

CAMEROON COMMUNITY OF GEORGIA (CAMCOGA) CONSTITUTION AND BYLAWS



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PREAMBLE

We, the members of the Cameroonian Community residing in the State of Georgia, United States of America do state as follows:

- Mindful of the fact that we are individuals and professionals of all walks of life.
- Conscious of the need to network and collaborate among ourselves.
- Conscious of the need to strengthen the cultural diversity of Cameroon.
- Conscious of the need to protect and promote the cultural identity and heritage of Cameroonians.
- Conscious of the need to foster a spirit of brotherhood and sisterhood among Cameroonians in the State of Georgia and beyond.
- Mindful of the fact that this organization, CAMCOGA will function in compliance with applicable Federal and State laws of the United States of America.

Hereby adopt these rules and regulations as a guide for the purpose, objectives, and structure; as well as a guide for the conduct of the members of the organization herein described.

SECTION 1: GENERAL FRAMEWORK

Article 1: Name and General Issues

- a) The name of the organization shall be “CAMCOGA”.
- b) The Motto of the organization shall be “Peace-Unity-Prosperity”.
- c) The Seal of the organization shall have the inscription “CAMCOGA”.
- d) The name CAMCOGA shall stand for the “Cameroon Community of Georgia”.

Article 2: Status, Registration, and Address

- a) The Head Quarters of the organization shall be in the State of Georgia.
- b) The organization shall be a nonstock, non-profit, and apolitical organization.
- c) The organization shall have an official physical address or a Post Office Box, in the absence of which the official address of the organization shall be the address of the current President.
- d) The address of the organization may be changed to another designated location by a vote of two-thirds (2/3) majority of members of the Board of Directors if it serves the best interest of the organization.

SECTION 2: GOALS AND OBJECTIVES

The goals and objectives of CAMCOGA shall include the following:

- a) To be an umbrella organization of all Cameroonian associations in the State of Georgia.
- b) To promote unity and friendship within the Cameroonian community in Georgia.
- c) To facilitate collaboration and interaction among Cameroonians in the state of Georgia.
- d) To provide a forum for the sharing of information that is pertinent to the Cameroonian community.
- e) To promote the proud heritage and cultural diversity of the people of Cameroon in Georgia and beyond.
- f) To coordinate the participation of Cameroonian associations and other entities in the cultural, social, and economic activities of our community.
- g) To collaborate with other Cameroonian and non-Cameroonian community organizations, provided the objectives of such organizations do not conflict with our stated objectives, interests, and aspirations.

SECTION 3: MEMBERSHIP AND ADMISSION

Article 1: General Provisions

- a) There shall be two (2) categories of members – full members and honorary members.
- b) The term ‘member(s)’ as used in the Bylaws shall be in reference to Full Members only.
- c) The Board of Directors shall be responsible for approving membership to CAMCOMGA.
- d) Membership approval shall be by a simple majority vote of members of the Board of Directors.
- e) Official communications from Members to CAMCOGA shall be through the

President/Leader of the Association, unless another individual is specifically designated by the President/Leader of the Association to officially act in that capacity.

Article 2: Full Membership

- a) Full membership shall be open to Associations only.
- b) There shall be no individual membership to CAMCOGA.
- c) The term Associations is limited to Cultural Groups, Alumni Associations, and Social Groups.
- d) An Association must have a minimum of ten (10) members to qualify for membership to CAMCOGA.
- e) An association seeking full membership to CAMCOGA shall complete an Application Form that shall include the names and phone numbers of at least ten (10) of its members.

Article 3: Honorary Membership

- a) Honorary membership shall be open to businesses, religious organizations, and other non-profit charitable entities within Cameroonian community.
- b) An entity seeking honorary membership to CAMCOGA shall complete an Application Form that shall include the name of its Leader and the nature of its activities.
- c) Honorary members shall have no dues paying obligation and no voting rights within CAMCOGA. Honorary members shall be entitled to attend and speak at General Assembly meetings, participate in CAMCOGA community events, and voluntarily support CAMCOGA activities.

SECTION 4: MEMBERSHIP DUES, RIGHTS, AND RESPONSIBILITIES

Article 1: Membership Dues

- a) Members shall pay a mandatory one-time Registration Fee of \$200.00 upon initiation of membership with CAMCOGA.
- b) Members shall pay a mandatory Annual Membership Fee of \$100.00 each year to maintain membership to CAMCOGA.
- c) The Annual Membership Fee is due by the last day of the month of March of each year. Failure to pay this fee by the stated deadline will result in loss of voting privileges.
- d) Members may be called upon to voluntarily support CAMCOGA financially and/or otherwise, including provision of cultural dishes and human resources during community events.

Article 2: Rights of Members

- a) Members make up the General Assembly of the organization.
- b) Members have the right to attend the meetings of the organization.
- c) Members have the right to vote at the meetings of the organization.
- d) Members have the right to participate in the activities of the organization.
- e) Members are entitled to the benefits of the organization as prescribed in the Bylaws and as may be determined from time to time by CAMCOGA.

Article 3: Responsibilities of Members

- a) Members have a responsibility to attend the meetings of the organization.
- b) Membership to CAMCOGA shall not be transferable or assignable to a third party.

- c) Members shall abide by the Bylaws and other rules and regulations of the organization.
- d) Members have a responsibility to actively participate in the activities of the organization.
- e) Members have a responsibility to pay all dues as stated in the Bylaws, and as may be determined from time to time by the General Assembly of CAMCOGA.

SECTION 5: TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Article 1: Termination of Membership

- a) Membership shall cease if a member voluntarily leaves or withdraws from CAMCOGA.
- b) Membership shall cease if a member is dismissed from CAMCOGA for jeopardizing the reputation of the organization. Dismissal of a member must be approved by a vote of two-thirds (2/3) majority of members of the Board of Directors present during a meeting in which consideration for the dismissal of the member was listed as the reason or one of the reasons for the Board Meeting.

Article 2: Reinstatement of Membership

- a) Any former member of CAMCOGA can at any time request to join the organization again.
- b) Reinstatement of a terminated member must be approved by a simple majority vote of members of the Board of Directors present during a Board Meeting.
- c) For membership to be reinstated, a former member of CAMCOGA shall have to complete a new Application Form; go through the process of CAMCOGA membership like a new member; and pay all past dues previously owed to CAMCOGA prior to its membership becoming effective.

SECTION 6: ORGANS AND RESPONSIBILITIES

Article 1: Major Organs

The major organs of the organization shall include the following:

- a) CAMCOGA General Assembly
- b) CAMCOGA Board of Directors
- c) CAMCOGA Executive Bureau

Article 2: Other Organs

- a) In consultation with the General Assembly, the Board of Directors and Executive Bureau may set up Ad-Hoc Committees/Commissions to carry out specific duties as shall be necessary for the effective functioning of the organization.
- b) At the time of formation, ad-hoc committees shall be given a defined role including their period of existence. Depending on the circumstances, membership to such committees shall be constituted by election, appointment, nomination, or by

volunteering.

c) The members of Ad-Hoc Committees/Commissions shall determine their leadership. Examples of ad- hoc committees include the Electoral Commission, Constitutional Committee, Audit Committee, Events Committee, Fundraising Committee, Dispute Resolution Committee, etc.

SECTION 7: THE GENERAL ASSEMBLY

Article 1: Status and Powers

a) The General Assembly shall be the supreme organ of the organization.

b) The General Assembly shall comprise members as described in the Bylaws.

c) The General Assembly shall vote to elect members of the Executive Bureau and Board of Directors.

d) General Assembly decisions taken in accordance with the Bylaws shall override those of other organs.

e) The General Assembly shall consider and vote to adopt the Bylaws of the organization as well as all submissions for amendments to the Bylaws.

f) The General Assembly shall support the Executive Bureau in ensuring the successful execution of the projects and activities of the organization.

g) The General Assembly shall consider and vote on all motions to sanction or impeach members of Executive Bureau and the Board of Directors.

Article 2: Composition

a) Shall comprise of three (3) Delegates of Full Members of CAMCOGA as described in the Bylaws.

b) Shall comprise of one (1) Delegate of Honorary Members of CAMCOGA as described in this Bylaws.

c) If a General Assembly Delegate is elected to the Executive Bureau or the Board of Directors, he/she shall cease to be a Delegate of the General Assembly and shall be replaced by another Delegate.

Article 3: Meetings of the General Assembly

a) The members of the organization shall convene in a General Assembly meeting on a monthly basis.

b) Extraordinary General Assembly meetings of the organization may be called by the President of the Executive Bureau or Chairman of the Board of Directors of the organization.

c) Notice of meetings of the General Assembly and the agenda shall be communicated at least one (1) week before the date of the meeting.

d) There shall be no voting by proxy during General Assembly meetings of the organization. Everyone voting must be physically present in-person.

e) The deliberations of all meetings of the General Assembly shall be documented as the Minutes of the meeting of the organization by the Secretariat.

- f) Unless as otherwise specifically stated in the Bylaws, all decisions of the General Assembly shall be by a simple majority vote of the Delegates present during a General Assembly meeting.
- g) The Chair of the General Assembly shall be the President of CAMCOGA who shall be responsible for convening and presiding over all the monthly General Assembly meetings of the organization.
- h) The quorum for all meetings of the General Assembly of the organization shall be ten (10) Delegates who are physically present in-person. Once a quorum has been established at the start of a meeting, the continued presence of a quorum is presumed to exist until the end of the meeting irrespective of the actual number of participants who stay until the end of the meeting.

SECTION 8: THE BOARD OF DIRECTORS

Article 1: Status and Attributions

- a) Shall function as the moral and custodial organ of the organization.
- b) Shall maintain and protect the integrity and interest of the organization.
- c) Shall be responsible for performing oversight of the Executive Bureau.
- d) Shall be responsible for policy development and strategic planning for the organization.
- e) Shall support the Executive Bureau in successfully executing the activities of the organization.
- f) Shall have the authority to convene Extraordinary Meetings of the General Assembly as warranted by the activities of the organization.
- g) Shall review Plan of Actions and Budget of Activities submitted to it by the Executive Bureau for evaluation and recommendations.
- h) Can request members of the Executive Bureau to attend Board Meetings, release documents, provide information, or respond to any matter of concern under consideration by the Board of Directors.
- i) The business of the Board of Directors shall be conducted in such order and manner as the Board may from time to time determine by a simple majority vote of its members, except as otherwise specifically provided herein or required by law.

Article 2: Composition and Term of Office

- a) The Board of Directors shall be composed of nine (9) Board members, seven (7) Regular Board Members and two (2) At-Large Board Members.
- b) Regular Board Members shall be elected by the General Assembly and must be resident in Georgia.
- c) At-Large Board Members shall be selected by a simple majority vote of the elected Board of Directors. Candidates will be selected based on their skills and ability to compliment the Board of Directors but must not be a member of an association registered with CAMCOGA.
- d) Members of the Board of Directors shall elect their officers to include at least a Board Chairman and a Board Secretary.
- e) The Board of Directors shall be elected for a period of three (3) years, which shall constitute a term. A member of the Board of Directors may be re-elected to only one

subsequent term.

f) A member of the Board of Directors may resign their position at any time, with or without cause by notifying the Chairman or the General Assembly verbally or in writing.

Article 3: Election of the Board of Directors

a) Except for At-Large Board Members, a candidate for position in the Board of Directors shall be a member of an association duly registered and in good standing with CAMCOGA.

b) An Electoral Commission shall be responsible for organizing elections of the Board of Directors.

c) Members of CAMCOGA can only present one (1) candidate for elections to the Board of Directors and recommendation for that candidacy must come from the President, if the candidate is not the President.

d) Candidates who are current Board Members and seeking re-election shall not be subject to the recommendation requirement of Section 8(3) (c) above, and the association of an incumbent candidate shall not be eligible to present another candidate for that election of the Board of Directors.

e) Call for candidacies for the Board of Directors shall be done at the CAMCOGA General Assembly meeting of October of an election year.

f) Election of Members of the Board of Directors shall take place at the CAMCOGA General Assembly meeting of November of an election year.

g) In case of a vacancy during the mandate of a Board of Directors, the Executive Bureau shall conduct a special election within ninety (90) days to fill the vacancy, unless the mandate of the current Board of Directors will end within twelve (12) months of the vacancy.

h) If there is a vacancy within twelve (12) months to the end of the mandate of a current Board of Directors, the Members of the Board Members shall select by a simple majority vote, a successor for the unexpired term until the next Board elections.

i) Where a special election is conducted, notice of such special election will be included in the official agenda of the General Assembly Meeting of the association. Any member of the Board of Directors that is elected during a special election will be installed the same day of the election.

Article 4: Meetings of the Board of Directors

a) Regular meetings of the Board of Directors shall be called by the Chairman of the Board of Directors.

b) Extraordinary meetings of the Board of Directors may be called by the Board Chairman or a simple majority of the members of the Board of Directors.

c) The Board of Directors shall convene Quarterly for Regular Board of Directors Meetings and may hold Extraordinary Board of Directors meetings as warranted.

d) The quorum for meetings of the Board of Directors shall be a simple majority of the total number of Board Members. If a quorum shall fail to attain at any meeting, a simple majority of those present may adjourn the meeting for another place, date, and time.

e) The Board of Directors shall agree on its mechanisms of communication and notices of all Board of Directors Meetings shall be publicized among Board Members using the agreed medium of communication at least seven (7) days before the meeting

f) The Board of Directors may hold its meetings by teleconference or similar

communications equipment where all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting. However, at least two (2) of the Regular Board of Directors Meetings must be meetings at which the Board Members meet in person.

SECTION 9: THE EXECUTIVE BUREAU

Article 1: Status and Attributions

- a) Shall be the administrative organ of the organization.
- b) Shall be responsible for the daily management of the affairs of the organization.
- c) Shall convene the monthly General Assembly Meetings and update the community on the conduct of the affairs of the organization.
- d) Shall implement the goals, objectives, and activities of the organization, and all matters fully debated and entrusted to it by the General Assembly.
- e) Shall develop and submit its Plan of Actions and Budget of Activities to the Board of Directors for evaluation and recommendation prior to public circulation.
- f) Shall develop a calendar of community events which shall serve to maintain public awareness to avoid conflicting scheduling of activities among CAMCOGA members.
- g) Shall comply with request from the Board of Directors to attend Board Meetings, release document(s) provide information, or respond to any matter of concern under consideration by the Board of Directors.

Article 2: Composition and Term of Office

- a) The Executive Bureau shall comprise of eight (8) positions - President, Vice-President, Secretary General, Assistant Secretary General, Financial Secretary, Treasurer, Public Relations Officer, and Cultural Affairs Officer.
- b) Anyone running for office shall declare their candidacy for a specific position in the Executive Bureau.
- c) Members of the Executive Bureau shall be elected by the General Assembly; candidates must be resident in the State of Georgia; and be a member of an association duly registered with CAMCOGA.
- d) The Executive Bureau shall be elected for a period of two (2) years, which shall constitute a term. A member of the Executive Bureau may be re-elected to only one subsequent term.
- e) A previous executive member can run for other positions after the maximum four (4) years in a current position.
- f) A member of the Executive Bureau may resign their position at any time, with or without cause by notifying the President or the General Assembly verbally or in writing.

Article 3: Election of the Executive Bureau

- a) A candidate for position in the Executive Bureau can be any member of an association duly registered and in good standing with CAMCOGA.
- b) A candidate for position in the Executive Bureau must present evidence of Good Standing (email/letter) from his/her association President (if not the President) when declaring his/her candidacy.
- c) An Electoral Commission shall be responsible for organizing elections of the Executive Bureau.

- d) Call for candidacies for the Executive Bureau shall be done at the CAMCOGA General Assembly meeting of October of an election year.
- e) Election of Members of the Executive Bureau shall take place at the CAMCOGA General Assembly meeting of November of an election year.
- f) In case of a vacancy during the mandate of an Executive Bureau, the remaining Members of the Executive Bureau shall select by a simple majority vote, a successor for the unexpired term until the next Executive Bureau elections.
- g) Where the vacancy in question is the office of the President, the Vice President shall become the new President of CAMCOGA, and shall act in that capacity until the end of the mandate of that Executive Bureau. In such a situation, the Executive Bureau shall reorganized itself and may assign any selected successor, a position other than that of Vice President.

Article 4: Meetings of the Executive Bureau

- a) Regular Meetings of the Executive Bureau shall be called by the President of the Executive Bureau.
- b) Extraordinary meetings of the Executive Bureau may be called by the President or a simple majority of the members of the Executive Bureau.
- c) The Executive Bureau shall convene Twice a Year for Regular Executive Bureau Meetings and may hold Extraordinary Executive Bureau meetings as warranted.
- d) The quorum for meetings of the Executive Bureau shall be a simple majority of the total number of Executive Bureau Members. If a quorum shall fail to attain at any meeting, a simple majority of those present may adjourn the meeting for another place, date, and time.
- e) The Executive Bureau shall agree on its mechanisms of communication and notices of all Executive Bureau Meetings shall be publicized among Executive Bureau Members using the agreed medium of communication at least seven (7) days before the meeting.
- f) The Executive Bureau may hold its meetings by teleconference or similar communications equipment where all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting. However, at least one (1) of the Regular Meetings of the Executive Bureau must be a meeting at which the Executive Bureau Members meet in person.

Article 5: Officers of the Executive Bureau

Article 5(1): President

- a) Shall serve as the Chief Executive Officer and supervise the daily affairs of the organization.
- b) Shall act as a liaison between CAMCOGA and other community organizations and be the official representative of CAMCOGA at all public events and invitations.
- c) Shall preside over the meetings of the Executive Bureau and General Assembly, unless s/he appoints another person to preside over such meetings.
- d) Shall oversee the preparation of the Annual Report of the organization and presentation of this report to the Board of Directors and the General Assembly.
- e) Shall perform all duties incidental to this office and such other duties required by State and Federal laws, or as prescribed from time to time by the General Assembly.

f) Shall be an Ex-Officio, non-voting member of the Board of Directors, who on the recommendation of the Board of Directors may be advised to abstain from any particular Board Meeting.

Article 5(2): Vice-President

- a) Shall assist the President in the execution of his/her functions.
- b) Shall perform the duties of the President if the latter is absent or unable to do so.
- c) Shall perform such other functions as may be assigned from time to time by the President.
- d) Shall assume the functions of the President in case of incompetence as determined by a vote of two-thirds (2/3) majority of the members present during a General Assembly meeting.

Article 5(3): Secretary General

- a) Shall be custodian of all the official and legal documents of the association.
- b) Shall prepare and cause to be delivered all notices of meetings of the association.
- c) Shall document and keep accurate records of minutes of meetings of the association.
- d) Shall maintain a Database with all relevant contact information of all the members of CAMCOGA.
- e) Shall ensure the delivery of all the communications of the association and relevant announcements to members of the association.
- f) Shall make available copies of the minutes of previous meetings and distribute them in advance of and/or read them at the beginning of each meeting.

Article 5(4): Assistant Secretary General

- a) Shall assist the Secretary General in the execution of his/her functions.
- b) Shall perform the duties of the Secretary General if the latter is absent or unable to.
- c) Shall perform such other functions as may be assigned from time to time by the Secretary General.
- d) Shall assume the functions of the Secretary General in case of incompetence as determined by a vote of two-thirds (2/3) majority of the members present during a General Assembly meeting.

Article 5(5): Financial Secretary

- a) Shall be responsible for receiving all dues to the organization in exchange for written receipts.
- b) Shall be responsible for receiving donations and grants on behalf of the organization.
- c) Shall handover all funds collected to the Treasurer to be deposited in the organization's bank account.
- d) Shall keep records of all receipts, income, and expenses in coordination with the Treasurer.
- e) Shall work with the Treasurer and President to provide Quarterly Financial Reports to the General Assembly and the Board of Directors.

Article 5(6): Treasurer

- a) Shall be the official custodian of all CAMCOGA funds.
- b) Shall ensure that all funds are properly reported and recorded.

- c) Shall be responsible for safe keeping and banking of all the organization's funds.
- d) Shall keep records of all receipts, income, and expenses in coordination with the Financial Secretary.
- e) Shall work with the Financial Secretary and President to provide Quarterly Financial Reports to the General Assembly and the Board of Directors.

Article 5(7): Public Relations Officer

- a) Shall be responsible for managing the public image of CAMCOGA at all forums.
- b) Shall publicize the activities of the CAMCOGA as warranted for the specific situation.
- c) Shall build bonds and collaborate with the members of CAMCOGA on matters of common interest.
- d) Shall partner and engage other organizations in fostering the goals and objectives of CAMCOGA.
- e) Shall perform all duties incidental to this office and such other duties which may be prescribed from time to time by the President or General Assembly.

Article 5(8): Cultural Affairs Officer

- a) Shall be responsible for coordinating the cultural activities of CAMCOGA.
- b) Shall be responsible for developing a calendar of cultural activities of CAMCOGA.
- c) Shall engage other associations in the planning and execution of the cultural activities of CAMCOGA.
- d) Shall collaborate with community associations and enlist their participation in the cultural activities of CAMCOGA.
- e) Shall perform all duties incidental to this office and such other duties which may be prescribed from time to time by the President or General Assembly.

SECTION 10: EXECUTIVE BUREAU AND BOARD OF DIRECTORS **IMPEACHMENT**

Article 1: Reasons for Impeachment

A member of Executive Bureau or Board of Directors can be impeached for the following reasons:

- a) Engaging in an act that seriously jeopardizes the status and standing of the organization.
- b) A positive determination of embezzlement of the funds of the organization.
- c) Engage in any other act of misappropriation of the finances or property of the organization.
- d) Non-participation in the activities of the organization, including absences from the meeting of the Executive Bureau or Board of Directors.
- e) No longer a member of an association that is duly registered with CAMCOGA. This provision shall apply when the Executive or Board Member fails to maintain membership or is no longer in good standing with his/her CAMCOGA member association.

Article 2: Initiation of Impeachment

- a) An impeachment petition can be initiated by a simple majority of members of the Board of Directors against another Board Member, an Executive Member, or the whole Executive Bureau.
- b) An impeachment petition can be initiated by a simple majority of members of the Executive Bureau against another Executive Member, a Board Member, or the whole Board of Directors.
- c) Once an impeachment petition has been successfully initiated, the Organ that initiated the petition shall hold a meeting on the issue and vote on whether to recommend impeachment.
- d) A vote to recommend impeachment shall be considered a Vote of Non-Confidence of the Individual or Organ under impeachment and the matter shall be referred to the General Assembly for Consideration.

Article 3: Impeachment Procedure

- a) Referral of an impeachment petition to the General Assembly shall be done by an Extraordinary General Assembly Meeting called by the Organ that initiated the petition, and the Individual or Organ under impeachment shall be formally notified of the meeting date and time.
- b) Impeachment petition must be included in the agenda of the meeting in which it is to be discussed and the parties concerned shall be accorded equal time for oral arguments on the impeachment petition.
- c) Impeachment of the Executive Bureau, Board of Directors, or any member of these Organs must be approved by a vote of two-thirds (2/3) majority of CAMCOGA members present during an Extra Ordinary General Assembly Meeting.
- d) An impeachment petition shall be independent of any criminal prosecution that may be sought against an impeached Executive Member or Board Member depending on the reason(s) for impeachment.

SECTION 11: THE ELECTORAL PROCESS

Article 1: General Voting

- a) Voting during the meetings of the association shall generally be by a show of hand.
- b) Voting at elections shall be by secret ballot to preserve the identity of who cast the ballot.
- c) There shall be no voting by proxy within the organization. Everyone voting must be physically present in-person.

Article 2: Electoral Commission

- a) The Electoral Commission shall be created in the month of October of an election year to organize elections for the Executive Bureau and/or Board of Directors.
- b) The Electoral Commission shall comprise of five (5) "Election Commissioners".
- c) No Election Commissioner shall be a candidate for office for the election in question.
- d) The purposes of an Electoral Commission shall be to conduct the election for which it was created.
- e) Members of the Electoral Commission shall be selected from within the CAMCOGA General Assembly

f) The Electoral Commission shall be an Ad-Hoc Committee of the organization and its mandate shall end as soon as the election results are announced, electoral disputes resolved, and transition takes place.

g) The responsibility to initiate the process to create the Electoral Commission shall be the prerogative of the President. Should the President fail to do so at the time specified in the Bylaws, the Chairman has the authority to call an Extraordinary General Assembly Meeting to create the Electoral Commission.

Article 3: Responsibilities of the Electoral Commission

a) Shall implement smooth and democratic protocols in the conduct of elections in the organization.

b) Shall call for elections and announce election dates in compliance with the Bylaws of CAMCOGA.

c) Shall lay the ground work for conducting elections, including printing ballots and vetting candidates.

d) Shall receive and review all candidacies against the eligibility requirements established in the Bylaws.

e) Shall proclaim the result of the elections immediately after the ballots have been cast and counted and shall append their signatures on the final election document to certify the election results.

f) Placement of announcement or email on CAMCOGA e-group or website shall constitute an acceptable and satisfactory method of broadcasting all communications regarding CAMCOGA elections.

Article 4: Executive Bureau/Board of Directors Eligibility Criteria

a) Candidates for the Board of Directors must satisfy all applicable eligibility conditions under Sections 8(2) and 8(3) of the Bylaws.

b) Candidates for the Executive Bureau must satisfy all applicable eligibility conditions under Sections 9(2) and 9(3) of the Bylaws.

c) No one can be candidate for the Executive Bureau and Board of Directors concurrently and no one can serve concurrently as a member of the Executive Bureau and Board of Directors.

Article 5: Voting in Elections of the Executive Bureau

a) Voting for the Executive Bureau shall be conducted for each Executive position.

b) The names of all candidates running for each Executive position shall be listed as an option.

c) Members of the General Assembly shall cast their ballot for just one of the candidate(s) running.

d) The candidate who receives the highest number of votes for each Executive position will be declared the winner of the election for that position.

e) In the event of a tie between two or more candidates in terms of highest number of votes received, the ballot shall be repeated for those candidates in the tie only until a winner is determined by highest number of votes received.

Article 6: Voting in Elections of the Board of Directors

a) Voting for the Board of Directors shall involve several rounds of ballot until the desired numbers of Board Members are elected.

- b) The names of all candidates running for the Board of Directors shall initially be listed as an option.
- c) Members of the General Assembly shall cast their ballot for just one of the candidate(s) running.
- d) The candidate who receives the highest number of votes at each round of ballot will be declared a winner and will not be listed as an option in the next round of ballot.
- e) Ballot rounds will stop when all the seven (7) Elected Members of the Board of Directors provided for in the Bylaws have been duly elected during the ballot process.
- f) In the event of a tie between two or more candidates in terms of highest number of votes received, the ballot shall be repeated for those candidates in the tie only until a winner is determined by highest number of votes received.

Article 7: Installation, Transition, and Challenge of Election Results

- a) Installation of the elected members of the Executive Bureau and/or Board of Directors shall be done by the Electoral Commission the same day of the election if there is no electoral dispute.
- b) In the event of an electoral dispute, installation of the elected members of the Executive Bureau and/or Board of Directors shall be done by the Electoral Commission two weeks after the election.
- c) Everything that belongs to CAMCOGA, including finances, properties, and information shall be handed to the newly elected Executive Bureau and/or Board of Directors within two (2) weeks after the election.
- d) Any candidate who seeks to challenge the result of an election must file a petition with the Electoral Commission on the same day of the election.
 - i. The petition must specify the alleged misconduct in the electoral process.
 - ii. Evidence supporting the allegation(s) must be received within 48 hours of the election.
 - iii. The Electoral Commission shall review the petition and investigate the claim that is alleged.
 - iv. The Electoral Commission shall render a decision within one (1) week of the election and that decision shall be final and binding on all parties.

SECTION 12: FINANCIAL MANAGEMENT

Article 1: Bank Account(s)

- a) The General Assembly shall authorize the opening of bank account(s) for the organization.
- b) The address on the bank account(s) of the organization and to which statements are sent shall be the official physical address or Post Office Box of the organization, in the absence of which, it shall be the address of the current Financial Secretary.
- c) There shall be three (3) signatories to the bank account(s) of the organization - the President, the Treasurer, and the Board Chairman.
- d) The Treasurer shall be the custodian of the check book of the organization and shall ensure that the check book is available at every meeting of the organization.
- e) Every check issued by the organization must be signed by at least two of the three designated signatories. It shall be considered a serious misconduct and automatic

ground for impeachment if a check is signed by a non-designated member of the Executive Bureau or Board of Directors.

f) Access to the “Online Banking” functionality of the bank account(s) of the organization shall be available to the designated signatories as well as the Financial Secretary of the organization for purposes of checks and balances. No electronic money transfer shall be conducted with this access unless specifically approved by the General Assembly. It shall be considered a serious misconduct and automatic ground for impeachment to conduct any unauthorized electronic money transfer.

Article 2: Payments, Withdrawals, and Transfers

- a) All financial transactions must be for the legitimate purposes of the organization.
- b) All payments from the organization’s bank account(s) shall be made by check, unless as may be otherwise specifically authorized from time to time by the General Assembly.
- c) No cash withdrawal shall be made from the organization’s bank account(s), unless as may be otherwise specifically authorized from time to time by the General Assembly.
- d) No electronic money transfer shall be made from the organization’s bank account(s), unless as may be otherwise specifically authorized from time to time by the General Assembly.
- e) In case of a need for expenditure between General Assembly meetings not previously budgeted or approved, the President in consultation with the Chairman must jointly agree to move forward with the expenditure and notify CAMCOGA members by email communication, as well as discuss the expenditure during the next General Assembly meeting of the organization.

SECTION 13: FISCAL YEAR, FINANCIAL RESOURCES, AND AUDITS

Article 1: Fiscal Year

The fiscal year of the association shall be the calendar year, from January 1st to December 31st.

Article 2: Financial Resources

The financial/material resources of the organization shall be derived from the following sources:

- a) Membership contributions.
- b) Revenue and donations from social activities and fundraising events.
- c) Gifts and contributions from individuals and private or public donor organizations.
- d) Interests from investments and proceeds from the sale of the organization’s materials.

Article 3: Financial Audits

- a) There shall be a mandatory Financial Audit conducted in the month of December every two (2) years per the election calendar of the Executive Bureau.
- b) The purpose of the audit shall be to examine all the financial records of the organization and the financial reports submitted by the outgoing Executive Bureau.
- c) Depending on the complexities of the financial resources of the organization, a CAMCOGA Audit Committee may be created from the General Assembly or a Professional

Auditing Firm may be hired to conduct the financial audit of the organization.

d) In case of a dispute regarding the financial audit report where the audit is conducted by a CAMCOGA Audit Committee, the organization shall hire a Professional Auditing Firm to conduct another financial audit of the organization. The report of the Auditing Firm shall be final and binding on all organs.

e) In addition to the routine mandatory financial audits the President or the Chairman may request that a financial audit be conducted at any other time if there is reason to believe that there may be ongoing financial impropriety. Such must be approved by a two-thirds (2/3) majority vote of the members present during a General Assembly Meeting of the organization.

SECTION 14: GENERAL LEGAL PROVISIONS

Article 1: Non-Profit Status

a) CAMCOGA shall be incorporated as a non-profit organization and shall function at all times in compliance with application state laws governing non-profit organizations.

b) The organization shall be also organized and operated at all times within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Law.

Article 2: Limited Liability

To the fullest extent permitted by law, no Member, Director, Executive, or Staff of the organization shall be personally liable for the debts, liabilities, or other obligations of the organization for any action taken, or any failure to take any action, unless the Member, Director, Executive, or Staff breached or failed to perform the duties of an official responsibility, and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Article 3: Liability Insurance

Except as may be otherwise provided under provisions of law, the General Assembly may approve a resolution authorizing the purchase of insurance on behalf of any agent of the organization, including a Member, Director, Executive, or Staff, against liabilities asserted against or incurred by the agent in such capacity as an agent of CAMCOGA, or arising out of the agent's status as such.

Article 4: Indemnification

The organization shall indemnify its agents, including a Member, Director, Executive, or Staff, to the fullest extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel selected by the Board of Directors (who may be regular counsel for the organization) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Law.

Article 5: Inspection of Records

a) Members of CAMCOGA shall have the right to examine the records of the organization

for purposes reasonably related to their position as Members.

b) The records of the organization shall be open to inspection within ten (10) days when requested by at least three (3) members of the organization. Inspection may be made in person or by an authorized agent and inspection includes the right to make extracts at the expense of the members.

Article 6: Non-Discrimination

The organization shall not discriminate against any person on the basis of age, sex, race, color, cultural identity, disability, political opinion, or religious affiliation in any of its policies, procedures, or practices.

Article 7: Conflict of Interest

a) The Board of Directors may develop a Conflict of Interest Policy that members of the Executive Bureau, Board of Directors, and Staff of the organization shall sign prior to acting as agents of the organization.

b) To avoid conflicts of interest, no one person shall concurrently hold the following offices:

i. Be President and Treasurer or Financial Secretary of the organization concurrently.

ii. Be Treasurer and Financial Secretary of the organization concurrently.

iii. Be a member of the Executive Bureau and the Board of Directors concurrently.

iv. Be a Delegate of the General Assembly and a member of the Executive Bureau and/or Board of Directors concurrently.

Article 8: Construction of Terms

Should any of the provisions or portions of the Bylaws be held unenforceable or invalid for any reason, the remaining provisions or portions of the Bylaws shall be unaffected by such holding. The unaffected provisions of the Bylaws shall remain applicable and enforceable until amended as herein prescribed.

Article 9: Signature and Contract Authority

All contracts, leases, and deeds of any kind entered into on behalf of CAMCOGA shall be signed by the President or Chairman of the organization.

SECTION 15: DISSOLUTION

a) The Organization may be dissolved by a vote of two-thirds (2/3) majority of the General Assembly of CAMCOGA provided that notice of the proposed dissolution has been communicated to the Members with notice of the meeting date to decide on the dissolution at least ninety (90) days prior to the meeting date.

b) In the event of dissolution, the Board of Directors shall distribute the net assets of the organization to all registered groups.

c) Any remaining assets not disposed of by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the organization is then located, exclusively to such organization(s) which are operated for charitable purposes.

SECTION 16: AMENDMENTS

- a) The Bylaws shall be revisited and amended every two years on a non-election year, during the General Assembly Meeting of the organization that holds in December.
- b) A Constitutional Review Committee shall be established to oversee the amendment process.
- c) All members shall be entitled to submit proposals for amendment to the Bylaws of the organization.
- d) The amendments to the Bylaws shall be received and reviewed by the Constitutional Review Committee and the amended Bylaws presented to the General Assembly for deliberations.
- e) Amendments to the Bylaws of the organization shall require a two-third (2/3) majority vote of members present during a General Assembly meeting of the organization.
- f) All resolutions of the General Assembly amending the Bylaws shall upon adoption, become effective and enforceable immediately.

Considered and Adopted this Day, March 18, 2018.