

INTERNATIONAL COMMUNITY OF BANYAKIGEZI, INC.
A Not-for-Profit Organization

Bylaws

References

The international Community of Banyakigezi is referred to in these bylaws as “ICOB” or the “Organization.” The Board of Directors created under Article VI of these bylaws is referred to as the “Board.”

ARTICLE I: ORGANIZATION

A. The Organization shall be known as the International Community of Banyakigezi, Incorporated.

B. The principal office of the Organization shall be located within Washington DC in the USA. The registered office may, but need not, be the same as the principal office. The Organization may have such other offices at other places as the Board may designate and as the affairs of the Organization may from time to time require.

C. The Organization shall have an official seal in a form approved by its members in accordance with these bylaws.

ARTICLE II: PURPOSES

The purpose of the Organization is to promote, preserve and project the members’ cultural, educational, social, literary, economic and philanthropic interests, and to engage in any lawful activity not inconsistent with these objectives.

ARTICLE III: MEMBERSHIP

A. A person’s membership in the Organization shall derive from such person’s membership in any local chapter, wherever located, organized under the auspices of ICOB. By way of illustration, a natural person who is a member in good standing of the local chapter of ICOB in Canada is, by virtue of that fact, a member in good standing of the Organization.

B. Full membership in the Organization shall be open to all individuals, wherever residing, who are descendants, by birth, ancestry or marriage, of that geographical District of Kigezi in Southwestern Uganda as it existed at October 9, 1962. Any other natural person, regardless of place of birth or ancestry, may, upon application and admission as provided in the bylaws, become an associate member of the Organization.

C. The Organization shall have two classes of membership: voting and non-voting. Voting membership shall comprise that class of full members who shall have paid an

annual fee in the amount and by the due date as the Board shall determine. The nonvoting class of membership shall comprise all duly admitted associate members.

D. All members, regardless of class, shall be entitled to enjoy all rights and privileges of membership in the Organization, except that only voting members shall have the right to vote on corporate affairs and be eligible to hold any office within the Organization.

E. Any member may be expelled from the Organization by a two-thirds affirmative vote of the Board if the Board determines that such member has acted in a manner incompatible with the Organization interests and that allowing such member to remain in the Organization would adversely impact the Organization.

ARTICLE IV: MEETINGS

A. The Organization shall hold regular annual general meetings each year during the month of July, provided that, in the event a meeting at such time in a given year should be impractical, then at such other time as the Board shall determine. Only one general meeting may be held within the same fiscal year.

B. The Organization's Secretary shall cause to be sent to every member in good standing, by regular or electronic mail to such member's address as it appears in the Organization's membership roll, and to be posted on the ICOB website, a notice telling the time, place, and agenda of the upcoming general meeting. Such notice shall be sent at least 31 days prior to the day of the announced meeting, and failure to comply with this paragraph shall cause any resolutions or decisions made at the meeting to be null and void.

C. Local chapters may submit to the Board, at least 40 (forty) days before the annual general meeting, bids to host upcoming ICOB conventions. The Board shall, by affirmative vote and with the general membership's input, select the venue where the next convention shall be held.

D. The presence at a general meeting of 20 (twenty) or more members in good standing, where at least 3 (three) different local chapters are represented by no fewer than 3 (three) members each, shall constitute a quorum necessary to conduct the business of the Organization.

E. The Board may, in the event of circumstances which in the Board's opinion amount to a genuine emergency, modify the criteria constituting quorum under Paragraph D of this Article IV, if it determines such modification to be in the Organization's best interest. Notwithstanding, the presence of not less than 20 (twenty) members shall be required to form a quorum.

F. For purposes of this Article IV, "annual general meeting" means that portion of the Organization's annual convention during which elections are held or resolutions concerning ICOB business are made by the general membership.

ARTICLE V: VOTING

A. At all meetings, except for the election of officers and Board members, all votes shall be by voice. For election of office holders, secret ballots shall be used in such a manner as will ensure the anonymity of the voters.

B. Prior to the commencement of voting by ballot, the chair of such meeting shall recommend to the membership a panel of three members, who shall, subject to the members' approval, act as "Inspectors of Election" and who shall, at the conclusion of the vote, certify the results to the chair in writing. The original of such certification, bearing the inspectors' original signatures, shall be physically affixed in the minute book to the minutes of that meeting.

C. No inspector of election shall be a candidate for any office at the same election.

D. Each candidate seeking election to any office at a forthcoming meeting shall declare his or her intention to the Secretary no later than 40 (forty) days prior to the commencement of the Organization's annual general meeting. The Secretary shall cause the names of all declared candidates to be promptly posted on the Organization's website, in no event less than 31 days before the general meeting at which elections are to be held.

E. At the general meeting, each candidate for office must demonstrate that such candidate is seconded by at least 30 (thirty) percent of members of the local chapter to which such candidate belongs.

ARTICLE VI: BOARD OF DIRECTORS

A. General Powers. The affairs of the Organization shall be managed by a Board of Directors, which shall be authorized to act in the name of the Organization only when it shall have been regularly convened by its chair after due notice to all Board members. The Board shall be responsible for setting policies to govern the Organization, shall make all major decisions affecting the Organization, and shall oversee the Organization's Officers established under Article VII.

B. Number, Term and Qualification. Any ICOB member in good standing is eligible to serve on the Board. The number of Board members shall be fixed from time to time by the Board, but shall be no fewer than 5 (five) and no more than 9 (nine). At least 3 (three) of the members serving at any given time shall, at the time of election, be members of 3 (three) separate local chapters. Each member shall hold office until death if it occurs before the expiration of such member's term of office, resignation, retirement, removal, disqualification, or when a successor shall have been elected and qualified as provided in these bylaws. Vacancies on the Board shall be filled by a vote of the majority of the remaining members of the Board, even though less than a quorum. A member elected to fill a vacancy on the Board shall be elected for the unexpired term of such member's predecessor in office.

C. Election. Board members shall be elected at the Organization's annual general meeting pursuant to Article V. of these bylaws. Members seeking election to the Board shall announce their candidacy to the sitting Board members no later than 40 (forty) days prior to the commencement of the annual general meeting. The Board shall vet and nominate the selected candidates to the general membership for approval. Voting shall be in accordance with Article V herein.

D. Staggered Terms. During the first elections held immediately following the ratification and adoption of these bylaws, two Board members shall be elected for an initial term of 3 (three) years, and the rest for a term of 2 (two) years each. Thereafter, each Board member shall be elected to a term of two years.

E. Term Limits. No member shall be eligible to serve on the Board for more than 3 (three) consecutive terms.

F. Removal. Any Board member may be removed at any time with or without cause by a resolution taken by two-thirds of members present at a meeting called for such purpose and at which quorum is present. The Board may entertain charges against any of its members. A Board member's removal under this Paragraph shall not be appealable, provided that nothing herein shall prevent a member so removed from contesting for any office again in a subsequent election. The Board may make and adopt rules to govern procedures for the implementation of the provisions of this paragraph.

G. Quorum. The presence of 51 (fifty one) percent of members of the Board at a duly convened meeting shall constitute a quorum.

H. Scheduled Meetings. The directors shall meet regularly at least twice during each ICOB fiscal year; once within six months of the period preceding a general membership meeting, and once within the next six months following the annual general meeting.

I. Special Meetings. Special Board meetings may be called by the President as deemed necessary for the Organization business. The President shall call a special meeting if requested in writing by at least 50% (fifty percent) of the Board's sitting members. Notices of such meeting shall be sent to all Board members in the manner provided in Article IV.B., to be received at least 31 (thirty one) days before the date scheduled for the special meeting. Such notice shall state the reasons for the meeting, the matters to be discussed, and at whose request the meeting is convened. No business other than that specified in the notice may be transacted at such special meeting except with the unanimous consent of all present at such meeting, provided that any director may waive notice of any meeting. The attendance by a Board member who shall not have been duly notified of the meeting shall constitute waiver of notice of such meeting, unless such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

J. Proxy Voting. Each Board member shall have only one vote. The Board may make promulgate written rules providing for proxy voting, provided that such rules shall not take effect during the meeting during which they shall have been made.

K. Rules. The Board may make such procedural rules governing its meetings and/or the Organization's general meetings as it may in its discretion deem necessary for the smooth and transparent running of the Organization.

L. Chairperson. The Organization's President, by virtue of election to that office, shall be the Chair of the Board of Directors, but shall have no voting rights except when necessary to break a tie at any Board meeting.

M. Board Secretary. The Board shall elect from among its members a Secretary, who shall be responsible for keeping and maintaining written or electronic minutes of all Board meetings. The function of Board Secretary under this paragraph shall be separate and apart from that of the Organization's Secretary created under VII of these bylaws.

N. No Compensation. Board members shall not be compensated for their services. However, the Board may by resolution agree to reimburse members for reasonable and necessary expenses incurred in attending duly convened meetings, or for duties performed as other than a Board member.

O. Mode of Meetings. Board meetings may be conducted in person, or via tele- or video-conferencing, or such other manner as to allow the free and spontaneous exchange of information. The President and Board Secretary shall ensure that an accurate recording is made and maintained of each meeting.

ARTICLE VII: OFFICERS

A. Elective Offices. The Organization shall have a President, a Vice President, a Secretary, a Treasurer, and such assistants the Board may deem necessary for the efficient running of ICOB business. No Officer may act in more than one capacity where the action of two or more Officers is required.

B. Election and Term. The officers shall be elected at the Organization's annual meeting in accordance with Article V of these bylaws. During the first elections held immediately following the ratification and adoption of these bylaws, the President and Secretary shall be elected to serve a term of three (3) years; and all other Officers to two-year terms. Upon the expiration of the term of each Officer elected under this paragraph, a successor shall be elected to serve for a two-year term. A vacancy occurring because of death, resignation, removal, disqualification, incapacitation, or otherwise may be filled by the Board for the unexpired portion of the term. No Officer shall serve for more than 2 (two) consecutive terms.

C. No Compensation. No Officer shall be entitled to receive any salary or compensation by reason of holding office, but the Board may in its discretion authorize the

reimbursement of reasonable and necessary expenses incurred by an Officer while transacting ICOB business. Nothing herein shall be construed to prevent an Officer from receiving compensation from the Organization, with the Board's prior approval, for duties performed as other than an Officer.

D. Removal. Any Officer, whether elected by the general membership or appointed by the Board, may be removed by the Board whenever in its judgment the best interests of the Organization will be served.

E. Officers.

1. President. The President shall be the principal executive officer of the Organization and, subject to the Board's supervision and control, shall in general oversee and manage the Organization's business affairs. In addition, the President shall serve as the Chair of the Board of Directors; preside at all Board meetings and all general meetings; and present at each annual general meeting an annual report summing up the state of ICOB. The President, along with the Secretary and/or Treasurer or other individual authorized by the Board, shall be signatory to any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed on behalf of the Organization, except in cases where execution thereof shall by law be required to be otherwise. The President shall, in general, perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board.

2. Vice President. The Vice President shall perform such duties as may from time to time be assigned by the President or the Board and, in the event of the President's death, absence, incapacitation, inability, or refusal to act, serve as the Organization's acting President with all the rights, privileges and powers as if duly elected President.

3. Secretary. The Secretary shall be the official custodian of the Organization's official seal, books and records; keep and maintain the minutes of all general meetings; cause proper and timely notices of elections and meetings to be given in accordance with the provisions of these bylaws; together with the President, attend to all correspondence addressed to or from the Organization; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

4. Treasurer. 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 to or owed by the Organization; present to the membership at the Organization's annual general meeting an audited accounting of the Organization's finances; render an accounting of the Organization's finances when requested by the Board; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

5. Assistants. The Board may authorize the creation of positions to serve as assistants to any Officer. Such assistants shall be elected by the general membership in accordance

with Article V and, when so elected, shall perform duties assigned by the President, the Officer to whose office they are attached, or the Board.

6. Others. The Board may establish such other offices as it may deem necessary, and officers holding such offices shall be elected pursuant to Article V of these bylaws.

ARTICLE VIII: EMPLOYEES

The Board may hire and set the compensation for one or more employees when it determines that to be necessary for the conduct of the Organization's business.

ARTICLE IX: COMMITTEES

The Board, in its discretion, may appoint individuals to serve on committees for specific purposes or tasks, provided that the term of any committee established under this article shall not extend beyond the next annual general meeting following its appointment, and provided further that individuals appointed to such committees need not be members of the Organization. No individual appointed to serve on a committee shall be entitled to receive any salary or compensation by virtue of that appointment, but the Board may in its discretion authorize the reimbursement of reasonable and necessary expenses incurred by such member in the discharge of the task to which assigned.

ARTICLE X: MEMBERSHIP DUES

Initial membership dues shall be US\$10.00 (ten US dollars) per adult member per annum, to be received by the Treasurer prior to the Organization's annual business meeting. Thereafter, the membership dues shall be in such other nominal amount as may from time to time be set by the Board. Only paid up members shall be eligible to run for office and to vote at the Organization's annual general meeting.

ARTICLE XI: ORGANIZATION'S BUSINESS TRANSACTIONS

A. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

B. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

C. Checks, drafts and electronic transfers. All checks, drafts, or other orders for the payment of money issued in the name of the Organization shall be issued by the Organization's Treasurer and countersigned by the President, Vice President, or Secretary.

D. Accounts. The Organization shall have and maintain its principal account at any bank or such other financial institution approved by the Board within Washington, D.C. Nothing herein shall prevent the Board from authorizing the opening of one or more accounts in other locations when doing so would expeditiously further the Organization's interests.

E. Gifts. Any Board or Executive Committee member may accept and give receipt for, on behalf of the Organization, any contribution, gift, bequest, or devise given for the benefit of the Organization.

ARTICLE XII: INDEMNIFICATION

A. Fiduciary. Each Board or Executive Committee member, while acting for or on behalf of the Organization, shall at all times do so in a fiduciary capacity.

B. Indemnification. Any person who in good faith and exercising due diligence serves or has served as a Board or Executive Committee member, or as a duly appointed employee or agent of the Organization, in conducting Organization business with any other person, partnership, joint venture, trust, enterprise, or other legal entity, shall have a right to be indemnified by the Organization to the fullest extent permitted by law against:

- (i.) reasonable expenses, including attorneys' fees, actually and necessarily incurred in defending against any threatened, pending, or resolved legal action, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Organization or by a third party seeking to hold such person personally liable by reason of having so acted in such capacity, and
- (ii.) (ii.) reasonable payments made by such person in avoidance or satisfaction of any judgment, fine, penalty or settlement arising from any transaction conducted in such capacity.

C. Scope. Nothing in this Article shall shield any person from being held personally liable for conduct engaged in by such person outside the scope of the authority entrusted in such person.

D. Reasonableness of Indemnity. The Board shall take any action it deems necessary and appropriate to authorize the Organization to pay the indemnification required by this Article, including without limitation and to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonableness of the amount of indemnity due.

E. Insurance. The Board may by resolution authorize the purchase and maintenance of insurance to cover any person acting on behalf of the Organization against any liability which could be asserted against such person by reason of having acted on behalf the Organization.

ARTICLE XIII: AMENDMENTS

Except as otherwise provided herein, these bylaws may only be amended or repealed by the affirmative vote of two-thirds of the members in good standing present at an annual general meeting at which a quorum is met and where the amendment or repeal shall have been duly and properly noticed pursuant to Article IV.B. of these bylaws.

ARTICLE XIV: GENERAL PROVISIONS

A. Fiscal Year. For accounting purposes, the Organization fiscal year shall be from September 1 to August 30 of the year following.

B. Web Site.

(i.) The Organization shall maintain a website, which shall be regularly updated.

(ii.) No material shall be posted on the web site without the Board's express and prior approval.

(iii.) Any person who posts any material on the web site without the Board's express authorization shall be personally liable for any action arising therefrom.

(iv.) The Board may appoint a person to serve as the Organization's web site administrator, and may in its discretion determine an appropriate sum for the payment of any or all expenses incurred by such administrator in that capacity.

D. Non Discrimination. The Organization shall not discriminate against any person on the basis of race, color, gender, religion, national origin, tribe, clan, age, disability, sexual orientation, or political affiliation.

E. Non Partisanship. The Organization shall at all times remain non-partisan, and shall neither endorse nor oppose any party or candidate contesting for any political office in any local or national government in any country.

F. Arbitration. In the event of a dispute concerning the interpretation of provisions of these bylaws, all attempts must be made to resolve the dispute informally. In the event an informal resolution is unavailing, arbitration shall be attempted before court intervention is sought.

G. Audits. The Organization's books shall be audited annually by an independent, certified auditing firm selected by the Board. Any member in good standing shall have the right to inspect the Organization's financial statements upon reasonable request to the Secretary.

H. Dissolution. Upon dissolution, all of the Organization assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed to any association or associations organized for purposes similar to the purpose of the Organization as may be designated by a majority of the directors of the Organization then holding office.

I. Headings. The headings used in these bylaws are for identification only and may not be construed as defining or granting substantive authority.