

# **THE INTERNATIONAL COMMUNITY OF BANYAKIGEZI, INC.**

A Not-for-Profit Organization

## **Bylaws**

### **ARTICLE I: NAME**

A. The Organization shall be known as the INTERNATIONAL COMMUNITY OF BANYAKIGEZI, INC. or ICOB.

B. The Organization is incorporated under the laws of Washington in the District of Columbia, United States of America. It shall maintain its principal and registered offices in a place or places within the United States of America. The registered office may but need not be the same as the principal office. The Board may establish one or more other subsidiary offices in other places that it determines will serve the interests of the Organization.

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

### **ARTICLE I.1: ORGANIZATIONAL STRUCTURE**

A. “ICOB” or the “INTERNATIONAL COMMUNITY OF BANYAKIGEZI, INC.” is a proprietary name referring exclusively to the Organization governed by these bylaws.

B. Upon application and acceptance as provided herein, ICOB may license other organizations to become its subordinate affiliates operating under the ICOB umbrella, provided that the membership of any applying organization shall consist exclusively of individuals eligible to become members of ICOB under paragraph A of Article III of these bylaws; that the subordinate organization subscribes to the mission and values of ICOB; and that the subordinate organization submits and agrees to be bound by ICOB standards and these bylaws. The Board shall adopt rules and conditions governing the admission of affiliate organizations into ICOB. Organizations seeking to become ICOB affiliates shall apply to the ICOB Board using a form approved by the Board, and the Board shall consider and accept or reject all such applications. After admission into ICOB, a subordinate organization shall sign an affiliation agreement before formally becoming a local chapter of ICOB, and only then will it be authorized to use “COMMUNITY OF BANYAKIGEZI” or “COB” as part of its name. For illustration purposes, an organization of such members formed in the United Kingdom may

use the name “COB (UK)” after satisfying the requirements of this paragraph.

C. Each affiliated local chapter shall adhere to standards meeting or exceeding those set forth in these bylaws. To remain in good standing with ICOB, each local chapter shall make its records available to the ICOB Board whenever requested, provide a financial accounting audited in accordance with accepted international standards at each ICOB annual general meeting, and comply with the terms of its affiliation agreement with ICOB.

D. The Board shall have the power to suspend or expel any local chapter that fails to comply with the provisions of this article, provided that suspension or expulsion of any local chapter shall not affect its individual members’ membership and standing within ICOB.

## **ARTICLE II: PURPOSES**

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

## **ARTICLE III: MEMBERSHIP**

A. Membership in the Organization shall be open to all individuals, wherever residing, who are descendants of, by birth, ancestry or marriage, or who have resided for a period of ten (10) or more years and have a demonstrated attachment to, that land known as the District of Kigezi in Southwestern Uganda as it existed at midnight on October 9, 1962. Any such individual may become a member of ICOB by paying an annual membership fee to the Treasurer as provided in these bylaws.

A.1. An individual not otherwise eligible under Paragraph A of this Article III may become a member of the Organization if nominated by a member in good standing and seconded by at least five (5) other members also in good standing if the Board determines that such individual has attended and participated in the Organization’s activities for five (5) or more years; has demonstrated consistent and continuing support for the mission and goals of the Organization; has a good moral reputation in his or her community; and that such individual’s admission as a member would benefit the Organization. A member admitted under this sub-paragraph shall be entitled to the same benefits and be bound by the same rules as all other members.

B. Only those members who shall have paid the annual membership fee as provided in these bylaws shall be considered to be in good standing. The Board shall determine and set members' annual membership fees as necessary to cover the Organization's reasonable operating expenses. The Organization's Treasurer shall at all times maintain a complete, accurate, and up-to-date record showing the names of each member for whom fees were paid, the date on which the payments were received, and the manner in which they were paid. This record shall be made available for inspection to any member in good standing who makes a written request to the Board.

C. All members shall be entitled to enjoy all rights and privileges of membership in the Organization, except that only members in good standing shall have the right to vote on corporate affairs and be eligible to vote for or hold any office within the Organization.

D. Any member may be suspended or expelled from the Organization by a two-thirds vote of the Board for good cause or if the Board determines that such member has acted in a manner contrary to or incompatible with the interests of the Organization and that allowing such individual to remain a member would adversely impact the Organization.

#### **ARTICLE IV: MEETINGS**

A. The Organization shall hold one general meeting annually during the month of July, or, in the event a meeting at such time in a given year should be impractical, then at such other time as the Board shall determine. Only one general meeting may be held within the same fiscal year. Nothing in this provision shall be construed to prevent members from organizing or holding other meetings, events, or functions in addition to the general meeting in any given year.

B. The Organization's Secretary shall cause to be posted on the Organization's website and sent to every member in good standing a notice stating the time, place, and agenda of the upcoming general meeting. Such notice shall be sent at least 31 days prior to the day of the announced meeting, and failure to comply with this paragraph shall cause any resolutions or decisions made at the general meeting to be null and void.

C. Local chapters may submit to the Board bids to host upcoming ICOB conventions. The

Board shall select the venue for the next convention.

D. The presence at a general meeting of 20 (twenty) or more members in good standing, where at least 3 (three) different local chapters are represented shall constitute a quorum necessary to conduct the business of the Organization.

E. If a quorum is not realized at a general meeting for which elections are scheduled, the elections shall be postponed until the next general meeting. In that event, the person holding an office for which elections were to be held shall remain in office and continue serving in that position until elections are held at the next general meeting or until a successor is appointed in accordance with these bylaws, notwithstanding any provision in paragraph F of article VI and paragraph C of article VII of these bylaws.

F. For purposes of this Article IV, “general meeting” means that portion of the Organization’s annual convention during which elections are held.

#### **ARTICLE V: ELECTIONS AND VOTING**

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

B. Prior to the commencement of voting by secret ballot, the chair shall recommend to members a panel of three individuals who, subject to the members’ approval, shall act as inspectors of elections. At the conclusion of voting, the inspectors shall certify the results to the chair in writing and the original of such certification shall be made part of the minutes of that meeting.

C. No inspector of election may vote, be a candidate for, or be closely affiliated with any candidate for any office at the same election.

D. Each candidate seeking election to any office at a forthcoming general meeting shall formally announce his or her interest to the Organization Secretary in writing, copied to the President, with such announcement of interest to be received no later than midnight Washington D.C. local time ninety (90) days prior to the general meeting at which elections are to be held. With the announcement, each candidate for office must demonstrate that he or she is seconded by at least ten (10) members in good standing, and shall also submit a written statement showing why he or she is qualified to serve. For purposes of this paragraph, an

announcement shall be deemed received when it is sent electronically.

E. The Board shall vet and approve or disapprove nominations submitted by candidates. The Secretary shall cause the names of all approved candidates to be published to the members at least forty (40) days before the general meeting at which elections are to be held.

F. There shall be no proxy voting.

G. At the conclusion of elections, each outgoing office holder shall hand over all instruments of the office and execute all documents necessary to transfer full authority to the successor.

## **ARTICLE VI: BOARD OF DIRECTORS**

A. **General Powers.** The affairs of the Organization shall be managed by a Board of Directors, which shall be authorized to act in the name of the Organization only when it shall have been properly convened in accordance with these bylaws and after due notice to all Board members. The Board shall be responsible for setting policies to govern the Organization, shall make all major decisions concerning the Organization, and shall oversee and supervise the Organization's Executive established under Article VII of these bylaws.

B. **Qualification.** Any member in good standing shall be eligible to serve on the Board, provided that he or she has demonstrated an active and consistent engagement in the Organization; possession of sound judgment and good moral character; a commitment to and an understanding of the mission and goals of the organization; and has physically attended three or more conventions in the preceding five years. No member shall serve on the Board concurrently with another Board or Executive member who is closely related by birth or marriage.

C. **Number.** The Board shall consist of an odd number of no fewer than 5 (five) and no more than nine (9) members. At least three (3) of the Board members serving at any given time shall be members of three (3) separate ICOB local chapters.

D. **Term.** Board members shall be elected to serve for a term of three (3) years. For continuity, the terms of all members serving on the Board shall not expire simultaneously, and elections shall not be held to fill all Board positions during the same election. Each member shall hold office until death if it occurs before the expiration of such member's term of office, resignation, incapacitation, removal, disqualification, or when a successor shall have been elected as

provided in these bylaws. Unanticipated vacancies occurring on the Board shall be filled by a vote of the majority of the remaining members of the Board, even though less than a quorum. A member appointed to fill a vacancy on the Board shall serve for the unexpired term of such member's predecessor in office.

E. **Election.** Board members shall be elected at the Organization's annual general meeting convened and held pursuant to Articles IV and V of these bylaws.

F. **Term Limits.** No member shall be eligible to serve on the Board for more than 2 (two) consecutive terms.

G. **Removal.** Any Board member may be removed at any time, with or without good cause, by a resolution taken by two-thirds of Board members present at a duly convened meeting called for such purpose and at which quorum is present. A Board member's removal under this paragraph shall be final and non-appealable, provided that nothing herein shall prevent a member so removed from contesting for any office within the Organization in a subsequent election. The Board may make and adopt rules to govern procedures for the implementation of the provisions of this paragraph.

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

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

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

because the meeting is not lawfully convened.

**K. No proxy voting.** There shall be no proxy voting. Each Board member shall have only one vote.

**L. Rules.** The Board may make rules governing its procedures and code of conduct consistent with these bylaws.

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

**N. Board Secretary.** The Board shall elect from among its members a Board Secretary, who shall be responsible for keeping and maintaining permanent minutes of all Board meetings and whose duties and functions shall be separate and apart from that of the Organization's Secretary created under Article VII of these bylaws.

**O. No Compensation.** Board members shall not be compensated for their services. However, the Board may by prior resolution agree to reimburse any member of the Organization for reasonable and necessary expenses incurred on behalf of the Organization.

**P. Mode of Meetings.** Board meetings may be conducted in person or in any other manner that allows the free and real-time exchange of information. The President and Board Secretary shall ensure that accurate minutes of each meeting are created and maintained.

## **ARTICLE VII: THE EXECUTIVE**

**A. Elective offices.** The Organization shall have a President, a Vice President, a Secretary, a Treasurer, and such assistants as the Board may deem necessary for the efficient running of ICOB business. No member of the Executive may act in more than one capacity whenever an action by two or more members of the Executive is required.

**B. Qualification.** Any member in good standing shall be eligible to serve on the Executive, provided that he or she has demonstrated an active and consistent engagement in the Organization; possession of sound judgment and good moral character; a commitment to and an understanding of the mission and goals of the organization; and has physically attended three or more conventions in the preceding five years. No member shall serve on the Executive concurrently with another Executive or Board member who is closely related by birth or

marriage.

**C. Election and Term.** Members of the Executive shall be elected at the Organization's annual general meeting in accordance with Article V of these bylaws to serve for a term of three (3) years. A vacancy occurring because of death, resignation, removal, disqualification, incapacitation, or otherwise may be filled by the Board for the unexpired portion of the term. No member of the Executive shall serve for more than 2 (two) consecutive terms. To ensure the Organization's stability, the terms of all serving members on the Executive shall not expire simultaneously.

**D. No Compensation.** Members of the Executive shall not be entitled to receive any salary or compensation by reason of holding office, provided that the Board may in its discretion and pursuant to paragraph O of Article VI of these bylaws authorize the reimbursement of reasonable and necessary expenses incurred by any member while transacting ICOB business. Nothing herein shall be construed to prevent any member of the Organization from receiving compensation from the Organization, with the Board's prior written approval, for duties or services performed for the Organization.

**E. Removal.** The Board may remove any member of the Executive, whether elected by the general membership or appointed by the Board, at any time for good cause.

**F. Executive members.**

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

2. **Vice President.** The Vice President shall perform such duties as may from time to time be assigned by the President or the Board and, in the event of the President's death, absence, incapacitation, removal, inability, or refusal to act, serve as the Organization's



acting President with all the rights, privileges and powers as if duly elected President, until the next general meeting where elections shall be held to fill the previous president's unexpired term, if any.

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

4. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; receive, disburse, and give receipts for moneys due to or owed by the Organization; receive and give receipts for members' annual membership fees; present to the membership at the Organization's annual general meeting an audited accounting of the Organization's finances; render an accounting of the Organization's finances when requested by the Board; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

5. **Assistants.** The Board may authorize the creation of positions to serve as assistants to any office. Such assistants shall be elected by the general membership in accordance with Article V of these bylaws and shall hold office under the conditions governing members of the Executive under paragraphs A through E of this Article VII. The assistants shall perform duties assigned by the President, the officer to whose office they are attached, or the Board.

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

## **ARTICLE VIII: EMPLOYEES**

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

## **ARTICLE IX: COMMITTEES**

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

## **ARTICLE X: MEMBERSHIP FEES**

A. From time to time, the Board shall determine and set the amount of annual membership fees to be paid by each member. Only those members who shall have paid their annual fees to the Organization's Treasurer by the last day of the month of May preceding the annual convention shall be considered to be in good standing and eligible to run for office and to vote at the convention. The Treasurer shall deposit all membership fees received from members into an account from which the Organization's operating expenses shall be paid.

## **ARTICLE XI: ORGANIZATION'S BUSINESS TRANSACTIONS**

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

B. **Loans.** No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name without the Board's prior written authorization.

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

D. **Accounts.** The Organization shall have and maintain its principal account at any bank or other financial institution approved by the Board within the United States of America. Nothing herein shall prevent the Board from authorizing the opening of one or more accounts in any

other location or locations.

E. **Gifts.** Any member of the Board or Executive may accept and give receipt for, on behalf of the Organization, any contribution, gift, bequest, or devise given for the benefit of the Organization, and shall deliver same to the Treasurer forthwith.

## **ARTICLE XII: INDEMNIFICATION**

A. **Fiduciary.** Each member of the Board or Executive shall act in a fiduciary capacity while acting for or on behalf of the Organization.

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

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

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

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

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

### **ARTICLE XIII: AMENDMENTS**

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

### **ARTICLE XIV: GENERAL PROVISIONS**

A. **Fiscal Year.** For accounting purposes, the Organization's fiscal year shall begin on September 1 and end on August 30 of the following calendar year.

B. **Website.** The Organization shall maintain a website, which shall be regularly updated. No material shall be posted on the web site without the Board's express and prior approval. Any person who posts any material on the web site without the Board's express authorization shall be personally liable for any action arising therefrom. The Board shall select a competent person or entity to serve as the Organization's website administrator, and shall negotiate and determine an appropriate sum for the payment of such administrator's services, which sum shall be paid from a fund into which membership fees are deposited.

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

D. **Non Partisanship.** The Organization shall at all times remain nonpartisan, and shall neither endorse nor oppose any party or candidate contesting for any political office in any local or national government anywhere.

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

F. **Audits.** The Organization's books shall be audited annually by an independent certified auditing firm selected by the Board. The Board shall ensure that the selected firm is duly registered and in good standing with the appropriate authorities where it is located. Costs of the audit shall be paid from the fund into which membership fees are deposited.

G. **Dissolution.** Upon dissolution, after all of its liabilities and obligations have been discharged or adequate provision made therefor, the Organization's remaining assets shall be distributed to any charitable organization selected by a majority of the Board members then holding office.

H. **Good cause defined.** As used in these bylaws, good cause shall include but not be limited to a member's prolonged inactivity in the Organization; dereliction of duty; or clear and convincing evidence that a member has engaged in activities involving dishonesty or moral turpitude or that otherwise cast the Organization in a negative light.

I. **Severability.** In the event that a court of competent jurisdiction declares any provision of these bylaws to be unenforceable or invalid, the remainder shall continue to be valid and enforceable.

J. **Governing law.** Any dispute arising from these bylaws shall be resolved in accordance with the laws of the District of Columbia in the United States of America.

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

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**OFFICIAL ICOB BYLAWS**

*With amendments duly approved by members at Orlando in August 2017 and ratified at Vancouver in June 2018 (superseding the London July 2016 bylaws)*