BASSA HIGH SCHOOL ASSOCIATION, USA

CONSTITUTION

&

BY-LAWS

2015

Bassa High School Association USA, Inc.
4423 Lehigh Rd, Suite 378
College Park, MD 20740

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PREAMBLE

We, the graduates, former students and faculty of Bassa High School, residing in the United States of America, aware of the ever growing need to unite as a team to assist our institution in its endeavor to continue imparting useful knowledge to the young people of Liberia and thereby preparing them for a complex and sophisticated world while concurrently giving them a sound academic education with good moral principles; we owe it to the Almighty God and humanity to meaningfully contribute our quota to the development of our beloved institution. Cognizant of the need to foster the above goals and objectives and committed to the continuing growth of the institution, we do hereby resolve and constitute ourselves into an organization to be called **Bassa High School Association, U.S.A.**

ARTICLE I: NAME

The name of this organization shall be "Bassa High School Association, U.S.A." Inc.

ARTICLE II: PURPOSE

The organization shall be a non-profit entity with the following objectives:

1. To promote sound academic education with good moral Principles.

2. To help with the continuing revitalization of the infrastructure and upgrading of the instructional staff as well as to provide quality textbooks and materials.

    a. The address of the Association shall be the following:
    4423 Lehigh Road, #378
    College Park, MD 20740

3. To help with specific development projects at the school that will improve the quality of education as well as the socio-economic conditions of our people.

ARTICLE III: MEMBERSHIP

Section 1. All graduates and former students of Bassa High School residing in the United States of America shall be eligible to become members of the Association.

Section 2. Friends of Bassa High School may become members with voting rights.

Section 3. Honorary membership shall be bestowed upon all former faculty members and key financial contributors to the Bassa High School residing in the U.S.A.

ARTICLE IV: OFFICES AND INSTITUTIONS

Section 1. The Principal institutions of the Association shall be (a) **The General Body**, and (b) **The Executive Body**.

Section 2. The General Body shall be composed of all the registered members of the Bassa High School Association, U.S.A., and shall be the highest organ of decision-making in the Association.

1. The general Body shall meet once every year for the transaction of regular business at a place and time to be decided by the General Body.

2. The General Body shall have the exclusive power to amend the Constitution and By-Laws of the Association.

3. The general Body shall have the exclusive power to elect or impeach and removal from office any member of the Executive Body.

4. The General Body shall have the power to review the general policies of the Association and reassess its fundamental direction as regards to over-all plans and objectives.

5. All matters before the General Body shall be decided by a simple majority vote of registered members in good standing present at a regular meeting. In the case of constitutional amendments, a two-thirds (2/3) affirmative vote of registered members present shall be required. Only members of the Executive body shall preside at a regular meeting of the General Body.

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Section 3. The Executive Body shall be made up of the regular officers of the Association. It shall comprise of a President, Vice President, Secretary, Treasurer, Financial Secretary, and Chaplain. The President and Vice President must be graduates of Bassa High School.

Section 4. Duties of the President

The President shall be the Chief Executive and Administrative Officer and the principal spokesperson for the Association. The President shall be held accountable to the General Body for the conduct of the affairs of the Association. The following shall be the specific functions of the President in addition to his general responsibilities:

1. Shall preside over all meetings and report to the General Body on the status of the Association on a yearly basis or as deemed necessary.

2. Shall be fully responsible for routine operations and shall be responsible to the General Body.

3. Shall recommend specific programs and activities pursuant to the objectives of the Association, and submit periodic reports to the General Body on the state of affairs of the Association.

4. Shall appoint, coordinate and direct the functions and activities of all ad hoc committees of the Association.

5. Shall appoint non-executive officers as well as committees of the Association with the concurrence of the Board of Directors to carry out specific functions as may deem necessary in the interest of the Association.

6. Shall carry out other functions which may be ceremonial in nature and representative of the spirit of the Association once said functions do not contravene other provisions of this Constitution.

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Section 5. Duties of the Vice President

The Vice President shall be the principal deputy to the President.

1. Shall assist the President in the administration of the Association and the implementation of its objectives.

2. Shall be called by the President to carry out Specific functions, as may be required, in the interest of the Association.

3. In the absence of the President, the Vice President shall assume the functions of the President.

4. Shall succeed the President in case of death, resignation, impeachment or any form of disability which may render the President unable to perform the duties of said office.

Section 6. Duties of the Secretary

The Secretary shall be charged with the maintenance of the official records and correspondence of the Association.

1. The recording and preservation of the minutes of regular meetings of the Association shall be the responsibilities of the Secretary. He/she shall prepare and dispatch the citations to the regular meetings.

2. Shall maintain and update the official roster of the membership of the Association and the list of members present at each regular meeting.

3. Shall receive all correspondence for the attention of the President and the Association and prepare all replies as may be required. The Secretary may send out correspondence on behalf of the Association as may be directed by the Executive and/or General Body at a regular meeting.

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Section 7. Duties of the Treasurer

The Treasurer shall be in charge of all funds and financial records for the Organization. All Funds collected must be deposited in the name of the Association at a reputable bank within the United States of America.

1. Shall organize and execute the collection of all regular membership dues, fees, and special assessments.

2. Shall report all delinquent members and submit a comprehensive quarterly financial report of all revenues and expenses at the regular meeting.

3. The Treasurer and the Financial Secretary must sign all checks in consultation with the Executive Body.

4. Shall fully cooperate with the Financial Secretary to insure that his/her duties as outlined in this constitution and these by- laws are executed.

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Section 8. Duties of the Financial Secretary

The Financial Secretary shall perform the following duties:

1. Serve as the Accountant for the organization who shall keep all records and insure that the Treasurer perform his/her duties in accordance with General Accepted Accounting Principles (GAAP). The Treasurer shall make available to the Financial Secretary all financial records including bank deposits, receipts for goods and services purchase.

2. Must countersign all checks with the Treasurer in consultation With the Executive Body.

3. Serve as a check and balance for all financial transactions performed by the Treasurer with oversight by the Board.

Section 9. Duties of the Chaplain

The Chaplain shall be responsible for the spiritual growth of the Association. The Chaplain will be responsible to lead the Association in prayers during regular meetings and as may deem necessary.

ARTICLE V: TENURE OF OFFICERS

Officers shall be elected for a tenure of two (2) calendar year to be consistent with the time designated for the general meeting. Officers may be re-elected for as many terms.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors comprising of eight (8) Members to be elected by the General Body during the regular yearly meeting. The President shall be the ninth (9th) member of the Board and shall serve as an Ex-officio with no voting rights on the Board. The tenure of service of each Board member shall be three (3) years. Board Members shall be eligible for re-election. There is no term limit for Board members. The Board shall elect its Chairman from among its membership.

Section 2. The Board shall serve as the advisory council to have oversight of activities of the Executive Body. Board shall approve the yearly operating budget of the organization to include all projects **in concurrence** with the General Body.

ARTICLE VII: DUES AND ASSESSMENTS

Section 1. The regular dues for the Association shall be $100.00 per member per annum. This amount is payable at any time during the calendar year but must be paid not later than the regular general meeting (Convention).

Section 2. Special assessments may be requested by the Association upon its member to finance specific activities or budgetary deficits. Special assessments shall be made by the Executive Body.

Section 3. Any member who shall be delinquent in the full payment of his/her annual dues shall lose his/her right to vote, hold office or enjoy any other privileges or services **provided by the Association.** A Member in good standing must be current in the payment of annual dues and all other financial obligations to the Association.

ARTICLE VIII: ELECTION COMMITTEE

Section 1. Election Committee will comprise of five (5) members from the General Body to be elected at the end of the annual regular meeting (Convention).

Section 2. This Committee shall supervise all elections and make rules and regulations appertaining thereto.

Section 3. The tenure of office shall be one (1) year.

ARTICLE IX: STANDING COMMITTEES

Section 1. There shall be four (4) Standing Committees:

1. **Project Committee**

   (a) The Project Committee shall be responsible for every aspect of projects, from planning to implementation .It shall be involved in the selection of contractors (where necessary) and shall serve as the link between the Bassa High School Administration. The liaison, project inspector on the ground, contractor and the association. It shall periodically give progress reports on projects.

   (b) There shall be no limit to tenure. Tenure shall be based upon satisfactory performance and willingness to serve.

2. **Ways & Means Committee**

   (a) The Ways and Means Committee shall be responsible for devising

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strategies for generating funds and other resources necessary for the smooth operation of the association. In cooperation with the administration, it shall plan and execute fund raising programs and events to help generate financial resources. It shall regularly report on the status of its work to the association.

(b) There shall be no limit to tenure. Tenure shall be based upon satisfactory performance and willingness to serve.

3. **Membership Committee**

(a) The Membership Committee shall be responsible for embarking on campaigns geared towards reaching out to graduates and former students of the Bassa High School living in the United States to boost the active roster of the association. It shall be responsible to target potential interested former faculty members and friends of Bassa High School that can meaningfully contribute towards the well-being of the association. It shall regularly give updates on the status of its work to the association.

(b) There shall be no limit to tenure. Tenure shall be based upon satisfactory performance and willingness to serve.

4. **Scholarship Committee**

(a) The scholarship Committee shall be responsible for administering the scholarship program of the association at the Bassa high School. It shall formulate criteria for scholarship recipients, work closely with the school's administration in the selection process, and ensure that the program adheres to the stipulated guidelines. This committee must desist from nepotism, favoritism and any act of biasness. It shall periodically repost on the status to the association.

(b) There shall be no limit to tenure. Tenure shall be based upon satisfactory performance and willingness to serve.

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ARTICLE X: AMENDMENTS

Section 1. This Constitution may be amended at any regular business meeting of the General Body by Two-Thirds (2/3) affirmative vote of the members present and in good standing.

Amendment proceedings at the meeting shall only be carried when a copy of the proposed amendment has previously been furnished each member along with the official citation before the regular meeting at which it should be decided.

BY-LAWS OF THE BASSA HIGH SCHOOL ASSOCIATION, U.S.A.

1. **ORDER OF BUSINESS:** The order of business of the Bassa High School Association, U.S.A. Inc. shall be as follows:

I. **OPENING CEREMONIES**

- A. Call to Order-immediately followed by prayers.
- B. Minutes – reading, correction, approval and adoption.
- C. Correspondence – outgoing and incoming official correspondence.

II. **REPORTS**

- A. The President's Report
- B. Financial Report (The Treasurer)
- C. Committees' Reports
- D. Comments and recommendations

III. **GENERAL BUSINESS**

- A. Unfinished Business
- B. New Business
- C. Other Matters

IV. **ADJOURNMENT**

2. **MEMBERSHIP**

- A. All graduates, former students and friends of Bassa High School,Grand Bassa County, Liberia, who reside in the United States of America and have paid his/her annual dues shall be considered registered in good standing members.

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B. All registered members shall have the right to debate in any discussion of the Association, vote on any issue and assume any office in the Association; except that only graduates of the Bassa High School shall be eligible to serve as President and Vice President.

C. All former faculty members and key financial contributors to the Bassa High School residing in the U.S.A. shall be considered Honorary Members. Former Faculty members are required to pay an Annual fee of $100.00. Key Contributors will be considered based upon their financial support. Honorary Members do not have any voting rights and cannot hold office.

They, however, may participate in debates and general discussions that affect the well-being of the institution.

D. All members shall have equal rights to services and facilities provided by the Association.

E. A registered member shall lose his/her right to vote or hold office if he/she is delinquent in the full payment of his/her annual dues. In the same manner, he/she shall lose his/her right to services.

3. MEETINGS

A. The convention of the General Body shall be held once a year at a place and time to be decided by the General Body.

B. All other meetings, Ad Hoc, Executive, Committee, et cetera, shall be held upon directives of the President. The President in consultation with the Board may call regular meeting once a month. However, there may be emergency meetings any time during the year as deem necessary.

4. DUES AND ASSESSMENTS

A. The regular dues for the Association shall be $100.00 (US Dollars) per annum.

B. All dues, contributions and special assessments shall be made payable to the Association.

C. With the approval of the General Body, the Association may carry out special projects or fundraising activities in order to meet its budgetary needs.

5. EXPENDITURE OF ASSOCIATION'S FUNDS

A. Checks shall be signed and approved for the Withdrawal of funds from the treasury only by the designated signatories of the Association who are the Treasurer and Financial Secretary.

B. A certain amount of the funds shall be Approved by the General Body, if necessary, and set aside as Petty Cash for the day-to-day running of the Association.

C. There will be an annual review of the Association's funds by a special Audit Committee to be selected by the General Body during the regular annual meeting (Convention).

D. The task of the Auditing Committee is to be carried out, completed, and an official report made to the General Body before the next regular meeting (Convention).

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6. ELECTION OF OFFICERS

The Election Committee shall supervise and make rules and regulations pertaining thereto. In brief, this Committee shall set the ground rules for the election.

A. Candidates shall be nominated for each position.

B. Upon completion of nominations for each office, voting shall take place by secret ballot. The candidate receiving the highest number of votes cast shall be declared elected to the respective office nominated for. In the case of a tied vote, a second round of secret ballot will be cast for the candidates that are tied until a winner emerges.

C. All newly elected officers shall assume their respective offices upon the induction ceremonies at the end of the business period during which they were elected.

7. VACANCIES

A. In the case of the resignation, impeachment, or permanent incapacity of an elected officer prior to a regular meeting (Convention), the following order of replacement shall be observed until the new corps of officers assume office at the next regular meeting:

1. The President shall immediately be succeeded by the Vice President who shall assume all responsibilities of the Presidency.

2. For the Offices of the Vice President, Secretary, Treasurer or Chaplain, the Executive Body in conjunction with the Board shall appoint a successor to serve until new officers are elected during the next regular meeting (Convention).

8. QUORUM

A. A quorum shall comprise of two-thirds (2/3) affirmative vote of the members present and in good standing.

ADOPTED IN THE CITY OF SILVER SPRING, STATE OF MARYLAND, UNITED STATES OF AMERICA, and THIS 23rd DAY OF AUGUST, A.D. 2003.

Respectfully Submitted by The Constitution Committee:

E. Nuku Reeves, Chairman

J. Alexander Morris, Co-Chairman

Lucinda Y. Nagbe, Member

Tommy G. Logan, Member

Rev. J. Samuel Reeves, Member

Cllr. Carlos B.Z. Smith, Advisor

Dr. D. Elwood Dunn, Advisor

Mr. T. Nelson Williams, Sr., Advisor

8/10/19

8/10/19

08-10-2019

8/10/

Frances Potter 8/10/19

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Mr. Joel Lisa
President 8/10/19

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For Tax Exemption Purposes

ARTICLES OF AMENDMENT

Bassa High School Association (U.S.A.), Inc.

Bassa High School Association (U.S.A.), Inc., a Maryland corporation having its principal office in College Park, Maryland (Herein called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The Articles of Incorporation are hereby amended by striking out Article VIII and inserting three (3) new articles in lieu thereof the following:

Article VIII

Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IX

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not

carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article X

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI

Period of Existence: The duration of this association shall be perpetual.

The Articles of Amendment have been duly authorized the Board of Directors of the Corporation.

Whereas, the corporation is authorized and directed by the President to do any and all acts and things necessary to carry out the foregoing resolutions.

IN WITNESS WHEREOF, Bassa High School Association (U.S.A.), Inc. has caused these presents to sign in its name and on its behalf by its **President and attested by its Secretary on August 26, 2011.**

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