

The Bylaws

We, the members of the **ABONNEMA FOUNDATION** living in the United States of America, and elsewhere, have satisfied the requirements of membership, all as defined hereinafter (and hereinafter referred to as **Registered Members**), in the **Abonnema Foundation** hereinafter referred to as **AF** or **FOUNDATION**), a **not-for-profit organization** legally organized in the **State of Texas** on the **15th** Day of the month of **April** in the year **2004**, adopt the bylaws for the governance of the organization:

PREAMBLE

WHEREAS REGISTERED MEMBERS is desirous to organize and operate, as and at all times, exclusively for charitable, educational, cultural, social, economical, scientific and technological purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code;

WHEREAS REGISTERED MEMBERS in recognition of widespread poverty and lack of financial capital for the implementation of community charitable projects is desirous to provide opportunities to pool resources to promote the legitimate charitable, social, cultural, educational, scientific and technological and economic interests and advancement of the Abonnema Community;

WHEREAS REGISTERED MEMBERS in recognition of the lack of infrastructure and enabling environment for the Abonnema Community development is desirous of providing the enabling environment for the development, supervision, and implementation of social and economic programs and infrastructure for the general benefit of the Abonnema Community and other communities;

WHEREAS REGISTERED MEMBERS is desirous of creating environments to address, provide relief, and seek redress on all issues of importance on behalf of the general Abonnema Community, both in the United States and elsewhere;

WHEREAS REGISTERED MEMBERS is desirous of providing a vehicle for organizing and supervising, alone or jointly, with other organizations or groups of individuals activities for public opinion evaluation and for the purpose of creating political, economic, general health and welfare awareness, and thereby foster the growth of goodwill amongst communities;

WHEREAS REGISTERED MEMBERS desires to liaise or collaborate with international, national, or local groups, organizations, or associations to foster and promote unity of purpose, social, cultural, scientific and technological, educational and economic interests and advancement for our mutual benefits; and

WHEREFORE the REGISTERED MEMBERS makes and ordains these Bylaws for the governance of the Abonnema Foundation of which we are the primary benefactors.

TERMS AND AGREEMENTS

Article 1 Formation of Organization

Section 1 Name of Organization

There is formed an organization bearing the name **Abonnema Foundation**, (otherwise shortened to AF), between the authorized person(s) and all those persons who shall become primary benefactors of the organization; and the organization shall use this name in all its business transactions with any or all of its registered members, any governmental body or any other entity accorded legal personality under the prevailing laws of their respective states of origin.

Section 2 Registered Office

The registered office of the organization is established at **7171 Harwin Drive, Suite 322, Houston, Texas 77036, United States of America**. The registered office may be transferred to any office or the office of any Texas State certified registered agent in the State of Texas by a resolution of the general meetings or any other governing body authorized by the primary benefactors.

Section 3 Residency of Foundation

The organization currently adopts the State of Texas as its State of residency and consequentially the location of its Headquarters; however, the HQ may be located in any such State and City within the United States, by a resolution of the general meetings or any other governing body authorized by the primary benefactors.

Section 4 Life of Organization

The organization is formed for an unlimited duration of time.

Section 5 Purpose of Organization

The purposes and objectives of the Abonnema Foundation shall be to promote positive image of the Abonnema Community in the United States and elsewhere, and to engage in such other legally authorized activities or programs that facilitate, promote, and advance the Charitable, Social, Cultural, Educational, Economic, Scientific and Technological interests and advancement of the Abonnema Community, as hereinafter defined.

Section 6 The Body of the Organization

For the purposes of achieving these stated goals and objectives of the organization, the Abonnema Foundation shall institute functional activities which shall constitute the body of the organization; and the collection of volunteers and appointees who perform all functional activities that interactively effect the realization of the goals and objectives, together with the Board of Directors shall be called the Abonnema Foundation. The volunteers and appointees are, in relation to fully operating organizations, the equivalent of the employees. Hence only such people whose participation can be terminated by the immediate superior as per a Reporting formalism shall qualify to be included as part of the body of the organization. The AF may also institute special projects task force for the conduct of projects outside of the continental landmass of the United States of America, and such tasks force(s) shall also become integral part(s) of the body of the organization.

Article 2 Membership

Section 1 Benefactor Abonnema Community

For all intents and purpose, the Abonnema Community is deemed to span the worldwide geographical expanse of lands, seas and rivers in which a collective group-of-persons admitted as members, and their affiliated groups-of-families may be found, and especially any and all Abonnema community of persons residing in Abonnema or elsewhere.

Section 2 Motto

Given the object of engendering cooperative advancement among the general members of the Abonnema Community, the AF adopts "**.... FOR COMMUNITY GOODWILL AND ACTION,**" as its motto and public slogan, in an effort to induce a mental re-orientation of the registered members towards **providing quality community service, building meaningful relationships, and taking decisive actions** to achieve any agreed upon goals and objectives.

Section 3 Admission to Membership

Membership of the Foundation shall be open to the general public for registration by application.

Abonnema Foundation does not discriminate based on age, sex, color, national origin or sexual orientation. Upon admission, members may be issued a membership certificate.

Section 4 Membership Classification

1. There shall be two (2) classifications of membership as follows:
 - a. Registered member, and
 - b. Honorary member.

Section 5 Registered Membership

A registered member shall maintain active membership status with attendance at of annual general meetings and upon meeting required financial obligation after completing the application for membership or the necessary registration.

Registered membership of the Foundation shall be as individual registered members.

Registered membership shall be solicited worldwide from the general public.

Section 6 Honorary Membership

Upon recommendation by the Board of Directors, honorary membership shall be conferred on any deserving individual or organization or corporation with a simple majority vote at an annual general meeting of the Foundation. Honoraries may be draw from the pool of supporters, donors, or outstanding persons who have contributed significantly towards AF viability and goals.

Section 7 Membership Financial Obligations

Each applicant shall pay a non-refundable membership registration fee as follows:

1. Individual membership registration shall be a one-time one hundred dollars (**\$100.00**) fee or its convertible equivalent.
2. Individual annual dues of two hundred and fifty dollars (**\$250.00**) or its convertible equivalent, which are prorated by the month for less than full year membership, shall be paid no later than **30 days**, of receiving a notice of membership dues.
3. Each member may be solicited for donation from time to time as the Board of

Directors may determine for specified projects.

4. Each applicant shall be asked to indicate interest as a registered member and/or a Contributor or Sponsor.
5. Members will be informed if fees, dues and/or donations may not be tax-deductible.

Article 3

Governance of the Association

Section 1 Board of Directors -Primary Organ of Governance

Registered Members consigns the governance of the Foundation to **a group of seven (7) skilled** members of the AF, who shall form the **Board of Directors**, hereinafter referred to as

the **BOARD**, which shall be vested with the powers of governance, consistent with all the laws of the State of Texas, the home state of the Foundation. TThe Board for the Foundation which shall be the primary guarantor of the sanctity and integrity of the Foundation and shall have oversight responsibility over all organs, TEAMS and / or members. The Board shall be the highest governing organ for AF, and therefore shall be the highest policy-making organ of the Foundation, and shall be under the leadership of a **Chairperson**, who **MAY** seek outside advise from an **TECHNICAL ADVISORY COUNCIL**. The Board shall also be responsible for the day-to-day management of the Foundation **but may** delegate the responsibility to a Management Team. In delegating the day-to-day management of the AF functional activities, the Board shall adhere to the following stipulations:

- The Board may not discuss matters of the organization directly with any staff reporting to the **Chief Operations Officer**, hereinafter referred to as the **COO**, without prior discussion with the COO regarding such direct interaction.
- The Board may not directly assign any responsibility to any staff that reports directly or indirectly to the COO.
- The Board shall not have the power to directly dismiss any staff that reports directly or indirectly to the COO.

Section 2 Management of The Foundation Operations

The principal offices of the Foundation shall be the office of the Board of Directors (the Board), and the Management Team. The Management Team in assuming the day-to-day management of the organization shall adhere to the following stipulations:

- The COO shall replace any staff whom the Board of Directors have decided in a majority vote to be so replaced.

- The COO shall have the power to replace any staff for appropriate cause without interruption by the Board of Directors.

Article 4

The Foundation Facilities

Section 1 Operating Facilities

The AF shall operate with three facilities categories in the performance of the organizational process activities

- HQ Administration facility
- LOCAL Chapter facilities
- * HOME Administration facility.

Section 2 HQ Administration Facility

The Foundation shall maintain, for the object of undertaking otherwise HQ administrative facility a set of **Functional Management Teams**. These teams will attend to the broad objectives of the Foundation, the results of which comprehensively impact all the general members or enable the realization of the strategic goals of the Foundation.

Section 3 Local Chapter Facilities

The AF shall create or cause to create an operation of the Foundation in any city or Community or combination of cities within (and outside) the United States where there are at least five or more Abonnema Foundation members. Each such operation shall be deemed a Chapter of AF, and shall be explicitly identified as part of the Foundation. These Chapters of the AF shall constitute the grass-root level facilities of the AF and will focus on bringing to the attention of the COO and addressing the needs and concerns of the registered members in their specific locale. Hence, for the purposes of effective distribution of locale-specific services, every member near a local chapter shall be encouraged to join that Chapter.

Section 4 Chapter Functionality

Each Chapter represents the AF in the geographical area in which it is located, and shall have the following functions:

- to implement the policies of AF in its area,
- to organize the members of AF within its area,
- to mobilize the membership of AF in all manners consistent with this bylaws,
- Account to the activities and performance of AF within its area.

Section 5 Home Administration Facility

The Home Administration Facility shall be organized as a necessary coordinating unit of the Foundation's activities in Abonnema Community project site(s).

The Home Facility shall function administratively under the leadership of a selected and bonded PROJECT TEAM COORDINATOR.

Every Home Project Team Coordinator(s) shall report their activities by means of a Monthly work-in-progress status report to be submitted to a designated bonding financial institution for verification before the Board of Directors authorizes funds for release.

Section 6 Additional AF Facilities

There shall be created office(s) of the AF in any part of the United States and such other countries as the Board of Directors shall determine and in which there has been established a Chapter of AF. Such office for the Foundation shall serve as the administrative facility for the local Chapter.

Section 7 Relationship with Local Chapters

The relationship between the AF and the local Chapters supports **semi-autonomy** of the Chapters, that is based on the principles of good governance, administrative efficiency, ethics of inclusiveness, responsiveness with due consultation, and strong commitment to managerial

professionalism and institutional integrity for AF; and within the context of such expectation, the autonomy and attendant division of power assigns that the AF shall have plenary power and responsibility for policy and administrative leadership of the entire AF, while the local Chapter shall have dominion over administrative and managerial responsibilities for the activities of the chapter only. The coordinated relationship shall be as represented in the subsections:

Sub-Section 1 Managing Local Chapters

The most senior executive of each Local Chapter shall be the Chapter President. There shall be formed a **Presidents Forum**, consisting of all the Presidents of all Chapters. The COO or his/her designee shall function as the Chairperson and shall also preside over all meetings of this Forum. The Forum shall hold meetings as deemed necessary and particularly before meetings of the Board of Directors, as to give every Chapter President the opportunity of submitting in writing via e-mails, any comments or matters such President wishes to have the Forum to consider, and therefore to have such concerns deliberated on by the Forum within the context of competing concerns, to the object of evolving a set of equilibrium concerns so as to have such concerns presented to the Board of Directors, and to the extent practicable, be considered by the Board.

Sub-Section 2 Management Level Decision-Making

The administration of the affairs of the Chapter shall be carried out by the Chapter Executive council, which shall be headed by a Chapter President. To perform its functions, the Chapter may create Chapter Committees as the need may reasonably arise. However, the Chapter leadership shall not exercise the assigned semi-autonomous power in the execution of the associated chapter functions in a manner or form that is contrary to the Bylaws, or calculated or likely to undermine the collective interest of AF or the viability of any other AF Chapter(s).

Article 5 Relating with Other Organizations

Section 1 Other Independent Organizations

The AF recognizes the existence of other independent organizations, which may or may not pre-date its formation, and that is competing for the local pool of members and preferring not to merge with the AF, are independent of the AF and as such are not Local Chapters of the AF all as defined herein under Article 4, sections 3 -7 above.

Section 2 Abonnema Foundation - Other Independent Organizations Relationship

The AF shall seek to maintain a relationship with such other organizations that are independent organizations through a strategic alliance. Such relationship shall be of the form of a Consortium, Independent Organizations Consortium, consisting of the collaborative pooling of resources or liaising of elected representatives of any such independent organizations, for our mutual interests and benefits.

Article 6 The Board Of Directors

Section 1 Purpose Of The Board Of Directors

The purpose of the Board of Directors is to infuse integrity and good public image in the Foundation; and provide independent representation of viewpoints while voting Foundation's best interest in mind, leadership and guidance necessary to achieve the aims and objectives of a well-run community organization. The Board has legal, ethical, and fiduciary responsibilities to ensure that the Foundation is operating in accordance with its mission and for the purpose for which it was granted tax-exemption. As part of the Board's fiduciary responsibility,

Directors shall also actively be engage in generating ideas, ways and means of raising funds for the smooth running of the Foundation.

Section 2 Composition of the Board

The composition of the Board of Directors shall consist of the following members:

- The Chairperson
- Vice Chairperson
- The Secretary General
- General Counsel
- Treasurer
- Director
- Chief Operations Officer

The general counsel **may not** vote on deliberations of the Board of Directors. The Chairperson shall cast a vote only to break a tie.

Section 3: Functions Of The Board Of Directors

The Board of Directors shall perform the following functions:

Sub-Section 1 Keepers of the Faith of the Bylaws

The Board of Directors shall be the primary guarantor of the sanctity of this bylaws and the primary protectors of the integrity of AF, by ensuring Organizational Policies and Guidelines developed by the Board of Directors for the purpose of managing the operations that are consistent with the objects of the bylaws; and the Board of Directors shall achieve this goal by maintaining oversight responsibility over all organs of the AF.

Sub-Section 2 Amendment of Bylaws

The Board of Directors has ordinary responsibility for creating the amendments to the bylaws as may become necessary from time to time; and will present same to the general meetings in a referendum of adoption during annual general meetings. The amendments may be suggested by any registered member and voted for after deliberations by the Board of Directors or simply deemed necessary in an effort to implementing additional policies.

Sub-Section 3 Penalty Enforcement

The Board of Directors have the responsibility of enforcing any penalty against any staff of AF if the causative of such penalty is not a violation of a nature of legal infraction and such penalty results or has the likelihood of resulting in the suspension or expulsion of such staff or otherwise in the capacity of such a member to retain his

membership status. In particular, the general public shall refer all infractions coming

under the laws of the United States of America and the prevailing laws of the locale of infraction to the Board of Directors for resolution, and/or for a course of action, including legal prosecution or reporting of the infraction to the appropriate officers of the peace.

Sub-Section 4: Ad Hoc General Meeting: Functions, Composition, and Reason

The Ad Hoc General Meeting (the Ad Hoc Meeting) shall be the authorized body to assume the powers and responsibilities of the General Meeting and exercise such powers and responsibilities in lieu of the General Meeting. It shall consist of the Chairperson or Vice Chairperson of the Board; any two (2) members of the Board of Directors, the general Counsel, the COO, and EIGHT (8) registered active members of the Foundation.

The Ad Hoc General Meeting shall be convened only when it is absolutely necessary that a decision requiring the approval of the General Meeting has to be made in furtherance of the objectives of the Foundation before an annual general meeting.

Sub-Section 5 Approve Inter-Entity Relationships

The Board of Directors has the ordinary responsibility of approving the initiation and establishing of relationships with other entities, whether such relationships is for strategic partnerships or structures relationships. However, all inter-entity relationships, which the Board deems beneficial for the AF and approves for institution, must first be brought to the registered members for approval before any implementation operations may be initiated.

Sub-Section 6 Commit Foundation to Transactions

The power of the AF to enter into transactions of **all forms** that in anyway impacts the capital structure or state of the AF Finances is vested with the Board of Directors; hence **all** such transactions must be explicitly approved by the Board of Directors; besides, **no** member of **any** organ of the AF shall enter into any discussions of transaction unless such transactions have been already deliberated, approved and authorized for initiation by the Board of Directors.

Section 4 Executive Committee Of The Board Of Directors

The Executive Committee of the Board of Directors shall be:

1. Chairperson or Vice Chairperson.
2. Secretary General.

3. Treasurer.

Section 5 Directors Responsibilities and Duties

The officers of the Board of Directors shall have such duties and responsibility to perform as follows for the purposes of maintaining a well-run organization:

* **Determine the Foundation's missions and purpose.** It is the Board's responsibility to create and review a statement of mission and purpose that articulates the organizations goals, means, and primary constituents served,

* **Select the Chief Operations Officer.** The Board must reach consensus on the COO's responsibilities and undertake a careful search to find the most qualified individual for the position;

* **Provide proper financial oversight.** The Board must assist in developing the annual budget and ensuring that proper financial controls are in place,

* **Ensure adequate resources are provided for the foundation to fulfill its mission,**

* **Ensure adherence to legal standards and ethical integrity and maintain accountability.** The Board has the ultimate responsibility,

* **Ensure effective organizational planning** by actively participating in the overall planning process and to assist in implementation and monitoring of its goals,

* **Recruit and orient new Board members and assess board performance.** The Board has a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance,

* **Enhance the Foundation's public standing.** The board has a responsibility to clearly articulate the Foundation's mission, accomplishments, and goals to the public and garner support from the general community,

* **Determine, mentor and strengthen the Foundation's programs and services.** The Board has responsibility to determine which programs are consistent with the Foundation's mission and to monitor their effectiveness; and

* **Support the Chief Operations Officer and assess his or her performance.**

The board has the responsibility to ensure that the COO has the moral and professional support needed to further the goals of the Foundation.

Sub-Section 1 Duties of the Chairperson

The Chairperson of the Board of Directors shall engage in such duties as:

- Defend and uphold the bylaws of the Foundation
- Oversee or preside over all Board of Directors meetings;
- Cast-tie breaker votes in the meetings of the Board of Directors,
- Initiate agenda for the meetings of the Board of Directors
- Represent the Foundation on any activities to which the AF is duly extended invitation, after the approval of the Board of Directors
- Convene Board of Directors meetings, and Special meetings
- Deliver a Chairperson's address to the General Meeting at the annual general meeting
- Preside over annual general meetings (AGM) of the Foundation
- formally present the members of the Board of directors upon the election or appointment of the members
- Present for referendum votes, amendments to the bylaws, as may become necessary
- Functions as the manager of Affairs of the Board of Directors
- Represent the AF in soliciting **Specialists** to serve in the Technical Advisory Council, thereby enabling the AF establish network linkages into the Charity and Foundation world.
- Periodically consult with Board members and COO on their roles and help then assess their performance.
- Work with the COO and the Treasurer to ensure that appropriate financial reports are made available to the Board members on a timely basis and act as counter signer of all financial records for the release of any assets of the Foundation.

Sub-Section 2 Responsibilities Of The Vice-Chairperson

The Vice Chairperson of the Board shall:

- Assist in the duties and responsibilities of the Chairperson of the Board of Directors.
- Act in place of the Chairperson with all the responsibilities and privileges pertaining to the office.

- Any other duties assigned to the Vice Chair by the Board Chairperson.
- Serve on the Executive or any Committee of the Board

Sub-Section 3 Responsibilities of The Secretary General

The Secretary General shall be responsible for such duties as:

- The documentation and recording of the activities of the Foundation,
- Take minutes of the meetings of the Board of Directors detailing the deliberations in the meetings
- Read and revise minutes of previous meetings of the Board of Directors
- Defend and uphold the bylaws of the Foundation
- Assume other circumstantial responsibilities as determined by the Chairperson of the Board of Directors or of the Board of Directors.
- Act instead of the Chairperson whenever the Chairperson and vice chairperson are not able to attend the meetings of the Board
- Serve on the Board Executive Committee
- Delivers to the Treasurer all moneys received via mail, and
- Maintain files of all original records pertaining to the activities of the Foundation at the Headquarters Administration Facility.

Sub-Section 4 Treasurer:

The Treasurer shall:

- Defend and uphold the bylaws of the Foundation
- Safeguard all the Assets of the Foundation
- keep adequate records of all financial transactions
- within the limitations of budgets previously approved by the Board of Directors, approve and co-sign all financial records for the release of any asset of the Foundation
- Inform the Board of Directors and the Internal Auditor(s) of any suspicious or illegal transactions
- Coordinates efforts with the Accounting management team on all matters of accounting
- Assume other circumstantial responsibilities as determined by the General Meeting.
- Request the Internal Auditors to undertake auditing of the financial records of the AF, and Review the annual audit and answer Board members questions about the audit.
- Prepare and submit, after auditing validation by Internal Auditor(s), quarterly and annual Financial Statements of the AF to the Board of

Directors in the quarterly and annual meetings of the Board respectively

- Function also as a Financial Officer of the AF and as Manager of the Board's Finance Committee and ensure that the AF is financially solvent
- Coordinate efforts with the COO to prepare the Annual budgets and to ensure that funds raising activities are timely as to keep the Foundation solvent
- Review in a timely manner all accounts payable requests and respond appropriately
- Ensure currency of all debt servicing needs of the Foundation

Sub-Section 5 Chief Operations Officer

The Chief Operations Officer performs duties that are complementary to his management duties proper, so the role as delineated here consists of only the duties on the Board of Directors:

- Defend and uphold the bylaws of the Foundation
- Present to the Board of Directors, the quarterly and annual State of the Foundation Operations Reports
- Present and defend to the Board of Directors, the Strategic Plans and Implementation Plans to the Board of Directors for approval;
- Present the Budgets Plan for each fiscal or calendar year for approval,
- Perform pre-screening of all prospective appointees to the Functional Teams Managers and the Project Implementation Team Coordinators
- Inform all the appointees of their appointment, when approved
- Present need for new, special or ad-hoc TEAMS for approval

Sub-Section 6 General Counsel

The role of the General Counsel is to advise the Board regarding the issues appertaining to each topic on the agenda of every meeting prior to deliberation of that topic by the members. The General Counsel may not be allowed to cast a vote in the Board meetings.

Article 7

Operations of Foundation

Section 1 Foundation Operations

The Foundation shall maintain, for the object of undertaking the functional tasks leading to the

realization of the goals and objectives of its formations, five Functional groups of TEAMS:

- Accounting Management TEAM,
- Budgets and Finance TEAM,
- Community Relations TEAM,
- Operations and Strategic Planning TEAM, and
- Project(s) Implementation TEAM (S)

The Functional groups constitute the operations of the Foundation and also constitute the body of the organizations as per Article 1, Section 6.

Section 2 Emblem and Insignia

AF shall own and maintain a logo or logos and trademarks and shall use it for its purposes and in its transactions. Currently, the Foundation's Flag consist of a logo design of a **gold** heart centered inside a Red equal-sided square on a **sky blue** background.

Section 3 Intellectual Property and Ownership

The Abonnema Foundation shall hold the exclusive right to ascribed legal-name and shall own all the trademarks or service-marks associated with that name, and emblems and logos thereof; and considers all such intangible assets including but not limited to website, logo, trademark, service-marks and the legal-name as intellectual properties of AF. The Foundation holds the exclusive right to the worldwide web address: **www.AbonnemaFoundation.org** and reserves the rights to the following web addresses: www.abonnema.org; www.abonnema.com; www.abonnema.net; www.abonnemafoundation.com; www.abonnemafoundation.net; www.abonnemafoundation.us; www.abonnemafoundation.uk; and www.abonnemafoundation.ng.

Article 8

The Management Team

Section 1 Management Team

The Board of Directors shall also be responsible for the day-to-day management of the Foundation but may delegate the responsibility to a Management Team. The Management Teams shall be subordinate to the Board of Directors.

Section 2 Composition of Management Team

All the duties and responsibilities and the rights of the Foundation shall be carried out by the management teams, which shall comprise of:

- Chief Operations Officer
- Manager of Accounting Management Team
- Manager of Budgets and Finance Team

- Manager of Community Relations Team
- Manager of Operations and Strategic Planning Team, and
- Coordinator(s) of Project(s) Implementation Team(s)

Section 3 Responsibilities of Managers of the Functional Teams

The Managers of the Functional Teams shall be responsible for:

Sub-section 1: Develop Operating Procedure

The Managers of Functional Teams shall develop operating procedures for guiding the operations of the organization such that their implementation will preserve the sanctity of this bylaws as well as the integrity of AF, and shall have oversight responsibility over all functional activities of the AF and to ensure that their respective teams abide this bylaws.

Sub-Section 2 Develop Organization Annual Plans

The Managers of Functional Teams has ordinary responsibility for developing, reviewing, approving and causing the proper implementation of such plans by the administrative organ.

Sub-Section 3 Administrative Disputes Resolution

The COO or his or her designee shall make resolutions and Hear disputes between any Local Chapters and registered members provided the complaining party has duly tabled the complaint before the Local Chapter's Executive Council.

Sub-Section 4 Enforce Compliance with Operating Procedures

The Managers of Functional Teams shall represent all chapters and Teams of the AF in all parts of the United States and elsewhere; and shall guarantee the preservation of the sanctity of this bylaws and the integrity of AF, by enforcing all operating procedures as developed under sub-section 1 for the conduct of the operations or tasks of the Foundation.

Sub-Section 5 Develop Operating Processes Models

The Managers of the functional Teams, following the inception, shall have developed or reviewed existing organizational operating plan(s) which shall constitute the procedures, processes and activities that must be followed and performed towards

accomplishing specific routine-tasks of the Foundation; further, the process model must be referred to the Board of Directors for approval in ensuring that the bylaws shall not be compromised in course of the performance of the processes.

Sub-Section 6 Budgets Preparation and Management

All tasks and implementation plans to be submitted to the Board of Directors for approval must necessarily be accompanied by a Budgets Plan or Prospective Financial Statement showing the estimated cost of performing each task of the Implementation Plan, and supporting-sources of revenue generation based on planned activities of the Foundation for the given Fiscal Year.

Sub-Section 7 State of the Foundation Reports

The Accounting Management Team shall prepare State of the Foundation Financial Reports quarterly for presentation to the Board of directors in the quarterly Board meetings; and shall prepare an Annual Financial State of the Foundation Report for submission to the Board of Directors for subsequent presentation by the Board of directors in the General Meetings.

The Statement of the Auditor's Opinion shall accompany all such reports to the AGM.

Sub-Section 8 Monitor and Catalogue Member Concerns

The Community Relations Management Team shall monitor and document the concerns raised by registered members on all media including E-mailed inquiries. These concerns shall be discussed in the meetings of the Management Teams who shall make recommendations to the Board of Directors, through the COO to the end of evolving a response on each concern.

Sub-Section 9 Respond to Member Concerns

The COO has the responsibility of communicating to the respective members or the general public, who have raised concerns; the resolutions arrived at by the management with respect to the specific concerns.

Sub-Section 10 Coordinate and Synchronize

The COO may give policy or operational directives to the Chapter on all matters with respect to which the Chapter has power to act under this bylaws. Also, AF may delegate any of its functions to a Chapter or a TEAM provided that the AF retains the power to supervise the execution of such delegated function, and that such delegation is not otherwise inconsistent with the provisions of this bylaws, and that such delegation does not undermine the coordinate status of all the Chapters.

Section 4 Management Team Responsibilities and Duties

The management team shall have such duties and responsibility to perform as follows for the purposes of maintaining a well-run organization:

Sub-Section 1 Chief Operations Officer

The Chief Operations Officer performs duties that are complementary to his duties on the Board of Directors, so the role as delineated here consists of only the duties with respect to the management of the operations:

- Defend and uphold the bylaws of the Foundation within the operations Teams
- periodically review and report the activities of the functional teams to the Board of Directors
- Oversee the development of the operations business processes
- Initiate agenda for the meetings of the Functional Teams and the Executive Forum
- Implement policies of the Foundation
- Create special Committees on approval of the Board of Directors
- Appoint members to special committees
- Co-sign checks for the payment of accounts payables from operating account
- Review proposals for charity funding prior to mailing,
- Recommend to the Board of Directors, for appointment qualified and willing-to-serve Members for the position of Managers of the functional Teams
- Assume other functions as may be assigned by the Board of Directors

Sub-Section 2 Manager of Accounting Management Team

The Manager of Accounting Management shall:

- Safeguard the assets of the Foundation
- Keep adequate records of all financial transactions including accounts receivables and accounts payables
- Make pointed efforts to collect all accounts receivables in a timely manner, and sends same to the Treasurer for deposit within five (5) days of receipt of such moneys
- Within the limitations of budgets previously approved by the Board of Directors, undertake timely payment of all accounts payables

- Inform the Auditor, Treasurer and the COO of any financial issues of concern
- Prepare and submit quarterly and annual Financial Statements of the AF to the Treasurer and COO
- Function also as a comptroller of the AF and send out alerts of over-budget spending
- Prepare with timeliness, accounts payable request and submit same to the Treasurer and COO for funds transfer into operating accounts
- Ensure currency of all debt servicing needs of the Foundation

Sub-Section 3 Internal Auditor(s)

The Internal Auditor (s) shall provide such services to the AF as:

- Defend and uphold the bylaws of the Foundation
- Develop policies that ensure transparency of financial transactions, and that make difficult any effort towards impropriety
- Audit the financial records of the Foundation
- Help implement transparency-enabling policies
- Periodically examine the financial records of the AF
- Prepare quarterly and annual Auditors Opinion Reports attesting the validity of the financial records of transactions of the AF, and submit it to the Board of Directors and the annual general meetings.

Sub-Section 4 Manager of Budgets and Finance Team

The Manager of Budgets and Finance shall perform the following:

- Prepare Budget for projects of AF
- Prepare and present fund-raising proposals to Charity Organizations and Foundations.
- Coordinate efforts with the treasurer to ensure solvency of the Foundation.
- Participate in the planning of annual general meetings to develop and implement fund-raising activities.

Sub-Section 5 Managers of Operations and Strategic Planning Team

The Manager of the Operations and Strategic Planning Team of the AF shall:

- Constitute a small group of no more than **five** to undertake task relevant to the functional demands of the planning team
- Convene Team meetings for performance planning
- Develop the tactics and implementation plan for the strategic development objectives of the Board of Directors

- Initiate projects relevant to the functional needs of the Project Implementation Teams
- Prepare quarterly and annual performance status report and submit it to the COO
- participate in meetings as to keep abreast of the evolution of the AF

Article 9

Projects Implementation Coordinators

Section 1 Projects Implementation Coordinators

The projects and related activities of the Foundation shall be implemented by Teams of AD-HOC Coordinators, who shall be subject to the policy guidelines and directives of the bylaws as shall be set forth from time to time by the Board of Directors.

Section 2 Composition of Projects Implementation Teams

The ad hoc Projects Implementation Teams (PIT) which body shall comprise of a Coordinator and project specialists or individuals with the knowledge or skills required to successfully implement the specific project(s) shall carry out the long and short-term projects of the Foundation. The composition of each project Team shall be guided by the recommendation of the Operations and Strategic planning team, the project Coordinator and the decisions of the Board of Directors.

Section 3

The PIT shall have the responsibility for the coordination of all the operations of the activities relating to projects of the AF. The PIT shall be subordinate to the Board of Directors, and shall report directly to the COO. The PIT shall have the following responsibilities:

Sub-Section 1 Implement Strategic Plans

The PIT will develop the operating procedures for the Implementation of projects developed by the Managers of the Functional Team, which will develop annual Implementation Plans against the strategic plans approved by the Board of Directors. This Implementation Plan shall reflect the various participating functional operations of the AF, and the role of these functional Teams in the execution of the Implementation Plans.

Sub-Section 2 Facilitating Economic Development Ventures

The AF shall explicitly facilitate the formation of corporations in the Abonnema

Community in an effort to create employment opportunities for the youth of the community. In particular, the PIT shall support the efforts of any group, organization,

or indigene(s) of the Abonnema community in the United States and elsewhere who shall commit to become investors for specific development projects whether or not the specific development idea shall be brought to the Foundation or evolved by the Foundation.

Section 4 Composition Of Standing Functional Management Teams

There shall be Four (4) Standing Functional Management Teams (FMT), namely: Accounting Management Team (AMT); Budgets and Finance Team (BFT); Community Relations Team (CRT); and Operational and Strategic Planning Team (OSPT).

Each FMT shall be composed of a **minimum of three (3)** members including the Manager or any odd number **not more than Five (5)**. Membership to a team or committee shall be voluntary and based on the education, and knowledge or skills required by the Team; and members **may not** sign up with more than two (2) Functional management teams concurrently.

Section 5 Operating Guidelines for Standing Functional Management Teams or Committee

The following shall be the general operational guidelines of any standing Functional Management Teams (FMT) :

1. The FMT Managers shall be appointed by the COO and serve at his or her pleasure, with the approval of the Board.
2. A FMT shall constitute members with relevant background to the main focus of the Team.
3. Sign up for FMT membership shall be voluntary.
4. FMT meetings shall be summoned by the Manager or by a simple majority of members.
5. Only FMT members shall attend its meetings, and non-members shall attend only by invitation from the Manager or a simple majority of the membership.
6. The Manager, through the COO, shall keep the Board of Directors informed of all activities of the FMT.
7. The Manager shall have the mandate to execute activities on behalf of the Foundation only when such activities have been assigned by the COO and duly ratified by the Board of Directors.
8. The Board shall approve all FMT Managers appointments by the COO before they

assume office.

SECTION 6 Responsibilities Of AD HOC Project Implementation Teams

The Board of Directors shall decide to form Ad Hoc Project implementation Teams as the need may arise.

Sub-Section 1 Economic Development Project Implementation Team

The Economic Development PIT within the context of the project(s) assigned by the BOD shall undertake the following activities:

1. Locate potential sources of financial support, grants, and other economic aids to Abonnema Foundation Communities for the needy or under privileged constituents
2. Encourage and promote proper utilization of the social and economic resources within the Operational Community.
3. Utilize and promote Abonnema Foundation Members professional services in all relevant fields.
4. Assist in conducting skills acquisition training seminars and workshops for beginning, middle level scientists, technicians, and / or technologists.
5. Assist in shaping public policies on economic development strategies within the Abonnema Foundation Community.
6. Assess commercial viability of ventures and report it to the COO
7. Develop means of actualizing the commercialization of business Ventures identified by the Operations and Strategic Planning Team as Using resources available in the Community
8. Develop means of actualizing the commercialization of business Ventures critical to the technological growth of the operational Community; and
9. Pursue all other matters that may be referred to it by the COO.

Sub-Section 2 The Science and Technology Project Implementation Team

The Science and Technology PIT within the context of project(s) assigned by the COO shall be responsible for advancing the science and technology aspirations of the eligible population in the Abonnema Community and undertake the following:

1. Work closely with scientific institutions on various issues pertaining to Science and Technology.
2. Conduct research and maintain active publication on topical issues Related to the AF Operational Community.

3. Explore innovative scientific and technological education programs, Including policies on basic and applied research, that are responsive to the needs of the operational Community
4. Assist in conducting training seminars and workshops for beginning and middle level Scientists, Technicians, and Technologists.
5. Encourage and explore reasonable exploitation of resources With adequate environmental sensitivity within the operational Community
6. Study various industries within the legal-constraints of technology Transfer, and by creative integration of possible technologies Allowed for export, construct conceptual application-specific technologies for enterprise development in the Abonnema Community.
7. Pursue all other matters that may be referred to it by the COO.

Sub-Section 3 Social, Cultural, and Educational Resource Development PIT

The Social, Cultural, and Educational Resources Development PIT is charged within the context of Projects assigned by the COO to identify human and material resources for development within the Abonnema Community, the focus on resource development being on utilization in community ventures; the cultivation of the human resources is broadly defined to include the preservation of good health among the people, and shall undertake the following:

1. Encourage the Utilization or establishment of meaningful educational programs, from pre-k through university levels for Foundation scholarship and grants recipients.
2. Liaise with appropriate institutions and authorities in establishing, sustaining, modernizing and providing affordable health-care in Operational Community centers.
3. Collaborate with appropriate institutions and authorities in reviving and promoting the unique social and cultural heritage of the Abonnema Community.
4. Consult with and develop Cultural and sister-city exchange programs with other communities.
5. Upgrade, Encourage, and promote proper utilization of the economic and Health resources within the Operational Community.
6. Encourage and explore reasonable exploitation of all resources in the operational Community with adequate environmental sensitivity
7. Handle all other matters that may be referred to it by the COO.

Section 7

PIT Members Responsibilities and Duties

The Specialists and Coordinators of the Projects Implementation Team shall have such duties and responsibility to perform as follows for the purposes of reliable performance of projects.

Sub-Section 1 PIT Coordinators

The Coordinator of the PIT performs duties that are aimed at coordinating the activities of the PIT specialists for the purposes of achieving the target goals including,

- defend and uphold the bylaws of the Foundation
- preside over all meetings and deliberations of the PIT
- supervise the development of the operations processes
- initiate agenda for the meetings of the PIT
- assume other functions as may be assigned by the Board of Directors and the COO.
- Constitute a skilled team to undertake task relevant to the functional demands of the team
- Develop the tactics and implementation plan for the performance of the assigned project(s).
- prepare Periodic and annual performance work-in-progress status report and submit it to the COO, as specified by the BOD in their plan of action.

Article 10

Foundation Administration

Section 1 Standing Functional Teams

Administrative Functional teams Managers shall form a Standing Management team. The COO shall be the Principal Manager of the Functional Management Team.

Section 2 Creation of Other Offices/Teams

Other Offices, and Teams, and non-elective positions may be created as determined by the Board of Directors as necessary to perform specific tasks or to tune the performance of the AF operations.

However, Sub Teams and non-elective positions may be created as determined by the COO as necessary to perform the Foundation operations-activities or to tune the performance of the AF operations.

Section 3 Elimination of Offices/TEAMS

Any Standing Functional team, Sub Team and both elected and non-elective positions may be eliminated at any time as determined necessary by the Board of Directors, or in course of amendments to or otherwise by amendment of the Bylaws.

Section 4 Reporting Formalism

The Board of Directors shall have the ultimate power of governance of the Foundation and shall maintain oversight on the Functional Management Team and the Team shall report to the Board of Directors through and only through the COO. The Board of Directors shall exercise no direct management oversight on offices or occupants of any offices of the AF except through the COO. The Internal Auditor(s) shall be independent and report directly to the Board and/or to the annual general meetings. The Manager of Accounting Management Team shall simultaneously report to the Treasurer [being surrogates of the Treasurer within the operating arm of the AF] and also to the COO who shall provide immediate oversight on this office. The Manager of Accounts Management and the internal Auditor(s) collectively serve as the checks and balances for the Treasurer. The Presidents of the local Chapters shall directly report to the COO, through the Presidents Forum.

The specifics of the organizational hierarchy supporting this formalism is detailed in the organization chart annexed herewith as Exhibit A: The Abonnema Foundation Organization Chart on page 41 of this bylaws.

Article 11

Elections and Appointments

Section 1 Eligibility for Election to an Office

For the purpose of election/appointment of a member of AF to any of the offices of the AF Including the positions of the Functional Team Managers and PIT Coordinators, the person must:

- Be a Registered Member of the Foundation,
- Have the relevant professional training related to the position or has a unique expertise and previous experience that will lead to a successful performance of the duties and responsibilities of the office to which the person seeks an election or appointment,
- Have the relevant leadership abilities and management qualities that will enhance the accomplishment of the responsibilities of the TEAM,
- Must have attended at least **one (1)** annual general meeting.

Section 2 Election of Board of Directors

With the exception of the non-voting Technical Advisory Council, the Registered Members shall elect the members of the Board of Directors. The election procedure shall be as follows:

- The Chairperson of the Board of Directors may be elected by a simple majority vote and may be elected from the general membership present at an annual general meeting.
- Five other Directors shall be elected **independently** by a simple majority vote of the general membership present at an annual general meeting;
- The Chairperson of the Board shall appoint the Vice-Chairperson and Secretary General to the Board from those so elected
- After the nomination process, the Chairperson, Board of Directors shall require each contestant to give a brief speech eliciting the candidates education and experience and why the nominee feels best qualified for the Director's position being sought
- No more than **three (3) candidates** shall be nominated for each position
- An open vote of all members attending the annual general meeting, and that are eligible to vote, is then held for each Director's position, and the majority winner is elected
- The registered members shall endeavor to nominate for election members with varying specialty skills to the Board, so as to have required knowledge levels needed for efficient running of a non-profit organization
- No members shall be nominated for election that is not present at the time of voting.

On resumption of the General Meeting, the Chairperson of the Board of Directors announces the officers of the Board of Directors and the announcement is recorded in the minutes.

Section 3 Appointment of the Management Team

The Board of Directors shall have the responsibility to fill the Functional Management Team, and shall particularly fill the position of the Chief Operations Officer by appointment from the general membership. The COO shall announce after his/her election for vacancies in Management Teams and ask interested registered members to forward their expressed interest to the Secretary General of the Board of Directors. The Secretary General shall document the names of the interested members, the position of interest and their education and experience, and then transfer the list to the COO for pre-screening selection. Depending on the number of interested members for each office, the COO shall provide a narrowed list of

three candidates and indicate his or her preference for the position of team Manager or Coordinator and reason(s) for such preference for each office to the Board of Directors who will then ratify the selection for the office.

Section 4 Tenure of Office

The tenure of offices constituting the organs of governance shall depend on the particular, all as stipulated in the following subsections.

Sub-Section 1 Tenure of Board Members

All elected members of the Board of Directors shall hold office for three (3) years and may be re-elected to office for an unlimited number of terms.

However, the COO shall serve at the pleasure of the Board of Directors; hence the Board shall have the power to demand the resignation of the COO, with prejudice or consideration as to simultaneity of occurrence, with mere majority vote.

Sub-Section 2 Tenure of Appointed Functional Team Managers

All appointed Managers of the Functional teams of the Foundation serve at the pleasure of the serving Chief Operations Officer.

Section 5 Vacancy of Directors Position

In the event that an office of the Board of Directors, other than the Chairperson, becomes vacant for whatsoever reason before the expiration of the three-year tenure, the Board of Directors shall **appoint** another Director to fill such vacant office from among the registered members, the person so appointed shall remain in that office only for the remainder of the duration of the tenure of the officer whose absence resulted in the vacancy.

Section 6 Vacancy of Chairperson

In the event that the office of the Chairperson of the Board of Directors becomes vacant for whatsoever reason, the Vice Chairperson shall automatically assume the responsibilities of the Chairperson until the Board of Directors shall have the time to confirm the assumption of the position of the Chairperson by the Vice chairperson. However, the Secretary general shall inform the Board of Directors to call a meeting for the purpose of electing a new Chairperson within three (3) months after the office of Chairperson becomes vacant.

If the offices of the Chairperson of the Board of Directors and the Secretary general of the Board become simultaneously vacant or if the office of the Secretary general becomes vacant

before the Board of Directors could elect a new Chairperson, the Legal Counsel or the **most tenured** director shall assume the responsibilities of the Chairperson and the Secretary

but only for the purpose of calling emergency Board of Directors meeting for elections to fill such vacancies. Afterwards, the remaining directors may appoint new directors from the pool of registered members to serve until the next annual general meeting.

Section 7 Assumption of Office

All officers shall commence their duties effective from the general meeting following their election or date of confirmation of appointment.

Article 12

Management Meetings

Section 1 Type of Meetings

The following shall constitute the standard management meetings of the Foundation:

- Board of Directors' meetings
- Functional Management Team meetings
- Project Implementation Team meetings
- Local Chapters Presidents Forum

Each category of these meetings shall be conducted as frequently as the respective governance organ deems necessary to accomplish its tasks; the agenda specifying the order of the meetings shall be sent to all members by the supervisory Manager or Secretary of the respective governance organ before meetings are held. However, no meeting shall be held unless there exists at the inception of such meeting a quorum, as stipulated herein at Article 15, Sections 1 - 5.

Section 2 Meeting Call

To call a meeting of the body, a notice of not less than one week and not more than one month shall be given to all members of the Team; and a notice of calling a meeting is good if given through any verifiable means of communication acceptable for interstate commerce, including but not limited to e-mails and hand-delivery of a written notice of meeting, and may also carry the agenda for the meeting, however it shall suffice if the agenda is described in any manner relating to ordinary affairs of the Foundation.

Section 3 Emergency Meetings

Emergency meetings shall be summoned as needed, after consultations with the members of the appropriate governance organ.

Section 4 Board of Directors Meetings

Regularly scheduled Board meetings shall be held quarterly through telephone conference or any acceptable methods to discuss any matter brought before it, or at the insistence of the Chairperson or by a simple majority of its members. On the recommendation of the Chairperson of the Board of Directors, or a simple majority of members of the Board, the Chairperson of the Board shall convene a meeting of the Board of Directors, to discuss matters arising that are significant to the AF.

Section 5 Functional Management Team Meetings

The COO to deliberate on projects, programs and issues of the functional Team and the PIT shall convene regularly scheduled meeting of FMT as necessary. The Management Team will hold meetings every month, as necessary to discuss specific urgent issues on projects, programs and other matters. .

Section 6 Projects Implementation Team Meetings

The COO to deliberate on projects, programs and issues of the PIT and Standing Functional Teams shall convene regularly scheduled meeting of PIT as Necessary. The COO may also convene emergency meetings of FMT or PIT to discuss specific urgent issues on projects, programs and matters of the Teams.

Section 7 Rules and Regulations of Meeting

The proceedings of all annual general meetings and other meetings of the Foundation shall be in a language acceptable to the majority of members. Motions shall precede all decisions of the meeting.

Sub-Section 1 Forms of Motions

Motions shall be in any of the following forms:

- (a) A motion for adjournment.
- (b) A motion that any subject be referred to a Team or some appropriate body.
- (c) A motion proposing an amendment.
- (d) A motion for adoption, and
- (e) A motion for the proposal of any idea, program or project.

Sub-Section 2 Rules of Motion

While making a motion, the following rules shall be observed:

- (1) A motion shall not be opened for discussion until it has been seconded.
- (2) A motion may be withdrawn at any time at the request of the mover.
- (3) A member desiring to speak shall raise his/her hand, sitting in place and shall not rise to speak until recognized by the presiding officer at the annual general

meetings.

- (4) A member must confine his/her observation(s) to the subject under discussion and may not introduce irrelevant matter thereto.
- (5) No member shall be permitted to re-open any specific issue which has been resolved, except upon a motion for which due notice shall have been given.
- (6) No member shall use offensive, insulting, or intemperate language about any other member of the Foundation during or after deliberation, or impute improper motive to such member.
- (7) No member shall speak more than once on any topic, except the mover of a motion or amendment, who shall be permitted to windup after the subject of such motion or amendment has been debated; and provided that a member who has spoken on a subject may again be heard at the discretion of the presiding officer to offer explanation on some material part of his/her speech which has been misunderstood.
- (8) Any member whose conduct is disorderly at any annual general meeting, who refuses to withdraw an offensive or insulting language after he/she had been told by the presiding officer to do so, may be asked to leave the meeting.

Sub-Section 3

Raising a point-of-order shall only be entertained when the presiding officer or a member may call a member deviating from the provisions of these rules to order.

Sub-Section 4

A member raising a point of order shall simply direct attention to the point of order he/she desires to bring to notice and submit it to the presiding officer for decision.

Article 13

General Meetings

Section 1 Schedule of General Meetings

An annual general meeting shall be held once every year over the **Thanksgiving Holiday Weekend** to be jointly presided over by the Chairperson of the Board of Directors and the Board of Directors. The meeting shall commence each day as provided for by the program. The General Membership shall determine the venue for all general meetings. The Community Relations team shall establish an Annual General Meetings Planning Committee to plan the events and activities of the meetings, under the guidance and leadership of the COO.

Section 2 Membership Meetings Planning Committee

The Committee shall comprise of selected members of the Board of Directors, the Chapter

President and the Chapter Executives, the heads of all Functional management Teams in existence not less than five months prior to the next meeting of the national conference.

The AGM Planning Committee shall include the COO, Managers of Budget and Finance Team, Community Relations Team, Any Director of the Board in the region of the venue, the President and selected members from chapter of the locale. The AGM Planning Committee shall:

- Plan and work out all details and logistics of general meetings.
- Prepare agenda for the meetings.
- Plan Fund Raising events
- Coordinate and implement all activities planned for the meeting.
- Disseminate general meetings information to all members at least two (2) months before the annual general meeting date.

Section 3 Events and Activities Planning

The AGM Planning Committee together with the COO shall have the responsibility of preparing an agenda for the general meetings, and decisions of the Committee shall be by simple majority. All such decisions **must** be presented to the Board for review and ratification.

Section 4

The annual general meetings shall have the following functions:

- Impeachment and removal from office of any member of the Board of Directors,
- Presentation of the State of the Foundation Reports, and follow up questions from members
- Amendment of Bylaws Referendum, presented by the Chairperson of the Board of Directors
- Support fund raising for the Foundation
- Accept or Close a Chapter, where such action is in the interest of AF.

Article 14

Miscellaneous

Section 1 The Fiscal Year

The fiscal year of the Foundation shall be the calendar year, **January 1 to December 31.**

Section 2 Changing Name of Foundation

Change of the name of this Foundation shall be treated as a fundamental transaction and shall

require 2/3 majority of the members voting at every stage of all required proceedings connected with the change of name of the organization.

Section 3 Staff compensation

All elective offices and non-elective positions created to serve the AF in any capacity shall be without any compensation, **except** as authorized by the Board of Directors.

Section 4 Annual Dues

Each registered member shall pay non-refundable annual dues of two hundred and fifty (\$250.00) dollars or its convertible equivalent for an individual member.

Section 5 Infringement of Intellectual Property

No member of the AF or a group thereof shall have the right to appropriate the name of the organization in whole or in part for personal use. And all use of the name must be in furtherance of the purposes or objectives of the Foundation and consistent with this bylaws.

Section 6 Inter-Entity Transactions

Dealings between AF and any government or any other organization shall be conducted in a manner that protects and promotes the independence of AF or otherwise demonstrate the ability of AF to function as a non-partisan organization.

Section 7 Partnerships and Structured Relationships

AF shall have the power to establish and maintain strategic partnerships and structured relationships with other organizations and institutions. And as part of the terms of such strategic relationship, AF may grant to certain members of such other organizations or institutions certain privileges, which may include the permission to attend certain meetings and functions of AF, provided that: The granting of such privileges shall be done through a process that is transparent and standards that are verifiable, Such grant of privilege does not entitle the grantee to the full rights of membership; The grantee of such privileges does not hold office in AF and does not vote in any AF deliberation; and the granted privilege does not vest in the grantee some permanent rights or impose upon AF a permanent obligation toward the grantee.

Section 8 Written Communications

All written communications shall first be submitted to the Chairperson of the Board of Directors prior to release. The Chairperson of the Board of Directors shall have the power to write letters to other organizations for only reasons as solicitation of funds and recruit members of the Technical Advisory Council. The Chairperson and the Secretary General of the Board of Directors, and the COO shall communicate with all other organizations as may be necessary; however, letters being written on behalf of the AF to other entities must first be

submitted to the Chairperson of the Board of Directors for clearance as necessary communication. Such clearance shall include an e-mail approving the communication or a writ document signing off on the letter.

Section 9 Finance Administration

AF shall maintain one or more bank accounts: **corporate account** and **operating account(s)** in United States of America and/or elsewhere it so pleases for its banking and transactional needs. The Treasurer and Chairperson of the Board shall both be the signatories of the corporate account. The Manager of Accounting Management team and the COO shall be the signatories of the operating accounts.

Sub-Section 1 Revenues and Receivables Administration

All funds collected for any reason on behalf of the Foundation shall be recorded in the minutes, and handed over to the Treasurer, and the transfer of the funds shall be completed within 5 business days; and the Treasurer shall deposit all the funds so transferred into a AF corporate account, within the stipulated period.

Sub-Section 2 Disbursement of AF funds

All accounts payable is to be paid by the Manager of Accounting Management team. The procedure is that at the end of each month the Manager would submit to both the Treasurer and COO the payments that are due the immediate next month. The Treasurer and the Chair of the Board will then issue a check to be paid into the operating account. The check is countersigned by both and sent to the Manager for deposit in the operating account. The Manager then prepares checks for payments, signs them and then submits them to the COO for countersigning before being mailed out.

In all cases, the Manager of Accounting team shall maintain a full Bookkeeping record of all transactions in which the funds of AF has been. Such record shall include, but not limited to, the nature of the transaction, the time and identities of parties to such transaction, and most importantly of all, the supporting documents for the transactions.

Article 15

Quorum

Section 1 Quorum

A quorum shall be formed at any meeting. The following shall constitute a quorum for each of the standard meetings of the Foundation.

Section 2 Quorum of Annual General Meetings

A quorum for general meetings shall be one-third of all the registered Members during the year of the AGM and shall comprise of:

- Chairperson of the Board of Directors
- Vice Chairperson or Secretary of the Board of Directors
- Chief Operations Officer
- One-thirds of general membership of the Foundation, including team managers

Section 3 Quorum for Board Meetings

A quorum for all Board meetings shall be called under the following conditions of attendance:

- A Chairperson or Secretary General (or both) of the Board of Directors
- Chief Operations Officer or his designee, and
- One other Director

Section 4 Quorum for Management Executives Meetings

A quorum for all Management Team meetings shall be called under the following conditions of attendance

- Chief Operations Officer or his designee, and
- 2 Managers of Functional Teams

Section 5 Quorum For Ad Hoc General Meeting

A quorum for all meetings of the Ad Hoc General Meeting shall be by a simple majority including:

- (a) A Chairperson of the Board or a Designee
- (b) The COO or a designee, and
- (c) Any four registered members, so appointed

Article 16

Venues of Activities of AF

Section 1 Global Activities Venue

National and international organizational activities of AF may be held at such locations as the general meetings or the Board of Directors shall deem efficacious; and in determining such

efficacy, the Board of Directors shall employ or advise the general meetings to employ the following criteria:

- Ease of attendance of participating members of AF,
- Opportunities for evolving strategic alliances and high visibility consistent with the objects of promoting AF for wider acceptance and

- recognition,
- Fairness and balance in establishing of Chapter offices
- General organizational management logistics

And the term "activity" or "activities" construed as all regular meetings, extraordinary meetings, and the formal gathering of the entire membership of the AF or Chapter constituents of the AF or any part thereof, which shall be organized by any body comprising AGM Planning Committee.

Section 2 Chapter Activities

The activities of each Chapter shall be organized and held in any city and venue within the geographical area constituting such Chapter. The responsibility for determining the venues for the activities of the Chapter shall rest with the office of the Chapter President. Exceptions to this condition, allowing activities of each Chapter to be held outside the area constituting the Chapter are that:

- The activity of the Chapter is a regularly scheduled activity and the time happens to correspond closely with global activity of AF such as to sufficiently impact the efficacy of either or both activities,
- the activity of Chapter is part of the purpose of the global activity being held outside of the realm of such Chapter, and the activity being is carried out in accordance with directives issued by the Board of Directors,
- With respect to executive meetings or meetings of members of respective Chapter, meetings could be held wherever the members (by majority if outside the appropriate geographical area) agree, or, if within the appropriate area, where the Manager of such team determines.

Article 17

Infraction and Disciplinary Measures

Section 1 Filing Notices of Infractions

All complaints, allegation, and motions to discipline any member of the Foundation shall be referred to the Chairperson of the Board of Directors for determination of applicable violations

and deliberation for a resolution on appropriate disciplinary measures.

Section 2 Disciplinary Process

A complaint to discipline any staff or member may be filed by any registered member or staff. Every such accused shall have the right to a fair hearing in all matters that affect him/her. The

decisions of the Board in any disciplinary action shall be final

Section 3 Deliberation of Violations By staff

In deliberating a complaint of a violation of the Bylaws, for the purposes of instituting disciplinary proceedings against any staff or member of the Foundation, the Board of Directors shall weigh the complaint against one or all of these specific infractions:

- Every staff or member shall ensure that his/her involvement in issues does not create situations of conflict of interest, and where such a situation arises or has the potential to come about, then the staff or member shall immediately extricate him/her self from the offending involvement.
- Violates or attempt to violate or incite any other person to violate the rules and regulations of the Foundation.
- Neglects his/her official duties as delineated herein
- Absences of twice or more, inexcusably, from duly scheduled meetings
- publishes any article, or divulges information about the Foundation without prior approval of the Board of Directors.
- Behaves in a manner likely to cause a breach of peace, or acts in a disorderly manner unbecoming of an officer or member.
- intentionally and knowingly divulges false information relative to the official transaction of the Foundation's activity that falls within the officer's official status.
- Commits any act of dishonesty, cheating, forgery, shredding of official documents, abuse of office, or uses undue influence to conduct any unauthorized business of the Foundation to his/her self-interest.

Sections 4 Disciplinary Actions

As a measure against any official or member, the Foundation shall take disciplinary actions and the gravity of such actions shall depend on the seriousness and circumstances of each case. Disciplinary actions taken may take the form of:

1. Removal from staff position or expulsion from the Foundation membership
2. Suspension from the Foundation Activities for a specific period of time.
3. Debarring from all staff positions.
4. Reprimand.
5. Warning.

With the delineation of the actions being in the order of the severity of the disciplinary action

Section 5 Grounds For Removal >From An Office

The following conditions shall without prejudice constitute grounds for removing any staff of the Foundation from staff position in effect:

- a. Falsification of the requisite qualifications to hold an office.
- b. Inability to discharge the duties pertaining to the office, for which the member was elected or appointed, for a substantial part of the term.
- c. Tardiness from regular scheduled meetings for three consecutive times in a calendar year, except when the absence is excused.
- d. Disorderly behavior or an offensive conduct unbecoming of an official.

Section 6 Impeachment

A two-third vote is needed to impeach any elected Director for dereliction of duties and violation of the bylaws. Only registered members of the Foundation shall exercise the right to move motions and vote to impeach any elected Director. An ad-hoc committee shall be appointed by the Executive Board to deal with impeachment proceedings against elected Directors.

In respect of decisions involving the impeachment of any Director of the Foundation, the Director against whom the impeachment is invoked shall not vote at the Committee. However, such Director shall be given an adequate opportunity to prepare any explanation and present any defense on the floor of the AGM for his actions and to present any argument against impeachment, provided that the right to present such a defense does not include the right to call witnesses or retain lawyers in a formal ad judicatory proceeding.

No one shall preside over impeachment proceedings if such person is the target of the impeachment. And where both the Chairperson and the Secretary General of the Board of Directors are targets of impeachment proceeding at the same time, then the Board of Directors shall first elect one, of the other members, who has the same qualification needed to become a Chairperson, to preside over the instant proceedings.

Section 7 Resignation

An elected director shall resign from office, if the Director voluntarily requests for resignation, which will be subject to clearance by the most senior officer of the immediate organ of governance, or has been found to be subject to disciplinary measures by his peers or impeached by the respective constituency.

All non-elected staff shall resign from office, if the officer voluntarily requests for resignation, which will be subject to clearance by the most senior officer of the immediate organ of

governance, or may be separated from the Foundation by simple majority vote of the Board of Directors.

Section 8 Termination

The General Meeting shall terminate the membership of any registered member for involvements in activities that are infractions of the **laws of any Country.**

A registered member who fails to pay annual dues for a period of two years shall have the membership terminated subject to approval by the Board of Directors.

Section 9 Withdrawal

Any member is free to withdraw his or her membership at any time he or she wishes to do so, provided such member is not performing any specific service for the Foundation at the time of the withdrawal, in which case the member shall be required to formally transfer the responsibility prior to an effective withdrawal.

Section 10 Re-Instatement

A member who withdrew membership or was terminated by the Board of Directors shall be reinstated if he or she meets all membership requirements and undertakes a written promise to be of good behavior.

Article 18

Amendments

Section 1 Procedure for Amendments

The bylaws shall be amended as the evolution and operating circumstances of the Foundation require amendment(s), and such amendment shall be submitted, by the Chairperson of the Board of Directors for a vote of adoption; and an adoption shall be consequent on two-third votes of registered members present at the AGM.

Section 2 Filing for Amendment

Pursuant to the laws of the State of Texas empowering the Board of Directors as the custodian of the Bylaws, all amendments to the bylaws can only be prepared and submitted to the General Meeting by the Board of Directors; accordingly all recommendations for amendments shall be submitted to the chairperson and the Secretary of the Board of Directors, and the former shall present the request to the full Board of Directors for deliberation towards a resolution for amendment; and a corresponding amendment shall be written by the Board of

Directors for submission to the Annual General Meeting provided the Board of Directors has deemed such amendment to be necessary by a majority vote.

Section 3 Forcing Amendment

A registered member can force an amendment for a vote, if in an annual General Meeting the member submits to the Chairperson of the Board of Directors a request of amendment signed by **10%** of the membership.

Article 19

Interpretations, Adjudications and Other Provisions

Section 1 Interpretation of the Bylaws

In all cases involving differences of opinion as to the interpretation of this bylaws or sections therefore, such request for interpretation will be submitted to the Board of Directors to provide the prevailing interpretation and such interpretation shall be both final and binding on all registered members.

Section 2 State and Federal Statutes Compliance

The bylaws is subject to the laws of the State of Texas and of the United States of America, accordingly, where the bylaws or any portions thereof shall differ from the laws of the land, then the bylaws, or such portions as are at variance with the laws, shall be read and interpreted in compliance with the laws of the State of Texas and of the United States of America.

Section 3 Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Section 4 Seal

The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Abonnema Foundation, Texas," in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

Section 5 Headings

The headings used in the bylaws are used for convenience and shall not be construed in constructing the terms of the bylaws

Article 20

Dissolution

The Foundation shall not be dissolved except under circumstances beyond the control of all registered members; hence only the General Meeting shall be the only authorized body to dissolve the Foundation; and such dissolution resulting in the disposition of property and holdings of the Foundation shall require **two-thirds (2/3) vote of the registered members** in the affirmative; and in the event of dissolution, the Foundation's net assets, which are assets after payment and settlement of all its debts and obligations, shall be disposed in the form of donation to one or more nonprofit organizations that have established their tax exempt status under section 501(C)(3) of the Internal Revenue Code in the United States of America.