



GPSF CONSTITUTION

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BY-LAWS

Article I - Annual National Conference

Section 1. The Annual Conference

1. There shall be an Annual National Conference which shall serve as the highest legislative body of the Foundation. The Conference shall be organized by the Executive Secretary and the Public Relations Committee and presided by the PRESIDENT.

2. Functions of the National Conference.

The main functions of the National Conference are:

1. To review and approve programs, budgets and reports of the National Board of Directors;
2. To elect the Board of Directors; and
3. To amend the Constitution and By-laws of the Fund.

3. Composition of the National Conference

The National Conference shall be attended by the ENTIRE MEMBERSHIP

Article II - Board of Directors

Section 1. Qualifications

The Board of Directors shall be elected from those individual persons duly recognized as bona fide contributors to the Foundation

Section 2. Terms of Office

1. Members of the Presidential line of the Board of Directors shall serve from the completion of the Annual National Conference at which they were elected to the next Annual National Conference. The secretary and Treasurer shall each serve a 2 year term.
2. Regional Coordinators shall serve for two years; from the completion of the National conference at which they were elected to the completion of the next 2nd Annual Regional Meeting.
3. Any member appointed to the Board to serve out a vacant term shall serve until the next Annual National Conference.

Section 3. Duties

The BOARD OF DIRECTORS shall:

1. Manage the FOUNDATION consistent with the stated purposes of Article II, Section 1, of the Constitution.
2. Set a date and location for the next Annual National Conference, at each annual meeting.



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3. Schedule general meetings for the National Cabinet and the Board of Directors.
4. Establish contribution guidelines.
5. Appoint Standing and Ad-hoc Committees.
6. Review and approve the Chairs of Standing and Ad-hoc Committees.
7. Review and approve the Budget and plan of activities submitted by each Region and committee.

Section 4. The PRESIDENT

1. Serve as the Foundation Chief Executive Officer (CEO).
2. Chair the meetings of the National Cabinet and Board of Directors.
3. Represent the organization in external affairs.
4. Prepare and submit an annual written report to the Foundation at the National Conference.

Section 5. The PRESIDENT ELECT shall:

1. Assume the position of the Chief Executive Officer if the PRESIDENT is absent or disabled, and perform all the duties of, and have all the powers of the PRESIDENT -
2. Chair the Fundraising committee and any Ad-hoc Committee as determined by the Executive Board.

Section 6. FIRST VICE PRESIDENT

1. Assume the position of the PRESIDENT ELECT if he/she is absent or disabled, and perform all the duties of, and have all the powers of the PRESIDENT ELECT -
2. Chair the Regional directors' at large committee and any Ad-hoc Committee as determined by the Executive Board.

Section 7. The Executive Secretary shall:

1. Serve as the Fund's Executive Secretary and report the minutes of all National and Executive Boards' meetings, and the Annual National Delegates Conference.
2. Oversee the production and distribution of a National Newsletter at least twice a year.
3. Promote a comprehensive electronic mail network for the Fund.
4. Oversee the production and distribution of special topic reports as directed.
5. Conduct all balloting for the Organization.
6. Prepare and submit an annual report of contributors for the Foundation at the National Conference.
7. Chair the membership committee

Section 8. The Treasurer:

1. Serve as the Fund's Treasurer and Chief Financial Officer (CFO).
2. Prepare a budget for the Fund and its activities.
3. Oversee the collection and distribution of all Funds.
4. Keep appropriate records of all fiscal transactions by the Fund.



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Article III - Finances

Section 1.

1. A Budget must be approved by the Board of Directors prior to the beginning of each fiscal year.
2. Changes to the Budget may be proposed by any Board member, and are approved by two-thirds vote of the Board of Directors present at a regularly scheduled meeting of the Board of Directors.
3. A majority vote of the Board of Directors is required to authorize spending in amounts, which exceed a particular line item of an approved Organization budget.
4. The Board of Directors shall set the contribution structure and dues for all designations and categories of contributors annually.

Article V - Meetings

Section 1. Annual MEMBERS Conference organized by the Executive Secretary and the Public Relations Committee.

1. The main functions of the Conference shall be:
2. To review and approve programs, budgets and reports of the Board of Directors. -
3. To elect the Board of Directors.
4. To amend the Constitution and By-laws of the Foundation.

Section 2. National cabinet and Board Meetings

1. The Cabinet and Board of Directors shall meet not less than two (2) times a year. 60% of the members shall constitute a quorum. -
2. A simple majority of voters present decides the outcome of any matter before the Board.
3. The Executive Secretary at the direction of the Board of Directors, shall mail each board member a notice of the meeting at least 3 months before the start of the meeting.
4. The Board of Directors shall decide the location of the National Board meetings.
5. The Board of Directors shall meet not less than four (4) times a year.

Section 3. Regional Committee Meetings

1. The Regional membership shall meet not less than two times a year. 60% of the Regional members shall constitute a quorum.
2. The Regional members meetings shall be conducted in a manner agreed upon by the members of the Region and presided over by the Regional Coordinator.
3. The Regional Coordinator and any other regional officers shall be elected at the Final Regional Chapter meeting of the year.



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Article VI - Regions

For the purposes of this Foundation, the United States of America and Canada will be divided into Six (6) Regions as follows:

Northeast:

Maine, Vermont, New Hampshire, Massachusetts, Rhode Islands, Connecticut, Delaware, New York, New Jersey and Pennsylvania.

Southeast:

Alabama, District of Columbia, Florida, Georgia, Maryland, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, U.S. Virgin Islands and Virginia.

Midwest:

Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Nebraska ,Ohio, West Virginia, and Wisconsin.

South-central:

Arkansas, Kansas, Louisiana, Missouri, Oklahoma and Texas. -

Western:

Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Oregon, Washington, Utah, New Mexico, Wyoming, Colorado, North Dakota and South Dakota.

Canada: All Provinces of Canada.

Article VII - Elections -

Section 1. Board of Directors

All Members of the Board of Directors shall be elected at the Annual National Conference. Nominations to any position on the Board may be submitted to the Executive Secretary before or at the National Conference by all accredited members.

Section 2. Regional REPRESENTATIVES

Regional REPS shall be elected by their respective Regions at their annual national conference and be seated at the conclusion of the said conference.

Section 3. Chairs of Committees

Chairs of standing committees shall be approved in a manner as determined by the board of directors at the National Conference.



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Article VII - Committees

Section 1. General Provisions

The Board of Directors shall create Committees as necessary, and initially appoint Chairpersons thereto.

Section 2. Responsibilities and Privileges

Committee Chairpersons shall:

1. Be responsible for the coordination of the organization's efforts regarding Committee issues at the national level.
2. Advise the Board of Directors on issues of concern to their Committees.
3. Represent interests of the members of their Committee to the Board of Directors.
4. Provide regular updates on the Fund activities to the members of their Committees via their electronic Committee discussion list, and/or the production of a Committee newsletter
5. A Committee Chairperson shall issue an annual report and a financial statement, if appropriate, at the Annual National conference.
6. Each Committee Chairperson shall prepare a report for each National Board of Directors meeting.
7. Committee Chairpersons shall be invited to all Board of Directors meetings.
8. Committee Chairpersons may make motions at a Board meeting.

Section 3. Standing Committees

The Board may establish the following standing committees:

1. Finance
2. PROGRAM Development;
3. MEMBERSHIP
4. Fund-Raising
5. Public Relations
6. By- Laws
7. Web site
8. News letter

Section 4. Ad-hoc Committees

Ad-hoc Committees may be established by a majority vote of the Board of Directors.

1. The chairperson of an Ad-hoc Committee shall be nominated by the Chairperson and approved by a majority vote of the Board of Directors.
2. The membership of an Ad-hoc Committee shall consist of the Chairperson, and other persons who indicate interest in serving on the Committee, unless the Board of Directors approves a specific committee membership by a two-thirds vote.



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Section 5. Program Development Committee

1. A Director at large shall serve as the Chairperson of the Project Development Committee.
 2. The Coordinator shall oversee new project development and to monitor and assess existing projects and programs.
 3. To initiate and guide project and program evaluations.
 4. To facilitate discussions about program/project priorities for the organization.
- The Committee coordinates the development and advocacy of policies and programs, and recommends action to the Board of Directors for the implementation of such policies.

Section 6.

Section 7. Fundraising Committee

1. The Fundraising Committee shall be chaired by the Vice Chairperson of the National Board of Directors.
2. The Fundraising Committee shall oversee the development and implementation of the Fundraising plan.
3. Identifies and solicits funds from contributors working with the Project Development Coordinator and the Resource Locator.

Section 8. Membership Committee

Section 9. Public relations Committee

Section 10. By laws Committee

Section 11. Newsletter committee

Section 12. Website committee

Article VIII - Removal, Vacancies And Replacement of National Board if Directors

Section 1.

A member of the National Board of Directors or a Committee Chairperson may be removed from office for malfeasance by a two-thirds vote of the National board of Directors, upon a duly presented motion.

Section 2.

Any motion for the removal will be sent by registered mail to the person who is the subject of the removal motion.

Section 3.

The subject of the removal motion will be given fifteen (15) calendar days from the receipt of the motion to resign or ask for an independent adjudication by a committee composed of one (1) person from each Region. The decision of the Committee shall be binding.



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Section 4.

A vote on removal can be taken only upon the failure to resolve the matter in accordance with Section 3 of this Article.

Section 5.

In the event that any vacancies occur on the Board, the Board shall by majority vote fill the position by appointment with thirty (30) days. Such appointed person shall assume and hold office until the next regional or national meeting, as appropriate.

Article IX - Compensation

Section 1.

The National Board shall set the level of compensation for all expenditures related to the administration of the Fund.

Section 2.

Members of the National Board of Directors shall not be paid any salary solely for being on the Board.

Section 3.

A member National Board of Directors may be reimbursed for expenses incurred on behalf of the Fund upon the approval of the Executive Board.

Article X - Indemnification

Members of the National Board of Directors shall be indemnified by the Fund for authorized actions taken on behalf of the Fund.

Article XI - Parliamentary Procedures

All procedural matters not specified herein shall be resolved in accordance with the latest edition of Roberts Rules or Order..

Article XII - Dissolutions

Assets remaining after dissolution of the FOUNDATION, and after the satisfaction of the creditors, are to be transferred to organizations which have similar purpose to the Fund, as defined in Article I of the Constitution, and which comply with Section 501 © (3) of the Internal Revenue Code of 1986, as amended.

Article XIII - Amendments

Section 1.

Amendments may be made to these Bylaws by a vote of two-thirds of voters at a National Annual Meeting or by mail ballot.

Section 2.

Amendments may be proposed by any Board member or the Board of Directors, at least sixty (60) days prior to the vote.

Section 3.

Proposed amendments must be sent in writing to all National Board members at least forty-five (45) days prior to the voting.



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RESOURCES

Article I - Name

Section 1. Name

The name of this organization shall be Ghana Physicians and Surgeons Foundation

Section 2. Corporate Headquarters

The FOUNDATION shall be incorporated as a tax-exempt, non-profit corporation.
The corporate headquarters shall be located in the state of Delaware in 2003.

Article II - Purpose

Section 1.

1. Promote post-graduate medical / surgical specialist education.
2. Promote continuous professional development in the medical and surgical disciplines.
3. Promote and coordinate education and research.
4. Contribute to the formation of policies on sound health and public health.

Section 2 : Non-Discrimination

No activities of the Fund shall discriminate against any individual or group of individuals on the basis of age, socioeconomic status, disability, ethnic or national origin, gender, marital status, political orientation, race, religion, or sexual orientation.

Article III - Membership

Section 1.

The Fund is open to all GHANAIAAN AND NON-GHANAIAAN PHYSICIANS, SURGEONS AND OTHER HEALTH CARE PROFESSIONALS) residing in North America, who support the goals and purpose of the FOUNDATION

Section 2.

DUES

Annual dues Change from \$100 to \$250 for the basic membership

Article IV - The Cabinet

1. BOARD OF DIRECTORS
2. STANDING COMMITTEES

Section 1 . Board of Directors

1. Board of Directors shall act as the policy and decision making body of the FOUNDATION and shall comprise of Board of Directors and Regional Coordinators.
2. There shall be an Board of Directors, which shall act as the executive and administrative arm of the Fund.
3. The Board of Directors shall be composed of the PRESIDENT. PRESIDENT ELECT, FIRST VICE PRESIDENT, SECRETARY, TREASURER, PAST PRESIDENT (EX OFFICIO) AND 6 DIRECTORS AT LARGE
4. There shall be six Regional Coordinators (Directors at large) who shall represent the various regions of the United States and Canada, and serve as the liaisons between their Regions and the Board of Directors



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Section 2. STANDING COMMITTEES

- There shall be 4 members of each standing committee
- Each standing committee shall be chaired by a member of the board of directors

Article V - Board of Directors

The Board of directors shall be composed of the PRESIDENT, PRESIDENT ELECT, FIRST VICE PRESIDENT, SECRETARY, TREASURER AND PAST PRESIDENT (EX OFFICIO) and directors at large

The duties and responsibilities of the members of Board of directors are outlined below.

Section 1. PRESIDENT

shall serve as the Chief Executive Officer (CEO) of the Foundation. He shall preside over the Annual Conference, all meetings of the Board of Directors AND THE CABINET

Section 2. PRESIDENT ELECT

Shall serve in the absence of the President

Section 3. FIRST VICE PRESIDENT

shall serve in the absence of the President elect

Section 4. SECRETARY

Secretary shall serve as the Secretary of the Foundation

Section 5. TREASURER

The Financial Controller shall serve as the Treasurer of the Fund.

Section 6. EX- OFFICIO- PAST PRESIDENT

Shall serve as the chairman of the standing committees.

Article VI - Amendments

Section 1.

Amendments may be made to this Constitution by a vote of two-thirds of the eligible participants voting either at an Annual National Conference or by mail ballot.

Section 2.

Amendments may be proposed by any member or the Board of Directors, at least sixty (60) days prior to the vote.

Section 3.

Proposed amendments must be sent in writing to all Board members at least forty-five (45) days prior to the vote.

Article VII - By Laws

Section 1.

The Board of Directors shall cause to be enacted By-Laws to supplement this Constitution.

Section 2.

The By-Laws may be amended by two-thirds vote of the eligible participants attending the National Conference. Amendments to the By-Laws shall take effect immediately upon passage, unless otherwise specified.



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Article VIII - Ratification

Section 1.

This Constitution shall take effect upon ratification by a majority of members.

Section 2.

Upon ratification, this Constitution shall super cede all previous Constitutions of the Fund.