

**CONSTITUTION  
OF  
GAMBIAN WOMEN ARE FREE TO  
CHOOSE**

## **BACKGROUND**

Gambian Women Are Free to Choose (GWAFC) is an organization that seeks to advance inter and intra gender equality of women who uphold the cultural practice of female circumcision. Further, GWAFC aims to advocate for and protect the constitutional and human rights of women and adolescent girls who participate in and uphold traditional female initiation ceremonies that are controlled and managed by Ngansimbas and other female traditional authorities in The Gambia.

In the last few years, activists against what they refer to as Female Genital Mutilation (FGM) have targeted the Ngansimbas and other affected Gambian women in aggressive and sexually demeaning campaigns for upholding the cultural practice of female circumcision. However, the vast majority of Gambian women and adolescent girls who have undergone female circumcision strongly support the practice (Unicef 2013).

The World Health Organization defines FGM as the “complete or partial removal of external female genitalia...for non-medical reasons.” GWAFC (along with affiliated organizations in Sub-Sahara Africa and other countries across the world) was created to challenge the concept of FGM and how it is distorted to single out and stigmatize the genital modification practices of non-western women, particularly in Africa. The anti-FGM movement is led, coordinated and financed primarily by powerful western women’s organizations who have the resources to control mainstream global media and lobby their governments as well as the United Nations to take action against so-called FGM in less powerful countries.

Western activists have used their considerable financial preeminence and political clout to champion anti-FGM modifications to human rights instruments in order to pressure aid dependent countries into compliance with their global agenda, yet they ignore identical genital surgical practices that are becoming popular among white women and adolescent girls in their own countries.

For instance, labiaplasty is a popular female genital cosmetic procedure that involves removal or trimming of the inner labia and other excess or uneven flesh and tissue around the vulva. Clitoropexy involves the removal or reduction of clitoral foreskin and clitoroplasty involves reduction of the exposed clitoral glans through more invasive surgery to the internal clitoral organ. These practices to a greater or even lesser extent are anatomically and aesthetically equivalent to what is practiced by women in The Gambia.

Given the hidden prevalence of female cosmetic genital surgeries in western countries, it is becoming more and more evident to us that the aesthetic feminine ideal of Gambian women – less fleshy, more even and a smoother appearance of the outer female genitalia - is globally desired and in high demand. Thus, GWAFC rejects the hypocritical use of the term FGM to describe the practice of female circumcision or genital modification that is an integral and celebrated part of female initiation in The Gambia.

Moreover, there is no medical evidence to support purported sexual, gynecological or obstetrical health risks that are frequently claimed by anti-FGM activists. On the contrary, the popularity of labiaplasty and

clitoral reductions suggest clear aesthetic, hygiene and comfort benefits that the Ngasimbas and other female leaders in The Gambia have proclaimed for centuries.

Our organization will ensure that all circumcised women and adolescent girls in The Gambia understand their constitutional protections and human rights to equality, dignity and self-determination and that they are under no obligation to accept a dehumanizing definition imposed by outsiders.

GWAFC also recognizes the right of those who identify as FGM victims or survivors to refer to their own genitalia as “mutilated”, disfigured or sexually deficient. As The Gambia is a democratic country, such “mutilated” women have the right to campaign for change and to share their negative experiences with others in a manner that does not infringe on the rights of the majority of Gambian women and adolescent girls to uphold our traditions or decide for ourselves what to do with our own bodies.

## **PREAMBLE**

All Women Are Free to Choose Inc. (AWAFC) is a registered, tax-exempt nonprofit corporation in Maryland as defined by Section 501(c) (3) of the Internal Revenue Code. AWAFC has a Chapter in Sierra Leone (SLWAFC) and is establishing Chapters in other parts of the world. The Gambia Chapter, herein after referred to as “GWAFC”, is a registered community based organization in Banjul, The Gambia.

These Bylaws govern the operational and administrative functions of GWAFC in The Gambia. In the event of a direct conflict between the provisions of these Bylaws and the Bylaws of AWAFC, the AWAFC Bylaws would be controlling.

## **ARTICLE I NAME OF ORGANIZATION AND OFFICES**

### **Section I Name**

The name of the organization shall be Gambian Women Are Free to Choose or GWAFC.

### **Section II Offices**

**Section 1.** Registered Office. The registered office of GWAFC shall be located in Banjul, The Gambia. The registered agent of the Organization shall be appointed by and serve at the pleasure of the Executive Director.

**Section 2.** Other Offices. The Organization may also establish offices and branches at such other places throughout the country as the Executive Director may determine or the business of the Organization may require. The national headquarters (the "National Office") shall be maintained in Banjul.

## **ARTICLE II. PURPOSE OF ORGANIZATION**

### **Section I Mission Statement**

GWAFC is a nonprofit, nonpartisan, community based membership organization dedicated to articulating and defending the constitutional protections and human rights of circumcised women and adolescent girls

in The Gambia. Through advocacy, public education and litigation, GWAFC works to preserve and enhance inter and intra gender equality, dignity and self-determination of initiated and circumcised women and girls in The Gambia.

## **Section II Key Objectives:**

- (i) To provide free legal, psychosocial and emotional support to members who feel victimized or are targeted by anti-FGM campaigns
- (ii) To create awareness among members and the general public about the myths of anti-FGM campaigns by providing evidence based information about the female anatomy, sexuality, gynecological and obstetrical health and the types of female circumcision performed in The Gambia and beyond
- (iii) To establish educational and social skills programs, particularly expansion of girls' primary and secondary school education as well as basic literacy among adult women
- (iv) To advocate for expansion of advanced clinical training for ngansimbas as specialists in traditional female genital surgeries, childbirth, and as primary gynecological care providers for women and adolescent girls in rural areas
- (v) To collaborate with all stakeholders in ensuring the full participation of ngansimbas and other women leaders in formulating national health, social welfare and gender policies as well as legislation affecting the health and bodies of women and girls.

## **Article III ORGANIZATIONAL STRUCTURE**

### **Section I Membership.**

1. The membership of GWAFC consists of adolescent girls and women ages 16 and above who are appropriately classified as members and who pay dues.
2. Membership is open to all Gambians, friends of The Gambia and all individuals who are committed to the mission, goals and objectives of GWAFC and are in compliance with the rules and regulations of the organization.
3. Membership may not exclude any Gambian and friends thereof either on the basis of circumcision status, ethnicity, regional origin, race, color, political affiliation, creed, regional origin, religion, or socioeconomic status.
4. None of the income or property of GWAFC may be divided among or distributed to any member except for reimbursement for services pre-approved by the GWAFC Executive Committee as herein specified.
5. Members shall be politically neutral while performing services on behalf of GWAFC. However, GWAFC members are free to belong to any political party of their choice. No GWAFC funds shall be contributed to any political party or candidate and GWAFC Executive Committee officers, Committee Chairs and Advisory Board members must not hold any elected or appointed office within the Government of The Gambia or any political party of The Gambia.
6. Dues: Members of the GWAFC shall pay annual dues as established in categories of membership by these Bylaws

## **Section II                      Branch.**

1. A Branch of GWAFC is composed of members residing within a designated district of The Gambia.
2. The The Executive Committee [hereinafter, EC] may from time to time create or abolish a Branch of GWAFC in a new District or by such means as redefining the boundaries of existing Branches, combining Branches, or dividing a Branch. The EC will not create, change or abolish a Branch without having first consulted with the members in that area including the leadership of any affected Branch.
3. Each Branch may elect its own leadership from candidates ratified by the EC. The EC will then coordinate, harmonize and synchronize the activities of each Branch with that of the National Chapter. All activities and actions of the Branch and Chapter shall at all times be consistent with these Bylaws.

## **Article IV                      CHAPTER (a.k.a. NATIONAL) CONFERENCES**

### **Section I**

The EC, at its discretion and with the approval of the AWAFC Board of Directors, may convene a Chapter or National Conference to consider matters of concern to the organization.

### **Section II**

Any Branch, pursuant to procedures adopted from time to time by the EC, may petition the EC in writing to convene a membership conference.

### **Section III**

When the convening of a Chapter Conference is agreed upon and announced by the GWAFC General Secretary, written notice followed by telephone calls to each Branch Secretary or Head, coupled with posting the notice on the GWAFC website at least 21 days in advance, shall constitute sufficient notice.

### **Section IV**

A Chapter or National Conference shall be open to all members of GWAFC . However, each Branch shall send to the Conference a number of delegates or officers as may be determined by the EC from time to time.

## **ARTICLE V                      MEMBERSHIP**

### **Section I                      Types of Membership**

Members of the organization shall consist of the following:

1. General Membership - Full Members who pay annual membership dues
2. Honorary Membership - Membership accorded to those who are not full members of GWAFC but make significant financial or other contributions to GWAFC
3. Student Membership: Full Membership accorded to full-time students (upon presentation of valid student ID) at a discounted rate to be approved by the EC
4. A Bonafide Member is in good standing if he/she has paid annual dues. A Bonafide member is given an annual i.d. card and is entitled to vote at all general membership meetings as well as enjoy all other rights and benefits of membership as stated in these Bylaws
5. Ordinary Membership – Those registered members who have lapsed or have not paid their annual dues but continue to take part in GWAFC activities; they remain committed to the mission and objectives and are in compliance with the rules and regulations of GWAFC
6. Ordinary members will be given a chance to regularize or update their financial dues at any time to enjoy the benefits of full membership

## **Section II                      Termination of Membership**

A member may be suspended or expelled on any of the following grounds (upon recommendation after internal investigation by the Constitution and Rules Committee):

1. Any act/conduct which brings GWAFC into disrepute or tarnishes the name and/or image of the organization.
2. Dishonesty towards the GWAFC or in the management of the affairs of GWAFC.
3. Representing GWAFC under false pretenses to any person, body, authority, institution, government or government agent
4. Conducting oneself in a disorderly or abusive manner during a general/executive meeting or any event/activity sponsored by the GWAFC
5. Plotting to create strife, discord or disharmony among members of GWAFC
6. Upon conviction of any criminal offense amounting to a felony
7. If it comes to the knowledge of the EC that a member is engaged in criminal conduct or activity
8. Unauthorized use of GWAFC contacts or resources
9. The power to exclude or suspend any member on the above listed grounds shall lie with the EC upon the recommendation of the Constitution and Rules Committee and Advisory Board
10. Suspended or terminated members have 30 days to appeal to the AWAFC Board of Directors. All rulings by the AWAFC Board of Directors are final

## **ARTICLE VI                      EXECUTIVE COMMITTEE**

### **Section I                      The Role and Size**

1. The Executive Committee acts as the governing body of GWAFC; is responsible for overall policy and direction; sets policies/agenda consistent with GWAFC mission and vision statements and delegates responsibility for the day-to-day operations.
2. The EC shall consist of the AWAFC Executive Director, Executive Assistant, Secretary General, Financial Secretary, Treasurer, Public Relations Officer, Community Organizer, Advocacy and

Outreach Officer, and Legal Officer. The EC can create additional positions in accordance with prevailing needs or priorities.

3. EC Members may not serve as executive officers or play a leadership role in any political party or on advisory boards of GWAFC.

## **Section II                      Criteria for Executive Committee Office Holders:**

1. Nominees to the Executive Committee Must:
2. Fulfill all requirements of GWAFC membership as defined in (see relevant article).
3. Be willing to devote the required amount of time to carrying out the duties and responsibilities of position.
4. Be willing to represent the best interests GWAFC and objectively appraise management performance.
5. Not be involved in activities or interests that create conflicts with his or her position and responsibilities to GWAFC and its members.
6. Demonstrate values that are consistent with the mission and goals of GWAFC.
7. Be willing to make financial contributions to support the goals and objectives of GWAFC
8. Be independent in accordance with the standards adopted by the EC. Be knowledgeable and experienced at the regulatory and policy-making level in business, government, education or technology.
9. Possess positive leadership attributes, emotional intelligence, ability to work collaboratively and engage in appropriate debate and discussion when needed.
10. Not serve as EC officer while serving as a paid employee of GWAFC or of any wholly owned subsidiary of GWAFC.

## **Section III                      Nomination, Election and/or Appointment of EC Members**

1. Officers of the EC shall be elected at a National Convention by vote of full members; they shall serve for a term of two (2) years. The first national elections will take place in September 2018.
2. A candidate for EC must be nominated in writing or on the floor by any GWAFC full member in good financial standing.
3. A candidate for EC shall address the national convention with a platform outlining her professional background, skills and how she hopes to contribute to the advancement of GWAFC.
4. A vacancy in any office may be filled by the EC upon the recommendation of the Executive Director for the unexpired portion of the term. The EC, in the event the vacancy is created by the resignation or removal of an officer (other than the Executive Director and Executive Assistant) shall have the authority to appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

## **Section IV                      Responsibilities of Executive Committee**

1. The EC shall run the daily affairs of the organization and act as trustees and governors of the organization on behalf of all the Branches at large. EC officers must actively participate in planning process, and ensure that all activities conform to and are consistent with all applicable national and local or customary laws.

2. Primarily, the responsibilities of the EC include the following:
  - a. Set policies consistent with the public mission and vision of GWAFC.
  - b. Ensure adequate resources are available to sustain the operations of GWAFC.
  - c. Monitor GWAFC's programs and services.
  - d. Ensure that the ethical values of GWAFC are upheld by its members, leaders, and representatives of the organization.
  - e. Appoint the administrative leadership of GWAFC to carry out the organization's mission and shall ensure that there are no operational conflicts or overlaps between standing committees. The EC shall provide a set of clearly defined roles and responsibilities for the committee chairs.
  - f. Provide ongoing support and performance evaluation for the leaders and jointly with the advisory board also evaluate and provide ongoing support for the committee chairs.

On behalf of GWAFC, the EC shall have the authority to:

- g. Collect, sue, receive, and provide receipt for all sums of money due GWAFC;
- h. Buy and sell property, both real and personal;
- i. Employ counsel;
- j. Borrow money and issue notes to evidence debts;
- k. Mortgage, buy, sell and lease the corporate properties,
- l. Acquire stocks, bonds, or other securities;
- m. Make all necessary contracts, orders, and obligations; and to take any other action required for accomplishing the purposes and mission of GWAFC.
- n. Oversee the hiring; firing and regular review of the performance all leaders, including standing committees; all professional staff/consultants must be approved and hired by the EC.
- o. Set up ad-hoc committees as well as dissolve them as they deem necessary and expedient.

## **Section V                      Terms of Office**

1. An EC Officer shall hold office for a term of two (2) years to expire at the second annual meeting of GWAFC following the meeting at which such officer was elected.
2. An EC officer may be re-elected but for no more than two consecutive terms
3. An interim EC member who has completed his/her remaining term shall be eligible for re-election for two successive two (2) year terms.

## **Section VI                      Absences, Resignation, and Termination**

1. Absence: An elected EC officer who is absent for three consecutive regularly scheduled EC meetings during a fiscal year is encouraged to re-evaluate with the Executive Director her commitment to GWAFC. The EC may deem an officer who has missed three consecutive meetings without such a re-evaluation to have resigned from the Board.
2. Resignation: Any EC officer may resign by submitting a letter of resignation to the Secretary General; however, such resignation shall not relieve the member of the obligation to pay dues or other charges thereof accrued and unpaid.



3. Termination: The EC, by affirmative vote of a majority in a quorum at any regularly scheduled or special meeting, may suspend or terminate an EC member who:
4. Violates the guidelines of EC as provided in these Bylaws
5. Loses his/her membership to GWAFC

## **Section VII                      Executive Committee Officers and Duties**

1. ***Executive Director/President:*** For the first two years, the position and responsibilities of the President will be assumed by the Executive Director of AWAFc, Inc. with the assistance of an Executive Assistant. Responsibilities of the Executive Director (ED)/President:
  - A) Be the principal officer of GWAFC. The ED shall discharge all duties particular and incidental to the office as prescribed in this document and as directed by the EC.
  - B) Chair all general and EC meetings, except that which she delegates to a president pro tempore
  - C) Execute on behalf of GWAFC all agreements, contracts, deeds, conveyances, mortgages, bonds and other instruments in writing that may be required or authorized by the EC.
  - D) Nominate members to committees and or subcommittees with approval of the EC. Her Executive Assistant (EA) shall be an ex-officio member of all committees and subcommittees.
  - E) Be responsible for leading strategic planning, for developing revenue streams, and for budget planning. She shall work with the EC on matters of planning and revenue generation
  - F) The ED shall convene and preside over regularly scheduled EC meetings. The ED shall have the responsibility for developing meeting agenda and strategic planning in collaboration with other EC members
  - G) May attend Advisory Board meetings, deliberate on agenda items, and respond to questions from Advisory Board members. However, the ED has no voting power and must recuse or be asked to recuse him or herself from agenda items or issues that directly relate to the ED, such as performance evaluation of the ED
  - H) Will recruit and work with a locally based Executive Assistant to carry out her duties
  - I) Will identify a President Pro-Tempore to act on her behalf in carrying out the above duties in case of an unforeseen emergency or death and until the scheduled time for national elections in September 2018.
2. ***Executive Assistant***
  - A) Is chief deputy to the Executive Director and in-country liaison
  - B) Shall report directly to the Executive Director
  - C) Shall deputize for the Executive Director (as observer) in general assembly meetings, committee meetings and other gatherings such as lectures, workshops, seminars, receptions etc. sponsored by GWAFC
  - D) Shall represent the Executive Director as required in interactions or meetings with donor agencies, local councils, diplomatic and media contacts, Government ministries, agencies

3. ***Vice-President*** : The Vice President is very important in the line of succession to the leadership of the Organization. The Vice President is a breath away from leading the Organization when the President cannot perform her duties. Thus, the Vice-President shall ably function as follows:
  - A) She shall be elected for a term of two (2) years beginning at the second national convention in September 2018
  - B) She shall deputize the President when the President cannot perform her Constitutional duties or is otherwise indisposed
  - C) The Vice President shall immediately succeed the President in the event of the President's death, resignation or on the pain of impeachment, and/or by adverse vote of the General Assembly as mandated by the Constitution
  - D) The Vice President shall possess qualities of leadership desired in the President.
  - E) The Vice President shall be an ex-officio member of all standing committees
  - F) The Vice President could work with the various standing committees in producing an Annual Report for GWAFC for official presentation at the organization's annual meeting.
4. ***The General Secretary***
  - A) Shall be responsible for keeping records of EC actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and agenda to each member and assuring that corporate records are maintained.
  - B) The duties of the General Secretary shall be strictly limited to general activities, and shall not overlap with the duties of committee chairs.
5. ***Financial Secretary***
  - A) The Financial Secretary shall oversee all operations of GWAFC, develop long range fiscal plans, retain the services of an external auditor and review all external audits, prepare and recommend an annual operating budget to the Board
  - B) All financial matters shall be handled by the Finance Secretary
  - C) Shall document all financial activities and information of the organization including revenue, expenditure and obligations
  - D) Shall work in concert with the EC to ascertain the validity and true form of the organization's financial information
  - E) Shall maintain the financial documents including Checking/Saving accounts and other financial & monetary instruments for the organization
  - F) Shall prepare and produce all financial reports for the organization and presented on a weekly or monthly basis to the organization detailing the payment structure
  - G) Shall be responsible for collecting all financial arrears
  - H) Shall be the caretaker of the financial instruments of the organization
  - I) All members of the Committee MUST remain in GOOD STANDING
6. ***Public Relations Officer (PRO)***: The PRO is the Official Spokeswoman of GWAFC and shall be the mouthpiece of GWAFC as she serves the objective of public relations and advocating its objects and reasons in domestic and foreign agenda. In doing so, she must achieve the following:
  - A) She shall possess professional qualifications in communication and public relations
  - B) She shall have authority to articulate the purpose of GWAFC and report to the EC

- C) She shall be the Editor of the Public Statements/Press Releases/Newsletter and superintend all matters related to information
  - D) She shall have professional discretionary authority on occasion to communicate in the mass media and the World Wide Web, including social media, to discuss germane matters of the Organization as she sees fit
  - E) The PRO will develop and oversee a social media staff that is directly answerable to her. The committee shall under the guidance and supervision of the PRO handle and promote an active social medial presence of GWAFC
  - F) The PRO MUST remain in GOOD STANDING
7. **Other Officers:** The Executive Director or President may create other positions on the EC as needed to fulfil the duties or activities of running the organization (for example, Treasurer, Community Organizer or deputies to any existing position).

## ARTICLE VII STANDING COMMITTEES

**Section I** The Executive Committee may, by resolution adopted by a simple majority, establish standing committees to run the activities of GWAFC. Such committees shall be composed of at least three (3) but no more than five (5) persons, one of which shall be the Chair. Each committee shall elect its own Chair. GWAFC members may participate in any committee of their choice

**Section II** Committee members must be members of GWAFC in good standing

**Section III** Committee members must be nominated by any full member or Executive officer who is in good standing

**Section IV** GWAFC shall maintain the following standing committees:

1. **Grievance and Rules Committee:** PURPOSE: To mediate personal disputes between or among members whose subject of dispute is within the jurisdiction of the Organization's authority to make peace and encourage harmony among the members. To alter the Constitution by the conditions provided in the Constitution. Its duties and scope of authority shall entail the following:
  - A) The Committee shall receive all complaints of disputes in writing from disputing parties
  - B) It shall have authority over disputes covered by the Organization's Constitution
  - C) It shall encourage the disputing parties to refrain from discussing the facts to third parties in public until the matter is resolved
  - D) The Chairwoman or her designee shall use her good offices to mediate the dispute and obtain a peaceful resolution
  - E) When mediation fails, the Full Committee shall convene to hear from both sides and then render a fair decision and prepare a report of the same for the General Assembly.
  - F) A decision of the Committee resulting in any penalty shall be in accordance with the provisions of the Constitution; and its decision shall be final.
  - G) The Committee shall have three to five members, elected by the General Assembly.

- H) The Committee shall prepare the progress of its activities and report at midterm and annually.
  - I) The Committee shall supervise all Auditing Affairs of the Organization
  - J) The Rules Committee shall be empowered to take Legal Action against any party or individual or entity on behalf of the Organization.
  - K) The full Committee is authorized to amend the Constitution in accordance with the conditions provided in the Constitution.
  - L) All members of the Committee MUST remain in GOOD STANDING.
2. **Outreach Committee:** Its duties and scope of authority shall entail the following
- A) This Committee shall solicit and recruit the public to join GWAFC
  - B) It shall ensure that all members enjoy their constitutional rights, privileges and benefits.
  - C) The Committee shall register members and ensure that they maintain their membership by paying their monthly and annual dues
  - D) It shall prepare periodic updates of new members and shall prepare an annual register and report of the total number of members and the status of each as a Bona Fide or lapsed member
  - E) It shall prepare a Directory of the Organization Members every two years
  - F) The Committee shall have three to five members nominated and approved by the General Assembly
  - G) The Committee shall prepare a budget for its programs for approval by the General Assembly
  - H) The Committee shall prepare an annual progress of its activities and report to the General Assembly through the Chair
  - I) All members of the Committee MUST remain in GOOD STANDING.
3. **Advocacy Committee:** This Committee shall develop and administer strategies for the public interest of GWAFC in Local and National Affairs as follows:
- A) To advocate or lobby for the interest of GWAFC in Parialiament, Local and National Affairs
  - B) Advocacy or lobbying may take the form of staging seminars, symposia or another public forum to advance the best interests of GWAFC
  - C) The Committee may organize periodic grassroots functions such as petitions or letter writing campaigns or another activities on behalf of GWAFC on matters approved by the General Assembly
  - D) The Committee shall have three to five members nominated and approved by the General Assembly
  - E) The Committee shall prepare a budget for its programs for approval by the General Assembly
  - F) The Committee shall prepare the progress of its activities and report at midterm and annually
  - G) The Committee shall have three to five members nominated to and approved by the General Assembly
  - H) All members of the Committee MUST remain in GOOD STANDING.

#### 4. **Research Committee:**

- A) The Research Committee shall conduct and oversee policy research and policy drafting
- B) It shall work closely with GWAFC Legal Advisor to ensure legal compliance of GWAFC policy issues, documents and property rights. The committee shall ensure that the GoSL national policies and legislation are in compliance with international human rights protocols in relation to female circumcision as practiced in The Gambia.
- C) The committee shall ensure that the national government of The Gambia preserves and protects the rights of all women and girls in accordance with the constitution; protects and promotes all human rights; remains accountable to the vast majority of women in The Gambia in relation to female initiation and circumcision.
- D) The committee shall spearhead a national research programme on health benefits and risks of female circumcision, cultural meanings and relevance of Bondo and Sande, legal and human rights strategies to preserve these traditional practices in The Gambia as well as ways to ensure the protection of girls and women who may choose to opt out of female circumcision and Bondo initiation
- E) The Committee shall have three to five members nominated to and approved by the General Assembly
- F) All members of the Committee MUST remain in GOOD STANDING.

### **ARTICLE VIII**

### **ADVISORY BOARD**

The EC shall establish a GWAFC Advisory Board:

**Section I** The Advisory Board shall consist of three to nine members who must be respected women in their communities, The Gambia and beyond. The Chairwoman of the Advisory Board shall be nominated by the EC and approved at a general meeting by the majority of the members present, beginning in September 2018. The EC will also nominate the other members of the Advisory Board subject to the approval and confirmation by the general assembly. The functions and purposes of the Advisory Board shall include but not be limited to:

**Section II** Providing senior counsel and wisdom to the formulation and development of short and long term goals and interests of the Organization, and to facilitate good governance in the functions and running of the Organization.

**Section III** Meeting quarterly with the EC to discuss the status of the Organization with respect to the schedule, purpose and achievements of the stated annual plans of the Organization

**Section IV** Counsel or advise the Executive Director/President, when called upon, in the resolution of inter-personal conflicts within the Organization.

**Section V** To provide or offer input, ideas, guidance and expert advice, in analyzing, understanding and developing policy documents. The Advisory Board does not have legal or formal responsibilities. It only provides support and advice to the Board on specific policy areas.

**Section VI** To use their good offices to facilitate resources to promote GWAFC activities and programs world-wide.

## **ARTICLE IX LEGAL ADVISOR**

The legal advisor or director of legal affairs is responsible for providing a broad spectrum of counsel to the EC and management for related business activities. He/she shall:

**Section II** Review and draft contracts and agreements such as sales agreements, joint venture agreements, leases, gift agreements, intellectual property rights, standard forms, employment agreements and other legal documents to ensure that the interests of GWAFC are protected

**Section III** Provide litigation support, help prepare briefs, complaints, motions and other court documents

**Section IV** Provide routine legal support directly to internal requests for legal assistance

**Section V** Monitors compliance with all applicable laws and regulations and recommends policy and contract changes, as necessary, to ensure compliance

**Section VI** Assist in identifying legal risks to GWAFC in any GWAFC activities and recommend appropriate remedies

**Section VII** Provide staff support on ethics, Bylaws, federal and state compliance with governmental regulations affecting GWAFC

**Section VIII** Represent GWAFC Leaders and Members in internal and international legal matters

## **ARTICLE X MEETINGS**

**Section I** All meetings shall follow Robert's Rules of Order, latest edition.

### **Section II General Membership Meetings.**

1. General meetings shall take place once a month, at a specified day of the month. Nevertheless, the Chair or the EC of GWAFC, in consideration of exigencies, shall call a meeting or meetings to address specific issues.
2. Notice of each meeting shall be sent to all members' email or social media addresses or contact information on file at least five days before the meeting. Additionally, information shall be given at general community events.

3. Members shall be able to use online discussion groups and social media on a continuous basis to discuss matters related to GWAFC and its mission.

### **Section III Special Meeting**

Special meetings of the members may be called at thirty (30) days' notice in writing through email or social media to each member thereof, and may be called by the ED or President. Special meetings shall be held in specific format, at such dates, times and places as the EC shall determine.

### **Section IV Place of Meetings**

Meetings of the membership shall be held online via telephone conference, video conference, or as technology allows. Face to face meetings shall be convened whenever convenient, or as the urgency of an issue demands.

### **Section V Chairing General Meetings**

1. The Chair of each general meeting shall be the ED or President of GWAFC. In the absence of the ED or President, the Vice President shall be the chair of the general meeting. Otherwise, the ED or President shall designate an officer or capable member of GWAFC to be the pro-tempore chair for a specific meeting.
2. Bi-Annual Membership Conference: Members of GWAFC shall meet bi-annually at a conference. The members reserve to themselves the following powers:
3. To amend the By-laws of GWAFC, if necessary.
4. To elect members to the GWAFC EC.
5. Review and adopt the annual reports on organizational affairs and on the financial status of GWAFC as determined by an independent auditor. Such report rendered at least once a year to the Members of GWAFC, must be delivered either by electronic mail or standard mail whichever is cost-effective and possible 15 days before the meeting.
6. The meeting will be open to the general public, but only fully paid up members are allowed to vote.

### **Section VI Proxy Vote**

A Member may vote by proxy. Each proxy must be executed in writing and shall not be valid after the expiration of sixty (60) days from the date of its execution. A member would be allowed to have no more than one Proxy vote.

### **Section VII Quorum**

1. A quorum for decisions at an annual general meeting or conference shall be 35% of all fully paid-up GWAFC members.
2. A quorum for decisions at all Executive Committee, Standing or Ad-hoc Committees, and all Advisory Board meetings shall be at least a simple majority of the entire membership of such body.

If less than a quorum of the members is present at said meetings, they shall adjourn the meeting on occasion without further notice.

### **Section VIII Action without a Meeting**

Any decision or action to be taken at a meeting of the EC, officers or committees (not including amendment of these By-laws) may be taken without a meeting, if all the members of such body consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same weight or effect as a unanimous vote of the EC, officers or of the committee as the case may be.

## **ARTICLE XI FISCAL MANAGEMENT**

### **Section I Roles and Responsibilities**

1. The ED or President along with the Financial Secretary and Treasurer shall be responsible for ensuring smooth and transparent financial management including official reporting and internal/external auditing.
2. Authorized signatories to the organization's bank accounts shall be: The Executive Director or President, The Vice-President and Financial Secretary. All withdrawals must be approved in writing (email or letter) without exception by the ED or President.

### **Section II Fiscal Year**

The fiscal year of GWAFC shall begin on the first day of January of each year and shall end on the thirtieth-first day of December of the same year.

### **Section III Loans**

No loans shall be contracted on behalf of GWAFC, nor shall evidence of indebtedness be issued in its name, unless authorized by resolution of the EC. Such authority shall be confined to specific instances.

### **Section IV Examination of Books by EC**

Any EC member shall have the right to examine, in person, at any reasonable time, and at the place or places where usually kept, all books and records of GWAFC and make copies or extracts at their own expense.

### **Section V Checks, Drafts, etc**

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of GWAFC and in such manner as shall from time to time be determined by resolution of the ED or President and Financial Secretary or of any committee to which such authority has been delegated by the ED or President with the approval of the EC.



## **Section VI Deposits and Accounts**

All funds received or collected on behalf of GWAFC must be deposited into GWAFC account within 48hrs by the individual responsible for making those transactions. All funds, not otherwise employed, shall be deposited in general or special accounts in such banks, trust companies, or other depositories as the EC or any person/committee to which such authority has been delegated by the EC may select, for the purpose of deposit or collection for that account of GWAFC. Checks, drafts, and other orders of GWAFC may be endorsed, assigned, and delivered on behalf of GWAFC by the treasurer, financial secretary, president or executive director.

## **Section VII Sources of Funds:**

1. Annual membership fees: Each member of GWAFC residing within The Gambia shall pay the local equivalent of USD 1.00 annually. Friends and partners of GWAFC shall contribute a minimum of \$100 and \$1,000 respectively as annual membership dues or honorary membership/anonymous donations
2. Fund raising programmes
3. Donations from goodwill personalities of any amount and at any time are always welcome

## **ARTICLE X CONFLICT OF INTEREST**

### **Section I No Personal Profit or Gain**

1. No member of GWAFC or staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her affiliation with GWAFC.
2. GWAFC shall not enter into any contract or transaction with any member of the EC, officers and their immediate families while they are still in office or an organization in which an EC member, Executive, or Program Officer is holding a key position or has financial interest unless:
3. That interest is disclosed to all Board members; and
4. The EC approves, authorizes or ratifies the action in good faith; and
5. The approval is by a majority of the EC (not counting the interested EC member); and
6. Approval is obtained at a meeting where a quorum is present (not counting the interested EC member).

### **Section II Duty to Disclose**

1. An EC Member or an officer has a duty to disclose any conflicts of interest, inadvertent or deliberate, current or pending, to the board. The EC shall convene and make a ruling on the appropriateness of executing or continuing the contract or transaction. The interested party shall not be part of the convention to rule on the matter, unless as required to provide testimony and information.
2. The EC member or officer shall abide by the EC's ruling, or agree to step down from his or her position before any further activity related to the conflict-of-interest transaction takes place.

## **ARTICLE XI INDEMNIFICATION OF THE BOARD AND OFFICERS**

1. Every member of the EC, officer or employee of GWAFC may be indemnified by GWAFC against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the EC, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the EC, officer, or employee of GWAFC. However, any settlement thereof, if adjudged therein to be liable for negligence or misconduct in the performance of her/his duties shall be borne by the said EC member, officer or employee of GWAFC
2. In the event of a settlement the indemnification herein shall apply only when the EC approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the EC, officer or employee is entitled.

## **ARTICLE XI AMENDMENTS**

### **Section I Amendment**

1. Amendments are adopted at the annual meeting, or at any special meeting, if notice of the complete substance of the proposed amendment is included in the call for the meeting, or by a mail vote provided that the members have thirty (30) days to return their ballots from the date the ballots were mailed to the members by GWAFC through the Secretariat.
2. Amendments to the By-laws require a two-thirds vote of the entire membership of GWAFC for adoption.
3. If it becomes necessary, these By-laws may be amended at any regular meeting of the general assembly or at any special meeting of the general assembly, summoned for that purpose, and provided that a written notice of the proposed amendments have been given out at least fifteen (15) calendar days prior to such meeting. However, such changes would only be effective temporarily until ratified at the next annual meeting.
4. Each amendment shall contain a parenthetical notation indicating the date on which the same was adopted.

## **ARTICLE XII DISSOLUTION**

When it becomes necessary for GWAFC to dissolve, and such dissolution occurs, no EC member, officer, or members shall receive direct benefits in the form of cash assets, or anything of value. Upon dissolution of GWAFC, all assets shall be donated to a 501(C)(3) organization, as directed by the guidelines of the District of Columbia, and the Internal Revenue Code of the United State.

**ARTICLE XIII CONCLUSION**

**Be it known and accepted** that, this document, also called The By-Laws, upon approval and ratification by the GWAFC Membership, shall be the guiding laws, powers and principles by which the GWAFC shall be governed. It shall be accepted as binding upon all current and subsequent members of this organization. The approval, ratification and binding obligation is here, forthwith, demonstrated by the signature of the members present at the time of ratification and acceptance of the final reading of these Bylaws:

Sign: -----

Date: -----

**Executive Director**

Sign: -----

Date: -----

**Executive Assistant**

Sign: -----

Date:

**Member**