

CONSTITUTION AND BY-LAWS

OF

STEPHEN TROWEN NAGBE
UNITED METHODIST CHURCH



DISTANT MEMBERS FELLOWSHIP

TABLE OF CONTENTS

| | Page |
|--|------|
| I. PREAMBLE | 1 |
| II. ARTICLE 1: Name | 1 |
| III. ARTICLE 2: Objectives | 1-2 |
| IV. ARTICLE 3: Headquarters and Existence | 2 |
| V. ARTICLE 4: Membership | 2-3 |
| VI. ARTICLE 5: Organs, Composition and Powers/Duties | 3-6 |
| Section 1: Organs | 3 |
| Section 2: Compositions and Functions | 3 |
| General Assembly | 3 |
| Board of Directors | 3-4 |
| Executive Committee | 4 |
| Regions/Chapters | 4 |
| Standing Committees | 5-6 |
| VII. ARTICLE 6: Officers and Duties | 7-9 |
| Section 1: Offices/Positions | 7 |
| Section 2: Responsibilities/Functions | 7 |
| President | 7 |
| Vice President for Administration | 8 |
| Vice President for Regions/Chapter | 8 |
| General Secretary | 8 |
| Assistant General Secretary | 8 |
| Financial Secretary | 9 |
| Treasurer | 9 |
| Chaplain | 9 |
| VIII. ARTICLE 7: Meetings and Quorum | 9-10 |
| Section 1: Meetings | 9-10 |
| Section 2: Quorum | 10 |

| | | |
|-------|---|-------|
| IX. | ARTICLE 8: Terms of Operation | 10-11 |
| | Section 1: Scope of Operation | 10 |
| | Section 2: Revenue Generation | 11 |
| | Section 3: Compensation, Wages and Salary | 11 |
| | Section 4: Authority | 11 |
| | Section 5: Dissolution | 11 |
| X. | ARTICLE 9: Finances | 11-13 |
| | Section 1: Sources of Revenue | 11 |
| | Section 2: Membership Dues | 11 |
| | Section 3: Special Taxation | 11-12 |
| | Section 4: Collection and Disbursement of Funds | 12 |
| | Section 5: Bank Account | 12 |
| XI. | ARTICLE 10: Elections and Term of Office | 13 |
| | Section 1: Eligibility | 13 |
| | Section 2: Method/Procedure of Ascendancy to Office | 13 |
| | Section 3: Election Commission | 13 |
| | Section 4: Tenure of Service | 13 |
| | Section 5: Vacancies | 13 |
| XII. | ARTICLE 11: Code of Conduct | 13-14 |
| XIII. | ARTICLE 12: Amendment | 14 |
| XIV. | ARTICLE 13: Miscellaneous Provisions | 14 |
| XV. | Statement of Adoption | 15 |
| XVI. | Constitution Committee/Signature | 15 |

PREAMBLE

We, the distant members of the Stephen Trowen Nagbe United Methodist Church (also referred to as S.T. Nagbe UMC) of the Liberia Annual Conference, concerned with the growth and development of S.T. Nagbe UMC within the Liberia Annual Conference, do hereby constitute ourselves into an organized body to be known as the Stephen Trowen Nagbe United Methodist Church Distant Members Fellowship, Inc. (hereinafter referred to as the “Fellowship”).

The S.T. Nagbe United Methodist Church Distant Members Fellowship shall be a nonprofit, nonpolitical and nonsectarian organization of Christian believers and individuals who are interested and desire to join the discipleship of Jesus Christ.

- (a) The organization desires to coordinate with the S.T. Nagbe United Methodist Church in Liberia and other institutions to achieve the following:
- (b) Reconfirm, reaffirm and renew our covenant to faithfully participate in the ministries of the church by our presence, our prayers, our gifts, our service and our witness;
- (c) Promote and encourage Christian values amongst members;
- (d) Strengthen the church’s capacity to win souls to Christ;
- (e) Engage in activities and programs that will promote growth and development amongst members and within the Church; and
- (f) Rely on the divine guidance of God through Scripture, Tradition, Reason, and Experience for our existence in the United States and other parts of the Universe.

ARTICLE 1: NAME

The name of this organization shall be: Stephen Trowen Nagbe United Member Church Distant Members Fellowship, Inc. (STNUMC DMF).

ARTICLE 2: OBJECTIVE

Section 1: Goals and Objectives

The goals and objectives herein shall be fundamental in conducting the affairs of the Fellowship and shall serve as the guidelines in perpetuating and maintaining the structure and existence of the Fellowship and formulating appropriate policies for good governance of the Fellowship.

Section 2: Purpose

The Fellowship shall:

- (a) Encourage and strengthen Christ-like behavior, promoting unity and solidarity among the various ministries within the Fellowship and the church;
- (b) Preserve, protect, and promote the values and principles for which the Stephen Trowen Nagbe United Methodist Church was established as a part of the United Methodist Church family in the Liberia Annual Conference;
- (c) Engage in and facilitate programs for the enhancement of growth and development of members and the church;
- (d) Foster Christian discipleship within the community of the world at large; and
- (e) Seek the welfare of members in a manner that will make a person feel welcomed and connected to the Fellowship in any part of the world.

ARTICLE 3: HEADQUARTERS AND EXISTENCE**Section 1: Headquarters**

The administrative headquarters of the Fellowship shall be located in the State of Illinois, USA.

Section 2: Activities

The business activities of the Fellowship may be legally conducted throughout the United States and in other parts of the world as approved by the Fellowship

Section 3: Existence

The Stephen Trowen Nagbe United Methodist Church Distant Members Fellowship, Inc. shall have perpetual existence.

ARTICLE 4: MEMBERSHIP**Section 1: General Membership**

Membership of this Fellowship shall be opened to all members and affiliates of S.T. Nagbe United Methodist Church/Liberia in the United States of America and other parts of the world.

Section 2: Qualification for Membership

The requirements for qualification for membership of the Fellowship include the following:

- (a) Agreement with the church's statement of faith
- (b) Christians and those who desire to become members of the Fellowship

Section 3: Termination of Membership

The Fellowship reserves the right to terminate the membership of any member for the following:

- (a) failure to abide by the Constitution and norms of the Fellowship;

- (b) Members life and conduct is not in accordance with the statement of faith in such a way that the member hinders the affairs of the Fellowship.

ARTICLE 5: ORGANS, COMPOSITION AND FUNCTION

Section 1: Organs

The principal organs of the Fellowship shall be:

- (a) General Assembly (Assembly);
- (b) Board of Directors (Board);
- (c) Executive Committee (Exco), composed of Elected Officers, Heads of Region and Chapters, and Heads of Standing and Ad Hoc Committees; and
- (d) Regions and Chapters (R/C)

Section 2: Composition and Function:

- (a) General Assembly

The Assembly shall consist of all members of the Fellowship. The Assembly shall have the following functions:

- (i) It shall be the highest decision-making body;
- (ii) It shall elect the Fellowship officers;
- (iii) It shall have the power to suspend and/or impeach any and all elected officers for gross violation of the constitution and acts incompatible with standard of the office which he/she occupied;
- (iv) It shall approve the organization's annual budget and allotments;
- (v) It shall have the power to create agencies it may deem necessary and appropriate for the smooth and effective functioning of the Fellowship;

- (b) Board of Directors:

- (i) Election to the board shall be based on decent moral character; exemplified interest in promoting the welfare of the members and the Church; the ability to solicit funds for the works and perpetual existence of the Fellowship. Members of the Board must be nominated by the Membership Committee through the Executive Committee to the Fellowship Assembly and subsequent election by the Assembly.
- (ii) The board membership shall not be less than five (5) and not more than eleven (11).
- (iii) The Board shall have the following authorities in the absence of the General Assembly:
 - a. Oversee the performance of duties by the Executive Committee for the purpose of check and balance;
 - b. Formulate policies geared to achieving the Fellowship's goals and objectives;
 - c. Authorize programs and activities proposed by the Executive Committee aimed at raising funds for the support of the Fellowship's plan of action;

- d. The Executive Committee shall consult the Board on all major expenditures and any expenditure in excess of budgetary appropriations and allotment;
- e. Assist the Ways and Means Committee to identify available resources for the support and efficiency of the Fellowship;
- f. Make decisions in collaboration with the Executive Committee on behalf of the Fellowship Assembly in the case of emergency. However, such decision shall be reported to the Assembly.
- g. Shall be consulted by the President before any nominations or appointments is made.

(c) Executive Committee:

- 1) The Executive Committee shall be composed of all Assembly elected officers, head of regional branches and chairpersons of Standing Committees. Ad Hoc committees are only allowed to Executive Committee membership by invitation.
- 2) The Executive Committee shall have the following powers:
 - a. It shall conduct the day-to-day affairs of the Fellowship;
 - b. It shall implement decisions and policies of the Assembly and the Board of Directors;
 - c. It shall prepare the Fellow budget with the advice and consent of the Board of Directors for the approval of the Assembly;
 - d. It shall call emergency meetings;
 - e. It shall perform all other duties that may be assigned to it by the Assembly and board of directors.

(d) Regions and Chapters

- 1) The Assembly shall authorize the establishment of Regions within the United States of America and Chapters in other parts of the world for the effective conduct of the activities and affairs of the Fellowship;
- 2) The term “region” refers to a combination of two or more states in close geographical proximity within the United States, whilst the term “chapter” refers to any geographic proximity of members outside the United States of America;
- 3) Each Region or Chapter may devise its own organizational structure and elect its own officers for the running of the affairs of the branch, provided that such actions are in conformity with the Fellowship’s Constitution and Bylaws;
- 4) Each Region or Chapter may design, formulate, and implement appropriate programs for the support of the activities of the branch, provided that said activity or action do not contravene, in part or whole, the Fellowship’s plan of action.

(e) Standing Committees

- 1) Membership and Welfare Committee: This committee shall be responsible for the following:
 - (i) Recruit and maintain contact with members.
 - (ii) Initiate programs geared to promoting and enhancing the welfare of members.
 - (iii) In collaboration with the Evangelism and Spiritual Growth Committee, draw the attention of the Fellowship, from time to time, to information concerning the welfare of its members – illness, bereavement, status, job and other related matters.

- 2) Ways and Means Committee: The Ways and Means Committee shall:
 - (i) Develop suitable strategies for fund raising
 - (ii) Formulate and design appropriate fiscal policies.
 - (iii) In collaboration with the Board of Directors, devise avenue for the generation of needed revenue for the support of the Fellowship's programs.

- 3) Evangelism and Spiritual Growth Committee. The Evangelism and Spiritual Growth Committee shall be responsible for the following:
 - (i) Encourage viable spiritual programs.
 - (ii) Conduct research on discipleship related issues
 - (iii) Implement all other spiritual enhancement and fellowship programs that are aimed at the growth and development of the Fellowship and its members.

- 4) Communications and Public Affairs Committee: The Communications and Public Affairs Committee shall:
 - (i) Promote the image of the Fellowship.
 - (ii) Create and implement publicity for all programs.
 - (iii) Manage the operation of the Fellowship website
 - (iv) Gather and analyze information concerning the church and report same to the Fellowship.

- 5) Program Committee: The responsibilities of the Program Committee shall:
 - (i) Be responsible for the planning and implementation of the Fellowship's programs and events
 - (ii) Oversee new program development as well as monitor and assess existing programs.
 - (iii) Initiate and guide program evaluations of the Fellowship
 - (iv) Facilitate discussions about program priorities for the Fellowship.
 - (v) Identify program content, program participants including but not limited to program presiders, awards, presenters, dignitaries, and special guests

- (vi) Coordinate with the Finance Committee on the program financial needs, and prepare an itemized budget for the approval of the General Assembly or Executive Committee
 - (vii) Submit program suggestions and recommendations to the General Assembly or Executive Committee for discussion and approval.
- 6) Finance Committee: The Finance Committee shall:
- (i) Coordinate the submission of program financial needs with the program committee, and prepare an annual itemized budget for approval by the General Assembly/Executive Committee, and once approved, the administration of this budget.
 - (ii) Recommend and maintain appropriate fiscal policies for the fellowship.
 - (iii) Prepare with the treasurer and/or financial secretary a quarterly financial report of all receipts and disbursements for the business meeting.
 - (iv) Coordinate fiscal and personnel activities with all committees and programs of the fellowship.
 - (v) Provide an annual report of all financial activities (receipts, disbursements and investments) to the fellowship.
 - (vi) Assist the Audit Committee as requested.
 - (vii) Provide input on non-budgeted items, advice on budget revisions or adjustments, consider special offerings, and make recommendations concerning these issues to the General Assembly/Executive Committee.
 - (viii) Advise the Fellowship on financial transactions as to soundness and effect on the financial structure and standing of the Fellowship.
 - (ix) Review budgets initially prepared by committees, to help develop appropriate procedures for budget preparations (such as meaningful involvement by committee heads), and on a consistency between the budget and the organization's plans.
 - (x) Report to the fellowship any financial irregularities, concerns, opportunities
 - (xi) Advise the fellowship on financial priorities and information systems, depending on committee member expertise.

ARTICLE 6: OFFICERS AND DUTIES

Section 1: Offices or Positions

The offices/positions to which eligible individuals can be elected for the conduct of the affairs of the Fellowship shall be:

- (1) President
- (2) Vice President for Administration
- (3) Vice President for Regions/Chapters
- (4) General Secretary
- (5) Assistant General Secretary
- (6) Financial Secretary
- (7) Treasurer
- (8) Chaplain

Section 2: Responsibilities/Functions

- (1) President
 - a. Shall be elected by a simple majority of registered voters at the seat of the Fellowship's General Assembly.
 - b. Shall be of good moral character and a member in good financial standing.
 - c. Prior to entering on the execution of the duties herein, the president shall take a solemn oath of affirmation to preserve, protect and defend the Constitution and Bylaws of the Fellowship.
 - d. Shall be the chief administrative head of the Fellowship and principal executive officer responsible for the coordination and implementation of the Fellowship programs and policies.
 - e. Shall be the principal spokesman of the Fellowship.
 - f. Shall serve as secretary to the board of directors
 - g. Shall appoint chairpersons and members of Committees with the advice and consent of the Board of Directors.
 - h. Shall preside over all meetings of the General Assembly and Executive Committee, or designate a proxy.
 - i. Shall exercise the power to call emergency meetings to resolve issues in the best interest of the Fellowship.
 - j. Shall submit an annual report to the Fellowship Assembly and a bi-annual report to the Board of Directors.
 - k. Shall brief the Executive Committee on decisions and actions of the Board of Directors.
 - l. Shall be a signatory to the Fellowship's bank account(s).

(2) Vice President for Administration

- a. Shall be the principal deputy to the President
- b. Shall assist the president in the discharge of his/her duties/functions.
- c. Shall be elected and execute his/her duties/functions in the same form and manner as the president.
- d. Shall be ex-officio of all Standing Committees.
- e. Shall assume the office of the president whenever it shall become vacant by reason of death, incapacitation, resignation or impeachment, to complete the unexpired term until elections are held. In such case, the ascendancy shall not be construed to constitute a term.
- f. Shall be a signatory to the Fellowship's bank account(s).

(3) Vice President for Regions/Chapters

- a. Shall assist the president in the discharge of his duties/functions.
- b. Shall be elected and execute his/her duties/functions in the same form and manner as the President.
- c. Shall be ex-officio of all Regions/Chapters.
- d. Shall work closely with regions/chapters and supervise implementation of regional/chapter programs.

(4) General Secretary

- a. Shall be the chief custodian of the records of the Fellowship.
- b. Shall be responsible for correspondence and other clerical functions of the Fellowship.
- c. Shall prepare and send out citations for all meetings of the Assembly and Executive Committee in consultation with the President.
- d. Shall prepare, distribute, and read minutes of all meetings of the General Assembly and Executive Committee including teleconferences.
- e. Shall serve as a member of the Communications and Public Affairs Committee.
- f. Shall perform all other duties that may be assigned by the Assembly, Board of Directors, President, and Executive Committee.

(5) Assistant General Secretary

- a. Shall be elected and execute his/her duties/functions in the same form and manner as the General Secretary.
- b. Shall assist the General Secretary with all secretarial/clerical functions.
- c. Shall coordinate records and correspondence from the regional branches.
- d. Shall perform all other duties that may be assigned by the Assembly, Board of Directors, President, Executive Committee, and General Secretary.
- e. Shall assume the duties/functions of the General Secretary, in cases of removal, incapacitation, death or resignation, until elections are held.

(6) Financial Secretary

- a. Shall be responsible for maintaining proper account of the Fellowship's financial records.
- b. Shall collect all revenues of the Fellowship; revenues so collected shall be turned over to the Treasurer within two business days for deposit into the Fellowship's account.
- c. Shall prepare all vouchers and checks for approved financial transactions and obtain the authorized signatures of the designated signatories.
- d. Shall be responsible for fund reconciliation and shall submit an annual financial report to the Assembly and a bi-annual financial report to the Board of Directors and to the Executive Committee as may be requested by the Executive Committee.
- e. Shall ensure the establishment of proper financial records within each region/chapter of the Fellowship and maintain appropriate fiscal discipline within the Fellowship and its regions and chapters.
- f. Shall serve as a member of the Finance Committee and the Ways and Means Committee.
- g. Shall be a signatory to the Fellowship's bank account(s).

(7) Treasurer

- a. Shall be the custodian of the Fellowship funds.
- b. Shall make deposits of funds collected in support of the budget and disburse funds for authorized expenditures.
- c. Shall submit an annual Treasurer's report to the Fellowship and a bi-annual report to the Board of Directors and brief the Executive Committee on the financial status of the Fellowship.
- d. Shall serve as a member of the Finance Committee and the Ways and Means Committee.

(8) Chaplain

- a. Shall conduct the spiritual activities of the Fellowship
- b. Shall head the Evangelism and Spiritual Growth Committee
- c. Shall assist with spiritual counseling of the members and officers of the Fellowship.

ARTICLE 7: MEETINGS AND QUORUM**Section 1: Meetings****(1) General Assembly:**

- a. The Assembly shall sit once every two years at a date and venue to be determined by a two-third majority vote of the General Assembly.

- b. In cases of emergency, the Board and Executive Committee shall sit jointly on behalf of the Assembly to find suitable solutions that will attain relief.

(2) Board of Directors:

- a. The Board of Directors shall physically meet annually and hold teleconferences as often as necessary to carry out the business of its function.
- b. The Board shall convene emergency meetings, when necessary, for the purpose of resolving situations that might jeopardize the interest of the Fellowship.
- c. The Chairman of the Board or his/her designee shall preside over the regular and emergency meetings, provided that in a case of dereliction of duty or impeachment proceedings, an agreed upon head of a region or chapter shall preside.
- d. The Board of Directors shall call an emergency meeting of the Executive Committee for the purpose of resolving any urgent issues that may arise in the leadership team or among Executive Committee members.

(3) Executive Committee:

- a. Shall physically meet bi-annually at a regional gathering and hold quarterly teleconferences.
- b. Emergency meetings of the Committee may be called by the President or a simple majority of its members.

(4) Regions/Chapters

- a. Each Region/Chapter shall meet in a manner or at an interval convenient to its members and officials, provided that such shall not contravene the Constitution and By-laws of the Fellowship.

Section 2: Quorum

- a. Representation from two-third of the Region or Chapter and the general membership shall constitute a quorum to convene and carry on the regular business of the Fellowship. All decisions, except impeachment proceedings for elected officer(s) and expulsion of member(s), shall be made by a simple majority vote.
- b. A simple majority of the members of the Board of Directors or Executive Committee shall constitute a quorum to convene a meeting or carry on the business of the Fellowship.

ARTICLE 8: TERMS OF OPERATIONS

Section 1: Scope of Operations:

The Fellowship activities and functions shall be carried out in all regions and states of the United States of America and other parts of the world.

Section 2: Revenue Generation:

The Fellowship through its functionaries is hereby empowered to solicit and/or carry out activities from and within public entities, the general public, private groups and individuals for the primary purpose of raising needed revenue to fund its programs.

Section 3: Compensation, Wages and Salary:

The raison d'être for the formation of the Fellowship is a public purpose and interest and to particularly promote the efforts of the Christian community and not for profit making or personal gain. Hence, services rendered to the Fellowship by its officers, members and auxiliary functionaries shall be on a voluntary basis without compensation or pay.

Section 4: Authority:

The Fellowship shall have the right to enter into contracts, acquire and own asset either by purchase, donation, and gift or in any lawful form in the best interest of the Fellowship. The Fellowship may sell, transfer, encumber, assign and dispose of asset so acquired in any form and manner that may be deemed suitable and in the best interest of the Fellowship's existence, provided that the Constitution and by-laws of the Fellowship or the laws of the place where the asset is located do not prohibit such action and such does not affect the perpetual existence of the Fellowship.

Section 5: Dissolution:

In the event of dissolution, the asset of the Fellowship shall be made available to settle all of the Fellowship's liabilities. Once all liabilities of the Fellowship have been settled, the residues shall be transferred to S.T. Nagbe United Methodist Church in Monrovia, Liberia, provided that any procedure and/or method adopted for the disposition of the residue do not contravene existing laws.

ARTICLE 9: FINANCES**Section 1: Sources of Revenue:**

The Fellowship may generate the revenue needed to support its existence from gifts, donations, membership dues, grants, loans, and collections from special programs, special taxations, and all other legitimate sources.

Section 2: Membership Dues

The membership due shall be \$60.00 per annum (that is \$5.00 per month).

Section 3: Special Taxation:

- a. The Fellowship may raise money for specified projects and programs through taxation and /or voluntary contributions.

- b. Special taxation shall be levied and collected annually in accordance with the schedule herein for the purpose of convening the Fellowship Assembly and projects geared to promoting the growth and development of the Fellowship and the S. T. Nagbe UMC.

Schedule of taxation:

| | |
|---|----------|
| 1. Regions/Chapters | \$200.00 |
| 2. Members of the Board of Directors | \$125.00 |
| 3. President | \$100.00 |
| 4. Vice President for Administration | \$75.00 |
| 5. Vice President for Regions/Chapters | \$75.00 |
| 6. All other members of the Executive Committee | \$50.00 |
| 7. Regional Officers excluding heads | \$25.00 |

- c. The special taxation shall be paid by the obligated individuals in addition to the regular membership dues and voluntary contributions.
- d. All scheduled taxation shall be collected at least 90 days prior to the convening of the Fellowship’s General Assembly, during Assembly year, or 90 days prior to Christmas for non-Assembly year. A grace period may be granted by the discretionary power of the Executive Committee.

Section 4: Collection and Disbursement of Funds:

- a. All monies of the Fellowship shall be collected by the Financial Secretary or designee with proper documentation and deposited by the Treasurer into the designated bank account of the Fellowship.
- b. All disbursements of fund shall be done by the Treasurer in accordance with the provision of the Constitution and By-laws and in consultation with the Board of directors
- c. Prior to disbursement of fund for an authorized financial transaction, the Financial Secretary shall prepare vouchers or checks. All checks shall be signed by the authorized signatories, any two of which shall be valid for encashment.

Section 5: Bank Account

- a. A Bank Account shall be established with a reputable financial institution.
- b. Signatories –Two categories of signatories to the account shall be A & B. The A Category shall comprise of the President and the Financial Secretary and the B Category shall comprise of the Vice President for Administration and the Chairman of the Finance Committee.
- c. Withdrawal – All withdrawals from the Fellowship’s account shall be done by the President and Financial Secretary or the Vice President for Administration and the Chairman of the Finance Committee.

ARTICLE 10: ELECTIONS AND TERM OF OFFICE

Section 1: Eligibility

The elections for officers of the Fellowship shall be held in keeping with the provisions of the Constitution and By-laws. Members who are in good standing with their financial and other responsibilities shall be eligible to vote and seek election to any office.

Section 2: Method/Procedure of Ascendency to Office

All elections for officers of Fellowship shall be by secret ballots and the winner shall be determined by plurality at a General Assembly.

The elections for officers of all Regions/Chapters shall be conducted in accordance with the rules and regulation established by each region/chapter, provided that such rules and regulations are in conformity with the provisions of the Constitution and By-laws of the Fellowship. The officers of the branch shall be referred to as Chairman, Vice Chairman, Secretary, Assistant Secretary, Financial Secretary, Assistant Financial Secretary (if necessary that such office exist.), Treasurer and Chaplain.

Section 3: Election Commission

The President shall appoint members of an Elections Commission with the advice and consent of the Board of Directors. The Election Commission shall formulate guidelines to govern the procedure for the election process. The Commission shall be dissolved within 30 days subsequent to the holding of elections during the election year by the President through a formal communication to its members and the Board of Directors.

Section 4: Tenure of Office

The tenure of office for any elected position in the Fellowship shall be two (2) years. No elected officer shall succeed himself/herself for more than two consecutive terms.

Section 5: Vacancies

Vacancy that occurs for any elected position shall be filled in accordance with the succession provisions of the Constitution and By-laws, pending the holding of subsequent elections during the regular meeting of the Fellowship Assembly. All other vacancies shall be filled by the Executive Committee with the advice and consent of the Board of Directors.

ARTICLE 11: CODE OF CONDUCT

- a. The Board of Directors shall sit in a special session for the purpose of resolving disputes among and between officers, regional branches and members and to preside over impeachment proceedings.

- b. An official or group of officials who breach the constitutional responsibilities of his, her or their office/s shall submit to the Board of Directors upon summons for the purpose of exoneration. If found guilty by the investigation, then and in that case the Board may warn, suspend or impeach the guilty person depending on the gravity of the act committed or omitted.
- c. Complaint against a member for breach of membership duty shall be transmitted to the Executive Committee for preliminary investigation and/or resolution.
- d. Appeal from the decision of the Board of Directors shall go to the Assembly and from the decision of the Executive Committee shall go to the Board of Directors. The Assembly's decision shall be final.

ARTICLE 12: AMENDMENT

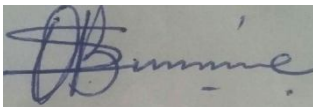
- a. The Constitution may be amended whenever petition is filed by 2/3 of the Regions/Chapters through the Board of directors or 50% of the registered voting members. An ad hoc Election Commission shall be commissioned to supervise the amendment proceedings.
- b. Proposed constitutional amendment shall be accompanied by a statement clearly giving justifiable reasons necessitating such amendment. Each proposed amendment shall be voted for separately.

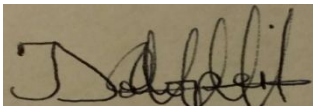
ARTICLE 13: MISCELLANEOUS PROVISIONS

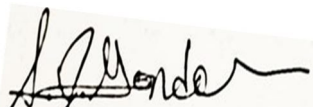
- a. Notwithstanding anything to the contrary in this Constitution, all actions that were taken in good faith by the Interim Officers under any name for the purpose of achieving the goals and objectives of the Fellowship shall be deemed and remain valid.
- b. Activities and identification symbols shall not depart from United Methodism particularly, Stephen Trowen Nagbe United Methodist Church/Liberia Annual Conference/Liberia.
- c. The Constitution and By-laws shall come into effect after ratification by 2/3 majority of the membership present at the ratification meeting.

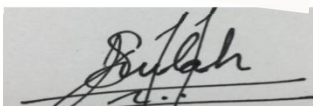
ADOPTED THIS 7th DAY OF August, A.D., 2016 IN THE UNITED STATES OF AMERICA BY THE STEPHEN TROWEN NAGBE UNITED METHODIST CHURCH DISTANT MEMBERS FELLOWSHIP.


THE CONSTITUTION COMMITTEE:

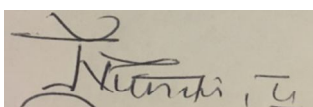
Sis. Ophelia Browne (Co-Chair) 

Bro. Teewon Dolopei (Member) 

Bro. S. Julius Gondoun (Member) 

Bro. Joshua S. Kulah (Secretary) 

Sis. Tessa Monyou Paye Zulu (Member) 

Rev. John N. Punni, II (Chair) 

Sis. Veronica Tuazama (Member) 