

# CHRISTIAN HEALTH ASSOCIATION OF LIBERIA (CHAL)



## CONSTITUTION AND BY-LAWS

(Amended 30 Nov 1994 & revised 7 Aug 1997, 25-26 May 2011 & 4 April 2016)

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CHRISTIAN HEALTH ASSOCIATION OF LIBERIA (CHAL)

(Amended 30 Nov 1994 & revised 7 Aug 1997 & 25-26 May 2011)

Montserrado, Sinkor, 12<sup>th</sup> Street, Fiamah Coleman Avenue

## **PREAMBLE:**

We the individual Christians resident in the Republic of Liberia and Christian Institutions and establishments of the Republic of Liberia engaged in the delivery of medical care and health services to the people of Liberia and/or generally interested in medical care and health services of the people of Liberia, moved by the desire to further the healing ministry of our Lord Jesus Christ, to establish an institution and forum to facilitate cooperation among and between us, to consolidate our various efforts and exchange ideas and information on the medical and health problems facing the people of the Republic of Liberia, do hereby constitute and hereby organize ourselves into an Association for the purposes and objectives hereinafter enumerated.

## ARTICLE 1

### **NAME OF THE ORGANIZATION:**

The Association shall be known and styled the **CHRISTIAN HEALTH ASSOCIATION OF LIBERIA**, commonly referred to as "CHAL" with headquarters in the city of Monrovia, County of Montserrado, Republic of Liberia.

## ARTICLE 2

### **OBJECTIVES:**

Section 1: The Objectives of the Association shall be as follows:

- a) To provide and encourage the highest *quality, affordable and accessible* Christian Health Care for the benefit and welfare of all the people in Liberia.
- b) To engage in joint planning and cooperation with the government of Liberia *as well as with other national and international* organizations for the purpose of gathering and sharing information, developing strategies and sharing available health and other resources.
- c) To identify and define common health *and resource* needs and to co-ordinate and support efforts in meeting those needs. This may include, but shall not be limited to the following:
  - A Christian approach to holistic primary health care
  - Group purchase of medical supplies
  - Maintenance of an emergency drug stock
  - Conferences, seminars and workshops
  - Joint training and orientation of personnel
  - Donor seeking and grant administration
  - Facilitation and co-ordination of relationship of the members with the government of Liberia *as well as with other national and international organizations*
  - *Plan advocacy role between member institutions and the GoL as well as national and international organizations*
  - *Collaborative actions by members in emergency situations (i.e. flood, war, armed disaster)*

Section 2

Without limiting the interpretation of this section, nothing in Section 1 of Article 2 is intended to prohibit, bar, restrain or otherwise stop the Association from engaging in or undertaking any program or activity appertaining to its objectives of which similar organizations are generally allowed to engage in.

### ARTICLE 3: MEMBERSHIP

Section 1: There shall be four categories of membership in the Association as follows:

1. Full Institutional Members
2. Full Individual Members
3. Associate Institutional Members
4. Associate Individual Members

Section 2 **Full Institutional Members** shall include the following:

- Health Service Facility – Hospitals/Clinics/Health Centers

In order to qualify for membership in this category, the following criteria must be met:

- Health facility must be accredited and registered with the Ministry of Health and Social Welfare (MoH&SW)
- Institution must be owned/operated by Christian Churches or Christian Church Institutions and not for profit

Section 3 **Full Individual Members** In order to qualify for membership in this category, the following criteria must be met:

- Professional health workers with active license
- Must be a Christian actively affiliating with a church that is a member of the Liberian Council of Churches (LCC), the Association of Evangelicals of Liberia (AEL), or a recognized International Christian Church/Organization
- Must be working in the provision of health care services
- *Must be willing to promote the vision, the mission, the objectives and the core values of the Association.*

Section 4 **Associate Institutional Members** In order to qualify for membership in this category, the following criteria must be met:

- *Christian Health training institutions promoting health care and the objectives of the Association.*
- Christian church or owned and operated by a church or church-related organization and not for profit.
- *Christian denominations and churches that have healing ministries (Hospitals/clinics) that are members of LCC, AEL, or a recognized International Church/Organization.*
- *Health Training facility must be accredited and registered with the Ministry of Education (MoE)*

Section 5

**ASSOCIATE INDIVIDUAL MEMBERS** include:

- Christian actively affiliating with a church that is a member of the Liberian Council of Churches (LCC), the Association of Evangelicals of Liberia (AEL), or a recognized International Christian Church/Organization
- Interested in promoting health, however, not a health professional and/or not working in a health facility; and
- *Must be willing to promote the vision, the mission, the objectives and the core values of the Association.*
- *Non-professional persons in the provision of health services or working with a full or associate institutional member.*

Section 6

Except for members of the Association as at the date of the coming into force of this Constitution, any person or Institution shall acquire membership by applying therefore, by filling an application form with the Executive Director of the Association and providing any and all other information and references which the Board of Directors by regulation or resolution, might require. The Board of Directors shall pass upon each application for membership *with two-thirds (2/3) majority* vote of the total membership of the Board of Directors can approve any application for membership. The Executive Director shall thereafter advise the applicant of the decision of the Board of Directors.

Section 7

*Membership into the Association shall be evidenced by a certificate to institutional members while ID cards to individual members renewable annually based upon payment of dues.*

Section 8

The right to hold office, to vote, or to serve the Association in any capacity shall be open to all categories of members.

#### ARTICLE 4

##### **ELECTIONS AND TERM OF OFFICE:**

Section 1

All officers of the Association shall be elected at the Annual General Meeting (AGM) of the Association and inducted into office at that very meeting by the outgoing Board President or a designated person to perform this function.

Section 2

Every officer shall be elected by a simple majority vote of those members present and voting and each officer shall serve for a period of two years while non-officers serve for a period of three years. Provided however that no officer shall be eligible to stand for or canvass for any office which he or she has held for two consecutive terms.

Section 3

Only members in good financial standing, i.e. payment of membership dues and other financial obligations to the Association, and attending the annual General Meeting (AGM) and which elections shall be held, will be entitled to vote.

Section 4 Only members in good financial standing, i.e. payment of membership dues and other financial obligations to the Association, and visibly active in the affairs of the Association shall be eligible to hold office in the Association.

Section 5 All elections shall be held by secret ballots, conducted and supervised by an ad-hoc elections commission appointed by the Board.

#### ARTICLE 5

#### **ANNUAL GENERAL MEETINGS AND FUNCTIONS:**

Section 1 The Annual General Meeting (AGM) shall be the supreme organ of the Association and shall consist of all categories of institutional and individual members with the following functions:

- Set general policies and guidelines for the operation of the association and approve the annual program of activities as presented by the Board of Directors for the ensuing year;
- Receive and deliberate on all reports of all elected and appointed officers and other functionaries of the Association and make recommendations and suggestions for the general improvement of the functions of said officers and persons;
- Impose assessments on the membership for the purpose of financing any program, undertaking or activity of the Association;
- Elect officers of the association and all additional standing representatives of the individual and institutional membership for the Board of Directors as provided for in this Constitution; and
- Exercise the power of impeachment of elected officers and removal of any other functionary from office.

Section 2 **The Annual General Meeting (AGM) shall convene for business at least once each year in the first quarter of that year and all members of the Association are vested with the right to attend meetings, fully participate in deliberations, exercise and enjoy all other rights and privileges.**

Section 3 Voting representation at the Annual General Meeting (AGM) of the Association shall be as follows:

- a) Hospital: three (3) voting representatives each
- b) Clinics : one (1) voting representative each
- c) Churches one (1) voting representative each
- d) *Health Training Institutions* one (1) voting representative each
- e) Individuals one (1) voting representative each

Section 4 Each institutional member shall clarify to the Executive Director in writing at least four (4) weeks before the Annual General Meeting (AGM) the name of the

representatives to the Annual general Meeting with the person (or persons) to vote.

Section 5 All members shall vote for the President, Vice-president and Secretary/Treasurer while each category of member will vote for its representative to the Board.

Section 6 The quorum for the Annual General Meeting (AGM) shall be 51% of the total membership in good standing.

ARTICLE 6  
**OFFICERS OF THE ASSOCIATION:**

SECTION 1 The officers of the Association shall be a President of the Board, Vice-President, Secretary/Treasurer, and Executive Director, Program Manager and Financial Manager.

- a) President
- b) Vice President
- c) Secretary/Treasurer
- d) Executive Director
- e) Program Manager
- f) Financial Manager

Section 2 All officers except for those of the Executive Director, the Program manager and the Financial Manager shall be elected by the Annual General Meeting (AGM) of the association in keeping with Article 7 of this Constitution.

Section 3 The President of the Board shall be the head of the Association vested with the responsibility, power and authority to perform the following:

- a) Presides over the Annual General Meeting (AGM) of the Association and the Board of Directors and shall be the official spokesperson of the Association;
- b) Performs all other duties and responsibilities and exercises such other powers and authority as are generally appertaining, related to and/or incidental to his/her office.

Section 4 The Vice President of the Board shall be the principal assistant to the President, performing those duties and responsibilities assigned to him or her by the President and cooperating with the President in the discharge of the President's duties and responsibilities.

The Vice President of the Board shall serve as acting President in the event of sickness, absence, resignation, removal from office, death or any other inability of the President to serve until a new President is elected.

If neither the President nor Vice President is present at a meeting, the Board shall elect an interim President for that meeting.

Section 5 The Secretary/Treasurer shall be responsible for the archives and documents of the Association and shall be vested with the responsibility and authority to perform such work as is generally appertaining to the office of a secretary for organizations of like nature and objectives.

Section 6 The Executive Director shall implement and execute Board's approved plans, policies and procedures; conduct all correspondence as directed by the Board and shall be responsible for sending notices and agendas of meetings.

Section 7 Any senior manager shall be the principal assistant to the Executive Director and shall serve as acting Executive Director in the absence of the Executive Director with all the power and authority accorded the Executive Director.

### **Article 7 BOARD OF DIRECTORS:**

Section 1 There shall be a Board of Directors which shall consist of 15 persons including the President, Vice President and Secretary/Treasurer, with voting and non-voting members as follows:

- a) *Two (2) elected representatives from Hospital members*
- b) *Three (3) elected representatives from Health Centers/Clinics*
- c) *One (1) health training institute*
- d) *One (1) full/associate individual member*
- e) *One (1) LCC representative*
- f) *One (1) AEL representative*
- g) *One (1) MoHSW representative*
- h) *One (1) outside renowned/influential personalities (Christian & with Church membership w/LCC and/or AEL)*
- i) *One (1) Member of the National Bar Association*
- j) *One (1) Member of the Bankers Association of Liberia*

Ex-officio members without a vote:

- a) The Executive Director of the Association
- b) The Finance Manager

Section 2 The Board of Directors along with the Secretariat shall formulate and recommend general policies, guidelines and annual work programs to the Annual General Meeting (AGM) for its consideration and approval.

- Section 3 The Board of Directors is also vested with the power and responsibility to receive and deliberate on all reports submitted in keeping with any provision of this Constitution or otherwise sent or required during the recess of the Annual General Meeting (AGM)
- Section 4 The Board of Directors shall by a 2/3 majority vote of its full membership suspend any officer or other functionary of the Association or impose any other disciplinary measure for an act of conduct or malfeasance, misfeasance and/or nonfeasance pending impeachment proceedings at the next general meeting, if applicable. The Board of Directors shall also have the power to command the appearance of other functionary of the Association for reporting and/or investigation on and into his or her duties and responsibilities to the Association.
- Section 5 The Board of Directors must *review & approve* the Association's yearly budget before it is submitted to the general membership for its information.
- Section 6 The Board of Directors shall assist upon approval of the budget the Secretariat in seeking sources and raising resources (funding) in support of the budget.*
- Section 7 *The Executive Director shall solicit applications from at least three (3) recognized and credible accounting firms for onward submission to the Board for review & selection. The Board of Directors shall appoint external auditors to audit the finances of the association and make recommendations for more effective management and control.*
- Section 8 The Board of Directors shall undertake and perform all other duties and responsibilities as are generally appropriate and appertaining to it to ensure the smooth, effective and viable functioning of the association during the recess of the annual General Meeting (AGM).
- Section 9 The Board of Directors shall appoint the Executive *Director* of the Association. The Program Manager, the Financial Manager and *all other staffs shall be recruited by the Executive Director with the approval of the Board of Directors.*
- Section 10 The Board of Directors shall *meet quarterly, except in case of emergency when it shall meet* as often as is reasonably practical and feasible.
- Section 11 In no case should it fail to meet at least once in each quarter and 51% of its members shall constitute a quorum for deliberations.*
- Section 12 The Board of Directors shall establish its own rules of procedure and have such further powers and duties as may be prescribed in the by-laws

## **FINANCES:**

- Section 1 All funds received by the Association shall be deposited promptly in such accounts as may be approved by the Board of Directors. The Board of Directors shall arrange for their disbursement in accordance with duly authorized vouchers. The Board of Directors may give signatory powers to others responsible to the Board of Directors to facilitate his or her work.
- Section 2 The Secretary/Treasurer shall be a signatory to the Association's accounts and the Board of Directors must approve all signatories, maintain financial accounts and must approve any non-budgeted expenditure in excess of \$2,500. (Two thousand five hundred U.S. Dollars)
- Section 3 The financial records of the Association shall be audited annually by Certified Public Accountants to be selected by the Board of Directors. The report of this audit shall be published annually in an official publication of the Association.
- Section 4 All individuals having access to the Association's assets and/or accounting records shall be covered by a fidelity bond to be purchased by the Association.
- Section 5 The Treasurer shall monitor the financial affairs of the Association and shall report on the financial status at all regular meetings of the Board of Directors and the Annual General Meeting (AGM).

## Article 9

### **AMENDMENTS:**

- Section 1 Proposed amendments to the Constitution shall be submitted to the Board for review and approval. Board approved amendments must be circulated at least 30 days prior to the Annual General Meeting (AGM) and must be passed by a 2/3<sup>rd</sup>s majority of voting members.
- Section 2 The Board of Directors disapproved amendments must be presented at the Annual General Meeting (AGM) as part of the President's report. Board unapproved or disapproved amendments may be passed by a 3/4 majority of voting members.

**Christian Health Association of Liberia**  
**By-Laws**

**Article I**  
**Membership**

- Section 1: The membership criteria for the four (4) categories of membership as stated in Article III, Sections 1 and 8 of the Constitution stands as it is.
- Section 2: To become a member in and of the four (4) categories of membership, you must fulfill the following requirements:
- 1) Fill the appropriate application form.
  - 2) Give name of parent institution, Pastor and affiliated churches as reference.
  - 3) *For individual members, provide name, church affiliation with professional background*
  - 4) Submit form to Secretariat and Membership committee for review and recommendation and submission to the Board for approval.
- Section 3: Each and every category of membership shall be entitled to the following benefits as well as expected from the Association:
- 1) Free copy of newsletter
  - 2) Use of library facilities
  - 3) Eligible to serve on the Board and standing committees where so elected
  - 4) Purchase of drugs and medical supply if applicable to specific membership category
  - 5) Attend Annual General Meeting (AGM) and professional meetings
  - 6) Serve the Association in any capacity when called upon.
  - 7) *Eligible for opportunity to represent the Association at fora in and out of Liberia*
- Section 4: In return for benefits derived from membership or for services rendered, members may elect to discharge their obligations to the Association through fees, donations and any other as established by the Board, instead of, or in addition to, the dues specified in Article II, Section 3.

*Member Obligations to CHAL include:*

1. *Submit statistics, annual & other reports in a timely manner*
2. *Submit articles for the newsletter*
3. *information sharing*
4. *attend all meetings (i.e. AGM, Mid-Year, Constituency meetings)*
5. *to serve on standing and other committees*

**Article II  
Dues**

- Section 1: As to the date of these By-Laws there is no exemption from payment of annual membership dues to the Association.
- Section 2: The Board shall establish a schedule of dues for the Association membership for all categories of membership subject to approval by a two-thirds vote of the membership at the Annual or Mid-Year Meetings.
- Section 3: The due for sustaining members shall be set according to category of membership by the Board, subject to approval by two-thirds vote of the Annual General Meeting (AGM) and the minimum dues for individual member shall be (US Dollars) while the minimum fee for institutional member shall be (US Dollars). Said dues shall be paid at the beginning of the financial year.

*Minimum Dues Annually:*

- *Denominations.....US\$400.00*
- *Hospitals.....US\$400.00*
- *Health Centers.....US\$200.00*
- *Clinics.....US\$150.00*
- *Health Training Institutes.....US\$100.00*
- *Individual Churches.....US\$100.00*
- *Individuals.....US\$20.00*

**Article III  
Discontinuation of Membership**

- Section 1: Non-payment of dues shall be a cause for *suspension* of membership of any category of members after a *grace period of 3 months*, provided the members in arrears have been notified prior to expiration of the grace period by the Executive Director by mail or any other means.

Members whose membership has been *suspended* for non-payment of dues may be reinstated, provided such persons or organizations comply with the membership requirements then in effect.

*Failure for member to pay requested dues shall warrant expulsion after three (3) written warnings*

- Section 2: If in the opinion of the Board any member of the Association conducts himself or herself *or itself* in a manner as to reflect discredit upon the Association, his or her membership or affiliation with the Association shall thereupon be terminated *by a two-thirds (2/3) majority vote*. *The terminated member may appeal to the AGM for reconsideration of the Board's decision*

Section 3: Upon recommendation of the Membership Committee and the Secretariat to the Board, the Annual General Meeting (AGM) may discontinue the membership or affiliation of any institutional member. Three-fourths of the votes cast shall be required for such action.

#### **Article IV Publications**

Section 1: All major publications of the Association such as the annual report and audit reports shall be issued under the direction of the Board.

Reports, declarations, or statements, not involving standards, emanating from any section/department, committee and the Board may be published under the name of the responsible section/department, committee, provided that such report, declaration or statement is approved for publication by the majority of the members of the responsible units, or by referee mutually agreed upon by the President of the Board and the responsible section unit.

Section 2: The quarterly newsletter of the Association shall be the official publication of the Association until otherwise stated.

Section 3: The Board shall appoint a Publication Committee of not less than five (5) members to serve at the pleasure of the Board, to foster development and revision of books, and other professional and educational publications by the Association.

#### **Article V The Board of Directors**

Section 1: In addition to those prescribed in the Constitution and in these By-Laws, the Board of Directors shall have the following power and duties:

- 1) To plan methods for the procurement of funds
- 2) To *review* & approve budgets for the Association's work and to publish summaries of the budget in the official publication of the Association promptly after the adoption
- 3) To conform to the policies of the Annual General Meeting (AGM) in the conduct of its work
- 4) During the intervals between meetings of the Annual General Meeting (AGM), to possess and exercise all powers of the AGM in the management and direction of the business and professional activities of the Association in all cases in which specific directions have not been given by the AGM.
- 5) To appoint members and designate the Chairpersons of the Standing Committees, the Executive Director of the Association.
- 6) To transmit a report of its proceedings and transactions to the AGM at the annual meeting.

**Article VI**  
**Nomination & Election of Officers**

- Section 1: There shall be a committee of the Annual General Meeting (AGM) to be known as the Nominating Committee for the Association's officers composed of the President of the Board and six (6) members chosen from the AGM. The Committee shall serve from the time of its election until it shall have read its report at the first regular session of the next Annual General Meeting (AGM).
- Section 2: Not less than thirty (30) days prior to the Annual General Meeting (AGM), the Nominating Committee shall submit to the membership of the AGM either by mail or publication in the official newsletter names of one or more nominees for each of the offices of President, Vice President, Secretary/Treasurer, and for each of the vacancies among the elective members of the Board including those whose terms are expiring at the close of that annual meeting. All nominees shall be selected from among the membership of the Association.
- Section 3: The election of officers and elective members of the Board shall be held at the last session of the AGM scheduled to be held during the annual meeting.
- Section 4: Removal: Any or all of the Directors may be removed, with or without cause by a vote of the membership. Any Director may be removed for cause by action of the Board.
- Section 5: Vacancies: Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, failure of the membership to elect the whole Board at an election of Directors or for any other reason, including removal of Directors for cause may be filled by vote of the membership.
- Section 6: There shall be a staggering of terms for the officers and non-officers.*

**Article VII**  
**Standing Committees**

*All standing committees shall be headed by Board Members. With the exception of the Executive Committee, all committees are advisory to the Board of Directors.*

- Section 1: Standing Committees are those committees which are necessary for the continuing effective operation of the Association and which are charged with the responsibilities for internal organizational and/or administrative affairs of the Association. The Board, with the approval of the Annual General Meeting (AGM), shall establish and shall prescribe the responsibilities and size of the standing committees of the Association which shall include but not be limited to the following:

1) Committee on Constitution and By-Laws

This Committee shall be responsible for maintaining constant review of the Constitution and By-Laws in order to recommend modifications as changing policies of the membership make such modifications necessary; to receive recommendations from any member of the Association regarding possible changes; to analyze and submit them where desirable for action by the Annual General Meeting (AGM); and to review proposed amendments to that Constitution and By-Laws for constancy and format.

2) Committee on Membership & Liaison

This Committee has a responsibility to assist in organizing the Association's membership. *See the terms of reference.*

3) Administrative/Finance Committee

This Committee is the principle administrative arm to the Board which shall work closely with the Secretariat to carry out the following:

- a. Review administrative issues and policies covering budget, audit reports, financial reports, resource mobilization strategies and make preliminary decisions to be recommended to the full Board by the Executive Director. Other duties may be assigned on a case by case basis to this Committee which shall include job descriptions, staff appraisal for Executive Director and evaluation, etc.
- b. *Preparation of budget*
- c. *Monitoring the budget*
- d. *mobilizing resources*
- e. *monitoring financial spending*

4) Program Committee

This Committee is charged with the responsibility of reviewing and evaluating all grant proposals being submitted by the Association for funding and a midterm review of grants that have been implemented working in close collaboration with the Executive Director.

Section 2: Executive Committee

The Executive Committee of the Board consisting of the President the Vice President, Secretary/Treasurer, and three (3) other Board members with the Executive Director and the Finance Manager as ex-officio.

An Executive Committee meeting may be called by the President or the Executive Director or at the request of three Board members.

Quorum for an Executive Committee shall exist if either the President or Vice President is present and at least two other Board members.

The Executive Committee shall meet and discuss issues which are of importance, and make preliminary decisions in the absence of the full Board. These

deliberations will however be presented to the full Board for final approval at its regular meeting.

### **Article VIII Departments of the Secretariat**

The Association has a Secretariat consisting of *three (3)* departments (*Administrative, Holistic Health, Finance*) headed by managers who form the Management Team. The Management Team is headed by the Executive Director who is responsible for the day to day managerial responsibilities of the Association.

The Secretariat consists of three (3) major departments. The Secretariat is headed by an Executive Director as assisted by any senior manager. The Administrative Department is headed by an Administrative Manager; the Holistic Health Care Program Department is headed by a Program Manager; and the Financial Department is headed by a Financial Manager.

*The Executive Director, including all the Secretariat Staff is hired, appraised etc. according to the Labor Law of the Republic of Liberia.*

*Duties and responsibilities of the Secretariat staff shall be inscribed into the By-Laws.*

### **Article IX Fiscal Affairs**

Section 1: Fiscal year of the Association shall be of such period of twelve (12) (*January – December*) consecutive months as the Board of Directors may by resolution direct.

Section 2: The Executive Director shall supervise and collaborate with the Financial Manager and the Secretary/Treasurer in the preparation and submission of a budget for the Association *in the 11<sup>th</sup> month of each current year* for each fiscal year and said budget must be *reviewed &* approved by the Board of Directors *in the 12<sup>th</sup> month of each current year.*

Section 3: The Association shall adhere strictly to budgetary appropriations and no expenditures or other disbursement of the Association's funds will be made unless budgeted for or unless the Board of Directors shall by resolution direct.

Section 4: The Board of Directors shall by resolution set signatures of the Executive Director on the one hand as signer and either the Financial Manager or the Secretary/Treasurer on the other hand as co-signer. In the absence of the Executive Director, the President shall sign all disbursements of funds as signer with the Financial Manger or the Secretary/Treasurer.

Section 5: The Executive Director shall supervise and collaborate with the Secretary/Treasurer and Financial Manager in submitting to the Board of Directors an income/expense statement to be received by each member of the Board on a Quarterly basis. The Executive Director shall also supervise and collaborate with the Financial Manager and Secretary/Treasurer in submitting to the Board of Directors at the close of each fiscal year a detailed financial statement of the Association to be received by each member of the Board.

## **Article X Meetings of the Association**

Section 1: **General Meetings**  
There shall be one general meeting of the Association to be known as the Annual General Meeting (AGM) which shall be held each year at a time and place designated by the Board, provided that the general membership has been informed of said meeting.

The Board or the Annual General Meeting (AGM) may by voting at a regular meeting or by mail, agree that the AGM cannot be held and provided further that in case of emergency, the Board may defer any Annual General Meeting (AGM) for a period not to exceed three (3) months.

Section 2: There shall be one (1) professional meeting of the Association to be known as the Mid-Year *Scientific* Meeting to be held during the sixth month of the calendar year. This could be deferred but not to run into the following or new calendar year. All rules of the Annual General Meeting (AGM) shall be applicable to this meeting except for that of election of officers.

Section 3: The Board shall meet at least four (4) times a year and also have special called meetings of the Board with all rules of regular Board meetings being applicable.

Section 4: The representative on the Board from Hospitals, *Health Centers*/Clinics, churches, *health training institutions* shall meet with their respective units or constituencies at least four (4) times a year.

## **Article XI Amendments**

Section 1: These By-Laws may be amended by a two-thirds vote of those voting on the membership during the Annual General Meeting (AGM), provided that forty-eight (48) hours prior written notice thereof has been given. The By-Laws may further be amended by a two-thirds vote of those voting at any meeting of the membership called for the purpose, provided that notice thereof shall have been given at least twenty (20) days prior to the date of such meeting.