

Constitution of the Darfur Community Development Organization

Article I – Name

The organization shall be known as Darfur Community Development Organization, hereafter referred to as “DCDO.”

Article II – Mission and Values

Mission Statement

Darfur is one of the regions of the world that has been experiencing brutal war for several years. Darfur Community Development Organization (DCDO) works to provide humanitarian assistance including clean water, food, medical supplies, and educational support to the disadvantaged populations and displaced children of Darfur. In addition, DCDO helps integrate former fighters into civilian society and assist in the process reconciliation – rebuilding the social fabrics which have been torn by war. DCDO acts as stewards in the mitigation of human suffering in Darfur and we do this with impartiality, neutrality, and independence.

Values

We believe that all lives have equal value and all people deserve the chance to have food, health, education, and productive lives. We have been building a network with educational institutions from the United States as well as governmental and non-governmental agencies to improve the quality of life for current and future generations for the people of Darfur.

Article III – Key Policies and Conflict of Interest

Key Policies

The DCDO has regional chapters throughout the United States. Each DCDO chapter adheres to a strict set of policies that ensure legal and ethical business operations. The Board of Trustees supervises all projects and activities of the Executive Body. The DCDO’s financial activity is regularly audited by a certified accountant to ensure the organization’s integrity and compliance with the Internal Revenue Service’s policy.

Conflict of Interest

Our Conflict of Interest Policy requires employees to disclose relationships with a potential grantee or vendor that may produce conflict with the DCDO mission. We see to provide guidance management of and resolution for any such conflicts.

Article IV – Membership

- (1) Admission as a member of the Executive Body shall by majority vote of the membership and Board of Directors at a meeting in accordance with Article VI, Sections 4 and 5.
- (2) Any member of the Executive Body may resign from the DCDO leadership upon 90 days prior Notice.
- (3) Any DCDO member may be expelled for any cause by an affirmative vote of not less than two-thirds of the full membership and Board of Directors, provided that the member in question shall have been granted an opportunity for a prior hearing at a meeting of the Board of Directors, called for that purpose.

Article V – Government

- (1) The affairs of the Executive Body shall be managed by a Board of Directors (hereafter referred to as "Board"), which shall consist of the founding members, delegates appointed by the members and elected officers.
- (2) Delegates and officers of the Executive Body must be eligible persons.
- (3) Each chapter of the DCDO, by action of its duly constituted governing body, shall appoint, from its membership eligible under section (2) above, one delegate and not more than three alternate delegates to represent it at board meetings.
- (4) It shall be the obligation of each chapter to register with the Secretary of State and adhere to non-profit organization requirements.
- (5) Each state chapter shall have one vote at a Board meeting which may be cast by that delegate in person, or in his/her absence, by one of the three alternate delegates in attendance, or by proxy given in writing.
- (6) The President may call a special meeting (upon seven days notice). Information regarding such urgent matters to be voted upon at special meetings may be circulated to the Board via email or US Postal Service, prior to voting.
- (7) Any expense item over \$2,500 not covered by the budget shall be reviewed by the Executive Body prior to presentation to the Board for a vote.

Article VI – Officers

- (1) The DCDO Officers shall be as follows: President, Vice President, Secretary, and Treasurer. Officers may be delegates to the Board (or alternates) but shall not otherwise have any voting powers at a Board meeting, except as provided in Article VI, Section 5.
- (2) The President shall be the Chief Executive Officer. He/She shall preside at all meetings of the Executive Body and Board and shall perform all executive duties pertaining to the office or as delegated to him/her by the Board. He/She may appoint and remove Chairpersons and committee members. He/She shall be ex-officio member of all committees.
- (3) The Vice President shall perform all executive and other duties pertaining to the office or as delegated to him/her by the Board. In the absence or disability of the President, the Vice President shall perform the duties of President.
- (4) The Secretary shall keep and record the proceedings of all Board meetings. He/She shall issue notices of all Board meetings, keep a record of names, and complete contact information of all members. The Secretary will also perform all other duties pertaining to the office or as delegated to him/her by the Board of by the President. In the Secretary's absence, a person designated by the presiding officer of the meeting shall act on the Secretary's behalf.
- (5) The Treasurer shall have general control and supervision of the finance of the Executive Body, including examination of financial books, accounts, and records of all officers, committees, and persons who handle financial affairs of the DCDO and its Executive Body. The Treasurer shall be responsible for acquiring and/or preparing an annual itemized budget for submission to the Board of Directors in preparation for its annual meeting.
 - a. The Treasurer shall keep full and correct accounts of receipts and expenditures and of all property of the DCDO in record books deemed legal property of the Executive Body, and shall deposit all monies received in the name and credit of the DCDO (Darfur Community Development Organization) in such depositories as he/she or the Board may designate.
 - b. The Treasurer shall, only with prior approval of the Board, disburse of cause to be disbursed, the funds of the organization and, with approval of the Board, have the authority to assign and transfer other property belonging to the DCDO.
 - c. The Treasurer shall render to the President and the Board, whenever requested by either of them, an account of all his/her transactions as

Treasurer and shall present a full financial report each year to the annual meeting of the Board.

- d. The President with the approval of the Board, may designate any member of the Executive Body to handle special funds such as providing health and educational services, special assistance to refugees, etc., and to be responsible for funding for special programs and remit any balances to the Treasurer, or notify the Treasurer of any loss. Such member shall make a complete accounting thereof to the Treasurer.
- e. Fiscal year of the Executive Body shall begin November 1 of any year and end on October 31 or the following year.

Article VII – Nominations and Elections

- (1) The President, with the approval of the Board, shall, three (3) months prior to the annual meeting, appoint a Nominating Committee, to consist of not less than three (3) members of the Board and shall designate a Chairperson thereof.
- (2) The Nominating Committee shall select from among the membership officers from the Executive Body, willing to serve on said committee. The Nominating Committee shall report its slate at the September Board meeting. The Secretary shall inform all Board members in writing no later than thirty (30) days prior to the Annual Meeting of the Board, as hereafter defined, of the names of the nominees so selected.
- (3) A minimum of 20% of – but not less than three (3) state charters may make further nomination in keeping with Section 2 above. They must notify the Executive Body and all other state charters at least ten (10) days prior to selection of the names of such nominees.
- (4) The selection of officers shall take place at the Fall meeting.
- (5) The Nominating Committee shall not be barred from nominating a member of the Nominating Committee to hold office on the Executive Body.
- (6) Nominees receiving a plurality of votes of the Board and delegates from state charters shall be admitted for consideration.
- (7) If a vacancy occurs in any office, the Board shall appoint an officer or the balance of the unexpired term.
- (8) Officers shall be eligible for re-election. A term of office shall be for one year: October 1 – September 30 of the following year.

Article VIII – Meetings

- (1) The annual meeting of the Board shall be held during a Fall month, preferably October.
- (2) The rules of the procedures to be followed at all meetings of the Board shall be in accordance with Robert's Rules of Order when not consistent with this constitution.
- (3) The President shall designate the time, place, and agenda for all Board meetings. An exception being that a meeting may be held within one month from the date of receipt by the President of a petition for a meeting signed by at least one-third, but not less than three (3) state charters and the agenda for such meeting shall include the matter set forth in the petition:
 - a. At all meetings of the Board, the quorum is 67% of all Board Members and delegates from state charters. In the absence of the quorum, the meeting shall be adjourned and the next meeting shall be allowed with any number in attendance.
- (4) In the event of a tie vote, the President shall cast the deciding vote. A majority vote shall be required to pass any resolution or motion except otherwise provided in this constitution.
- (5) Written notices of the Board meetings shall be mailed to all delegates of state charters at least ten (10) days before the meeting.

Article IX – Liability

The Executive Body hereby consents and declares that each duly elected officer, duly appointed chairperson, Board member and members of all special committees, and all elected or appointed officials in any capacity shall be deemed to have assumed office or assignment on the express understanding, agreement, and condition that each one of them and his/her heirs, executors and administrators and estate and effects respectively at all times, be indemnified and harmless out of the fund of DCDO from and against all liabilities, judgments, costs, charges and expenses whatsoever which such an officer, chairperson or member may sustain or incur in any action, suit, or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter, or things whatsoever made, done, or permitted by him/her in the execution of the duties of his/her office and also from and against all other direct costs, charges, and expenses which he/she actually may sustain or incur in relation to the duties thereof, except which costs, charges, or expenses as are occasioned by his/her own neglect or default.

Article X – Amendments

- (1) Amendments to this constitution may be acted upon at the Annual Meeting or any other meeting of the Board. Any affirmative vote of two-thirds of the full membership of the Board shall be required to amend this constitution. The text of the proposed amendment shall be submitted to all state charters and members in writing at least thirty (30) days before being acted upon.

Article XI – Dissolution

- (1) The Board may dissolve, by affirmative vote of two-thirds, the full membership. Notice of the intent shall be submitted to all members including the state charters at least thirty (30) days before being acted upon.
- (2) Upon dissolution of the Board and the Executive Body, for any reason whatsoever, any remaining property of the DCDO shall be distributed to the refugees, the needy and the poor.