

CONSTITUTION AND BYLAWS

OF THE

ASSOCIATION OF ZAMBIAN ADVENTISTS IN NORTH AMERICA

CONSTITUTION

PREAMBLE

This constitution was first drafted by a Steering Committee of seven (7) members who were commissioned by Zambian Adventists residing in North America during the General conference meeting held in St. Louis in 2005, to help establish a continental body of Zambian Adventists living in North America.

It shall be understood that in the formation of AZANA, certain premises are taken for granted, chief of which is that AZANA shall reflect in philosophy and practice, the generally accepted standards of the Seventh-day Adventists (SDA) Church as confirmed officially by the General Conference and the North American Division.

ARTICLE I: NAME

The name of this organization shall be the 'Association of Zambian Adventists in North America' (AZANA).

ARTICLE II: PURPOSES

The mission of AZANA is to create a strong, vibrant, and united family of Zambian Adventists in North America, and to provide leadership to facilitate spiritual growth and enrichment among diaspora members. Additionally, AZANA will form partnerships with the Seventh-day Adventist Church in Zambia, as well as other charitable and non-profit organizations by sourcing financial and technical support for projects geared toward development of quality life improvement of the Zambian people.

ARTICLE III: TERRITORY

The territory of AZANA shall be the United States of America and Canada, which in general terms shall be referred to as 'North America'.

ARTICLE IV: MEMBERSHIP

a. General Membership

The membership of AZANA shall consist of Zambian Seventh-day Adventists residing in North America and other interested Adventists.

b. Mode of Membership

Members shall be admitted by: i) completion of membership application and ii) payment of annual membership dues.

c. Members Rights, Privileges and Obligations

It shall be the reserve of the AZANA executive board or the AZANA officers to resolve what shall constitute the rights, privileges and obligations of the members. However, such members' rights, privileges and obligations shall include, inter alia:

1. The right to attend the general assembly and the rights to participate in the discussions and voting during such assemblies.
2. The right to dissent to any AZANA resolution and the right to register any such dissent.
3. The right of eligibility to any of the AZANA positions, without any discrimination, whether by gender, race, tribe, ethnicity or age or any other, as long as the job specifications are duly met.
4. The obligation to pay any fees or provide any services as stipulated by the Executive Committee of AZANA in serving the interests of AZANA's mission and purposes."

5. The obligation to execute any other legitimate AZANA resolution in serving the interests of AZANA's Mission and purposes.

ARTICLE V: AFFILIATION

AZANA shall not affiliate itself with any other body, be that body a Church, a company, a professional association or any other institution, except as such an affiliation shall be discussed and so resolved by the AZANA Executive Board, subject to ratification by the General Assembly.

ARTICLE VI: BY-LAWS

Notwithstanding the bylaws contained herein, the executive board and the general assembly shall exercise the right to enact, amend or repeal the association's bylaws in the interests of AZANA. However, such bylaws as enacted by by the executive board shall be subject to ratification by the general assembly.

BY-LAWS

I. PRINCIPAL OFFICE

The principal office of the Association of Zambian Adventists in North America (AZANA) is fixed and located at: the Executive Secretary's Residence, currently located at 1213 NW 176th St, Edmond, Oklahoma 73012-6956.

II. ORGANIZATION STRUCTURE

AZANA shall maintain a structure outlined below, which structure outlines an order of administrative hierarchy:

- a. The General Assembly: Consisting of all members in meeting.
- b. The Executive Board: The top management team consisting of AZANA officers and presidents of all chapters.
- c. AZANA Officers: Day-to-day administrators as appointed by the general assembly.
- d. AZANA Chapter: The top management team at the chapter level consisting of the president and other chapter officers.

III. INTERNAL AUDITORS

The Executive Board shall appoint Internal Auditors who shall ensure that both the executive board and the AZANA officers run the association in compliance with AZANA's mission, purposes, goals and objectives.

IV. AZANA OFFICERS AND THEIR DUTIES

a. Composition

AZANA officers shall consist of: 1. President 2. Executive Secretary 3. Treasurer 4. Projects Coordinator 5. Chaplain 6. Social/Communication Coordinator 7. Youth Sponsor 8. Youth Representative 9. Chapter Presidents 10. ZAWI President

V. Duties

Preamble: It shall be understood that chapters shall be managed as independent legal entities, in so far as hiring, firing, legal liabilities and daily operations are concerned, in consistent with AZANA mission and constitution.

However, chapters will be expected to report to AZANA officers on issues that will help serve or foster the overall interests of AZANA's mission and purposes as expressed in this constitution.

1. President

1.1 Shall serve as the Chief Executive Officer.

1.2 Shall preside over the AZANA officers, AZANA Executive Board and the General Assembly meetings.

1.3 Shall provide the overall administration and supervision of all AZANA activities, including projects.

1.4 Shall serve as Chief spokesperson and public relator of AZANA.

1.5 Shall ensure that all AZANA officers prepare their annual plans, budgets, and reports.

1.6 Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

2. Executive Secretary

2.1. Shall take, keep and distribute minutes of the General Assembly, Executive Board and AZANA officers.

2.2. Shall act as President in the absence of the President for whatsoever reason that may necessitate such an absence.

2.3. Shall receive, keep and distribute minutes of the local Chapters.

2.4. Shall liaise with the President in ensuring that all AZANA correspondence/communication, including legal documents, are tended to and are in proper custody.

2.5. Shall be the chief instrument in organizing for the General Assembly, Executive Board and AZANA officers meetings.

2.6. Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

3. Treasurer

3.1 Shall chair the finance committee that will receive and manage all funds on behalf of AZANA.

3.2 Composition: Treasurer (Chair), President, and member without portfolio appointed by the Executive Board. These individuals will constitute the signatories for the bank.

3.3 Shall be the chief disbursement officer of all AZANA funds as provided for in the AZANA fiscal budgets.

3.4 Shall prepare all AZANA fiscal budgets, approved by the finance committee, whether current operations or capital, and shall present them for final approval by the Executive Board.

3.5 Shall prepare and present various financial statements as shall be stipulated by the General Assembly, Executive Board and AZANA Officers

3.6 Shall be in charge of executing all the necessary accounting functions on behalf of AZANA.

3.7 Shall maintain all the bank accounts that shall be approved by the General Assembly, or the Executive Board or the AZANA officers.

3.8 Shall generally be the chief financial officer of the Association who shall counsel and guide all the financial activities of AZANA.

3.9 Shall be the chief custodian of all AZANA's assets.

3.10 Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

4. Projects Coordinator

4.1 Shall chair the projects committee that will investigate, receive and propose to the AZANA officers and Executive Board, what type of projects AZANA should engage in.

4.2 Composition: Project coordinator (Chair), Treasurer, member without portfolio appointed by the Executive Board.

4.3 In liaison with the President, shall be the chief solicitations officer for resources needed to execute approved projects.

4.4 Shall provide coordination of projects approved by AZANA Executive Board

4.5 Shall actively engage in identifying and keeping records of potential donors.

4.6 Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

5. Chaplain

5.1 In liaison with other officers, the Chaplain shall draw up plans and programs that will fulfill the creation of a strong, vibrant and united family of AZANA as espoused in our mission.

5.2 Shall give the spiritual guidance and direction at all levels of AZANA.

5.3 Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

6. Social/Communication Coordinator

6.1 In liaison with the other officers, shall draw up plans and programs that will fulfill the creation of a strong, vibrant and united family of AZANA as espoused in the mission statement.

6.2 Shall perform any other duties as shall be prescribed by the General Assembly or the Executive Board or the AZANA officers.

7. Youth Representative

7.1 Shall be the voice of youth and young adults 7.2 Shall develop plans and programs to strengthen the contributions of youth and young adults in AZANA in order to create a vibrant youth presence in AZANA. 7.3 Shall perform duties as prescribed by the AZANA officers.

8. Internal Auditors

Preamble: This proposition of Internal Auditors is intended to build in an element of checks and balances within the fabric of our organization structure.

8.1. The Executive Board shall appoint internal auditors whose responsibilities will be to make objective assessments of AZANA's operations and share ideas for best practices on an annual basis. They will provide counsel for improving controls, processes and procedures, performance and risk management. The auditors will report to the Executive Board or Audit Committee.

VI. TENURE

AZANA Officers and the Executive Board shall hold office for a period of three years in line with the General Assembly's Triennial meetings.

VII. POLICY BOARDS

The General Assembly, the Executive Board and the AZANA Officers shall be the only organs empowered to make any and all official policies, rules, and regulations that shall guide the operations of AZANA. The said organs shall have the right to delegate the crafting function of such policies, rules and regulations, but shall in any case still be the only organs to adopt such policies, rules and guidelines by formal resolution on behalf of AZANA.

VIII. NATURE AND FUNCTIONS OF POLICY BOARDS

1. The General Assembly

Shall serve as the supreme body of AZANA and shall, inter alia, carry out the following functions:

1.1 Appointment of AZANA Officers, Internal Auditors, Boards, Committees, or any other worker or organ that would serve the interests of AZANA.

1.2. Removal and/or the reassignment of any AZANA appointee, including the dissolution of any AZANA organ, notwithstanding whether such an organ shall be a Board or a Committee.

1.3 The enactment, amendment, revision or repeal of the Constitution part thereof or By-law article.

1.4 Receive and approve reports from the AZANA Executive Board and Officers.

1.5 Serve as the final authority and final point of appeal on all issues involving the management, administration, arbitration, interpretation and execution of AZANA affairs.

1.6 Carry out any other functions as the General Assembly in meeting may decide.

2. The Executive Board

Except otherwise voted by the General Assembly, the Executive Board shall serve as the immediate subordinate body to the General Assembly and the immediate super ordinate body to the AZANA Officers. The Executive Board shall in essence carry both delegated and administrative authority emanating from and on the behalf of the General Assembly. As such, the Executive Board shall, inter alia:

2.1 Act on behalf of the General Assembly in between the General Assembly meetings. In this capacity, except otherwise stated, the Executive Board shall perform all functions outlined as functions of the General Assembly. This notwithstanding, the resolutions shall still be subject to the authority of the General Assembly.

2.2 Should the position of President for any reason become vacant in between General Assembly meetings, the Executive Board shall arrange for a Special meeting for the purpose of electing a new President.

2.3 The Executive Board shall arrange to meet quarterly. Other meetings in between may however be arranged as the Board may deem fit or as may be mandated by the General Assembly.

2.4 Shall perform any other functions as the General Assembly may prescribe.

3. AZANA Officers

They shall act as the active daily administrators in between the General Assembly meetings and in between the Executive Board meetings. Apart from carrying out specific functions as outlined under By-law Article IV, the Officers shall also:

3.1 Work corporately, under the leadership of the President, to ensure that the purposes of, plans and objectives of AZANA are being achieved.

3.2 Arrange for monthly meetings to present and discuss reports.

3.3 Perform any other functions as the General Assembly or the Executive Board may prescribe.

IX. MEETINGS

1. General Assembly Meetings.

1.1 Annual Meetings: AZANA shall hold annual meetings at such a time and place that the Executive Board shall designate. Such meetings shall be held for a period of at least two days, preferably during the weekend.

1.2 Notice period: Notice of the General Assembly meetings shall be given to the member chapters and special members at least three months in advance.

1.3 Agenda circulation: At least three weeks before a General Assembly meeting, an agenda shall be circulated to all member chapters and to all special members.

1.4 Quorum: At least 51% of the member chapters must be present at any General Assembly or Special meeting to constitute a quorum for the transaction of business.

1.5 Presidents to attend: It is a requirement for all chapter presidents to attend General Assembly meetings or Special meetings. In the event that the President is unable to attend, the Executive Secretary shall deputize.

1.6 Voting: Only the members present at the time of voting shall be counted in registering a resolution. Proxy voting by email or signed documents or any legal document will be accepted.

1.7 Resolutions: Resolutions shall be passed by a simple majority (51%) of the voting members at the time of voting.

1.8 Invited Attendees: The Executive Board shall reserve the right to invite non AZANA members as special attendees. Such attendees shall however be voted to attend and the General Assembly shall decide whether to accord them full or partial rights and privileges, or none of the said rights and privileges for that matter.

1.9 Minutes: Minutes of the General Assembly or the Special General Assembly, shall be circulated to the Executive Board members, AZANA Officers, Trustees and any other recipients approved by either the General Assembly or the Executive Board. Individual members shall have the right to access the minutes through their respective chapter Presidents. The said minutes shall be circulated within, but not later than, thirty days after any such meeting. Another thirty days after the first thirty days, shall be provided for objections, clarifications, corrections or any other observations, before the Executive Board shall approve such minutes and make them part of the official record of AZANA.

2. Special General Assembly Meetings

2.1 Definition: Any General Assembly meeting that does not come within the designated annual cycle, shall be designated as a Special General Assembly.

2.2 Notice period: Unless otherwise over-ruled by the Executive Board or General Assembly notice for a Special General Assembly shall be one month. Such a notice will also outline the intended agenda.

2.3 Initiation mode: A Special General assembly Meeting may be initiated by any of the following:

2.3.1 The General Assembly.

2.3.2 The Executive Board.

2.3.3 The AZANA Officers upon getting one half of the member chapters to sign in support of such a meeting.

2.3.4 Any member chapter upon getting two thirds of other member chapters to sign in support.

2.3.5 Any individual member who gets any member chapter as a sponsor, but such a member chapter so sponsoring shall fulfill the requirement of sub section 2.3.4 above.

2.4 Executive Board petition: In the event that the AZANA Officers, any member chapter or individual, fails in their efforts as respectively provided for in sub sections 2.3.3, 2.3.4 and 2.3.5 above, they shall exercise the right to petition the Executive Board. The Executive Board shall make the final decision as to whether such a special meeting should be held or not.

2.5 Special Meeting rules: During the Special meeting, all rules relating to the quorum, Presidents, voting, resolutions, invited attendees and minutes shall be as provided for in section VIII.

3. Nominating Committee.

3.1 Chapter members: Each chapter shall choose two representatives from their chapter as members of the nominating committee. Such members shall not include the incumbent President.

3.2 Executive Committee representatives: The Executive Board shall choose three members from the incumbent Board to serve as members of the nominating committee. 3.3. Code of ethics: The Executive Board shall prepare and distribute in advance a code of ethics to be observed by the nominating committee members.

4. Parliamentary procedures.

In conducting meetings, all organs of AZANA shall adhere to the professional ethics and protocols of the generally understood and accepted parliamentary procedures. Special attention shall be given to the customs, traditions, procedures and standards as generally practiced by the S.D.A. Church. At their discretion, the General Assembly, the Executive Board and the AZANA Officers, shall appoint a parliamentarian who shall give counsel and guidance during their meetings.

IX ELECTIONS

3.1 General Assembly to Appoint Officers

All AZANA officers, and any AZANA standing committees, shall be elected by the voting members during the General Assembly. Such appointed officers and standing committees shall hold their offices until the next general assembly. In the event that, for whatsoever reason(s), the General Assembly fails to appoint new officers or standing committees, the incumbent officers or the incumbent standing committees shall continue holding office until their respective successors are duly elected. In essence, the AZANA officers shall not be vacated or dissolved, but shall continue to run until the incumbent officers are duly replaced by the General Assembly.

3.2 Nominating Committee

3.2.1 Composition

The Nominating Committee shall be composed of two representatives from each member Chapter, and two representatives from the AZANA Executive Board. Such representatives shall however exclude the AZANA president.

3.2.2 Nominating Committee Chairperson/Secretary

The nominating committee shall also choose its own chairperson and secretary.

3.2.3 Tenure

The nominating committee shall conduct business only for the respective general assembly, and only for the duration of that particular general assembly. In the event that the nominating committee does not complete its business, the AZANA executive board shall complete the remaining business.

3.2.4 Inception

The nominating committee shall be formed not later than two months before the general assembly, but not earlier than four months before the general assembly.

3.2.5 Functions

- a. Shall receive 'Intent to Run for Office' petitions from interested members.
- b. Shall interview the interested prospects.
- c. Shall choose, and recommend to the general assembly, for election, names for all AZANA offices and standing committees.
- d. Where and when there are no members willing or nominated to run for office, shall nominate officers who, after such members have accepted the offices, shall be recommended to the general assembly for election.
- e. Shall perform any other functions as may be prescribed by the general assembly.

3.3 Intention to run for Office Petition

Preamble: It shall be the policy of AZANA to let all offices and standing committees, be available to members without restriction, prejudice or discrimination. To this extent, any member shall be eligible, except otherwise stated within this constitution, to aspire for any AZANA office by petitioning for the intended office. Such petitioning shall be guided by the following:

3.3.1 The prospective officers shall fill out the official petitioning form as shall be provided by the AZANA Board. Such a form shall request for, but not limited to, such information as the office aspired for, academic/professional qualifications, experience, and reasons for aspiring for the office in question.

3.3.2 The petition shall be submitted to the nominating committee chairperson not later than one month before the general assembly.

3.3.3 The nominating committee shall, at its own discretion, hold personal interviews with prospects of its choice.

3.3.4 Prospective officers shall exercise the right to campaign and advertise their candidature to the AZANA members at large. Such

campaigns and advertising, shall however, not target the nominating committee members whether individually or severally.

X AMENDMENTS, REVISIONS AND REPEALS

The Constitution and/or By-laws of AZANA may be amended, revised or repealed at any duly called General Assembly meeting. The resolution to amend, revise or repeal, shall however be so entered by a two thirds vote in favor. However, should such be the case, the members should be informed/notified 6 months before the meeting and the issues should be clearly stated.

XI DISSOLUTION

Without exclusion to the fact that some unforeseen external factors may lead to the dissolution of AZANA in ways heretofore unknown, the dissolution of AZANA shall lie in the prerogative of the General Assembly for whatever reason(s) they shall deem fit. Upon such dissolution, the same General Assembly shall decide as to how the net assets of the Association shall be disposed of, in line with the requirement of the non-profit organization status.

XII MISCELLANEOUS

Volunteer Workers: It shall be understood that all appointments for AZANA offices, in whatever capacity, except otherwise stated, shall be carried out without pay, whether in cash or kind, or whether retrogressive or accrued. The offices in AZANA shall be purely on voluntary and at will basis, with all risks in their various types and/or forms, being borne by the willing volunteer without any claimable consequence or incrimination upon AZANA.

Contracts: No one, except otherwise stated by the General Assembly or the Executive Board, shall present herself/himself as an agent of AZANA with capacity to bind AZANA in contractual obligations of any sort. All contracts shall be engaged and executed by a resolution of either the General Assembly or the Executive Committee.

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