

**CONSTITUTION
OF
NAMATANAI NUDAHAT
ASSOCIATION**

Contents

NAME	3
AREA.....	3
PURPOSE	3
By-Laws	3
Article I: MEMBERSHIP.....	3
ARTICLE II: STRUCTURE OF THE ORGANIZATION	3
ARTICLE III: MEETINGS	5
ARTICLE IV: AMENDMENTS.....	5
ARTICLE V: DISSOLUTION OF THE ASSOCIATION	6

NAME

The name of this organization shall be the **NAMATANAI NUDAHAT ASSOCIATION** (here after referred to as the Association). It is a Namatanai Rural Local Level Government Mutual Benefit Not-for-Profit Incorporation. It shall not enter into activity or pass any provision that would jeopardize this status. No member may profit from the organization's activities.

AREA

The geographic area of the Association is the electoral boundary of Namatanai Rural Local Level Government.

PURPOSE

The purpose of the organization shall be to promote the general improvement of the entire community. To accomplish this purpose the Association shall be involved in the following activities:

1. Provide regular community forums to allow open debate and discussion and public issues in order to enhance knowledge and understanding and to attempt to arrive at a consensus within the community on issues of importance to the community.
2. Advocate to state and local public officials on issues of importance to the Association. These issues should include, among others, land use issues.
3. Hold annual community-wide events in order to strengthen community and family relationships, to facilitate new members meeting others in the community, and meeting elected officials and candidates for public office.
4. Promote the beautification of the community and the development and maintenance of Namatanai Township and all LLGs.
5. Regularly communicate with the community by printed newsletter and/or by electronic letter.
6. Promote the safety and well-being of all members of the community by cooperating with all public safety agencies.
7. Other activities that can promote the general welfare of the community.

BY-LAWS

Article I: MEMBERSHIP

All residents of the above described in Namatanai Rural LLG are welcome and encouraged to participate in all community activities and to attend all General Meetings of the Association and to make their concerns known.

The Membership of the Association shall be any adult (aged 21 and older) residing in but not restricted to the Namatanai Rural LLG electoral boundary. In addition, in order to be a voting member, annual dues of at least K20.00 per person are required. Contributions above that amount are encouraged in order to finance the operations of the Association. Special fundraising efforts may also be implemented as needs arise and as authorized by the Executive Committee.

ARTICLE II: STRUCTURE OF THE ORGANIZATION

- A. ELECTED OFFICERS must be voting members and shall be the President, Vice-President, Secretary, and Treasurer. Elected officers shall serve a one-year term immediately following the general meeting when they were elected. There is no limit to the number of terms that may be served.

- B. DUTIES OF ELECTED OFFICERS shall be to those customarily vested in and assigned to the office they fill and generally consistent with the following:
1. THE PRESIDENT shall assign additional specific ad hoc duties for the elected officers and/or members as the need arises. The President shall have the authority to act on behalf of the Association. When urgent matters arise that need an immediate response or other action from the Association, the President shall be authorized to do so, provided he or she receives permission from the majority of Executive Committee members via telephone calls, emails or any form of electronic communication. The votes shall be recorded and presented to the Executive Committee at the next Executive Committee meeting or General Meeting.
 2. THE VICE-PRESIDENT shall be responsible for making meeting arrangements and securing special speakers for General and Special meetings of the Association and assist in any events.
 3. THE SECRETARY, in addition to recording the minutes of all Executive Committee and General Meetings, shall send notices of meetings to members of the Executive Committee, and shall send correspondences on behalf of the Association as directed by the President or Executive Committee.
 4. THE TREASURER shall collect dues, donations, and other sources of revenue, be responsible for approved disbursement of funds to cover expenses, and obtain and maintain appropriate banking support. The Treasurer shall present a financial report at each Executive Committee meeting and General Meeting and shall maintain a list of members. The Treasurer shall each year purchase liability insurance that will adequately protect the Association.
 5. FINANCIAL MATTERS shall be transacted on the signature of the Treasurer or the President following approval of the Executive Committee. Overages and urgent unexpected expenditures not exceeding K2000.00 can be approved in advance by the President and the Treasurer. The President shall annually appoint two members at-large to serve as auditors of the financial books of the Associations, the report to be made at the General Meeting.
 6. STANDING COMMITTEES shall be appointed by the President, with the approval of the Executive Committee, as deemed necessary to conduct the business of the Association. Chairpersons of the Standing Committees shall be initially appointed by the President and shall be elected by the Association each succeeding year as long as the committee remains. Standing Committees may have non-residents serving in an advisory or consulting role where such expertise may not be available within the community.
 7. THE EXECUTIVE COMMITTEE shall be composed of Elected Officers, Chairpersons of the Standing Committees, and designated representatives from across the geographical boundary of Namatanai Rural LLG inasmuch as is feasible. The Executive Committee shall function as the Board of Directors of the Association. Every effort shall be made by the nominating committee to recruit one representative from each electoral ward within the Association boundaries. All members of the Executive Committee must be voting members. Fifty percent (50%) of the existing membership of the Executive Committee shall constitute a quorum. Meetings of the Executive Committee shall be open to interested Association members at-large, who are invited to participate in discussions but will have no vote. However, no matter of major impact shall be decided by this Committee without a vote by the membership of the Association at a General or Special-Called Meeting.

Executive Committee members are expected to attend at least three (3) scheduled Executive Committee meetings each year. Necessary absences should be reported to the President or Secretary before the meeting, if possible. Failure to adhere to this expectation may be cause for exclusion in subsequent nominations.

8. VACANCIES OF Elected Officers or Committee Chairpersons may be filled for the unexpired term by the President with the approval of a majority of the Executive Committee in session. If the President becomes unable to fulfil his or her duties, the Vice-President shall fill the unexpired Presidential term.
9. REMOVAL FROM OFFICE of an officer of the Association may occur for cause such as dereliction of duty, inability to perform, or due to actions not consistent with the spirit and intent of the Association's Constitution, by two-thirds (2/3) affirmative vote of the membership present at a General or Special-Called Meeting of the Association. The proposed removal shall be announced to the membership prior to the meeting.
10. A NOMINATING COMMITTEE of at least three (3) members shall be appointed by the President at the first quarter General or Executive Committee meeting. Its duty shall be to nominate a slate of Elective Officers, Standing Committee Chairpersons, and designated representatives of all electoral Wards of Namatanai Rural LLG to serve on the Executive Committee. This slate shall be approved by the Executive Committee in its third quarter meeting. The approved slate shall be published in the newsletter preceding the fourth quarter meeting.
11. ELECTION AND INSTALLATION of new officers, standing committee chairpersons, and designated representatives shall occur at the fourth quarter meeting of the Association. Any nominees from the floor must be present and agree to serve if elected. The Secretary shall provide written ballots when the number of nominees exceeds the number of positions to be filled.

ARTICLE III: MEETINGS

- A. GENERAL MEETINGS of the Association shall be held four times a year, with one meeting to be held each quarter. February shall be the month for the first meeting, May for the second meeting, September for the third meeting and October shall be the month of the fourth meeting. Notification of such meetings shall be included in the newsletter and/or electronic media. A quorum for the transaction of business shall consist of Voting Members in good standing present at the meeting. Fifty percent (50%) of the voting membership present plus one (1) shall constitute a majority. No proxy voting will be allowed.
- B. GENERAL AND EXECUTIVE COMMITTEE MEETINGS shall be held on the third Monday of the month.
- C. SPECIAL MEETINGS, as necessary may be called by the President upon notification by print and/or electronic media.
- D. A SPECIAL MEETING SHALL BE CALLED by the President upon receipt of a written request, stating the reason for such meeting, from ten members at – large of the Association. A quorum shall consist of the voting members in good standing present. No proxy voting will be allowed.

ARTICLE IV: AMENDMENTS

THIS CONSTITUTION AND BY-LAWS may be amended at any General or Special meeting by a two-thirds (2/3) majority vote of the attending membership, provided notice of the proposed change has been given to the entire membership at least one week prior to such vote. This Constitution and By-

laws shall be reviewed at least every five (5) years by an ad hoc committee appointed by the President to assure that it meets and conforms to the conditions and needs of the Association.

ARTICLE V: DISSOLUTION OF THE ASSOCIATION

DISSOLUTION OF THE ASSOCIATION may be achieved by the affirmative vote of two-thirds (2/3) of the members, meeting the following requirements:

1. Notice of a special meeting for this purpose shall be given in writing to the entire membership, with reasons for dissolution clearly stated.
2. All just debts incurred by the Association shall be paid before dissolution can be final.
3. Association records shall be offered to the Namatanai District Office as a repository. If permanent storage (10 year minimum) is refused by the NDO, the records shall be destroyed by the Secretary of the Association.

The Association shall be officially dissolved thirty (30) days after such action by the membership. The Treasurer shall transfer any assets of the Association to a non-profit organization selected by the Executive Committee.