

**CODE OF REGULATIONS**

**OF**

**LIBERIANS IN COLUMBUS, INCORPORATED**

**ARTICLE I  
NAME AND PURPOSE**

**SECTION I. NAME**

The name of the organization shall be Liberians In Columbus, Incorporated. (LICI). It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

**SECTION II. PRINCIPAL OFFICE**

The principal office of the organization is located in Franklin County, State of Ohio.

**SECTION III. CHANGE OF ADDRESS**

The designation of the county or state of the organization's principal office may be changed by amendment of this code of regulations. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

**SECTION IV. OTHER OFFICES**

The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may from time to time, designate.

**ARTICLE II  
NONPROFIT PURPOSES**

## **SECTION I. IRC SECTION 501(C) (3) PURPOSES**

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

## **Section II. SPECIFIC OBJECTIVES AND PURPOSES**

Liberians In Columbus, Incorporated (LICI) is organized exclusively for charitable, **social**, and education purposes. The specific objectives and purposes of this organization shall be:

- a) providing a platform to bring all Liberians within Central Ohio together;
- b) promoting understanding and cooperation among Liberians in Central Ohio specifically, the State of Ohio and the U.S. in general;
- c) preserving and promoting our Liberian national identity which includes its diverse cultural, ethnic, religious, and social groupings;
- d) discovering solutions to common problems that concern Liberians;
- e) encouraging, providing or facilitating assistance to Liberians where needed and possible;
- f) disseminating information that is relevant and necessary for community consumption;
- g) to engage in other activities related to educating the public concerning issues important to our Liberian community and incidental to a fully recognized and operational nonprofit community-based organization.

## **ARTICLE III DIRECTORS**

### **SECTION 1. COMPOSITION AND QUALIFICATIONS**

The Board of Directors shall be comprised of no less than five and no more than thirteen members, a majority of which shall be Liberians as defined in Article XI, Section 2. Directors shall be of the age of majority in the State of Ohio. The Board of Directors may, by resolution, increase or decrease the number of Directors within this range, provided, however, that at all times, the total number of Directors shall be an "odd" number. Liberians or Friends of Liberians residing in Central Ohio who are due-

paying members of the organization shall fill all board positions; however, at all times, Liberians, as defined in this section, shall comprise a majority of the Board of Directors. The Board should be composed of individuals with substantial experience in business, government, education, healthcare, social services, real estate, law, employment services, finance, or similar fields.

For purposes of the Section: "Liberian" means any individual who is of Liberian descent and such individual's immediate family members. A "Friend of Liberians in Columbus" means any individual or organization who is not of Liberian descent. Friends of Liberians are "honorary members."

"Friends of Liberians" honorary membership is opened to anyone committed to the purposes of the organization. Honorary members are not eligible to vote at the Annual Meeting, or hold elected offices in the organization. Honorary members may hold honorary Board of Director's seats, at the option of the Board of Directors. Such seats shall be limited in number so as to never constitute a majority of the Board of Directors.

## **SECTION 2. POWERS AND RESPONSIBILITIES**

- a. Subject to the provisions of the laws of this state, and any limitations in the Articles of Incorporation and Code of Regulations relating to action required or permitted to be taken, or approved by the members of this organization, the business and affairs of the Corporation shall be conducted with all corporate powers exercised by or under the direction of the Board of Directors.
- b. Must be "active" due paying member of LICI for minimum of 3 consecutive years.
- c. Must have actively served on one of LICI's standing committees or executive team and understand the inner working of the organization with the exception of honorary members for a minimum of 1 year.
- d. Must be a resident of the State of Ohio.
- e. Must be current with board assessment fee of \$100 per year.
- f. General responsibilities fall under the following categories:

- Fiduciary
  - Policy Approval
  - Strategic Planning
  - Yearly review of the executive team LICI overall performance
- 1) The board is responsible for overall policy and direction of the organization, delegating day-to-day operational responsibilities to the President and Executive Committee. It shall be the duty of the directors to:
- a. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these By-laws;
  - b. Establishing public relation support for LICI;
  - c. Application of at least 1 grant must be submitted requesting funds/logistics for LICI annually;
  - d. Must review and approve budget and provide fiscal oversight;
  - e. Ensure compliance with legal and financial reporting requirements, and adhering to core board roles and responsibilities as stated in LICI's constitution;
  - f. Ensure adequate resources to fulfill LICI's mission;
  - g. Ensure legal, ethical, and moral integrity maintain accountability in reference to the Moral clause in the constitution;
  - h. Must be able to attend at least one board training annually, self-assessment, and or board education. All trainings must be initiated and monitor by the chairman of the board;
  - i. Meet at such times and places as required by these Bylaws;
  - j. Register their addresses with the Secretary of the organization, and notices of meetings mailed to them at such addresses shall be valid notices thereof;
  - k. Must attend at least 2/3 of required board meetings. Attendance roster must be posted publicly through LICI electronic mailing system and LICI website;
  - l. Must be able to strengthen LICI by using their professional or business.

### **SECTION 3. DUTIES**

The board is responsible for overall policy and direction of the organization, delegating day-to-day operational responsibilities to the

President/Executive Director, Corporate Officers, and Executive Committee. It shall be the duty of the directors to:

(a) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these this Code of Regulations;

(b) Supervise all officers, agents and members of the organization to ensure that they perform all duties properly;

(c) Meet at such times and places as required by these Bylaws;

(d) Register their addresses and email addresses with the Secretary of the organization; notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERM OF OFFICE**

(a) The terms of the Directors shall be staggered. Approximately one third of the authorized directorships should be scheduled for election in a given election year.

(b) Each Director shall serve for a three-year term, except that in any year, where due to the lack of staggering in prior years, the entire slate of the directors is up for election, one third of the new directors shall serve a two-year term, and one third shall serve a one-year term. In order to maintain consistency and staggering of terms, the organization shall reserve the right to revise these requirements without revision to Code of Regulations, except that no such revision shall operate to terminate the term of any sitting Director. The term of office shall run from January 1 to December 31.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation. However, they shall be allowed reimbursement of reasonable expenses incurred in the performance of their duties as defined by the Corporation's financial management policy.

#### **SECTION 6. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the organization unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. The location of any specific meeting must be reflected in the respective official notice announcing the meeting.

#### **SECTION 7. REGULAR MEETINGS**

1. Board of Directors Meetings: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member receive written notice no less than seven (7) days in advance. Meetings of the board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a Chairperson of the Board chosen by a majority of directors present at the meeting.

## **SECTION 9. SPECIAL MEETINGS**

The Chairperson of the Board or the President, along with two other directors may call special meetings of the Board. Such meetings shall be held at the principal office of the organization or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, this Code of Regulations, or provisions of applicable law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings of the Board. The Secretary of the organization shall give written notice to each director no less than seven (7) days prior to each regular meeting of the board. Such notice may be written, given personally, by first class mail, or by electronic means, and shall state the place, date, and time of the meeting, and the matters at hand for discussion at the meeting. In the case of electronic notification, the director contacted shall acknowledge personal receipt of the electronic notice by a return message or telephone call within twenty-four hours of the first electronic transmission.'

(b) Annual Meeting of the Members. The Secretary of the organization shall give written notice to each member no less than thirty (30) days prior to the Annual Meeting of Members. Such notice may be written, given personally, by first class mail, or by electronic means, including email, and shall state the place, date, and time of the meeting, and the matters at hand for discussion at the meeting.

(c) Special Meetings. The Secretary of the organization shall give notice to each director three days prior to each special meeting of the board. Such notice shall be written, given personally, by first class mail, or by electronic means, and shall state the place, date, and time of the meeting, and the matters at hand for discussion at the meeting. In the case of electronic notification, the director contacted shall acknowledge personal receipt of the electronic notice by a return message or telephone call within twenty-four hours of the first electronic transmission.

(d) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this organization under provisions of the Articles of Incorporation, this Code of Regulations, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 11 – BOARD ELECTIONS**

In accordance with Article XII, directors will be elected by a simple majority of dues paying members, eligible to vote, at the Annual Meeting, voting in person or by proxy at the time of such election meeting.

#### **SECTION 12 – ELECTION PROCEDURES**

The Nomination Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can recommend a candidate to the slate of nominees. All members will be eligible to vote for each candidate, for up to five (5) available positions every two years.

#### **SECTION 13. QUORUM FOR MEETINGS**

(a) At any meeting of the Board, a simple majority of the Elected Directors of the Corporation then in office and present at the meeting shall constitute a quorum for all purposes.

(b) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting

(c) To constitute a quorum at any annual Meeting of the Members, there shall be present, in person ~~or by proxy~~, at least fifty voting members of the organization. A voting member is one who is not in more than three months of arrears in due payment.

(d) In the absence of a quorum at any annual Meeting of the Members, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, the board at any meeting shall consider no business at which the required quorum is not present.

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, this Code of Regulations, or provisions of applicable law require a greater percentage or different voting rules for approval of a matter by the Board.

#### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a temporary Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Board of the organization shall act as secretary of all meetings of the board; however, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, this Code of Regulations, or with provisions of applicable law.

#### **SECTION 16. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2), whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would be without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Secretary of State or other appropriate agency of this state.

Directors may be removed from office with cause, or as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, this Code of Regulations, or applicable provisions of law, vacancies on the board may be filled by approval of the board of directors. A vacancy on the board may be filled by a majority vote of the remaining Directors. A person elected to fill a vacancy on the board shall hold office until the next scheduled election of the Board of Directors, or until his or her death, resignation or removal from office, prior to the date of the next scheduled election.



Upon the resignation or removal from office of any director, the director shall immediately turn over all properties of the organization in his or her possession to the Chairperson of the Board, the President, or the Secretary within ten (10) business days.

#### **SECTION 17. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

#### **SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

#### **SECTION 19. INSURANCE FOR CORPORATE AGENTS**

Unless otherwise provided under provisions of applicable law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization. The applicability of such insurance shall be limited to a director, officer or employee of the organization, for liabilities asserted against or incurred by such agent, whether or not the organization has the power to indemnify the agent against such liability under the Articles of Incorporation, this Code of Regulations or provisions of applicable law.

### **ARTICLE IV OFFICERS**

#### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the organization shall be an Executive Director, a Vice President, a Secretary General, and a Treasurer and a Chief Financial Officer, CFO. The organization may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. The Board of Directors may determine other such officers with such titles as may become necessary from time to time.

#### **SECTION 2. QUALIFICATIONS**

Any member of the age of majority in this state, who pays full annual membership dues, and has resided in Central Ohio for a minimum of twelve (12) months, may serve as an officer of this organization.

Any individual who serves as Treasurer or Chief Financial Officer shall be a certified public accountant; or have at least two years of accounting or finance work-experience; or have obtained a degree or comparable certification in accounting, finance, business, or another closely related subject.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by due paying members of the organization, for a two-year term, and each elected officer shall hold office to the completion of his or her term of office, or until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is qualified and elected; whichever occurs first. Potential nominees shall provide the Board of Directors with a resume or similar document, outlining his or her qualifications for holding office in the organization. The Board of Directors shall present the slate of nominees to the members for election. Except that in an election year, where due to the absence of staggering in prior years, an entirely new Board of Directors must be elected, a Special Election for the specific purpose of the election of Officers, shall be held no sooner than thirty days, and no later than forty-five days, after the newly elected Board takes office. Election of officers shall take place in November every two years.

### **SECTION 4. REMOVAL AND RESIGNATION**

A two-thirds majority of dues paying members may at any time, vote to remove any officer, for cause. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. Any such resignation shall take effect on the date of receipt of such notice or a later specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 5. VACANCIES**

The Board shall hold a special election to fill any vacancy of the President, Treasurer, or Secretary caused by such officer's death, resignation, removal, or disqualification. The Secretary of the organization shall give notice to each director no less than one week prior to a special election held pursuant to this Section. Such notice shall satisfy all requirements set forth in Article III Section 10 (b). In the event of a vacancy in the office of Treasurer or Secretary, such vacancy may temporarily be filled by appointment by the President until the Board shall fill the vacancy. Other vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine. Upon the death, resignation, removal, or disqualification of any officer, all properties of the organization in his or her possession shall be turned over to the Chairperson of the Board, the President, or the Secretary within ten (10) business days.

**SECTION 6. DUTIES OF PRESIDENT  
OR EXECUTIVE DIRECTOR**

The President or Executive Director shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by this Code of Regulations, or which the Board of Directors may prescribe from time to time. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by this Code of Regulations, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors.

**SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President or Executive Director, or in the event of his or her inability or refusal to perform duties of the president, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by the Code of Regulations, or as may be prescribed by the Board of Directors.

**SECTION 8. DUTIES OF SECRETARY GENERAL**

The Secretary General shall:

Certify and keep at the principal office of the organization the original, or a copy, of this Code of Regulations as amended or otherwise altered to date.

Keep a book of minutes of meetings of the board at the principal office of the organization or at such other place as the board may determine. Record the time and place of meetings of the Board, meetings of committees of the Board, and meetings of the Members, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given, in accordance with the provisions of this Code of Regulations or as required by law.

Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of this Code of Regulations, to duly executed documents of the organization.

Keep at the principal office of the organization a membership book containing the name, address, and email address of each member, and, in the case where the termination of any membership becomes effective, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.

Provide at all reasonable times to any director of the organization, or to his or her agent or attorney, upon request, the Code of Regulations, the membership book, and the minutes of the proceedings of the directors of the organization.

In general, perform all duties incidental to the office of Secretary General. This includes recording all minutes of the organization at all membership and executive committee meetings, and writing or signing correspondences by any member of the executive committee, as well as any duties assigned to the Secretary from time to time by the Board of Directors and the President/Executive Director.

#### **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of and be responsible for all funds and securities of the organization, and deposit within 72 hours such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse all funds of the organization as may be directed by the Board of Directors, while securing proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the book of accounts and financial records to any director of the organization, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, financial statements for presentation every quarter to the members at their next regularly scheduled meeting or to be included in any required reports.

In order to effectively discharge these duties, the Treasurer shall have the following minimum qualifications: Be a certified public accountant; or have at least two years of accounting or finance work-experience; or have obtained a degree or comparable certification in accounting, finance, business, or another closely related subject.

In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by this Code of Regulations, or which may be assigned to him or her from time to time by the Board of Directors or the President.

## **SECTION 10. COMPENSATION**

Officers shall serve without compensation. However, they shall be allowed reimbursement of reasonable expenses incurred in the performance of their duties, upon presentation and approval of receipts by the Board, in accordance with the organization's Financial Management Policy and this Code of Regulations

## **ARTICLE V COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

Except as otherwise provided in this Code of Regulations and except to the extent its powers are otherwise limited by the Board, the Executive Committee during intervals between meetings of the Board shall possess and may exercise all of the powers of the Board in the management and control of the business, assets and affairs of the Corporation. The Executive Committee shall consist of the Chair, all Vice Chairs, the Secretary, the Treasurer, the Chair of the Nominating Committee, and such other Directors as the Chair shall determine. The Chair of the Board shall serve as Chair of the Executive Committee and shall be an Ex Officio member, with full voting privileges, of all other committees of the Board, including the Nominating and Finance Committees.

### **SECTION 2. FINANCE COMMITTEE**

The Finance Committee shall consist of the Treasurer and such other members as the Board shall appoint. The Finance Committee shall work with the Treasurer and the CFO and make recommendations to the Board regarding the finances and accounts of the Corporation.

### **SECTION 3. NOMINATING COMMITTEE**

The Nominating Committee shall consist of the Chair and three (3) Directors who shall be nominated by the Chair and approved by the Board. The Chair of the Board shall appoint the Chair of the Nominating Committee, with approval of the Board. The Nominating Committee may nominate candidates for any elected Officer or Director.

#### **SECTION 4. AUDIT COMMITTEE**

The Audit Committee is responsible for providing oversight of regulatory and legal risks to the Corporation. The Audit Committee shall oversee the establishment and assessment of compliance with regulatory matters and related policies of the Corporation, including, but not limited to: Whistleblower, employment discrimination, conflicts of interest, record retention, federal tax regulations for 501(c)(3) organizations and all relevant financial regulations.

The Audit Committee shall assist the Board in fulfilling its oversight responsibilities for the integrity of the Corporation's financial statements and reports. The Audit Committee shall be charged with overseeing the External Auditor's review and audit of the Corporation's financial statements and with overseeing management's establishment, maintenance, and implementation of disclosure controls and other procedures for the Corporation's disclosures, if any, internal controls over the Corporation's financial reporting to any state or federal governmental agency, if any, and development, maintenance, and oversight of the Corporation's "whistle-blower" policy or policies or other policies essential under any relevant federal or state laws or regulations. Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Audit Committee shall have accounting or related financial management expertise sufficient to qualify such members as a "financial expert" as defined in the Sarbanes-Oxley Act of 2002. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

#### **SECTION 5. WAYS AND MEANS/DEVELOPMENT COMMITTEE**

The Development Committee shall include the Treasurer and is responsible for ensuring that the Corporation has adequate financial resources to carry out its mission. The Development Committee creates and implements the Corporation's Resource Development Plan, leads all organizational fundraising efforts, and ensures that resource development includes grants, contributions, and gifts from a variety of sources.

#### **SECTION 6. PHENOMENAL WOMEN COMMITTEE**

The Phenomenal Women shall consist of Liberian women and friends of Liberia in Columbus, Ohio. The committee shall provide support to each other and other members of the community. The committee shall work with LICI Executives in carrying out responsibilities required to promote the organization's goals by ensuring the well-being of community members. The President shall be a liaison to the Phenomenal Women.

## **SECTION 7. MEETINGS AND ACTION OF COMMITTEES**

Any committee of the Board may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. Committees shall keep records of their proceedings. A meeting of any committee of the Board may be called only by the chair of such committee.

A meeting of any committee of the Board may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting by such communications equipment shall constitute presence at such a meeting. a committee of the Board, once created and appointed, shall continue in office until expressly dissolved, terminated, reorganized or replaced by the Board.

The chair of each committee of the Board shall be an elected Member of the Board of Directors. Except as otherwise required by these Regulations, the Chair of the Board shall appoint all members and chairs of committees of the Board; but the appointment of the chair of each committee shall be subject to approval by the Board. Chairs of each committee of the Board shall hold their positions and exercise their authorities for the term appointed. The Board also may approve, elect or remove any chair or member of any committee of the Board.

## **Article VI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in this Code of Regulations, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, the Treasurer with the President or Executive Director of the organization as co-signatory shall sign all checks, drafts, promissory notes, Money orders for the payment of money, and other evidence of indebtedness of the organization.

### **SECTION 3. DEPOSITS**

All funds of the organization shall be deposited **within 72-hours** to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept, on behalf of the organization any contribution, provided that such contribution, gift, bequest, or devise is not in breach of the organization's tax-exempt standing or any other relevant laws.

## **ARTICLE VII**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The organization shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the organization's Articles of Incorporation and Code of Regulations as amended to date, which shall be open to inspection by the members of the organization at all reasonable times during office hours.

#### **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Directors shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and to inspect the



physical properties of the organization. They shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of this Code of Regulations, and provisions of applicable law.

### **SECTION 3. MEMBERS' INSPECTION RIGHTS**

Members shall have such rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of this Code of Regulations, and provisions of applicable law.

### **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. However, the member seeking to copy and make extracts shall cover all expenses for copying and making extracts.

### **SECTION 5. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an officer of this state and to the members of this organization, to be so prepared and delivered within the time limits set by law.

## **ARTICLE VIII**

### **IRC 501(C) (3) TAX EXEMPTION PROVISIONS**

#### **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this organization shall be of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code]. This organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of this Code of Regulations, this organization shall not carry on any 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 (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, 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 of this organization.

### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code. Or it may be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE IX AMENDMENT OF CODE OF REGULATIONS**

### **SECTION 1. AMENDMENT**

This Code of Regulations may be amended by a majority of the Voting Members present, in person or by proxy, at any properly convened meeting of members at which a quorum is present, provided a copy of the proposed amendments has been given to the membership in accordance with the notice requirements of Section 5 of Article VII. Amendments may be proposed by fifty Voting Members provided the amendment is filed in writing with the Secretary of the Board at least fifteen days prior to the date of the annual meeting of Members.

## **ARTICLE X CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of this Code of Regulations and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of this Code of Regulations be held unenforceable or invalid for any reason, the remaining provisions and portions of this Code of Regulations shall be unaffected by such holding.

All references in this Code of Regulations to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter,

Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in this Code of Regulations to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**MEMBERSHIP PROVISIONS OF THE CODE OF REGULATIONS OF LIBERIANS IN COLUMBUS, INC.**

**ARTICLE XI  
MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The organization shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the Articles of Incorporation, the Code of Regulations of this organization, or provisions of applicable law, all memberships shall have the same rights, privileges, restrictions and conditions.

**SECTION 2. QUALIFICATIONS OF MEMBERS**

Any person may qualify for membership in this organization by:

(a) Being a Liberian who resides in Central Ohio, who has paid the annual membership dues, and who supports the purpose statement in Article I, Section 2; or

(b) Being a "Friend of Liberians in Columbus", which is an honorary membership, who resides in Central Ohio, who has paid the annual membership due, and who supports the purpose statement in Article I, Section 2.

For purposes of the Section: "Liberian" means any individual who is of Liberian descent and such individual's immediate family members. A "Friend of Liberians in Columbus" means any individual or organization who is not of Liberian descent. Friends of Liberians are "honorary members."

"Friends of Liberians" honorary membership is opened to anyone committed to the purposes of the organization. Honorary members are not eligible to vote at the Annual Meeting, or hold elected offices in the organization. Honorary members may hold honorary Board of Director's seats, at the option of the Board of Directors. Such seats shall be limited in number so as to never constitute a majority of the Board of Directors.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership through verbal or written communication or by attendance at general meetings.

### **SECTION 4. FEES AND DUES**

(a) The annual dues payable to the organization by members shall be fifty dollars (\$50) payable in full or in monthly installments, unless changed by a majority vote of members at a membership meeting. Continued membership with voting rights is contingent upon being up-to-date on membership dues.

### **SECTION 5. NUMBER OF MEMBERS**

The organization has no limitation on the number of members it may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The organization shall keep a membership book containing the name, address, phone number, and email address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the organization's principal office.

### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon termination of membership or death.

### **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the organization personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

If this organization has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues or before their due date, such termination shall be effective thirty (30) days

after a written notification of delinquency is given personally or mailed to such member by the Secretary of the organization. A member may avoid such termination by paying the amount of delinquent dues within a thirty a (30) day period following the member's receipt of the written notification of delinquency. (3) Having provided a member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially or serially prejudicial to the interests or purposes of the organization.

All rights of a member in the organization shall cease on termination of membership as herein provided.

**ARTICLE XII  
MEETINGS OF MEMBERS**

**SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the organization or at such other place or places as may be designated from time to time by the Board of Directors, President/Executive Director, or another officer so authorized.

**SECTION 2. REGULAR MEETINGS**

Regular meetings of the members shall be held quarterly at a time and place designated by the Chairperson of the Board or Executive Committee, in cooperation with the President/Executive Director.

If the day fixed for a regular meeting falls on a day that the meeting cannot be held due to circumstances beyond the control of the organization, such meeting shall be held at a reasonable time and place determined by the President, in cooperation with the Chairperson of the Board or Executive Committee.

**SECTION 3. ELECTION MEETING**

Every two years, a meeting of members shall take place in the month of November for electing officers and transacting other business as may come before the meeting. The President will designate the specific date, time and location of the meeting. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The meeting of members for electing officers shall be held at an Annual Meeting.

**SECTION 4. SPECIAL MEETINGS OF MEMBERS**

The President and Chairperson of the Board, or a simple majority of the Board of Directors may call special meetings of the members. A petition signed by one-third (1/3) of voting members may also call a special meeting.

#### **SECTION 5. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, this Code of Regulations, or provisions of applicable law, notice stating the place, day and hour of the meeting or special meeting, as well as the purpose for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, except for in the case of Annual Meetings of the Members and Election Meetings, notice stating the place, day and hour of the meeting, as well as the purpose of the meeting, shall be delivered no less than thirty (30) days before the date of such meeting. Notice may be provided personally, electronically or by regular mail, at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the organization, with postage prepaid. Personal notification includes notification by telephone, or electronic means. However, in the case of notice provided by electronic means, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first electronic transmission.

Whenever any notice of a meeting is required to be given to any member of this organization under provisions of the Articles of Incorporation, Code of Regulations, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 6. QUORUM FOR MEETINGS**

To constitute a quorum at any meeting of members, there shall be present, in person or by proxy, at least fifty voting members of the organization. A voting member is one who is not in more than three months of arrears in due payment.

Except as otherwise provided under the Articles of Incorporation, Code of Regulations, or provisions of applicable law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by written proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, this Code of Regulations, or provisions of applicable law require a greater number.

#### **SECTION 8. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or written ballot. Election of officers, however, shall be by written ballot.

#### **SECTION 9. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, this Code of Regulations, or provisions of applicable law, any action, which may be taken at any regular or special meeting of members, may be taken without a meeting if the organization distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of officers, state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the organization in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the organization.

As specified in this Code of Regulations, ballots shall be mailed or delivered in the manner required for giving notice of membership meetings.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the period specified equals or exceeds the quorum required being present at a meeting authorizing such action. Approval of action by written ballot shall pass with a simple majority.

Officers may be elected by written ballot. Such ballots for the election of officers shall list the persons nominated at the time the ballots are mailed or delivered.

**SECTION 10. CONDUCT OF MEETINGS**

The President shall preside over meetings of members of the organization or, in his or her absence, by the Vice President of the organization or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the organization shall act as Secretary of all meetings of members; however, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Roberts Rules of Order or other such procedures as may be approved from time to time by the general membership shall govern meetings. Such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, this Code of Regulations, or with provisions of law.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 25 preceding pages, as the Bylaws of this organization.

Dated:

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