

BY-LAWS AND RULES

Association of Firestone Residents in the Americas (AFIRA)

(Firestone Plantation, all its 45 Divisions and the Surrounding Areas)

CONSTITUTION COMMITTEE:

Richard Tamba - Chairman
James Garwo – Co-Chairman
Saibo Williams – Member
Sam N Garwo – Member

March 10, 2016

CONTENTS

<u>ITEM</u>	<u>PAGE</u>
1. Preamble	4
2. Name.....	5
3. Objectives	5
4. Membership	6
5. Structure of Association	7
6. The Annual National Reunion	7
7. Advisory Board	7
8. The Executive Committee	8
9. Duties of Officers	9,10, & 11
10. Regional Activities	11
11. Standing Committees.....	12 & 13
12. Meeting	14
13. Elections	14 & 15
14. Administrative and Fiscal Period	15
15. AUDITS -----	15
16. Quorum	15
17. Impeachment	16
18. Code of Conduct	17
19. Conflict Of Interest	17

20. Dissolution 17 & 18

19. Amendments18

20. Revision History..... Appendix A

PREAMBLE

Whereas, we the former residents, former students, and former employees of the Firestone Rubber Plantation Company in Liberia, including our spouses and children presently residing in the Americas;

Realizing that we have a community to help redevelop;

Convinced that we can mobilize the necessary human and material resources while in the Americas;

Having resolved to work in the best interest of the Association of Firestone Residents in the Americas and our country Liberia;

Concluding, that we need to be tolerant and show respect for each other irrespective of differences in race, creed, and sex;

Do hereby prepare, adopt and publish this Constitution and By-laws of the Association of Firestone Residents in the Americas, hereafter referred to as AFIRA.

ARTICLE I – NAME / HEADQUARTERS

Section 1

- ✚ The name of this non-profit and non-political association shall be The Association of Firestone Residents in the Americas.

Section 2

- ✚ The name shall be an acronym, AFIRA.

Section 3

- ✚ The motto of the Association shall be

The hands and hearts of a few can change the lives of many

Section 4

- ✚ The headquarters of the organization shall be Madison, Wisconsin with branches in various states in the United States doing business as AFIRA

ARTICLE II – OBJECTIVES

Section 1

- ✚ To encourage and develop cooperation among Firestone area residents and former residents residing in the Americas.

Section 2

- ✚ To encourage and promote educational and developmental initiatives among the members and the people of the Firestone area, Liberia.

Section 3

- ✚ To provide an opportunity and forum for the exchange of information regarding development initiatives in the Firestone area, Liberia.

Section 4

- ✚ To work with other national, regional and professional organizations in matters of mutual interest and of benefit to the people of the Firestone area.

ARTICLE III – MEMBERSHIP

Section 1 – FULL MEMBERSHIP

- ✚ Full membership shall be opened to all individuals who have resided in Firestone, attended the Firestone school system, and/or worked for Firestone including their spouses and children now living in the Americas.

Section 2 – HONORARY MEMBERSHIP

- ✚ Honorary membership shall be bestowed upon individuals who are ineligible for full membership but have shown strong support for the Association of Firestone Residents in the Americas. Such recognition shall be given by the President with the consent of the Executive Committee and the approval of the Advisory Board. Honorary members are not eligible for elected offices but may be qualified for appointed positions. Honorary members are not eligible to vote.

Section 3 - MEMBERSHIP PRIVILEGES

- ✚ Each full member in **good standing** shall have voting privileges; rights to hold offices; and fully participate in all programs and activities of the Organization.
- 3.1. Good standing is defined by the payment of annual membership dues of \$120.00; attendance of at least ½ of the 12 regularly scheduled annual meetings of the Association. **In an election year, the ‘Good Standing Clause’ will be applied at the time of the Annual National Convention in July.** However, in an off election year, a member can choose to pay his/her monthly membership dues of \$10 spread out over a 12 month period for a total of \$120.00 Inability of any member to adhere to the “good standing clause” in the By-Laws will be evaluated by the leadership upon request from such a member.

Section 4 – MEMBERSHIP RESPONSIBILITIES

- ✚ Each member shall pay regular and special dues to the organization, and shall provide other services as the need arises.

Section 5 – MEMBERSHIP DUES

- ✚ Each member shall be obligated to pay regular dues to the organization as follows:

All members of the Association will be required to pay an annual membership due of \$120.00 (i.e. \$10.00/month for 12 months).

5.1 Special Dues - Bereavement

In the case of death of a full member, all members of the association will be required to pay \$25.00.

- 5.2 The Association shall establish a Bereavement Fund to assist its members who are bereaved. The bereavement assistance shall be limited to the death of an immediate family member, defined herein as, father, mother, husband, wife, and child. In the case of death of a full member’s spouse, child/ren, parent(s) (i.e. mother and father), each member will be required to pay \$15.00. **The bereavement assistance will be capped at**

an equitable amount to be determined by the current administration in consultation with the Advisory Board. If 2 or more members of the Association lose an immediate family member as described above (i.e. siblings who are members of the Association), a cap that is one and a half time more than a single member shall be set. Any overage from the assistance fund shall be deposited in AFIRA's account; any shortage shall be made up from the Association's coffers. The Association will sympathize with a member who loses a sibling or other relatives through sympathy cards, phone calls, and/or visitations.

All contributions to the Bereavement Fund shall not qualify as tax-exempt contributions.

ARTICLE IV – STRUCTURE OF THE ASSOCIATION

Section 1

- ✚ The principal governance structure of AFIRA shall be the Annual National Reunion/Convention, the Advisory Board, and Executive Committee.

Section 2 – THE ANNUAL NATIONAL REUNION/CONVENTION

- a. Shall be the highest decision making body of the Association.
- b. Shall be held annually during the 2nd Weekend in July and shall serve as a forum to review activities of the Association, elect officers and make decisions on issues affecting the Association.
- c. All decisions and resolutions at the Reunion shall be reached by a simple majority vote.
- d. Decisions made at the Annual National Convention can only be subsequently altered by 2/3 majority of members in good standing as defined by the By-Laws and Rules provided such alterations do not cause any unintended consequences to the Association.

Section 3 – ADVISORY BOARD

- a. Shall be comprised of five (5) prominent persons who shall be elected at the Annual National Reunion.
- b. Shall be the second highest decision making body of the Association.
- c. Shall provide advice and consent for any decision(s) made outside of the Annual National Convention.

- d.* Shall have supervisory and oversight responsibilities over the Executive Committee.
- e.* Shall have the right to protect the interests of the association from serious abuse.
- f.* Shall conduct all impeachment proceedings against elected officers.
- g.* Shall determine the rules of its proceedings, establish its leadership and punish its members for cause, and with concurrence of two-third majority of its members, expel a member.
- h.* The chairman of the Board shall be elected by his/her peers to serve a two-year term.
- i.* Shall approve any request sent to any foreign embassy to invite individuals to attend any functions of the Association in the United States of America.
- j.* The term of office of the Advisory Board shall be two years.

Section 4 – THE EXECUTIVE COMMITTEE

- a.* Shall be comprised of six (6) elected officers: President, Vice president, General Secretary, Treasurer, Financial Secretary and Chaplain.
- b.* Shall be headed by the President.
- c.* Shall run the administrative affairs of the Association.
- d.* Shall execute and implement all plans of action (POA) determined by the Annual National Convention
- e.* Shall appoint all ad-hoc committees with the approval of the Advisory Board
- f.* Shall present annual programs of action including the fiscal year budget covering expenditures and incomes and other reports to the Advisory Council for approval, and subsequently to the Annual National Reunion – for a second term president. A first term president shall present the annual programs of action and the fiscal year budget within one month after the Annual Reunion to the Advisory Board for approval and to the general membership at a general meeting (Conference Call).

- g. In consultation with the Advisory Board, the Executive Committee shall be responsible to draw up the agenda for the business meeting at the Annual National Convention
- h. Shall receive and review all reports from standing and ad-hoc committees. Shall dissolve ad-hoc committees once it has been established that the work of the committee is completed.
- i. The tenure of office of each elected officer of the Executive Committee shall be two years. An officer can be reelected to serve a maximum of two consecutive terms (i.e. a total of four years).

ARTICLE V – DUTIES OF OFFICERS

Section 1 – PRESIDENT

- a. Shall be the Chief Executive Officer (CEO) of the Association.
- b. Shall be one of the three signatories to the Association's bank account.
- c. Shall sign all official communications and correspondences of the Association.
- d. Shall be the official spokesperson of the Association.
- e. Shall serve as chairperson and presiding officer of the Executive Committee.
- f. Shall call special meetings of the Executive Committee and Advisory Board to deal with matters affecting the interest of the Association.
- g. Shall serve as the presiding officer at all official meetings of the Association except at a joint meeting of the Board and the Executive Committee, at which time, the presiding officer shall be the chairperson of the Board.
- h. Shall preside over proceedings at the Annual National Convention or delegate such responsibilities as seen necessary.
- i. Shall seek to promote and advance the aims, goals, objectives, programs, projects, policies and decisions of the Association.

Section 2 – VICE PRESIDENT

- a. Shall perform the duties and responsibilities of the president in his absence.

- b. Shall perform all functions assigned to him/her by the president.
- c. Shall serve the unexpired term of the president in the event of illness, death, suspension, impeachment or resignation.
- d. Shall serve as ex-officio of all standing committees.
- e. Shall coordinate the activities of the Regional Chairperson and report to the Executive Committee.

Section 3 – GENERAL SECRETARY

- a. Shall record all minutes and proceedings of all official meetings of the Association and circulate same to officials and members of the Association prior to the subsequent meeting.
- b. Shall be responsible for all records, minutes, documents of the Association.
- c. Shall prepare all communications and correspondences for the president's signature.
- d. Shall ensure that officers and members of the Association are adequately informed of all business matters concerning the Association.
- e. Shall prepare and circulate correspondences announcing meetings and the National Annual Reunion.

Section 4 – TREASURER

- a. Shall be one of the three signatories to the Association's account.
- b. Shall receive from the financial secretary all funds (dues, fines, contributions, donations, etc.) for the Association.
- c. Shall provide receipts for all transactions to the Financial Secretary and shall deposit all funds into the Association's Account within seven business days of receipt.

Section 5 – FINANCIAL SECRETARY

- a. Shall serve as one of the three signatories to the Association's account.

- b. Shall receive all funds (dues, fines, contribution, donations, etc.) for the Association and deliver same to the Treasurer.
- c. Shall develop a tentative budget for the Association and present same to the Executive Committee for review and approval.
- d. Shall provide, upon request, a printed financial report to the Advisory Board, Executive Committee and the National Annual Reunion.

Section 6 – CHAPLAIN

- a. Shall coordinate and conduct all religious activities of the Association.
- b. Shall seek to provide counseling to the members of the Association.

ARTICLE VI – REGIONAL ACTIVITIES

Section 1 - Regions

- ✚ The Association shall categorize membership in five (5) regions of the United States of America. The five regions shall be as follows:
 - a. Region I: Washington D.C, Virginia, West Virginia, Maryland, Delaware, Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, Pennsylvania, New Jersey, and New York.
 - b. Region II: Indiana, Illinois, North Dakota, Michigan, Wisconsin, Minnesota, Iowa, Ohio, and Missouri.
 - c. Region III: North and South Carolinas, Tennessee, Georgia, Florida, Alabama, Mississippi, Louisiana, Texas, Arkansas, Kentucky, and Oklahoma.
 - d. Region IV: Kansas, Nebraska, , South Dakota, Wyoming, Montana, Idaho, Oregon and Washington.
 - e. Region V: Colorado, New Mexico, Arizona, Utah, Nevada, California, Alaska, Hawaii and Mexico.

Section 2 – REGIONAL CHAIRPERSONS

- a. Shall be elected by the Region.
- b. Shall reside within their respective regions.

- c. Shall be an active member of the Association for at least one year.
- d. Shall serve as a liaison for the membership of the region to the Executive Committee.
- e. Shall appoint a coordinator and one member respectively in each state of the region to assist with the planning of any programs in that region.
- f. Shall submit report on the activities of the region to the Executive Committee through the Vice President.
- g. Shall attend meetings as required by the President.

ARTICLE VII – STANDING COMMITTEES

Section 1 – MEMBERSHIP AND MOBILIZATION COMMITTEE

- a. Shall be comprised of five (5) members.
- b. Shall be headed by a chairman who shall be appointed by the President with the advice and consent of the Board.
- c. Shall be responsible for identifying and recruiting new members to the Association
- d. Shall review all new applications and make recommendations to the Executive Committee.

Section 2 - PROJECT COMMITTEE

- a. Shall be comprised of five (5) members.
- b. Shall in collaboration with the Executive Committee and the advice and consent of the Advisory Board, ensure the successful execution and implementation of all AFIRA's projects identified by the Annual National Convention as well as the General Membership.
- c. Shall from time to time identify short, medium, and long-term projects and recommend same to the executive committee for possible implementation.
- d. Shall negotiate contracts and/or other agreements on behalf of the Association provided such arrangements are related to the implementation of a project (s). Any such negotiation (s) must first be discussed with the Executive Committee and approved by the Advisory Board.

Section 3 – PLANNING AND SOCIAL COMMITTEE

- a. Shall be comprised of seven (7) members.
- b. Shall be headed by a chairman appointed by the President with the advice and consent of the Advisory Board.
- c. Shall arrange, plan and execute all programs approved by the Board.

Section 4 – AD-HOC COMMITTEES

- a. The President shall from time to time appoint Ad-Hoc Committees to perform such functions as she/he may deem necessary.
- b. All Ad-Hoc Committees formation shall be approved by the Board.
- c. The President shall state in a clear and concise manner, the mandates establishing such committees.
- d. Upon completion of such mandate, the Ad-hoc Committee shall be dissolved.

ARTICLE VIII – MEETINGS

Section 1

- ✚ General meetings shall be held on the last Sunday of every month by teleconference. The executive committee will decide on the specific date and the secretary will send out the citation.
- ✚ The Annual National Reunion/Convention shall be held during the 2nd weekend of *July* each year. The Convention will begin on Friday and end on Sunday. The venue of the following year's Reunion shall be determined before the close of the business session of the National Annual Reunion. The National Annual Reunion shall be rotational and hosted by the various regions.

Section 2

- ✚ The Advisory Board and Executive Committee shall meet if the chairman of the Board and President of the Executive Committee deem it necessary. Such meetings shall be held three times a year.

Section 3

- ✚ The Advisory Board, Executive Committee, Standing Committees and Ad-Hoc Committees shall have a meeting every other month or six times a year as deemed expedient.

ARTICLE IX – ELECTIONS

Section 1

- ✚ Elections shall be held once every two years for all elected officers at the National Annual Reunion and conducted by the Elections Committee. Elections shall be held by secret ballot. In case of a resignation or any other circumstances creating a vacancy, the advisory board will conduct a special election in consultation with the general membership and an ad hoc election committee.
- ✚ Candidates running for elected offices will do so individually, and not as a team.

Section 2

- ✚ Qualifications for elected positions are as follow:
 - a. Must be a duly registered member of the Association;
 - b. Must be an active member;
 - c. Must be in good financial standing, meaning, that member is current in paying annual dues.

Section 4

- ✚ Installation of officers shall be held on the Saturday of the weekend of the National Annual Reunion.

ARTICLE X - ADMINISTRATIVE AND FISCAL PERIOD

Section 1- Administrative Period

- ✚ The Administrative period of AFIRA Inc. shall run for two years in accordance with Section 1 of Article IX.

Section 2 - Fiscal Period

- ✚ The Fiscal period of AFIRA Inc. shall run from July 1 of the current year to June 30 of the following year.

ARTICLE XI – AUDITS

An audit of the Association’s finances shall be conducted once every two years prior to the elections of officers. The audits will be performed by an audit committee constituted by the Advisory Board and comprised of qualified accountants. The audit reports shall be presented to the Board for subsequent presentation to the General Assembly during the business session of an election year.

ARTICLE XII – QUORUM

Section 1

- ✚ The Association shall use 2/3 of members present to constitute a quorum for the conduct of business at hand:
 - Advisory Board meeting, - Executive committee meeting - Committees meeting.

ARTICLE XIII – IMPEACHMENT

Section 1

- ✚ All impeachments shall be conducted by the Advisory Board. In the case where a member of the Board is undergoing impeachment, the president of the Executive Committee shall be included with other members of the Advisory Board to conduct the impeachment proceedings.

Section 2

- ✚ All elected officers who commit the following shall be impeached:
 - **Intentionally violating the By-Laws and constitution of the association and has been investigated and found guilty.**
 - Misuse of the Association’s finances.

Section 3

- ✚ All votes cast during an impeachment proceeding shall be recorded in the minutes of the proceedings.

Section 4

- ✚ All charges against an elected officer shall be written in the form of a Complaint filed to the Advisory Board.

Section 5

- ✚ The Advisory Board shall draw up the guidelines for the conduct of all impeachment proceedings.

Section 6

- ✚ At least twenty (20) active members in good financial standing can file an Article of Impeachment against any elected officer.

ARTICLE XIV – CODE OF CONDUCT

Section 1

- ✚ All officers shall serve this Association (AFIRA) with the highest standard of respect, efficiency, competence and integrity.

Section 2

- ✚ All officers shall refrain from any actions that will bring disrepute to the Association. It is expected that officers will conduct themselves with patience, maturity, tolerance and respect for every member at all times in the discharge of their duties and responsibilities.

Section 3

- ✚ All members of the Association (AFIRA) shall develop a high sense of duty, maturity, tolerance and respect for other members regarding all matters.

ARTICLE XV – Conflict of Interest

Section 1

- ✚ AFIRA shall not allow or encourage any elected or appointed officer to undertake, engage or become a part of any activity, which shall constitute conflict of interest. No elected or appointed official of AFIRA shall receive funds or other privileges and benefits as a direct result of carrying out the functions and duties of their respective office(s).

Section 2

- ✚ Elected officials of AFIRA are prohibited from seeking or holding elected positions in any Association affiliated with Margibi County in the United States.

ARTICLE XIV – Dissolution

Section 1 – Procedure

- ✚ The Association shall be dissolved according to the procedures outlined in the Wisconsin Nonprofit Corporation Act.

Section 2 - Distribution of Assets

- ✚ After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Association. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

ARTICLE XVII – Amendments

Section 1 - Authority to Amend

- ✚ Amendment of this Constitution and By-laws can only be undertaken by two-third votes of registered members in good standing.

Section 2 - Notice to Amend

- ✚ Members shall be notified by a written communication in at least 30 days prior to making any proposed changes to this Constitution and By-laws.

Section 3 – Implementation of Changes

- ✚ Any change(s) made to this Constitution and By-Laws shall become effective 30 days following the communication of such change(s) to the general membership.

APPENDIX A: Revision History

CONSTITUTION COMMITTEE

Richard Tamba - Chairman
James Garwo – Co-Chairman
Saibo Williams – Member
Sam N Garwo – Member

DONE THIS __9__TH DAY OF AUGUST, A.D. _2008___ IN THE STATE OF MINNESOTA OF THE UNITED STATES OF AMERICA

DOCUMENT RECEIVED, REVIEWED, DISCUSSED AND ADOPTED THIS _____9th_____ DAY OF __August_____, A.D. 2008 BY MEMBERS OF THE ASSOCIATION OF FIRESTONE RESIDENTS IN THE AMERICAS (AFIRA).

CONSTITUTION REVISION COMMITTEE

Arthur Welwean ----- Chairman
Rev. Wynston Dixion – Member
Luther Vah Williams – Member
Mawah Thomas ----- Member
James Garwo ----- Member

REVISION DONE THIS 10TH DAY OF AUGUST, A.D. 2015_ IN THE STATE OF WISCONSIN OF THE UNITED STATES OF AMERICA

DOCUMENT RECEIVED, REVIEWED, DISCUSSED, AND ADOPTED THIS __10th_____ DAY OF _____August_____ A.D. 2015 BY MEMBERS OF THE ASSOCIATION OF FIRESTONE RESIDENTS IN THE AMERICAS (AFIRA).

CONSTITUTION REVISION COMMITTEE

Richard Tamba ----- Chairman
Arthur Welwean – Co-Chairman
Samuel S.S. Kieh -----Member
Sam N. Garwo ----- Member
James Garwo - Member

AMENDMENTS RECOMMENDED BY THE 2ND ANNUAL NATIONAL CONVENTION OF AFIRA AND DONE ON THIS 10TH DAY OF JULY 2016 IN THE CITY OF ATLANTA, GEORGIA OF THE UNITED STATES OF AMERICA

DOCUMENT RECEIVED, REVIEWED, DISCUSSED AND ADOPTED THIS ____16th____
DAY OF __August_____, A.D. 2016 BY MEMBERS OF THE ASSOCIATION OF
FIRESTONE RESIDENT IN THE AMERICAS (AFIRA).

CONSTITUTION REVISION COMMITTEE

Samuel S. Kieh ----- Chairman
Sam N. Garwo ----- Secretary
Cecelia Brown ----- Member
Enoch Nah ----- Member
Kumba Saah ----- Member

REVISION DONE THIS 8TH DAY OF JULY, A.D_2018_IN THE STATE OF MINNESOTA
OF THE UNITED STATES OF AMERICA

DOCUMENT RECEIVED, REVIEWED, DISCUSSED AND ADOPTED THIS
____14TH____ DAY OF __JULY_____, A.D. 2018 BY MEMBERS OF THE
ASSOCIATION OF FIRESTONE RESIDENTS IN THE AMERICAS (AFIRA) AT THE 4TH
ANNUAL NATIONAL CONVENTION IN THE CITY OF SHARON HILL, PHILADELPHIA,
UNITED STATES OF AMERICA.