

HIGHER LAJINAH FOR ISLAMIC AFFAIRS AND AWOAF INor inC.

Know all men by these present, that we, the undersigned, a majority of the board of directors of the corporation dominated **HIGHER LAJINAH FOR ISLAMIC AFFAIRS AND AWOAF INC.,** do hereby certify that the attached code of directors have unanimously adopted at a meeting of the board of directors of the said corporation held on the 13th day of February A,D. 2002 at the held quarter of the corporation , city of Monrovia, Republic of Liberia, at which all of the directors were present.

1. Sheikh Zeidan M. Sheriff
2. Abraham K. Kromah
3. Abdul Karim S. Kandakai
4. Afunady V. Sheriff
5. Mohamed V. Nyei

BY - LAWS

OF

HIGHER LAJINAH FOR ISLAMIC AFFAIRS AND AWQAF, INC

As appurtenance of and an adjunct to its Articles of Incorporation, dated January 2, 2002, filed in keeping with law and approved by the Minister of Foreign Affairs of the Republic of Liberia on January 7, 2002, in accordance with Section 1.4 of the Business Corporation Act; the following bylaws that are neither repugnant to nor inconsistent or in contravention with the aforesaid charter and the laws of the Republic of Liberia, are hereby promulgated and adopted by the Board of Directors for the efficient and proper management of the affairs of the HIGHER LAJINAH FOR ISLAMIC AFFAIRS AND AWQAF, INC, (a Not-For-Profit Corporation.

ARTICLE I

The name of the Corporation (hereinafter referred to, interchangeably, as "the corporation, charities, association, organization, company."

HIGHER LAJINAH FOR ISLAMIC AFFAIRS AND AWQAF, INC.

ARTICLE II

As expressly stated in its Articles of Incorporation this corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the organization or to its members. Subject to the foregoing limitations and in addition to Clauses 1 through 19 of Article II of said Articles of Incorporation, and in conformity with Chapter IV, Sections 1 and 2 of Title 5, LCL Revised, the object, business or pursuit of Higher Lajinah For Islamic Affairs and Awqaf, Inc, shall be to:

- (a) Receive gifts and grants of money and property of every kind and to administer the same for charitable, educational, civic and philanthropic uses and do anything necessary or proper for the accomplishment of these purposes.
- (b) Own, operate, and maintain a general wholesale and retail cattle business dealing primarily in the purchase and giving of cattle of all tipes to its members as gifts or to slaughter cattles on propitious Islamic festivals.
- (c) Acquire, maintain, and construct buildings and property, for a community center, club rooms, reading rooms, and education and recreational facilities, to acquire other properties, and to construct buildings for such purposes.

- (d) Engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship among its members, and which shall promote and foster educational, recreational, physical and social activities of its members and that they may acquire knowledge and understanding of other cultures and languages, to promote and foster mutual understanding and good will among persons of all ancestries; to engage in such activities as shall raise the standards of civic morality and community welfare through educational, recreational and social facilities, and to disseminate such knowledge as shall be useful for its members in their work and home life and as shall make them more proficient in their activities as citizens and residents of this country.
- (e) Affiliate with all lawful organizations, whether local or foreign whose aims and objectives are similar to the pursuit of the Higher Lajinah For Islamic Affairs and AWQAF, Inc.

ARTICLE III

The principal office of the corporation shall be located in the City of Monrovia, County of Montserrado. The corporation may have such other offices, either within or without Liberia, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE IV

M E M B E R S H I P

Sec. 1. Membership in the organization shall be opened to all persons who shall subscribe to and comply with the provisions of the articles of incorporation of Higher Lajinah For Islamic Affairs and AWQAF, Inc., the bylaws of same, the laws of the Republic of Liberia; and are in good standing in their respective communities irrespective of race, sex or political conviction.

Sec. 2. Voting - Each active member shall be entitled to one vote in the affairs of the association, unless otherwise provided by the by-laws.

Sec. 3. Fees and Dues

- a) Entrance fee shall be twenty-five Liberian dollars (L\$25) or otherwise as determined by the organization.
- b) The annual due required for membership shall be the aggregate of a monthly due of thirty Liberian dollars (L\$30), or otherwise as shall be determined by the board of directors.

ARTICLE V

M E E T I N G S

Sec. 1. Regular meetings - There shall be regular meetings of the corporation as provided for hereinafter and as ordered by the board of directors in conjunction with the executive committee, for other business as shall be provided hereinafter. Meetings shall be attended by members. Notice of such meetings, issued by the secretary shall be published or mailed to the last recorded address of each

member at least seven (7) days before the time slated for the meeting.

Sec. 2. Quorum - A majority of the members of the organization, when present at any meeting shall constitute a quorum; in cases where there is less than a majority present, the presiding officer shall adjourn said meeting; or otherwise as provided for hereinafter.

Sec. 3. Order of Business - The order of business at any meeting shall be as follows:

- (a) Call to order
- (b) Reading of minutes of previous meeting
- (c) Unfinished business
- (d) Receiving communications and bills
- (e) Reports of officers
- (f) Reports of committees
- (g) New business
- (h) Adjournment

ARTICLE VI

Principal Organs of the Corporation

Sec. 1. Principal Organs

There shall be established the following principal organs of the association:

- (a) Annual Convention
- (b) Board of Directors
- (c) Executive Committee

Sec. 2. Annual Convention (AC)

The supreme authority of the corporation shall be vested in the Annual Convention (AC) which shall meet once every four (4) years, for the purpose of administering the affairs of the organization for the next four years. It shall be convened in the second week of November, the date and venue to be decided by the Executive Committee in conjunction with the Board of Directors.

2.2 The following agenda shall constitute the business of the AC:

- (a) To receive and discuss reports;
- (b) To discuss and approve budget and other programmes;
- (c) To receive, review or examine and adjudicate appeals and other complaints; and
- (d) To elect national officers, directors, and to pass relevant resolutions.

2.3 Delegates to be accredited by each branch or affiliate body to attend, actively participate in the deliberations of and to vote at the AC shall comprise members who are not under suspension, but are in good financial standing and possess valid membership certificates/cards.

2.4 The president and the treasurer shall deliver reports at the Annual Convention.

2.5 The quorum for transaction of the business of the Annual Convention shall be determined by the executive committee in conjunction with the board of directors; but in no way shall this be less than two-thirds of the determined strength, including the presiding officer.

Sec. 3 The Board of Directors

3.1 The management of the corporation shall be vested in a board of directors whose members shall be elected in keeping with provisions of Part II - Not-For-Profit Corporations of the Liberian Business Corporations Act of May 19, 1976, as amended 1977.

3.2 It shall administer the affairs of the corporation during the recess of the Annual Convention.

3.3 The board shall meet regularly or once a month to consider the work of the corporation, its officers, organs and staff, if and when the president deems it necessary or as shall be brought to the attention of the president by the secretary. It shall be chaired by its chairman.

3.4 The following agenda shall constitute the business of the board:

(a) Review and consider the annual reports of the executive committee and the treasurer relating to its fiscal administration.

(b) Consider all complaints, requests and petitions from affiliate or branch organizations and aggrieved members or agencies.

(c) Determine ways and means of financing the work of the AC in conjunction with the Executive Committee; and shall consider, disapprove, modify or approve all fiscal or budgetary matters relating to the administration of the affairs of the organization.

(d) Approve of all appointments of the members and chairmen of standing committees as well as those of ad hoc nature by the president. It shall also form itself into operational committees as it deems necessary, and shall retain supervision of the functions of its committees.

(e) It shall supervise and review the work of the head and auxiliary offices and make decisions on matters designed to improve the administration of the corporation. It shall assign or appoint the worker of this organization in all the areas of the work of the corporation not otherwise provided for.

3.5 Directors shall discharge the duties of their respective position in good faith and with that degree of diligence, care and skill

which ordinarily prudent men would exercise under similar circumstances in like positions. In discharging their duties, directors, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the president or the officer of the corporation having charge of its books or accounts, or as stated in a written report by an independent or certified public accountant or firm of such accountants fairly to reflect the financial condition of the association.

Sec. 4 - Minutes of directors' meetings

4.1 The corporation shall keep at its head or principal office, or other such place as the board of directors in conjunction with the executive committee shall determine, a minute book of all meetings of the association's directors and members. Such minute book shall include the following information:

- (a) The time and place of the meeting;
- (b) Whether the meeting was regular or special;
- (c) Whether due notice thereof was given;
- (d) The names of those present at directors' meeting;
- (e) The number of membership certificates or members present or represented at the members' meeting; and
- (f) The proceedings thereof.

4.2 If, at any time, action is taken by the board by unanimous written consent, as authorized by Chapter 7, Section 4, Part I of the Business Corporation Act of May 19, 1976, as amended 1977, rather than by meeting, the written consent shall be filed in the minute book according to the dates thereof.

4.3 All minutes of the proceedings of the board shall be open to inspection, at any reasonable time, on the written demand of any active member of the association. Such inspection by a member may be made in person or by his agent or attorney, and the right to inspection includes the right to copy and make extracts of all or portions of such minutes. Demand for inspection shall be made to the secretary in writing.

Section 5 The Executive Committee

5.1 The Executive Committee shall conduct the day to day affairs of the corporation during the recess of the board of directors, comprising officers of the organization and chairmen of the standing committees under the immediate supervision of the president.

5.2 The committee shall make necessary arrangements for the convening of the AC in conformity with the relevant provisions of its articles of incorporation and this bylaws in conjunction with the board of directors.

5.3 The committee shall supervise all matters pertaining to the administrative functions of the convention and its property, including its building construction and its means of transportation and communication.

5.4 It shall develop appropriate plans, programs and promulgate sound policies, from time to time, subject to the sanction of the Convention and the Board of Directors; for the purpose of making the organization and its activities useful and beneficial to the membership and to the world and universal brotherhood of mankind.

- 5.5 The executive committee shall comprise national officers and chairmen of the standing committees and such other members that the body may opt, from time to time.
- 5.6 It shall liaise with the board to review and consider the annual reports of the president and the treasurer. It shall also coact with the board in determining ways and means of financing the work of the AC, and in considering, disapproving or approving and modifying all financial or budgetary (fiscal) matters relative to the administration of the convention.
- 5.7 The EC shall retain supervision over the functions of the administrative offices as well as to carry out missions entrusted or assigned by the convention or the board, from time to time, and make timely reports, recommendations and/or comments thereto.

Sec. 6 - Standing Committees

6.1 The following standing committees shall be appointed and established by the president in consultation with other members of the EC for the purpose of assisting in the promotion of the aims and objectives of the organization and in the efficient execution of its multifarious activities:

- (a) Membership and Visitation
- (b) Ways and Means
- (c) Investment and Development
- (d) Health and Safety
- (e) Ethics and Grievance

6.2 The chairmen of the various standing committees shall officiate as presiding officers at all deliberations of said committees. They shall be responsible to submit to either the president or the EC, as may be directed by this bylaws, all relevant reports with or without recommendations as well as necessary comments.

6.3 The reports, comments or recommendations of any of the standing committees shall become the collective action or binding obligation of the corporation following approval of the same by the EC or the AC. No publication, disclosure or release of these reports shall be made to the public without the prior approval of the EC and all such reports, comments or recommendations shall be transmitted through the secretary.

Sec. 7 - Duties and Functions of Standing Committees

7.1 Membership and Visitation

i - It shall be the responsibility of the Membership and Visitation (MV) committee to scout for prospective members, screen applicants and to augment the membership of the corporation at all times.

ii - The committee apart from being the organising arm of the association shall also undertake, from time to time, visits to members who are sick, bereaved or for any other reason, besides suspension, unable to attend meetings or carry out normal corporate activities.

iii - It shall also be required to discharge additional responsibilities that the board or the EC may deem proper to assign. It shall further liaise with other departments of the corporation in the discharge of its responsibilities; and shall be required to submit reports, make recommendations or comments for the smooth operation of the affairs of the association.

7.2 Ways and Means

- i. The ways and means (WM) committee shall plan, organise and execute programmes for the growth and development of the association, and to generate funds for the support of its budget. All such programmes shall be subject for approval by the executive committee; and the treasurer shall be a member of this body.
- ii. The WM shall be responsible to review all books of accounts and other financial reports of the corporation, from time to time, with the view of ascertaining or ensuring that accounts are properly kept.
- iii. The committee shall also cause the annual report of the treasurer which shall be submitted to the board or convention to be audited, as well as all financial transactions of the affiliate bodies.
- iv. It shall prescribe and procure appropriate receipt books for receivables and expenditure which shall be entrusted to the treasurer for accountability. It shall further liaise and cooperate with any external auditor that shall be contracted by the corporation for the annual audit of the accounts of the organization for submission to either the board or AC, including financial transactions of other affiliate bodies.
- v. The committee shall also be required to discharge, from time to time, added responsibilities that the AC, EC or the Board of Directors may deem appropriate to assign.

7.3 Investment and Development

- i. The investment and development committee (ID) shall be required to judiciously investigate, survey, evaluate and recommend to the EC possible or appropriate areas for the investment of the corporate funds for the sole aim of promoting the growth and development of the corporation.
- ii. The ID shall liaise with the ways and means committee in submitting recommendations, from time to time, for the employment of experts in any and every phase of the corporate business possessing the requisite skills and endeavours, so as to enable the association to initiate, direct, supervise and control their efforts in research, surveys, evaluations, examinations, and investigations in all areas of the corporate business; to otherwise exploit the findings of such research or the patents derived therefrom, and to assemble data and findings, to compile reports, papers, pamphlets and books based thereon.
- iii. This committee shall also be required to discharge additional duties that the corporation may deem fit to assign, from time to time. It shall also liaise with the other departments of the association, including the Ways and Means committee; and the Health and Safety committee.

7.4 Health and Safety

- i. The health and safety (HS) committee shall function as medical consultant for the association. Its chairman or vice chairman shall be a qualified and experienced medical practitioner or it may engage the services of someone possessing the requisite skills in the execution of its functions, so as to ensure that degree of professionalism which is essential for the proper and effective administration of the company.
- ii. It shall study and collate, from time to time, for submission to the principal organs of the Higher Lajinah For Islamic Affairs and AWQAF, Inc. health care related matters, and safety measures that may be appropriate for its corporate activities.
- iii. The committee shall also be required to discharge additional responsibilities that may be assigned by either the AC, EC, or Board. It shall also liaise with other departments of the corporation, to ensure cohesiveness in the administration of the affairs of the association.

7.5 Ethics and Grievance

- i. The ethics and grievance (EG) committee shall exercise original jurisdiction over and shall hear and adjudicate complaints (whether verbal or written) and protests lodged against a member; the which shall be addressed to the EC through the secretary.
- ii. It shall be within the animus and competence of the committee to employ the means of fact-finding, conciliation, mediation, arbitration or adjudication in reference to complaints or protests, filed against members and component bodies.
- iii. The records of the proceedings and the files of the committee shall be treated as confidential, and appropriate sanctions shall be imposed by appropriate organs for the unauthorized disclosure of their contents.
- iv. The committee shall prescribe procedures to expedite termination of all issues lodged with it.
- v. The decision of the committee shall be final and binding, unless an appeal is made to the EC prior to the expiration of ten (10) days. The committee shall decide each matter as early as possible, but not later than ten days after the evidence. The executive committee shall render its ruling within one (1) month after reviewal of the appeal.

ARTICLE VII

Officers and their Duties

Sec. 1. Officers of the Organization

The Higher Lajinah For Islamic Affairs and AWQAF, Inc. shall have the following officers who shall be elected or appointed in keeping with the relevant provisions of the articles of incorporation and bylaws, and/or relevant resolutions of the association.

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Chaplain
6. Matron

- 1.2 All elected or appointed officers shall serve a maximum of two-term period of full time service in the same capacity, after which he or she can stand for another position, or if and when circumstances warrant.
- 1.3 Officers shall discharge the duties of their respective stations in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions. In discharging their duties, officers, when acting in good faith, may rely upon financial statements of the company represented to them to be correct by the officer of the association having charge of its books of accounts, or as stated in a written report by an independent certified public accountant or firm of such accounts fairly to reflect the financial condition of the company.
- 1.4 All officers as between themselves and the corporation shall have such authority and perform such duties with respect to the management of the corporation as provided in this bylaws.

Sec. 2. President

- 2.1 The President shall be elected for a tenure of four (4) years, and shall be eligible for re-election to a second term. He/she shall attend and take part in all deliberations of the organization as Ex-officio members, without a voting right.
- 2.2 He or she shall be the chairman of the executive committee, and shall have power to make appointments in a manner prescribed or provided for in this bylaws, and to make recommendations to the executive committee for removal of persons from their committee assignments, for the suspension and expulsion of members, and the imposition of fines and other disciplinary sanctions on members.
- 2.3 It shall be the duty of the president to attend and preside at all conventions of the Higher Lajinah For Islamic Affairs and AWQAF, Inc. and at all sessions of the other organs of the association.
- 2.4 The President shall serve as the chief official spokesman upon any matter of public interest or of special interest to the organization.
- 2.5 He/she shall be a delegate to conventions of all international and other national organizations and/or secretariats with which the association is affiliated or any subordinate body thereof and at conventions of all affiliated bodies.
- 2.6 He or she shall fill by appointment all vacancies occurring in any national office including vacancies on the national executive committee and his/her appointments shall be subject to approval by the executive committee.
- 2.7 The president may suspend or remove any officer or employee for proper and sufficient reason, said suspension or removal being subject to the approval of the executive committee in conjunction with the board of directors.

- 2.8 Between sessions of the executive committee he/she shall have full power to direct the affairs of the association in conjunction with other national officers, and shall report his/her acts to the executive committee for its ratification.
- 2.9 Except as otherwise provided the president shall appoint all committees of the various organs and shall be ex-officio, a member of all committees.
- 2.10 He/she shall devote all his or her time to the affairs of the corporation. The president shall exercise general supervision over the field and office work of the corporation.
- 2.11 The president shall ensure that the provisions of this bylaws and articles of incorporation are faithfully enforced.
- 2.12 The president and either the treasurer or the secretary shall co-sign all cheque, vouchers and any other financial documents for the purpose of withdrawal of funds of the Higher Lajinah For Islamic Affairs and AWQAF, Inc, to balance its fiscal administration, from any banking institution where the corporation maintains an account.

Sec. 3. Vice President

- 3.1 The Vice President of the organization shall be elected for a tenure of four years, and shall be eligible for re-election to another term.
- 3.2 He/she shall, in the absence of the president, preside at all meetings of the organization over which the president by provisions of the articles of incorporation and bylaws has power to preside.
- 3.3 The Vice President shall perform at all meetings of the organization the prescribed duties which the president, owing to ill health, resignation, absence from the country or removal from office, is unable to discharge; or as shall be assigned to him/her by the board of directors.
- 3.4 He/she shall assist the president in the discharge of his/her predigious responsibilities and shall perform special tasks that may be assigned to him/her, from time to time, either by the president or the board of directors.

Sec. 4. The Secretary

- 4.1 The Secretary shall be elected for a tenure of four years, and shall be eligible for re-election to another term.
- 4.2 This officer shall assist the president in the discharge of his or her predigious responsibilities and shall be the principal administrative assistant to the president of the organization, and shall function as chief administrative officer.
- 4.3 He shall reply all correspondence that do not require the expressed authority of the executive committee and in case of emergency to take such actions as shall be necessary and in the best interest of the corporation, reporting thereafter to the president and to the executive committee at its next meeting.
- 4.4 He/she shall in consultation with the president convene meetings of the appropriate organs of the corporation and to prepare such reports and documents as may be necessary and required, to expedite the business of the organization.

4.5 He shall keep a correct record of the proceedings of the conventions and shall publish them in appropriate form; he shall preserve all important documents, papers, books, and letters received by him. He shall be the custodian of the seal of the corporation. He shall conduct the correspondence and assist in the financial affairs of the corporation, lay such documents, papers, books and letters regularly before the meetings of the organization and be responsible for the proper conduct of its administrative affairs.

4.6 He shall keep an up-to-date register of the Membership of the organization and its affiliate bodies.

4.7 He shall be in constant touch with all committees and their officers, to ensure that members discharge their duties in an effective, orderly and efficient manner as required by the organization under the direct supervision of the president.

4.8 The secretary may employ such assistants as may become necessary in the discharge of his duties, subject to the approval of the executive committee.

4.9 The secretary and either the president or the treasurer shall co-sign all cheques, vouchers, and other financial documents for the purpose of withdrawal of funds of the company, to enhance the fiscal administration from any banking institution where the corporation maintains an account.

4.10 He shall be required to go on missions as may be assigned by the appropriate organs of the organization, and shall submit reports relating to such missions.

Section 5. The Treasurer

5.1 The treasurer shall be elected for a tenure of four years, and shall be eligible for reelection for another term.

5.2 He/she shall be the chief custodian of funds and other properties of the corporation, and shall keep and be responsible for the financial records of the association as well as its transaction, at the headquarters of the corporation or as may be directed by the appropriate organs of the company.

5.3 The treasurer shall give account of all dues, fees, fines, funds and special levies, assessments or taxation collected and donations received from members and other sources.

5.4 The treasurer shall keep a correct account of all financial transactions of the organization and shall deposit in the name of the corporation, all funds belonging to it in a duly established financial institution. He or she shall give appropriate bond with reliable surety in an amount to be fixed by the executive committee, for the faithful performance of his or her functions. He or she shall cause his or her accounts to be properly audited at stated intervals, and shall publish in the official publication of the organization semiannually financial reports of all local bodies and of the head office, covering all income and disbursements.

5.5 The treasurer shall liaise with the ways and means, investment and development etc. committees for the acquisition of land and other properties, and to maintain all buildings and infrastructures when erected and available.

5.6 The treasurer may recommend for employment and prescribe the functions of such assistants as may be necessary in the discharge of his or her duties, subject to the approval of the executive committee, and shall submit an annual report to the corporation which shall be subject to examination and audit.

5.7 The treasurer shall of necessity be a member of the ways and means and investment and development committees of the corporation.

5.8 The treasurer and either the president or the secretary shall co-sign all cheques, vouchers or any other financial documents for the purpose of withdrawal of funds of the organization, to enhance its fiscal administration, from any banking institution where the corporation may maintain an account.

5.9 Upon the directive of any of the principal organs of the corporation he shall execute any decision of these bodies on matters relating to the economic investment, budget or finance of the organization.

5.10 The treasurer shall be immediately responsible to the president in the discharge of his duties and shall function under the general supervision of the executive committee.

Section 6: Chaplain

6.1 The chaplain shall be elected for a tenure of four years, and shall be eligible for reelection for another term.

6.2 He shall be responsible to invoke Divine blessings and direction at the start of any deliberation of the various organs and auxiliaries of the association; and to direct all religious affairs of the corporation.

6.3 He shall be a member of the membership and visitation committee and shall lead other members of any committee that the executive committee shall appoint for the purpose of visiting sick members of the organization, sympathizing with bereaved members or their families, and to try to pacify differences between members of the organization and their spouses.

Section 7: The Matren

7.1 The matren shall be elected for a tenure of four years, and shall be eligible for reelection to another term.

7.2 This officer shall represent the womanhood of the association. It shall be incumbent upon her office to instill and inculcate the minds of young women and girls in the Islamic tenets and to be steadfast in faith and in lowering their gaze to guard their chastity and to be devoutly obedient as righteous women.

7.3 The matren shall encourage and make female members willing to take active part in every phase and sector of the activities of the company. She is also required to monitor the activities of the women and youth wings of the association, and to make sure that religious and academic instructions are given to and made mandatory for female members and their dependants and wards.

ARTICLE VIII

Nomination and Election of Officers

Section 1. Nominations

1.1 Nomination of officers of the corporation for election by members shall be made in accordance with this bylaws.

1.2 All nominations shall be made or submitted to the executive committee and shall be endorsed by not less than ten (10) members of the organization, all of whom shall be active and in good financial standing.

1.3 Nomination for officers shall be subject to approval by the executive committee which shall certify that candidates have complied with requirements as provided by this bylaws before releasing information about such approved nominations to the membership, prior to the casting of votes at the annual convention.

1.4 The executive committee shall meet not later than twenty (20) days before the annual convention for deliberation, so as to determine and announce the final nominations for each of the elective offices.

1.5 In the event where the electoral ballot, which shall be secretly cast, carries the name of a single nominee and said individual dies, becomes incapacitated, is permanently relocated beyond the confines of the seat of the organization or declines to serve, such vacancy shall be temporarily filled by option of the executive committee pending its regular occupation by the next annual convention of the membership.

Section 2. Elections

2.1 All elections of officers of the corporation shall be conducted by secret ballots.

2.2 The executive committee shall be responsible to appoint an Ad Hoc Electoral Committee with requisite terms of reference to supervise the conduct of the elections.

2.3 All decisions of the executive committee concerning nominations and recommendations for both elective and appointive post of the organization and the ultimate results thereof and appropriate notations thereon shall be final, and binding upon the membership of the corporation.

ARTICLE IX

Rules of Order and Quorum

Section 1. Rules of Order

1.1 The corporation shall in its several deliberations be governed by the principles laid down in Robert's Rules of Order or any other relevant manual or parliamentary procedures not in conflict with the constitution of this country and this bylaws.

Section 2. Querum

2.1 To transact any business of the organization a two-thirds of the members shall be adequate, as required, to constitute a querum, during which time these present shall form a querum to transact business.

ARTICLE X

Equal Rights

All active members of this corporation shall have and enjoy equal rights and privileges, except as otherwise provided for under provisions of this bylaws.

ARTICLE XI

Financial Policy and Regulations

Section 1. Funds

1.1 Finance. This organization is not a profit making corporation, nor is it established with the expectation of making a profit. The corporation shall use its funds only for objects and purposes specified in its articles of incorporation and this bylaws.

1.2 Bonding. Persons entrusted with the handling of the funds of the corporation may be required to furnish fidelity bonds.

Section 2. Control of all Fiscal Matters and Cash Flow

2.1 The company shall keep a log book containing the names of individuals holding membership certificates or cards to evidence such membership.

2.2 The corporation shall maintain the classes of membership hereinbefore specified or as shall be provided for hereafter by resolution of appropriate organs, to be attested by statement setting forth such resolutions as adopted to be filed in accordance with the laws under which this association is organized.

2.3 It may also maintain a treasurer, who shall be vested with power to control and oversee all receipts and expenditures of the corporation, review relevant accounts incidental thereto, and above all, review the balance sheet, and in conjunction with the ways and means committee submit periodic reports to the general meeting through the executive committee, for necessary consideration and action.

2.4 The accounts of the corporation shall be subject to biannual audit, the first being internal and the second external.

2.5 The accounts of the company shall be conditioned in keeping with Chapter 8 (Corporate Records and Reports) of Part I, Business Corporation Act of May 19, 1976, as amended 1977.

2.6 There shall be kept in the office of the treasurer, a group income statement ledger, which shall contain receipts for sales of assets, mortgages and debentures as well as other fiduciary receipts of importance.

2.7 The financial year of the corporation shall be determined by the existing accounting period as provided by Chapter 81, Section 4 of the New Revenue and Finance Law, 37 LCL (Revised); or as amended.

2.8 Assets shall be subject to over-valuation and no liabilities understated, except as agreed upon by financial meetings.

2.9 Inter-company or branch or regional balances shall form part of OKJ financial arrangement and this shall show all forms of payments and receivables, so as to form a forum for providing strategies for fiscal control.

2.10 Such books as memoranda, ledgers, journals, and additional statistical and statutory books of accounts shall constitute the Books of Accounts of the corporation.

2.11 The accounting method shall be Double Entry System showing receipts and expenditure on the capital account.

2.12 All transfers of invoices or money-worth shall be reflected in the Inter-Company Accounts as well as in the Control Ledger.

2.13 (a) All cash invoices, purchases and payments for sundry items, including all minority loans to employees shall be made on official slips of the company, (b) All such transactions must be counter-signed by the sub-treasurer of the branch organization and consequently attested and/or authorized by the treasurer, or his designate.

2.14 All employees of the treasurer's office shall be subject to his supervision, who in turn is accountable to the president, and the executive committee.

2.15 Cost control measures will be instituted for the purpose of monitoring cash flow. Where practicable, stock-taking should be instituted on the expiry of the business accounting period, upon the consent and approval of executive committee.

2.16 The office of the treasurer shall be staffed with personnel as recommended by the treasurer and as provided for by existing corporate act or law, for approval by the executive committee in conjunction with the board of directors, who shall likewise determine the compensation of such staff.

2.17 Occasional trial balance shall be struck to ascertain the current financial position of all transactions, to date.

2.18 All bills of exchange, depreciation, reserves and statutory provisions must be kept in a pertinent ledger.

2.19 Cost analysis, capital budgeting, cost allocating contribution approach to decision-making, accounting absorption and variances shall be relevant and determining tools necessary for historical costs and prediction modulation in keeping with Robinson Patnam Act.

2.20 Inventory, Planning, control and valuation must be undertaken periodically to ensure progress and satisfactory growth and development of the corporation.

Section 3. Depository/Withdrawals

3.1 The executive committee in conjunction with the board of directors shall have the power to select one or more banks in the City of Monrovia, Montserrade County and capitals or other suitable localities in or out of Liberia, to act as depositories of the funds of the corporation, and to determine the manner of receiving, depositing, and disbursing the funds of the association.

3.2 The executive committee is further empowered to determine the form of cheques to be used in disbursing such funds.

3.3 All withdrawals of fund from the treasury shall be requested by the requisitioning officer or member with justification therefor, through the financial secretary or as may be determined, attested by the president or his designate.

Section 4. Dues and Assessments

4.1 Payments of dues, penalty for delinquency. All regular members of the corporation shall be liable for the payment of annual or monthly dues, as may be determined by the executive committee, which must be paid within a specified period after receipt of notice thereof. Upon failure of a member to pay such dues, notice shall be given by the corporation informing such member that he/she has a grace period of seven days after the due date within which to pay such dues. And upon the failure of the members to pay the dues, such member or members shall be expelled from membership or as may be determined by the executive committee.

4.2 The foregoing fiscal policy and financial regulations are subject to management review and amendment for the purpose of upgrading both the efficiency and services of the financial division.

ARTICLE XII

Section 1. Death benefit

1.1 Members are eligible to death benefit in a sum to be determined by the executive committee in conjunction with the board of directors. This applies to members who may be in good financial standing prior to their demise.

Section 2. Issuance of Membership Certificates

2.1 In addition to the Financial Booklet members shall be entitled to a certificate of membership.

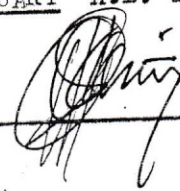
Section 3. Donations

3.1 The corporation shall engage in and make donations for the public welfare, such as community development on self-help basis, or for charitable, scientific or educational purposes; from time to time, in an amount to be determined by the executive committee. It shall also make appropriate awards if and when necessary.

ARTICLE XIII

This bylaws shall not be amended except at the meeting of the Annual Convention by vote of two-thirds majority of those present and entitled to vote, and provided thirty (30) days written notice of the proposed amendment, stating the purpose of the amendment, shall have been submitted to the executive committee which shall consider same and, if there be any merit, shall authorize same in conjunction with the board of directors, to be circulated to all members of the organization, prior to the convening of the annual convention.

TENDERED BY THE DRAFTING COMMITTEE AT
A GENERAL MEETING OF THE CORPORATION
HELD IN THE CITY OF MONROVIA, MONTSEERRADO
COUNTY, REPUBLIC OF LIBERIA THIS 13 DAY
OF FEBRUARY A.D. 2002.

1.  SECRETARY

2.  FINANCIAL COMPTROLLER

3. _____ YOUTH SECRETARY

APPROVED: 
EXECUTIVE / DIRECTOR