## **Bylaws**

Asaba Association, Inc.

November 13, 2009

### **Table of Contents**

Preamble:	6
Article 1: Offices	7
Section 1.1: Principal Office	7
Section 1.2: Change of Address	
Section 1.3: Other Offices	
Article 2: Nonprofit Purposes	8
Section 2.1: IRC Section 501(c)(3) Purposes	8
Section 2.2: Specific Objectives and Purposes	8
Article 3: Directors	
Section 3.1: Number	
Section 3.2: Qualifications	
Section 3.3: Powers	
Section 3.4: Duties	
Section 3.5: Term of Office	9
Section 3.6: Compensation	10
Section 3.7: Place of Meetings	10
Section 3.8: Regular Meetings	10
Section 3.9: Special Meetings	10
Section 3.10: Notice of Meetings	10
Section 3.11: Quorum for Meetings	10
Section 3.12: Majority Action as Board Action	11
Section 3.13: Conduct of Meetings	11
Section 3.14: Vacancies	11
Section 3.15: Non-liability of Directors	11

Section 3.16: I	ndemnification by Corporation of	Directors and Officers
Section 3.17: I	nsurance for Corporate Agents	
Article 4: Officer	·s	
Section 4.1: De	esignation of Officers	
Section 4.3: El	ection and Term of Office	
Section 4.4: Re	emoval and Resignation	
Section 4.5: Va	acancies	
		14
Section 4.8: Du	uties of Secretary	
	uties of Treasurer and Financial S	ecretary
Section 5.1: Ex	xecutive Committee	
Section 5.2: Ot	ther Committees	
Section 5.3: M	eetings and Action of Committee	s 16
Article 6: Execut	ion of Instruments, Deposits, and	Funds
Section 6.1: Ex	xecution of Instruments	
Section 6.2: Ch	hecks and Notes	
Section 6.3: De	eposits	
Section 6.4: Gi	ifts	
Article 7: Corpor	rate Records, Reports, and Seal	
Section 7.1: M	aintenance of Corporate Records	
Section 7.2: Co	orporate SealBylaws	

	18
Section 7.4: Members' Inspection Rights	10
Section 7.5: Right to Copy and Make Extracts	19
Section 7.6: Periodic Report	19
Article 8: IRC 501(c)(3) Tax Exemption Provisions	20
Section 8.1: Limitations on Activities	20
Section 8.2: Prohibition Against Private Inurement	20
Section 8.3: Distribution of Assets	
Section 8.4: Private Foundation Requirements and Restrictions	20
Article 9: Conflict of Interest and Compensation Approval Policies	21
Section 9.1: Purpose of Conflict of Interest Policy	21
Section 9.2: Definitions	21
Section 9.3: Conflict of Interest Avoidance Procedures	21
Section 9.4: Records of Board and Board Committee Proceedings	22
Section 9.5: Compensation Approval Policies	23
Section 9.6: Annual Statements	23
Section 9.7: Periodic Reviews	23
Section 9.8: Use of Outside Experts	23
Article 10: Amendment of Bylaws	24
Section 10.1: Amendment	24
Article 11: Construction and Terms	25
Article 12: Members	26
Section 12.1: Determination and Rights of Members	26
Section 12.2: Qualifications of Members	26
Section 12.3: Admission of Standard Members	26

## Bylaws of

### Asaba Association, Inc.

Section 12.4: Registration Fees and Membership Dues	27
Section 12.5: Number of Members	27
Section 12.6: Membership Book	27
Section 12.7: Non-liability of Members	27
Section 12.8: Nontransferability of Memberships	
Section 12.9: Suspension and Termination of Membership	28
Section 12.10: Disciplinary Procedures:	29
Article 13: Meetings of Members	30
Section 13.1: Place of Meetings	30
Section 13.2: Regular Meetings	30
Section 13.3: Special Meetings of Members	30
Section 13.4: Notice of Meetings	
Section 13.5: Quorum for Meetings	31
Section 13.6: Majority Action as Membership Action	31
Section 13.7: Voting Rights	31
Section 13.8: Action by Written Ballot	31
Section 13.9: Conduct of Meetings	32
ADOPTION OF BYLAWS	33

#### **Preamble:**

Whereas, the Members (as such term is defined in Article 12 of these bylaws) of this association:

- 1. Have, by majority Member decision, effective, November 13, 2009, formed Asaba Association, Inc. (the "Association"), a non-profit organization incorporated under the laws of the State of Maryland, USA.
- 2. Have been assigned the following Federal Tax Identification Number: 27-1371674.
- 3. Are aware of the poverty, degradation culture and tradition, lack of infrastructure and enabling environment for development of Asaba people and communities.
- 4. Are desirous of contributing to the improvement of lives of the needy, disadvantaged and deprived members of our communities, without regard to gender, religion, ethnic origin, tribe, race, opinion or political affiliation toward a better future for all the people.
- 5. Possess opportunity and resources to meaningfully contribute to the promotion of rule of law, respect for human dignity, realization of the economic and social growth potentials of all people, entrenchment of accountability and transparency in governance, promotion of cultural awareness.
- 6. Intend for the Association to be organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## Article 1: Offices

#### **Section 1.1: Principal Office**

The principal office of the Association is located in Prince Georges County, State of Maryland.

#### **Section 1.2: Change of Address**

The designation of the county or state of the Association's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Current Address: Asaba Association, Inc.

c/o President

11202 Riverview Road Fort Washington, MD 20744

Dated: November 13, 2009

#### **Section 1.3: Other Offices**

The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

#### Article 2: Nonprofit Purposes

#### Section 2.1: IRC Section 501(c)(3) Purposes

This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### Section 2.2: Specific Objectives and Purposes

The specific objectives and purposes of this Association are to:

- a. Organize and oversee, from time to time, unilaterally or jointly with other 501(c)(3) non-profit organizations, institutions, corporations or groups, charitable events and workshops, (seminars, public lectures for the purposes of creating awareness) and growth in education, health, preservation of culture and the general wellbeing of Asaba people and communities.
- b. Liaise with other 501(c)(3) non-profit organizations for purposes of pursuing the Association's objectives
- c. Educate people of Asaba on the importance of instituting an enduring democratic and cultural process and rule of Law for the betterment of all people of Asaba.
- d. Promote understanding between communities through cultural diversity.
- e. Promote events/activities that will encourage the growth of our members' knowledge in recognizing our culture and its preservation.
- f. Provide a platform that will utilize the resource of the organization's membership to enhance growth in education, culture, healthcare, and human services in building a stronger community.
- g. Support schools and non-profit organization within our communities.
- h. Build stronger communities within the neighborhoods we support.
- i. Engage in such other programs or activities within the realm of the law that promote and preserve our cultural values, enhance diversity, reduce poverty and advance the organization's objectives.
- j. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## Article 3: Directors

#### Section 3.1: Number

The Association shall initially have five (5) directors and collectively they shall be known as the board of directors ("Directors").

#### **Section 3.2: Qualifications**

Directors shall be of the age of majority in the state of incorporation of the Association and shall be a Member or Honorary Member (as defined in Article 12) of the Association. In addition, a candidate for Director shall not have been convicted of a felony.

#### Section 3.3: Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the Members of this Association, the activities and affairs of this Association shall be conducted and all corporate powers and management responsibilities, shall be exercised by the Officers (as such term is defined in Section 4.1) but under the oversight of the board of directors.

#### **Section 3.4: Duties**

It shall be the duty of the directors to:

- a. Apply the general parameters of governance in accordance with the articles of incorporation, or by these bylaws;
- b. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- c. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties of all officers and agents of the Association;
- d. Seek ways of raising funds for the Association
- e. Meet at such times and places as required by these bylaws;
- f. Register their addresses with the secretary of the Association, and notices of meetings sent to them at any of such addresses shall be valid notices thereof.

#### **Section 3.5: Term of Office**

Each director shall be appointed by the president, and approved by the members, and hold office for one term (i.e., a period of two (2) consecutive years) or a maximum of two consecutive terms (i.e., a period of four (4) consecutive years) and until (if sooner than the expiration of the natural term) his or her successor is elected and qualifies. Notwithstanding the aforementioned, a new president has the authority, exercisable ONLY once within three (3) months of taking office, to replace some or all directors appointed by a previous president.

#### **Section 3.6: Compensation**

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of actual expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Association's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### **Section 3.7: Place of Meetings**

Meetings shall be held at the principal office of the Association unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

#### **Section 3.8: Regular Meetings**

Regular meetings of directors shall be held on the second Sunday of the months of February, August and November at 4:00 P.M. or at such other dates and times convenient for the directors.

#### **Section 3.9: Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Association or, if different, at the place designated by the person or persons calling the special meeting.

#### **Section 3.10: Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- b. Special Meetings. At least one week prior notice shall be given by the secretary or chairperson of the board of directors of the Association to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, electronic mail (e-mail) or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Association under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **Section 3.11: Quorum for Meetings**

A quorum shall consist of two third (2/3) of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### Section 3.12: Majority Action as Board Action

Every act, or decision, done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

#### **Section 3.13: Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the Association, or in his or her absence, by the vice president of the Association, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by rules established by the presiding officer, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **Section 3.14: Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Members. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office for the remainder of the term for the replaced director but subject to the terms of Section 3.5 (Term of Office) or until his or her death, resignation, or removal from office.

#### **Section 3.15: Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### Section 3.16: Indemnification by Corporation of Directors and Officers

The directors and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

#### **Section 3.17: Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## Article 4: Officers

#### **Section 4.1: Designation of Officers**

The officers of the Association shall be a president, a vice president, a secretary, financial secretary and a treasurer ("Officers"). The Association shall also have a chairperson of the board and may have assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

#### **Section 4.2: Qualifications**

Only a Member may serve as Officer of this Association. To serve, a Member shall not have been convicted of a felony.

#### Section 4.3: Election and Term of Office

Officers shall be elected by a majority vote of Members and each Officer shall hold office for a term equal to a period of two (2) years and, if re-elected, for a maximum of two (2) consecutive terms or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Elections shall be coordinated by an electoral committee comprised of a maximum of three (3) Members, who shall not be candidates, appointed by the Members.

#### **Section 4.4: Removal and Resignation**

Any Officer may be removed, either with or without cause, by the two-third (2/3) vote of Members, at any time. Any Officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the Association.

#### **Section 4.5: Vacancies**

A vacancy of the office of the president caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by the board of directors. In the event of a vacancy in any office other than that of the president, such vacancy shall be filled by appointment by the president, subject to approval by Members. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **Section 4.6: Duties of President**

The president shall be the chief executive officer of the Association and shall, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall also serve as the chairman of the board of directors

and shall preside at all meetings of the board of directors, officers and at all meetings of the Members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Members.

#### Section 4.7: Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### **Section 4.8: Duties of Secretary**

#### The Secretary shall:

- a. Certify and keep at the principal office of the Association the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the Association or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that the minutes of meetings of the Association, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Association. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Association by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- d. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e. Be custodian of the records and of the seal of the Association and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Association.
- f. Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- g. Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the Association.

h. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### **Section 4.9: Duties of Treasurer and Financial Secretary**

#### The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due (including dues and donations) and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the board of directors, taking proper vouchers for such disbursements.

#### The Financial Secretary shall:

Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of organization's transactions and the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Association, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### **Section 4.10: Compensation**

No officer or director of the Association shall receive a salary or be compensated for duties performed. All payments to any officer or director shall be approved in advance in accordance with this Association's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### Article 5: Committees

#### **Section 5.1: Executive Committee**

All elected officers shall be designated as members of the executive committee (Executives). Each shall also serve as members of the board of directors with the powers and authority of the board in the management of the business and affairs of the Association, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Members from time to time as the Members may require.

#### **Section 5.2: Other Committees**

The Association shall have such other committees as may from time to time be designated by the president or by resolution of the Executives. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

#### **Section 5.3: Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## Article 6: Execution of Instruments, Deposits, and Funds

#### Section 6.1: Execution of Instruments

The president, in consultation with the board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 6.2: Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the treasurer and countersigned by the president of the Association.

- a. Under no circumstance shall any expenditure exceeding \$100.00 be approved without consent of the majority of Members present.
- b. Under no circumstance shall the Association's funds be transferred, moved, or invested in a money making venture without the express approval of a two-third (2/3) majority of Members present.
- c. All budgets shall be approved by a two-third majority of Members present.
- d. An annual financial statement shall be rendered to the Members by the Financial Secretary and the Treasurer.
- e. All valid receipts accompanied by the approval support shall be tendered to the Financial Secretary.

#### **Section 6.3: Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Members may approve.

#### Section 6.4: Gifts

The Directors and Officers of the Association may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

#### Article 7: Corporate Records, Reports, and Seal

#### **Section 7.1: Maintenance of Corporate Records**

The Association shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this Association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Association's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

#### Section 7.2: Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### Section 7.3: Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association, and shall have such other rights to inspect the books, records, and properties of this Association as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **Section 7.4: Members' Inspection Rights**

Each and every member, in good standing, shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Association, which demand shall state the purpose for which the inspection rights are requested. Information so obtained shall not be used for any other purpose without due authorization or for any unlawful purpose.
- b. To obtain from the secretary of the Association, upon written demand on, and payment of a reasonable charge to, the secretary of the Association, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of directors or

officers as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Association or after the date specified therein as of which the list is to be compiled. Information so obtained shall not be used for any other purpose without due authorization or for any unlawful purpose.

c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the Association by the Member, for a purpose reasonably related to such person's interests as a Member. Information so obtained shall not be used for any other purpose without due authorization or for any unlawful purpose.

Members shall have such other rights to inspect the books, records, and properties of this Association as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **Section 7.5: Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **Section 7.6: Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, or to the members of this Association, to be so prepared and delivered within the time limits set by law.

## Article 8: IRC 501(c)(3) Tax Exemption Provisions

#### **Section 8.1: Limitations on Activities**

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 8.2: Prohibition Against Private Inurement**

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

#### **Section 8.3: Distribution of Assets**

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **Section 8.4: Private Foundation Requirements and Restrictions**

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### Article 9: Conflict of Interest and Compensation Approval Policies

#### **Section 9.1: Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 9.2: Definitions**

- a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
  - 2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 9.3, paragraph b, a person who has a financial interest may have a conflict of interest only if the Members, appropriate governing board or committee decides that a conflict of interest exists.

#### **Section 9.3: Conflict of Interest Avoidance Procedures**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 9.4: Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 9.5: Compensation Approval Policies**

No Member or director shall receive compensation directly, or indirectly, from the Association for services.

#### **Section 9.6: Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall upon appointment affirm such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 9.7: Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### **Section 9.8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 9.7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### Article 10: Amendment of Bylaws

#### Section 10.1: Amendment

Subject to the power of the Members of this Association to adopt, amend, or repeal the bylaws of this Association and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors upon authorization of Members by two-third (2/3) majority vote.

#### Article 11: Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Association, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Association filed with an office of this state and used to establish the legal existence of this Association.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## Article 12: Members

#### **Section 12.1: Determination and Rights of Members**

Membership shall be open to all interested individuals who meet the qualifications of the organization. The Association shall have two types of members; Standard Member ("Member") and Honorary Member ("H-Member"). No Member shall hold more than one membership in the Association. Except as expressly provided in, or authorized by, the articles of incorporation, the bylaws of this Association, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. The following shall serve as the express rights of Members:

- a. The right to vote,
- b. The right to attend and participate in Members' meetings,
- c. The right to seek and, if elected, or selected, hold a position, as an Officer, Director or committee member of the Association.

H-Members shall have the right to attend meetings, but shall not have the right to vote in general Members' meetings.

#### **Section 12.2: Qualifications of Members**

#### **Standard Member:**

- a. Shall pay all financial obligations (registration, dues, levies, etc) within the specified period as mandated by the Members.
- b. Shall attend a minimum of fifty percent (50%) of Members meetings in one calendar year. Absences exceeding 50% shall be approved in advance by the Executives, or after, by the Members, only upon the Member's submission of an excuse that is acceptable to the Members.

**Honorary Member:** An individual who has demonstrated, to the Executives, board of directors and Members, beyond reasonable doubt, interest in upholding the interests of Asaba Association and people, and has, or is willing to contribute substantially to the objectives of the Association, by meeting the following:

- a. Shall identify with the objectives, aspirations and interest of the Association.
- b. Shall be recommended to the Executive body by a Member.
- c. Shall, upon approval by the Executive body, be recommended to the Members.
- d. Shall be approved by the Members.
- e. Shall serve as a board of director for a period of time approved by the Members.
- f. Shall have no financial obligations (registration, dues, levies, etc) to the Association.

#### **Section 12.3: Admission of Standard Members**

Eligible applicants shall be admitted to membership as follows:

- a. Shall attend a meeting, and, at such meeting, be formerly introduced to the Association and declare their intention to become Members.
- b. Shall duly complete an application form and pay the applicable registration fees.
- c. Registration shall be considered complete, and Membership status, subject to other eligibility requirements as outlined in this Bylaws, conferred upon the occurrence of 12.3.a. and 12.3.b.

#### Section 12.4: Registration Fees and Membership Dues

#### **Registration Fee:**

The following fee shall be charged for making application for membership in the Association:

- a. Married couples shall pay a one-time registration fee of Thirty-five Dollars (\$35.00).
- b. Unmarried individuals shall pay a one-time registration fee of Twenty-five (\$25.00).

#### **Membership Dues:**

Dues shall be charged to Standard Members as follows:

- a. Each individual shall pay Sixty Dollars (\$60.00) per calendar year.
- b. Dues shall be payable in full prior to the end of the calendar year and may be paid in monthly, bi-monthly, quarterly or semi-annual installments.
- c. In no event shall dues be more than three (3) months in areas or not paid in full by the close of the first Association meeting of the subsequent calendar year.
- d. A Member shall be in default, and be subject to automatic suspension of his/her membership rights, in the event of violation of Section 12.4.d. (Membership Dues) above or in violation of other financial obligations approved by Members from time to time.

#### Section 12.5: Number of Members

There is no limit on the number of members the Association may admit.

#### **Section 12.6: Membership Book**

The Association shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Association's principal office.

#### **Section 12.7: Non-liability of Members**

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

#### Section 12.8: Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### Section 12.9: Suspension and Termination of Membership

**Suspension:** The membership of a Member or H-Member shall be suspended upon the occurrence of the following:

- a. Upon his or her notice of such suspension, indicating the anticipated duration of the suspension, delivered to the president or secretary of the Association personally or by mail, such membership to be suspended upon the date of indicated in such.
- b. Upon violation of Section 12.4.d. (Membership Dues).
- c. After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Members that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association. Undue physical or verbal disruption of meetings, activities or other Association events, misconduct, misappropriation of funds, embezzlement, failure to follow appropriate procedure for disbursement of funds, fraud, abuse of office, or participation in illegal or criminal activities shall be deemed grounds for suspension.
- d. All rights of the Member or H-Member shall be suspended during the suspension period. Any subsequent restoration of rights and privileges shall not be retroactive and shall require a payment of the greater of; 100% of all outstanding financial obligations prior to termination plus a non-refundable fine of one hundred Dollars (\$100).

**Termination:** The membership of a Member or H-Member shall terminate upon the occurrence of any of the following events:

- e. Upon his or her notice of such termination delivered to the president or secretary of the Association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- f. Upon an individual's failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the Association. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- g. After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Members that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association. Undue physical or verbal disruption of meetings, activities or other Association events, misconduct, misappropriation of funds, embezzlement, failure to follow appropriate procedure for disbursement of funds, fraud, abuse of office, or participation in illegal or criminal activities, shall be deemed grounds for termination.
- h. Following three (3) occurrences of membership suspensions (pursuant to Section 12.9 (a) through (d).
- i. All rights of a Member or H-Member in the Association shall cease on termination of membership as herein provided.
- j. Any subsequent reinstatement of Membership rights, following termination, shall be at the sole discretion of the Members by a two-third (2/3) majority vote following

presentation of the request by the Executive body to Members which the Executive body shall present upon request by the former Member or H-Member. Any subsequent restoration of rights shall not be retroactive and shall require a new registration plus payment of the greater of; 100% of the prior 12 month's dues or 90% of all outstanding financial obligations prior to the Member's prior termination.

- k. All embezzled funds shall be promptly paid back to the Association.
- 1. The Association reserves the right to institute a legal procedure against members found guilty of embezzlement and shall report all such embezzlements to the appropriate law enforcement authorities for prosecutorial action.
- m. The Association shall seek, from the offender, the reimbursement of all legal expenses and costs incurred by the Association in the process of prosecuting and recovering embezzled monies.

#### **Section 12.10: Disciplinary Procedures:**

All alleged infractions shall be investigated by a duly constituted committee in a timely manner which shall not exceed one Members' meeting.

#### Procedure:

- a. Any disciplinary procedure shall be put in writing, describing the nature of the infraction, period, parties and relevance to the Association, be instituted within the first two Members' meeting after the incident and be personally signed, addressed and delivered to the President and/or chairperson ("Presiding Member") of the duly constituted committee.
- b. The Member subject to the disciplinary action has a right to present his/her case before the Members present at any of the two subsequent Members' meetings following notification of the Presiding Member.

#### Article 13: Meetings of Members

#### **Section 13.1: Place of Meetings**

Meetings of members shall be held at the principal office of the Association or at such other place or places as may be designated from time to time by resolution of the board of directors.

#### **Section 13.2: Regular Meetings**

A regular meeting of members shall be held on the second (2<sup>nd</sup>) Sunday of the months of February, April, June, August, October and November, at 4:00 P.M., for the purpose of transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

The meeting of August, in an election year, which shall be every even-numbered year, shall be reserved for electing directors and officers of the organization.

#### **Section 13.3: Special Meetings of Members**

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the Association, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

#### **Section 13.4: Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage prepaid. Personal notification includes notification by telephone, electronic mail (email) or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Association under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **Section 13.5: Quorum for Meetings**

- a. In a Members' meeting, five (5) Members, which shall include one-third (1/3) of the board of directors or the Officers, shall form a quorum.
- b. No Quorum requirements are applicable for emergency meetings.
- c. Any emergency meetings shall address the specific matter necessitating the meeting, initiate and institute a temporary management tool pending full deliberation of the crisis by the Members meeting a quorum.
- d. The president, or in the absence of the president, the vice-president, the secretary, treasurer, financial secretary, in such order, shall evaluate and determine what constitute a crisis.
- e. On emergency situations, a maximum expenditure of One Hundred Dollars (\$100.00) may be approved by two-third Members present.
- f. Under no circumstance shall an emergency meeting be used in place of a majority Member oversight, nor shall it be used to seek relief from an Executive body, or board of directors' oversight.
- g. Any decision or financial commitment thereof arising from an emergency meeting shall not be binding on the Association except with prior, or subsequent, majority Member approval.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the president shall entertain at such meeting is a motion to adjourn.

#### Section 13.6: Majority Action as Membership Action

Every act, or decision, done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### **Section 13.7: Voting Rights**

Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. Election of Officers and Directors, however, shall be by written ballot.

#### **Section 13.8: Action by Written Ballot**

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a. Set forth the proposed action;
- b. Provide an opportunity to specify approval or disapproval of each proposal;

- c. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- d. Shall specify the date by which the ballot must be received by the Association in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Association.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

#### **Section 13.9: Conduct of Meetings**

Meetings of Members shall be presided over by the president of the Association or, in his or her absence, by the vice president of the Association or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the Association shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by rules established by the presiding Officer, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **ADOPTION OF BYLAWS**

Being so duly authorized, we, the undersigned, are all of the initial officers and directors, or incorporators, of this Association, and we consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this Association.

Andrew U. Chukwura

President/Director

Rita Ntosi

Vice President/Director

Uche Arinze

Secretary/Director

Josephine Edebe

Treasurer/Director

Awele Ukadike

Financial Secretary/Director



Copyright  $\hat{A}@$  2003-2011 GoDaddy.com, Inc. All rights reserved.