

BYLAWS
OF
GONDAR DEVELOPMENT AND COOPERATION ORGANIZATION
IN NORTH AMERICA

Preamble

We, natives of the Gondar Region living in North America,

Cognizant of the need to cooperate and support each other in our personal and social life;

Convinced that the goal of development is to extricate the people from poverty, disease, and illiteracy; and realizing the need to participate in different general development activities to improve the life of the people in the Gondar region;

These articles of incorporation are amended for the third time.

Gondar Development and Cooperation Organization is non-government, not for profit organization and it is not affiliated or associated with any political organization.

Chapter One

The name and Objectives of the Organization

Article 1: Name

The name of the organization is Gondar Development and Cooperation Organization in North America. It may also be referred to by its acronym “GDCO”.

Article 2: Head Office

The head office of GDCO shall be in Washington D.C. Its head office may be moved to the neighboring states, Maryland and Virginia, as necessary

Article 3: Objectives

Gondar Development and Cooperation Organization is established to achieve the objectives and goals enumerated below

- a. To create awareness among its members and the people of the region about the necessity and importance of indigenous and self-reliant development activity based on sense of self-confidence. The Organization will make efforts to create conditions for the betterment of the life of the people of Gondar region and development and enhancement of its economic level
- b. The organization will develop plans and programs designed to improve the life of the people in the region and will make unreserved support to implement the plans and the programs
- c. The Organization will provide material and other support to assist in the expansion and improvement of education and health facilities in the region
- d. The Organization will cause to be preserved, maintained and developed the centuries-old culture, history, civilization, heritage and natural resources of Gondar
- e. The organization will make donations and relief aid for natural and man-made disaster; Moreover, it will provide support in the effort to rehabilitate and reconstruct destroyed development institutions
- f. To achieve its objectives, the Organization will cooperate and partner with national and international organizations; it will also provide support and donations
- g. The organization will make efforts to enable natives of the region to cooperate among themselves and help each other and motivate them to contribute their share towards achieving the organization's objectives and goals stated above;
- h. The Organization will make efforts for the establishment of GDCO support chapters in the different cities in North America; in addition, it will initiate and provide support for the establishment of similar cooperation and development organizations in Canada, Europe, Middle east, Australia, Asia, and New Zealand.
- i. The Organization will follow up and undertake research/study on obstacles and problems encountered in the development endeavors in the region

Chapter 2

Membership

Article 4: Types of Membership

- a. Regular/Ordinary members: are members elected by the General Assembly and will have the right to elect and to be elected if they are representatives of member organizations (chapters).
- b. Life Time members: are members who paid ten thousand Dollars at once. Such members have the right to attend GDCO meetings and to elect.
- c. Honorary members: are members elected by the Board of Directors for providing outstanding service and extra ordinary financial contribution. Such members have the right to attend General Assembly meetings and to elect.

Article 5: Rights and Obligations of Members

- a. Any person who supports the objectives of the Organization stated in Article 3 and pays membership dues (membership due is Two Thousand Dollars annually) to any of the Gondar Development and Cooperation Organization (Chapter) established in any of the states or cities in North America to implement such objectives, may become a member in accordance with sub article (b) of this article.
- b. An organization (chapter) may become a member of Gondar Development and Cooperation Organization only when the Board of Directors of the Organization determines that such organization (chapter) is eligible for membership
- c. Each member organization (chapter) will have two representatives in the Gondar Development and Cooperation Organization General Assembly meeting of members, held every two years, and one representative in the meeting of Board of Directors, held every year
- d. Every member has the right to attend and participate in chapter meetings, to give opinion and suggestions, to elect, to ask questions and get answers to her or his questions

- e. Member organizations have the obligation to pay timely membership dues prescribed by GDCO and to pay other payments
- f. Member organizations are expected to make unreserved effort towards achieving the objectives and activities of GDCO
- g. A member organization (chapter) which fails to fulfill membership obligations for two consecutive years will be removed from its membership in GDCO.

Chapter Three

Article 6: Organizational structure

GDCO will have the following Organizational Structure

- a. General Assembly
- b. Board of Directors
- c. Executive Committee
- d. Member Organizations (Chapters)
- e. Office

Article 7: General Assembly: Functions and Responsibilities

- a. The General Assembly is the Supreme body of the Organization (GDCO)
- b. It reviews and approves the Organization's policies and policy related matters submitted to it by the Board of Directors
- c. It appoints and removes the Chairperson of the Board and members of the Board
- d. It appoints and removes Board of Directors and Auditor
- e. The Organization's regular general assembly meeting will be held once every two years on a date and at a place determined by the Board. Quorum is deemed to be constituted if 50% of member organizations (chapters) are present.
- f. To participate and vote in the General Assembly, each member organization (chapter) delegates two competent representatives. The Board shall have full power and authority to allow non voting individuals in the general assembly if the

Board deems that such individuals will contribute to the proceedings and the subject of resolution

- g. The Chairperson of the Board or the Executive Committee or majority of members of the Board (50+1) may cause to be held general assembly when deemed necessary
- h. In the absence of the Chairperson of the Board, the Director of the Executive Committee will preside over the General Assembly. The Secretary of the Board will serve as the Secretary of the General Assembly.

Article 8: Board of Directors

- a. There shall be established a Board of Directors to direct the activities of Gondar Development and Cooperation Organization. The Board is accountable to the General Assembly. The number of Board members shall be determined by the number of representatives of member organizations (chapters). For twelve chapter organizations, there shall be a board consisting of twenty four members. The Board directs, manages, and controls the Organization. Moreover, the Board prepares the organization's general policy and submit the same to the General Assembly for approval
- b. The Board of Directors will have two types of members. Half (50%) of the members will be from representatives of member organizations (chapters). The remaining half members will be from general members not representing member organizations (chapters). Each member organization (chapter) shall have one member of Board of Directors. General members will be elected by the General assembly. The following will be taken into account when electing general members: Their profession, experience, their zeal for the fulfillment of the Organizations' objectives, their ability and knowledge to create good relations with and obtain funds/donations/support from national and international relief/aid organizations.

- c. The number of members of the Board depends on the number of member organizations (chapters) and each member organization (chapter) shall be represented by one member.
- d. The members of the Board are not entitled to any kind of remuneration or compensation except for defraying expenses and costs incurred to perform GDCO's regular activities
- e. The term of service (tenure) of Board members shall be for two years. A member of the Board may be elected for three consecutive terms (six years). A member may not be elected for consecutive four terms. However, a member may compete for another election term again only after he stays out of tenure for one term.
- f. The Board may remove a board member if the member leaves the member organization (chapter) which delegated him, or when the member organization (chapter) revokes the representation of that member, or when the member fails to attend three Board meetings without the approval or acquiescence of the Board
- g. The Board of Directors shall convene once every year on a date and at a place determined by the Executive Committee. Quorum is constituted if half (50%) of the Board members are present. If quorum is constituted, the Board may perform any of the Organizations activities or pass resolution on agenda item
- h. An extraordinary meeting of the Board of Directors may be called and convened if the Board Chairperson or the Executive Committee or 50%+1 of the Board members so request
- i. Members of the Board should be given written notice of at least one week prior to convening meeting
- j. The Board of Directors of GDCO shall elect/appoint a Chairperson who will preside over the General Assembly and the Board for a term of two years. A Chairperson may be elected for three consecutive terms. However, he/she may not be elected for a fourth consecutive term. After the lapse of one election term, a member may be elected again to serve as Chairperson. The Chairperson of the Board shall be the representative of GDCO and shall have the following functions and responsibilities, which are to be carried out upon consultation and in coordination with the Director of the Executive Committee:

1. To create relationship and collaboration with organizations within Ethiopia and outside Ethiopia and promote and implement the objectives and activities of GDCO
2. To represent GDCO in national and international meetings; to negotiate agreements, and to sign agreements after securing the approval of the Board
3. To accept and receive relief, donation, and support on behalf of the Organization when such relief and support are offered to GDCO
4. Oversees, follows up and supervises the Executive Committee to ensure that the Committee is discharging its responsibilities and activities; submits report to the Board

Article 9: Executive Committee:

- a. The Executive Committee shall be accountable to the Board of Directors. It executes and follows up the day to day activities of the Organization. The Committee shall have 5 members composed of the following:
 1. Director
 2. Deputy Director
 3. Executive Secretary
 4. Treasurer
 5. Accountant
- b. The Executive Committee is directed by the Board of Directors. Its term of service (tenure) is two years. A member of the Executive Committee may be elected for three consecutive terms. However, a member may not be elected for the fourth consecutive term. Nevertheless, after the lapse of one election term, the member may be reelected again.
- c. The members of the Executive Committee are not entitled to any kind of remuneration or compensation except for defraying expenses and costs incurred to perform GDCO's regular activities. The types and amounts of expenses and

costs shall be reviewed and decided by the Executive Committee. The minutes of the decision will be kept as record

Article 10: Functions and Responsibilities of Members of the Executive Committee

a. Executive Director

1. Will preside over meetings of the Executive Committee and other meetings of GDCO; will serve as Deputy Chairperson of the General Assembly and the Board
2. will direct, supervise, and control the activities of GDCO; will direct member organizations (chapters) with a view to enabling them implement the objectives of GDCO and achieve its goals; will follow up, control and provide leadership support in their performance and activities; will make endeavors for the establishment of new chapters
3. Any outgoing letters on behalf of GDCO shall be signed only by the Chairperson of the Board, Director of the Executive Committee or a person delegated by the Director. Any payment by check shall be signed by joint signature of two of the following: The Director, The Executive Secretary, and the Treasurer. Any payment has to be made by check only.
4. Submit for approval by the Board short term and long term plans necessary for implementation of activities to achieve GDCO's objectives; submit for approval of the Board annual budget
5. To meet with leaders of Gondar Development Cooperation offices in Addis Ababa, Gondar, and Debre Tabor and follow up implementation and realization of GDCO's objectives
6. In consultation with the Chairperson of the Board, to create and develop relationship with organizations and individuals inside and outside Ethiopia and promote the objectives and activities of GDCO; represent GDCO in national and international meetings; negotiate agreements; sign agreements when approved by the Board; to accept and receive on behalf of GDCO relief/donation and support offered to GDCO

7. to establish different committees necessary for implementing GDCO's objectives and missions and nominate their members and submit the same for approval by the Executive Committee
8. In consultation with the Chairperson of the Board, prepares agenda items of the General Assembly and Board meetings; issues and disseminates notices and calls for meetings

b. Deputy Executive Director

1. In the event the Director is absent, the Deputy Executive Director exercises and performs the powers and responsibilities of the Director
2. performs responsibilities and functions assigned to him by the Director

c. Executive Secretary

1. Serves as Contact person of GDCO and keeps the seals and documents of GDCO
2. Writes and prepares letters concerning GDCO
3. Signs payment check jointly with either the Director or the Treasurer

d. Treasurer

1. keeps and protects the money, assets and properties of GDCO
2. receives and collects membership payments and aid,donation/relief contributions and issues receipts
3. any income received should be deposited in a bank prescribed by the GDCO Board
4. Signs payment check jointly with either the Executive Director or Executive Secretary

e. Accountant

1. registers and keeps letters and orders for monetary payment and for disposal of asset/property
2. keeps books of accounts (expenses and income); submits report to the Executive Committee every six months and to the Board every year.

Chapter Four

Article 11: Miscellaneous Committees

- a. There shall be established different committees accountable to the Executive Committee for the implementation of GDCO's objectives
 1. For publicizing the GDCO's activities from to time, publication of the "Lisane Gondar" shall continue. There shall be an editorial committee composed of three members including the editor-in-chief
 2. One of GDCO's objectives is assisting expansion of quality education and providing scholarship to certain students in the Gondar Region. This grant shall continue and be reinvigorated. To this end, there shall be established education (scholarship) committee composed of three members.
 3. Other committees may be established by the Executive Committee from time to time as necessary with members to be nominated by the Executive Committee.

Article 12: Office

- a. GDCO shall have its own office.
- b. The Head of the Office will be ex officio GDCO's Executive Secretary
- c. GDCO's documents, files, assets, and properties shall be kept at GDCO's office; in times when there is no office, documents, files, assets and properties of GDCO will be kept in the hands of the Executive Secretary

Article 13: Auditor

An Auditor shall be appointed to ensure that GDCO's accounting system and standard fulfills and meets standards issued and prescribed by the professionals' institute. The Auditor's accountability is to the General Assembly and thus submits its audit report to the Board of Directors every year and to the General assembly every two years.

Article 14: Amending Articles of Incorporation

The General Assembly or the Board of Directors may amend these articles of association when they deem it necessary. Any amendment or change to the articles of association may only be made by two-thirds vote of the General assembly.

Article 15: Effective date

This bylaw shall become effective on the date they were adopted
on _____