

*Constitution and*  
*By-Laws*  
**OF THE**  

---

*North America Liberia Adventists® Association*



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## **PREAMBLE**

We, the members of the Liberia Mission of Seventh-day Adventists in North America, firmly holding to our hearts the Adventist faith; being ever cognizant of its indelible contributions to our lives; being elated by her indispensable activity that has united and prepared us to adequately and meaningfully serve humanity, the close bond existing between ourselves and fellow Adventists in Liberia, thus by will, overwhelmed through the constant desire to contribute to the Liberia Mission's continuous development, expansion, manpower development, do hereby formally organize ourselves into a body and establish this organization.

## **ARTICLE I**

### **Name and Purpose**

**Section 1.01. Organization Name:** The name of this organization shall be The North America Liberia Adventists Association, Inc.

**Section 1.02. The Purposes:** The Purposes for which the Association is formed are to provide educational and charitable activities, including but not limited to, funding scholarships, grants and other forms of financial assistance, presenting and sponsoring lectures, seminars and discussions, providing financial assistance for other educational and charitable purposes and receiving and administering funds for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1991 as amended, or corresponding section of any future federal tax code, and to that end:

- a. To support the mission of the Association and serve as an extended and supportive arm of the Liberia Mission.
- b. To create a medium of intellectual and social exchange between Liberian Adventists here in North America and those in Liberia.
- c. To formulate plans and implement programs and educational enrichment projects that will enhance the growth and development of the Liberia Mission.
- d. To engage in health awareness and services to Liberian Adventists and the public.
- e. To build and develop leadership skills within the Association and the Liberian Mission.
- f. To develop chapters in each state of the United States of America and Canada and affiliate corporative network with all Seventh-day Adventist® local churches.
- g. To help Liberian Adventists®, legally residing in the United States, better integrate into in the American society.
- h. To seek and maintain the spirit of unity through mutual understanding and respect among members of the association. Each member and chapter will help advance the work in Liberia

by his or her generous financial and material contribution.

**Section 1.03.** The foregoing enumeration of the purposes and objects of the Association is made in furtherance, and not in limitation, of the powers conferred upon the Association by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Association, provided, however, that the Association shall not have the power to:

**Section 1.04** Devote a substantial part of its activities to carry on propaganda, or otherwise attempt to influence legislation, or 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,

**Section 1.05.** Carry on any activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1991 or the corresponding provision of any future United States Internal Revenue Law or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1991 or the corresponding provisions of any future United States Internal Revenue Law.

The funds of the Association shall consist of:

- a. Donations, gifts, bequests, devises and other receipts;
- b. Receipts from any activities conducted or sponsored by the Association in fulfillment of its purposes;
- c. Interest, dividends and other income.

## ARTICLE II

### Offices

**Section 2.01. Offices:** The principal office shall be located at 4101 Paran Road, Randallstown, MD 21133. Other offices for the transaction of business shall be located at such places as the Executive Council may from time to time determine

## ARTICLE III

### Membership

**Section 3.01. Class of Membership.** There shall be three classes of members as defined herein: Organizational, Regular and Associate.

**Section 3.02. Qualification of Members.** All Liberian Adventists age 18 and above who support the mission and purposes of the Association are automatically eligible for regular membership of the Association. However, regular membership is based on individual participation and compliance with the By-Laws. Associate membership shall be granted to

non-Liberian spouses, or anyone who has rendered outstanding services to the development and sustenance of the Association and anyone who expresses his/her desire to become a member, in line with the By-Laws and goals of the Association. Organizational membership shall be conferred on Liberian and non-Liberian organizations based on the recommendation and two-third (2/3) majority vote of the Executive Council at its regular meetings and such membership shall be confirmed at the General Assembly.

**Section 3.03. Membership Dues.** Each member shall be assessed a minimum donation of sixty (60) dollars per year, to be paid bi-annually which shall entitle him/her to all rights and privileges as an active member of the Association. Donations are also welcomed.

The first payment shall be made at the time of registration with the local chapter or national body and thereafter the balance will be made bi-annually.

**Section 3.04. Termination of Membership.** The Executive Council, by affirmative vote of two-thirds of all the members present at any meeting shall suspend or expel a member(s), and shall by majority vote terminate the membership of any member who becomes ineligible for membership by not supporting the mission and abiding by the By-Laws and Constitution of the Association

#### **ARTICLE IV Organization Structure**

**Section 4.01.** The structure of the Association shall consist of the General Assembly, the Executive Council, the Board of Advisors, the Executive Committee, all functioning in their respective capacities as contained in this constitution.

#### **ARTICLE V General Assembly Meetings**

**Section 5.01. General Assembly.** The General Assembly shall consist of all registered and prospective members of the North America Liberian Adventists Association. The General Assembly will convene every two years. However, all votes taken at the General Assembly shall be based on delegates duly accredited to the convention.

**Section 5.02. Meetings.** The bi-annual meeting of the Association, during the years the General Assembly convenes, shall be held during the convention of the General Assembly in June on a day duly designated by the Assembly, for the purpose of electing officers to succeed those whose terms shall have expired as of the date of such bi-annual meeting, and for the transaction of such other corporate business as may come before the meeting. In the years the General Assembly does not convene, or if for some reason the General Assembly fails to convene, then the annual meeting of the local chapters will be held on a day duly designated by the Local Chapter Leaders.



**Section 5.03. Special Meetings.** Special meetings of the General Assembly may be called at any time, for any purpose or purposes by the President upon 2/3 votes of the Executive Council of the Association. Business transacted at all special meetings of the General Assembly shall be confined to the purpose or purposes stated in the notice of the meeting.

**Section 5.04. Place of Holding Convention Meetings.** Decision about convention venue shall be made at a preceding convention.

**Section 5.05. Notice of Meeting.** Written notice of each meeting of the General Assembly shall be sent at least three (3) months prior to the meeting (except for special meetings which shall be voted upon by the Executive Council). Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

**Section 5.06. Conduct of Meeting.** Meetings of the General Assembly shall be presided over by the President of the Association or, if he is not present, by the Vice President.

**Section 5.07. Voting.** At all meetings of the General Assembly every member entitled to vote thereat shall have one (1) vote. Such voter may be in person and elected by the local chapter as an accredited delegate. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by laws, in the Articles of Association or by these By-Laws.

If the President shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of the majority of members entitled to vote on such election or matter. The Secretary general or person designated by the President will record and announce the result of the votes cast.

## **ARTICLE VI**

### **Executive Committee**

**Section 6.01. General Powers.** The business and property of the Association shall be managed by the Executive Committee of the Association.

**Section 6.02 Qualifications.** Members of the Executive Committee must be at least 25 years of age, a recognized member in good standing of the Seventh-day Adventist Church, have an Adventist® based church and be able to function and fulfill his/her duties as member of the Executive Committee.

**Section 6.03 Term of Office.** The Executive Committee members shall be elected at the bi-annual meetings of the General Assembly and shall serve for a period of four (4) years or until their successors are duly elected and qualified.

**Section 6.04. Filling of Vacancies.** In the case of any vacancy in the Executive Committee

through death, resignation, disqualification, removal or other cause, the remaining members of the Executive council, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Executive Committee Member whose place shall be vacant, and until the election of his successors, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the General Assembly.

**Section 6.05. Condition for Removal** Any Executive Committee member may be removed from office with cause by the affirmative vote of a majority of the Executive Council members entitled to vote at any special meeting of the Executive Council for the purpose in accordance with the By-Laws and Constitution.

**Section 6.06. Place of Meeting**. The Executive Committee may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the Committee members. The Executive Committee may hold their meetings in person or by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Association law.

**Section 6.07. Regular Meeting**. Regular meetings of the Executive Committee may be held without notice as such time and place as shall from time to time be determined by resolution of the Committee, provided that notice of every resolution of the Committee fixing or changing the time or place for the holding of regular meetings of the Executive Committee shall be mailed to each Committee member at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Committee.

**Section 6.08 Special Meeting**. Special meetings of the Executive Committee shall be held whenever called by the President or Vice President. The Secretary shall give notice of each special meeting of the Executive Committee, by mailing the same at least three (3) days prior to the meeting or by faxing the same at least two (2) days before the meeting, to each Committee member; but such notice may be waived by any Committee member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Committee member shall be present, even though without notice, any business may be transacted and any Committee member may in writing waive notice of the time, place and objectives of any special meeting.

**Section 6.09 Quorum**. The presence in person or by proxy of a simple majority of the Executive Committee, shall constitute a quorum for transaction of business at all meetings of the Executive Committee and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Executive Committee, except as otherwise provided by law, by the Articles of Association or by these By-Laws. If at any meeting less than a quorum attends, the meeting which shall have been called may be adjourned by a simple majority vote of the Executive Committee members present or represented, except as otherwise provided by law, by the Articles of Association or by these By-Laws.

**Section 6.10. Required Vote**. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

**Section 6.11. Compensation of Executive Committee Members.** All Committee members shall operate on a voluntary basis. Executive Committee Members shall not receive any salary for their services.

**Section 6.12. Committees.** The Executive Committee may, by resolution passed by a majority of the whole Committee, designate one or more committees, each committee to consist of one or more of Executive Committee member, which, to the extent provided in the resolution, shall have and may exercise the powers of the Executive Committee, and may authorize the seal of the Association to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Executive Committee.

## **ARTICLE VII**

### **Executive Committee Members**

**Section 7.01. Members** The executive officers of the Association shall be a President, Vice President, Secretary General, Financial Secretary, Social Secretary, Treasurer and Chaplain. These members shall be elected by the General Assembly every four years.

**Section 7.02 Powers and Duties of the President.** The President shall be responsible for the day-to-day administration of the Association, and shall coordinate the activities of all chapters of the Association, standing committees, and serve as the principal spokesperson for the Association. He/she shall preside at all meetings of the Executive Committee unless the Executive Committee shall by a simple majority vote of a quorum thereof elect a chairman other than the President to preside at meetings of the Executive Committee. He/she may sign and execute all authorized bonds, contracts or other obligations in the name of the Association, in consultation with the Executive Committee, and the expressed approval of the Executive Council, and he shall be ex officio member of all standing committees. The President shall submit a bi-annual report to the Board. A regular statement of accounts of receipts and expenditures shall be made available as part of the fiscal report submitted to the Board.

**Section 7.03 Powers and Duties of the Vice President.** The General Assembly shall elect the Vice President. In case of the absence, death, or disability of the President, the duties of that office shall be performed by the Vice President, and the taking of any action by the Vice President in place of the President shall be due to conclusive evidence of the absence or disability of the President.

**Section 7.04 The Secretary General.** It shall be the duties of Secretary General to record and compile accurately, all minutes of meetings, prepare all communications and correspondence of the Association that may be brought to his/her attention. He/she shall keep accurate account of all communications, and shall keep duplicate copies of all correspondence made by him/her in the interest of the Association. He/she shall take attendance at all meetings, keep

an accurate roster of all members, and cite members, to meetings of the Association upon authorization of the President, or the Vice President, during the absence of the President. He/She shall make a comprehensive report of all minutes at the National Convention covering the period lapping and help to prepare the agenda of each/all meeting, and shall perform other duties from time to time as may become necessary.

**Section 7.05 Treasurer.** Unless provided otherwise by a resolution adopted by the Executive council, the Treasurer shall keep accurate financial records for the Association, and shall deposit all monies, draft, and checks in the name of the Association in such banks and depositories as designated by the Executive Council. He/she shall obtain receipts in triplicate copies from the bank, one being for the Financial Secretary and Secretary General. He shall render to the President and the Executive Committee, whenever either of them so requests, an account of all his transactions as Treasurer.

**Section 7.05.1** He/she shall disburse all corporate funds and issue checks in the name of the Association by directive of the President and with the approval of the Executive Council. The Treasurer shall be responsible for the preparation of the proposed Association annual budget and shall chair the finance committee meeting. He/she shall make a financial report at all General Assembly. The President must review all financial reports before it is made public by the Treasurer.

**Section 7.05.2** The Treasurer shall give the Association a bond, if required by the Executive Council, in sum, and with one or more sureties, satisfactory to the Executive Council, for the faithful performance of the duties of his office and for the restoration to the Association in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Association.

**Section 7.06 Financial Secretary.** The Financial Secretary shall perform all the duties generally incident to his/her office, subject to the control of the Treasurer, the President and the Executive Committee. He/she shall prepare all vouchers for checks to be issued by the Treasurer and counter signed by the President; three signatories are necessary for all withdrawals. The Financial Secretary shall endorse for deposit all notes, checks, and drafts received by the Association as ordered by the Executive Council. He/she shall give a copy of all transactions and reports to the Treasurer and general Secretary. He/she shall keep full and accurate account of receipts and disbursements in the books belonging to the Association. He/she shall make a quarterly financial report at Executive Committee Meetings, and whenever the Executive Committee deems such report necessary.

**Section 7.07. Social Secretary.** The Social Secretary shall plan, arrange and execute all programs, meetings and social functions of the Association. The Social Secretary shall head the Social Affairs Committee, who plans all social events. All proposals from the Social Secretary and his/her committee shall be subject to the approval of the Executive Committee.

**Section 7.08. Chaplain:** It shall be the duties of the Chaplain to conduct all religious affairs of the Association, head all visiting committees, and all other functions pertaining to deaths, funerals, burials, and shall express sympathy on behalf of the Association.

## **ARTICLE VIII Impeachment**

**Section 9.01** Any elected officer shall be subject to impeachment if he or she fails to measure up to specified qualification and or general requirements of his or her position as set forth in this constitution. Other reasons for impeachment shall include the following: (1) Gross neglect of duty and ineffectiveness; (2) Using the association's finances for purposes other than authorized by the Executive Council; (3) Deception, misuse of office and misrepresentation in any form.

**Section 9.02.1** Any officer shall be subject to impeachment for any of the above reasons by a simple majority vote of the Body. Upon conviction, said officer shall be removed from office by a two third vote of the Executive Council with the consent of the Board of Advisor. The General Assembly shall be notified at the next called meeting about the action to remove any member of the Association.

**Section 9.03.2** A lawsuit or court proceeding shall be filed against any officer who steals, or use the association finances for his / her personal use. The association shall only pay for the legal fees on said suit of the association.

## **ARTICLE IX Executive Council**

**Section 9.01. General Powers.** The Executive Council shall execute the policies and programs of the General Assembly. They may also develop and propose new programs and policies for approval by the General Assembly in accordance with the constitution.

**Section 9.02. Members.** The Executive Council shall consist of all duly elected Executive Committee Members and Presidents of local chapters.

**Section 9.03. Removal.** Any Executive Council member may be removed from the Council if in violation of the said By-Laws and Constitution by the affirmative vote of a majority of the Executive Council members entitled to vote at any special meeting of the Executive Council regularly called for the purpose.

**Section 9.04. Place of Meeting.** The Executive Council may hold their meetings and either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of the entire Executive Council member. The Executive Council may hold their meetings in person or by conference telephone or

other similar electronic communications equipment in accordance with the provisions of the Maryland Association law.

**Section 9.05. Regular Meeting.** Regular meetings of the Executive Council shall be called by the President and held at least six (6) months prior to the holding of the General Assembly. Notice of the meeting shall be made two months in advance and will include information regarding the called meeting. The Executive Council may hold their meetings in person or by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Association law.

**Section 9.06. Special Meeting.** Special meetings of the Executive Council shall be called by the President. The Secretary shall give notice of each special meeting of the Executive Council, by mailing the same at least three (3) days prior to the meeting or by calling at least two (2) days before the meeting, to each Executive Council. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Executive Council member shall be present, even though without notice, any business may be transacted and the President may in writing waive notice of the time, place and objectives of any special meeting.

**Section 9.07. Quorum.** A simple majority of the whole number of Executive Council shall constitute a quorum for the transaction of business at all meetings of the Executive Council; but, if at any meeting less than a quorum shall be present, the majority of those present shall adjourn the meeting. Any action taking by the members of the Executive Council present at any meeting at which there is a quorum shall be the act of the Executive Council, except as may be otherwise specifically provided by law or by the Articles of Association or by these By-Laws.

**Section 9.08. Required Vote.** An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

**Section 9.09. Compensation of Executive Council Members.** All Executive Council Members shall operate on a voluntary basis. Executive Council Members shall not receive any stated salary for their services.

## **ARTICLE X Board of Advisors**

**Section 10.01. General Powers.** The Board shall be made up of prominent individuals including one founding member, non-Liberians who are friends of Liberia and the church. The Board shall function as an independent organ of the association and shall provide leadership and direction to the association. The sitting President of the Executive Committee shall be a member of the Board with no voting right.

**Section 10.02. Qualifications.** Members of the Board must be at least 25 years of age, a Liberian Adventists, a non-Adventist®, a missionary who has served in Liberia, educator,



Community Leader, or a professional. Current members of the Executive Council shall be ineligible for membership to the Board of Advisors except in the event that a serving member of the Executive Council is appointed to the Board of Advisor, he/she must immediately resign his/her position.

**Section 10.03. Number and Term of Office.** The number of advisors shall be (seven 7) six (6). The advisors shall be appointed by the Executive Council and shall serve for a period of three (3) years or until the next annual meeting, or until their successors are duly elected and qualified.

**Section 10.04. Functions of the Board.** The Board of Advisors will provide advice and direction to the elected officer and the association; Assist in soliciting funds on behalf of the Association; and Assist with special projects like writing grants, contracts and proposals, conducting research intended for the development of the Association, establishing relationships with foundations, universities, government agencies and non-governmental agencies aimed at soliciting assistance for the association; solicit materials, books, equipment, and technical assistance for the association, and serve as a watch team over the operation of the association and approve of the yearly operational budget and projects except those projects decided at the convention.

**Section 10.05. Compensation of Board of Advisors.** All Board Members shall operate on a voluntary basis. The Board of Advisors shall not receive any stated salary for their services.

## **ARTICLE XI Bank Account**

**Section 11.01. Bank Accounts.** The Treasurer and Financial Secretary of the Association shall have the authority to deposit funds of the Association in such banks or trust companies as designated by the Executive Committee. Such officers from time to time shall be authorized to withdraw a funds of the Association deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Association as provided by these By-Laws and Constitution.

**Section 10.02 Emergency Funding** No money shall be withdrawn from the Association's account except for appropriations made in the annual budget approved by the Board. However, in case of emergency, the Executive Committee may authorize spending of not more than one thousand dollars. The President shall within two weeks period inform the Board in writing and shall provide reasons for the emergency.

**Section 11.03. Loans.** Such officers or agents of this Association as from time to time shall be designated by the Executive Council, and shall have the authority to effect loans, advances or other forms of credit at any time or times for the Association from such banks, trust companies, institutions, Associations, firms or persons as the Executive Committee, shall

from time to time designate, and as security for the repayment of such loans, advances, other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interest of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills, and accounts receivable and other commercial paper and evidences of debt at any time held by the Association; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Association on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or re-discount with, such banks, trust companies, institutions, Associations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Association, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution Association, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, Association, firm or person is authorized to reply upon such certification until written notice of the revocation by the Executive Council of the authority of such officers or agents shall be delivered to such bank, trust company, institution, Association, firm or person.

## **ARTICLE XII**

### **Chapters**

**Section 12.01** The North America Liberia Adventists Association shall constitute chapters in States of the US and Canada where there are at least ten (10) members. However, based on location and population two or more states could form a chapter. Such chapter shall be validated by the Executive Council and subsequently admitted by the General Assembly at its next meeting.

**Section 12.02.** Each chapter will be required to elect its own core of officers, headed by a Chapter President in keeping with the provisions made by the By-Laws.

**Section 12.03.** Each chapter will be required to abide by the By-Laws of the Association. Individual chapters may make rules and laws necessary for the better operation of their chapters. Such rules and laws are not to be contrary to the By-Laws and goals of the Association.

**Section 12.04.** Liberian Adventists in areas where chapters do not exist because of the lack of reasonable amount of members may associate themselves with the nearest chapter. In areas where there are no chapters formed, the President of the Association may appoint a regional Coordinator to mobilize the members and represent their interests. He/she will be a member of the Executive Council with no voting rights.

**Section 12.05.** Each chapter must present an annual written report to the Association through the National Secretary at least two (2) months prior to the start of each National Convention. Each Chapter shall have 5 elective votes at the national convention.



**Section 12.06.** Unless stated in this Constitution, no chapter shall act, attempt to act, speak or make any representation on behalf of the Association on National and International issues without the expressed written consent of the National leadership. However, chapter(s) shall have the right to express views and opinions internally on issues affecting the Association.

**Section 12.07.** No one chapter shall have a monopoly over the assets of the Association. Efforts must be made to ensure the Association assets are appropriately distributed within various regions where chapters are located.

**Section 12.08.** Funds Raised. Funds raised or generated by each chapter, except dues paid by members shall be used for the sole purpose of achieving the goals and objectives of the Association. However, all dues collected in the name of the Association shall be remitted to the association without delay.

### **ARTICLE XIII Reimbursements**

**Section 13.01** Any payments made by an officer, member or volunteer on behalf of the Association, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer, member or volunteer to the full extent of such disallowance. It shall be the duty of the Executive Committee to enforce payment of each such amount disallowed.

**Section 12.02** Any payments made to an officer, member or volunteer of the Association shall be reimbursed by such officer or other employee of the Association to the full extent of such disallowance. It shall be the duty of the Executive Committee to enforce payment of such amount disallowed.

### **ARTICLE XIV Miscellaneous Provisions**

**Section 14.01. Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these By-Laws, or under the provisions of the Articles of Association, or under the provisions of the law under which this Association is organized, waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XV Fiscal Year**

**Section 15.01 Fiscal Year.** The fiscal year of the Association shall be from June to May.

## **ARTICLE XVI Amendments**

**Section 16.01.** The General Assembly shall have the power to alter, amend or repeal these By-Laws or any provisions thereof, and may from time to time make additional By-Laws. All proposed amendments must be made available to the Executive Committee six months prior to the convention to form part of the agenda items for discussion. All amendments will require two-thirds votes of the delegates present at the convention.

## **ARTICLE XVII Indemnification**

**Section 17.01.** Definitions. As used in this Article XIV, any word or words that are defined in Section 2-418 of the Associations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Section”) shall have the same meaning as provided in the Indemnification Section.

**Section 17.02. Indemnification of Executive Committee.** The Association shall indemnify and advance expenses to an officer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**Section 17.03. Indemnification of Member or Volunteer.** With respect to a member or volunteer, other than a director or officer, of the Association, the Association may, as determined by the Executive Council of the Association, indemnify and advance expenses to such member or volunteer in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

## **ARTICLE XVIII Dissolution**

**Section 18.01.** The assets of the Association, unless herein otherwise specified, may be liquidated and the Association dissolved only by a three-fourths (3/4) vote of the Executive Council and endorsed by the Board with the consent of the General Assembly at a special called meeting and held not sooner than upon the expiration of sixty (60) days after written notice of the purpose of the meeting, mailed by the Secretary, to each member.

**Section 18.02.** Liquidation and dissolution shall be in accordance with the Association Law of the State of Maryland and any other procedures, not contrary to law, prescribed by the Executive Council authorizing such liquidation and dissolution.

**Section 18.03.** Any proceeds of liquidation shall be applied only for the purposes of the Association, or to such organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1991 or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Council shall determine.

**PROVISIONAL STATEMENT**

WHEREAS, we the members of the North America Liberia Adventists® Association realize the need for all Liberian members of the Seventh-day Adventists Church, friends and partners in progress, to come and work together for the advancement of the Liberian Mission, to support and endorse the mission of this Association. Therefore, be it resolved that we the members pledge our unflinching support to this Association.

Constitution Committee

1. John Flomo
2. Johnetta Flomo (Chairperson)
3. Simeon Smith
4. Theresa Smith
5. Emmanuel Kudjordji
6. Christian Harris

Done this **18<sup>th</sup>** day of **August 2008 AD** in the State of Maryland United States of America.



Signed Johnetta B. Flomo  
Constitution Committee Chairperson

Adapted on September 28, 2008 in the state of Maryland.

Signed ***Elder Albert Kemoh***  
Chairman, Convention Committee .