

**COUNCIL OF GHANAIAN PASTORS & CHURCHES**

**BYE-LAWS**



**MARYLAND, USA  
JUNE, 2020**

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# **THE BY-LAWS OF THE COUNCIL OF GHANAIAAN PASTORS AND CHURCHES (COGPAC) – USA, INC**

## **ARTICLE 1 - ANNUAL GENERAL MEETING**

1.1. The Annual General Meeting (AGM) of the Council shall be the highest and final decision-making authority of the Council. This authority is exercised through the election of officers to govern the Council known as the Executive Committee and other elections at the Annual General Meeting (AGM). The vote of the Annual General Meeting can only be changed by a properly constituted Annual General Meeting (AGM) which is 25 percent quorum of paid-up members present.

1.2. **Composition.** The composition/participants of the Annual General Meeting (AGM) shall include:

1.2.1. All paid up members of COGPAC, USA, INC:

1.2. 2. Any other institution, groups, speakers, members of technical committee, etc that the Executive Committee may deem necessary to facilitate the successful conduct of AGM shall be invited but shall have no voting rights.

1.3. **Conduct of Annual General Meeting.**

1.3.1. AGM meeting shall open and close with Prayer.

1.3.2. The AGM shall have 25 percent members present to qualify for a quorum.

1.3.3. Voting on issues at AGM shall be reserved to only paid-up members.

1.4.0. **Meeting Conduct**

1.4.1 COGPAC, USA, INC meetings shall be conducted by the method that provides common procedures for deliberation and debate in order to place the whole membership on the same footing.

1.4.2. COGPAC, USA, INC meetings shall be constructive and democratic. Full participation by all members should be encouraged. The fundamental right of deliberative meeting requires all questions to be thoroughly discussed before acting.

1.4.3 COGPAC, USA, INC meeting shall be conducted by written or verbal motions.

### **1.5.0 Meeting Rules**

1.5.1. Every member must obtain the floor (the right to speak):

- (a) be the first to stand or raise a hand when the person speaking has finished.
  
- (b) Must draw attention to the chair by stating Mr./Madam Chair.
  
- (c) Standing while another has the floor is out of order.
  
- (d) Must be recognized by the Chair and called upon to speak before speaking.

1.5.2. Debate cannot begin until the Chair has stated the motion or resolution and asked, "are you ready for the question?" If no one rises, the chair calls for the vote!

1.5.3 Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.

1.5.4. The "immediately pending question" is the last question stated by the Chair. Example, Motion/Resolution - Amendment - Motion to Postpone etc.

1.5.5. The member moving the "immediately pending question" is entitled to preference to the floor.

1.5.6. No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once.

1.5.7. All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives.

1.5.8. The agenda and all committee reports are submitted to the AGM for acceptance or rejection.

## **1.6.0 Operation of Rules**

1.6.1. **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary.

1.6.2. **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish the desired result, or raise a point of order

1.6.3. **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."

1.6.4. **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)

1.6.5. **Point of Order:** Must be heard at all times. Must address infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made. The Chairman reserves the power rule on a point of order by stating: Point Order Sustained or Overruled.

## **1.7.0. Process of tabling a Motion and Amendment.**

1.7.1. Motions and Amendments must be written legibly and presented to the Chairman at the high table.

1.7.2. **Main Motion:** Brings new business (the next item on the agenda) before the meeting.

1.7.3. **Motion to Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)

1.7.4 **Motion to Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and the entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.

1.7.5 **Motion to Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions.

1.7.6. **Motion to Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor

1.7.7. **Motion to Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution, if no committee exists, include size of committee desired and method of selecting the members (election or appointment).

1.7.8. **Motion to Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time.

1.7.9. **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time.

1.7.10. **Motion to Postpone to a Certain Time:** State the time the motion or agenda item will be resumed

1.7.11. **Motion to Object:** Objection must be stated before discussion or another motion is stated

1.7.12. **Motion to Lay on the Table:** Suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending.

1.7.13. **Motion to take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table

1.7.14. **Motion to Reconsider:** Can be made only by one on the prevailing side who has changed position or view

1.7.15. **Motion to Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session.

1.7.16. **Motion on Previous Question:** Closes debate if successful - may be moved to "Close Debate" if preferred

1.7.17. **Motion of Informal Consideration:** Move that the assembly go into "Committee of the Whole" - informal debate as if in committee; this committee may limit the number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.

1.7.18. **Motion to Appeal Decision of the Chair:** Appeal for the meeting to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business.

1.7.19. **Motion to Suspend the Rules:** Allows a violation of COGPAC,USA Meeting rules (except Constitution and Bylaws); the object of the suspension must be specified.

### **1.8.0 Organization of Annual General Meeting (AGM).**

COGPAC, USA, INC's Annual General Meeting (AGM) shall be held once a year in accordance with its constitution and bylaws. During this meeting, the AGM will discuss and determine the strategic direction of the Council. These subjects may include, but not limited to, financial statements, election of officers, programs and projects and other matters that are in the achievement of the Council's aims and objectives.

#### **1.8.1 Agenda for Annual General Meeting.**

Agenda for Annual General Meetings shall be compiled and disseminated by the General Secretary in accordance with this by-laws: In the main, and where applicable, AGMs will follow the following format:

1.8.1. a) Opening Prayer

1.8.1. b). Welcome/Recognition of Members Present by President/Chairman and Excuse of Absence of Members.

1.8.1. c) Previous AGM minutes by General Secretary

1.8.1. d) Matters arising from minutes

1.8.1 e) President's annual report

1.8.1. f) General Secretary's annual report

1.8.1. g) Financial Secretary's annual report and budget

1.8.1. h) Election of Executive Officers and other Officers

1.8.1. i) Discussion of General business (break into committees to review the president, secretary and financial secretary's budget and reports, followed by Issue of AGM Communique.

1.8.1. j.) Date of next meeting

1.8.1.k.) Close of AGM

1.8.1. l.) Closing Prayer

## **ARTICLE 2 - EXECUTIVE COMMITTEE (EC)**

2.1. There shall be a 9 - Member Executive Committee (EC) who shall be vested with the executive authority to implement decisions taken at AGM and as well as the strategic direction of the Council. The executive committee members shall be the Corporate directors and managers of the council. They shall act in good faith and in the best interest of the council.

2.1.1. Members of EC so elected, shall be men/women of integrity, unquestionable character, and credibility and paid-up members in compliance with all COGPAC-USA, INC's rules, regulations and values as enshrined in this constitution.

2.1.2. Members of the Executive Committee are elected by vote at the Annual General Meeting. They shall serve for two (2) years and are eligible to be re-elected for additional two (2) years as enshrined in this constitution.

2.2. **Composition.** The Executive Committee shall be composed of the following:

2.2.1. President

2.2.2. Vice-President

2.2.3. General Secretary.

2.2.4. Vice-General Secretary.

2.2.5. Finance Secretary.

2.2.6. Vice-Finance Secretary.

2.2.7. Organizing/Publicity Secretary.

2.2.8. Prayer Secretary

2.2.9. Welfare Secretary

2.3. The Executive Committee shall be led and chaired by the President.

2.4. COGPAC-USA, INC may rent or own a facility to be designated as the "Secretariat" to transact Council's Official business. It shall be the official fixed address of Council. All members of Council shall have access to the secretariat.

2.5. Every member of the 9 Executive Committee Officers (ECO's) shall each play a distinctive role, complementary to each other.

2.6. No individual Executive Committee Officer shall have an unfettered power of decision or control.



2.7. All Executive authority and Powers assigned to any Executive Member by this Constitution is subordinated to the authority of the President of the executive committee.

2.8. The President's authority as defined by this constitution is subordinated to the Annual General Meeting (AGM).

2.9. Each Executive Member is mandated to submit an input (report) or contribute to the Annual Council Report by the President.

2.10. They are collectively responsible for the leadership of the Council and for promoting the highest standards of integrity and probity in line with the vision, mission, and overall aspiration of the Council.

2.11. The Executive Committee shall also be responsible for proposing the Strategic direction, focus, as well as provide the business plan and budget for approval by the Council at Annual General Meeting.

2.12. Each member of the Executive Committee shall respect the clear and effective division of authority, accountability, role, function, and responsibility assigned by this constitution to each executive member.

2.13. Executive Members shall always endeavor to balance the exercise of their respective authority assigned by this constitution to enhance harmony and teamwork.

2.14. The Executive Committee shall direct the formation of a 5-member interim conflict resolution committee (ICRC) to address such impasse(es) or conflict(s) that may arise within Council.

2.15. If the conflict arising affects the exercise of executive function and authority of the President, then the Executive Committee will have to seek a mandate from AGM to form the Interim Conflict Resolution Committee to address it. If the conflict involves any other executive officer other than the President, then the Executive Committee may trigger the ICRC to address it without AGM.

2.16. In the event of role or functional ambiguity by this constitution, the President's authority shall prevail till such ambiguity is addressed at the Annual General Meeting (AGM).

2.17. Members of the Consultative Elders' body endowed with wisdom, integrity and relevant experience in constitutional matters shall be co-opted into the interim conflict resolution committee (ICRC) by the Executive Committee and mandated with constitutional powers for the purpose of resolving the constitutional issue(s) or challenges raised.

2.18. Results or outcome of the ICRC report/resolution including disciplinary recommendation shall be considered as COGPAC's mandate and shall be binding on all parties involved in the conflict.

2.19. An Emergency AGM shall be called by the President, or in the event of incapacitation or a charge of complicity leveled against the President, six (6) Executive Committee members may combine to call for emergency AGM to specifically address the impasse or burning issue(s) arising.

2.20. In case of a charge of complicity against the President, the vice President shall assume the role of interim President until such issues are resolved.

2.21. The President may be restored to his/her position if the issues are resolved in his/her favor.

2.22. Any complaints alleged against any executive Committee members shall be accorded the same due process (notice and opportunity to be heard) as outlined above.

2.23. They shall be reinstated to finish their remaining term if issues are resolved in their favor.

2.24. Every member of COGPAC-USA INC shall have the right of appeal. All appeals may be handled by the Interim Appeal Panel of COGPAC.

2.25. The Executive Committee shall be mandated to constitute an INTERIM APPEAL PANEL (IAP) for Council.

2.26. The Membership of the appeal panel shall be composed of Consultative Elders Board and other independent minded Council members of high integrity and unbiased character. The report issued by the IAP shall be binding on all.

2.27. Executive Committee shall issue the terms of reference, guidelines, and timeline (date of submission of report) for Sub-committee(s), Interim Conflict Resolution Committee (ICRC), Interim Appeal Panel (IAP) Interim Constitution Interpretation Team (ICIT) and other subsidiary committee(s) that Council may deem necessary to facilitate its work.

2.28. **Functions of the Executive Committee.**

2.30. The Executive Committee shall be responsible to the Annual General Meeting for the following:

2.30.1 Shall uphold, protect, and promote the Vision, Mission, and overall interest(s) and purpose(s) of the COGPAC-USA, INC's Constitution.

2.30.2 They shall be responsible for the preparation, organization, promotion, and hosting of the Annual General Meeting (AGM).

2.30.3. Prepare policy on good corporate governance practices and procedures for approval by AGM to promote the highest standards of integrity, probity, and accountability particularly with the management of Council finances.

2.30.4 Conduct the affairs of the Council in accordance with COGPAC-USA, INC's constitution and the best practices and procedures adopted and approved by the Annual General Meeting (AGM).

2.30.5 The executive committee meeting agenda is set by the Chairman in consultation with Executive members. Chairman assisted by the General Secretary shall see to the success of this core function.

2.30.6 Regular Executive committee meetings shall be scheduled every quarter. Meeting dates shall be provided in advance. Unscheduled supplementary or emergency meetings may also take place as and when necessary upon reasonable notice.

2.30.7 Executive committee meetings may be held in an inclusive environment where open debates and constructive challenges are encouraged and embraced. Executive committee officers shall be free to contribute alternative views at meetings. Major decisions would only be made after thorough deliberation and voting.

2.30.8 In addition to Executive committee on-site meetings, off-site meetings may be held via video conference technology and other technologies in vogue that Council may deem appropriate can be deployed. Other trending technology such as audio conferencing (PRAYER LINE) platforms may be used.

2.30.9. The Executive Committee may use Virtual technology platforms for virtual meetings. It may not only enable the Council to save cost and transportation and mobility constraints but help Council to devote time to its strategic direction and foster closer working relationships between COGPAC-USA, INC members.

2.30.10 Other than the formal on-site Executive meetings, the Chairman in collaboration with executive members may hold in-formal off-site meeting(s) with Senior Pastors, member churches, affiliated bodies to discuss the interest of COGPAC-USA, INC to air subjects outside the confines of AGM in an informal and constructive manner.

2.30.11 The Executive committee shall lead the drive to promote COGPAC-USA, INC's activities through fund-raising, writing for grants, Sale of paraphernalia, donation drive(s), free giving and other promotional activities as well as identify project(s), acquire property and assets, that council may deem appropriate to approve or endorse.

2.30.12. Organize Banquets, Buffet Dinners, Awards Ceremony, Musical Concerts, Sports and Games.

2.30.13. Organize fasting and prayer meetings, evangelism, crusades, seminars, and webinars.

2.30.14 Any other events or activities that the executive committee deems appropriate.

2.30.15. Executive Committee Officers shall have access and utilization of the Council's Secretariat to conduct official Council business.

2.30.16 All deliberations shall be maintained in confidence except with the expressed permission of the President before any Council information can be released.

### **2.31. Terms of Office:**

2.31.1. All persons elected to the Executive Committee shall hold office for a term of Two (2) years and may be eligible for re-election for one additional term.

## **ARTICLE 3 - ROLE OF EXECUTIVE OFFICERS**

3.1. **Role of the President.** There shall be a President elected at the Annual General Meeting and shall be responsible to the AGM for providing leadership for the Executive Committee in the execution of its functions. The President shall perform the following roles:

3.1.1. Shall uphold, protect, and promote the Vision, Mission, and overall interest of COGPAC, USA, INC's Constitution.

3.1.2. Be the conscience, face, and integrity of the Council.

3.1.3. The President assisted by the General Secretary shall be the official liaison between COGPAC-USA, INC, the Ghana Embassy, COGIA and other Organizations.

3.1.4. The President shall chair and preside over meetings of COGPAC-USA, INC at the Executive Committee, and AGM.

3.1.5. Shall lead, direct or delegate strategic formal communication, Official rebuttal, media interactions, press release, issue of communiqué etc.

3.1.6. Shall sign Memorandum of Understanding (MOU), Agreement and Compact between COGPAC-USA, INC and other Organizations.

3.1.7. Shall be a signatory to the Council's accounts.

3.1.8. Shall be the approving authority in all matters of Council in the absence of AGM. Such authority may be delegated by the President.

3.1.9. Shall issue and deliver Executive Committee annual report of the council at AGM.

3.1.10. The President's Executive Report must capture among others, the Council's performance, the issues, challenges, and opportunities facing the Council, and matters reserved for AGM to take decisions on.

3.1.11. Shall direct official communication to COGPAC-USA, INC's External public such as social media platforms. The President may delegate.

3.1.12. The President shall have veto powers to break a voting tie at all meetings.

3.1.13. Such Veto power when exercised by the President can be overturned only by 6 or more Executive Committee Officers present and voting in a meeting or by 75% of COGPAC-USA, INC members present and voting at AGM.

3.1.14. Ensure that the Executive Committee plays a full and constructive part in the development and determination of the Council's strategies and policies.

3.1.15. Ensure that decisions taken at EC meetings reflect the Council's consensus and will enhance COGPAC-USA INC's best interests.

3.1.16. Develop and propose the Group's strategies and policies for consideration at AGM.

3.1.17. Lead the Executive Committee in the day-to-day running of the Council's business in accordance with the Mission and Vision of the Council.

3.1.18. Promote effective relationships and open communication among member bodies to create an environment that allows constructive debate to ensure that Council meeting is a forum for the debate of matters of concern to member bodies and in the diaspora community.

3.1.19 Promote the overall participation and involvement in the Council's activities by the Ghanaian Christian community in the diaspora.

3.1.20. Communicate on a regular basis to review key developments, issues, opportunities, and concerns of Council members.

3.1.21. Provide leadership and governance of the Council to create the conditions for overall Council and individual Executive's effectiveness and ensure that all key and appropriate issues are discussed by the Council in a timely manner.

3.1.22. Shall call for an emergency executive Committee and Annual General Meeting to consider particularly important and crucial Council business that is time-bound or need the Council's urgent attention.

3.1.23. Shall ensure that the Council's business is carried out efficiently regarding the rights of member bodies and collective interest of the council.

3.1.24. Implement, with the support of the Executive Committee, the strategies and policies as approved at the AGM and its committees in pursuit of the Council's objectives.

3.1.25. Shall lead Executive delegation to attend Official, US Government invitations, Ghana Embassy functions, State and Municipal government programs as well as attend Civic and ceremonial functions that the Council may determine appropriate to promote the best interests of Council.

3.1.26. Present Awards on behalf of Council to deserving recipients and bodies whose contribution has helped to promote the unity, high performance, and progress of COGPAC-USA, INC.

3.1.27. Shall perform any other role/function that may be assigned by the AGM.

### 3.2. **The Role of the Vice President.**

3.2.1. There shall be a Vice President elected by the Annual General Meeting who shall report to the President.

3.2.2. He/she must primarily deputize for the President in his/her absence. He/She shall also perform such roles as may be delegated by the President.

### 3.3.0 **The Role of the General Secretary (GS).**

There shall be a General Secretary elected by the Annual General Meeting and shall be responsible to the President for the following:

3.3.1. Assist the President of the Executive Committee in the day-to-day running of the Council's business in accordance with the Mission and Vision of the Council.

3.3.2 Accompany the President to external Official meetings and functions.

3.3.3. Be co-signatory with the President of Memorandum of Understanding (MOU's) and all official agreements between COGPAC-USA, INC and other Organizations.

3.3.4. Be a Co-signatory to Council's Bank Accounts with the President and the Financial Secretary.

3.3.5. Assist the President to liaise between COGPAC-USA, INC and Ghana Embassy and COGIA.

3.3.6. Be responsible for the general administration and custodian of COGPAC-USA, INC's official seal and assets on behalf of council.

3.3.7. Design Membership forms, corporate letterheads and official COGPAC-USA, INC Seal.

3.3.8. Be the direct Executive Officer In-charge of the management of the Council's Secretariat.

3.3.9. Provide a detailed progress report of the secretariat to the Executive Committee.

3.3.10. Submit a budget for the Secretariat for funding.

3.3.11. Issue strategic official communication, rebuttal, media interactions, press release, issue of communique etc as directed by the President.

3.3.12. Request, Collate and distribute approved meeting agenda and other papers to participants at least 5 days in advance of each meeting.

3.3.13. Ensure proper briefing on all issues arising from committee meetings, internal and external inquiries, and receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to accomplish secretariat management duties.

3.3.14. Ensure that the Executive Committee gives appropriate priority to providing reports which contain all the information necessary to fulfill its mandate/duties.

3.3.15. The General Secretary shall be responsible for taking minutes at every COGPAC-USA, INC meeting.

3.3.16 The General Secretary shall circulate and disseminate all official communication in accordance with administrative best-practice.

3.3.17. Shall ensure that minutes of meetings of the Executive committee or AGM and records must capture matters deliberated and decisions reached in enough detail, and reflect all concerns raised or any dissent expressed.

3.3.18. Draft/final minutes may be circulated to all executive committee members for their comments/records within a reasonable time determined by the General Secretary after the meeting is held.

3.3.19. The General Secretary shall keep all approved minutes (electronic) of the executive committee and AGM in safe custody at the Council's secretariat.

3.3.20. The General Secretary shall assist the President with media interactions, press conferences, press releases and communicate at AGM.

3.3.21. Assist the Chairman to ensure that the strategies and policies agreed by the AGM are effectively implemented by the Executive Committee.

3.3.22. The General Secretary shall assist the President to plan the AGM meeting, schedule agenda and term paper for AGM committees to take full account of the important issues facing the Council and the concerns of all member bodies, to ensure that adequate time is available for a thorough discussion of critical and strategic issues.

3.3.23. Maintains regular dialogue with the President on important and strategic issues facing the Council and to bring these issues to the Executive Committee and AGM's attention.

3.3.24. Ensure that the President is properly briefed on issues arising from official Council related correspondence or communication received in a timely manner.

3.3.25. Shall alert the President and executive committee about any forthcoming challenge in order to ensure enough attention, time and consideration is given to address the complex, contentious or sensitive issues at the secretariat.

3.3.26. The authority of the General Secretary shall be subordinated to the authority of the President.

3.3.27. Work closely with the President to ensure that Council's schedules are coordinated to avoid clashing with other meetings.

3.3.28. Keep track of Council's inventory and equipment, and assets and advice for supplies, replenishment, and repairs.

3.3.29. Responsible for Council's business cards, marketing materials and publicity materials such as branded anniversary cloths, T-shirts, Baseball caps and other branded paraphernalia.

3.3.30. Perform any other assignment that the President may delegate from time to time.



#### **3.4.0 The Role of the Deputy General Secretary.**

3.4.1. There shall be a Deputy General Secretary elected by the Annual General Meeting.

3.4.2. Shall act in the absence of the General Secretary.

3.4.3. The Deputy General Secretary shall support the General Secretary and undertake roles and functions delegated/assigned by the General Secretary.

#### **3.5.0 The Roles of the Financial Secretary.**

There shall be a Financial Secretary elected by the Annual General Meeting and shall be responsible for the following.

3.5.1. Oversee financial policy formulation and implementation of financial, monetary, grants, and dues of the Council.

3.5.2. The Financial Secretary shall be responsible for presenting the Council's budget to the Executive Committee and the AGM.

3.5.3. Shall Work closely with the President and members of the executive committee in formulating a budget for the Council.

3.5.4. Shall assist the President with rich and professional advice to craft Financial policy, by-laws and guidelines for COGPAC-USA, INC.

3.5.5. To identify grants and other sources of funding for the benefit of the Council.

3.5.6. Shall be responsible for record Income and Expenditure of all COGPAC-USA, INC.

3.5.7. Prepare annual financial reports or any other monetary report that the President or Executive Committee may require.

3.5.8. Prepare quarterly and Annual Financial reports of monies received, deposits made and authorizations for payment issued to give to the President.

3.5.9. Shall receive, record, deposit and report on monies collected or COGPAC-USA, INC bank balance.

3.5.10. Check amounts received for accuracy and issue a numbered receipt for each financial transaction.

3.5.11. Record receipts in the ledger (electronic) noting date of receipt, number of receipts issued, amount, from whom received and for what account (e.g. membership, fundraising, grant)

3.5.12. Record any refunds or disbursements and prepare authorizations for payment.

3.5.13. Ensure that money and checks are deposited immediately in a COGPAC-USA, INC account.

3.5.17. Submit all records for audit whenever an audit is deemed necessary.

3.5.18. Shall be signatory to COGPAC-USA, INC accounts together with the President and General Secretary.

3.5.19. Shall be chief fundraiser, and shall also be responsible for identifying cost-cutting measures and judicious management of council's finances

### **3.6.0 The Role of the Vice Financial Secretary.**

3.6.1. There shall be a Vice Financial Secretary elected by the Annual General Meeting.

3.6.2. Shall deputize for the Financial Secretary.

3.6.3. Shall perform any other duty or responsibility that may be assigned by the Financial Secretary.

3.7. **The Roles of the Organizing Secretary.** There shall be an Organizing Secretary elected by the Annual General Meeting and shall be responsible to the Executive Committee and AGM, for the following roles:

3.7.1. Implementation of efficient COGPAC-USA, INC's organizational systems and processes and identify areas for improvement.

3.7.2. Handling the organizing aspects of all of Council's programs and activities including, arranging for venue, logistics, public address system, Protocol, transportation, and seating arrangements, for Crusades, Rallies, Community Outreach, Prayer Festivals, Musical Concerts, Sports program between member bodies, Annual get-together parties or feast and seminar or conferences.

3.7.3. May accompany any officer to promote the programs and activities of the Council.

3.7.4. Perform all other assignments as may be delegated by the President.

#### **ARTICLE 4 - CONSULTATIVE ELDERS' BOARD (CEB)**

4.1 There shall be a Consultative Elders' Board (CEB) that will comprise identified Christian Elders with high integrity who may be either Former Executive Officers, Church Founders, Christian leaders, Professionals, Technocrats, Corporate Executives, and Captains of Industry.

4.2. CEB members shall be nominated by the members of the Executive Committee and appointed by the Annual General Meeting (AGM).

4.3. Such nomination shall be in the form of a recommendation stipulating the profile of the nominee and a justification of the strengths the nominee could bring to the CEB.

4.4. The General Secretary will collate such nominations for the attention of the President, who will table the same at the appropriate Executive Committee meeting before putting the same forward for the approval and appointment by AGM.

#### **4.5 Functions of Consultative Elders' Body (CEB).**

4.5.1. CEB shall play a Consultative and Advisory role.

4.5.2. Handle professional counseling, advice, and interim official functions, such as Interim Conflict Resolution Committee (ICRC), and any other terms of reference the executive committee may provide or may refer to it.

4.5.3. The results or report issued by CEB regarding any conflict resolution shall be adopted as the Council's position and shall be binding on all parties.

4.5.4. CEB members shall have voting rights at AGM.

#### **ARTICLE 5 - REGIONAL/STATE EXECUTIVE MEMBERS.**

5.1 The Council shall encourage and recognize the creation of State or Regional branches of COGPAC-USA, INC in states and regions within the United States of America and Canada. The Regional/State branch executive officers shall follow the same structure as the main Executive Committee of Council as follows:

- 5.1.1. Regional/State President
- 5.1.2. Regional/State Vice President
- 5.1.3. Regional/State Secretary
- 5.1.4 Regional/State Vice Secretary
- 5.1.5. Regional/State Finance Secretary
- 5.1.6. Regional/State Vice Finance Secretary
- 5.1.7. Regional/State Organizing Secretary.
- 5.1.8. Regional/State Prayer Secretary
- 5.1.9. Regional/State Welfare Secretary

5.2. **Functions of Regional COGPAC EXECUTIVES.** The Roles, functions, and duties of the regional branches shall be similar to those of the National Executive Council by this constitution.

#### **ARTICLE 6 - SUB-COMMITTEE(S)**

- 6.1.1 COGPAC-USA, INC may, by the authority of the President, form any type of sub-committee deemed appropriate, and necessary to fulfill its mission and vision.
- 6.1.2 The Executive Committee shall also have the mandate to delegate certain defined powers to a sub-Committee within the Council.
- 6.1.3. Standing committee(s) may be formed at the onset of COGPAC-USA INC s existence, at the first or second meeting of the newly inaugurated Executive Committee.
- 6.1.4 Standing committees require special expertise and therefore a standing committee such as finance, legal or audit standing committee requires that at least one committee member be well-versed in financial, legal and audit matters in order to drive desired outcomes. Sub-committee shall be formed from the standing committee.
- 6.1.5. The Executive Committee may form its own Sub-committee(s) to carry on some specific tasks.
- 6.1.6. The formation of a standing committee or sub-committee shall be noted in the minutes of the Executive Committee meeting, along with its terms of reference.

## **6.2 Procedures and Processes.**

6.2.1 Standing committee or Sub-committee members nominated and approved at an executive committee meeting may be formally issued with appointment letter(s) by the President of the executive committee.

6.2.2. A Sub-committee may schedule its own meeting. Preliminary issues or business to consider at the first meeting include but not limited to:

6.2.3. Selecting the Chairperson to steer affairs of the committee where the name of the chairperson is not known prior.

6.2.4. Choosing a Recorder who will take minutes of the sub-committee's deliberations and record decision made and action points required who is responsible for what action and when deadlines are due.

6.2.5. Deciding what the scope of the task is, what form the committee's work product will take (for example, a report, a recommendation, an evaluation, and so on), and who will do what to accomplish the sub-committee's goal.

6.2.6. Scheduling a timetable with milestones at the conclusion of the meeting.

6.2.7. Set a date to reconvene so that each member can report on the progress of an assigned task.

6.2.8. The Standing or Sub-committee's final report to the Executive Committee must be signed by the Chairman and sub-committee secretary/recorder.

6.2.9. Similarly, a report meant for the executive committee on a periodic or ongoing basis, must be duly signed by the subcommittee's Chairman and the sub-committee secretary/recorder.

## **ARTICLE 7 - MEETINGS & CONFERENCES**

7.1. Meetings may be held in a regular round-table mode or via a virtual video or teleconference platform.

7.2. Meetings should commence when the appropriate quorum (25 %) is formed.

7.3. If the meeting is inquorate the meeting can be cancelled and a new date fixed and announced.

7.4. Recommendations, suggestions and proposals that might be binding may be fully and thoroughly discussed and ratified at meetings.

7.5. Meetings should be held in accordance with the provisions of the COGPAC-USA, INC's constitution.

7.6. If business is limited, consideration should be given to circulating items with the Chair's recommendation rather than to deferring items to a later meeting.

7.7. Where appropriate, items for discussion must contain or have attached, any background material necessary to enable members to make informed decisions. If items have been discussed previously, a chronology of key elements of the discussion should be attached.

7.8. The Chair may allow items of 'Other Business' provided there is advance notice to the Chair and the item is not a major policy item.

7.9. Agenda of items to be discussed at a meeting should be distributed to members at least three working days before the meeting and items perceived by the Chair to be key issues should be highlighted.

7.10. Deadlines for placing formal items on the agenda should be enforced by the Chair and the Secretary.

7.15. Rather than delay the distribution of an agenda because one item is not ready, the use of supplementary agendas should be considered.

7.16. Unless issues of confidentiality preclude it, Council meeting minutes may be available to members upon request.

7.17. Contemporary business minutes format captures the following points.

- i. Agenda of the meeting.
- ii. Location, date and time of meeting.
- iii. Person responsible for distribution of agenda and approval for the meeting.
- iv. Review of previous minutes.
- v. The minutes of the previous meeting were reviewed and approved by.
- vi. Consideration of Open issues.
- vii. Agenda and time of next meeting.
- viii. Date and venue for next meeting.
- ix. The agenda of the next meeting.
- x. Who adjourned the meeting:
- xi. Minutes submitted by:
- xii. Minutes approved by:

## **ARTICLE 8 – FINANCIAL ADMINISTRATION**

8.1 The finances of the Council shall be derived from:

8.1.1. Membership Fees.

8.1.2. Assessments/Dues.

8.1.3. Donations and Grants.

8.1.4. Income generating activities approved by the Executive Committee

8.2 **Council's Audited Annual Account**.. The Council's accounts shall be audited annually by a Certified Public Accounting Firm. The Auditor's report shall be presented to the Executive Committee not less than 30 days before the next Annual General Meeting.

## **ARTICLE 9 – AFFILIATION**

### **9.1 Application of affiliation status from COGPAC**

9.1.1 COGPAC-USA, INC shall seek to affiliate with any like-minded organization to promote its vision and mission.

9.1.2. The executive Committee shall however not seek to be affiliated to any Christian group, body, or association whose statement of faith, vision, mission and objectives or aspiration conflict with COGPAC-USA, INC's constitution in any way, shape or form.

9.1.3. Application for affiliation shall be made by the President of Executive Committee who shall do due diligence or cause same to be done on the group, body or association that the Executive Committee seeks to affiliate with and provide a report stating the goal or purpose of the affiliation as well as benefit and advantage the affiliation may provide to COGPAC-USA, INC.

### **9.2 Application to COGPAC for affiliation status.**

9.2.1. COGPAC-USA, INC shall accept applications for affiliation from a Christian body, group, or association whose statement of faith, vision, mission, objectives, and aspiration does not conflict with that of COGPAC-USA, INC as enshrined in the constitution.

9.2.2. Any individual non-Ghanaian Christian wishing to affiliate with COGPAC-USA, INC shall do so by applying to that effect. The application shall be admitted after a thorough vetting.

9.2.3. Application for COGPAC affiliation to or by any Christian body, group or association that meets COGPAC's criteria shall receive provisional executive committee approval and subsequent final approval by the AGM.

### 9.3. **Rights, Privilege and Responsibility Of Affiliation**

9.3.1. Affiliate groups and individual members shall abide by the tenets of the COGPAC-USA, INC constitution, pay the current affiliation fee and enjoy the rights and privileges of affiliate members.

9.3.2. An affiliated individual, body, group, or association shall have no voting right or be allowed to stand for election to be voted for any COGPAC-USA, INC office nor vote for someone to occupy COGPAC elected office. Affiliate members may submit memorandums for consideration but shall not be permitted to vote for an idea, motion, or business item in any COGPAC organized meeting for election.

9.3.3. The penalty for violation of Article 9.3.2 above is outright expulsion from COGPAC.

### 9.4. **Non-Interference Clause**

9.4.1. COGPAC-USA, INC members shall not use the influence or clout of the Council to interfere in the internal business and private affairs of member pastors, member churches or member affiliates.

9.4.2. Any case of interference in the internal affairs of member pastors, churches or affiliate individuals or groups shall be thoroughly investigated by the executive committee and if found to be true, the executive member shall be subjected to disciplinary process. The outcome or report of the disciplinary committee shall be binding.

9.4.3. Conversely, no member pastor, church or affiliate individual or group shall seek to use the influence or clout of their local church or of an affiliated group to interfere in the internal affairs of COGPAC-USA, INC.

9.4.4. Any case of alleged interference in COGPAC's internal affairs shall be thoroughly investigated by the executive committee, and if the appearance or suspicion as alleged is established, the member Pastor, Church or Affiliate body shall be subjected to COGPAC's disciplinary process.



**ARTICLE 10 – AMENDMENT**

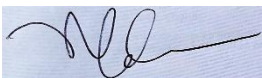
- 10.1. This Constitution may be amended or revised in the following manner:
- 10.2. Recommendation made through and accepted by the Executive Committee.
- 10.3. By a two-thirds (2/3) majority vote of members in good standing present at the Annual General Meeting of the Council, duly summoned for that purpose.
- 10.4. Notice of a motion proposing such an amendment or revision shall be made in writing to the General Secretary who shall transmit the same to all members of the Executive Committee. The Executive Committee shall approve the proposal as a recommendation to the Annual General Meeting at least six (6) weeks before the meeting called to amend the Constitution.

**ADOPTION**

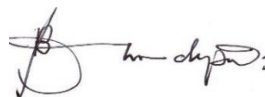
These By-Laws was adopted by a two-thirds majority vote of the members present and voting at a duly called meeting of the General Assembly in which a quorum was present.

This Constitution supersedes any other Constitution of the Council of Ghanaian Pastors and Churches, (COGPAC) USA, INC.

Adopted/Ratified on 5th day of June 2020. Promulgated on - day of - 202- at the Council's 1<sup>st</sup> AGM.



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Dr. Evans K. M. Glover  
Interim President, COGPAC, USA



.....  
Apostle Bismark Barima Bampoh  
Interim General Secretary, COGPAC, USA