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BI-LAWS OF NCKO

ARTICLE I: CODE OF ETHICS

Section A – General Membership

- (i) All members of the Organization are expected to abide by these by-laws.
- (ii) Respect, decorum and decency shall be observed during all organization's activities and meetings. No member of the Organization may attend any organizational function under the influence of drugs, alcohol, or any controlled substance.
- (iii) No member of the Organization may engage in the use of violence, profanity, slander, personal attacks, or disruptive behavior of any sort while present at any Organization's function.

Section B - Committee Members

- (i) All members of the Committee are expected to abide by these by-laws and all laws stated in the State of North Carolina and the United States of America.
- (ii) All members of the Committee are expected to serve under fiduciary relationship to the organization and its members.
- (iii) Members of the Committee are allowed to miss no more than three (3) consecutive meetings.
- (iv) No member of the Committee may attend any organization's function under the influence of drugs, alcohol, or any controlled substance.
- (v) No member of the Committee may engage in the use of violence, profanity, slander, personal attacks, or disruptive behavior of any sort while present at any Organization's function.

Section C – Violations of By-Laws

- (i) Violation of these by-laws by any member of the Organization may result in expulsion from the Organization and/or expulsion from any Organization's function without opportunity for reimbursement of any contributions, fees, or any other considerations tendered prior to expulsion.
- (ii) Violation of these by-laws by any member of the Committee may result in expulsion from the Committee and/or expulsion from the Organization and/or expulsion from any

Organization's function without opportunity for reimbursement of any contributions, fees, or any other considerations tendered prior to expulsion.

ARTICLE II: OFFICE

The office of the Organization shall be located in the City and State designated in the Articles of Incorporation.

ARTICLE III: MEMBERSHIP

Section A - Joining

- (i) An applicant for membership of the Organization must complete a designated application form and submit it together with the application fee of US\$500.00. This fee shall be deposited into the benevolence fund. There shall be an additional Annual membership fee of \$50.
- (ii) The application shall be accepted only during the open enrollment period which will be from November 1st to December 15th.
- (iii) The Membership shall run from January 1st to December 31st.
- (iv) The Committee shall consider each and every application in consultation with the members.
- (v) The Committee upon receipt of the application form shall cause it to be published in a forum available to members only for their comments.
- (vi) Members shall have fifteen (15) days period to comment and the Committee shall consider the comments before arriving at a decision. The comment must be relevant to the issue of admission of that particular applicant and for the benefit of the existing members and furtherance of the objectives of the Organization.
- (vii) The Committee may request more details, clarification or explanation of any issue that may arise from the members comment.
- (viii) Any communication by members in accordance to this section must remain confidential and no member shall be vilified for exercising this function.
- (ix) The committee is required to consider any issue raised by a member and is not obligated to inform the member who raised the issue of their decision. However, where a member was objecting to the admission of an applicant and the Committee decides to admit the applicant, a note shall be put on that applicants' file with explanation for the decision and this shall be considered before such an admitted member is advanced any benevolent assistant.
- (x) The application fee shall be refunded where a membership is declined.
- (xi) The Committee is not obligated to inform the declined applicant the reason for the decision.

Section B - Payment of Dues

- (i) Each member shall be required to pay an annual membership of \$50 unless the amount is changed.
- (ii) Each member shall be required to contribute recoupment funds after an occurrence of an event leading to disbursement of benevolent assistance to an affected member or members.
- (iii) The member seeking advancement of assistance will be required to contribute an amount equivalent to the recoupment for that occurrence, before the assistance can be extended to him, this notwithstanding the 30 days recoupment period.
- (iv) The recoupment shall be within thirty (30) days of notice by the Committee of benevolent assistance and it shall be at an amount to be decided by the Organization or the Committee from time to time and communicated together with the notice of benevolent assistance and recoupment request.
- (v) Failure to recoup within thirty (30) days shall affect the entitlement to member's benefit including benevolent assistance.
- (vi) The Committee may extend the recoupment period beyond thirty (30) days where in their opinion is deemed necessary and only in exceptional circumstances like increase in the number of benevolent assistance within a covered short period of time.

Section C - Mode of Payment

- (i) Payment shall be made through PayPal payment, check, money order or any other acceptable form of payment as may be determined by the Committee and communicated to members from time to time.
- (ii) Payment by way of cash shall only be accepted during a general committee meeting and the member shall be issued with a receipt for cash payment with a duplicate left with the treasurer.
- (iii) Treasurer may accept payment of cash at any other time only at his own discretion and the member shall be issued with a receipt for cash payment with a duplicate left with the treasurer. The treasurer shall be wholly liable for such received monies by assuming all the inherent risks associated with possession of cash money.
- (iv) Acceptance of cash as a form of payment shall only be done when the Treasurer or the Committee determines it is safe to do so.
- (v) Deposit in a bank account and mail the deposit slip and retain a copy. The payment is deemed received on the date deposited. The copy of bank deposit slip shall be deemed to constitute the payment receipt.
- (vi) Where a form of provided payment is declined, there shall be a penalty of an amount to be determined by the Committee, which shall become a debt due immediately to the organization.

Section D - Payment Date

- (i) Where payment is sent through mail, it shall be deemed received and paid on the date that a properly addressed mail with adequate postage is post marked received by the U.S Post

Office, FedEx, UPS and in case of an international mail, the date the mail with the payment is received at the Organization's office or the mail is marked out for delivery by the courier service.

- (ii) Where payment is made through electronic means, the payment date will be the date when the member made the payment electronically, and not the date that the funds are delivered to the Organization's bank account. There is an exception where the electronic payment is done through a service outside the United States, the date of payment shall be the date the funds are deposited to the Organizations bank account.
- (iii) Where the Committee determines that a member has had more than two payment declined within a year, the Committee may take any appropriate action against such a member.
- (iv) Where a payment is declined, the payment date shall be the date when the member submits a substitute payment, it's honored by the financial institutions involved and penalty or fines paid.

Section E - Cessation of Membership:

- (i) A member shall cease being a member through an act of the Committee with cause or act of the members without cause. The member shall be notified of this decision within seven (7) days in writing or through email and shall be effective as of the date the decision was made.
- (ii) Membership to the Organization is voluntary and a member may elect to cease membership at any time by issuing notice in writing. This shall be effective immediately it's received by the Secretary. Where a member has already issued a notice to cease membership and the notice is in transit, should an occurrence occur during this period, the Committee shall decline to honor the payment of any benevolent assistance.
- (iii) Cessation of membership does not excuse the former member of the obligation to pay all the pending dues, which will immediately become debts owed to the Organization. This applies also to any other contractual agreement the former member may have with the organization.

Section G - Records Update

- (i) It shall be the responsibility of the member to update the contact information with the organization at all times
- (ii) It shall be the responsibility of the member to update the Organization with any changes in the member's family relationship, be it addition or subtraction.
- (iii) Where familial relationship ceases with a covered relative of the member, the Organization will not offer benevolent assistance to such changed familial relationship whether or not it is communicated to the Organization.

ARTICLE IV- BENEVOLENT ASSISTANCE

A member shall receive benevolent assistance from the Organization when a covered occurrence happens. At this time, the Organization is only assisting where a family member of a fully paid up member passes on.

Section A - Amount of Assistance

The Organization shall assist as follows:

- (i) Where a member passes on, the assistance to his family shall be US \$15,000
- (ii) Any other covered family member, the assistance shall be US \$6,500
- (iii) In a situation where there is mass occurrences due to a natural or artificial disasters and the amount in the benevolent fund is too low to support all the occurrences in the amount provided in this section, the Organization shall equitably assist in the occurrences using the amount available.
- (iv) The operation of this Section is subject to availability of funds.

Section B - Conditions for Benevolence Assistance Advancement

A member shall be eligible to receive any benevolent assistance subject to:

- (i) Has fully paid up his Organization obligations
- (ii) Has paid in advance the recoupment for his or her advancement. The member may opt to have his recoupment deducted from this particular advancement. This notwithstanding the 30 days recoupment period.
- (iii) Is not in default of any obligated payment within the last thirty (30) days
- (iv) A period of thirty (30) days has passed since member cleared the owed or missed recoupment or any other debt including any levy that may have been imposed and the debt has been owed for twelve months or less
- (v) A period of ninety (90) days has passed since a member cleared his owed or missed recoupment or any other payment if it was owed for at least one year or more.
- (vi) In case of a new member, has been in good standing for at least 120 days
- (vii) The Committee has verified all the information provided by the member and reasonably believes that there is no fraud involved. Where the Committee suspects fraud or any form of action detrimental to the interests of the Organization, it shall notify the affected member immediately that it is withholding assistance until it resolves the issue.
- (viii) The Committee shall disburse the assistance as soon as prudentially practical.
- (ix) The Committee shall not unfairly disenfranchise a member from prompt assistance without good cause.
- (x) The member shall be required to provide proof of occurrence of death, which can be in the form of:
 - a. Authentifiable U.S death certificate
 - b. Authentifiable Kenyan burial certificate
 - c. Authentifiable Newspaper/ Radio announcements of the death

Section C - Benevolent Assistance Advancement

The benevolent assistance shall remain an advancement to the member by the Organization and the Organization may endorse the advancement as non-refundable, upon satisfaction of the following:

- (i) The assisted member or former member has continued to meet payment and recoupment obligations for at least one year since receipt of the benevolent assistance advancement
- (ii) There has not been any fraud uncovered subsequent to the advancement
- (iii) Should the assisted member or former member fail under subsection (i) or (ii) above, the entire advanced amount shall become due immediately and become a debt of the Organization and the Organization can initiate recovery process.
- (iv) Where the occurrence affected more than one member or former member of the same family, one member shall sign for the advancement and shall become liable should he fail under subsection (i) or (ii) above.
- (v) There is no interest assessed in this advancement, apart from what courts may prescribe if the matter is taken to court.

Section D - Limit of Benevolent Assistance Advancement

- (i) There shall be only one single advancement per occurrence
- (ii) Where a single occurrence results in a situation where more than one member is eligible for the advancement, it shall be the responsibility of the eligible members to advise the Organization as to the manner of disbursement. However, there is condition that there shall be one member who shall assume the liability of the terms of the advancement.
- (iii) There is no limit to the number of times that an eligible member may receive assistance.

ARTICLE V – MEETING OF MEMBERS

Section A – Annual Meetings

The annual meeting of the members of the Organization shall be held every year, for purpose of electing officials, and transacting such other business as may properly come before the meeting.

Section B – General Meetings

The organization may hold a general meeting at a place and time to be communicated.

Section C – Special Meetings

Special meetings of the members may be called at any time by the Committee or by the Chairman, and shall be called by the Chairman or the Secretary at the written request of 10% of the membership, or as otherwise required under the provisions of the Law of the State of North

Section D – Place of Meetings

All meetings of members shall be held at the principal office of the Organization, or at such other place(s) as shall be designated in the notices or waivers of such meetings.

Section E – Notice of Meetings

- (i) Written notice of each meeting of members, whether annual or special, stating the time and place where it is to be held, shall be served either personally, by electronic mail, by standard mail. Notice may also be publication on the organization website of which must be operational at least 30 days immediately preceding the notice and throughout the duration up to the date of the adjourned, upon each member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. Notice of special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If at any meeting, action is proposed to be taken that would, if taken, entitle members to receive payment for their membership fees or contributions pursuant to the Business Corporation Act, the notice shall be directed to each such member at his address, as it appears on the records of the Organization, unless he shall have previously filed with the Secretary of the Organization, a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.
- (ii) Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice as provided in paragraph (i) of this section, or to any member who attends such meeting, in person or by proxy, or to any member who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourning meeting of members need not be given, unless otherwise required by statute.
- (iii) Where a meeting will discuss amendment or any change to the Constitution, members must be given at least thirty days' notice that there will be deliberations touching on amendment or change to the Constitution. Failure to give notice renders any such resolution null and void.
- (iv) The thirty days' notice, of changes to the Constitution may be waived by a resolution of at least two thirds of the membership of the Organization.

Section F – Quorum

Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as “Articles of Incorporation”), at all meetings of members of the Organization, quorum of the organization meetings subject to the applicable notices shall be:

- (i) To change the Constitution and by-laws, the quorum shall be 50%+1 of the members of the Organization
- (ii) Regular meetings the quorum shall be 30% of paid up members

- (iii) Adjourned regular meeting the quorum shall be members present as long as 30 days' notice is issued in accordance with these by-laws.
- (iv) The presence at the commencement of such meetings in person or by proxy of members representing at least 10% of the total number of members in the Organization entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of business. The withdrawal of any member after the commencement of the meeting shall have no effect on the existence of a quorum, after a quorum has been established.
- (v) Despite the absence of a quorum at any annual or special meeting of members, the members, by majority of the votes cast by members entitled to vote thereon may adjourn the meeting. Any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

Section G – Voting

- (i) Except as otherwise provided by statute or by the Article of Incorporation or other section herein, any organizational action, other than the election of committee officials to be taken by the members, shall be authorized by a majority of votes cast at a meeting of members by the members entitled to vote thereon.
- (ii) Notwithstanding subsection F (i) above or any other provision of these by-laws, any resolution for change in the Constitution has to be by two thirds majority of members present and entitled to vote in a meeting attended by fifty percentile plus one of the members of the organization entitled to vote.
- (iii) Except as otherwise provided by statute or by the Article of Incorporation, at each meeting of members, each member of the Organization entitled to vote thereat shall be entitled to one vote in his name as stated on in the books of the Organization.
- (iv) Each member entitled to vote or to express consent or dissent without a meeting, may do so by proxy:
- (v) Any resolution in writing, signed by all of the members entitled to vote thereon, shall be and constitute action by such members to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of members. Such resolution so signed shall be inserted in the Minutes Book of the Organization under its proper date.

Section H- Resolution

Unless otherwise provided, the decisions of the Organizations shall be by way of resolution of the 50% of the attendees.

Section I - Proxy

- (i) A member may exercise the right to vote through a duly executed and filed proxy.

- (ii) A proxy document must be in writing and executed under penalty of perjury or notarized and filed and received by the Secretary of the organization at least 7 days before a meeting
- (iii) This proxy must be executed by the member himself.
- (iv) A proxy document shall indicate the duration of the validity. If not duration of validity is indicated, it shall be presumed to be a onetime only proxy.
- (v) A proxy document may not be valid for more than 11 months.
- (vi) Notwithstanding any other section of these by-laws, a proxy vote shall not be allowed in any voting in accordance with Article V (F) (iv) of these bylaws

ARTICLE VI – COMMITTEE

There shall be Management Committee and an ad-hoc committee

Section A – Number, Qualification, Election and Term of Office

- (i) The number of Management Committee of the Organization shall be five (5), unless and until the number may reduce due to an act of members, committee or act of God. The number of Officials shall not be less than three (3), unless the number of members in the Organization is less than three (3) members, in which event the number of Officials shall not be less than the number of members. Where the number is less than (3) the Committee shall appoint an interim member and convene a members special meeting within 60 days of the occurrence of this action.
- (ii) The management committee will consist of Chairman, Vice Chairman, Treasurer, Secretary, and Vice Secretary.
- (iii) Except as may otherwise be provided herein or in the Article of Incorporation, the Committee Officials shall be elected by a majority of votes cast at a meeting of members entitled to vote in the election.
- (iv) Each Official shall hold office until the annual meeting of members next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.
- (v) In accordance with Article 8(iii) & (v) of the Constitution, there shall be transitions elections as follows;
 - Vice Chairman in 2016
 - Vice Secretary in 2016
 - Secretary in 2016
 - Treasurer in 2017
 - Chairman in 2018
 - Vice Secretary in 2018
- (vi) In accordance with Article 8(iii) & (v) of the Constitution, the initial terms of the committee members shall be as follows:
 - Treasurer is 1.5 years

- Chairman is 2.5 years
 - Vice Secretary is 2.5 year
 - Vice Chairman is 3.5 years
 - Secretary and is 3.5 years
- (vii) In accordance with Article 8(iii) & (v) of the Constitution, the Next Elections of the committee members shall be as follows:
- Treasurer in 2017
 - Chairman in 2018
 - Vice Secretary in 2018
 - Vice Chairman in 2019
 - Secretary in 2019

The terms shall henceforth remain 3 years as per the Constitution

Section B - Qualifications of a Committee Member

- (i) Any member is eligible to vie, be voted or appointed as a member of the Management Committee, save as that such member must:
- a. Have been a member of the Organization for at least 5 years and in good standing
 - b. Must be fully paid up
 - c. Should not have defaulted any payment or lateness in payment for the past one year before vying for a position or appointment.
 - d. Must not have defaulted in payment of Organization dues or recoupment for more than one continuous year
 - e. Must not have missed without apology more than one meeting of the Organization within the past one year.
 - f. Must not be known to have been convicted of any criminal offense involving fraud or dishonesty anywhere in the World.
 - g. Must not have violated the Organization's Code of Ethics within the last five years.
- (ii) Any member is eligible to join Ad-hoc Committee, save as that such member must:
- a. Have been a member of the Organization for at least one year.
 - b. Must be fully paid up member
 - c. Must not have defaulted in payment of Organization dues or recoupment for more than one continuous year
 - d. Must not have missed without apology more than one meeting of the Organization within the past one year.
 - e. Must not have violated the Organization's Code of Ethics within the last two years.

Section C – Duties and Powers

- (i) The Committee shall be responsible for the control and management of the affairs, property and interests of the Organization, and may exercise all powers of the

Organization, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the members.

- (ii) The Committee members shall be assigned the following duties in addition to (a) above:
 - a. Chairman – Convenes meetings, calls meetings, officially declares emergencies, & officially receives resignations from committee members
 - b. Vice Chairman – Assists Chairman in all duties & assumes chairman’s responsibilities in his absence
 - c. Secretary – maintains all organizational documents (except financial) & initiates communications of meetings and other events
 - d. Vice Secretary - Assist Secretary in all duties and assumes Secretary’s responsibilities in his absence
 - e. Treasurer – Maintains organizations financial documents and general issues

Section D – Annual and Regular Meetings: Notice

- (i) A regular annual meeting of the Committee shall be held immediately following the annual meeting of the members at a place as designated by the Committee Officials.
- (ii) The Committee Officials, from time to time, may provide by resolution for the holding of other regular meetings of the Committee, and may fix the time and place thereof.
- (iii) Notice of any regular meeting of the Committee shall not be required to be given and, if given, need not specify the purpose of the meeting: provided, however, that in case the Committee shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Committee Member who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in Article VI(E)(ii) with respect to special meetings, unless such notice shall be waived in the manner set forth in Article VI (E) (iii)

Section E – Special Meetings: Notice

Special meetings of the Committee shall be called by the Chairman or by one of the other Committee Officials, a time and place as may be specified in the respective notice or waivers of notice thereof.

- (i) Notice of special meetings shall be mailed directly to each Committee Member, addressed to him at his residence or usual place of business or addressed to him electronically, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.
- (ii) Notice of any special meeting shall not be required to be given to any Committee Member who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice,

whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section F – Chairman

At all meetings of the Committee, the Chairman, if present, shall preside. If the Chairman be absent, then the Vice Chairman shall preside, in his absence, a chairman chosen by the Committee shall preside.

Section G – Quorum and Adjournments

- (i) At all meetings of the Committee, the presence of at least three (3) of the Committee Officials shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws.
- (ii) A majority of the Committee Members present at the time and place of any regular or special meeting, although less than a quorum may adjourn the same from time to time without notice, until a quorum shall be present.

Section H – Manner of Acting

- (i) At all meetings of the Committee, each Committee Member present shall have one vote, irrespective of the position, if any, which he may hold.
- (ii) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of Committee Members present at any meeting at which a quorum is present shall be the act of the Committee. Any action authorized, in writing, by all of the Committee Members entitled to vote thereon and filed with the minutes of the Organization shall be the act of the Committee with the same force and effect as if had been passed by unanimous vote at a duly called meeting.

Section I – Vacancies

Any vacancy in the Committee occurring by reason of a decrease in the number of Committee members, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a Committee member by the Organization Membership shall be filled by the members at the meeting at which the removal was effected) or inability to act of any Committee Member, or otherwise, shall be filled for the unexpired portion of the term by succession of the Vice Chairman to Chairman, Treasurer to Vice Chairman, Chairman to Treasurer, and selected appointed Representative to Secretary at any regular meeting or special meeting of the Committee called for that purpose. Where there is more than three vacant positions in the Committee, a special meeting of the members must be convened promptly for the purpose of filling the vacant positions.

Any appointment under this section must be in accordance with Article VI Section B.

Section J – Resignation

Any Committee Member may resign at any time by giving written notice to the Committee, the Chairman or the Secretary of the Organization. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Committee or such Committee Official, and the acceptance of such resignation shall not be necessary to make it effective

Section K – Removal

Any Committee Member may be removed with or without cause at any time by the membership, at a special meeting of membership called for that purpose, and may be removed for cause by action of the Committee Officials.

Section L – Remuneration

There shall be an allowance paid to Committee Members, acting in their capacities, for their services. This will be determined by members during members meetings from time to time.

Section M – Contracts

- (i) No contract or other transaction between this Organization and any other Organization or entity shall be impaired, affected or invalidated, nor shall any Committee Member be liable-in any way by reason of the fact that any one or more of the Committee Members is or are interested in, or is a director or officer, or are directors or officers of such other Organization or entity, provided that such facts are disclosed or made known to the Committee.
- (ii) Any Committee Member, personally and individually, may be a party to or may be interested in any contract or transaction of this Organization, and no Committee Member shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Committee, and provided that the Committee shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Committee Member) of a majority of a quorum, notwithstanding the presence of any such Committee Member at the meeting at which such action is taken. Such Committee Member or Members may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section N - Minutes

The Minutes of Committee meetings must be kept safely and can be availed to members in a general meeting with prior notice of at least 15 days given to the Committee by the interested member.

ARTICLE VII – AFFILIATION WITH OTHER ORGANIZATIONS

Whenever the Organization is affiliated with any other Organization, any right or power of the Organization such as membership (including the attendance, acting and voting at member meetings and execution of waivers, consents, proxies or other instruments) may be exercise on behalf of the Organization by the Chairman, any Vice Chairman, or such other person, as the Committee may authorize.

ARTICLE VIII – MEMBERSHIP

Section A – Certificate of Membership

The Organization may design and issue certificates to its members.

- (i) The certificates representing membership in the Organization shall be in such form as shall be adopted by the Committee, and shall be numbered and registered in the order issued. They shall bear the holder’s name and shall be signed by (I) the Chairman or a Vice-Chairman, and (ii) the Secretary, or Treasurer and may bear the Organizational seal.
- (ii) No certificate of membership shall be issued until the full amount of consideration at the date of issue thereof has been paid, except as otherwise permitted by law.
- (iii) The Committee may authorize the issuance of certificates of membership, which shall entitle the holder to exercise voting rights.

Section B – Lost or Destroyed Certificates

The holder of any certificate of membership in the Organization shall immediately notify the Organization of any loss or destruction of such certificate. The Organization may issue a new certificate in the place of any certificate thereof issued by it, alleged to have been lost or destroyed on production of such evidence of loss or destruction as the Committee in its discretion may require. A new certificate may be issued without requiring any such evidence when, in the judgement of the Committee, it is proper to do so.

Section C – Transfer of Membership

- (i) Transfer of membership shall not be allowed under any circumstance and any amount of consideration paid as tender for such membership shall not be refundable unless otherwise permitted by law.
- (ii) The Organization shall be entitled to treat the holder of record of membership as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such membership on the part of any

other person, whether or not it shall have actual or other notice thereof, except as otherwise expressly provided by law.

Section D – Record Date

The committee shall close the membership record of the organization at any time before a meeting is called to order.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Organization shall be the Calendar year, January 1st to December 31st.

ARTICLE VIII - BOOKS OF RECORDS

Organizations' books of records must be kept safely and can be availed to members in a general or special meeting with prior notice of at least 15 days given to the Committee by the interested member. For any other time, the request will be considered by the Committee and communicated back to the requesting member.

ARTICLE VIII – ORGANIZATIONAL SEAL

The Organizational seal, if any, shall be approved from time to time by the Committee.

ARTICLE IX – AMENDMENTS

Section A – By Members

All by-laws of the Organization shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of members at the time entitled to vote in the election of Committee Officials.

ARTICLE X – MISCELLANEOUS PROVISIONS

Section A – Severability

In the event any provisions of these by-laws are declared invalid or unenforceable by a Court of Competent Jurisdiction, the remaining provisions of these by-laws not so declared invalid or unenforceable shall remain and continue in full force and effect.

Section B – Adoption

The undersigned certify the foregoing by-laws have been adopted as the first by-laws of the Organization, in accordance with the requirements of the Corporation Law. These by-laws shall become effective immediately upon its adoption.