

# **BYLAWS**

## **LENAN POUEH MENOVA WASHINGTON**

### **SECTION 1: OBJECTIVES OF THE ORGANIZATION**

Lenan Poueh Menoua Washington objectives are:

- The promotion of the Menoua Culture and that of Cameroon in general.
- The promotion and reinforcement of social ties among its members.
- The participation to the development of the Menoua administrative division in Cameroon through demand driven educational, health and environmental projects.

### **SECTION 2: MANAGEMENT STRUCTURE**

#### **ARTICLE 1: The Board of Directors**

The Board of Directors is responsible for setting the strategic direction of the organization, overseeing and monitoring its operations. Directors are accountable to the General Assembly who elects them. The Board of Directors develops the organization strategic plans and guiding policies in conformity with the organization's vision and mission statement and submits them to the General Assembly for approval before implementation. Other duties of the Board of Directors include but not are limited to:

- Provide supervision and guidance to the Executive Assistant and any staff member employed by the organization
- Ensure effective organizational planning
- Ensure adequate resources
- Manage resources effectively
- Determine and monitor the organization's programs and services
- Enhance the organization's public image
- Assess its own performance

The Board of Directors shall be composed of five (5) members, elected by the General Assembly for two (2) years renewable once.

Board members shall not be compensated for their work or contributions and shall not be entitled to any form of compensation. Their work shall merely be gratuitous. Every Director sees to respect the ethic and recommendations formulated by the Board or (and) the General Assembly and is finally accountable to the Board and the General Assembly.

To be eligible to the position of Board member, a person shall have been member of Lenan during the last two (2) consecutive years, and have not been sanctioned during the last twelve (12) consecutive months.

Before taking on a position on the Board, every new-elected Director shall sign a written pledge that he or she will abide by the rules governing the organization set forth in the Bylaws and other regulations of the organization, including but not limited to, the code of conduct and conflict of interest declaration.

In the event of a failure by any director to properly conduct its duties as stated (three or more unjustified absence at meetings, notorious inefficiency, actions contrary to the letter and spirit of the bylaws), the Board shall submit a motion for his or her withdrawal to be approved by a simple majority vote of the General Assembly.

In the event of vacancy within the board, the Chairman shall assume the interim until the new Director is elected by the General Assembly.

In the event of the Chairman withdrawal, the Director of Compliance and Accountability shall assume the interim and call an extraordinary Board meeting within the seven (7) consecutive days following the resignation note to elect a new Chairman by a simple majority of the Board.

#### **ARTICLE 1.1: The Chairman of the Board**

The Chairman shall be elected for two (2) years by at least two third (2/3) of members of the Board of Directors during a secret ballot. The Chairman shall be a Board member. The Board may chose to rotate the Chairmanship position among Board Members in view to achieving the maximum efficiency of the structure. The term of each rotating Chairman is left to the Board who will inform the General Assembly accordingly. The Chairman shall pursue, hire and fire applicants to paid staff positions with the approval by a simple majority of the Board of Directors.

The Chairman shall supervise, control and direct the affairs of the organization in collaboration with the Board of Directors.

He or she shall preside over all Board of Directors and General Assembly meetings.

He or she shall organize Board activities and intervene in the event of litigation between or among members of the Board. The Chairman shall represent the organization in all its acts, namely to stand in court. He or she is the signatory of all Lenan's expenditures of one thousand dollars (\$1,000.00) or more and shall work in close collaboration with the Director of Finance.

#### **ARTICLE 1.2: The Director of Finance**

The Director of Finance shall coordinate the activities of his or her directorate. He or she shall be in charge of all that concern the management of Lenan assets, namely documents and bank accounts.

He or she is the collector of all financial inflows and shall assure that they are adequately credited into Lenan accounts within seven (7) days. He or she shall give a receipt to each member upon payment of due(s).

He or she shall make all disbursement via checks. All financial transaction shall be co-signed by the Chairman of Lenan and the Director of Finances.

He or she shall perform an exhaustive inventory of the assets of Lenan under his or her responsibility upon swearing in.

He or she shall present a financial report, encompassing all the new acquisitions before The Board of Directors and before the general assembly.

He or she shall be responsible for noting and archiving all new acquisitions, indicating their nature, acquisition date, value and the donator of the acquisition.

At the end of his or her mandate or in the event of dissolution by the General Assembly, he or she shall redeem all the assets and documents, including financial, of Lenan to the Chairman or to the new Chief Financial Officer.

The Chief Financial officer shall make available to The Board of Directors, or all other member of Lenan, all document related to the finances or the assets of Lenan at all times.

He or she is in charge of the annual filing of taxes.

Ultimately, the Chief Financial Officer shall keep books according to GAAP and IRS, implement assets and finance policies, produce selected and approved reports for each meeting and upon request.

### **ARTICLE 1.3: The Director of Development Projects**

The Director of Development Projects shall lead the initiation of development projects within the education, health and environmental domains in the Menoua Division.

He or she shall develop a vision, explore new activities, new partnerships, and a timetable for projects in his/her Directorate. He/she shall communicate this effectively to the Executive for day to day implementation.

He or she shall assure, in priority, the execution of statutory obligations of Lenan within his or her domains, namely, the attribution of a minimum of 10 scholarships per year to the students who top the High National Diploma within the Menoua Department, regardless of their race, sex and ethnic origin. He or she shall suggest all possible ways allowing a better implementation of this project.

He or she participates in the attempt to locate sources of fund in close collaboration with the Board for the executions of development projects. He or she shall coordinate the follow-up and quality of execution of the projects on the field and then prepare technical reports for the donors.

He or she shall enlighten the Board in matters of development projects (inform on the more appropriate and efficient activities in the context) and report on the evolution of projects (Elaboration of proposals or follow-up of execution).

He or she may, in special cases, represent the organization during meetings with substance related to the development in general; Share with others the organization accomplishments in the respect of learning from others and contribute to the promotion and the visibility of Lenan, as an efficient and serious organization vis a vis other entities specialized in the development of poor countries.

#### **ARTICLE 1.4 The Director of Social and Cultural Affairs**

The Director of Social and Cultural affairs shall be responsible for the coordination of activities within his or her directorate and de facto, assures the leadership.

He or she shall develop a vision, explore new activities, new partnerships, and a timetable for projects in his/her Directorate. He/she shall communicate this effectively to the Executive for day to day implementation.

His or her principal function is to look after the socio-cultural activities of the Menoua family of Washington. He or she shall organize, all social activities (Births, weddings, deaths, welcoming and orientation of new members...) and cultural activities ( Arts exposition, tutoring of Yemba, organization of recreational activities...)

He or she may, in special cases, represent the organization during meetings with substances related to social or cultural activities and with which Lenan is concerned in the respect of sharing with others our accomplishments or in the respect of learning from others and contributing to the promotion of the visibility of Lenan, as an efficient and serious organization vis a vis other structures specialized in the cultural and social domains.

#### **ARTICLE 1.5: The Director of Fund Raising**

The Director of fund raising shall be responsible for the coordination of activities within his/her directorate.

He/she shall implement the policies and strategies that shall allow Lenan to efficiently collect funds. He/she shall contact donors, to whom he or she shall precise the voluntary attribute of our actions and our tax-free status.

He/she shall be responsible for the conception and the establishment of letters and documents that shall incite donations.

He/she shall be responsible for the Fund Raising campaign during all of Lenan's activities.

He/she shall be responsible for Lenan's public relations and is the appointed contact. As such, he or she shall be the sole responsible for publicity (radio, television, internet, handouts and tracks, newspapers,...) of the activities and Lenan's events.

The actions of the Director shall be centered around the quest for favorable long term impacts of the activities of Lenan. These actions shall incite credibility and trust towards Lenan. They shall do more than content themselves with inciting a momentary pleasant impression.

He/she shall work in close collaboration with other directors in order to maximize all the possibilities of fund collection. He or she shall comply with the Director of Law and Regulation on the strict respect of law, while performing his tasks.

In the event of successful fund collection, he or she shall immediately report to the Board and deposit the proceeds to the Director of Finances.

He/she may, in special cases, represent the association during meetings with substances related to Fund Raising and with which Lenan is concerned in the respect of sharing with others our accomplishments or in the respect of learning from others and contributing to making Lenan actions of Fund Raising more efficient.

### **ARTICLE 1.6: The Director of Compliance and Accountability**

The Director of Compliance and Accountability shall monitor the actions of Lenan His or her principal goal is to assure that our activities and actions are undertaken and performed in the sound and strict respect of legislations relative to 501 c 3 not-for-profit organizations

De facto, he or she is Lenan's tax-free status guarantor.

He/she shall maintain a database of texts, articles, administrative documents related to our "tax-free" status.

He/she shall work in close collaboration with the Director of Fund Raising to locate and optimize all possible legal ways of funds collection.

In the event of judiciary problems with Lenan, he or she shall constitute a team of lawyers whom shall seek to defend Lenan's interests.

In collaboration with the Director of Finance, he or she shall make sure that the tax form is precisely filled and submitted within the deadline.

The Director of Compliance and Accountability is in charge of the accountability of all Directors and the general control of Lenan.

### **ARTICLE 2: The Executive of the Organization**

Lenan Executive will include the following two functions:

- The Executive Director
- The Executive Assistant.

#### **ARTICLE 2.1: The Executive Director**

The Executive Director shall be the Chief Executive Officer of the organization and shall be a member of The Board of Directors without the right to vote. The Executive Director shall:

- Preside over Regular Meetings of Lenan.

- Set agendas and call regular meetings of the organization and the Executive meetings as deemed necessary, after consultation with the Board of Directors.
- The Executive Director shall be in charge of Communication, marketing. And fund raising. Fund Raising activities shall be conducted in close collaboration of the Director of fund raising.
- Exercise general supervision of the budget
- Serve as the spokesperson for the organization
- He or she is the signatory of all Lenan's expenditures under one thousand dollars (\$1000.00) and shall work in close collaboration with the Director of Finances.
- Monitor the accounts and finances of the organization, and approves disbursements.
- Provide activity reports (Quarterly and Annual) that enable the Board to evaluate the productivity of the Executive

### **ARTICLE 2.3: The Executive Assistant**

The Executive Assistant shall provide overall support to the Board of Directors in view to achieving Lenan's objectives. Specifically, her responsibilities will include, but will not be limited to:

- Maintaining correspondences between Lenan and its Development Partners in the Field, using various means (Phone, Fax, E-mail, Courier...) to ensure timely implementation of projects;
- Working in close collaboration with the Director of Fund Raising to locate and optimize all possible legal ways of funds collection.
- Ensuring timely implementation of the organization planning defined by Board Directors and ensuring the monitoring of Board Deadlines and actions, including the timely filling and submission of Tax documents.
- Helping in to the creation and maintenance of a database of texts, articles, administrative documents related to the "tax-free" status.
- Sending timely correspondences to members, working in collaboration with the Executive Director, and making follow-up calls before meetings.
- Uploading news and updates to the website.

### **ARTICLE 3: Meetings of Lenan**

#### **Article 3.1: Meetings of the Board**

The Chairman shall call and take the chair of meetings of The Board of Directors of Lenan. The Chairman shall propose an agenda to such meeting to The Board of Directors. The Chairman shall send out his or her proposition at least fourteen (14) days prior to the meeting.

The meeting of the Board shall be held at least once every three months. Every Board member shall attend Board meetings. However, in the event of impediment, a Board member may be represented by another one, the later will have full and complete rights and privileges attached to the function of the former. Whenever necessary, the Board may approve for external entities to attend its meetings.

As an exception, the Chairman, or at least the two-third (2/3) of The Board of Directors members shall call a special Board meeting.

### **Article 3.1: Meetings of The General Assembly**

The General Assembly is held once every month and is called by the Chairman of the Board. The Chairman shall take the chair of the General Assembly and shall fix the agenda in close collaboration with the Board.

The General Assembly shall be the sole body empowered and allowed to address and solve issues related to the global policy of Lenan.

The General Assembly shall be the sole body empowered to amend the Bylaws of Lenan, to fix dues of members, to admit a member, to exclude a member.

The General Assembly shall be held every first Saturday of the month. Whenever necessary, the Board might amend the date of the General Assembly meeting. In such cases, members shall then be notified conveniently.

### **Article 3 3: Meetings venue**

Meetings shall be held at the residence of members. Hosting is on a voluntary basis. The Executive Director shall explicitly explore hosting options with members and establish and maintain a calendar for hosts of the upcoming three (3) General Assemblies.

### **ARTICLE 4: The extraordinary General Assembly**

The extraordinary General Assembly shall be held once every two years and called by The Board of Directors. The extraordinary General Assembly shall acknowledge The Board of Directors results and define the main priorities for the next mandate.

The extraordinary General Assembly shall elect The Board of Directors. The extraordinary General Assembly shall be directed by an elected Chairman, whose functions shall stop at the end of the assembly.

The extraordinary general assembly may be called upon at all times by two third of members who have paid off the dues and send a written request for the tenure of the assembly, by the Chairman of Lenan, or by at least two third of directors of the Board.

The extraordinary general assembly may amend the association's bylaws. The extraordinary general assembly may call for the complete winding-up of the association.

In the event of statutory or legal winding-up of the association, the Extraordinary General Assembly shall designate the private institutions known to serve the public or eventually, associations which goals are similar to Lenan, that shall receive the residual assets of Lenan after all liabilities have been paid off.

To guarantee a sound buyout of Lenan, the extraordinary general assembly shall nominate one or many individuals of the dissolved organization and if necessary, outsiders who shall be vested by all power necessary to complete the task.

### **SECTION 3: FINANCIAL ORDER**

#### **ARTICLE 5: Organization Funding**

Lenan Poueh Menoua Washington is funded by:

- Membership dues. The General Assembly shall determine the amount and form of payments at the start beginning of each year.
- Donations from the general public.
- Proceeds from Lenan activities.
- Residue from the previous mandate.

These resources are wholly allocated to cover operating expenses and the financing of development projects.

#### **ARTICLE 6: Member solidarity**

In order to encourage and promote savings, members may decide to organize one or many "tontines" and shall determine the rules governing its functionality.

The list of participants as well as the complete calendar of the "tontine" shall be distributed to all members at the beginning of each round.

To participate to the "tontine", a person shall have paid at least his or her membership dues

To be a beneficiary of the "tontine", a person shall have paid all of his or her dues.

A bank account shall manage all credits/disbursements related to the "tontine".

Any credit or debit to or from this account shall be executed by the Director of Finance

All disbursements from this account shall be made by checks and approved by the Director of Social and Cultural Affairs.

An institutionalized fund (Social Fund) has been set up to help members in case of needs. Resources from this fund are provided by equal and exclusive contributions of members. The General Assembly shall determine the amount for such contributions. Participation to this fund is compulsory to all members. The contribution to this fund is annual. However, the General Assembly may refer to members for additional contribution as needed during a year.

The social fund shall be used in the following circumstances:

- Death of a member
- Death of the father or the mother of a member
- Death of a member's child
- Birth of a child in a member's household
- Wedding of a member
- Immigration detention

The amount of money disbursed in the above mentioned circumstances is determined by the General Assembly at the beginning of each year and consigned in a separate document to be part of these bylaws. The set amount shall be equal for all members. To be a beneficiary, the member shall be up to date with his or her contributions. In the event of death within the family of a member, mourning ceremonies may be organized at the member's residence. The Director of Social and Cultural Affairs assures the organization and coordination of such ceremonies.

#### **ARTICLE 7: Discipline**

All members of Lenan shall follow rules and regulations of the organization set forth in these bylaws and other adopted guidelines. Lenan members may be sanctioned for the following:

- Non payment of dues
- Repeated and unjustified absences
- Tardiness to meetings
- Disturbance of meetings
- Acts that may lead to the discredit of Lenan
- Lack of Lenan ethics
- Abuse of Lenan assets.

These sanctions shall vary from a fine, a warning and a dismissal. In the event of severe lapse of financial obligations, the responsible shall present a dismissal letter, redeem the shortened amount, otherwise a judicial charges may be pressed.

In the event of unjustified absence to a happy or sad event organized by Lenan and requiring the presence of members, a fine shall be imposed. The Director of Social and Cultural Affairs shall maintain a book of presence at such meetings.

Tardiness to General Assembly meetings is sanctioned by a fine. All unexcused absence is sanctioned by a fine

All pecuniary penalties are set by the Extraordinary General Assembly at the beginning of the year and consigned in a separate text to be part of these bylaws.

If a member fails to honor his or her financial obligations decided by the General Assembly, his or her contribution to the social fund shall serve as a shell until complete respect of the decisions of the members meetings.

#### **ARTICLE 8: Resignation of a member**

A member can resign anytime at his or her discretion. In such case, a resignation letter shall be written and presented to the General Assembly. The member shall give back all documents of Lenan on his or her possession and redeem all liabilities.

Dues are not redeemable. The portion of the social fund shall be redeemed, upon the member's request, according to the portion used.

#### **ARTICLE 9: Final Dispositions**

In the event that the implementation of a given development project or another activity requires additional funds, the members meeting, upon the proposition of the Executive, shall adopt a supplementary compulsory contribution to bridge this financial gap.

The dispositions of these amended bylaws supercede all previous versions and their amendments