National Civic Forum

Charter

ARTICLE I: NAME

The name of this organization shall be the NATIONAL CIVIC FORUM, henceforth, NCF.

ARTICLE II: STATEMENT OF PURPOSE

The National Civic Forum is an independent, non-partisan organization founded by a cohort of Somali scholars and professionals who met on September 20th–24th, 2004 in Nairobi, Kenya. NCF's mission is to generate and disseminate creative ideas that may assist in educating the Somali people in order for them to establish a democratic political order, durable peace, justice, rule of law and sustainable development.

Such a generation of creative ideas and their dissemination through various media and publications is particularly crucial during the Transitional Federal Government's mandate at a time when not only national reconciliation, social reintegration and confidence-building should be a high priority but also the supremacy of the rule of law, respect for human rights and civil liberties, social justice, economic recovery, and accountability—among others—should be systemically affirmed and enforced in earnest, thus ending forever the rule of one-man and the rule of the gun in the Somali Republic.

The ideas that the NCF generates will become the basis for a new public platform, where any and all aspects of national problems will be objectively and dispassionately debated, with a view to searching common grounds of solving them. This could be realized by NCF's persistent and positive engagement of the nascent Transitional Federal Institutions, the Somali society, the civil society organizations, and the international community, ensuring that each one of them plays its specific role in the most effective and constructive way.

ARTICLE III: AFFILIATION

NCF is an unaffiliated and independent organization.

ARTICLE IV: MEMBERSHIP

Any Somali scholar or professional who is committed to the spirit and goals of NCF as explained in this charter may become a member of NCF. The potential member shall be independent and unaffiliated with any political or sectarian organization whose aims or objectives are contrary to those espoused by NCF.

The annual membership meeting of this organization shall be held on the 10th day of August each and every year except if such day is deemed infeasible, then and in that event, the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by this Charter.

The Secretary shall mail notice of this meeting to every member in good standing at his/her address as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held anywhere that the Board of Directors deems appropriate or convenient.

The presence of not less than sixty percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization. But a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by this Charter and the Secretary shall cause a notice of this scheduled meet-

ing to be sent to all those members who were not present at the meeting originally called. The second meeting shall automatically constitute a quorum if half plus one of NCF's effective members attend.

The Chairperson may call special meetings of this organization when five members of the Board of Directors deem it for the best interest of NCF. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 10 (ten) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 75% (seventy-five percent) of the members of the Board of Directors or 75% (seventy-five percent) of the members of NCF, the Chairperson shall cause a special meeting to be called but such request must be made in writing at least 15 (fifteen) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V: VOTING

Only members in good standing may vote. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear anyplace on such ballot that might indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all voting by ballot, the Chairperson of such meeting shall, prior to the commencement of balloting, appoint three members who shall act as the Election Committee and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results, and the certified copy shall be physically affixed to the minutes of that meeting.

Candidates for office shall not be members of the Election Committee.

ARTICLE VI: ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

ARTICLE VII: BOARD OF DIRECTORS

NCF will have a Board of Directors consisting of (7) seven members, and an Executive Director who shall be an ex-officio member with a non-voting status. The Chairperson, the Executive Director, Secretary, and Treasurer, may sign the checks or drafts of NCF.

The directors for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of two years.

The Board of Directors shall oversee the duties of the officers and act in the name of NCF when it shall be regularly convened by its Chairperson after due notice to all the directors of such meeting.

Five [Seventy-one (71%) percent] of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly twice a year.

Each Board Member, except the Executive Director, shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Chairperson of the Board of Directors by virtue of his/her office shall be Chairperson of the Board of Directors.

No Board Member shall for reason of his/her office be entitled to receive any salary or compensation.

The Board of Directors shall publish an electronic monthly newsletter covering relevant developments in the affairs of NCF and the Somali Republic.

The Board of Directors shall set up and maintain a web site dedicated to the dissemination of the ideas generated by NCF.

A director may be removed if four of the remaining six directors conclude that sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of NCF.

ARTICLE VIII: OFFICERS

The Board will elect the officers of NCF including the Executive Director. The officers shall be responsible for the day-to-day management of the affairs of NCF. The officers shall serve for a term of two years. The initial officers of the Organization shall be as follows:

1. Executive Director
2. Secretary
3. Treasurer

The Executive Director by virtue of his/her office shall be an ex-officio member of the Board, and shall:

- present at each annual meeting of NCF an annual report of the work of NCF.
- see to it that all books, reports and certificates required by law are properly kept or filed.
- have such powers as may be reasonably construed as belonging to the chief executive of any organization.

- nominate an acting Executive Director, in the event of the absence or inability of the Executive Director to carry out his/her duties.

The Secretary shall keep the minutes and records of NCF in appropriate books, and shall:

- file any certificate required by any statute, federal or state, of whichever country this organization is registered.
- give and serve all notices to members of this organization. S/He shall be the official custodian of the records and seal of this organization.
- present to the membership at any meetings any communication addressed to him/her as Secretary of NCF.
- submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of NCF.
- attend to all correspondence of NCF and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to NCF and shall be solely responsible for such monies or securities of NCF. The Treasurer shall ensure that the monies are deposited in a regular business bank or trust company. S/He must be one of the officers who shall sign checks or drafts of NCF. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of NCF and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

ARTICLE IX: STAFF AND COMPENSATION

The Executive Director shall hire and fix the compensation of any and all employees and consultants, which in his/her discretion may determine to be necessary for the conduct of the business of NCF.

ARTICLE X: COMMITTEES

The Board of Directors shall appoint and dissolve committees of NCF as needed.

ARTICLE XI: DUES

The dues of this organization shall be $300.00 (three hundred US$) per annum and shall be payable within the month of January of every year. Members who are based in Somalia shall pay US$100 (one hundred US$). NCF shall welcome any contribution from its members. The Board of Directors may also waive membership dues for selected honorary members. Only members who pay their dues shall be considered of good standing and thus shall be eligible to vote.

ARTICLE XII: AMENDMENTS

This Charter may be altered, amended, repealed or added to by an affirmative vote of no less than two-thirds (seventy-five percent) of the members of good standing.

ARTICLE XIII: DISSOLUTION

The Board of Directors may propose the dissolution of NCF by arranging an extraordinary meeting of the Members giving them 30 days notice, communicating the proposed dissolution.

Any proposed dissolution shall be passed by 75% (seventy-five percent) of the members present at the meeting.

The Board of Directors shall proceed to implement the dissolution after it has been passed.

After the satisfaction and clearance of all debts and liabilities, all assets of the NCF shall be donated or transferred to any IRS tax exempted organization or institution of similar objectives as determined by the majority of NCF members during the dissolution meeting.