

BYLAWS OF NPP-USA INC.



MARCH 2021



NPP-USA, INC.

A State of New York Not-for-Profit Corporation incorporated on November 3, 2006.

The Bylaws of NPP-USA, Inc. is based on several parts on the New Patriotic Party (NPP) Constitution as registered with Ghana's Electoral Commission on 24th June 1992; amended on 29th August 1998; on 22nd August 2009; and further amended on 17th December 2017 and the By-Laws of North America Branch of the New Patriotic Party (NPP), in 1999 (Virginia), approved as NPP-USA Bylaws October 20th. 2007 in Dallas, as amended on May 30th. 2009 in Denver, and further amended on March 7th. 2021. NPP-USA is a successor organization to the North America Branch of NPP.



// The Party's Policy is to liberate the energies of the people for the growth of a property-owning democracy in this land, with right to life, freedom and justice, as the principles to which the Government and laws of the land should be dedicated in order specifically to enrich life, property and liberty of each and every citizen.

—Dr. J. B. Danquah





Table of Contents

NPP-USA, INC.	2
PREAMBLE	8
Article 1	9
NAME OF THE PARTY	9
Article 2	9
AIMS AND OBJECTIVES	9
Article 3	9
MEMBERSHIP	9
1. Member	9
2. Dues, Donations and Subscriptions	10
3. Rights of a Member	10
4. Disqualification of a Member	11
5. Duties of a Member	11
6. Resignation of a Member	12
7. Suspension of a Member	12
8. Expulsion of a Member	12
9. Forfeiture of Membership	13
10. Register of Members	13
Article 4	14
DISCIPLINARY AND GRIEVANCE PROCEDURES	14
1. Appointment of Disciplinary Committee	14
2. Term	14
3. Jurisdiction	14
4. Functions	15
5. Proceedings	15
6. Appeals	16
7. Misconduct	16
8. Grievance	16
Article 5	17
BRANCH STRUCTURE AND ORGANIZATION	17



1.	Structure	17
2.	NPP-USA Delegates Conference	17
3.	Branch Annual Conferences	18
4.	Branch Council of Elders	18
5.	Chapter Council of Elders	20
6.	Branch Executive Committee (BEC)	20
7.	Branch Steering Committee	21
8.	Chapters	22
Article 6		23
BRANCH ORGANIZATION		23
1.	Composition	23
2.	Eligibility for Election and Tenure	25
3.	Duties and Responsibilities	25
4.	Branch Standing Committees	28
5.	Branch Constitutional and Legal Committee	29
6.	Branch Finance Committee	29
7.	Branch Membership and Organization Committee	29
8.	Research Committee	29
9.	Disciplinary Committee	30
Article 7		30
CHAPTER ORGANIZATION		30
1.	Formation and Powers of Chapters:	30
2.	Legalization and Bank Account	30
3.	Reporting Requirement	30
4.	Chapter Positions	31
5.	Eligibility for Election and Tenure	32
6.	Chapter Executive Committee (CEC)	32
7.	Elections and Interim Executives:	33
8.	Term of Office:	33
9.	Restriction on use of name:	34
Article 8		34
BRANCH COLLABORATION WITH NPP GHANA		34



Article 9	34
EXTERNAL BRANCHES	34
Article 10	34
NATIONAL ORGANIZATION	34
Article 11	34
RESIGNATION, REMOVAL AND VACANCIES IN ELECTED OFFICES	34
1. Resignation	34
2. Removal	35
3. Vacancies	35
Article 12	35
SELECTION OF PARLIAMENTARY CANDIDATES	35
Article 13	35
ELECTION OF THE PRESIDENTIAL CANDIDATE	35
Article 14	36
APPOINTMENT OF AUDITORS	36
Article 15	36
RULES AND REGULATIONS TO THIS BYLAWS	36
Article 16	37
AMENDMENTS TO THE BYLAWS	37
Article 17	37
REVOCAION OF ALL PRIOR BYLAWS	37
MISCELLANEOUS ITEMS AND SCHEDULES	37
1. Indemnification	37
2. Net Earnings, Dissolution and Other IRS Requirements	37
3. Conflict of Interest	38
4. Seal	39
5. Fiscal Year	39
6. Offices and Agents	39
7. Tax Status and Membership	39
CERTIFICATE OF BRANCH SECRETARY	41





PREAMBLE

With faith in God,

Believing in the supreme dignity of man,

In Common Union of all Ghanaians wherever they may be,

And in the Right of every Ghanaian citizen to freedom of conscience, association, and expression,

We the members of the Party resident in USA,

HEREBY ADOPT UNTO OURSELVES AND PROMULGATE THIS BYLAWS.



ARTICLE 1

NAME OF THE PARTY

The name of the Corporation is **New Patriotic Party-USA, Inc.** The Corporation shall also be known as **NPP-USA, Inc. NPP-USA, NPP-USA Branch, or The Branch.**

ARTICLE 2

AIMS AND OBJECTIVES

1. The aims and objectives of the Corporation are those specified by the Constitution of the New Patriotic Party Ghana, which are herein incorporated by reference. In addition, NPP-USA shall:
 - (a) Oversee the operations of the Party's activities in USA.
 - (b) Support and implement the programs of NPP-Ghana in USA.
 - (c) Promote and publicize policies of NPP-Ghana in USA.
 - (d) Mobilize funds, technological and human resources to assist NPP-Ghana.
 - (e) Promote issues that improve the welfare of the entire NPP-USA membership.

ARTICLE 3

MEMBERSHIP

1. MEMBER

- (a) Membership of NPP-USA shall be open to any Ghanaian citizen of voting age who is ordinarily resident in USA without regard to place of origin, circumstances of birth, race, status, occupation, gender, ethnic origin, religion, creed or other beliefs.
- (b) A member of an organization or interest group shall not be required to join the Party by virtue only of his or her membership of the organization or group.
- (c) A citizen may join NPP-USA by declaration in a prescribed form of his or her intention to become a member and to abide by the National Constitution of the New Patriotic Party, Ghana and the NPP-USA Bylaws.
- (d) A citizen who desires to become a member of NPP-USA may enroll for membership in the Chapter where the citizen resides, except when the citizen resides in a state that has no Chapter in which case, he/she may directly enroll for membership at the Branch but affiliated to the closest Chapter to him/her.



- (e) A citizen shall, upon being enrolled, be issued with a membership card bearing the citizen's picture, name, residence or postal address, membership number and where applicable the Chapter in which the person has been enrolled.
- (f) Subject to clause 2 of this Article, a person who is not a citizen of Ghana may join NPP-USA as an **AFFILIATE MEMBER**.
- (g) A person who undertakes to contribute to the Branch such extra levies as the Branch may impose from time to time shall be designated as a **BRANCH PATRON**.
- (h) The Branch Executives, acting on the advice of the Council of Elders, may designate different methods of recognizing special contributions by members and Affiliate Members.
- (i) NPP-USA shall keep and maintain a secured electronic register of all members, showing the date that the member joined and dates of all dues payment.

2. DUES, DONATIONS AND SUBSCRIPTIONS

- (a) Every CHAPTER shall be liable to pay such amounts of overhead and in such a manner as the Branch Executives may from time to time determine.
- (b) Each Chapter may assess its membership dues in such a manner as the Chapter may from time to time determine.
- (c) Every Chapter shall remit the Branch dues collected from a member on behalf of the Branch to the Branch Treasurer in the month in which the dues were collected and further that such remittance shall not exceed seven (7) calendar days within the following month.
- (d) From time-to-time Chapters shall be required to contribute an equal amount towards a particular project, event or cause. Any failure to contribute shall be held against a Chapter.
- (e) Subject to the provisions of the laws governing Political Parties in Ghana and in the USA, any person or group of persons may make donations to the Party.

3. RIGHTS OF A MEMBER

A member shall have the right to:

- (a) Participate in all activities of NPP-USA, subject to rules and regulations governing such activities.
- (b) Be heard whenever his or her activities and conduct are in question and under consideration by NPP-USA.
- (c) Contest for any position or office within NPP-USA and vote in decisions concerning NPP-USA at its Branch Conferences or Chapter meetings, in accordance with rules and regulations governing elections and the positions being contested.



4. DISQUALIFICATION OF A MEMBER

A member shall be disqualified from holding any office or contesting any election in NPP-USA if he or she:

- (a) Is declared bankrupt under any law in USA or Ghana.
- (b) Has been convicted and/or sentenced by a court of competent jurisdiction in respect of any offense involving high treason, or an offense involving the security of Ghana and/or the United States, dishonesty, fraud or moral turpitude.
- (c) Has been convicted of any offense punishable by death or by sentence of not less than ten (10) years, unless a period of ten years has elapsed after the serving of the sentence or he or she has been granted a full pardon.
- (d) Has been convicted of any offense relating to public elections in Ghana or USA.
- (e) Has been found by a report of a commission or committee of inquiry to be either incompetent to hold public office or to have acquired assets unlawfully or defrauded either the government of Ghana or USA or abused his office or acted against the interest of either or both countries.
- (f) Is not qualified to be registered as a voter under any law relating to public elections.
- (g) Suffers from mental challenges or adjudged as mentally incompetent.
- (h) Is a chief or is a public servant belonging to any of the services listed under Article 94(3) (b) of the Constitution of Ghana.
- (i) Is not in good standing.
- (j) A member shall be of good standing where he or she has paid in full and up to date on all dues or levies he or she is liable to pay as a member of NPP-USA, Inc. at both the Branch and the local Chapter that he/she may belong to since joining NPP-USA, where applicable.
- (k) A member shall have the right to vote in any internal election of the Branch or/ and the Chapter if he or she has been in good standing at least one (1) year before the conduct of that election. For the avoidance of doubt, one (1) year shall mean 12 months.

5. DUTIES OF A MEMBER

A member shall always have the rights and duties to:

- (a) promote and defend the good name of the Party.
- (b) protect the unity of the Party.
- (c) be loyal and truthful to the Party.



- (d) abide by and publicly uphold the decisions of the Party, Branch and Chapter as the case may be.
- (e) carry out his or her duties faithfully and with honesty to the best of his or her ability.
- (f) participate fully in the activities of the Party and ensure that the local organs of the Party, Branch and Chapter work effectively and accountably.
- (g) pay dues as well as give donations for special programs and activities as may be decided from time to time by the Party, Branch or Chapter.
- (h) A member shall not initiate, commence or prosecute any legal proceedings whatsoever against the Party, Branch or Chapter or any other member of the Party, Branch or Chapter relating to Party affairs, without first having exhausted both the grievance and disciplinary procedures laid down in this Bylaws, in respect of grievances against the Party or any other member.

6. RESIGNATION OF A MEMBER

- (a) A Member shall cease to be a member by writing and signing a letter addressed to the Chapter or Branch Chairperson, declaring his or her intention to cease to be a Member, and forthwith surrendering his or her membership card.
- (b) Any member who ceases to be a Member of NPP-USA or a Chapter of NPP-USA shall return to NPP-USA or the Chapter any NPP-USA or Chapter property in his or her custody and shall forfeit any monies, dues or donations and subscription made to NPP- USA or the Chapter.
- (c) Ordinary Members shall not automatically forfeit their membership upon breach of any provision of this Bylaw, except when that Member is an officer of the Branch, in which case he/she may be compelled to vacate his/her position without necessarily losing the right of membership.

7. SUSPENSION OF A MEMBER

- (a) A member may be suspended from membership of NPP-USA, or holding any office in NPP-USA, pending an enquiry into his conduct by a Disciplinary Committee.
- (b) Any decision to suspend a Member shall not be taken, unless the nature of the offense has been communicated to the Member in writing, and disciplinary proceedings have been initiated against such Member.

8. EXPULSION OF A MEMBER

- (a) A Member may be expelled from NPP-USA on grounds of misconduct in accordance with the provisions of this Bylaw, and upon such expulsion shall cease to be a member.
- (b) Any person who, accordingly, ceases to be a member shall return to NPP-USA any NPP-USA property in his or her custody and shall forfeit any contributions, levies, dues or donations made to NPP-USA.



- (c) No member shall be expelled unless such expulsion is done in accordance with the provisions of **Article 4 of this Bylaw.**

9. FORFEITURE OF MEMBERSHIP

- (a) A Member of the NPP-USA, who stands as an independent candidate against the officially elected member of the Party, or who joins or declares his or her support for another Political Party, or for an independent candidate, when the Party has sponsored a candidate in a general or by-election, automatically forfeits his or her membership of the Branch.
- (b) Whenever a Member ceases to be a Member through resignation, expulsion from the Branch or forfeiture of membership, the person may reapply for membership of the Branch, and the person may be readmitted on conditions provided in this Bylaw, except where the Branch Executive Committee decides otherwise.

10. REGISTER OF MEMBERS

- (a) Both the Branch and the Chapters shall keep in a secured place a register of Members in electronic form.
- (b) The Branch register shall show all paid-up Chapters, Members, Patrons and Affiliate Members.
- (c) Chapters shall keep a register of Members and Patrons in electronic form at the Chapter Secretariat.
- (d) Each register must show the date that the member paid his or her dues and made other contributions to the Branch or Chapter as the case may be.
- (e) The registers shall also show the dates where any identification card were issued to the Member.
- (f) Copies of the Branch roster shall be forwarded to the NPP National office, Ghana no later than 31st. December, every year, noting those in good standing (paid all required dues at both the Branch and the Chapters levels).
- (g) The electronic registers at both the Branch and Chapter Levels must be made available for inspection on request by any Member in good standing.



ARTICLE 4

DISCIPLINARY AND GRIEVANCE PROCEDURES

1. APPOINTMENT OF DISCIPLINARY COMMITTEE

- (a) Each Chapter shall have a Chapter Disciplinary Committee which shall be appointed by the Chapter Executive Committee comprising of three (3) members, at least one of whom shall be a woman.
- (b) There shall be a Branch Disciplinary Committee composed of a member from:
 - (i) Branch Steering Committee
 - (ii) Constitutional and Legal Committee
 - (iii) Council of Elders
 - (iv) Membership and Organization Committee
 - (v) Research and Elections Committee and
 - (vi) A member from the Chapter Chair's group
- (c) At the first meeting of each Disciplinary Committee, the Chairperson shall be elected from among Members by the Members themselves.
- (d) Quorum for a meeting of the Chapter Disciplinary Committee shall be two members: The Chairman and one other member.
- (e) Quorum for the Branch Disciplinary Committee shall be four members including the Chairperson.
- (f) Where the Chairpersons are in anyway parties to the issues related to the complaints, they shall recuse themselves and an interim replacement be appointed.

2. TERM

- (a) The term of office for members of a Disciplinary Committee shall be four (4) years but they may be reappointed.

3. JURISDICTION

- (a) The Chapter Disciplinary Committee shall have jurisdiction in all matters affecting discipline within the Chapter.
- (b) The Branch Disciplinary Committee shall have jurisdiction in all matters affecting discipline at the Branch level, involving Branch Officers and figures of the Branch, and shall have jurisdiction to hear appeals from decisions of the Chapter Disciplinary Committee.



- (c) The decisions of the Branch Disciplinary Committee shall be final, except that where a member is to be expelled, the case must automatically be referred to the legal committee for review.

4. FUNCTIONS

A Disciplinary Committee shall:

- (a) Investigate complaints concerning the misconduct of a member.
- (b) Make a full and impartial inquiry into any complaint referred to it.
- (c) Report in writing the results of the inquiry and the reasons leading to conclusions reached.
- (d) Make recommendations to the Executive Committee based on the results of the inquiry.
- (e) The Disciplinary Committee shall make any recommendations it deems fit to promote discipline within the Branch/Chapter, including the suspension and expulsion of a member.
- (f) The Executive Committee shall, within 5 days of receipt of the recommendation of a Disciplinary Committee, communicate the recommendations and the reasons leading thereto in writing to all affected parties.
- (g) The recommendation automatically comes into full force and effect where no appeal is lodged against it in accordance with the provisions of the Bylaw.

5. PROCEEDINGS

- (a) Disciplinary proceedings shall be initiated by a compliant in writing delivered to the Disciplinary Committee, in so far as the complaint relates to the affairs of the Branch/Chapter.
- (b) Proceedings of a Disciplinary Committee shall be held in camera and shall be conducted in accordance with the Rules of Natural Justice.
- (c) A Disciplinary Committee shall, within fourteen (14) days of the receipt of a complaint, conclude its deliberations on the matter, and make its recommendation thereon to the Executive Committee, except that the period of fourteen (14) days may, in appropriate circumstances, be extended by the Executive Committee but never to exceed 30 days.
- (d) The determination of any question or matter before a Disciplinary Committee shall be in accordance with the opinion of the majority of the members of the Committee.
- (e) A Disciplinary Committee shall not be subject to the direction or control of any person in the performance of its function.



6. APPEALS

- (a) A Member dissatisfied with a decision of the Chapter Disciplinary Committee may, within fourteen (14) days of the receipt of the notice of the decision, file an appeal in writing to the Branch Disciplinary Committee.
- (b) The Branch Disciplinary Committee shall conclude its deliberations on the appeal within seven (7) days from the date of receipt of the appeal.
- (c) The Branch Disciplinary Committee has final appellate jurisdiction in all cases, except where the sanction recommended is expulsion.

7. MISCONDUCT

- (a) A complaint shall involve an allegation that a member has engaged in one or more of the following acts.
- (b) Violation of the duties of a Member.
- (c) Violent, dangerous or intimidatory conduct against another Member.
- (d) Falsification of reports, accounts or expense claims or other fraudulent conduct.
- (e) Willful damage to Party property.
- (f) Bringing the name of the Party into disrepute or public ridicule.
- (g) Creating of discord or factionalism within the Branch or Chapter
- (h) Defection to another Party.
- (i) These acts are neither exclusive nor exclusive and acts of similar nature will be dealt with as provided herein.

8. GRIEVANCE

- (a) A grievance shall involve an allegation of unjust or unfair treatment by the Branch or Chapter against a Member.
- (b) A Member who has a grievance against the Branch or Chapter may, in writing, petition the Branch Legal Committee for redress.
- (c) The Branch Legal Committee shall within fourteen (14) days from the receipt of the petition, investigate the grievance, conclude its deliberations thereon, and notify its decision to the Member.
- (d) A member dissatisfied with the decision of the Branch Legal Committee may within seven (7) days from the date of the receipt of the notice of the decision, appeal to the Council of Elders whose decision shall be final. The Council of Elders shall decide the appeal within three (3) days of its receipt and communicate its decision thereon to the member.



ARTICLE 5

BRANCH STRUCTURE AND ORGANIZATION

1. STRUCTURE

NPP-USA shall comprise of the following:

- (a) NPP-USA Delegates Conference.
- (b) Branch Annual Conferences.*
- (c) Branch Council of Elders.
- (d) Branch Executive Committee.
- (e) Branch Steering Committee.
- (f) Chapters.

2. NPP-USA DELEGATES CONFERENCE

- (a) The NPP-USA Delegates Conference shall be the highest decision-making body of the Branch and shall:
 - (i) Meet every four (4) years at a date and place in the United States as may be decided by the Branch Executive Committee in consultation with the Council of Elders.
 - (ii) Lay out the strategic direction and general policies of NPP-USA for the next four (4) years.
 - (iii) Appraise the strength and performance of NPP-USA for the preceding four (4) years.
 - (iv) Acclaim and outdoor the new Branch Executive Officers who have been elected by NPP-USA members through electronic voting prior to conference.
 - (v) Consider and ratify any proposed amendments to the Bylaws of the Branch.
 - (vi) Discuss the financial position of NPP-USA.
 - (vii) Approve the plank for NPP-USA to be presented to NPP-Ghana and the Presidential Candidate.
 - (viii) Appoint Auditors for the next four (4) years.
 - (ix) Any other proper business that may be conducted and voted upon.
- (b) The NPP-USA Delegates Conference shall be hosted by a Chapter as per the calendar and schedule of the mother Party in Ghana for the conduct of Conferences by all External



Branches of the Party unless there are extenuating circumstances that shall delay the conference beyond the period but in no event shall three (3) months pass before a Conference is organized after its due date.

- (c) The Chapter Chairperson of the hosting Chapter shall serve as the coordinator of the Conference unless the Chapter chooses to appoint someone else.
- (d) The quadrennial conference shall be attended by current and **Potential Members** of NPP-USA.
- (e) All voting and decisions at the NPP-USA Delegates Conference shall be by a simple majority except otherwise provided by this Bylaws.
- (f) Only members deemed to be in good standing (Branch and Local levels) shall be eligible to vote in proceedings at the Conference and to vote in all NPP-USA Branch Executive elections.
- (g) The Voters' register for the election of the Branch Executive Officers shall be compiled and closed on the December 31st. of the year preceding the election year.
- (h) Under no circumstances, shall any names be added after the register has been closed. Accordingly, Members who have paid their dues at the Chapter level have a responsibility to inspect the Branch register to verify that their names have been included.

3. BRANCH ANNUAL CONFERENCES

- (a) During the years when there are no NPP-USA Delegates Conference, the Branch Executive Committee shall provide an update, showing the strength or weakness of the Branch to the Branch Annual Conference.
- (b) The Branch Executive Committee may consider organizing Regional Conferences with the goal to fostering increased membership, building camaraderie and fostering unity of purpose.
- (c) The Regional Conferences shall be facilitated by Regional Coordinators who shall be appointed and accountable to the Branch Executive Committee.
- (d) The Regional Conferences do not all have to be held on the same day.
- (e) A Member may attend any Regional Conference.
- (f) No policy decisions shall be taken at these regional conferences.

4. BRANCH COUNCIL OF ELDERS

- (a) There shall be a Branch Council of Elders composed of Members who have given of their best, and have contributed significantly to the formation, welfare and progress of the Branch and its forbears.



- (b) The Branch Council of Elders shall counsel the Branch Executive Committee and Chapter Executive Committees in the performance of their functions. The members of the Branch Council of Elders shall elect their own chairperson and other officers.
- (c) The Branch Council of Elders may be called upon from time to time:
 - (i) to resolve disputes and differences among Members.
 - (ii) to give ideas and advice for the improvement of the Party's activities.
 - (iii) to assist in raising funds for the Party.
- (d) The Branch Executive Committee shall approve of nomination of outstanding Branch elders to the list of the Branch Council of Elders. The list shall be prepared by the Branch Chairperson in consultation with the Chapter Chairpersons.
- (e) An Elder is a Member who has attained the age of at least fifty (50) years.
- (f) The membership of the Branch Council of Elders shall not exceed ten (10) at any given time.
- (g) The following shall automatically serve on the Branch Council of Elders:
 - (i) The immediate past Chairman of the NPP-USA.
 - (ii) The immediate past General Secretary of NPP-USA.
 - (iii) Two members appointed by the Branch Steering Committee.
 - (iv) Three members appointed by the Chapter Chairpersons.
- (h) The Branch Council of Elders may, upon request or on its own initiative, consider and make recommendations on any matter being considered or dealt with by the Branch or Chapters.
- (i) There shall be a minimum of two meetings, virtual or physical, in a year between the Branch Executive Committee and the Branch Council of Elders outside of emergencies.
- (j) Members of the Branch Council of elders shall serve for 4 years and can be reappointed.
- (k) The Branch Council of Elders shall appoint its own chairperson who shall not be a member of the Branch Executive Committee, the Steering Committee of the Branch Executive Committee.
- (l) The Branch Council of Elders shall appoint a representative to serve on the Branch Disciplinary Committee.



5. CHAPTER COUNCIL OF ELDERS

- (a) Each Chapter shall have its own Chapter Council of Elders, composed of Members who have made significant contributions at the Branch and Chapter levels to the formation, welfare and progress of the Branch/Chapter and its forbears.
- (b) The members of the Chapter Council of Elders shall elect their own Chairperson and other officers.
- (c) The Chapter Executive Committees shall approve of nomination of deserving Chapter Elders in the Chapter to the list of the Chapter Council of Elders, and new entrants shall be decided by the Chapter Executive Committee.

6. BRANCH EXECUTIVE COMMITTEE (BEC)

The Branch Executive Committee shall consist of all Branch Officers, Chapter Chairs, Chairman of the Council of Elders and Chairmen of established standing committees. BEC shall meet at least once in every three (3) months of the year excluding emergencies.

- (a) Overall Function
 - (i) Subject to Article 4 of this amended Bylaws and such directives as the NPP-USA Delegates Conference may approve, the Branch Executive Committee shall be responsible for directing and overseeing the operations and activities of NPP-USA.
 - (ii) The Branch Executive Committee is empowered to borrow money and incur debt on behalf of NPP-USA and cause to be executed and delivered for NPP-USA's purposes, in the NPP-USA's name, promissory notes, bonds, debentures, and deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities with the approval of the Branch Steering Committee and on advice of the Council of Elders.
 - (iii) The Branch Executive Committee shall develop a fundraising strategy and undertake fundraising activities.
 - (iv) The Branch Executive Committee may honor or recognize individuals, entities or Chapters.
 - (v) The Branch Executive Committee may assist members in good standing in need.
- (b) Members of the Branch Executive Committee shall not make substantive appearances on behalf of any committee for any Presidential or Parliamentary Aspirant seeking the nomination to be the NPP flag bearer for the office of the President of Ghana.
- (c) The Branch Executive Committee shall be the highest decision-making body in the Branch outside of NPP-USA Delegates Conference.



7. BRANCH STEERING COMMITTEE

- (a) There shall be a Branch Steering Committee of the Branch Executive Committee, which shall be responsible for overseeing the daily management of the Party and shall act on behalf of the Branch on urgent matters. The Branch Steering Committee shall report on its activities to the Branch Executive Committee.
- (b) The Branch Steering Committee shall consists of all the elected Branch Officers and the appointed Directors of the Standing Committees of the Branch.
- (c) The Branch Steering Committee shall consist of the following Members:
 - (i) the Branch Chairperson
 - (ii) the Branch Vice-Chairpersons
 - (iii) the Branch Secretary
 - (iv) the Branch Treasurer
 - (v) the Branch Organizer
 - (vi) the Branch Women’s Organizer
 - (vii) the Branch Youth Organizer, and
 - (viii) the Branch Nasara Coordinator
 - (ix) Director of Communications
 - (x) Director of IT
 - (xi) Director of Research and Elections
 - (xii) Director of ROPAA Implementation (This position shall not be a permanent position after the first implementation of the ROPAA. It shall be brought under the Research & Elections Directorate). *****
- (d) The Branch Steering Committee shall meet at least once a month and may call emergency meetings, as necessary.
- (e) Five (5) members of the Steering Committee, including the Branch Chairperson, or in his or her absence the 1st Vice Chairperson, shall be present at a meeting to constitute a quorum of the Committee.
- (f) The Branch Steering Committee of the Branch Executive Committee shall appoint a Branch Officer who will supervise Chapter Officers’ elections.



8. CHAPTERS

Chapters shall be formed and registered by the Branch in defined geographic locations of the USA. There shall be not more than one Chapter in a specific geographic location. For the avoidance of any doubt a new Chapter cannot be formed close to within 130 miles (two hours driving distance) radius of an existing Chapter, except in cases as shall be determined by BEC.

MEETINGS

(a) Executive Meetings

- (i) Place of Meeting. Meetings of the Executive shall be held at any place designated by the Chairperson, or in the Chairperson's absence, by the Vice Chair.
- (ii) Meetings via conference calls shall constitute a proper convening.
- (iii) Quorum. A simple majority of the Executives shall constitute a quorum to conduct the Branch or Chapter's business.

(b) General and Special Meetings

- (i) General Meeting. For each Executive group, there shall be at least four (4) general meetings in one calendar year the minutes of which shall be a public document to NPP-USA members.
- (ii) Special Meetings. A special meeting may be called by a member in good standing other than an Executive member. The member shall state the reasons for the requested special meeting. The Executives of the Branch or Chapter of NPP-USA shall have the discretion to grant or deny the member's request.

(c) General Notice Requirements.

- (i) Whenever a meeting is to be held, the Branch General Secretary shall cause a written notice of the meeting to be given no less than five days (5) prior to the said meeting.
- (ii) The notice of meeting shall include the date, time, place and agenda for the business to be conducted. Notice of meetings by conference calls shall be given in a minimum of two (2 days) before the scheduled meeting date.

(d) Record Date Determined by Executive.

- (i) For purposes of determining members entitled to notice of any meeting, to vote at any meeting, or entitled to exercise any rights of membership, the Executive may, in advance, set a cut-off date determining good standing.
- (ii) The cut-off date for determining: (1) members entitled to receive notice of a meeting of members shall be the day preceding the day on which notice is mailed; (2) members entitled to vote at the meeting shall be the day on which the meeting is held; and (3) members entitled to exercise any rights of



membership shall be the date on which the Executive adopts the resolution relating to that action.

(e) Meetings and Official Contact with NPP Headquarters in Ghana

- (a) Chapters shall route their requests for communication with the Headquarters of NPP in Ghana through the NPP-USA Branch office.
- (b) In no event, shall any Chapter make contributions in cash and/or material to NPP headquarters in its own name and/or without the approval of NPP-USA Branch office.
- (c) All presentations to NPP National headquarters in Ghana shall be made not in any individual or Chapter's name or behalf, but in the name and behalf of NPP-USA and all its members.

ARTICLE 6

BRANCH ORGANIZATION

1. COMPOSITION

- (a) The Branch Executive Officers shall consist of:
 - (i) Branch Chairperson
 - (ii) Branch First Vice-Chairperson
 - (iii) Branch Second Vice-Chairperson
 - (iv) Branch Secretary
 - (v) Branch Deputy Secretary**
 - (vi) Branch Treasurer
 - (vii) Branch Organizer
 - (viii) Branch Financial Secretary**
 - (ix) Branch Youth Organizer
 - (x) Branch Deputy Youth Organizer**
 - (xi) Branch Women's Organizer
 - (xii) Branch Deputy Women's Organizer**
 - (xiii) Branch Nasara Coordinator
 - (xiv) Branch Deputy Nasara Coordinator**



- (xv) **Branch Director of Communications**
 - (xvi) **Branch Deputy Director of Communications**
 - (xvii) **Branch Director of Research & Elections**
 - (xviii) **Branch Deputy Director of Research or Elections**
 - (xix) **Branch Director of IT**
 - (xx) **Deputy Branch Deputy Director of IT**
 - (xxi) **Branch Director of ROPAA Implementation *******
 - (xxii) **Branch Deputy Director of ROPAA Implementation *******
- (b) With the exception of the following appointees, i.e. Branch Financial Secretary, Branch Deputy Organizer, Branch Deputy Secretary, Branch Deputy Women’s Organizer, Branch Deputy Youth Organizer, and Branch Deputy Nasara Coordinator, **Branch Director of Research & Elections and Deputy, Director of Communications and Deputy, Director and Deputy of ROPAA Implementation, Director and Deputy of IT, all other Branch Officers shall be elected at a Branch Delegates Conference, which shall be supervised by Branch Elections Committee appointed by the Branch Executive Committee from within the membership of the Branch. The Branch Director of Research and Elections and the Director of IT shall be permanent members of the Branch Elections Committee.**
- (c) All appointments shall be made 30 days after the conclusion of the Branch Delegates Conference and to reflect the diversity and the national character of the Party.
- (d) All Branch Executive Officers shall be elected at elections conducted electronically prior to the Branch Delegates Conference or when a vacancy arises.
- (e) All members of NPP-USA in good standing for at least four consecutive years prior to the year of the elections shall contest in such elections conducted and supervised by the Branch Elections Committee.
- (f) Branch Elections Committee shall communicate the method that will allow each member in good standing to contest and cast a vote for the electable Branch officers position.
- (g) Results shall be announced at the venue of the Branch Delegates Conference.
- (h) The winner of each position shall be by a simple majority.
- (i) Where there is a tie, provision shall be made for a run-off for only that position which shall be determined by a simple majority.
- (j) The Branch Elections Committee shall allow Candidates or their representatives to inspect the logs, program logic, and such other electronic files as are reasonably expected to give the candidates assurance that the ballots have been cast and counted fairly.



- (k) Where a candidate is unopposed in the election for a particular position, that candidate shall be declared the winner and shall not be voted on.

All Officers shall hold office for four (4) years and may seek reelection

2. ELIGIBILITY FOR ELECTION AND TENURE

- (a) Only members in good standing for a minimum of four (4) consecutive years at both the Branch and Chapter are eligible to contest for Branch Executive positions.
- (b) Only members resident in the USA for the greater part of each calendar year or at least three quarters of the year are eligible to run for office.
- (c) Members of the Branch Executive Committee shall hold office for four (4) years and may seek reelection.
- (d) Each Executive member, including a member elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected or appointed.
- (e) **No Member shall be eligible to contest an election or to be appointed to the Position of a Branch Officer if such a person is a Chapter Officer/Executive.**

3. DUTIES AND RESPONSIBILITIES

(a) BRANCH CHAIRPERSON

- (i) The Branch Chairperson shall preside over all Branch Executive Committee, NPP-USA Conference, and all general meetings at which he or she is present.
- (ii) The Chairperson shall be the leader of the NPP-USA.
- (iii) The Chairperson shall submit an Annual Report of the past year and a program for the ensuing year to the Branch Executive Committee and the Branch Council of Elders/Advisors no later than 45 days after each Fiscal Year.
- (iv) The Chairperson shall present a state of the Branch address at the NPP-USA Conference.
- (v) The Chairperson shall authorize the payment of all invoices and shall be a signatory to checks.
- (vi) The Chairperson shall be assisted by the First Vice Chair and the Second Vice Chair.

(b) FIRST VICE-CHAIRPERSON

- (i) The Vice Chairperson shall assist the Chairperson in the running of the Branch and be assigned other duties by the Chair and or the executive.
- (ii) The Vice Chairperson shall in the absence of the Chair perform all functions of the Chairperson.



- (iii) Second Vice-Chairperson
- (iv) The Second Vice Chairperson shall also assist the Chair in the running of the Party, act for the Chair or the First Vice Chairperson in their absence and be assigned other duties by the Chair and or the executive

(c) BRANCH SECRETARY

- (i) The Branch Secretary shall keep an up-to-date register of members, their current addresses, attendance at and minutes of meetings.
- (ii) He/She shall prepare the agenda for meetings in consultation with the chairperson and issue notices to all members.
- (iii) He/She shall prepare and submit letters for the Chairperson's signature where applicable and documents to be considered at meetings.
- (iv) He/She shall compile and forward all memberships records to the General Secretary of NPP, Ghana in June and December every year.
- (v) He/She shall be responsible for the administration of the NPP-USA Secretariat including dealing with all correspondence for and behalf of the Branch in consultation with the Chairperson.
- (vi) He/She shall carry out any duties that may be assigned to him or her by the Chairperson and the Branch Executive Committee from time to time.
- (vii) The Branch General Secretary shall report administrative matters to the Branch Chairperson.

(d) BRANCH TREASURER

- (i) The Treasurer shall oversee raising of funds for the Branch and the safe custody of such funds by depositing in the Branch's bank account.
- (ii) He shall see to the day-to-day disbursement as directed by the Branch Executive Committee as well as the investment of the Branch Party's funds. Sufficient funds shall be retained in the current account to meet running expenses of the Branch Party.
- (iii) He shall submit to the Branch Executive Committee for approval an annual program of activities for fundraising designed to improve the finances of the Branch.
- (iv) He shall be responsible for collecting membership dues and the receipt of donations, bequests, legacies, funds and other assets and shall deposit these in the Branch's bank account.
- (v) He shall be a signatory to cheques for and on behalf of the Branch jointly with other officers so specified in this Bylaw.



(e) BRANCH ORGANIZER

- (i) The Organizer shall be responsible for organizing events and other activities agreed by the Branch in consultation with the Secretary.
- (ii) Liaise with the Public Relations Officer to publicize the activities of the Branch Party.
- (iii) Be responsible for the recruitment of new members, contacts and liaison with Chapter Coordinating Committees
- (iv) At the beginning of every year, submit to the Branch Executive Committee for approval:
- (v) A program of activities including the organization of symposia, public debate, and strategies for building Chapters and linking up with overseas Branches of NPP and
- (vi) Estimates of the cost of any event that the Branch may organize.

(f) BRANCH YOUTH ORGANIZER

- (i) The Youth Organizer shall be responsible for mobilizing the youth to participate in Branch activities.
- (ii) At the beginning of every year, submit to the Branch Executive for approval a program of activities and estimates of the cost of any event that the Youth group proposes to organize.
- (iii) Be responsible for organizing various activities for the Youth group in consultation with the Chair.
- (iv) Organize fund raising activities by the Youth to support the Branch in consultation with the Chair and Treasurer.

(g) BRANCH WOMEN'S ORGANIZER

- (i) The Women Organizer shall be responsible for mobilizing Women to participate in Branch activities.
- (ii) At the beginning of every year, submit to the Branch Executive for approval a program of activities and estimates of the cost of any event that the Women group proposes to organize.
- (iii) Be responsible for organizing various activities for the Women group in consultation with the Chair.
- (iv) Organize fund raising activities by the Women to support the Branch in consultation with the Chair and Treasurer.



(h) BRANCH NASARA COORDINATOR

- (i) The Branch Nasara Coordinator shall be responsible for mobilizing the Nasara community to participate in Branch activities.
- (ii) At the beginning of every year, submit to the Branch Executive for approval a program of activities and estimates of the cost of any event that the Nasara group proposes to organize.
- (iii) Be responsible for organizing various activities for the Nasara group in consultation with the Chair.
- (iv) Organize fund raising activities by the Nasara group to support the Branch in consultation with the Chair and Treasurer.

(i) BRANCH COMMUNICATIONS DIRECTOR

- (i) The Communications Director shall be responsible for media liaison including the organization of press conferences and radio & television interviews as necessary and all forms of legitimate public relations
- (ii) Initiate and implement a program to promote and publicize activities of the Branch in particular and the program and activities of NPP in general.
- (iii) Draw up and submit to the Branch Executive Committee for approval an annual program of activities and estimates of the cost of any event that he or she proposes to organize for the promotion of the Branch Party and NPP in general. Update the website and manage the social media activities of the Branch.

(j) BRANCH DIRECTOR OF IT

- (i) Responsible for all IT projects and implementations of the Branch.

(k) BRANCH DIRECTOR OF RESEARCH AND ELECTIONS

- (i) Responsible for all elections and research projects and implementations of the Branch.

(l) BRANCH DIRECTOR OF ROPAA IMPLEMENTATION

- (i) Responsible for all issues related to the design and implementation of projects connected to ROPAA.

4. BRANCH STANDING COMMITTEES

- (a) The Branch Executive Committee shall have the following Standing Committees: Finance Committee, Constitutional and Legal Committee, Organization and Membership Committee, Research Committee and Disciplinary Committee which shall submit reports of their activities to the Branch Steering Committee **every six (6) months** for consideration and onward transmission to the Branch Executive Committee.



- (b) The Branch Executive Committee may form such ad-hoc Committees or Sub-committees, as it considers necessary or expedient, and may co-opt any Member in the Branch to any of such committees.

5. BRANCH CONSTITUTIONAL AND LEGAL COMMITTEE

- (a) The Constitutional and Legal Committee shall consist of a Chairperson, who shall be an eminent jurist, and five (5) other members, all of whom shall be jurist and appointed by the Branch Executive Committee.
- (b) The Constitutional and Legal Committee shall advise the Branch Executive Committee on matters relating to the smooth operation of the Branch's Bylaws and shall assist in the resolution of any conflict that may arise between the various organs of the Branch in the implementation of the Branch's Bylaws.
- (c) The Constitutional and Legal Committee shall submit to the Branch Executive Committee any proposals it may have for the development and the implementation of the Branch's Bylaws.

6. BRANCH FINANCE COMMITTEE

- (a) The Branch Finance Committee shall consist of the Branch Treasurer and six (6) other members, who, including the Chairperson, shall be appointed by the Branch Executive Committee on the recommendation of the Branch Chairperson. The Branch Treasurer shall be Secretary to the Finance Committee
- (b) It shall be the duty of the Finance Committee to raise funds necessary to finance the operations of the Branch in conformity with applicable laws. It shall report on its activities to the Branch Chairperson.
- (c) The Finance Committee shall, at the beginning of each Financial Year, approve and submit for decision by the Branch Executive Committee budgetary estimates prepared by the Branch Treasurer on the running of the Branch.

7. BRANCH MEMBERSHIP AND ORGANIZATION COMMITTEE

- (a) The Membership and Organization Committee shall consist of a Chairperson and six
- (b) (6) other members, all of whom shall be appointed by the Branch Executive Committee.
- (c) The Organization Committee shall advise the Branch Executive Committee on improvements in the operation of the Branch's organization.
- (d) It shall develop and implement measures to increase the membership of the Branch.

8. RESEARCH COMMITTEE

- (a) The Research Committee shall consist of a Chairperson and such other persons as the BEC may appoint.
- (b) Its functions will be determined by the Branch Executive Committee



9. DISCIPLINARY COMMITTEE

- (a) The Disciplinary Committee shall consist of a member from the Branch Steering Committee, Constitutional and Legal Committee, Council of Elders, Membership and Organization Committee, Research and Elections Committee and a member from the Chapter Chairs.

ARTICLE 7

CHAPTER ORGANIZATION

1. FORMATION AND POWERS OF CHAPTERS:

- a. Any area in the USA, within a driving distance of at least two (2) hours away from any existing Chapter, except in cases that shall otherwise be determined by the BEC, may organize a Chapter of the NPP-USA Branch.
- b. A Chapter with a minimum of 10 (ten) Branch and local Chapter dues paying members shall apply to the General Secretary of NPP-USA (Branch) to be officially recognized as a Chapter of the NPP-USA.
- c. Each Chapter shall adhere to the aims and objectives of the Bylaws of NPP-USA.
- d. The Chapter shall have "NPP-USA" in its name.
- e. Chapter's activities and affairs shall be managed, and all its powers shall be exercised, by or under the direction of the Chapter Executive Committee.
- f. A Chapter may enact its own rules and regulations, not inconsistent with this Bylaws and the NPP Constitution, for its internal operations.

2. LEGALIZATION AND BANK ACCOUNT

- (a) In its application to be a Chapter of NPP-USA, the Executives of the Chapter shall adhere strictly to the laws of the United States of America regarding political parties and not-for-profit organizations.
- (b) A Chapter shall open a bank account in the control of its Executives by using the Federal ID number of NPP-USA Inc. and certificate of incorporation of their respective state where they organize. For tax and legal reasons, this provision shall be adhered to and deviations are impermissible and could lead to adverse legal consequences that will not be immunized by NPP-USA Inc.
- (c) The Chapter shall not use the name of the Chapter to acquire loan, credit card or line of credit in the name of the Chapter or Branch. Failure to comply with this provision shall have punitive consequences on the said Chapter or the Chapter executive.

3. REPORTING REQUIREMENT

- (a) At the end of each month, each Chapter that has been set up in accordance with the preceding provisions shall send a copy of its bank statement with a summary of all



contributions and expenditures (in excess of \$200) to the Branch Treasurer of NPP-USA in order for NPP-USA, Inc. to complete its reporting requirements to the IRS.

- (b) The Chapters shall submit the roll of their membership to the Branch Secretariat biannually.
- (c) The Branch Secretariat shall from time-to-time request for the minutes of the meetings of Chapters.

4. CHAPTER POSITIONS

The Chapters shall have the following positions contested by qualified persons within the Chapter. The positions shall consist of:

- (a) Chapter Chairperson
- (b) Chapter First Vice-Chairperson
- (c) Chapter Second Vice-Chairperson****
- (d) Chapter Secretary
- (e) Chapter Treasurer
- (f) Chapter Organizer
- (g) Chapter Youth Organizer
- (h) Chapter Women's Organizer
- (i) Chapter Financial Secretary
- (j) Chapter Nasara Coordinator****
- (k) Chapter Communications Officer****

Where Deputy positions are needed at the Chapter level, those positions shall be by appointment by the Chapter Executive Committee: Chapter Second Vice Chairperson, Chapter Deputy Organizer, Chapter Deputy Secretary, Chapter Deputy Women's Organizer, Chapter Deputy Youth Organizer, Chapter Deputy Nasara Coordinator (where applicable) and Chapter Communications Officer. They shall all be permanent members of the Chapter Executive Committee.

**** if necessary, depending on the membership strength of the Chapter.



5. **ELIGIBILITY FOR ELECTION AND TENURE**

- (a) "Chapter Executive Officers" positions (except for appointed positions) shall be elected at elections conducted at the Chapter level.
- (b) Only members in good standing at both the Branch and Chapter levels for at least two
- (c) (2) years prior to the elections and are resident in the USA for the greater part of each calendar year or at least three quarters of the year are eligible to run for office.
- (d) No Member shall be eligible to apply for nomination as a Chapter Officer unless such a Member is a known and active member for at least two (2) years and in good standing both at the Chapter and Branch levels. Such a member shall have an NPP- USA membership ID Card or an assigned membership ID NUMBER.
- (e) Members of the Chapter Executive Committee shall hold office for four (4) years and may seek reelection.
- (f) Each Executive member, including a member elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected or appointed.
- (g) No Member shall be eligible to contest an election or be appointed to a position of a Chapter Officer if such a person is a Branch Officer.
- (h) The winner of each position shall be by a simple majority. Where there is a tie, provision shall be made for a run-off for only that position which shall be determined by a simple majority.
- (i) All appointments shall be made to reflect the diversity and the national character of the Party at the Chapter level.
- (j) The two years requirement of good standing for eligibility to contest and cast a vote shall be waived in the case of a newly formed Chapter. In a newly formed Chapter, all members who have been duly registered at NPP-USA and have a membership card or have an assigned membership number and fulfilled their obligations to the newly form Chapter (paid the first Chapter dues) shall be eligible to contest and cast a vote.

6. **CHAPTER EXECUTIVE COMMITTEE (CEC)**

Each Chapter shall have a Chapter Executive Committee that shall consist of all or most of the following officers:

- (a) Chapter Chairperson who shall be the chief executive of the Chapter. Chapter First Vice Chairperson who shall assist the Chairperson in all matters and deputize in his/her absence.
- (b) Chapter Second Vice Chairperson (if necessary, depending on the numerical strength of the Chapter).



- (c) Chapter Secretary who shall maintain all records of the Chapter including minutes of meetings.
- (d) Chapter Treasurer who shall maintain the financial records of the Chapter.
- (e) Chapter Organizer who shall focus on building the membership of the Chapter.
- (f) Chapter Women's Organizer who shall assist the Chapter Organizer with a special concentration on the recruitment of women.
- (g) Chapter Youth Organizer who shall assist the Chapter Organizer with a special concentration on the recruitment of the youth.
- (h) Chapter Communications Officers who shall publicize the activities of the Chapter in with the aim of increasing its members and informing the public the activities of the organization. All press releases shall be done upon consultation with the Chairperson or his/her designee.
- (i) Chapter Nasara Coordinator where applicable.
- (j) Chapter Financial Secretary shall act as an auditor of the finances of the Chapter including the books of the Chapter treasurer.
- (k) (Deputies shall be appointed to positions d, e, f, g, h, l and j where necessary considering the numerical strength of the Chapter and such appointments shall reflect the national character of the Party and Ghana.)
- (l) Except for the following appointees, as stated in K all other Chapter Officers shall be elected at a Chapter Annual Delegates Conference, which shall be supervised by a person appointed by the Branch Executive Committee from within its membership.

7. ELECTIONS AND INTERIM EXECUTIVES:

- (a) Elections for all Chapter Executive members shall be made by members of the Chapter in good standing with winners declared by simple majority.
- (b) Where the requisite number to form a Chapter has not been reached, an Interim Executive may be formed and act until such time as the number has been reached. At this time, another election shall be held to constitute new Chapter Executive Committee.
- (c) The Chapter elections shall be conducted by an Elections Committee appointed by the Chapter Executive Committee and supervised by the Chapter Council of Elders and an appointed BEC member.

8. TERM OF OFFICE:

- (a) The Chapter Executive Officer shall hold office for four (4) years from the date elected and may seek for re-election.
- (b) Each Executive member, including a member elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected.



9. RESTRICTION ON USE OF NAME:

- (a) Except as herein expressly provided, the Chapter's name and that of NPP- USA shall not be used for any purposes not authorized by this Bylaws.

ARTICLE 8

BRANCH COLLABORATION WITH NPP GHANA

1. NPP-USA shall from time to time adopt such constituencies as it deems fit and provide support in the form of logistics, human resources and other materials.
2. NPP-USA shall from time to time adopt such regions as it deems fit and provide support in the form of logistics, human resources and other materials.
3. NPP-USA shall from time to time help in any form as requested from the mother Party, NPP Ghana.

ARTICLE 9

EXTERNAL BRANCHES

NPP-USA shall maintain cordial relations with all External Branches and shall cooperate in formulating strategies that are mutually beneficial to all the External Branches.

ARTICLE 10

NATIONAL ORGANIZATION

Subject to Article 13(5), members of NPP-USA are encouraged to attend the National Delegates Conference as observers.

ARTICLE 11

RESIGNATION, REMOVAL AND VACANCIES IN ELECTED OFFICES

1. RESIGNATION

- (a) Any Executive Officer or Elder may resign at any time by notifying the Chairperson or the Branch Secretary in writing.
- (b) Such resignation shall take effect at the time specified and, unless otherwise specified, acceptance thereof shall not be necessary to make it effective.



2. REMOVAL

- (a) An elected officer shall be removed from office before the expiration of his/her term by a vote of at least two thirds of the body that elected him/her for cause (such as misappropriation of funds; and persistent and documented non-performance).
- (b) In emergency situations, the National Executive may refer a member to the Council of Elders for removal for cause pending the NPP-USA Delegates Conference and such decision must be ratified by the Conference.

3. VACANCIES

- (a) Any vacancy occurring in the Branch and Chapter Executives and the Council of Elders, whether caused by death, resignation, removal, disqualification,
- (b) may be filled for the unexpired term at any meeting of the Branch Executive, the Chapter Executives or Council of Elders by the affirmative vote of a plurality of the Executives present, constituting a quorum of the body.
- (c) In the case of a vacancy in the Branch Executive Committee the relevant meeting shall include the Council of Elders.

ARTICLE 12

SELECTION OF PARLIAMENTARY CANDIDATES

1. No organ of NPP-USA shall endorse any candidate in NPP Parliamentary Primaries.
2. NPP-USA shall adopt and support parliamentary candidates who show commitment to support causes and issues important to NPP-USA.
3. NPP-USA shall advocate for the creation of Overseas Constituencies.

ARTICLE 13

ELECTION OF THE PRESIDENTIAL CANDIDATE

1. No organ of NPP-USA shall endorse any candidate in NPP Presidential Primaries.
2. NPP-USA members in good standing shall vote for Presidential candidate in the Party Primaries.
3. The Branch's delegation to the National Congress to elect the flag-bearer shall be obliged to vote for the candidate securing the most votes in the NPP-USA primary held for that purpose.
4. Accordingly, steps must be taken by the Chairperson, verified by the Chairperson of the Audit Committee, to ensure that the obligation in Clause (c) above is faithfully discharged.



5. The delegates for the congress to elect the Presidential candidate shall include:
 - (a) The Branch Chairperson.
 - (b) 3 persons chosen from the Branch Steering Committee.
 - (c) 3 persons chosen from among the Chapter Chairpersons.
 - (d) 1 person chosen by the Council of Elders.
 - (e) The Chairperson of the Chapter hosting the Conference immediately prior to the National Congress.
 - (f) 3 non-executive members chosen by the Branch Executive Committee
6. NPP-USA pledges full and total support for whoever is elected as the flag bearer, notwithstanding that NPP-USA may have voted for another candidate at the primary.

ARTICLE 14

APPOINTMENT OF AUDITORS

1. Three persons, two with knowledge in accounting and auditing shall be appointed by the Conference to audit the accounts of the Branch annually.
2. The Conference shall appoint one of the persons as the Chairperson.
3. The term of office of the Auditors shall expire at the end of each Branch Delegates Conference but they may be re-appointed for no more than one additional period.
4. The Auditors shall not be a member of the Branch Executive Committee.
5. The Annual Audited Financial Statements of Accounts shall be presented to the Branch Executive Committee, Council of Elders, Steering Committee and Chapter Executives.
6. A 4-year comparative audited statements shall be presented at the NPP-USA Delegates Conference.

ARTICLE 15

RULES AND REGULATIONS TO THIS BYLAWS

There may be separate rules and regulations of the Branch to supplement the provisions of this Bylaws. The rules and regulations may provide the guidelines for the effective operations of the Chapters and Branches.



ARTICLE 16

AMENDMENTS TO THE BYLAWS

1. Every amendment to this Bylaws shall be made at the NPP-USA Delegates Conference, provided, however, that no amendment shall be made unless:
 - (a) Notice of such amendment has been submitted in writing to the Branch Secretary not later than 2 months before the NPP-USA Conference.
 - (b) The Branch Secretary has circulated the proposed amendment to every Chapter one (1) month before the NPP-USA conference.
 - (c) At least two-third (2/3) of the delegates at the NPP-USA Delegates Conference cast their votes in favor of the amendment.
2. Not later than two (2) months after any amendment is made to the Bylaws and Standing Orders, the Branch Secretary shall publish a complete and current list of all amendments made to the Bylaws and/or Standing Orders since they were last published in full.

ARTICLE 17

REVOCATION OF ALL PRIOR BYLAWS

Upon the coming into force of this amended Bylaws, all prior versions of the Bylaws of NPP- USA shall cease to have effect.

MISCELLANEOUS ITEMS AND SCHEDULES

1. INDEMNIFICATION

- (a) NPP-USA shall indemnify any advisor or officer or former advisor or former officer of the Corporation, or any person who may have served at its request as an advisor or officer for another corporation, whether for profit or not for profit, against the reasonable expenses (including attorney's fees) actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a defendant by reason of being or having been an advisor or officer, to the fullest extent permitted by the State of New York Nonprofit Corporation Act. Such indemnification shall not be deemed exclusive of any other rights to which such advisor or officer may be entitled under any by-laws, agreement, vote of Branch Executives, Advisory Council, or otherwise.

2. NET EARNINGS, DISSOLUTION AND OTHER IRS REQUIREMENTS

- (a) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in its articles of incorporation and Bylaw; and the political organization provisions under section 527 of the IRS Code.



- (b) It shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 527(political organizations) or corresponding provisions of any subsequent Federal tax laws.
- (c) No part of the net earnings of the corporation shall inure to the benefit of any member, advisor or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation; expenses incurred on behalf of the corporation shall be reimbursed; and the corporation may make contributions to the political campaigns of its members in accordance with generally-agreed-upon rules), and no member, advisor or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.
- (d) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC§ 501 (c) (3), and/or classified as a political organization under section 527 of the IRS Code or corresponding provisions of any subsequent Federal tax laws; or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

3. CONFLICT OF INTEREST

- (a) No executive, officer or Elder of any arm of NPP-USA, Inc, including the Branch, Chapters and Council of Elders, shall engage in any transaction with the corporation that has substantial financial benefit to the individual directly or through a company represented by the executive.
- (b) An officer, Elder or said individual who holds substantial interest (defined as holding more than 10% of the equity of the company doing business with NPP-USA, Inc) in an entity transacting with NPP-USA is required to fully disclose the relationship and the nature of the impending transaction to the Branch or Chapter Executives before consummation and shall recuse him/herself from any vote and discussion of the matter except answer questions that may be posed.
- (c) No executive, officer or Elder of any arm of NPP-USA, Inc, including the Branch, Chapters and Council of Elders shall carry him/herself in any way that projects a conflict of interest with respect to open and representative support of any one particular candidate for the office of President of Ghana on NPP ticket where more than one NPP aspirants are vying for the same position.
- (d) Open and representative support is evidenced by being an officer or principal and overt promoter on behalf of a candidate where there are more than one NPP candidates vying for a singular position. It does not include general and personal financial support.
- (e) Where such a conflict exists, such an individual shall resign as NPP-USA Chapter or Branch Executive within 15 days upon the adjudication by the legal committee of the conflicted status.



- (f) No member of the Branch, Chapter Executive or Council of Elders shall hold himself out to represent the interest, for financial gain or otherwise, of any person, group of persons or any organization whose interest and objectives are adverse to the interest of NPP-USA or NPP of Ghana.

4. SEAL

- (a) The Branch Executive Committee shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

5. FISCAL YEAR

- (a) The fiscal year of the Corporation shall begin on the first day of January in each year.

6. OFFICES AND AGENTS

- (a) **Principal and Other Offices:** The principal office of the Corporation shall be located in any City in the United States as it may deem appropriate from time to time. In addition, the corporation may have such other offices, either within or without the State of New York and the United States of America, as the affairs of the Corporation or the Branch Executive Committee and the Council of Elders may from time to time require.
- (b) **Registered Agent:** The Corporation shall have and continuously maintain in the State of New York a registered agent, which agent may be either an individual resident of the State of New York, a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the State of New York and having an office that may or may not be identical with the Corporation's registered office. Such registered agent shall be an agent upon whom process, notice or demand required or permitted by law to be served upon the Corporation may be served.

7. TAX STATUS AND MEMBERSHIP

- (a) The purposes for which the Corporation is incorporated permit its designation as a membership organization. Therefore, the Branch Executive/Chapter Committees and the Council of Elders shall act on behalf of the members of NPP-USA, Inc.
- (b) The corporation is registered with the Internal Revenue Service (IRS) as a political organization under section 527 of the IRS Code.
- (c) The corporation is incorporated as a not-for-profit entity in the State of New York. As a political organization, contributions are subject to annual limits determined by the IRS. Contributions are not tax deductible by the contributor but are not subject to income tax by the IRS. Investment income such as interest (separate from contributions and fees) over a certain limit (\$100 in 2007) is subject to income tax to the corporation.



DATED THIS 1ST DAY OF AUGUST, 2021

YAA AMPONSAH FRIMPONG

(BRANCH CHAIRPERSON)

Yaa Ampomah Frimpong
.....

AUGUSTINE Y. AGBENAZA

(BRANCH SECRETARY)

Ay Agbenaza
.....



CERTIFICATE OF BRANCH SECRETARY

I certify that I am the duly elected Branch Secretary of **NPP-USA, Inc.** that the above amended Bylaws, consisting of **FORTY-ONE (41)** pages, are the Bylaws of NPP-USA as adopted by the Membership on October 20, 2007 at a Congress in Dallas, Texas, and further amended by the Membership in May 30 2009 at a congress in Denver, Colorado, and reviewed to be brought in harmony with the National NPP Constitution by the Legal Committee chaired by Professor S. Kwaku Asare for adoption and as adopted by the membership on March 7th, 2021

Executed on this 1st day of August, 2021.