

BYLAWS OF

THE AFRICAN ASSOCIATION OF GEORGIA, INC •

Article One

Name, Status and Offices

1.1 Name. The name of this Corporation is The African Association of Georgia, Inc. Hereafter in these Bylaws, it will be referred to as the " " corporation.

1.2 Status. The Corporation is a nonprofit corporation established and operated pursuant to the Georgia Nonprofit corporation Code (O. C. G. A. Title 14, Chapter 3).

1.3 Purpose of Bylaws. These Bylaws constitute the code of rules for regulation and management of the Corporation, as authorized by its Articles of Incorporation. These Bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the Articles and O. C. G. A. 14-3-301.

1.4 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia which may be, but need not be, the same as its place of business. It shall have, a

registered agent whose address is identical to the address of the registered office.

1.5 Other Offices. The corporation may have other offices at such place or places, within the State of Georgia, as the Board of Directors may deem to be desirable

Article Two purposes, Powers and
Governance

2.1 Purposes. The Corporation is a service, charitable and educational association. The purposes of the corporation shall be to:

(a) promote good membership and community relations among and between Africans and the larger community of Georgia;

(b) provide information and to advocate on behalf of the welfare of its membership and on matters of African interest in general;

(c) act as a coordinating body in Georgia on trade and cultural matters relating to Africa;

(d) foster an awareness of the presence and contributions of Africans in the community.

Its purposes are exclusively charitable and educational within the meaning of Section 501 (c) of the Internal Revenue Code.

2.2 Powers. The Corporation shall have all the powers granted to nonprofit corporations in the Georgia Nonprofit corporation Code, with particular reference to O. C. G. A. 14-3-302 and 14-3-303, unless limited by the Articles of Incorporation or Bylaws .

2.3 Limitation on Powers. No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of this corporation. No substantial part of the activities of the corporation will include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) , and the corresponding Georgia statute; or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) , or the corresponding Georgia statute.

2.4 Governance. The Corporation shall be governed by its Articles of Incorporation, Bylaws and the Georgia Nonprofit corporation Code. The corporation shall be managed by its Board of Directors. The Board may establish committees to assist the Board in fulfilling the purposes and objectives of the Corporation.

Article Three

Member ship

3.1 Members. The members of the corporation shall consist of all individuals who qualify as members in accordance with these Bylaws.

3.2 Qualifications of Members. Membership is open to:

(a) individuals of African or other origin who are of the age of majority as defined by the State of Georgia, of good

character, support the goals and objectives of the Corporation and are willing to work within its Bylaws;

(b) organizations committed to promoting the goals and objectives of the Corporation.

3.3 Termination of Membership. The membership of a member shall terminate upon the occurrence of any of the following:

- (a) failure to pay dues, fines and assessments;
- (b) submission of a notice of membership resignation to the Secretary of the Corporation. Such method of membership termination shall not relieve the member of any arrears due the Corporation;
- (c) engaging in conduct materially and seriously prejudicial to the interests of purposes of the Corporation.

Membership shall be terminated by a two-thirds vote of the Board of Directors.

3.4 Meetings. Meetings of the membership shall be held as scheduled by the Board of Directors. At least one meeting shall be called each year in June for the purpose of electing the Board of Directors.

3.5 Dues. Members shall be required to pay dues, fines or levies as established by the Board of Directors. The amounts of these dues, fines or levies may be revised as necessary.

Article Four Board of Directors

4.1 Authority and Responsibility. The Corporation shall be managed by a Board of Directors, which shall supervise, control and direct the affairs of the corporation.

4.2 Qualifications. Directors shall be natural persons Who: (1) are at least eighteen (18) years of age; (2) for Directors selected subsequent to the initial Board of Directors, have been members of the Corporation in good standing for at least two (2) years; (3) abide by the Articles and Bylaws of this Corporation.

(4) are representative of the interests of the Corporation and the community.

4.3 Number, Nomination, Election and Term of Office. There shall be not less than three or more than fifteen Directors. Directors

shall serve for three-year terms, which may end prior to the end of the term under the following condition (s):

(a) a Director may resign for any reason by submitting a written thirty (30) day notice of resignation to the Chairman of the Board and giving a copy to each director. The resignation is to be accepted by the Board on any day during the thirty (30) day period;

(b) a Director may be removed for cause by an affirmative vote of two-thirds of those Directors present and voting at two consecutive regular or specially scheduled meetings of the Board of Directors provided that a quorum is present and the two meetings are scheduled at least one week apart. Cause for removal shall include, but not be limited to: illness, incapacity, serious misconduct, unsatisfactory performance, or misuse of the resources of the Corporation. The decision of the Board shall be final

The Board of Directors initially will consist of the following persons:

Henry A. Elonge, Evan Williams, Martin Eboma, Sharif Ndure, Abdoulai Sosseh, Tendai Trimble, Jean Bridges, Luke Martin, Jr., O.J. Brown, Kazyode Siyanbola, E. T. Nwosu, Tom Davies, Mrs. Comfort Williams, Ita Etim-Edet and Bob Graham.

4.4 powers. The Board of Directors may exercise all powers it determines to be expedient or necessary for the interests of the Corporation, subject to the articles of incorporation, these by-laws and the Georgia Non-profit Corporation Code. The Board shall have the power to create various committees to fulfil the purposes of the corporation. Committees may not exercise the authority of the Board of Directors when prohibited by Georgia law.

4.5 Voting Rights. Each Director shall have one vote. A quorum shall consist of a simple majority of the Board.

4.6 Vacancies. Vacancies shall be by vote of the membership at a called meeting of the Association. Directors will be selected from the members of the Corporation. To fill vacancies, the Board may appoint a nominating committee. The initial Board of Directors shall serve for a period of three years. Thereafter, the membership shall elect one third of the Board of Directors each year. The Board of Directors shall establish procedures for the staggered replacement of the original Board. Any vacancies between elections will be filled by two-thirds vote of the Board of Directors.

4.7 Limitation on Liability. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

4.8 Meetings. The Board of Directors shall meet semi-annually (two times per year) and at such other times as are necessary or desirable.

Article Five Officers

5.1 Officers and Terms of Office. The corporation shall have the following officers, serving for one-year terms: President; Vice-President; Secretary; Treasurer; cultural Affairs Officer; and Public Relations Officer.

5.2 Election. The officers of the Corporation shall be elected from the Board of Directors by a majority vote of the Board of Directors, by means of a secret ballot. The election shall take place each year during the month of May or within ninety (90) days of a vacancy.

5.3 Initial Officers. The initial officers shall be:

President:	Dr. Henry A. Elonge
Vice-president :	Evan Williams
Secretary :	Sharif Ndure
Treasurer :	Martin Eboma
Cultural Affairs Officer:	Abdoulai Sosseh
Public Relations Officer:	Jean Bridges

5.4 Vacancies. Vacancies shall be filled by the Board of Directors.

5.5 Duties. Each officer shall exercise the following responsibilities pertaining to that office, in addition to any other duty imposed on that office by the Articles of Incorporation, these Bylaws, the laws of Georgia and the United States, and the Board of Directors:

(a) the president shall: preside at all meetings of the Board of Directors and the membership; report on the activities of the Corporation; oversee the activities of the Corporation;

(b) the Vice-President shall assist the president;

(c) the Secretary shall: maintain and provide access to the records of the Corporation as required by O.C.G.A. 14-3-1601 and 14-3-1602; record the minutes of all meetings of the Board of Directors and membership; maintain a current roster of the names and addresses of the Board of Directors; maintain a list of the membership; report on these matters to the Board and membership, as appropriate ;

(d) the Treasurer shall: maintain the financial records of the corporation, prepare the annual accounting and financial statement of the Corporation (which may be prepared by a certified public Accountant when authorized by the Board of Directors) ; report on these matters to the Board of Directors and membership, as appropriate ;

(e) the cultural Affairs Officer shall be responsible for coordinating all social and cultural activities of the corporation and shall perform all duties incident to that office, or that are properly required of him or her by the President.

(f) the Public Relations Officer shall be responsible for coordinating all publicity for the organization and shall perform all duties incident to that office, or that are properly required of him or her by the president.

Article Six

Financial Regulations

6.1 Financial Regulations. This section outlines certain policies and practices concerning the financial procedures of the Corporation.

(a) Any expenditure in excess of one hundred dollars (\$100.00) of funds of the Corporation shall require the consent of a majority of the Board of Directors;

(b) The signatory (les) on any bank account and the depository institution for that account shall be established by the Board of Directors by an appropriate resolution;

(c) Any director, committee chairman, committee member, or member of the Corporation may be reimbursed for actual and necessary expenses when reasonably incurred on behalf of the Corporation. No director, committee chairman, committee member, or member of the Corporation may receive

any salary, fees, compensation, commission or other payment for rendering specific services to the corporation;

(d) The Corporation's fiscal year is the calendar year.

Article Seven
Books and Records

The provisions of O. C. G. A. 14-3-1601 et. seq., relating to the records of the corporation, and the right of members to inspect, copy or review the Corporation 's records, is adopted by the Corporation by this reference, as a bylaw of the Corporation. The Board of Directors may adopt any useful rules or regulations necessary to implement these provisions.

Article Eight
Indemnification and Insurance

8.1 Indemnification and Insurance.

(a) The provisions of O. C.G.A. 14-3-850 et. seq. relating to indemnification by the Corporation of any person who has served as an officer or director of the Corporation, or who has brought an action in the right of the Corporation, is adopted by the Corporation by this reference as a bylaw of the corporation, except that as permitted under the Corporation 's Articles of Incorporation, no advance payment by the corporation for any expense or liability permitted under the Code is authorized unless paid through an insurance policy maintained by the Corporation for this purpose. All decisions concerning the payment of funds under this section, when not paid under a policy of insurance, shall be made by a majority vote of the Board of Directors.

(b) The Corporation may purchase and maintain insurance on behalf of all persons who are or were directors, officers, employees or agents of the Corporation, or who were serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Title.

(c) If any expenses or other amounts are paid under the provisions of this Title of the Bylaws, whether by

action of the Board of Directors, court order or an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall send by first class mail to the members of the Board of Directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. This notice shall be sent within 30 days of payment.

Article Nine Reimbursements by Corporation Employees

Any payments made to an employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of any State, shall be reimbursed by such employee to the corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the Duty of the Board of Directors to enforce payment to the corporation by any such employee for the amount disallowed. The Corporation shall not be required to defend legally any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board of Directors, may, in the discretion of the Board, withhold amounts from such employee 's future compensation payments until the amount owed to the Corporation has been recovered fully.

Article Ten conflicts of Interest

The provisions of O. C*.G.A. 14-3-860 et. seq. regarding rules governing the procedures to be applied when a Director has a conflicting interest in a transaction involving non-profit corporations, is adopted by the Corporation by this reference as a bylaw of the corporation.

Article Eleven Amendments

11.1 Amendments to the Articles of Incorporation. These may be made by a majority vote of the Board of Directors. No such amendment shall be valid unless filed with the Secretary of State.

11.2 Amendments to the Bylaws. These may be made by a majority vote of the Board of Directors. Article Twelve

Dissolution

11.3 Dissolution. The provisions of O. C. G. A. 14-3-1401 et. seq, regarding dissolution of non-profit corporations, is adopted by the Corporation by this reference as a bylaw of the Corporation.

11.4 Distribution of Assets. Upon the dissolution of the corporation, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in the manner determined by the Board of Directors, or dispose of all such assets to any organization or organizations organized and operated exclusively for charitable or religious purposes which qualify at the time as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) , and the corresponding Georgia statute, as the Board of Directors determine. Any such assets not disposed of will be disposed of by the Superior Court of the county in which the registered office is then located, as the court determines exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes.