

# **BYLAWS**



“One People, One Nation”

**ASSOCIATION OF ANGOLANS IN GEORGIA (ASSANGA)**

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## VISION

Our vision is to cultivate and sustain the culture of Angola and create an environment where members thrive.

## MISSION

The mission of ASSANGA is to promote educational opportunities, professional development, societal and business initiatives, as well as to develop programs for healthcare, humanitarian aid, and cultural awareness.

## MOTTO

"One People, One Nation"

Inspired by the Angolan National Anthem, this motto conveys the idea of unity, emphasizing that despite differences, everyone belongs to the same community and shares a common identity as part of one nation.

## PREAMBLE

We, the citizens and descendants of the Republic of Angola residing in the State of Georgia (USA), do hereby ordain and establish the following as the Constitution and Bylaws to govern ourselves and our affairs. The following Bylaws shall be subject to and governed by the Non-Profit Corporation Act of Georgia and the Articles of Incorporation of the ASSOCIATION OF ANGOLANS IN GEORGIA. In the event of a direct conflict between the provisions contained herein of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Georgia, said Non-Profit Corporation Act shall prevail as the controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, these Bylaws shall prevail as the controlling document.

## ARTICLE 1: NAME, COLORS, OFFICE, AND PURPOSE

### Section 1: Name

The legal name of the Non-Profit Corporation shall be known as ASSOCIATION OF ANGOLANS IN GEORGIA (ASSANGA), hereinafter referred to as the "Corporation" or "ASSANGA."

### Section 2: Colors

The colors of the Corporation shall be red, black, and yellow, reflecting the national colors of the Republic of Angola.

### Section 3: Offices

- a. The principal office of the Corporation shall be determined by the Executive Office with the approval of the Board of Directors and may be located within the greater metro area of Atlanta, Georgia.
- b. The Corporation may also maintain an official United States Post Office box in the State of Georgia as a mailing address.
- c. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

### Section 4: Statement of Purpose

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code and shall be operated exclusively for charitable purposes. These purposes include, but are not limited to:

- Cultivating and promoting the culture of Angola and Africa.
- Providing social support services to members and the public at large.
- Developing and promoting projects/initiatives for community empowerment.
- Affiliation with other groups: Seeking and maintaining active affiliation with local, national, or international nonprofit charitable organizations whose objectives are consistent with those of ASSANGA.

- Providing and promoting personal and professional networking opportunities for members.
- Providing opportunities for and encouraging community engagement through service to the local community and the community at large.
- Promoting educational opportunities and professional development for members.
- Developing programs for health awareness, financial empowerment, cultural awareness, and spiritual awareness for members.
- Designing programs for leadership development for members.
- Engaging in any other constructive undertakings that help advance the well-being of members.
- Providing opportunities for senior citizens to become actively involved in physical and educational programs.
- Engaging in any other legal undertakings within the confines of IRS 501(c)(3) nonprofit organization regulations.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Georgia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

## ARTICLE 2: MEMBERSHIP

### Section 1: Membership Status and Requirements

Members herein shall mean and refer to individuals born in Angola, born to or adopted by Angolan parents, and married to Angolans. Additionally, Angolans or any other individual who supports the purpose statement in Article II and the Corporation Mission Statement, and who is at least 18 years old and a resident of the State of Georgia. Membership is extended to these individuals without regard to race, color, sexual orientation, gender identity, ethnicity or national origin, religion, age, genetic information, disability, or veteran status.

1. All members shall be at least eighteen (18) years of age.
2. Any eligible individual who desires to become a member of the Corporation must register by completing an application and demonstrate 30 days of residency in the State of Georgia.
3. Individual membership begins when a member has met financial and other obligations to the Corporation.
4. Membership dues and initial registration fees shall be prescribed by the Executive Office at the beginning of their term and shall remain the same until the end of their term or otherwise adjusted by the Board of Directors.
5. A member shall be declared inactive upon failure to pay membership dues for three (3) consecutive months. An inactive member shall not be entitled to any membership benefits, including voting or running for office. An inactive member may reactivate membership by payment of all past dues plus a reactivation fine, to be determined by the Executive Office at the beginning of their term, which does not include the month of reactivation.
6. Members who have paid their dues and attended at least fifty percent (50%) of general meetings in a fiscal year will be eligible to participate in elections and vote on matters of importance to the Corporation.
7. All members shall participate fully in the affairs of the Corporation and shall refrain from any action that may bring the Corporation into disrepute.
8. The Corporation shall have the right to take disciplinary measures against any member for contravening any section of this Constitution and/or ethics policies developed by the Board of Directors, after proper investigation. The member to be disciplined shall have the right to be heard and plead their case at a scheduled hearing within a reasonable time prior to issuance of final disciplinary actions, including but not limited to fines, suspension, or expulsion from activities of the Corporation.

## Section 2: Classes

The Corporation's membership shall consist of three classes: Voting, Non-voting, and Honorary Members.

### Section 2B: Active/Voting

An Active/Voting member is a REGISTERED individual who has attended at least two conservative monthly meetings, is current on all monthly dues from the date of becoming a member of the Corporation on or before the date of any and all elections, and is in good standing regarding conduct in the Corporation. Active/Voting Members shall be entitled to (a) One (1) vote on each matter voted on at a meeting of members, and (b) be individuals who have met the provisions of Article 2, Section 1.

### Section 2C: Non-Voting Member

A Non-Voting Member is a REGISTERED individual who meets ALL other qualifications of Article 2, Section 1B but is NOT current on their financial obligations (Dues).

### Section 2D: Honorary Member

An Honorary Member is an individual who provides financial support to the Corporation but does not attend monthly meetings. An individual who would otherwise not be eligible as a Voting Member but who shares the organization's Vision and Mission. Honorary membership shall remain purely ceremonial, and privileges accruing to it shall exclude the right to vote or hold any office in ASSANGA. The Executive Director of ASSANGA shall have the power, with the concurrence of the Executive Committee and the Board of Directors, to bestow honorary membership.

## Section 3: Dues

The amount of the annual dues shall be \$60 (\$5 per month). The amount of the annual dues for each successive year shall be established by the Board of Directors and approved by the general body of ASSANGA at the end of the year general meeting and will be paid in such a manner as directed by the Board of Directors and/or the organization's financial policy. A member's liability for dues shall commence on the date of approval of membership. No member shall have the right to vote until the member's dues shall have been paid-in-full.

## Section 4: Application for Membership

Application for membership shall be submitted in writing to the Membership Director with that month's due payment to be approved.

### Section 5: Termination and Suspension

A membership may be terminated or suspended by the Board of Directors for conduct prejudicial to the welfare of the Corporation or its members. A membership may be terminated if any member is found in possession of any form of weapon (gun, knife) that puts members' lives at risk. Additionally, any member who provokes a fight for a second time will be terminated from the Corporation.

- a. The Executive Office shall investigate allegations against members and recommend the appropriate disciplinary action to the Board of Directors.
- b. The Board of Directors shall then approve and confirm the final disciplinary action and communicate its resolution to the General Assembly.

### Section 6: Voting Rights

Only Active/Voting Members of the Corporation in good standing, as defined above, shall be entitled to vote.

## ARTICLE - 3— MEETINGS

Section 1. Annual Meeting. The annual meeting shall be held in December for transacting business such as Presidential annual report and other business brought before the general body. Whereas, the election year annual meeting of the general body shall be held in November for the purpose of electing Executive Directors and Board of Directors and for transacting business such as:

- a) Board of Directors annual report,
  - b) Strategic plan development and adoption,
  - c) Approval of annual operating budget.
  - d) Approval of constitutional amendments, and such other business as may be properly brought before the meeting
- Section 3: Emergency Meetings.

Shall be held when necessary. The Secretary shall notify the General Assembly of the time, place, and purpose of such meetings.



### Section 1A: Transitional Period

December of the transitional period of Executive Director, the outgoing Chief Executive, Director of Administration, and the Director of Finance must provide the following report and present it at the general meeting to the outgoing leadership. A) The corporation folder with the following documents: a) financial report for the past two years, b) Minutes for the past two years, c) a profit and lost statement showing the net worth of the Corporation, d) the current 501 (c) (3) statement, e) business license for the Corporation, f) Corporation Seal if applicable, g) United State Post Office Mailbox key, Bank Statements for the past two years, h) Website login and rights to the hosting agent and site, and all other documents not listed that may apply.

### Section 1B: Notice of Meeting

Written notice stating the date, time and place of the meeting shall be given not less than ten (10) or if notice is mailed by other than first class, registered or certified mail., no fewer than thirty (30) nor more than sixty (60) days before the date of any members' meeting, either by personal delivery, or by telegraphy, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary, or other person calling the meeting, to each member entitled to vote at such meeting, provided that such notice must be given to all members with respect to any meeting at which a merger is to be considered and in such other instances as required by law. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Corporation, with postage thereon prepaid.

### Section 2: Members' List

Before each meeting of members. The Secretary of the Corporation shall prepare an alphabetical list of the names of all its members entitled to notice of such meeting. The list shall show the address of each member entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis as and be part of the list of members. The list shall be kept on file at the principal office of the Corporation, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two (2) business days after notice of the meeting is given and continuing through the meeting and shall be available for inspection by any member for the purpose of communication with other members concerning the meeting. The list shall also be available at the meeting and shall be subject to inspection buy any member, personally or by or with his representative, at any time during the meeting or any adjournment thereof.

### Section 1A: Meeting Decorum

The Executive Director shall preside over all meetings with the exception, of Legislative meetings. The Executive Director may designate any other member of the Executive Leadership team to preside over any such meetings in his/her absence. All scheduled meetings shall commence no later than Fifteen (15) Minutes after the scheduled time, except in case of Inclement weather conditions that the time may be adjusted. Members of the Audience. No member present at the meeting shall engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet or other acts which disturb, disrupt or otherwise impede the orderly conduct of any Council meeting. Any person who conducts himself in the aforementioned manner shall, at the discretion of the presiding officer or a majority of the Council, be barred from further audience before the Conflict Resolution Committee during that meeting. Any member in violation of Article 2, Section 4 is considered disruption of the meeting. The Corporation has a zero tolerance of any weapon and fighting at any meeting of the Corporation. Therefore, any member who brings into the meeting and threatens any member with his or her weapon, any officers and member of the Corporation may call a law-abiding officer (police) for further investigation.

### Section 2: Regular Monthly Meeting

The Regular monthly meeting shall be held on the second Sunday of each month.

### Section 3: Special Meeting

A Special meeting of the Member for any other purpose may be called by the Executive Director or, in his/her absence, by the Assistant Executive Direction. Special Meetings shall also be called upon by the Board of Directors or by a written request by 1/3 of the voting memberships. Any such request must be submitted to the Director for Administration at least 10 days before such meeting. The Director for Administration shall submit such request to the Executive Director who shall then call the meeting with the advice and consent of the Board.

### Section 4: Place of Meetings

Meetings of the Members may be held at the principal office of the Corporation or at such other place within the State of Georgia, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at a prior meeting.

### Section 5: Notice of Meetings

The Director for Administration shall give notice of meetings by mail, email, and or public service announcement to all Members of the organization at least 10 days before the meeting. viii

### Section 6: Quorum

A Quorum shall constitute three members of the Executive Committee including the Executive Director and Director of Admission. Ten (10%) of the votes entitle to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter. Simple majority of Voting members (as per Article 2, Section 1B) present at a duly called General Assembly meeting, a special called meeting or Legislative meeting shall constitute a quorum.

### Section 7: Voting

Subject to the provisions of the articles of incorporation, each member entitled to vote shall be entitled to one vote on each matter voted on at a meeting of members. Except in the election of directors, if a quorum is present, the affirmative vote of a majority of the votes cast is the act of the members, unless a greater vote is required by law or the articles of incorporation.

### Section 8: General Body Meeting

1. Shall be held quarterly on the Second Sunday of each quarter (March, June, September, December) at a place and time to be decided by the Executive Office.
2. Shall proceed only when at least ten members are present.
3. Shall be limited to a maximum of two hours.

### Section 9: Committee Meeting

Shall be called by the Chairpersons of the respective committees, if the need arises. All committee members shall be expected to attend. Any members tardy more than twice or absent more than three times without any legitimate reason may be removed from the committee.

## ARTICLE 4: OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall consist of a Chair and members of the of the Board of Directors and an Executive Director, Assistant Director, Director for Administration, and Director of Finance.

## ARTICLE 4.1: BOARD OF DIRECTORS

### Section 1: General Powers.

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Georgia. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. Key responsibilities include but are not limited to:

- Defining, evaluating, and monitoring the long-term strategy of the Organization.
- Evaluating and approving annual budgets and financial reports.
- Reviewing and approving major capital allocations and expenditures and major transactions.
- Understanding the Organization's risk profile and reviewing and overseeing risk management.
- Ensuring compliance with all applicable laws, regulations, policies, and ethical standards.
- Support the Executive Office in acquiring financial and in-kind resources.
- Fundraising

### Section 2: Number, Term , Qualifications and Leadership Alignment

- **Number:** The Board shall comprise of a maximum of 7 members, but no fewer than three (3) members. The number of Board members may be increased beyond 7 members by the affirmative vote of a simple majority of the General Assembly at an Annual General Meeting of the Corporation. A Board member need not be a resident of the State of Georgia.
- **Term:** Board members shall serve a Two (2) Three (3) years term. A Board Member shall serve no more than Two (2) consecutive terms of three (3) years each without an intervening (Cool off) period of at least one (1) year before seeking reelection. Additionally, in the event a Board Member is completing a previous board member's term, such term shall be considered a 1<sup>st</sup> year term.
- **Qualification:** To qualify to contest a Board's position, a member must be age 18 and older and must have been a Voting Member of ASSANGA for at least One (1) year and attended monthly meetings at least 75% of the time, and be current of their annual dues in addition to other clauses of Article V.

- Leadership Alignment: the roles of Chair, Vice Chair, and Secretary on the Board of Directors will be held by the President, Vice-President, and Secretary of the executive leadership team, respectively. By doing so, it ensures that there's smooth collaboration and communication between the board and the executive leadership. This setup is crucial for maintaining efficient governance and ensuring that strategic decisions are made in alignment with the organization's goals and objectives.

#### Section 3: Powers and Duties.

- Receiving the annual operating budget from the Executive Director by the January General Body Meeting
- Submitting to the General Body at the General Meeting in February the annual operating budget.
- Establishing and reviewing board policies governing the Corporation and its operations;
- Not permitting any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual.
- From time to time appointing, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.
- Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- Establishing and supervising adequate accounting and financial procedures; and
- Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes.

#### Section 4. Election of Board of Directors.

Members of the Board of Directors shall be elected by the VOTING members of ASSANGA subject to these ByLaws and Elections Guidelines. However, where there is a conflict between the ByLaws and Elections Guidelines, the By-Laws shall take precedent

#### Section 5: Compensation.

Consistent with Form 1023 application filed with the Internal Revenue Service, Board members shall not be entitled to any form of compensation. However, if a Board member incurs an expense that has been pre- approved by the Board of Directors while performing the duties of the Board, such expense shall be reimbursed subject to the Board's annual budgetary allotment as stipulated in the Organization's annual operating budget.

Section 6: Term of Board.

Board members shall be a term of three (3) years. No person shall serve more than two (2) consecutive terms. No person shall serve more than six (6) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

Section 7: Resignation, Vacancies, Absences, Removal, and Meetings.

Resignation Any member or officer of the board may resign at any time by giving a written or oral notice to the Chairman of the Board of Directors. The Chairman of the Board shall immediately inform remaining Board members and the Executive Director in writing about x such vacancies within 10 business day of such resignation. The Executive Director shall then inform the General Body about the vacant board position at the next General assembly meetings.

**Vacancies.** Any vacancy occurring on the Board of Directors by reason of resignation, removal, death or otherwise, shall be filled by a special election to be held within 60 days of the vacancy. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Absences.** If a Board Member fails to attend three (3) consecutive scheduled (Board) meetings without a valid excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board. However, for the board member's absence to be deemed as a tender of his or her resignation; the Chairman of the Board or designee MUST have communicated in writing with such board member informing him/her about the continued invalid absence. If the board member in question ignores or does not respond to the written communication, the Board in session shall deem the Board Member's absence as a tender of his or her resignation and take a vote of No CONFIDENCE in the ability of such board.

**Removal.** A Board Member may be removed from office for acts disreputable (not considered to be respectable in character or appearance) of a board member, not maintaining financial obligations to the Corporation, missing three (3) consecutive Board without written notice or a vote of no confidence from the remaining board members then in office. The attempted removal for disreputable acts shall be voted upon at the next scheduled monthly general meeting if the acts occurred at least ten (10) days before said meeting. A simple majority vote by Voting Members is required. In the event a director who is removed is an officer, the remaining board members shall convene and select a new officer by a majority vote of board members after the new member is added. However, in any case, the vacant board position shall be filled by a special election by the voting members of the organization. All Board members are expected to attend all Board meetings and the Annual Meeting. A former board member who gets elected to the Board shall be allowed to contest the leadership of the board including but not limited to, Chair, Co-Chair, or Secretary.

**Meetings.** The Board shall meet at the end of each quarter and present a high-level update to the general membership of the Organization. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any four (4) regular Board members may call a special meeting of the Board with 10 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

**Minutes** The Secretary shall be responsible for the recording of all minutes of each meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

Action by Written Consent Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

**Quorum.** At each meeting of the Board of Directors or Board Committees, the presence of 4 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote result in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting Each Board member shall only have one vote.

## Board of Directors Roles and Responsibilities

### Section 1. Chair of the Board of Directors.

The Chair of the Board of Directors shall serve as the leader of the Board and shall preside over meetings of the Board of Directors and shall have such other authority and perform such other duties in keeping with the Articles of Incorporations, Bylaws, and the Board's Governance Policy.

### Section 2. Vice-Chair of the Board of Directors.

The Vice-Chair of the Board of Directors shall exercise the powers of the Chair of the Board of Directors during the Chair's absence or inability to act. Any action taken by the Vice-Chair in the performance of the duties of the Chair, shall be presumptive evidence of the absence or inability of the Chair to act. The Vice-Chair shall have such other powers and perform such other duties as may be assigned by the Chair of the Board of Directors.

### Section 3. Secretary of the Board of Directors.

The Secretary of the Board of Directors shall be the custodian of records, prepare materials, organize meetings, and record all minutes of the Board.

## ARTICLE 4.2: EXECUTIVE LEADERSHIP

### Section 1. Executive Director (ED or President).

The Executive Director shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control the affairs of the Corporation in accordance with these by-laws.

The Executive Director shall sign, with the Secretary, and/or Treasurer/any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. No Officer or the Board of Directors shall delegate the functions of the Executive Director, except in the absence or unavailability of the Executive Director and the Assistant Executive Director. The Executive Director shall be a signatory to the organization's bank accounts. The Executive Director/CEO must ensure the Treasurer and the Financial Team provide a hard copy of the Corporation monthly, quarterly, and annual financial reports to the General Body. Additionally, the Executive Director/CEO is RESPONSIBLY to provide any and all financial reports for internal and external audits.



## Section 2. Assistant Executive Director (or Vice-President).

In the absence of the Assistant Executive Director or in the event of his or her inability or refusal to act or death, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Executive Directors, and when so acting shall have all the powers of and subject to all the restrictions upon the Executive Director. The Assistant Executive Director shall have such other powers and perform such other duties as may be assigned by the Board of Directors from time to time. No Officer including the Board of Directors shall delegate the functions of the Assistant Executive Director unless the Assistant Executive Director is either absent or unavailable. The Vice President if a member of the Finance Committee.

## Section 3. Director for Administration (or Secretary).

The Director for Administration shall keep accurate records of the acts and proceedings of all meetings, except the meetings of the Board of Directors, and shall give all notices required by law and these By-laws. The Director for Administration shall have general charge of the corporate books and records (Minutes, Financial Records, Annual Tax returns, and Internal & External Audits) and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Director for Administration shall sign such instruments that may require the signature of the Secretary and in general, shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Executive Director or by the Board of Directors. No Officer including the Board of Directors shall delegate the functions of the Director for Administrations unless the same is either absent or unavailable. The Director for Administration shall be a third (3rd) signatory to the organization's bank accounts and shall sign checks in the event the Executive Director or Director of Finance is absent or unavailable. Hence perform duties as specified in Article 4.2, Section 1. The Director for Administration is the Ex-Officio of the Membership Committee.

## Section 4. Director for Finance (or Treasurer).

The Director of Finance shall: (i) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; (ii) maintain appropriate accounting records as required by law; (iii) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year and a statement of operations for that year, which statements, or a written notice of their availability, shall be mailed to each member within 120 days after the end of such fiscal year; and (iv) in general perform all of the duties incident to the office of Director of Finance and such other duties as from time to time may be prescribed by the President or by the Board of Directors. The Treasurer is the ExOfficio of the Finance Committee.

#### Section 5. Financial Secretary.

In the absence of the Director of Finance or in the event of his or her death, inability or refusal to act, the Financial Secretary in the order of their length of Service as Financial Secretary unless otherwise determined by the Board of Directors, shall perform the duties of the Financial Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Financial Secretary. They shall perform such other duties as may be prescribed by the Financial Secretary, the Executive

#### Section 6. Spokesperson.

The Spokesperson shall be the official representative and communicator of the Corporation to the public, media, and other external entities. They will serve as the primary point of contact for inquiries, statements, and press releases on behalf of the organization. The Spokesperson shall work closely with the Executive Director and the Board of Directors to ensure alignment with the organization's mission, values, and strategic objectives in all communications. Additionally, the Spokesperson may be tasked with developing and implementing communication strategies to enhance the organization's visibility and reputation. The Spokesperson shall perform all duties incident to the office of Spokesperson and such other duties as may be assigned by the Executive Director or the Board of Directors.

#### Section 7. Chaplain.

The Chaplain is the religious arm of the organizational and shall provide religious guidance for the organization. The Chaplain is the Ex-Officio of the Outreach Committee.

#### Section 8. Parliamentarian.

The President may appoint the Parliamentarian of the Corporation. The Parliamentarian shall ensure a perfect DE quorum during all meetings.

Elections, Term of office, Resignation, Vacancies, Absences, and Removal of Executive Leadership member

#### Section 1. Election.

The Executive Director, Assistant Executive Director, Director for Administration, and Director for Finance; shall be elected by a majority vote of voting members and shall serve a term of 2-years each. An Officer under this Article shall serve no more than two (2) consecutive terms of 2 years each with an intervening (Cool off) period of at least two (2) years after their two (2) consecutive terms before seeking reelection. However, if such officer is completing the first (1st ) term of another Executive Director, such completion shall be deemed as a first (1st) full term.

#### Section 2. Term of office.

An Officer under this Article shall serve no more than two (2) consecutive terms of two (2) years each with an intervening (cool off) period as aforementioned.

### Section 3. Resignation.

An officer under this Article may resign at any time by communicating such resignation to the Executive Director. The Executive Director shall then notify the Board of Directors immediately in writing about such vacancies within 10 business day of such resignation. The Executive Director shall then inform the General Body about the vacant board position. A resignation is effective as at the date of the tender of resignation unless it specifies an effective date. In the event an Executive Director is the officer resigning, such resignation shall be submitted to the Board of Directors directly.

### Section 4. Vacancies.

Vacancies among the officers may be temporarily filled in consonance of the Board of Directors, by the Executive Director prior to a special elections within 60 days of such vacancy.

### Section 5. Absences.

If an Officer under this Article fails to attend three (3) consecutive scheduled meetings without a valid excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation. However, for the Officer's absence to be deemed as a tender of his or her resignation; the Executive Director or designee MUST have communicated in writing with said Officer informing him/her about the continued invalid absence of three (3) consecutive meetings. If the Officer in question ignores or does not respond to the written communication, the Executive Director shall deem the Officer's absence as a tender of his or her resignation.

### Section 6. Removal.

An Officer under this Article shall be removed from office for acts unbecoming or disreputable (not considered to be respectable in character or appearance) of an officer, not maintaining an active voting membership privilege, missing three (3) consecutive meetings without written notice. Any Officer who does not fulfil his or her duties will be given three notices. First a verbal notice, second a written notice and complained given to the Board of Directors for review. Finally, that officer will be released of his or her positions and replaced by the Executive Director. The removal for unbecoming or disreputable acts shall be voted upon at the next scheduled monthly General body meeting if the acts occurred at least Ten (10) days before said meeting. A simple majority vote by Voting Members is required. However, in any case, the vacant Officer's position shall be filled by a special election by the voting members of ASSANGA within 60 days.

#### Section 7: Expectations.

All Executive Leaders shall:

- a. Be at least a high school graduate or its equivalent.
- b. Be an active member in good standing with proven leadership qualities in terms of ability, character, and temperament.
- c. Be a member in good standing for at least two (2) years preceding election to the respective office.
- d. Possess legal status to live and work in the United States.
- e. Have the requisite skills to carry out the duties of the specific office.

It is expected that all officers will serve with the highest degree of effectiveness, competence, and integrity. As representatives of the Corporation, officers should always behave in a professional manner, and refrain from any action(s) that might bring embarrassment and discredit to the Corporation.

### ARTICLE 4.3: GENERAL ASSEMBLY

#### Section 1: General Powers.

The General Assembly (General Body) also referred to as the Voting Members, shall have all rights to vote on Legislative, General Assembly (General Body), and Special called agenda items that require a vote. The Board of Directors shall be answerable to the General Assembly (General Body) and the General Assembly (General Body) shall have the powers to suspend and impeach Executive Committee members and Board of Director for any of the reasons specified below:

- Gross insubordination
- Acts unbecoming of a leader
- Failure to pay monthly/annual dues
- Failure to attend monthly and Legislative meetings consistently
- Failure to perform the duties of the office held • Any unethical behaviors.

## ARTICLE 4.4: COUNCIL OF PRESIDENTS

### Section 1: Function.

The Council of Presidents shall comprise of the heads of Angolan county organizations/associations in Georgia and shall be headed by the Executive Director of the Corporation. The Council shall function exclusively in an advisory role with no policy, decision-making powers or collective voting rights.

The Council may provide recommendations, feedback, and input on matters of the Corporation which are of importance to their individual organizations. Meetings of the Council shall be called by the Executive Director or a simple majority of members.

## ARTICLE 5: APPOINTED OF STANDING COMMITTEES

### Section 1: Standing Committees.

The following Standing Committees shall be appointed by the Executive Director in concert (but not absolutely) with the full Executive Leadership. However, the Executive Director shall submit the names of a Standing Committee to the Board of Directors for CONFIRMATION. The Executive Director shall from time to time appoint Officers to serve in various capacities, including but not limited to, Membership Committee Chair, Outreach and Benevolence Committee Chair, Conflict Resolution Committee Chair, Program and Operations Committee Chair, and Education Committee Chair, and Marketing xvi Committee Chair. All appointments under this Article shall serve at the will and pleasure of the Executive Director. No such appointment shall infringe upon or usurp any functions of the existing and elected Officers.

### Section 2. Membership Committee.

The Membership Committee shall consist of five (5) members with the Chair been appointed by the Executive Director. The Chair shall synchronize efforts with the Director for Finance, Director of Administration, and Executive Director in keeping accurate membership log including Registered Members and voting members, non-Voting members, and Honorary Members.

### Section 3. Outreach and Benevolence Committee.

The Outreach and Benevolence Committee chair shall be appointed by the Executive Director and consist of five (5) members including the Chaplain, Membership, and Secretary in reaching out to the community in the event of illness, death, and other activities including but not limited to graduations.

#### Section 4. Conflict Resolution Committee.

The Conflict Resolution consist of the Chaplain, in concert with the Executive Director, and Chairman of the Board of Directors. The Executive Director shall appoint the Conflict Resolution Committee Chair. The Chair shall be responsible for resolving conflict amongst members of the organization and the community at large to prevent but not limited to any potential legal proceedings.

#### Section 5. Programs/Operations Committee.

The Program/Operations Chair works with the Executive Director/Chief Executive and other members of the leadership team to set the organization's strategic goals. The Program/Operations Chair is responsible for managing the day-to-day operations necessary to ensure that the organization achieves its objectives. The Program/Operations Chair is responsible to work out what resources, including people and money such as grant, fundraising, including grants needed to achieve these objectives. The Program/Operation Chair must put in place policies and procedures specifically for recruiting, managing, and retaining volunteers. The Programs/Operations Chair must make sure that all activities are monitored, and key performance indicators reported on a regular basis so he or she can be sure that the objectives will be achieved. The Program/Operations Chair is the ex-officio of all committees.

#### Section 6. Public Relations/Marketing Committee.

To publicize to the General Public, the Vision and Mission of ASSANGA. The committee shall also be responsible to publicize various events and activities of ASSANGA. To establish and maintain contact with all committees and obtain information about newsworthy events. To publicize the dates and locations of all of the Association's meetings as well as committee meetings. To send notice of newsworthy events of the Association to the press and professional journals. To make arrangements for professional news coverage at these events if possible and arrange for photographic coverage. To edit and publish the Bulletin of ASSANGA at least three times a year. To recommend the editorial policy to the Executive Committee and keep a manual of policies. Create promotional material and work with outside vendors such as printers, photographers to make sure all communications reflect the standards and mission of the Organization. Developing and implementing marketing plans for Committees event promotion, membership marketing and other product/service offerings. Develops the advertising, marketing, and promotion plans. Write articles for ASSANGA website and for online and print publications, and Work with the Executive Director and other leadership to xvii ensure they are articulating the Vision and Mission and have the latest information about topics at hand. Manages social media and blogs, and reports on outcomes.

#### Section 7. Chair-Education Committee.

The Chairman of Education Committee shall develop educational programs for the organization including but not limited to, identifying grants, organizing after school tutorials, acquiring back to school supplies, and organizing Kids X-Mas celebrations.

#### Section 8. Finance Committee.

The Finance Committee shall consist of five members. The Director of Finance, the Financial Secretary, Board of Director's Ways and Means Chair for Accounting, Finance, Budget, and Audit, and Chairman of the Programs and Planning Committee and shall be appointed by the Executive Director.

#### Section 9. Youth and Sports Committee.

The Youth and Sports Committee Chair shall be appointed by the Executive Director subject to Confirmation by the Board of Directors. The role of this committee is to organize but not limited to all sporting events.

### ARTICLE 6: APPOINTED OF AD HOC COMMITTEES

The following Ad Committees shall be appointed by the Executive Director in concert (but not absolutely) with the Executive Leadership. Ad hoc committees are not subject to confirmation as they are appointed at the "Will and Pleasure" of the Executive Director. No such appointment shall infringe upon or usurp any functions of the existing and elected Officers.

Elections Commission. The Executive Committee, the Board of Directors shall be responsible for formulating elections guidelines for ASSANGA election. The Board of Directors and Executive Committee will present the election guidelines to the Election Committee. After which the Executive Committee will present elections guidelines to the General Body at least 60 days prior to General Elections for approval. The Election Commission, however, shall conduct general elections, securing and counting ballots, and announcing elections results. The Election Commission is an AUTONOMOUS committee appointed by the Executive Director.

Internal Audit Committee. The Internal Audit Committee shall be responsible for auditing operational financial reports (Special events, Quarterly, and annually) and present findings to the General Body 30 days thereafter or at the next General Body Meeting, whichever comes first. The Internal Audit Committee shall consist of six (6) members including a Chair, Director of Finance, Financial Secretary, The Assistant Executive Director, a member of the general body, a member of the Board of Director, and the Program/Operation Committee Chair.

By-laws Amendment Committee. The By-laws Amendment Committee shall be responsible for identifying a need for an amendment of the By-laws and present recommendations to the General Body

## ARTICLE 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

### Section 1. General Policy.

It shall be the policy of the Corporation to indemnify to the maximum extent permitted by the General Statutes of Georgia any one or more of the Directors, officers, or agents and former Directors, officers, or agents of the Corporation, and persons who serve or have served at the request of the Corporation as directors, officers, partners, trustees, or agents of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable costs and expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incidental to the good faith performance of their duties.

### Section 2. Use of Corporate Funds.

The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable laws. The use of funds of the Corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 (General Policy) of this Article shall be deemed a proper expense of the Corporation.

## ARTICLE 8: GENERAL PROVISIONS

### Section 1. Seal.

The organization shall obtain and maintain an official corporate seal.

### Section 2.

Fiscal Year. The annual accounting period shall begin January 1 and end on December 31 of each year, or on such other date as may be amended by the organization.



### Section 3.

Governing Law. This Corporation is duly incorporated under the laws of the State of Georgia. The Articles of Incorporation may be amended at any time if deemed necessary.

### Section 4.

Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable laws, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or absent from action taken at the meeting.

### Section 5. Contracts.

The Board of Directors may authorize the Executive Director, any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 6.

Checks. All checks, drafts, or orders for the payment of money shall always require two (2) signatures (Director of Finance and Executive Director). In the event either one of these officers' is absent, the Director of Administration shall sign as a second signatory of such check or checks.

### Section 7. Bond.

The Board of Directors may by resolution require any or all officers, agents, or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

### Section 8. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9. Conflict of Interest. Any Officer of ASSANGA shall inform the Board of Directors of any direct or indirect conflict of interest with regards to any transaction contemplated by ASSANGA or the Board of Directors (a "Conflict of Interest"). A Conflict of

Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction: (i) in which the officer has a material financial interest, (ii) in which the Officer has a relational interest; or (iii) in which the Director is presently serving as a director, trustee, officer, or general partner of another party.

#### Section 10. Amendments.

These Bylaws may be altered, amended or repealed or new bylaws may be adopted as may be deemed necessary by the affirmative vote of a majority of the Members at any meeting of the Members of the Corporation at which a quorum is present; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided.

## ARTICLE 9: RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION; ADMINISTRATION OF FUNDS

#### Section 1.

No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation shall be used for lobbying, and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

#### Section 2.

Violation of Purposes. In no event and under no circumstances shall the Executive Leadership or the Board of Directors make any distributions or expenditures, engage in any activity, hold any assets, or enter any transaction whatsoever, the effect of which under applicable federal laws then in force, will cause the Corporation to lose its status as an organization.

#### Section 3.

Tax Records. The Corporation shall maintain at its principal office, a copy of its application for exempt status and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them. The Corporation shall file all required registrations to solicit charitable contributions.

#### Section 4.

Annual registration. The Corporation shall renew its article of incorporation annually with the Georgia Secretary of State and fill all Federal and State Taxes as may be deemed.

#### Section 5.

Monthly, Quarterly, and Annual Financial Reports as well as Internal and External Audits. The Director for Finance in collaborate with the Executive Director shall prepare and submit Monthly, Quarterly, and Annual Financial Reports to the Board of Directors. The Director for Finance in collaboration with the Executive Director shall also prepare and submit annual budgets, year-end financial statement including, a Statement of Income & Expenses, Balance Sheet, and a Statement of Cash Flow with any applicable Footnotes/disclosures. Along with such reports, the Director for Finance shall submit the annual Georgia Secretary of State renewal certificate and copy of annual filing of Federal 990 or 990N. All reports shall be submitted to the Board of Directors within ten (10) days after the requisite period. xxi Together, these reports and or documents shall be commissioned for external audit by the Board of Directors and the results of the audit shall be presented to the General Body by the Board of Directors within 30 days or during the next General Body meeting, whichever comes first.

#### Section 6.

Books and Records. This organization shall maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its members. The organization shall keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation and an original or duplicate membership register, giving the names of the members, and showing their respective addresses, and the class and other details of membership. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of account and records of the proceedings of the members and Directors, and to make copies or extracts therefrom at the member's expense. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. Where an attorney or other agent is the person who seeks the right of inspection, the demand under oath shall be accompanied by a power of attorney or another written communication authorizing the attorney or other agent to act on behalf of the member.

## ARTICLE 10: PURPOSE, ASSETS DISTRIBUTION, AND DISSOLUTION OF ASSANGA

### Section 1: Purpose

The organization is organized exclusively for charitable/non-profit 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 corresponding section of any future federal tax code.

### Section 2: Assets Distribution

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Section 3: Dissolution

Upon 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 the Court of Common Pleas of the county in which the principal 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.

## ARTICLE 11: MISCELLANEOUS PROVISIONS

### Section 1.

Headings. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

### Section 2.

Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the organization. Such rules and regulations include requirements of the Local Chapter affiliation agreement with any National Organization. However, such rules and regulations may be amended only by 2/3 majority vote of registered and voting members of the General Body and during a Special Called meeting or during a regular General Body meeting.

### Section 3. Nominations and Elections

**Section 3A :** Nomination. Nominations shall be in the form of a motion from the floor by a member in good standing. Two nominations for an office shall be the minimum number requiring a motion to close except where there is only one nominee who shall be accepted by ASSANGA.

**Section 3B:** Election Commission. An ad hoc Elections Commission comprising of a minimum of three (3) members shall be appointed by the Executive Director during the second quarter regular meeting of the election year. Voting shall be held by secret ballot and administered by the Elections Commission. Officers and Board members shall be elected by majority vote.

**Section 3C:** Time of Elections. General Elections shall be held on \_\_\_\_\_.

**Section 3D:** Installation of Elected Officers

A. Installation shall be held no later than the Second Sunday in January following a general election.

B. Before assuming office, all officers and Board members of ASSANGA shall take the following oath or affirmation:

*“I, [state name] do solemnly swear or affirm that I will faithfully execute the office of [state office] to the best of my ability, and will defend and uphold the Constitution and Bylaws of the Angolan Association of Georgia, so help me God”*

Before assuming office, all officers and Board members shall execute the ASSANGA Confidentiality and Non-Disclosure Agreement.

## CONSENT SIGNATURE OF THE CONSTITUTION REVIEW COMMITTEE

THIS IS TO CERTIFY that the Governing Instrument (Constitution/By-laws) of the Association of Angolans in Georgia were reviewed for amendment by the Constitution Review Committee (CRC) on this \_\_\_\_\_ during which time a draft amendment recommendation evolved. Said draft amendment recommendation was approved on \_\_\_\_\_ by the Constitution Review Committee (CRC).

## CONSENT SIGNATURE OF THE EXECUTIVE LEADERSHIP

THIS IS TO CERTIFY that the Constitution Review Committee's draft amendment recommendation document, Governing Instrument (By-laws) for the Angolan Association of Georgia were reviewed by the Executive Council represented by and through its President/designee/proxy, and approved on this \_\_\_\_\_