

**CONSTITUTION & BY-LAWS  
OF COUNCIL OF LIBERIAN EXPERTS IN  
THE DISAPORA, INC. (COLED)**

*RATIFIED, Sunday November 12, 2023*



political party, or political platform. The specific purposes of the Corporation shall be:

- Section 1. To harness the talents and skill sets of accomplished professionals who are primarily of Liberian ancestry in the diaspora for the alleviation of poverty, and the enhancement of literacy and prosperity within in Liberia.
- Section 2. To channel the expertise of its members into programs and activities that will promote socio-economic advancement of the Liberian populace as well as improving infrastructural development in Liberia.
- Section 3. To facilitate educational opportunities and technical skills training programs that impact development in Liberia while vigorously promoting a culture of equity and inclusion as vital national values.
- Section 4. To serve as a resource base for bilateral and multilateral organizations that provide development assistance to Liberia.
- Section 5. To conduct and support research, education and information activities or programs to increase public awareness of the development needs of Liberia.
- Section 6. To recruit friends of Liberia with requisite skills to foster its development.

#### **ARTICLE 4. MEMBERSHIP & DUES**

- Section 1. Membership in **COLED** shall require at a minimum, a bachelor's degree with at least five years of working experience in the member's chosen field of specialization. Any academic degree (bachelor's master's or doctorate) that is declared by a person as qualification for membership must be earned from an accredited College or University. Applicants for membership shall be vetted by the membership committee.
- Section 2. All members shall be in good standing. **Good Standing means:** Pay dues, active participation in your Cluster, general meeting attendance, and a good moral character, professionalism, integrity & decency, adherence to the Constitution & Bylaws.
- Section 3. Any member in good standing is eligible to participate in an election and/or stand for office.
- Section 4. Annual membership dues shall be paid between January 1 and February 28 of the current year. New members shall pay membership dues effective the date of becoming a member.

Section 5. **Associate Membership:** Professionals who are not of Liberian Descent but meet all other membership qualification may become associate members of COLED based on referral by a member in good standing, consent of the Membership Committee and approval by the Executive Committee. Associate Members shall abide by the Constitution & Bylaws and may exercise all membership rights except that an Associate Member is not required to pay membership dues and is not eligible to hold an elected position.

## **ARTICLE 5 EXECUTIVE OFFICERS**

Section 1. The Executive Officers oversee the day-to-day operations and shall consist of the following:

**PRESIDENT  
VICE-PRESIDENT FOR ADMINISTRATION  
VICE-PRESIDENT FOR OPERATIONS  
SECRETARY  
TREASURER  
FINANCIAL SECRETARY  
CHAPLAIN  
GENERAL COUNSEL**

Section 2. Each Executive Officer must be elected, except the General Counsel who shall be nominated by the President and approved by a majority vote of the Executive Committee. The term of the Executive Officers shall be staggered as follows to preserve continuity:

President - two years.

Vice Presidents – two years

Secretary, Treasurer, Financial Secretary, General Counsel – three years

Chaplain – two years

No elected officer of the Corporation may serve more than two terms.

Section 3. An Executive Officer may be removed by a majority vote of the membership for conduct that violates the Constitution & Bylaws based on the determination and recommendation of the Executive Committee. The Executive Committee will adopt due process procedures to effectuate such matters.

## ARTICLE 6

## FUNCTIONS & RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

### Section 1. **The Executive Committee:**

The Executive Committee shall consist of all the Executive Officers, plus three additional elected members, each serving a two-year term. The Executive Committee is responsible for overseeing the formulation of policies and upholding the rules of COLED. Its duties also include the following:

- (a) Develop and implement annual strategic plan in cooperation with members of the Corporation to achieve its goals.
- (b) Review and approve budgets, contracts, and programs for the Corporation.
- (c) Render final decisions regarding matters of misconduct and unethical behavior.
- (d) Appoint ad-hoc committees when necessary.
- (e) The Executive Committee is vested with the powers of the Board of Directors and each member serves as a Director of the corporation.
- (f) Shall have the power to raise funds on behalf of the Corporation.

### Section 2. **The President.** The President Shall:

- (a) Be the official spokesperson for the Corporation and represent the Corporation on all public matters, or in consultation with the Executive Committee, delegate such responsibility to any member of the Corporation.
- (b) Chair all General, Special and Executive Committee meetings.
- (c) Present an annual report at the Annual General Meeting.
- (d) Act as a liaison between the Corporation and private or public entities, as well as governmental and international institutions.

Section 3. **The Vice President for Administration.** The Vice-President for Administration Shall:

- (a) Act in the absence of the President and shall assume the responsibilities of the President should the President resign, be impeached or become incapacitated until a new President is elected.
- (b) Act as the liaison between the Executive Committee and certain Standing Committees as designated by the President or Executive Committee in implementing programs and policies of the Corporation.
- (c) Perform other duties as assigned by the President

Section 4. **The Vice President for Operations.** The Vice-President for Operations Shall:

- (a) Act as liaison with the Clusters, convene technical meetings, sectoral policy workshops and oversee related matters critical to the development process in Liberia.
- (b) Manage events and programs for the Corporation.
- (c) Perform other duties as assigned by the President.

Section 5. **The Secretary.** The Secretary Shall:

- (a) Maintain minutes and records of all meetings.
- (b) Inform members of all matters relating to the functioning of the Corporation.
- (c) Inform members of ensuing meetings and special events.
- (d) Periodically report on the activities of the Corporation.
- (e) Perform other duties as assigned by the President.

Section 5. **The Treasurer.** The Treasurer Shall:

- (a) Be responsible for collecting the annual membership dues, funds, and all contributions to the Corporation that may be required from time to time.
- (b) Be responsible for the safekeeping of all financial assets of the Corporation. All funds must be deposited in the Corporation's account no more than two working days after the funds are collected.

Section 6. **The Financial Secretary** shall:

- (a) Maintain the financial records and ensure compliance with generally accepted accounting principles.
- (b) Prepare budgets, financial statements, and perform financial analysis of the operations.
- (c) Provide information and assistance during audits.

Section 7: **The Chaplain.** The Chaplain Shall:

- (a) Conduct Opening & Closing Prayers at meetings.
- (b) Provide spiritual support to members as needed.

Section 8: **GENERAL COUNSEL.** General Counsel shall:

- (a) Be a member in good standing of a Legal Bar Association in the diaspora.
- (b) Provide legal advice and representation regarding the functions of the Executive Officers and the Executive Committee.
- (c) Review all legal documents and contracts.

Section 9. **Standing Committees:**

There shall be three standing committees and the Chair of each standing committee shall be appointed by the Executive Committee under the direction of the President.

The members of each committee shall be selected by the chair, subject to the approval of the President.

The standing committee are:

**(a) Program Committee.**

To organize, support, implement and encourage the participation of members in planned events.

**(b) Membership Committee.**

To recruit and vet potential members for the Corporation.

A member of the Membership Committee shall serve as the Corporation's Ethics Officer whose role is to (i) monitor compliance with rules and regulations regarding the chat room and other communication platforms, (ii) lead investigations of misconduct or allegations thereof.

**(c) Technical Committee.**

The Clusters are working groups comprised of members who are subject-matter experts in their chosen area of specialization. They shall conduct research and carry out other activities in pursuant to the Corporation's mission. The Clusters shall include Agriculture, Natural and Mineral Resources, Infrastructure, Governance, Public Safety, Foreign Relations, Healthcare, Banking, Finance and Economics, Tourism, Information Technology, and others that may be approved by the Executive Committee. Each Cluster shall select its own Chair and leadership team.

The Technical Committee shall comprise of Cluster Chairs and reports to the Vice President for Operations.



## **ARTICLE 7. ADVISORY BOARD**

- Section 1. The Advisory Board shall consist of five (5) persons who shall be nominated by the President and approved by the Executive Committee. Membership in the Corporation is not required.
- Section 2. The advisory board shall provide nonbinding strategic advice and guidance, aimed at helping the Corporation to achieve its objectives.
- Section 3. The advisory Board will assist in promoting the Corporation.
- Section 4. Each Advisory Board Member will serve a renewal two-year term, subject to the will of the President and the Executive Committee.

## **ARTICLE 8. MEETINGS**

- Section 1. The Corporation shall have Quarterly virtual meetings (General Meeting) to take place on the last Sunday of the quarter. The time of such meetings shall be stipulated by the Executive Committee after which the Secretary shall give notice to each member at least ten (10) days prior to the date of the meeting.

### **Section 2. Bi-Annual and Special Meetings**

Bi-Annual meetings shall be held every two years for the primary purpose of general elections and conventions.

A special general meeting may be called by a quorum of membership as defined in Section 4 below, with notice given by the Secretary at least 10 days in advance of the meeting. Unless a majority of members in good standing present at the meeting vote otherwise, no business will be conducted at any such meeting other than that which is specified in the notice.

### **Section 3. Voting**

Voting shall be conducted by show of hands or secret ballots.

Section 4.

**Quorum**

A quorum for the Executive Committee shall consist of seven of its members. A quorum for general or special meetings shall consist of 1/3 of the members in good standing.

**ARTICLE 9.**

**ELECTION, RESIGNATION & REMOVAL OF OFFICERS**

Section 1.

The election of Executive Officers shall be held at the Annual General Meeting in January as needed, and in keeping with the terms stipulated in Article 5, Section 2 of the Constitution & Bylaws.

Section 2.

The Executive Committee shall establish, **three months** prior to elections, an Election Committee made up of five members of the Corporation in good standing.

Section 3.

The Election Committee shall organize and supervise the election of officers and shall circulate notice of elections to all members at at least one month prior to the date of the election.

Section 4.

within the

The Election Committee shall be dissolved **fifteen days** after elections if no unresolved complaints of impropriety are received within the period.

Section 5.

Resignation from any elected office shall be in writing, addressed to the President or the Executive Committee.

Section 6.

The Executive Committee may appoint an interim replacement when a position becomes vacant. The position so affected shall be filled at the next General meeting.

Section 7.

A member of the Executive Committee shall be removed from office if two-thirds majority of members in good standing, present and voting at a special general meeting called for such purpose, expresses lack of confidence in that member. Removal from office under this provision shall be effective the date of the vote.

**ARTICLE 10.**

**AMENDMENTS**

Section 1. Amendments to the Constitution & Bylaws shall be submitted in writing, with names and signatures of 40% of members in good standing to the Secretary who shall then give due notice at least 14 days in advance of the meeting at which the vote is to be taken.

Section 2. A 75% majority vote of members in good standing is required for amending the Constitution & Bylaws during the bi-annual meetings.

**ARTICLE 10.**

**FISCAL YEAR AND AUDIT**

The Corporation's fiscal year is the calendar year ending December 31<sup>st</sup>. The financial accounts of the Corporation are subject to an audit for each fiscal year and the audit must be completed by no later than 90 days after the end of the fiscal period. The auditor must be recommended by the Technical Committee and approved by the Executive Committee.

**ARTICLE 11.**

**DISSOLUTION**

Upon dissolution, no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to any of its members, officers, advisors, or any other private persons, and it is mandatory all aspects of the unwinding activities are done in accordance with Internal Revenue Code Section 501(c)(3) or successive statute.

**BY-LAWS OF THE COUNCIL OF LIBERIAN EXPERTS IN THE DIASPORA (COLED)**

**BY-LAW No. 1 (Banking)**

- (a) All withdrawals from the Corporation's bank account shall be authorized by two Executive Committee members; the Treasurer must be one of them.

**BY-LAW No. 2 (Code of Conduct)**

- a) A member may be expelled for willfully violating any provision of the constitution and/or other rules and regulations regarding the Corporation's chat room and other communications platform.

**I AGREE WITH AND WILL ABIDE BY THE PROVISIONS OF THE CONSTITUTION AND BY-LAWS OF THE COUNCIL OF LIBERIAN EXPERTS IN THE DISASPORA. (COLED)**

**NAME** \_\_\_\_\_ **SIGNATURE** \_\_\_\_\_ **DATE** \_\_\_\_\_

RATIFIED, Sunday November 12 2023