

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Organization Act of Delaware and the Articles of Incorporation of THE ASSOCIATION OF SIERRA LEONEAN HEALTHCARE PROFESSIONALS IN THE UNITED STATES. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Delaware, said Non-Profit Organization Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE I – NAME

The legal name of the Organization shall be THE ASSOCIATION OF SIERRA LEONEAN HEALTH PROFESSIONALS IN THE USA, Inc. (hereinafter TASHPUS Inc. or the Organization).

ARTICLE II – OFFICES

Registered Office and Agent:

The Organization shall maintain a registered office and agent in The State of Delaware as required by the State of Delaware Nonprofit Organization Act. The address of the registered office may be changed from time to time by the Board of Directors. The Organization may have such other offices, whether within or outside of the State of Delaware, as the Board of Directors may designate or as the business of the Organization may require from time to time.

ARTICLE III – PURPOSE

TASHPUS, Inc. is established exclusively for charitable, educational and scientific purposes within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively to promote good healthcare services in Sierra Leone in order to improve the health of the public. The Organization shall be non-political. Its specific purposes are to:

1. Provide Sierra Leonean health professionals in the United States a platform to participate in the relief of illnesses, preservation and protection of health in Sierra Leone. This will be done by providing material, financial and medical support to the poor, distressed and/or underprivileged people in SIERRA LEONE, who are battling the effects of chronic diseases such as hypertension, diabetes, stroke, and the impact of a pandemic outbreak of infectious diseases such as, Ebola, Malaria, HIV/AIDS, Cholera and other disasters, both natural and manmade, resulting in hunger, famine and environmental and economic degradation.

2. Provide a structure for members to collaborate, share best practices, and coordinate information and services to provide accessible, efficient and reliable information and resources for the improvement of healthcare in Sierra Leone.

ARTICLE IV – MEMBERSHIP

Section 1 - Eligibility of Membership:

- A. **Full membership:** Individuals qualify for full membership if they are certified healthcare professionals in the USA, are interested in advancing the purpose and goals of the Organization and meet at least one of the following criteria:

- i. Sierra Leonean by birth
- ii. a spouse/child of a Sierra Leonean

Only Full members who are up-to-date on their dues, shall be eligible to vote

- B. **Associate membership:** Individuals qualify for associate membership if they are interested in advancing the purpose and goals of the Organization and meet at least one of the following criteria:

- i. A student in the healthcare field and are related to a Full member
- ii. A non-healthcare professional that is a spouse/child/friend of a Full member

Associate members shall not be eligible to vote

Individuals who do not meet these criteria may, in exceptional circumstances, be elected to membership by majority vote of the Membership Committee.

Section 2 – Admission to Membership:

Membership is granted after completion and receipt of a membership application and a registration fee and approval by the President or the Vice President, if the President is not available.

Section 3 - Registration fees:

All members shall pay a onetime registration fee of **\$25**, unless changed by a majority vote of the members at an annual meeting of the Full membership.

Section 4 - Annual dues:

Annual dues shall be \$100 for Full members and \$50 for Associate members, unless changed by a majority vote at an annual meeting of the Full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 5- Resignation, termination and interim suspension of membership:

Members resigning from TASHPUS, Inc. membership:

- Shall notify the Secretary, in writing, of their intent to resign from the Organization.

- Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Actions disruptive to the functioning and goals of the organization constitute cause for termination of membership.
- Members can be involuntarily removed from membership for actions that are deemed to be detrimental to the Organization with at least a two-third majority vote of Board members in favor of removal.
- Termination shall be kept confidential by the Board of Directors except in rare cases in which all Board members agree that disclosure is in the best interest of the Organization.

In cases in which allegations of misconduct that would constitute cause for termination are verified, the President may impose an interim suspension until such as a time when the Board of Directors can review the matter and such a review shall be done, in a timely manner, as soon as is reasonably possible.

ARTICLE V - COMMUNICATIONS WITH MEMBERS

Section 1- Communications:

- English shall be the primary language of communication.
- The primary means of communications between the Board of Directors and the membership and among members shall be by e-mail.
- Each member shall be responsible for maintaining a current and accurate e-mail address by updating his or her own listing on the Web Site Member List and by contacting the Secretary with the updated information.
- The Annual Meeting shall be held either in person or by telephone conference.

Section 2 – Meetings:

A. Regular Meeting

Regular meetings of the membership shall be held at least four times per year (one of which is the Annual Meeting), at a time and place designated by the President to facilitate a broad and varied attendance.

B. Annual Meetings

An annual meeting of the membership shall take place in the spring and the specific date, time and location shall be designated by the President.

At the annual meeting, the membership shall:

- Elect the Board of Directors and officers
- Receive reports on the activities of the Organization
- Determine the direction of the Organization for the coming year or other such business deemed necessary.
- Provide opportunity for expert presentation on health topics.

C. Special Meetings

Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by thirty percent (30%) of voting members may also call a special meeting.

D. Notice Of Meetings

Notice of each meeting shall be sent to each voting member, by electronic mail, no less than two weeks prior to the meeting. Notice will be sent to members by postal mail upon request.

E. Quorum

The members present at any properly announced meeting shall constitute a quorum.

F. Voting

All issues to be voted on shall be decided by a simple majority of paid up members. Voting shall take place in person, by email/postal mail or by teleconference or video-conference.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 — Board Role, Size and Compensation:

- The Board of Directors (The Board) is responsible for overall policy and direction of the Organization and for delegating responsibility of the day-to-day operations to the staff and committees.
- The Board shall constitute up to nine (9) and no fewer than five (5) members. The number of Board members may be increased beyond nine (9) members by an affirmative vote of a simple majority of the current Board of Directors.
- The board receives no compensation other than reasonable expenses authorized by the Board of Directors.

The initial Board of Directors names and addresses are as follows:

Name	Title	Address
Aminata Conteh	President	502 Beechwood Court, Bear, DE19701
Pending	Vice President	
Matenneh Abu	Secretary	172 Shelly Drive, Claymont, DE 19703
Leticia Amoah-Mensah	Treasurer	119 Gloucester Blvd, Middletown, DE 19709
Lydia Tucker-Stickles	Organizing Secretary	230 Murley Drive, Madison, WI 53718

Section 2 — Terms of Service and Board Elections:

- A. All Board members shall serve a two-year term and shall serve until their successors are duly elected and qualified. There is no limit on the number of terms a member may serve. In the event of a vacancy, the unexpired term shall be filled at the next membership meeting; in the case of a vacancy arising from a resignation, the resignation would have to be received in time for the election to be included on the agenda with the meeting notice. A member who is elected to fill an unexpired term shall serve only until the expiration of that term
- B. The Membership Committee shall be responsible for nominating prospective candidates for Board membership. Nominations of individuals to serve on the Board shall be solicited from TASHPUS voting members and nominations must be received by the Membership Committee two weeks prior to the election. One Board member, whose term is not expiring, shall serve on the Membership Committee. Candidates for the Board shall be submitted to the general membership at the annual meeting to be voted upon. New and current Board members shall be elected or re-elected by the voting representatives of members at the annual meeting. The Board of Directors shall be elected by a simple majority of members present at the annual meeting.

Section 3 — Meetings:

The Board shall meet at least quarterly, at an agreed upon time and place. The Secretary shall give notice of each meeting to each Board member, by electronic mail, not less than two weeks prior to the meeting. Notice will be sent to members by postal mail upon request.

An annual meeting of the Board of Directors shall be at such place and time as the Board of Directors may determine, and shall, unless otherwise determined, be held on or before the second Saturday of May, or another date to be agreed upon by the Board.

Special meetings of the Board of Directors may be called by the President or a member of the Executive Committee.

Section 4 – Quorum and Voting at Meetings

A majority of the current Board of Directors shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Voting at any meeting at which a quorum is present shall be by a majority vote of all of the Board members required to participate in such meeting except as otherwise required by these Bylaws and subject to any applicable law and the Articles of Organization. The Board of Directors present at a duly organized meeting may continue to transact business until adjournment.

Section 5 – Actions without a Meeting

Any action required or permitted to be taken may be taken by the Board of Directors, or by any committee thereof, without a meeting, provided all those entitled and required to vote, consent in writing, either before or after such action is taken, and if the written consents are filed with the

records of the Organization. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6 – Telephone Participation in Meetings

The Board of Directors or members of any active committee may participate in a meeting of the Board of Directors or such committee, respectively, by means of a conference telephone or video call or a similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7 - Proxy

A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business.

Section 8 — Officers and Duties:

The Board shall elect officers of the Organization which shall include a President, Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The officers shall have the authority to perform the duties prescribed by the Board of Directors. Their duties are as follows:

- A. The President** - The President is responsible for ensuring that the Board of Directors and its members
- are aware of and fulfill their governance responsibilities
 - comply with applicable laws and bylaws
 - conduct Board business effectively and efficiently
 - are accountable for their performance.

In order to fulfill these responsibilities, and subject to the Organization's bylaws, the President shall:

- preside over meetings
- propose policies and practices
- sit on various committees
- monitor the performance of the Board of Directors and Officers
- submit various reports to the Board, to funders, and to other "stakeholders"
- propose the creation of committees and appoint members to such committees
- perform other duties as the need arises and/or as defined in the bylaws.

B. The Vice President - In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President and in doing so, shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

C. The Secretary - The Secretary shall:

- be the custodian of all records and documents of the Organization
- act as secretary at all meetings of the Board of Directors and members
- keep the minutes of all such meetings on file in hard copy or electronic format.
- S/he shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization, under its seal, is duly authorized in accordance with the provisions of these bylaws.
- The Secretary shall, in general, perform such other duties assigned by the President or Board of Directors. However, in the event that the Secretary is unavailable, the Board Chair shall appoint an individual to act as Secretary at the meeting.

D. Treasurer (Chief Financial Officer) - The Treasurer shall:

- have charge and custody of and be responsible for all funds and securities of the Organization
- receive and give receipts for moneys due and payable to the Organization from any source whatsoever
- deposit all such moneys in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- S/he shall serve a term of two years, no term limit.
- keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- The treasurer, under the direction of the Board of Directors, shall have general charge of the Organization's financial affairs, including supervision of the signing of all checks, payment of accounts, and collection of debts.

E. Organizing /Social Secretary – shall:

- Oversee special events and report to the Board.
- Serve as chair to the Membership Committee.
- Organize and implement new membership drives and all aspects of the annual meetings

- Maintain a Facebook page and other social media accounts, the Organization's Website and Listserv and other matters related thereto.
- Perform other duties as requested by the president and the Executive Board.

The Listserv Manager will have the right to suspend a member's participation in the Listserv temporarily and/or suspend Listserv discussion temporarily pending consultation with the Board. If an individual does not follow the Organization's Rules for Listserv Use (posted electronically on the Organization's Website) and continues to violate them after being so informed by the Listserv Manager, the Organization will remove the individual from the Listserv. In the event of any repeat violation after reinstatement, removal will be permanent. Decisions to remove a member from the Listserv may prompt a further process to determine if the member will also be involuntarily removed from TASHSPUS membership by procedures described in Article VI, Section 12.

Section 10 - Election and Terms of Service

Officers shall be elected from a slate of nominees presented by the Membership Committee. Prior to publication of the slate, nominees for any position will be solicited from the membership via e-mail. The Membership Committee shall create a slate of nominees, with the consideration of suggestions from the membership. The slate shall be publicized to the membership by electronic mail thirty days prior to the scheduled annual elections. The officers shall serve for a two-year period until their respective successors are elected. Officers shall be elected by a majority of the Board of Directors. Any person may be re-elected to successive terms as an officer, without term limitations.

Section 12 - Resignation, Termination, and Absence

All officers have the right to resign at any time by providing notice in writing to the Board of Directors, the President, and/or Secretary of the Organization. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation. Unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

ARTICLE VII — COMMITTEES

Section 1 — Committee Formation

The Board may create standing committees by a 2/3 vote. Formation of standing committees will be affirmed by a majority vote at a regular membership meeting. The chair may create Ad Hoc Committees as needed to address short term tasks within a defined term. The Board Chair appoints all committee members. Committee Chairs will be elected by majority vote of the committee members. A member of the Board will serve on each committee and Committee Chairs will report committee recommendations to the Board. The recommendation of a committee will be considered a motion not requiring a second for action. The Board will then determine by vote whether to adopt the committee's recommendations. With the recommendation of the Board Chair, the Board may remove a Committee Chair for failure to carry out the duties of the Committee Chair.

Section 2 — Executive Committee

The President, Secretary, Treasurer, Vice-President and the Chairs of Standing Committees shall serve as the members of the Executive Committee. Except for the power to amend the bylaws, the Executive Committee shall have all the powers and authority of the Board, in the intervals between meetings of the Board, and require a majority vote of the Executive Committee.

Section 3 — Finance Committee:

The Treasurer is the Chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget, in collaboration with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be from December 1st to November 30th. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Organization are public information and shall be made available to the membership, Board members, and the general public.

Section 4 – Audit Committee

A majority of the entire Board membership shall appoint an Audit Committee, consisting of at least one Board of Director and two other members, one of whom shall Chair the Audit Committee. The Treasurer shall not be a member of the Audit committee. The basic purpose and responsibility of the Audit Committee shall be to advise and assist the Board in fulfilling its responsibility to the Organization in connection with monitoring the integrity of the Organization's financial statements, financial and accounting practices, internal controls, business ethics, and compliance with laws, regulations and policies that may have a material impact on the financial statements of the Organization. In this connection, the Audit Committee shall review and assess the qualitative aspects of financial reporting, the Organization's processes to manage business and financial risk and compliance with significant applicable legal, ethical and regulatory requirements. The Audit committee shall report to the Board as the Board shall require.

Section 5 - Membership Committee

The Membership Committee shall create and implement recruitment and retention programs to increase and maintain membership of the Organization. The Membership Committee shall ensure that the Board has the right mix of talents in terms of energy, skills, perspectives and diversity to address the needs of the Organization. It is responsible for approving applications for membership and presenting a slate of nominees of Officers and Board of Directors to be elected. The Nominating Committee shall be composed of at least one Board member and two other members, who are not officers or Board of Directors, appointed by the President. The term of the Membership Committee shall be determined by the President and shall last as long as necessary to accomplish their responsibilities for each scheduled annual election.

ARTICLE VIII – CONFLICT OF INTEREST

Section I - Purpose

The purpose of the conflict of interest policy is to protect the interest of The Association of Sierra Leonean Health Professionals in the USA, Inc, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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 II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 III.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III - Procedures

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

a. 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.

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

c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

d. 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 Organization'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.

4. Violations of the Conflicts of Interest Policy

a. 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.

b. 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 IV - Records of Proceedings

The minutes 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 V – Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VI - Annual Statement

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms 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 Organization 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 VII - Periodic Reviews

To ensure the Organization 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 Organization'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 VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Section VII, the Organization 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 IX - INDEMNIFICATION

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Organization Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE X – EXECUTION OF TASHPUS PROPERTY

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any property or document, or to sign the Organization's name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other Organization instruments or documents, memberships in other organizations, owned by the Organization shall be executed, signed, and/or endorsed by the PRESIDENT and the TREASURER.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by the PRESIDENT or the TREASURER.

ARTICLE XI – FISCAL YEAR

The fiscal year for the Organization shall be from December 1st to November 30th.

ARTICLE XII – CHECKS, DRAFTS OR ORDERS FOR PAYMENT

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization shall be signed by the PRESIDENT and the TREASURER.

ARTICLE XIII – DEPOSITS

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board shall select.

ARTICLE XIV – AMENDMENTS

Section 1 — Amendments: These bylaws may be amended, when necessary, by the Board at any meeting. No amendment to the bylaws shall be effective until approved by the majority of the voting members present at a regular membership meeting or special meeting. Proposed amendments are required to be submitted by two-thirds (2/3) of the Board or signed by thirty percent (30%) of the voting members. Proposed amendments must be submitted to the Secretary or staff to be sent out with regular meeting announcements.

ARTICLE XV – ORGANIZATION SEAL

The Board of Directors may adopt, use, and/or alter the Organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any Organization document, however, shall not affect the validity of that document.

ARTICLE XVI – DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE XVII –DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII - CERTIFICATE OF SECRETARY

These bylaws were adopted by the Board on _____2014 and approved at

A meeting of the membership by a two thirds majority vote on_____

President: Name _____ Sign: _____ Date_____

Secretary: Name _____ Sign: _____ Date_____