

CERTIFICATE OF INCORPORATION

OF

KAGERA ASSOCIATION OF NORTH AMERICA (KANA) INC.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: **KAGERA ASSOCIATION OF NORTH AMERICA (KANA) INC.**

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

To enable, stimulate and promote acquaintance, friendship and unity among people of Kagera origins living in North America (including United States of America, Mexico and Canada) by promoting social, cultural and educational activities, interaction within and between our local communities.

To promote and protect our unique Kagera cultural identity. To address the needs and challenges peculiar to our members by promoting co-operative efforts and developing strategic partnerships with philanthropic, cultural, educational, economic empowerment and other social service organizations.

To render support by means of contributions and grants to establish charitable scientific, cultural, literary and educational endeavors of all kinds and descriptions to Kagera Region in Tanzania.
To provide a means through which members may seek to interact on matters of mutual interest.

To counsel and advise relevant governments on policies and regulations affecting KANA membership.

To provide and pursue ways and means not prohibited by law to solicit contribution and receive money and property for the foregoing purposes and to receive and accept for such purposed gifts, donations, bequests and devices of money and properties.

FOURTH: In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort without limitation as to amount or value and to use, disburse or donate the income or principal thereof exclusively for charitable purposes; to receive, establish, and maintain a fund or funds of real or personal property, or both, and subject to any restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, scientific, and benevolent purposes either directly or by funding programs or projects that accomplish such charitable and benevolent purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-for-Profit Corporation Law, Section 404(a)-(v).

FIFTH: The Corporation shall be a Type **B** corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the New York State County of Suffolk.

SEVENTH: The names and addresses of the initial directors of the corporation are:

Kamazima M. Lwiza
4 Blackwell Court
Stony Brook NY 11790

Wilhelmina Mujunangoma,
22 Braemar Ave.,
New Rochelle, NY 10804

Henry Stambuli
93 Sutton Park Rd,
Poughkeepsie NY 12603

EIGHTH:

The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Kamazima M. Lwiza
4 Blackwell Court
Stony Brook NY 11790

NINTH: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code; or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC (501)(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer, of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member,

trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code section 501(h)], or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

TENTH: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of August, 2013.



Kamazima M. Lwiza – Incorporator
4 Blackwell Court
Stony Brook NY 11790

**CERTIFICATE OF INCORPORATION
OF**

KAGERA ASSOCIATION OF NORTH AMERICA (KANA) INC.

Under Section 402 of the Not-for-Profit Corporation Law

**FILED BY:
INFOTAXSQUARE.COM INC
7 DAVID AVENUE
HICKSVILLE, NY 11801**

BY- LAWS
OF
KAGERA ASSOCIATION OF NORTH AMERICA

ARTICLE I

MEMBERSHIP

1.1. FULL MEMBERSHIP

Any person who is at least 18 years or older who shall be from Kagera by birth or descent (or a spouse of such person), who resides in North America or a citizen/permanent resident of a North American country regardless of where he or she lives, and agrees to abide by these By-Laws shall become an active member upon contribution to the Association of such amounts as may be designated from time to time by the Executive committee as the annual membership dues. Active members will be called upon to participate actively in the affairs of the Association.

1.2. ASSOCIATE MEMBERSHIP

Associate membership shall be open to natural persons of 18 years or older who do not qualify for Full Membership, for example, people who have affinity for Kagera for any reason. Associate Membership shall exclude the ability to hold elected office and the right to vote.

Any Associate member who agrees to abide by these By-Laws shall become an active member upon having made his/ her, contribution to the Association in such amounts as may be designated from time to time by the Executive committee as the annual membership dues. Active members will be called upon to participate actively in the affairs of the Association.

1.3. STUDENT MEMBERSHIP

Student membership shall be limited to a natural person 18 years or older as described in 1.1 and 1.2 and is a registered student at a recognized academic institution. Proof of eligibility will be required. Student members shall pay a discounted membership fee that shall be determined, from time to time, by the KANA Executive Committee.

1.3. MEETING OF THE MEMBERS

An Annual meeting of the members for the election of the executive committee and for the transaction of other business shall be held at the beginning of June, but no later than the end of August every year. Time and a place will be designated by the Executive Committee. The annual meeting shall be attended by all members who have fulfilled their obligations as members for the previous fiscal year, and the new members who have registered and paid their membership dues thirty (30) days prior to the annual meeting. If the Executive Committee fails to call an annual meeting, any active member may write (send an electronic mail message) to the Chairperson of the Executive Committee of the Association to request a meeting, and must wait for 14 days to receive a response. The letter should have signatures of at least 10% of active members if total membership is less than 201, or at least 20 active members if total membership is greater than 200, who agrees to call for such a meeting and the attendance of the meeting should be at least one-third of all members. All correspondence with the Chairperson of Executive Committee must be transmitted to all members by electronic mail.

Special meetings of members for any purpose or purposes may be called from time to time by the Executive Committee or the request made, in writing to the Committee by one-third of the active members. The notice for any such meeting shall state the purpose or purposes thereof, and the initiator(s) of the meeting. Emergency meetings of the Executive Committee or members of the Association may be called by electronic communication at any time.

1.4. NOTICE

Written notice of any regular or special meeting(s) of members shall be sent by mail or electronic mail to each active member at least fourteen (14) days but not more than thirty (30) days prior to such meeting.

1.5. VOTING BY MEMBERS

Active members will be entitled to one vote per member on all matters requiring a vote of the membership of the Association. Only active members can serve as proxy. Unless otherwise authorized by the Executive Committee no member can serve as proxy for more than one (1) person. Any vote for the Executive Committee or officers shall be by ballot. The count of ballots will be reported by the Secretary at the meeting.

1.6. QUORUM OF MEMBERS

At all meetings of Members a simple majority (more than 50%) of the active members of the Association present in person or by proxy shall constitute a quorum. When a quorum is once present to begin a meeting, it is not broken by the subsequent absence or removal of members during the meeting. If a quorum shall not be present or represented at any meeting of members, those present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until requisite quorum shall be present.

1.7. MEMBERSHIP BENEFITS

All membership benefits will be in effect after an active member has been in the Association for 12 months or more.

- 1.7.1. An amount of a US \$ 1,000 shall be given to a member who is getting married. The member shall be required to give a 6-month notice prior to the wedding. If both parties are members then the amount will be \$1,500. This benefit will only be granted once, except for widower/widow.
- 1.7.2. A member who has been a college full-time student and has completed at least 20 credits for at least two semesters with a GPA of 3.8 or more (on a 4.0 scale), will receive a scholarship of US \$300 towards his/her tuition. This is a once in lifetime benefit. This scholarship will be paid directly to the school.
- 1.7.3. In the event of death of an active member an amount of US \$ 2,000 will be given to a named beneficiary of the deceased.
- 1.7.4. In the event of death of a member's spouse, child or parent, the bereaved member will be given \$2,000. This amount can be guaranteed by the Association, but will come from a direct contribution by all members. The executive committee, upon advice by the Chairperson and Treasurer, will determine amount of contribution to be paid by each member. If there are several members affected by the same event the Association will contribute \$1,000 in addition to the \$2,000 to a total of \$3,000.
- 1.7.5. If minimum of five full members create a business venture which involves trade between North America and Kagera, the Association will give a grant of \$300 to the group after vetting by the Investment and Development Committee is complete. After six months the company will be profiled on the website of the Association.
- 1.7.6. A group with a minimum of 20 full members investing in Kagera (e.g. factory, clinic/hospital, or school) will receive a one-time \$2,000 grant. The investment will be vetted by the Investment and Development Committee and the Kagera Affairs Committee.

- 1.7.7 The Association will hold an annual 2-day convention at a location to be determined by the Social and Cultural Committee. The convention will be open to anybody who is interested in attending. Members will receive 15% of the advertised ticket price.

ARTICLE II EXECUTIVE COMMITTEE

2.1. POWERS OF THE EXECUTIVE COMMITTEE

Except for such powers as may be delegated by these By-laws to the officers of the Association, the powers of the Association shall be vested in its Executive Committee, and the Executive Committee shall be charged with the management of the affairs of the Association. No individual Executive Committee Member shall have the authority of making statements affecting Association policy to the press or other groups except for such powers as may be delegated by these By-laws to the members of the officers of this Association.

2.2. SIZE OF EXECUTIVE COMMITTEE AND TERM OF OFFICE OF EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Chairperson, the Deputy Chairperson, the Treasurer and his/her deputy, the secretary and his/her deputy and two (2) councilors. All members to serve on the committee shall be active members of the Association. Committee members shall be elected to serve for a period of two (2) years. Each member shall serve until he/she shall be removed or until his/her successor shall be elected. Under no circumstance can member of Executive Committee serve for more than two consecutive terms (4yrs). After being out for one term any member is eligible to serve in the committee again.

2.3. ELECTION OF EXECUTIVE COMMITTEE

The election of the Executive Committee will be conducted solely and voted upon by active members at the initial general meeting and thereafter at an annual meeting every two years. Active members may nominate up to three members to contest for each position on the Executive Committee excluding the deputies and councilors. The deputy for each position will be the runner-up. The councilors will be selected from the top two nominees for the councilor position. Any person so nominated shall give his/her consent to the nomination prior to the election.

2.4. RESIGNATION OF EXECUTIVE COMMITTEE MEMBER

Any Executive Committee Member may resign at any time by giving written notice of such resignation to the Committee, which shall act immediately thereafter.

2.5. VACANCY ON THE EXECUTIVE COMMITTEE

Any vacancy on the Executive Committee may be filled by a majority vote of members then in office even if they constitute less than a quorum. Any member so elected by the Executive Committee shall hold office until the term of his/her predecessor expires.

2.6. MEETING OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet at least six (6) times each year through teleconferences or at places designated by the Executive Committee. Special meetings of the Committee may be called by the Chairperson or at the request of any four (4) members of the Executive Committee. Notice of special meetings shall be given at least fourteen (14), but not more than thirty (30) days prior to such meeting. Emergency meetings of the Executive Committee may be called by the Chairperson by electronic communication at any time as he/she deems fit and necessary. At least 3 times a year must be face to face. A member in attendance at a meeting by electronic communication pursuant to which he may be heard by, and may hear all of the other members, shall be deemed to be present in person and may vote on all matters presented at the meeting. A majority of the members present in person or by electronic communication shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee may designate times and places of regular meetings, and upon such designation such meetings shall be deemed duly called with or without the giving of notice.

If at any meeting of the Executive Committee a quorum shall not be present, the members present at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members constituting a quorum shall be present.

All Executive Committee Meetings shall be conducted in closed sessions.

2.7. REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE

With the exception of the Chairperson, any member of the Executive Committee may be removed from office by the affirmative vote of a quorum of Executive Committee members present at a regular or special meeting, for conduct detrimental to the interest of the Association, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for being absent for three (3) consecutive meetings of the Executive Committee without justifiable cause. Any such member proposed to be removed from office shall be entitled to written notice of proposed action mailed fourteen (14) days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

2.8. QUORUM OF THE EXECUTIVE COMMITTEE

Simple majority of the members of the Executive Committee shall constitute a quorum.

2.9. DUTIES OF THE CHAIRPERSON

The Chairperson of the Association shall have all powers and shall perform all duties commonly incident to and vested in the office of Chairperson of an Association, including but not limited to being the chief executive officer of the Association, preparing the agenda for the Annual Meeting at which he or she presides, and having general knowledge of and responsibility for supervision of the business of the Association. The Chairperson of the Association shall also have the following specific powers:

- (a) The Chairperson calls and presides at all meetings of the Association including meetings of the Executive Committee.
- (b) Assumes the function of chief spokesperson of the Association.
- (c) Represents the Association to conferences and public forums.
- (d) Coordinates the Association's public relations activities in consultation with the Executive Committee members.
- (e) Calls emergency meetings of the Executive Committee when he/she deems it fit and necessary.

- (f) The Chairperson shall appoint chairpersons for standing committees and sub-committees as may be required by these By-laws and shall be an ex-officio member without vote of all committees, unless otherwise specified in these By-laws.
- (g) The Chairperson with the approval of other Executive Committee members, shall have the power to suspend the activities of any Standing Committee or to leave the chair of any Standing Committee vacant for the duration of his/her term of office.
- (h) The Chairperson shall have the power to appoint special or ad-hoc committees as may be required.
- (i) The Chairperson shall also perform such other duties as other members of the Executive Committee may from time to time designate.

2.10. DUTIES OF THE DEPUTY CHAIRPERSON

The deputy Chairperson will assist the Chairperson on all matters of the Association, and execute the duties of the Chairperson in his/her absence.

2.11. DUTIES OF THE SECRETARY AND DEPUTY SECRETARY

The Secretary shall attend all meetings of the Executive Committee, any standing committee and all meetings of the members and record all proceedings of the meetings of the members in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal of the Association and he/she shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature. In the absence of the Secretary, the deputy Secretary shall perform all the duties pertaining.

The Executive Committee may give general authority to any other officer(s) to affix the seal of the Association and to attest the affixing by his or her signature. In addition to keeping accurate minutes of the proceedings of the members, Executive Committee, and committees of the Executive Committee, the Secretary shall keep at the principal office of the Association a record of the names, addresses and telephone numbers of the members of the Association entitled to vote. Such information (addresses and members telephone numbers) shall at all times be kept and used specifically for the Association's activities and treated as confidential by all members of the Executive Committee.

2.12. DUTIES OF THE TREASURER AND DEPUTY TREASURER

The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and disbursements, and shall keep correct and complete books and records of accounts. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee. The Treasurer shall render to the Chairperson, Executive Committee and the Budget and Finance Committee at their regular meetings, or when the Executive Committee or Budget and Finance Committee so require, an account of all transactions and of the financial conditions of the Association. The Treasurer shall prepare and present semi-annually (every 6 months) a Statement of Changes in Fund Balance (Income Statement) and a Statement of Assets, Liabilities and Fund Balance (Balance Sheet), which will also be posted on the World Wide Web site of the Association. In the absence of the Treasurer, the Deputy Treasurer shall perform all the duties pertaining.

2.13. VACANCIES

In case any office of the Association becomes vacant by any cause, with the exception of the Chairperson, the majority of the Executive Committee then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his/her successor.

2.14. REMOVAL OF AN OFFICER

Any officer elected or appointed by the Executive Committee may be removed from office by the affirmative vote of the majority of the Executive Committee at any regular or special meeting of the Committee for that purpose, for any cause detrimental to the interest of the Association, for refusal to render reasonable assistance in carrying out its purposes, or for failing to perform duties of the office to which he/she was elected. Any officer proposed to be removed shall be entitled to at least fourteen-day notice in writing sent by mail of the meeting of the Executive Committee at which such removal is to be voted upon and shall be entitled to appear before the Executive Committee and be heard at such meeting.

2.15. COMPENSATION OF OFFICERS

No dividends shall be paid and no part of the income of the Association shall be distributed to the Members. However, the Association may pay compensation in a reasonable amount that may be determined by the Executive Committee and approved by members at the general meeting.

ARTICLE III STANDING COMMITTEES

The Executive Committee shall have the power to increase or decrease the number of Standing Committees as it sees fit. An active member may serve in more than one committee. The present Standing Committees are: (i) Education Committee, (ii) Social and Cultural Committee, (iii) Budget and Finance Committee, (iv) Communications Committee, (v) Investment and Development Committee, (vi) Kagera Affairs Committee.

3.1. EDUCATION COMMITTEE

The Education Committee shall consist of no fewer than four (4) members. It will be charged with planning, organizing and carrying out all educational activities and other forums for enrichment of the Association's membership. For example, the Committee will coordinate workshops/seminar on investment, insurance, financial literacy, real estate, small business, etc. It may request members with specific skills to make presentations or seek external experts to present. This Committee may coordinate its plans and activities closely with those of the Social and Cultural Committee.

3.2. SOCIAL AND CULTURAL COMMITTEE

The Social and Cultural Committee shall consist of no fewer than four (4) members. The Committee will be charged with planning, organizing, and carrying out all social and cultural activities for the enrichment of the membership and the community. This Committee may coordinate its plans and activities closely with those of the Education and Budget and Finance Committees.

3.3. BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee shall consist of no fewer than three (3) members. The Treasurer shall serve as the Chairperson of this committee. The committee shall be responsible for fund raising and all financial matters affecting the Association. The committee shall authorize all withdrawal and uses of Association's Funds. Every year the committee shall set the membership fee, application fee for dropped members (see 5.1(c)), and surcharge amount for bounced checks. The committee shall prepare all the recommendations for the Executive Committee and it shall work closely with all other committees especially in matters involving finances.

3.4. COMMUNICATIONS COMMITTEE

The Communications Committee shall consist of no fewer than three (3) members. This Committee shall be responsible for maintaining the World Wide Web site of the Association, editing, publishing, and distributing the Association's newsletter and all other communications to the membership, other individuals and organizations that have working relationships with the Kagera Association of North America, as well as publicizing the aims and objectives of the Association.

3.5. INVESTMENT AND DEVELOPMENT COMMITTEE

The Investment and Development Committee shall consist of no fewer than three (3) members. This committee shall be responsible for developing and implementing investment strategies for the community and, building and enhancing relationship and partnerships with other organizations. The committee shall prepare all the recommendations for the Executive Committee and shall work closely will all other committees.

3.6. KAGERA AFFAIRS COMMITTEE

The Kagera Affairs Committee shall consist of no fewer than three (3) members. This committee shall be responsible for developing and implementing investment strategies for the Kagera diaspora in Kagera, and establish links and partnerships with local businesses in Kagera. The committee shall also be responsible for creating philanthropic activities in Kagera region. The committee shall prepare all the recommendations for the Executive Committee and shall work closely will all other committees.

3.7. APPOINTMENT OF COMMITTEE MEMBERS

The Chairperson of the Association, with the approval of the Executive Committee, shall appoint such committees and task forces as shall be prescribed by the Executive Committee from time to time. Members of each Committee will appoint their chairperson. The Chairperson of the Association shall be empowered to remove any chairperson of any committee for failure to perform his/her duties to the satisfaction of the Chairperson of the Association.

3.6. TERMS OF OFFICE

Terms of office for chairpersons and members of the Standing Committees shall be for two years, with a maximum of two consecutive terms. However, even after two consecutive terms a member eligible to serve on a committee other than they completed term of.

3.7. MEETINGS OF STANDING COMMITTEES

Unless other-wise provided by the Executive Committee upon designation of a committee, each committee designated shall operate under the rules set forth in this paragraph. Meetings shall be called by the chairperson of the committee, the Chairperson of the Association, or any member of the committee and may be held upon 48-hour notice, emailed or written notice delivered by hand, or upon other written notice given not less than fourteen (14), but not more than thirty (30) days, prior to such meeting.

ARTICLE IV FINANCIAL ADMINISTRATION

4.1. All checks or demands for money shall be co-signed by the Chairperson of the Budget and Finance Committee and the Treasurer.

4.2. All funds of the Association shall be deposited in a bank or banks designated by the Executive Committee.

4.3. The Executive Committee shall annually designate and direct the officers to engage an independent public accountant to audit the accounts of the Association.

4.4. The fiscal year of the Association shall be from January 1 to December 31 of each year.

ARTICLE V D U E S

5.1. Dues for membership in the Association shall be determined once during each calendar year by members at the annual general meeting and shall be payable upon application for membership and thereafter on a six-monthly basis. Emergency contributions shall be considered due when called upon. All dues are non-refundable.

- a. Dues shall be considered past due thirty (30) days after the end of January and July. Member's rights and privileges as described in these By-laws shall be denied any member whose dues are delinquent. A member whose dues are delinquent shall be granted a grace period of three months. The membership will be restored upon payment of all past dues plus a penalty of a \$5.00 per month. The Treasurer may recommend that a member whose dues are delinquent be dropped from membership, and a majority vote of the Executive Committee shall be required to confirm such action.
- b. Bounced checks will carry a surcharge that will be annually determined by the Budget and Finance Committee.
- c. A dropped member can be reinstated by paying an rejoining fee that will be annually determined by the Budget and Finance Committee.

ARTICLE VI MISCELLANEOUS

6.1. NOTICES

Unless otherwise indicated herein, when notices are required to be given, they shall be in writing and shall be given by email or first class mail, postage paid, addressed to the party to be notified at the last address shown for such party on the books and records of the Association or shall be hand delivered to such party at such address. Written notices required hereunder shall be deemed to have been given when mailed or in the case of hand delivery, when delivered.

6.2. RECORD DATES

Where notice is required to be given to members, it shall be given as may be designated by the person giving such notice to the members who are members of record as of a date certain not more than thirty (30) days prior to the date the notice is given. No notice must be given to any member who is not member as of such date certain.

6.3. INSPECTION OF BOOKS AND RECORDS

The books and records of the Association shall be available for inspection by any Active member, or his agent or attorney, for any proper purpose by giving five-day notice.

**ARTICLE VII
INDEMNITY FOR THE EXECUTIVE COMMITTEE AND OFFICERS**

7.1. INDEMNIFICATION

This Association shall indemnify any person who was or is a party threatened, to be made a party to any threatening, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact such person is, or was a member of the Executive Committee this Association against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably expected to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, the act was in the capacity of authorized service to the Association.

**ARTICLE VIII
AMENDMENTS**

8.1. POWER TO AMEND BY-LAWS

These By-laws may be amended at any time by a majority vote of the Executive Committee then in office, provided, however, that any amendment that alters or affects the right of the members to elect, or remove, the Executive Committee, or any one of them, shall require the approval of a majority of the Active members.

This Twenty Ninth day of September, Two Thousand and Thirteen

Wilhelmina Mujunangoma
Chairperson

Henry Stambuli
Secretary