

BY-LAWS & CONSTITUTION  
OF  
FRIENDS AND SUPPORTERS OF LIBERIAN BASKETBALL (FSLB),INC.

**PREAMBLE**

WHEREAS WE, the Friends and Supporters of Liberian basketball, recognized the need to establish a non-profit charitable volunteer basketball organization comprised of former players and supporters in the Diaspora who have come together to help promote and develop the game of basketball in Liberia, provide educational assistance through basketball and support the improvements and expansion of Liberia's basketball infrastructure.

DO HEREBY resolve and constitute ourselves into an organization to be named and styled as Friends and Supporters of Liberian Basketball Inc. and hereafter referred to as **FSLB, Inc.**

**ARTICLE-I**

**SECTION I - NAME**

The name of this organization shall be "**FRIENDS AND SUPPORTERS OF LIBERIAN BASKETBALL INC.**" officially whose acronym is "**FSLB, Inc.**" and hereafter referred to in this By- Laws & Constitution as "**FSLB, Inc.**".

**SECTION II - MOTO**

"Friends and Supporters of Liberian Basketball working together to empower our youth"

**SECTION III - LOGO**



**SECTION IV - HEADQUARTERS**

The Official headquarters of FSLB, Inc. shall be in or near the Providence, RI. area and the administrative headquarters shall be defined by the resident state of the sitting president.

## **ARTICLE II**

### **SECTION I - PURPOSE**

The purpose of the Friends and Supporters of Liberian Basketball, Inc. (a non profit charitable volunteer basketball organization), shall be:

- For charitable, leadership, educational, spiritual and athletic purposes, including the making of distributions and donations, which qualify for exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office.
- Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall deem necessary.

## **ARTICLE III - STRUCTURE**

The structure of FSLB, Inc. shall consist of:

The Board of Directors (BOD)  
The Executive Council (EC)  
The General Membership

## Standing Committees

### SECTION I - BOARD OF DIRECTORS (BOD)

The Board of Directors (BOD) shall comprise of a seven member committee. The Chairman, Vice Chairman and three members of the BOD shall be elected by the General Membership. The additional two BOD members shall be appointed by the Chairman of the BOD and presented to the EC and General Membership. All BOD Members must provide the Chairman of the BOD with a copy of their most current curriculum vitae, will serve a term of three years and must be in good financial standing with the organization. Appointed BOD members will have up to 60 days from the time of their appointment to become current with their financial obligations. The Chairman of the BOD must appoint the two additional members within 30 days of his/her appointment in accordance with the BOD internal governance guidelines. There shall be no functional distinctions between elected and appointed board members. The Vice Chairman of the BOD will be expected to assume the responsibilities of leadership if/whenever the Chairman is either unavailable or incapable of carrying out his/her duties.

### DUTIES OF THE BOARD OF DIRECTORS (BOD)

The duties of the BOD are to ensure the continuous and smooth operation of FSLB, Inc. Therefore it is empowered to:

- Request an audience with the President of the EC to a consultative meeting pertinent to issues impacting FSLB Inc.
- Contribute to the organization's fundraising campaign utilizing its skills and networks.
- Approve all fundraising campaign and activities recommended by the EC.
- Confirm administrative appointments; approve policy implementation initiatives or program activities of FSLB; and review and act on other matters of FSLB brought forward by the EC in a reasonable, agreed time frame based on the nature of the request.
- Approve, retract and/or provide recommendations on all contracts, agreements, memoranda of understandings, public policy statements, and other legally binding instruments negotiated or signed on behalf of FSLB in a reasonable, agreed time period.

- Enact all necessary and proper laws, rules, regulations and procedures of the lawful execution of powers and authority vested by this constitution in an officer or committee of FSLB.
- Intervene to determine conflict resolution on conflicts between Executive members if the Executive leadership can not resolve them.
- Conduct an inquiry on the activities of any member or members if it feels said activities or activity may jeopardize the smooth operations of FSLB, Inc. or threaten its existence, and report findings to the General Membership.
- Remove / impeach any elected officer from office of the EC for incompetence, negligence of duties, malfeasance, defeasance or other forms of conducts unworthy of the office after an impartial trial is conducted by the BOD and a two-thirds vote of the General Membership. Refer to FSLB, Inc. [Code of Conduct](#) for guidelines for such a trial.
- In case of any misconduct of a Board Member or recommendation by a member or an officer that a Board member be impeached or removed, the chairman of the BOD will serve as the presiding judge. Other members of Board will hear the arguments / participate in discussion and present evidence for or against the accused. The accused will not be allowed to participate in the voting process. The Chairman of the BOD will remain neutral except in the event of a tie. In the event that the Chairman of BOD is the subject of the misconduct, the Vice-Chair shall serve as presiding judge.
- The BOD is authorized to conduct internal audits pertaining to all FSLB, Inc. financial records. This body is also empowered to investigate any member or official who misappropriates FSLB, Inc.'s finances.
- No member of the BOD shall hamper, impede and disrupt any officer or member of a committee in the performance of his/her duty. No member of BOD shall direct or supervise the activities of any officer except; upon the request of the person performing.
- No member of the BOD shall hold any other elected office.

## SECTION II - EXECUTIVE COUNCIL

The officers of FSLB, Inc. shall be a President, Vice President, Chaplain, Secretary, Assistant Secretary and Treasurer. They shall, be elected on a ticket or independently. Each ticket of an independent candidate shall be submitted to the election commission. Each EC member will serve a two year term, but not two consecutive terms in the same elected position.

### QUALIFICATIONS OF EXECUTIVE OFFICERS

- Must be an active participating member for at least six months.

- Must have attended at least half of the scheduled General Meetings of FSLB, Inc. in the past six months. (Secretary responsible for role call).
- All financial obligations are to be in good standing prior to being elected to any office.
- An individual must adhere to and abide by the [Code Of Conduct](#).
- All officers should adhere to the [Standard Communication Policy](#) of FSLB, Inc.

## DUTIES and RESPONSIBILITIES OF THE PRESIDENT

The President shall be the primary spokesperson and chief executive officer of FSLB, Inc. more specifically accountable for the overall direction and all official communications of FSLB, Inc. and the conduct of its business through the appropriate consultation with the BOD.

The President shall supervise, coordinate and direct the activities of the other officers of FSLB, Inc. and request written reports on the function of their responsibilities. The President's other duties are:

- The President is responsible for enforcing the By-Laws.
- Preside over all monthly and special meetings of FSLB, Inc. including EC meetings, general membership meetings, which he/she is present or delegate another individual to do so as he/she deems necessary.
- The President shall call an Executive Officers Meeting prior to the General Meeting of FSLB, Inc.
- The President shall call emergency meetings of the general membership as needed.
- Responsible for submitting and managing an annual plan of action for the activities of FSLB, Inc. and the budget thereof. The submission should be done to the BOD for approval within 90 days after assuming leadership.
- Approve all Vouchers for funds in conjunction with the chairman of the BOD, when required, for all checks drawn on the account(s) of FSLB, Inc for settlement of financial obligations incurred by the organization. Please refer to Financial Policy for details.
- The president shall consult at all times with the BOD before representing FSLB, Inc. at any official or ceremonial function to ensure consistency and alignment with the mission and vision of FSLB as stated in the Constitution and By-laws.
- Appoint all standing committee chairpersons based on a set of requirements to be created by the EC. Members can either be appointed or volunteers. The president may serve as an ex-official on

all these committee.

- Appoint all acting officers to positions where there are no nominees for the elected offices or the current officer either resigns or is forced to resign.

#### DUTIES AND RESPONSIBILITIES OF THE VICE PRESIDENT

The Vice President shall be the principal assistant to the President in matters of overall leadership, and SHALL PERFORM THOSE DUTIES THAT SHALL BE ASSIGNED BY THE PRESIDENT. She/he shall perform the duties of the President whenever the President is unable. The Vice President shall succeed to the Presidency to finish an unexpired term of the President upon his or her resignation, impeachment or death.

#### DUTIES AND RESPONSIBILITIES OF THE SECRETARIES

The Secretary shall have principal responsibility for maintaining, recording and documenting all pertinent information (including internal and external communication) relating to FSLB Inc, and ensuring information is properly disseminated in accordance to the 501(c)(3) requirements. The Secretary shall be assisted by the Assistant Secretary in the following areas:

- Maintaining a roster of FSLB Inc membership.
- Attending all meetings; recording all attendees, capturing all minutes and reporting from previous meetings at current meeting.
- Advising the Election Chairperson of the eligibility of any candidate for office after consulting with the Treasurer and membership.
- Advising the Election Chairperson of the eligibility of a member to vote after consulting with the Treasurer.
- Collecting all resumes submitted by potential candidates interested in holding any position, this includes the EC, the Chairman of BOD and Standing <http://www.folbf.org> Committees. (Other members of the BOD will submit their CVs to the Chairman of the BOD).
- Assist the Convention Committee with all relevant information pertaining to FSLB, Inc. on an as needed basis. Refer to the [Convention Guidelines Document](#).

#### DUTIES AND RESPONSIBILITIES OF THE TREASURER

The Treasurer shall be responsible for all financial transactions of FSLB, Inc. (i.e. the collection of all monetary contributions, dues and fundraising revenue etc...), and shall make deposits into FSLB, Inc's bank account(s). In addition he/she shall maintain all records of contributors and shall:

- Make quarterly and annual reports as to the overall financial status of FSLB, Inc. The Chairman of the BOD can request this information at any time.
- Prepare all financial and tax statements.
- Be chiefly responsible for the preparation of Budget
- Make available to the BOD all records and receipts of disbursement at least once a year.
- Working in collaboration with the President, be responsible for all withdrawals of funds for the settlement of financial obligations incurred by FSLB, Inc. Please refer to [Financial Policy](#) for details.

### DUTIES AND RESPONSIBILITIES OF THE CHAPLAIN

The Chaplain must be a practicing theologian or counselor in order hold this position. The Chaplain shall be responsible for:

- The spiritual growth of the organization,
- Opening and closing prayers at FSLB, Inc. meetings and/or events,
- Play an integral role in conflict resolution, as needed,
- The coordination and inclusion of spiritual principles in clinics and seminars etc...

### SECTION III – VACANCIES

1. Any vacancy occurring in any office during the year, with the exception of the office of President and Vice President of the EC, shall be filled within 30 days by recommendation of the President of the EC in concurrence with the BOD.
2. Upon the resignation or removal of the President, the Vice President will assume the position of President until the President's term expires. The BOD shall appoint a Vice President to fill the position of Vice President until the Vice President's term expires.
3. Persons appointed to fill vacancies shall meet the same requirements of eligibility as required of elected officers.

### SECTION IV – REMOVAL FROM OFFICE

1. An officer may be removed from office by two-thirds vote of eligible voting

membership. Recommendations for removal must be presented to the BOD in writing. To ensure due diligence and integrity of the vote the secretary and treasury **MUST** be in attendance to confirm and validate the members that are present are in good standing.

2. Notice of such action shall be given to all members no later than two weeks prior to the next regularly scheduled General Membership Meeting of the organization.
3. The BOD will appoint a Review Board to investigate and determine the validity of the claim for removal of office.

#### **SECTION V – RESIGNATION FROM OFFICE**

BOD members who desire to resign shall submit a confidential letter of resignation to the Chairman of the BOD and copy all BOD Members. If it is the chairman, he/she will submit the letter of resignation to the BOD.

EC officers who desire to resign shall submit a confidential letter of resignation to the President of the EC and copy all officers. If it is the President, he/she will submit the letter of resignation to the officers of the EC.

Standing Committee Chairpersons who desire to resign shall submit a confidential letter of resignation to the President of the EC and copy all other officer of the EC.

Those wishing to resign shall do so in such a manner as to facilitate a smooth transition to their replacement.

#### **SECTION VI - OATH**

I, (your name), do solemnly state and declare that I will truthfully and honestly to the best of my ability and knowledge, perform the duties of the office to which I have been so honorably elected, so help me God.

#### **Article IV - General Membership**

The general body hereby referred to as the general membership shall comprise of the full membership, associate membership, honorary membership with vested interest in executing the mission and vision of FSLB Inc. Membership in FSLB, Inc. shall constitute the following categories:

- a. Full Membership

- b. Associate Membership
- c. Honorary Membership

## SECTION I - FULL MEMBERSHIP

Full membership in FSLB, Inc. shall be open to anyone who has attained at least (18) years of age. Each full member must be current on his/her nonrefundable annual dues to exercise the rights of a full membership. The annual dues are to be determined by the EC with the approval of the BOD and ratified by the General Membership by vote.

### Benefits of Full MEMBERSHIP

- Participate in the election of all executive officers and chairman of BOD.
- Run for positions within the organization
- Possess voting rights pertaining to all laws and regulations which govern FSLB, Inc.
- Participate in the decision making regarding amending the Constitution as needed
- Receive a membership card
- Qualify for discounts on FSLB paraphernalia
- Obtain full disclosure on all major activities of FSLB, Inc;

## SECTION II - ASSOCIATE MEMBERSHIP

An Associate Member is a spouse or minor child of a full or honorary member. The annual dues are to be determined by the EC with the approval of the BOD and ratified by the General Membership by vote however the dues shall be 50% and 25% of the full membership dues respectively. Spouses wishing to enjoy the benefits of full membership may upgrade.

### Benefits of ASSOCIATE MEMBERSHIP

- Participation in discussions and all FSLB events
- Service on various committees.
- Participation in clinics and leadership training programs at a discounted rate.

## SECTION III - HONORARY MEMBERSHIP

An Honorary membership may be bestowed on an individual who is a friend or supporter, ineligible for full membership, but whose distinguished support: in kind and service to FSLB, Inc. or a Liberian Community is worthy of recognition. Honorary membership can only be granted upon the recommendation of a full member through the EC with the approval of the BOD.

#### Benefits of HONORARY MEMBERSHIP

- Participation in the discussion and activities of the organization.
- Advisory privileges to elected officers and committee chairs.

#### SECTION IV - Standing Committees

Standing Committees are bodies within the Organization defined by the EC as necessary entities which are needed in carrying out the affairs of FSLB, Inc. They include but are not limited to: the Membership, Communication, Publicity, Ways and Means, Legal, Finance, Election, Convention and others. These committee chair persons are accountable to the EC and are responsible for ensuring that all activities conform to the appropriate FSLB guidelines.

### ARTICLE V - ELECTION OF OFFICERS

#### SECTION I - General Election

The General Election for all officers and Chairman of the BOD shall be held at the General Meeting in July every two and three years respectively. These timeframes cannot be postponed except by the recommendation of the BOD, with the consent of two-thirds of the General Membership at least four weeks prior to the scheduled election. Justification and proposal must be forwarded to the General Membership at least four weeks prior to the vote for deferment.

Voting criteria will include but not be limited to the following;

- A member must have paid his or her dues in full, otherwise that member shall be denied the right to vote and hold elected office
- All members wishing to run for a position must notify the election committee at least 30 days prior to the upcoming convention.
- A member shall be denied the right to vote or run for elected office if that

individual does not attend a least 50% (for full members) of all general meetings held in the past year.

- No officer will be elected in absentia.

## SECTION II - Election Committee

The President shall appoint a six-member Election Committee. No member of this special election committee shall be a candidate for any office. The Committee shall be appointed no later than ninety days before the scheduled election. The committee shall:

- A. Obtain the following from the Secretary of FSLB, Inc.
  - A list of all candidates within 30 days of the upcoming convention.
  - A list of the names and current information of eligible voters 45 days prior to the election.
- B. Provide election guidelines 60 days prior to the election, to the president of EC and Chairman of BOD for review. These guidelines should be communicated to the general body 30 days prior to elections. The guidelines should include but not be limited to the following;
  - The Election Committee shall ensure that all voters and candidates meet the qualifications expressed in this document (By-Laws & Constitution) and are clearly differentiated from non-voting attendees at the election.
  - All candidates shall present their views, commitments, goals and objectives to the General Membership for seeking a position at the business meeting during the annual convention.
  - On Election Day, the Committee shall Count the ballots at the General meeting and announce the results.

### Transition Process

A term of office shall begin 30 days after the general election. During this period all necessary documents should be transferred from the outgoing administration to the incoming administration. A transitional meeting will be held within two weeks of the 30-day timeframe to ensure smooth transition, which will include the following:

- A) Auditing of financial records.
- B) Transfer of documents.
- C) Transfer of Assets
- D) Briefing of ongoing activities

The BOD will only be engaged in this process if there are discrepancies or misunderstandings between the parties involved.

## **ARTICLE VI DISSOLUTION OF FSLB, Inc.**

**FSLB, Inc.** shall be dissolved by a two third vote of the full members of the organization and assets shall be donated to the Liberian Basketball Federation for historical purposes. The BOD shall oversee the dissolution process.

## **ARTICLE VII. RULES**

### **SECTION I - MEETINGS AND FISCAL PROCEDURES**

#### **FISCAL PROCEDURES**

- I. National Convention shall be held in July of each year, (Unless otherwise agreed to by two thirds vote of the full members of FSLB, Inc).
- II. The fiscal year shall be July to July of the preceding year.

#### **MEETINGS**

- I. Regular meetings of FSLB, Inc will be held bi-monthly and shall be open to all members of the general body. The President of EC **must** ensure that all members are actively engage to fully participate in all meeting at all times.
- II. Special meetings of FSLB, Inc shall be called by the President or by the BOD Chairman, or by an officer designated by President or Chairman of the BOD.
- III. A quorum for the conduct of a meeting shall consist of at least 10% of the general body in good standing (financial and attendance).

- IV. All committee chair persons shall be responsible, for all committee meeting arrangements, time and places. They shall keep the EC informed on all related developments.
- V. All must adhere to the [Robert Rules Guide](#).
- VI. All members of the EC & BOD are expected to attend all respective and joint meeting during the course of their term. Any member/s missing two or more meeting consistently will be subject to inquiry by the chairman of the EC and / the BOD respectively.

## SECTION II - QUORUM

No General Membership of FSLB, Inc shall be convene without a Quorum of ten percent (10%) of voting or active members.

## **ARTICLE VIII – AMMENDMENTS OF THE BYLAWS AND CONSTITUTION**

### SECTION I

These By-Laws and Constitution Shall be amended by two-thirds of the General Membership. The proposed amendment or amendments shall be transmitted to the General Membership at least one month and a date for ratification set, *before*: the amendment or amendments can be voted upon.

### SECTION II

FSLB, Inc. shall adopt the amended By-Laws and Constitution as it deems necessary to implement policies and undertake certain activities. Such By-Laws and Constitution shall be adopted by a simple majority vote at any regular meeting, and cannot be repugnant to these By-Laws.

## **ARTICLE IX- RATIFICATION**

The By-Laws and Constitution shall come into full effect by a two thirds vote of the full members of FSLB, Inc.