

# **PRO U.S.A, INC. BYE-LAW & CONSTITUTION**

*(Adapted on 28<sup>th</sup> June, 2009)*



## **PRO U.S.A MISSION**

**The Mission of PRO USA INC is to empower youth through sports.**

# TABLE OF CONTENT

	<u>Page</u>
1. Introduction-----	1
2. Interpretation Clause-----	2
3. Preamble -----	2
4. Article I: Name & Headquarters -----	2
5. Article II: Objectives -----	2
6. Article III: Membership-----	3
7. Article IV: Organizational Structure-----	3
8. Article V: Eligibility of Officers-----	7
9. Article VI: Duties & Responsibilities of Officers -----	8
10. Article VII: Tenure of Office -----	10
11. Article VIII: Right to Vote-----	10
12. Article IX: Elections Time Table -----	11
13. Article X: Election of Officers -----	11
14. Article XI: Meetings-----	11
15. Article XII: Financial Management-----	12
16. Article XIII: Compensation-----	13
17. Article XIV: Judicial Matters-----	13
18. Article XV: Disciplinary Matters-----	13
19. Article XVI: Procedure for Membership-----	14
20. Article XVII: Prohibition-----	14
21. Article XVIII: Communication-----	14
21. Article XIX: Amendment-----	15
23. Article XX: Dissolution-----	15
24. Declaration-----	15

## INTRODUCTION

Over the years, hundreds of thousands of young athletes have not been fortunate to benefit from the sporting industry of our country, Liberia, due to underdeveloped facilities, weak organizational structure, low remuneration, lack of qualified technocrats and a national sports program. Perhaps, the first rule and love of entertainment is the availability of adequate and standardized facilities. It is therefore incumbent upon all of us citizens of the Republic of Liberia along with National Government to create and provide the necessary incentives to the various sporting federations to enhance the growth of our games and improve the welfare of our athletes.

It is in this direction that the “Professionals in the U.S.A. Inc. (PRO USA Inc.)”, a not-for-profit sports organization, was founded on 5<sup>th</sup> May, 2008 by enthusiastic Liberians residing in the United States of America who saw the need to partnership with the Government of Liberia and other humanitarian organizations in its endeavor to empower and capacitate our youths in identifying their potentials through sports. The organization has since expanded its membership to other nationals; and established a coordinating arm in Liberia through which its interest will be protected and activities supervised.

In order to accomplish the fundamental principles for which PRO USA Inc. was founded, the general membership, realizing the essence of good governance codified and adapted a set of guidelines herein referred to as “The Bye-Laws and Constitution of PRO USA Inc” on the Twenty Eighth June, A.D Two Thousand and Nine.

## **INTERPTATION CLAUSE**

<b>Assembly</b> -----	Annual or extra-ordinary meeting of PRO USA Inc
<b>Board</b> -----	Board of Directors or Executive Committee of PRO USA Inc
<b>Bye-Laws</b> -----	Constitution or Statutes of PRO USA Inc.
<b>Committee</b> -----	Executive, Standing or Ad-hoc body of PRO USA Inc.
<b>Management</b> -----	General Secretariat or administrative body of PRO USA Inc.
<b>Member</b> -----	Individual or institution that is part of PRO USA Inc.
<b>Officer</b> -----	A member assigned with duties or responsibilities
<b>Organization</b> -----	PRO U.S.A Inc. or any of its affiliate members
<b>Preamble</b> -----	Expression of the basic aim of PRO USA Inc
<b>PRO U.S.A. Inc</b> -----	Professionals in the United States of America Incorporated

## **PREAMBLE**

We, concerned Liberians residing in the United States of America cognizant of the need to develop and promote sports in Liberia, do hereby constitute ourselves into an organization herein referred to as **PRO USA Inc**; and enact this By-Laws and Constitution to govern the organization.

## **ARTICLE I: NAME & HEADQUATERS**

The Organization shall be named "PRO U S A Inc". It shall be headquartered in the Twin Cities of Minnesota, United States of America. The headquarters may only be transferred elsewhere by a Two-Third (2/3) majority vote of Members present at the General Assembly.

## **ARTICLE II: OBJECTIVES**

The objectives of the Organization shall be:

- A. To uphold and support the intent and spirit of PRO USA irrespective of ethnic, religious, social, cultural, sexual or political orientation;

- B.** To ensure that all funds and other resources, whether income, principle, gift, contribution, etc, be devoted towards the programs of PRO USA Inc.;
- C.** To partnership with the Government of Liberia, humanitarian organizations at home and broad, other sporting institutions, and individuals in order to contribute towards enhancing the development of Sports;
- D.** To facilitate the means of educating individuals in the disciplines of sports, physical fitness and healthy living;
- E.** To create programs geared towards youth empowerment and reintegration, and
- F.** To provide incentives for astute students.

### **ARTICLE III: MEMBERSHIP**

**SECTION I:** Membership shall extend to all individuals who will subscribe to the Bye- Laws, Article of Incorporation and all guidelines of PRO USA Inc.

**SECTION II:** The titles of Honorary Executive Member and Honorary Board Member shall be granted to individuals of distinction by the Annual Assembly based on the recommendation of the Board of Directors.

### **ARTICLE IV: ORGANIZATIONAL STRUCTURE**

The management of PRO USA shall be structured as follow:

- A.** Annual Assembly-Legislative Body
- B.** Board of Directors-Executive Body
- C.** Standing Committees-Auxiliary arm of the Board
- D.** Management-Administrative Body

**SECTION I:** Annual Assembly shall:

- A.** Consist of all members including the Board of Directors, Honorary Executive Members, Honorary Board Members and invitees;
- B.** Be the highest decision making body, and its decision shall be final and binding on all members;
- C.** Allow only those members in good financial standing with the Organization in keeping with **ARTICLE XVII** to participate in the discussion of the Assembly;

- D. Be held during the last weekend of May each year to be occasioned by a business session and other activities;
- E. Admit new members into the Organization; and
- F. Have the sole responsibility to impeach an officer and expel a member in keeping with **ARTICLE XV.** Expulsion of a member shall take effect upon simple majority votes of members present at the Assembly.

1.1: Agenda: The agenda for the Annual Assembly shall include:

- i. Invocation
- ii. Registration of Members
- iii. Welcome Statement
- iv. Declaration of registered Members
- v. Chairman's Address
- vi. Executive Director's Progress Report
- vii. Recognition of New Members
- viii. Projects and Programs Proposal
- ix. Financial Report and Budget
- x. Elections (If need be)
- xi. Amendments/Addenda (If need be)
- xii. Other Business
- xiii. Venue of next Assembly
- xiv. Adjournment and Benediction

## **SECTION II: Board of Directors**

The Board shall:

- A. Consist of a minimum of Five (5) members and a maximum of seven (7) members as defined:
  - i. The Chairman and Vice Chairman of the Organization;
  - ii. Three (3) elected Members by the Assembly;
  - iii. Two (2) Members from the greater community appointed by the Board;
- B. Promulgate decisions emanating from the Annual Assembly into policies and programs for the implementation of the Management;

- C. Manage the general Business of the Organization;
- D. Access the general affairs and management practices of the Organization and may institute an audit of the Organization if need be;
- E. Appoint the Executive Director, Deputy Executive Director and Treasurer ; and acknowledge other staff of the Management of PRO USA Inc.;
- F. Ratify the Financial Report, Budget and recommendations from the Management for onward submission to the Annual Assembly for approval;
- G. Enact policies and procedures for the conduct of its operations and the general Management of the Organization;
- H. Approve all major expenditures and contracts before implementation;
- I. Effect disciplinary actions on any member of the Organization in the interest of protecting the By-Laws and Constitution and the reputation of PRO USA Inc. Said decision(s) shall extend to fines and suspension. The Board may thereafter recommend to the Assembly for further action if necessary;
- J. Approve the reimbursement for any member for approved project of the Organization undertaken by that member. In such case, the relevant documentations shall be processed in keeping with General Acceptable Accounting Principles (GAAP);
- K. Be responsible for all legal matters of PRO USA; and shall be represented by its National Chairman;
- L. Convene quarterly meetings in a year on a date, venue and time to be determined by its members. Other meetings of the Board shall be held as deemed necessary by the Board;
- M. Delegate part of its responsibilities to Standing and Ad-Hoc Committees; and
- N. Appoint the Chairman, Co- Chairman and Members of Standing and Ad-Hoc Committees. The Chairperson and Co- Chairperson of Standing Committees shall be members of the Board of Directors.

### **SECTION III: Standing Committees**

- A.** The Standing Committees of PRO USA shall be:
  - i.** Ways, Means and Finance
  - ii.** Membership and Recruitment

- iii. Judicial and Grievance
- iv. Media and Publicity
- v. Technical
- vi. Programs and Projects

- B. Each Standing Committee shall comprise of a minimum of three members.
- C. All members of Standing Committees shall be confirmed by the Board upon the nomination of the National Chairman.
- D. The chairpersons of Standing Committees shall report to the Board on their committees' work.

**III.1. Ways, Means and Finance Committee :** This Committee shall:

- a. Develop programs and strategies for generating revenues for PRO USA;
- b. Prepare the financial policy, quarterly financial reports and annual budget of the Organization for submission to the Board;
- c. Ensure that the financial statement of PRO USA meets the standard financial reporting requirement of the Internal Revenue Service (IRS);
- d. Monitor the implementation of the financial policy of the Organization in accordance with the By-Laws and Constitution; and
- e. Review the financial position of the Organization and advise the Board appropriately.

**III.2. Membership and Recruitment Committee:** This Committee shall:

- a. Design programs and strategies to recruit and retain members; and
- b. Establish a database for the purpose of networking.

**III.3. Judicial and Grievance Committee:** This Committee shall:

- a. Consist of members with legal qualification;
- b. Review and investigate all complaints and other grievances; and make recommendation to the Board;
- c. Take counsel, give advice and adopt positions on all cases, disputes or inquiries submitted to the committee; and

- d. Follow the development of the statutes of PRO USA Inc. and propose amendments and addenda to the Board for its review and onward submission to the General Assembly for approval.

**III.4. Media and Publicity Committee:** This Committee shall design the necessary facilities to disseminate information about PRO USA.

**III.5. Technical Committee:** This Committee shall:

- a. Design programs in the areas of administration, coaching, refereeing and sports medicine for the manpower development of the Organization; and
- b. Deal with all matters concerning the qualification of available facilities for its programs.

**III.5. Programs and Projects Committee:** This Committee shall:

- a. Identify programs and projects to be undertaken by the Organization;
- b. Be responsible for the organization of the Assembly of PRO USA Inc. in close collaboration with the Executive Director; and
- c. Include the Treasurer as member and the Vice Chairman as Ex-officio.

**SECTION IV: Management:** This organ of PRO USA Inc. shall:

- A. Consist of the Executive Director, Deputy Executive Director, Treasurer and other staff;
- B. Be the administrative body of the Organization responsible for the day-to-day activities;
- C. Be headed by the Executive Director; and
- D. Implement the established policies and programs of the Board of Directors.

## **ARTICLE V: ELIGIBILITY OF OFFICERS**

**SECTION I:** Any individual (s) contesting for position shall:

- A. Be an active member for a minimum of two (2) years; and be in good financial standing with the Organization;
- B. Have credible character; and be of asset to the Organization; and
- C. Have knowledge in the management of non-profit and other civic institutions;

**SECTION II:** The Chairman shall:

- A. Have good leadership ability, and have the same eligibility as those of the members of the Board; and
- B. Have managed a civic institution for a minimum of three (3) years

**SECTION III:** The Vice Chairman: The Vice Chairman shall have the same qualifications of the Chairman.

**SECTION IV:** Executive Director: The Executive Director shall have good managerial skills of non-profit and other civic institutions and fluent in speaking, writing and understanding the English language.

**SECTION V:** Deputy Executive Director: He/She shall be just as qualified as the Executive Director of the Organization.

**SECTION VI:** Treasurer: He/She shall be a credible financial manager with basic accounting and banking skills.

## **ARTICLE VI: DUTIES AND RESPONSIBILITIES OF OFFICERS**

**SECTION I:** The Chairman: The Chairman shall:

- A. Preside over the meetings of the Board of Directors, General Assembly and others as may require;
- B. Enforce the Constitution of PRO USA and be responsible for the smooth operation of the Board;

- C. Coordinate the activities of the Management of the Organization and ensure that the mandates and policies of the Assembly and the Board of Directors are implemented;
- D. With the consent of the Council appoint all Ad-Hoc committees including the Elections Commission;
- E. Represent the Organization in legal matters; and
- F. Be a signatory to the Organization's account (s), and be one of two (2) signatories including that of the Chief Financial Officer/Treasurer for any and all financial transactions in excess of two hundred dollars (\$ 200.00).

**SECTION II:** The Vice Chairman: He/She shall:

- A. Serve in the stead of the Chairman while the chairman is absent or incapacitated; and work in close collaboration with other members of the Board;
- B. Perform all duties and responsibilities deemed necessary by the Board of Directors or the National Chairman; and
- C. Serve as ex-officio to the Ways, Means and Finance Committee.

**SECTION III:** Executive Director: He/She shall:

- A. Head the management of PRO USA Inc. with oversight responsibilities to execute the day to day activities of the Organization in close collaboration with the Chairman and other members of the Board;
- B. Be the official custodian of all records of the Organization;
- C. Recruit and recommend the appointments of all other staff of the Secretariat to the Board of Directors for acknowledgment;
- D. Make recommendation to the Board in the interest of the growth and prosperity of the Organization; and
- E. Serve as ex-officio on all Standing and Ad-hoc committees with no voting rights;

**SECTION IV:** Deputy Executive Director: He/She shall:

- B. Undertake responsibilities as assigned him/her by the Executive Director and/or chairman of the Board;
- C. Assist the Executive Director in the smooth operation of the Organization; and
- D. Act in the absence of the Executive Director.

**SECTION V: Treasurer:** The Treasurer shall:

- A. Be the sole custodian of all funds and resources of PRO USA;
- B. Open and maintain account (s) in the name of the Organization at recognized banking institution (s);
- C. Disburse funds in accordance with budgetary allocations upon receipt of the proper orders of payment;
- D. Issue and sign checks upon receipt of proper orders of payment;
- E. Collect dues and other revenues, and keep the financial reports of the Organization;
- F. Deposit all funds received in accordance with the financial management provision of these By-Laws and Constitution;
- G. Adhere to and implement the financial policy of PRO USA Inc. consistent with the provision of the By-Laws and Constitution;
- H. Write orders of payment with his/her signature affixed for presentation to the Executive Director and the Chairman;
- I. Notify by mail those members who are in default with payment of dues, fees, and assessments through the Executive Director; and
- J. Make a written quarterly financial report to the Board of Directors;

## **ARTICLE VII: TENURE OF OFFICE**

**SECTION I:** Except for the Chairman, all Board members, and members of Standing Committees may serve as many terms as possible.

**SECTION II:** The Chairman shall be elected for a period of three (3) calendar years, and shall NOT serve for more than two (2) terms of office.

**SECTION IV:** A Chairman who took leave of office during or after his/her first term shall be qualified to contest for Chairmanship after a minimum period of two years. He/she shall be eligible for two terms of office if so elected by the general membership.

**SECTION V:** The two (2) prominent individuals chosen on the Board by the Board of Directors shall have a four (4) year renewable term.

### **ARTICLE VIII: RIGHT TO VOTE**

**SECTION I:** Voting rights shall be extended to those who are in good financial standing with the organization.

**SECTION II:** Voting of officers shall be done by secret ballot and the winner shall be determined by simple majority votes of the members present at the Assembly.

**SECTION III:** Voting on issues shall be done by head count and passed by simple majority of the members present at the Assembly or any meeting of the Organization, except otherwise stated in these Bye-Laws.

### **ARTICLE IX: ELECTIONS TIME TABLE**

**SECTION I:** Elections shall take place at the General Assembly during the elections' year, except in case of vacancy at which time election shall be held at the most immediate Assembly for such position.

**SECTION II:** All vacant positions within the Organization shall be declared to members by the Executive Director three months prior to the date of the Assembly.

### **ARTICLE X: ELECTIONS OF OFFICERS**

**SECTION I:** Elections of officers of PRO USA shall only be for the position of:

- A.** Chairman of the Board of Directors,
- B.** Vice Chairman of the Board of Directors
- C.** Three (3) Board Members

**SECTION II:** Elections for Board of Directors shall be done in accordance with the By-Laws and Constitution of the organization.

**SECTION III:** No officer shall be elected in absentia.

## **ARTICLE XI: MEETINGS**

**SECTION I:** Meetings of PRO USA shall be the:

- A. Annual Assembly
- B. Board of Directors
- C. Standing and Ad-Hoc Committees
- D. Management

**SECTION II:** Besides the General Assembly, meetings of the Organization may be held by conventional or electronic communication means so long all members simultaneously part take in the deliberations.

## **ARTICLE XII: FINANCIAL MANAGEMENT**

**SECTION I:** PRO USA Inc's account(s) shall have the signatures of the National Chairman, Executive Director and Treasurer.

- A. The two (2) signatures eligible for withdrawal of any amount in excess of Two Hundred dollars (\$200.00) shall include that of the National Chairman and Treasurer.

**SECTION II:** The Organization's finances and other assets shall be managed consistent with its financial policy and the Generally Acceptable Accounting Principles.

**SECTION III:** Revenues for the Organization shall be raised through:

- a. Membership subscription fees;
- b. Special taxation; and
- c. Other means.

**SECTION IV:** A member shall be required to satisfy an annual subscription fee of Ten Dollar (US \$10.00).

**SECTION V: Taxation** ~ each member attending the Assembly shall pay a sitting fee as the Board may decide. All payments must be done prior to an individual's participation in the occasions of the Assembly.

A. The sitting fee shall cover all activities of the Assembly.

**SECTION VI: Fund Raising** ~ the Organization shall undertake other functionaries geared towards generating funds.

**SECTION VII:** Payments of monies and other contributions to PRO USA shall be **Non-Refundable**.

**SECTION VIII:** The financial year of the Organization shall extend from January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year.

**SECTION IX:** Funds and other resources of the Organization shall apply to programs and projects approved by the Board of Directors in accordance with the mandates of the Assembly.

**SECTION X:** Funds belonging to PRO USA shall be deposited in its account within twenty four (24) hours during business days.

### **ARTICLE XIII: COMPENSATION**

**SECTION I:** No member of the Board of Directors and non-members of the Management shall receive salary for services or work rendered for PRO USA.

**SECTION II:** Board Members and Members of Standing or Ad-Hoc Committees shall receive honorarium for travel and other incidental expenses. Such travels and other undertakings shall be in the direct interest of the Organization.

**SECTION III:** The Executive Director and staff shall be compensated based on performance, funds raised and other factors as will be determined by the Board of Directors.

### **ARTICLE XIV: JUDICIAL MATTERS**

**SECTION I:** The Organization shall:

- A. Take legal action on any member or individual for embezzlement or abuse of its properties; and
- B. Result to legal proceedings against an individual or management that may encroach on its rights.

## **ARTICLE XV: DISCIPLINARY MATTERS**

**SECTION I:** The Assembly has the right to impeach or expel an official of the Organization for malfeasance, misfeasance and nonfeasance by simple majority votes of members present at the Assembly.

**SECTION II:** Impeachment of officer and expulsion proceedings shall be based on recommendation of the Board of Directors as a result of findings emanating from investigation conducted by the Judicial and Grievance Committee.

**SECTION III:** The Board shall suspend any member for act(s) in violation of the By-Laws, Constitution and policies of PRO USA.

**SECTION IV:** All disciplinary measures taken by the Board or General Assembly shall take immediate effect.

## **ARTICLE XVI: PROCEDURE FOR MEMBERSHIP**

**SECTION I:** An Individual seeking membership with the Organization must conform to the constitution of PRO USA and pay a one time application fee of Ten Dollar (\$10.00 US).

**SECTION II:** Once an individual has met the requirement herein, that individual shall fully participate in the business of the Assembly and enjoy all other entitlements of the Organization.

## **ARTICLE XVII: PROHIBITION**

**SECTION I:** PRO USA shall not make any provision repugnant to the Constitution or laws of the United States of America.

**SECTION II:** The Organization shall avoid initiating, participating or undertaking any activities in violation of the regulations set forth by the Government of the United States of America.

## **ARTICLE XVIII: COMMUNICATION**

**SECTION I:** English shall be the official language for transaction of the Organization.

**SECTION II:** The means for communication of PRO USA shall be by registered mail, email, newsletter, fliers, telephone, etc.

## **ARTICLE XIX: AMENDMENTS**

**SECTION I:** Proposals for amendments to the Constitution shall be submitted to the Management three months prior to the date of the Assembly. All recommendations shall form part of the Agenda and be circulated to the members thirty days prior to the next General assembly.

**SECTION II:** Amendments approved by the Assembly shall come into effect two months after the Assembly except as otherwise already stipulated in the provisions of the Constitution.

**SECTION III:** In case of force majeure or matters not covered under these Bye-Laws and Constitution, they shall be handled by the Board whose decision shall be final. The Board shall thereafter inform the general membership at the next Assembly.

**SECTION IV:** The interpretation of the Bye-Laws and Constitution of PRO USA shall remain the business of the Organization.

## ARTICLE XX: DISSOLUTION

**SECTION I:** In the event of dissolution or final liquidation of the Organization, all of its assets after settlement of legitimate liabilities shall be determined by the court of the County or State of its (Organization's) Headquarters.

### DECLARATION

These By-Laws and Constitution as revised was unanimously adapted on the 28th Day of June A.D. 2009 by the general membership of Pro USA.

Signed: *J. Sackie Kennedy*  
J. Sackie Kennedy  
CHAIRMAN, CONSTITUTION COMMITTEE  
PRO USA INC.

Approved: *Duannah Siryon*  
Duannah Siryon  
INTERIM CHAIRMAN  
PRO USA, INC.

THIS PAGE WAS  
INTENTIONALLY  
LEFT BLANK