member in good standing of GBA.
2. The Quorum of the Executive shall consist of 50% plus one vote of its members, except during an emergency when a quorum shall consist of the President and a quarter of its member
3. Voting Procedures: At all meetings of the Executive, every issue or question shall be decided by a majority of the votes cast when the issue or question is called. In case of a tie vote, the President or Chairperson of the meeting shall cast the deciding vote.



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## Article VI – The Executive Committee

**Section 6.0** – There shall be an Executive Committee. It shall consist of the following:

- (a) Honorary President
- (b) President
- (c) Vice President
- (d) Secretary
- (e) Deputy Secretary
- (f) Treasurer
- (g) Deputy Treasurer
- (h) Secretary of External Affairs
- (i) Deputy Secretary of External Affairs
- (j) Superintendent
- (k) Deputy of Superintendent
- (l) President of each chapter of the association

### Section 6.1 Purpose of the Executive Committee

The executive Committee has the purpose of:

1. Executing the decisions of the General Assembly
2. Coordinating the Chapters
3. Preparing the Annual General Assembly

The Executive Committee will meet immediately after the Annual Meeting.

### Section 6.2 Attributions

#### 6.2.2 The President, He/She:

1. shall have primary responsibility for the execution of the policies and decisions made by the General Assembly.
2. is responsible for the good working of the Association, and is the spokesperson
3. represents the Association and defends its interests in terms of civil life, law and toward third parties.
4. summons and presides the meetings of the Executive Committee
5. shall at the end of each fiscal year, present to the General Assembly an account and report of the activities undertaken during the mandate.
6. takes all the necessary action along with the Executive Committee for funding and the regular activities of the Association



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7. shall on leaving office, surrender all records, monies and property belonging to GBA to his/her successor or a person designated by the Executive, and shall sign a declaration to the effect that the surrender has been complete and satisfactory, and that he/she is not indebted to GBA
- 6.2.3 The Vice president, He/She:
1. The vice president shall perform the duties of the president in his/her absence.
  2. Shall provide support functions as required or delegated by the president.
  3. The vice president shall assume the post as acting president if the president resigns, or is removed from office or died, until a by-election to elect a new president which must occur during the next General Assembly
- 6.2.4 The General Secretary, He/She
1. administers the Association on a daily basis at the headquarters.
  2. is in charge of all paper work and writes minutes of the meetings.
  3. keeps the archives of the Association.
  4. manages the admission of new members along with the Treasurer.
  5. shall on leaving office, surrender all records, monies and property belonging to GBA to his/her successor or a person designated by the Executive, and shall sign a declaration to the effect that the surrender has been complete and satisfactory, and that he/she is not indebted to GBA
- 6.2.5 The General Secretary Deputy, He/Se
1. shall perform the duties of the president in his/her absence.
  2. Shall provide support functions as required or delegated by the general secretary.
  3. The deputy general secretary shall assume the post as acting general secretary if the general secretary resigns, or is removed from office or died, until a by-election to elect a new general secretary which must occur during the next General Assembly
- 6.2.6 The Treasurer, He/She
1. is in charge of the accounts of the Association.
  2. collect and receive all monies including membership fees, dues, contributions, donations, etc. belonging to the GBA and issue receipts and acknowledgement of the same
  3. shall deposit and cause to be deposited in a chartered financial institution all monies belonging to the GBA
  4. shall with the Executive President co-sign all checks issued by GBA
  5. shall on assuming office, prepare with assistance from the President an annual budget for the GBA
  6. writes and presents the financial reports and submits them to the General Secretary.
  7. is in charge of the assets and liabilities of the Association
  8. shall on leaving office, surrender all records, monies and property belonging to GBA to his/her successor or a person designated by the Executive, and shall sign a



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declaration to the effect that the surrender has been complete and satisfactory, and that he/she is not indebted to GBA.

6.2.7 The deputy treasurer, He/Se

1. shall perform the duties of the treasurer in his/her absence.
2. Shall provide support functions as required or delegated by the treasurer.
3. The Deputy treasurer shall assume the post as acting treasurer if the treasurer resigns, or is removed from office or died, until a by-election to elect a new treasurer which must occur during the next General Assembly

6.2.8 Secretary of External Affairs, He/She

1. delegates and coordinates the Chapters of the Association.
4. is in charge of the interaction with other organizations and other institutions along with the President for the interest of the Association
5. formulates programs/activities, including time frames for implementation/execution for Outreach and Communication subject to final ratification by the Executives
6. Coordinates and responds to media issues concerning community and events with input and approval from the President.
7. designs and implement of all advertisement and publicity activities, including news releases for the association's events.
8. is responsible for other matters related to advertisement, publicity and communication

6.2.9 The deputy secretary of external affairs, He/Se

9. shall perform the duties of the secretary of external affairs in his/her absence.
10. Shall provide support functions as required or delegated by the secretary of external affairs.
11. The deputy secretary of external affairs shall assume the post as acting treasurer if the secretary of external affairs resigns, or is removed from office or died, until a by-election to elect a new secretary of external affairs which must occur during the next General Assembly

6.2.10 The Superintendent. He/She

1. is elected by the General Assembly to ensure and control the financial activities of the Association.
2. has the role to examine the regularity of the accounts of the organization and to write a report to the general assembly, and to implement the necessary tools of evaluation to guarantee transparency.

6.2.11 The deputy superintendent, He/Se

12. shall perform the duties of the superintendent in his/her absence.
13. Shall provide support functions as required or delegated by the superintendent.
14. The Deputy superintendent shall assume the post as acting superintendent if the treasurer resigns, or is removed from office or died, until a by-election to elect a new superintendent which must occur during the next General Assembly



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## Article VII — Governance

Good governance and democratic principles must be observed at all levels of the Association at all times. The governance of the Association shall be by general assembly, the Executive Committee, and the Chapters. Members of the Executive Committee are elected to serve and be accountable to the Association membership; to provide strategic direction; and to develop annual and multiple year priorities.

### Section 7.1 – General Assembly meetings

1. The General Assembly of the membership of the Association shall be held at least once each calendar year at such date, time and place as designated by the Executive Committee.
2. At the General Assembly, the newly-elected Executive Committee of the Association for the ensuing year shall be installed.
3. Extraordinary sessions of the General Assembly may be called at any time and shall be called by the Executive Committee if the Secretary receives written, dated, and signed demands for an extraordinary General Assembly, describing the purpose for which it is to be held, from the president or from no less than 2/3 of the voting members of the Association. The Executive Committee shall set the date, time, and place of such general assembly.
4. A meeting notice, stating the date, time, and place of any General Assembly of the members, shall be delivered by the Executive Committee to each member of the Association entitled to notice of or vote at such General Assembly no fewer than 30 nor more than 60 days before the date of the meeting. In the case of an extraordinary General Assembly, the General Assembly notice shall include the purposes for which such General Assembly is called.
5. There shall be no proxy votes.
6. A majority of the votes cast shall be required to determine any action.
7. There shall be financial reports presented at the end of fiscal year or end of term of offices, whichever comes first.

### Section 7.2 – Order of Business at General Assembly

1. Call to order
2. Reading of the Minutes and/or Announcements
3. Proposals of Honorary or Affiliate membership and election of new members (if any)
4. Reports of officers
5. Reading of communications
6. Report of Chapters
7. Reports of Executive Board





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8. Un-finished business
9. New business
10. Election of officers
11. Approval of expenditures
12. Ajournement

## **Section 7.3 – Chapters**

1. A Chapter shall consist of at least three voting members of the Association residing in any town or State in North America (Canada, the US, Mexico).
2. Each Chapter can initiate its own program.
3. Every Chapter shall maintain the list of all of its active members, who are also members of the Association
4. Every Chapter shall form its own Executive Committee which is composed at least of:
  - A President of the Chapter
  - A Secretary of the Chapter
  - A Treasurer of the Chapter

## **Section 7.5 – The Specialized Committees**

The Technical Committees work under the coordination of the President and they are in charge, within the limit of their competencies, of the establishment and the implementation of any of the following actions:

1. To reinforce the Association to execute the ideas mentioned in the status.
2. To strengthen the ties of solidarity between the members for their economic, social, and cultural progress.
3. As the Chair of every Committee is elected a President in charge of the coordination and animation.

7.5.1. The technical Committees are:

1. The Culture and Education Committee
2. The Social Committee
3. The Committee for Women and Families

7.5.1.1. The Culture and Education Committee has the following purpose:

- To promote the education of young immigrants from Greater Boghé Area in American Colleges and Universities;
- To enhance the integration of adult immigrants in North America; and
- To organize shows, conferences, and seminars.



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7.5.1.2. The Social Committee has the following purpose:

- ❑ To solve problems and social affairs between the members.
- ❑ To report and assist any member in difficulties

7.5.1.3. The Committee for Women and Families has the following purpose:

- ❑ To organize the integration of immigrant women and their families in the North America.
- ❑ To create activities exclusively for women and children in North America.

## **Section 7.6 – Finance**

The resources of the Association are:

The enrollment fees, the monthly contribution of the members, subventions, and donations

5.6.1 The functions of the Association are voluntary. Whenever the Association calls for expert services the tax owed to the government are in charge of the expert.

5.6.2 The General Treasurer should keep an emergency fund of \$2,000.

5.6.3 Every Chapter has a functioning budget which consists of 1/3 of the contribution of its members the other remaining 2/3 will be given to the General Treasurer.

## **Section 7.7 – Final Dispositions**

5.7.1 Dissolution

The dissolution of the Association can only be pronounced by the General Assembly summoned by 2/3 of the members in an extraordinary session.

5.7.2 Dissolution

In case of dissolution of the Association, the General Assembly shall authorize the payment of all debts of the Association, including accruals; and arrange for the distribution of the remaining assets, if any, to a nonprofit organization having similar aims and objectives for the socio-economic development of Greater Boghe Area.

The General Assembly

December 23, 2007