



**Ghana Chapter**

# **BY-LAWS**

of the

# **Internet Society Ghana Chapter**

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**Contents**

Article I. – Name ..... 3

Article II. – Purpose..... 3

Article III. – Membership..... 3

Article IV - Board of Trustees ..... 4

Article V. – Officers..... 5

Article VI. - Duties of Officers ..... 5

Article VII. - Executive Council ..... 6

Article VIII. - Standing Committees ..... 6

Article IX. - Temporary Committees ..... 7

Article X – Meetings ..... 8

Article XI. - Disbursements and Dues ..... 8

Article XII. - Amendment and Voting Procedures ..... 8

Article XIII. - Dissolution of the Chapter..... 9

## **Article I. – Name**

1. This organization shall be called the Internet Society Ghana Chapter hereinafter referred to as ISOC Ghana.

## **Article II. – Purpose**

1. ISOC Ghana is registered in Ghana as not –for-profit organization under the laws of Ghana.
2. ISOC Ghana serves the Internet Society's purposes by serving the interests of a segment of the global Internet community through a local presence, focus on local issues and developments.
3. ISOC Ghana will serve persons who live or work in Ghana and the neighboring countries who are affiliated to the Chapter.
4. ISOC Ghana is chartered by the Internet Society. These bye-laws neither supersede nor abrogate any of the Bye-laws of the Internet Society that regulate chapter affairs.

## **Article III. – Membership**

1. The chapter shall have two classes of members: Organizational members and Individual members
2. All members of a chapter shall also be members of the Internet Society. However, membership of the chapter is not necessary for participation in activities of the Internet Society or its chapters.
3. All individuals and organizations falling within the defined scope of the chapter shall be eligible for membership without discrimination.
4. Membership in the Chapter shall be open to all ISOC members in the locality served by the Chapter upon request and payment of any local dues, as determined by the Executive Committee.
5. Student membership shall be open to all full-time students; student membership dues shall be determined by the Executive Council, but shall not exceed 75 percent of regular member dues.

#### Article IV - Board of Trustees

1. The Board of Trustees of ISOC Ghana shall consist of not more than ten Trustees unless and until such number is changed by action of the Board of Trustees. Each Trustee appointed or elected shall hold office for a term of three years, except when some shorter term is specified by the Board of Trustees with respect to the appointment or election of a particular Trustee.
2. The President shall serve ex-officio as a non-voting Trustee.
3. With the exception of the President, all Trustees shall be elected or otherwise selected by a constituency to be defined by a resolution of the Board or shall be appointed by the Board.
4. Any vacancy which arises because an elected or appointed Trustee has ceased to serve may be filled by appointment by the Board for the remainder of that Trustee's term.
5. All Trustees appointed by the Board shall be by the affirmative vote of at least two-thirds of the members of the Board of Trustees then in office.
6. The Board shall seek to have among the Trustees, representative individuals from industry, from educational and nonprofit organizations and from government.
7. A Trustee may serve additional terms provided that the number of successive terms shall not exceed two.
8. The Trustees shall not receive any compensation (apart from reimbursement of expenses) for their services as Trustees, but this shall not preclude reasonable compensation for services rendered to the Society by a Trustee in some other capacity
9. The affairs of the Society shall be directed by its Board of Trustees. The President of the Society shall submit to the Board, at least one month prior to the beginning of each fiscal year, a budget for the Society's coming fiscal year, for the Board's consideration and approval.
10. Meetings of the Board of Trustees shall be held at least twice annually and at any place designated by the Board but special meetings of the Board of Trustees may be called at any time by the Board or by the Chairman, or by the President of the Society, or by a majority of the members of the Board of Trustees then in office.

11. Any or all of the Trustees may participate in a meeting of the Board of Trustees, or of a committee of the Board, by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting.

12. Actions of the Board of Trustees, whether taken at a meeting or otherwise, shall be duly recorded in minutes and retained in the Society's records

#### **Article V. – Officers**

1. The officers of this Chapter shall be: President, Vice President, Secretary, and Financial Controller.
2. The officers shall be elected at the bi-annual Election (or Business) meeting on an election year. They shall take office after being sworn-in at the Annual gathering of members and serve for a two year term.
3. The Chapter's election shall be held at the last or next to last meeting of the Chapter's fiscal year or by open ballot with the results announced at the Election meeting. This is to provide for or a period of transition from the outgoing Executive Council to the incoming Council.

#### **Article VI. - Duties of Officers**

1. The President is the principal officer and is responsible for leading the Chapters and managing its activities in accordance with the policies and procedures of the Internet Society and these bye-laws. The President shall preside at all meetings of this Chapter and of its Executive Council.
2. In consultation with the Chapter's elected officers, the President shall appoint all members of standing committees of this chapter and all Committee chairpersons and submit it to the board of trustees for approval.
3. The Vice-President shall preside at meetings in the absence of the President.
4. The Secretary shall keep the minutes of all Chapter and Executive Council meetings. Other duties of the Secretary include:

- a) Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual Gathering of Members.
- b) Preparation of the Chapter's Activity Report and submission of this report to ISOC Headquarters.
- c) Notification to ISOC Headquarters of any changes in the elected officers of the Chapter.
- d) Submission of any proposed amendment to the Internet Society Vice-President of chapters for approval.

4. The Financial Controller shall oversee all financial transactions of the Society, including collection of dues, pay all bills, and maintain the Chapter's financial records. He shall work with a finance committee in the performance of his duties. Duties of the Financial Controller shall also include:

- a) Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual Gathering of Members.
- a) Completion and submission of the Annual Financial Report to ISOC Headquarters.

#### **Article VII. - Executive Council**

1. The Executive Council shall consist of the present Chapter officers, the immediate Past President, the Chairpersons of the Chapter's standing committees and up to Members-at-Large.
2. The term of the members of the Council shall coincide with the terms of the officers. They shall take office on the first day of the fiscal year and serve for one year.
3. The Executive Council shall not receive any compensation (apart from reimbursement of expenses) for their services as executives, but this shall not preclude reasonable compensation for services rendered to the Society by a Trustee in some other capacity

#### **Article VIII. - Standing Committees**

1. The Standing Committees (SC) of the Chapter shall be Programs and Communication, Education, Membership, Technical and Projects
2. Each SC shall have a chairperson who shall preside over all SC meetings and steer the SC to achieve its goals, a vice-chair who will deputize in the absence of the chair and at least three other members.

3. The SC shall be assigned responsibilities as defined below and shall report on their activities quarterly to the President.
4. The Finance Committee shall be chaired by the Financial Controller and shall be responsible for all financial transaction of the chapter including, preparing statement of account, collection of dues, project financials etc.
4. The Program & Communications Committee shall plan and make arrangements for all the Chapter's meetings in accordance with the membership's interests and the aims of the Chapter as set forth in Article II. The Committee shall also be responsible for developing a communication strategy for the chapter and shall be responsible for its implementation. . The SC will also communicate to the general public any activities of ISOC Ghana and shall be responsible for all press activities including social media, update of the website and prepare formal reports and articles for the Internet Society.
5. The Education Committee shall be responsible for providing and distributing information related to the Internet and its technologies to individuals and to public and private organizations, including governments and to promote the development of self-sustaining communities able to effectively deploy and exploit local and regional education and training resources.
6. The Membership Committee shall be responsible for membership development and activities, including setting up sub-chapters and design program to encourage active participation of members and sub-chapters in the activities of the chapter.
7. The Technical & Projects Committee shall be responsible for designing projects that will further the objectives of Internet Society, implement them as well as all other technical capacity building programs and new technical projects. They will also research and develop new applications and programs for the local community. The committee will work with the education committee to implement projects.

#### **Article IX. - Temporary Committees**

1. On the advice of the Chapter Executive Council, the President may appoint such temporary committees as appropriate.
2. A Nominating Committee, consisting of at least three members of this Chapter, at least two of whom shall not be members of the Executive Council, shall be appointed by the Chapter President at least two months prior to the Election meeting on an election year to organize the election.

3. The Committee can also be responsible for identifying people who may serve on the various committees.

4. An Audit Committee shall be appointed by the Chapter President at the close of the fiscal year to assure the accuracy of the accounting of the Chapter's funds for the year. This Committee should also verify the accuracy of the Financial Report prepared by the Financial Controller for submission to ISOC.

### **Article X – Meetings**

1. The Chapter shall hold meetings only in places that are open and accessible to all members of the Society. Meetings shall be held as planned by the Program and Communications Committee.

2. The Annual gathering of members meeting shall be held at the last meeting of the program fiscal year. At this meeting, the Secretary and Financial Controller each shall present a report.

3. Notices of the place and time of all meetings shall be distributed to all members at least one week prior to any meeting, by Internet mail or by oral, telegraphic, or other written notice, duly served on or mailed.

4. The Chapter shall have two meetings annual for the purpose of discussion of the business of the chapter. The chapter will have meeting through its activities such as social evening events that will be held quarterly.

5. The Executive Council will meet quarterly to review progress of the chapter at location to be decided by the Executive council.

### **Article XI. - Disbursements and Dues**

1. Disbursements from the Treasury for Chapter expenditures shall be made by the Financial Controller with authorization of the Executive Council and shall be included in the minutes of its meetings.

2. Dues shall be fixed annually by the Executive Council.

### **Article XII. - Amendment and Voting Procedures**



1. All proposed changes to these Chapter Byelaws shall have been approved by the Vice - President of Chapters before being presented to the Chapter membership for a vote.
2. No official business of the Chapter shall be conducted unless a quorum of the Chapter is present.
3. A quorum of the Chapter shall be defined as 30 percent of the voting membership of the Chapter or at least 40 members, whichever is greater.
4. A simple majority of the members present and voting shall be required to carry a motion.
5. To vote on the Byelaws, the Chapter should have a quorum (50% of the members present unless specified otherwise) and the action will be passed by a plurality of affirmative votes (majority of those voting yea or nay.)
5. Officers will be elected by a plurality of votes cast. If the election is conducted by mail ballot, sufficient ballots must be returned to have constituted a quorum.

#### **Article XIII. - Dissolution of the Chapter**

1. Dissolution of this Chapter by consent of the members shall consist of an unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.
2. Should this Chapter be dissolved, its assets shall be transferred to Internet Society.
3. Any remaining funds will be transferred to the Internet Society