

BYLAWS OF



CHRIST THE KING COLLEGE ALLUMNI ASSOCIATION IN NORTH AMERICA

Table of Contents

ARTICLE 1. NAME AND PURPOSE.....	4
Section 1-1. Name:	4
Section 1-2. Principal Office and Offices	4
Section 1-3. Primary Contact	4
Section 1-4. Vision Statement	4
Section 1-5. Mission Statement	4
Section 1-6. Purpose	4
Section 1-8. Indemnification	5
ARTICLE 2. MEMBERSHIP.....	6
Section 2-1. Membership	6
Section 2-2. Membership	6
Section 2-3. Board of Advisors	6
Section 2-4. Active Membership	7
Section 2-5. Requirements for Full Membership	7
ARTICLE 3. ESTABLISHMENT OF SUB-BRANCHES WITHIN NORTH AMERICA.....	8
ARTICLE 4. OFFICERS – EXECUTIVE BOARD.....	9
Section 4-1. Executive Board	9
Section 4-2. Composition and Election	9
Section 4-2-1. President	9
Section 4-2-2. Vice President	9
Section 4-2-3. Secretary General	9
Section 4-2-4: Financial Secretary	10
Section 4-2-5: Recruitment and Retention Secretary	10
Section 4-2-6: Projects Secretary	10
Section 4-2-7: Social Secretary	10
Section 4-3. Tenure	10
Section 4-4. Qualifications	11
Section 4-5. Vacancies	11
Section 4-6. Removal of an Executive Board Member	11
Section 4-7. Delegation of Duties	11
Section 4-8. Powers and Duties	12
ARTICLE 5. ELECTIONS.....	13
Elections will be held at the Annual Alumni Meet and Greet falling on the second year of the term of the Executive.....	13
Section 5-1. CONDITIONS FOR ELECTIONS	13

Section 5-2. Voting 13

ARTICLE 6. MEETINGS..... 14

Section 5-1. Meetings..... 14

Section 6-2. Quorum and Attendance at General Meetings 14

Section 6-3. Voting and Rules of Procedure..... 14

Section 6-4..... 14

ARTICLE 7. FINANCE..... 14

ARTICLE 8. GENERAL PROVISIONS..... 16

Section 8-1. Regulations and Rulings 16

Section 8-2. Contracts..... 16

Section 8-3. Loans..... 16

Section 8-4. Gifts..... 16

Section 8-5. Exempt Activities 16

Section 8-6. Books and Records 17

Section 8-7 Amendments 17

Section 8-8. Distribution Upon Dissolution..... 17

Section 8-8-1. Conflict of interest 17

Section 8-9. Severability of Clauses 18

ARTICLE 9: CONDUCTING NON-PROFIT ACTIVITIES 18

Section 9-1: Vetting Partner Organizations 19

Section 9-2: Monitoring Partner Organization 19

Section 9-3: Violations 20

Amendments 21

ARTICLE 1. NAME AND PURPOSE

Section 1-1. Name: The name of the Association is “Christ the King College Alumni Association in North America”, hereinafter referred to as COBA-NA.

Section 1-2. Principal Office and Offices: The principal office of COBA-NA shall be in the state where the Secretary General resides (We need a physical address. Use the address where the organization is located). COBA-NA shall have offices at other such places as determined by the Executive Board and as the purposes of the association may require.

Section 1-3. Primary Contact: The primary contact for COBA-NA business is the Secretary General. He/she may be contacted at P.O. Box 469, Walled Lake, MI 48390. COBA-NA may maintain a web site of information about the activities of the association. COBA-NA shall primarily communicate with its members electronically through a dedicated listserv, website, and other social media outlet.

Section 1-4. Vision Statement: COBA-NA will work to get all alumnus of Christ the King College, Bo, who are resident in the North America region, actively engaged in providing support for current students and staff of Christ the King College, Bo

Section 1-5. Mission Statement: COBA-NA is dedicated to improving the quality of education at Christ the King College in Bo, Sierra Leone.

Section 1-6. Purpose: COBA-NA is being organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code). COBA-NA shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual.

No part of the activities of COBA-NA shall involve political activities, promoting

propaganda, and COBA-NA shall not attempt to participate in any political campaign or endorse any candidate for public office.

COBA-NA shall work solely to benefit Christ the King College, Bo, Sierra Leone in the following ways:

- a. Fostering strong fellowship among alumni of Christ the King College, Bo through communication and activities that promote mutual respect and teamwork;
- b. Enhancing increased alumni involvement in activities that will continue to make Christ the King College, Bo, a prominent educational institution in Sierra Leone;
- c. Supporting academic growth and facilities development at Christ The King College, Bo;
- d. Collaborating with other alumni organizations and partners in successful fundraising efforts that will benefit and therefore strengthen and enrich Christ the King College, Bo; and,
- e. Promoting positive public awareness of the school's excellence and core values.

Section 1-8. Indemnification. By the resolution of adopting this instrument of incorporation, COBA-NA indemnifies this association of any and all of its executive or former executive, as well as other past and present employees, agents or representatives of the Association, against expenses, including legal defense costs, actually, necessarily, and reasonably incurred by them in connection with any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of their having performed services for COBA-NA, except in relation to matters as to which any such individual(s) shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their services, or matters which are settled by agreement predicated on the existence of such liability.

ARTICLE 2. MEMBERSHIP

Section 2-1. Membership. Members of COBA-NA shall be all former students of Christ the King College, Bo, Sierra Leone, who are resident in North America. Associate membership shall be conferred on persons as determined by a joint resolution of the membership at any COBA-NA meeting at which a quorum is present.

Section 2-2. Membership

- a. Subject to the general approval of the membership at a general meeting of the membership, the Executive Board shall recommend what membership obligations must be fulfilled and regulations and approved policies on maintaining membership.
- b. Members who fail to maintain membership obligations, and/or violate approved regulations and policies on membership, shall be declared in default.
- c. Members must cure defaults to be fully entitled to the privileges of membership according to regulations and approved policies.

Section 2-3. Board of Advisors

The Executive shall appoint four (4) members within the community who have demonstrated their desire to help others and who share the goals and ideal of COBA-NA and are in good standing. The most recent COBA-NA president, if he or she leaves office in good standing, will serve as the fifth member of this Board. The members of the Board of Directors had to be approved by the general membership.

- a. The members of the Board of Advisors shall serve in an advisory role to COBA-NA and help the Association secure the necessary materials to succeed in the various projects that will be undertaken.
- b. The members of the Board shall select amongst themselves their Chairman, place and times for meetings.
- c. Upon selection and approval, the members will be presented with a formal request for their consent.

- d. Having received a confirmation from the selected individuals a familiarity meeting will be organized with the general membership of COBA-NA.
- e. The members of the Board, except for the former COBA-NA president shall serve for a period of two years. The former COBA-NA president shall serve until the next president leaves office. The members of the community can be re-nominated if they so desire at the end of their term.

Section 2-4. Active Membership

Applicants are accepted as active members upon the fulfillment of the following:

- i. Members that have paid their membership fee and any monthly subscriptions if applicable.
- ii. A lapse in payment of monthly subscriptions for two consecutive months shall be considered as an inactive member
- iii. Member can become active after receipt of all subscriptions due and regular payments for another three consecutive months
- iv. Full participation in all the activities of COBA-NA and attendance at meetings.
- v. Behaving in accordance with the laid down Codes and Conduct of COBA-NA
- vi. Members who notify the executive before the meetings will be considered as excused.

Section 2-5. Requirements for Full Membership

- i. Must be an ex-student of Christ The King College Bo, Sierra Leone
- ii. Members are expected to avoid anything(s) that might be cause(s) for others to drop from the organization
- iii. Members must be prepared to attend all Association meetings and functions.
- iv. Members shall observe a probationary period of six (6) months consecutively.
- v. The Applicant shall then become an active member after the probationary period if the criteria for active membership are met
- vi. Members on a probationary period can be rejected during or the end of the probationary by the Executive if they do not adhere to the goals of the Organization

ARTICLE 3. ESTABLISHMENT OF SUB-BRANCHES WITHIN NORTH AMERICA

COBA-NA shall establish of sub-branches. The parent COBA-NA shall be based in the Washington DC Metropolitan area

- i. That the COBA-NA By-Laws be amended to make provision for the establishment of COBA Pennsylvania (COBA-PA) as a sub-branch of COBA-NA
- ii. That to be eligible for sub-branch status, a state or region must have at least 10 registered members. Those members must be registered with COBA-NA as well as with the sub-branch
- iii. That sub-branch executive members shall have a coordinating role and the lead coordinator shall be co-opted into COBA-NA executive
- iv. That the roles of each sub-branch will include augmenting efforts of COBA-NA to recruit members and creating cohesion, camaraderie and fellowship that will strengthen COBA-NA
- v. That the COBA-PA and all future North America sub-branches are governed by the COBA-NA by-laws
- vi. That all communication/contacts with COBA-SL shall be channeled through the parent chapter, COBA-NA
- vii. That members of COBA-PA and all future North America sub-branches must register with COBA-NA and their local branch(es) and pay their monthly contribution to COBA-NA
- viii. That COBA-PA and all future North America sub-branches will raise funds independently to support projects towards the school with the approval of COBA-NA. Such projects should be coordinated through COBA-NA
- ix. That all COBA-NA sub-branches shall open and operate bank accounts. Each sub-branch shall specify signatories to such bank accounts
- x. That the parent COBA-NA shall coordinate and assist financially any sub-branch that is approved to host the Annual Alumni Meet and Greet.
- xi. Funds raised at the Annual Alumni Meet and Greet hosted by a sub-chapter shall be used to reimburse any funds contributed to the event and profits shall be distributed between the local chapter and the parent branch.

- xii. The parent branch reserves the right to cut ties with a sub-branch if they are deemed to violate COBA-NA by-laws. The sub-branch will be notified formally of such violation and given adequate time (30 days) to defend their position. If the violations are corrected, then they can be welcome back to COBA-NA.

ARTICLE 4. OFFICERS – EXECUTIVE BOARD

Section 4-1. Executive Board. The Executive Board shall be made of active members and shall be the principal decision-making body of the Association, shall manage the business and property of the Association and shall perform such functions as required to promote the growth, effectiveness and general welfare of the Association

Section 4-2. Composition and Election. The Executive Board shall comprise seven elected officers. Each Officer of the Executive Board shall be nominated and elected at the annual general meeting.

Section 4-2-1. President: The President shall act as Chief Executive Officer of COBA-NA and shall have overall supervisory responsibility for the activities of the Executive Board. He/She shall call and preside over all meetings. He/She shall also have authority, in consultation with the Executive Board, to appoint members of standing and ad hoc committees. He/She shall also act as the principal spokesperson for COBA-NA.

Section 4-2-2. Vice President: The Vice-President of the Association shall act in the President's absence when appropriate or when requested to do so. Other specific duties of the Vice-President are as specified by the President or as assigned by the Executive Board

Section 4-2-3. Secretary General: The Secretary General shall be responsible for all correspondence within and between COBA-NA and other parties. He / She shall

author and present all reports and keep all records of meetings within COBA-NA and between COBA-NA and other parties. He / She shall also serve as secretary to the entire Committee.

Section 4-2-4: Financial Secretary: The Financial Secretary shall receive and collect all funds on behalf of COBA-NA; collect and file all bank statements; maintain all financial books; file all financial and tax documents in compliance with 501c (3) regulations; prepare quarterly financial summaries for distribution to the general body and prepare annual financial reports; and provide for the safekeeping of the association's financial instruments.

Section 4-2-5: Recruitment and Retention Secretary: The Recruitment and Retention Secretary shall be responsible for recruiting new members and retaining old members; maintaining membership lists; maintaining the association's listserv and web site; and ensuring prompt communication among COBA-NA members.

Section 4-2-6: Projects Secretary: The Projects Secretary shall conduct needs assessment surveys; design and write budgets for low-cost- high-impact-high visibility projects; identify sources of funding; monitor and evaluate the implementation of projects; act as COBA-NA's contact person with partners working on projects; and report to the general body on the progress and completion of projects.

Section 4-2-7: Social Secretary: The Social Secretary shall be responsible for the planning and execution of all COBA-NA social and fundraising events

Section 4-3. Tenure. An Executive Board member's term of office shall be fixed to two consecutive terms of two years from the time he/she is elected. No member shall hold the same executive position after two terms

Section 4-4. Qualifications. Members of the Executive Board shall fulfill and maintain all membership obligations always during their tenure.

Section 4-5. Vacancies. Each Executive Board member shall hold office until the end of his tenure, death, resignation, removal, or disqualification. The President shall appoint, pending the approval of the Executive Board, in the instances of death and resignation. Vacant Executive Board positions shall be filled by a vote of fully registered and paid up members of COBA-NA at an extraordinary meeting at which a quorum is present.

Section 4-6. Removal of an Executive Board Member. Any member of the Executive Board of COBA-NA who is adjudged guilty of malfeasance or nonfeasance by a majority vote of the Executive Board shall be removed from office subject to a vote by the general membership at a meeting at which a quorum is present.

Following the vote, the position shall be declared vacant and filled according to Section 3-3 of these articles of incorporation. The conditions for removal are

- i. When there is an actual situation of faults of:
 - a) Irresponsibility of an Officer
 - b) Incapability of an Officer
 - c) Negligence of duty
 - d) Frequent absence from meetings/functions without a valid reason and due information.
 - e) Anything or facts that may require the Association to be defamed, gain bad reputation from within and without the Association.
- ii. A vote of non-confidence shall be passed on an Officer as and when expressed by a member(s) and approved by two-thirds (75%) of the members present in a general meeting.
- iii. Deliberately defrauding the Association's resources and he/she will also be subject to dismissal and prosecution.

Section 4-7. Delegation of Duties. Subject to ratification by a vote of the general membership at a meeting at which a quorum is present, the President of the Executive Board shall delegate and supervise the duties of each member of

the Executive Board for a period of two years:

Section 4-8. Powers and Duties. The Executive Board shall:

- a. Conduct the daily affairs of COBA-NA between annual general meetings;
- b. Design yearly strategic plans for the activities of COBA-NA with high value-high-impact projects that are achievable within a year;
- c. Draw up a comprehensive budget for the operations of COBA-NA;
- d. Propose funding sources and partnerships and organize fundraising activities;
- e. Establish a bank account for COBA-NA, signatories to which shall be, at all times, any two of either the President, the Secretary General, and the Financial Secretary of the Executive Board;
- f. Receive, act upon, and respond to all correspondence addressed to COBA-NA;
- g. Determine membership obligations subject to a vote by the membership of COBA-NA at a meeting at which a quorum is present;
- h. Impose or recommend sanctions upon members in default;
- i. Provide a quarterly progress report for all COBA-NA activities to COBA-NA members;
- j. Provide an annual report to be presented to general membership of COBA-NA at the annual general meeting where a quorum of members is present;
- k. Interpret and implement COBA-NA's article of incorporations;
- l. Establish such standing and ad-hoc committees it considers desirable to carry on the work and promote the purposes of COBA-NA;
- m. Involve more alumni of Christ the King College, Bo, in the work of COBA-NA.

ARTICLE 5. ELECTIONS

Elections will be held at the Annual Alumni Meet and Greet falling on the second year of the term of the Executive

- i. Members of the Association must be informed of the date of the election for at least one month.
- ii. The Executive should give a comprehensive report at least a week before the general elections.
- iii. An Electoral Commission comprising members of the Board of Advisors (if they are available), or a neutral member will be required to conduct the election.

Section 5-1. CONDITIONS FOR ELECTIONS

- i. All candidates must have been ACTIVE MEMBERS of the Association for at least a year. Their readiness for self-less dedication, courage, patience, tolerant, firm ability to make decisions, to show appreciation and their willingness to learn must be a part of their visible characteristics.
- ii. A candidate must be a good listener, morally developed (mature) and can communicate and be well behaved.
- iii. The candidate must be ready to sacrifice his/her time in the interest of the Organization.
- iv. A candidate must fulfill all the obligations of the Organization such as
 - a) Must be in financial green (paid up all financial obligation)
 - b) Must be regular at all meetings and other functions of the association
 - c) Must not hold more than one Executive Office at the same time in the Association.
 - d) Must have paid up his/her monthly subscription for at least a year without any lapses

Section 5-2. Voting

- i. Voting shall be done by secret ballot.
- ii. A simple majority shall declare the winner for each position.
- iii. A qualified member can be nominated and voted for in absentia, but no member can vote in proxy
- iv. Only members who have been active for at least 6 months with no lapses shall be deemed eligible to vote.
- v. Members who pay all their due subscription within 30 days of the election will not be allowed to vote. (This for lapse subscriptions)

ARTICLE 6. MEETINGS

Section 5-1. Meetings. COBA-NA shall meet annually at a time and place determined by the Executive Board. The Executive Board may call a special meeting at any such time and place/medium as it shall select. The Executive Board shall give at least a sixty-day notice for an annual meeting and at least a five working days' notice (via the COBA-NA listserv, website, and telephone calls, or other approved social media, or communication) for a special meeting to the members of the Association and shall state the purpose of the meeting.

Section 6-2. Quorum and Attendance at General Meetings. A quorum shall be a minimum of fifteen fully registered members present at a general meeting. Unless otherwise advised in advance, all meetings shall be open to the general membership and to other persons interested in the objectives of COBA-NA. Only with the consent of the President of the Executive Board shall a presiding officer at any COBA-NA meeting extend to a non-member the privilege of the floor.

Section 6-3. Voting and Rules of Procedure. Each member of COBA-NA shall have one vote to be cast in person or in any such manner determined by the Executive Board.

Section 6-4. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern COBA-NA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order COBA-NA may adopt.

ARTICLE 7. FINANCE

The Association's activities shall be self-financed. The following would be some of the ways the Association will try to secure the necessary funds:

- i. Registration of members.
- ii. Monthly membership fees.

- iii. The Association shall engage in the following fundraising activities:
 - a) Mail and email solicitations
 - b) Phone solicitations
 - c) Foundation grant donations
 - d) Government grant solicitations
 - e) Personal solicitations
 - f) Activities such as diner, raffle, sale of memorabilia etc.
 - g) Soliciting fund from corporations, individual, and other For-profit or non-profit organizations either through direct mailing or other formal means of contact.
- iv. Donations from members of the public or business.
- v. Every member shall pay an initial registration fee that will be stipulated by the Executive.
- vi. The Association shall operate a bank account to which the President, Vice President, and Financial Secretary are the three authorized signatories. The President shall be the primary signatory to the account and the custodian of the Checkbook. Any two signatory, one of them should be the President (or the Vice President or an approved designee of the President, if the President is not available) are required for withdrawals if all three are not available.
- vii. The Association shall endeavor to conduct financial transaction (disbursements or otherwise) only through checks and wire transfer if these means are reasonably available. In regions where they are not the Association make cash disbursements in small currency increments rather than large sums to meet immediate needs. Accurate records that include but not limited to the recipient, date, place and official involved shall be maintained.
- viii. The Association shall maintain detailed financial records for all it activities.
- ix. The association shall immediately deposit all funds received from donors or its activities.
- x. Identifiable information from all donors shall be kept in accordance with the requirements of the Internal Revenue Code.
- xi. Donors will be vetted to ensure that they are not on the list of Special Designated Nationals or are laundering money especially when large sums of money are donated.
- xii. The Association may engage in business with members of the Board or Executive such as renting office space or purchasing goods and services from them. However, whenever such transactions are engaged in
 - a) The Executive shall ensure that there are no conflicts of interest as stated in Article 8 section 8.8.1
 - b) Due research is done to ensure that a fair market value is paid
 - c) There is due diligence conducted to ensure that all other bids are given fair consideration before the final decision is made.

- xiii. The financial year for the Association shall be from the first day of January to the thirty-first day of December.

ARTICLE 8. GENERAL PROVISIONS

Section 8-1. Regulations and Rulings. In interpreting and implementing COBA-NA's requirements, the Executive Board may promulgate general regulations and, in individual instances, make rulings. A copy of a regulation promulgated by authority of this section shall be sent promptly to each member of COBA-NA. If there is no objection to the regulation, it shall become authoritative pending ratification at the next Annual Meeting for approval or disapproval. If objection is expressed, the regulation shall revert to the Executive Board for continuing discussion. The Association, at an Annual Meeting may, by majority, vote upon any motion to adopt, amend, or repeal a Regulation, provided the notice requirements for amending the bylaws have been followed.

Section 8-2. Contracts. By a majority vote, the President of the Executive Board is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of COBA-NA, provided the Secretary fully informs the membership of COBA-NA within forty-eight hours.

Section 8-3. Loans. No loans shall be contracted on behalf of COBA-NA and no evidences of indebtedness shall be issued in the name of COBA-NA.

Section 8-4. Gifts. Subject to a majority vote of members of the Executive Board, the Committee may vote to accept, on behalf of COBA-NA, any contribution, gift, bequest or devise for the general purpose of COBA-NA.

Section 8-5. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Executive Board member, officer, employee, or representative of COBA-NA shall take any action or carry on any activity by or on behalf of COBA-NA which

is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

Section 8-6. Books and Records. COBA-NA shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Executive Board, and all authorized committees. The books, records, and papers of COBA-NA shall be made available by the appropriate COBA-NA officials within 48 hours.

Section 8-7 Amendments. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a three-fourths vote of the registered members at any regular meeting or at any special meeting if at least a fourteen days' written notice is given of intention to alter, to amend or repeal, or to adopt new bylaws at such meeting, and a written copy of the proposed changes distributed to each member prior to the meeting.

Section 8-8. Distribution Upon Dissolution. Upon dissolution, all the COBA-NA's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made, be distributed to any association or associations organized for purposes similar to the purpose of the corporation as may be designated by a majority of the Executive Board of COBA-NA then holding office, provided that such organization is an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 8-8-1. Conflict of interest. COBA-NA shall adopt a conflict of interest policy that is in accordance with Section 501(c)(3) of the Internal Revenue Code of 1954.

1. Board of Advisors/Executive members shall have no conflicting interest when they are representing the Association negotiating with a third party or make recommendations about any party that seeks to do business with the Association. It is required of all Board of Directors/Executive members to conduct business from the basis of what is best for the Association without undue favor or preference to third parties seeking to do business with the Association because of personal considerations.
2. A transaction in which a Board member or Executive may have a direct or indirect conflict of interest may be approved by a vote of the Executive in advance of the vote by the Board provided all material facts of the transaction and the members interest are disclosed to the Board/Executive. A conflict of interest transaction is considered ratified if it receives the affirmative vote of most of the Executive who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Executive member. If most of the Executives who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for taking action. The member with the direct or indirect conflict of interest shall abstain from the deliberations and voting on the transaction.
3. The Members of the Board of Advisors /Executive shall not directly or indirectly seek or receive remunerations, loans, services, travel, gifts, excessive entertainment or other benefits from any person or representative of any business or individual having interest to do business with the Association that will tend to the influence the decision of the employee with respect the agency business.

Section 8-9. Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

ARTICLE 9: CONDUCTING NON-PROFIT ACTIVITIES

The Association shall conduct business by carrying out its functions directly and in partnership with other organizations especially in areas where it does not have the expertise or the staff in accordance with the Associations objectives and goals. The Association shall carry out its Non-Profit activities in the United States and Sierra Leone. A memorandum of understanding will be signed between the Association and the partner organization after vetting and verification.

1. Within the United States the Association will partner with other Organizations (For profit and Non-profit) to further its activities.

2. The Association shall also carry out its activities directly within the United States whenever it sees fit.
3. The Association shall conduct its Non-Profit activities in Sierra Leone by partnering with COBA-SL or other local Non-profit or for-profit Organizations or International Organizations

Section 9-1: Vetting Partner Organizations

The Executive shall be responsible for vetting partner organizations to ensure that they are credible and will carry out their activities in accordance with the Associations stated non-profit goals.

- a. The Association shall conduct a due diligence search of publicly available records to ensure that the partner organization and grantees are conducting legitimate business and not part of the master list of Specially Designated Nationals (SDN) maintained by OFAC.
- b. All domestic and foreign partner organizations shall be required to certify that they follow the respectable laws, statues and regulations of the countries where they operate. Furthermore, they shall not deal with individuals, groups or entities that are subject to OFAC sanctions or persons known to these partner organizations to have violated OFAC sanctions or supporting terrorism.
- c. The Association shall collect and maintained records of identifiable information of all partner organizations, grantees and donors.

Section 9-2: Monitoring Partner Organization

- a. The Association shall ensure that the funds provided to partner organizations be used in accordance of its non-profit goals
- b. The Association shall request and obtain acknowledgements from the partner organizations that grants donated to them are used for the purpose for which they are donated.
- c. The Association shall endeavor whenever possible to send a staff to the area of operation of the partner organization to make reasonable enquiries. All this will

be documented to ensure that the partner Organization is conducting business as stated in their charter.

Section 9-3: Violations

- a. The Association shall not conduct any business with individuals, groups and entities that are listed on the OFAC Special Designated Nationals list until they can produce verifiable evidence that the listed person only bears the same name as theirs.
- b. The Association shall cut off all ties with Association that repeated divert funds to causes that they were not designated for. In the case of furtherance or support of terrorism the Association shall have a one strike policy.
- c. The Association shall also stop providing funds to partner organizations and grantees that refused to provide acknowledgement for receipt of such funds and how the funds were disbursed.

These Bylaws were approved at a meeting of the members of COBA-NA on: November 20, 2010.

Amendment: (Section 5-8-1) was approved at a general teleconference meeting of COBA-NA members on: March 03, 2011.

Amendments

1). An amendment to add a conflict of interest clause under Section 501(c) (3) of the Internal Revenue Code of 1954.

The amendment is to be inserted between Sections 5-8 and 5-9 of these Bylaws.

The amendment will read as follows:

Section 5-8-1. Conflict of interest. COBA-NA shall adopt a conflict of interest policy that is in accordance with Section 501(c)(3) of the Internal Revenue Code of 1954.

This Amendment (noted as Section 5-8-1) was approved at a meeting of the members of COBA-NA on: March 03, 2011.

Amendments:

As a result of several amendments inserted into the bylaws some of the sections numbers changed to accommodate the changes. The following amendments were made and approved during the 2017 Annual Meet and Greet in Philadelphia, USA.

1. Section 2-3: Board of Directors was added
2. Section 2-4. Active Membership. The conditions of active membership were clarified
3. Section 2-5. Requirements for Full Membership was added
4. Article 3. Establishment of Sub-Branches within North America was added
5. Section 4-3. Tenure. Additional language that “No member shall hold the same executive position after two terms” was inserted
6. Section 4-6. Removal of an Executive Board Member. The conditions for removal were inserted
7. Article 5. Elections. The manner the election of officers is to be carried out was clarified
8. Section 5-1. Meetings. Additional language dealing with the means of communication added
9. Article 7. Finance. What fundraising activities are to carry out, and how the money raised was to dispense and who is responsible was clarified
10. Section 8-8-1. Conflict of Interest. Additional language to clarify was

added.

The above amendments were approved by members of the COBA-NA at the annual meet and greet in Philadelphia on November 24th 2017