

COLORADO ETHIOPIAN COMMUNITY BYLAWS



“We are only as strong as we are united, as weak as we are divided.”

Colorado Ethiopian Community

By-Laws

Revised on March 28, 2025

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Preamble:

Ethiopia is the oldest independent country in Africa and one of the oldest in the world, where "Lucy", a 3.2 million years old skeleton was found. The traditional Ethiopian flag is green, yellow and red three color with no emblem in the center. The CEC, in its office and whenever and wherever representing the Ethiopian Community members in Colorado shall fly this traditional Ethiopian flag (green, yellow and red) with no emblem.

The Colorado Ethiopian Community (CEC) is a non-profit, non-racial, non-religious and non- political organization of Ethiopians residing in Colorado which is dedicated to respond to the social, cultural and humanitarian needs of its community members.

The CEC may not take sides in hostilities or engage in political, racial and religious controversies. However, it raises its voice whenever political, racial and religious injustice is done to Ethiopians back at home Ethiopia/and in other parts of the world.

Ethiopian Community Association in Colorado was originally established in 1992 as a non-profit, tax-exempt 501(c)(3) organization with a mission to promote cultural, educational and socio-economic services and programs for its community members in the Denver Metro area.

For more than two decades, the Ethiopian Community Association in Colorado has been developing and providing programs and services which have greatly contributed to respond to the basic needs of its community members. However, during this period more than one organization under different names, but with almost the same/ similar mission and purpose have come and gone.

In 2015, there were three Ethiopian Community Associations (Ethiopian Community in Colorado, Ethiopian Community of Colorado and Yehulachen Ethiopian Community) functioning in the state.

Meanwhile, in the attempt to bring these three community associations together and establish one unified and strong community association in Colorado a mediation committee composed of six members was established on July 26, 2015 and a mediation process which took about six months of time was conducted.

In January 10, 2016, the three associations unanimously agreed to dissolve the three existing associations and signed a historical document and established "The Colorado Ethiopian Community".

These Bylaws shall be subject to the relevant Acts of Colorado as well as to the Articles of Incorporation of the Colorado Ethiopian Community. In the event of any conflict or inconsistencies between these Bylaws and the said Acts of Colorado, the above-mentioned Acts shall have prevalence over these Bylaws, and similarly in the event of any conflict or inconsistencies between these Bylaws and the Articles of Incorporation of the Colorado Ethiopian Community, the latter shall prevail over the former.

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ARTICLE I

1.1 Name

The name of the organization shall be “Colorado Ethiopian Community” (“CEC”) which has been duly incorporated under the Colorado nonprofit organization law on the 21st day of February 2012.

1.2 Vision, Mission, and Purposes, of the

organization

VISSION:

CEC aspires to become a vibrant and resilient member of the Coloradan community that meaningfully contributes to the economic, cultural and social affairs of the residents in Colorado.

MISSION:

The mission of the CEC is to enhance the quality of life of its community members through individual and family services, community programs and partnership with other organizations.

PURPOSE:

The purpose of the CEC is:

- a) To serving socio-economic, cultural, educational, and psychological needs of Ethiopian Americans (both by Birth and those Naturalized) and Ethiopian nationals residing in the state of Colorado.
- b) To provide charitable assistance to its community members.
- c) To encourage the community members, establish Ethiopian Community Center, where the community members strive to help the young generation preserve its cultural heritage.
- d) To organize the community members in times of crisis, like death, illness, unemployment and disability.
- e) To provide guidance and counseling services to newly arriving Ethiopian refugees, immigrants and otherwise and assists with immigration and legal issues.
- f) To implement structured and organized services and programs that promote

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successful integration of Ethiopians into the American life /culture/.

- g) To play its parts and contribute towards the realization of basic human rights for all Ethiopians around the globe.
- h) To empower and encourage the community members, especially the young generation, adapt the American culture and avoid identity conflict.
- i) To create and organize a Youth Resource Centre committed to the safety, education and positive development of the youth as they struggle with the daily challenges of teenage and young adult life.

ARTICLE II

Offices and Fiscal Year

2.1 Location:

The principal office of the corporation shall be in the City of Denver/Aurora, Colorado. The registered office of the corporation, as required by law, will be maintained within the State of Colorado. The registered office may be but does not need to be identical with the principal office.

2.2 Fiscal Year:

The fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE III

3.1 Classes, Rights, Obligations and Qualifications of members and Non-Partisan Activities

- a) Any person who traces his/her origin to Ethiopia, or is married to an Ethiopian, or is an Ethiopian American citizen, or an individual who has an interest in the cultural and scientific advancement of Ethiopia, and who is willing to accept and abide by this bylaw and fulfill his/her obligations, is eligible to be a member of the CEC.
- b) Membership to the CEC shall not be denied on the grounds of nationality, race, ethnicity, gender, faith, or political views.
- c) Voting rights are reserved for CEC members who are aged 18 or older, and current on their membership dues. Members will be entitled to one vote on all matters requiring a vote. Except in meetings that involve the election of board members, any member present in person or by written proxy shall be entitled to one vote. In meetings that involve the election of board members. The Election Committee will handle voting matters in accordance with pre-approved election procedures. No Member can serve as proxy for more than one (1) person. The Board shall ensure that a member current on his/her membership dues will be the one to carry out any binding vote.
- d) If a member is behind on his/her membership due, such payment must be paid within 5 days of the next annual General Assembly meeting to exercise his/her voting right.
- e) Any qualifying individual who agrees to abide by the basic guiding principles of

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the CEC, its Bylaws, and contributes to the Organization such amounts as may be designated from time-to-time by the Board of Directors and approved by the General Assembly as a monthly, quarterly or Annual Membership dues, shall become a voting Member. Such an individual shall continue as a voting member of the organization unless he/she fails to pay the membership dues when due.

- f) Members will be called upon to participate in the operations of the organization. Members will also be entitled to any other rights prescribed by the Bylaws of the organization.
- g) Monthly Membership Dues shall be \$5.00 per Month, per individual and annual payment of \$60.00 is recommended to minimize effort of collecting dues on monthly basis, however annual due is not required.
- h) Any Member who agrees to abide by the Bylaws of the CEC, but fails to contribute to the organization, such amounts as may be designated from time-to-time by the Board of Directors approved by the General Assembly as a monthly, quarterly or annual Membership Dues, shall become a non-voting Member. Such persons shall continue as non-voting members of the organization. Such members might be asked to contribute time and skills in areas the office sees appropriate.
- i) Associate Members are those individuals or entities who support the objectives of CEC and provide financial and/or other support. Associate members cannot vote or be nominated for an office but may attend any General Assembly meeting and are entitled to participate in other activities of CEC.
- j) Due to shared objectives, commitment and history between the CEC and the CEC Edir, the latter will be considered as Associate Member of CEC, will financially support the CEC, will accordingly attend its General Assembly Meetings and will also have representation in its Board of Directors. The details of the financial support will be determined by the Board of Directors.

3.2 Removal of Member

- a) Any voting or non-voting member of the organization may be suspended and removed from membership, as the Board of Directors may determine, due to: (1) violation of the Bylaws of the organization, or (2) engaging in any conduct prejudicial against the best interests of the organization. 3) Found to be legally ineligible. 4) When a member requests in writing to have his name-dropped from the membership role.
- b) Before the suspension is carried out the Board of Directors shall refer the matter to the Legal and Appeal Committee. The Legal and Appeal Committee shall conduct hearings, investigate all complaints, and submit a confidential and formal report of its findings and recommendations to the Board of Directors.
- c) Such suspension or termination of membership shall occur by an affirmative vote of two-thirds of the entire Board of Directors. The member whose membership is under consideration for suspension or termination shall, first, be provided (1) with a complete written notice of the grounds for suspension and/ or termination, and (2) an opportunity to appear before the Board of Directors to present a verbal

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and/or written statement contesting the grounds for suspension and/or termination. Such an appearance shall occur no later than fifteen (15) days after the receipt of written notice from the Board of Directors.

- d) At all times, the Board of Directors shall act using reasonable and consistent criteria, always with the objective of advancing the best interests of the organization reflected by the Bylaw.

3.3 Reinstatement of Members

A member whose membership to the CEC has been terminated by the Board of Directors of the organization for violating the bylaws of the CEC may be reinstated to membership upon written application to the Board of Directors. The Board shall evaluate the level of damage the individual has caused the organization and may approve or reject the application for reconsideration. The reinstatement and suspension period must be one year, and there must be evidence of the change of circumstances that created the original problem.

3.4 Resignation of Members

Resignations shall be tendered in writing to the Board of Directors when he/she wants his/her name dropped from membership list for any reason. Membership dues collected by The CEC shall not be refunded.

3.5 Non-Partisan Activities

This organization has been formed under the Colorado nonprofit public benefit corporation law for the public purposes described above, and it shall be nonprofit and nonpartisan.

3.6 Joint or Cross Membership in CEC and in CEC Edir

Due to the shared objectives, commitment and history of CEC and the CEC Edir, members are highly encouraged to have joint or cross membership to enjoy the various benefits, privileges, and services of these two branches of organizations. Members will express their consent by filling in a form to be prepared for this purpose. The benefits, privileges, and services for such joint or cross membership will be determined by the Board of Directors.

ARTICLE IV

4.1: Meeting

- a) The Board shall call and hold at least one General Assembly Meeting within a year, and the Meeting shall take place within 60 days after the end of the fiscal year.
- b) The General Assembly annual meeting of the organization shall be held in a location within the state of Colorado (Denver/Aurora and vicinities), as selected by the Board of Directors.
- c) An annual meeting of the members shall be held no later than December 31 of each year at a time and place to be designated by the Board of Directors.

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- d) Extraordinary meetings might be called if the Board of Directors feels there is (are) compelling reason(s).
- e) A General Assembly may also be called by either (i) the petition of one third of the current members of the community association or (ii) by the Advisory Committee when extraordinary matters that endanger the CEC occur.

4.2: Meetings of the Board of Directors

- a) The board of directors shall meet at least four (4) times each year at places designated by the Chairman of the Board of Directors.
- b) Advance notice of regular meetings should be given at least 30 days in advance.
- c) Special meetings of the Board may be called by the Chairman or at the request of one-third of the members of the Board. Notice of special meetings shall be given at least five (5), but not more than thirty (30) days prior to such a meeting.
- d) A simple majority of the whole Board of Directors present shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum cannot be achieved, the meeting can continue but any decision reached shall not be implemented before a quorum meeting ratifies it.
- e) Major decisions such as capital expenditures, hiring/firing of senior manager, reallocation of positions within the Board, suspension of /vote of no confidence on a Board member shall require the presence of 75% of the voting members of the Board. The board of directors are volunteers and tender service to the community with no wage or salary. The Executive Management has the right to hire a manager, temporary or otherwise, when it deems necessary in the light of the growth of community services.
- f) If in two consecutive meetings and 75% attendance cannot be achieved, Board members who are present at the third (3rd) meeting shall make major decisions. The Board members who are absent where major decisions are made, are required to show their objection to the decision in writing within two weeks from the date the decision was made. If such an objection is not received within the specified time, the decision made by the majority will be final and binding.
- g) The Board of Directors may unanimously designate a board meeting at times and places outside of regular board meeting times and places. Upon such designation, such meetings shall be deemed duly called with or without the giving of notice.
- h) Unless otherwise specified, all meetings of the Board are open to any member of the ECC who requests to attend with prior notice.
- i) The Board of directors shall determine the where, when, and how of the general assembly, and special meetings of the organization.
- j) If a member of the Board fails to attend three consecutive meetings within a year without reason, he/she is assumed to have abandoned his/her duties and responsibilities. To fill the vacant position, the Board might elect and co-opt an individual for the transition period, and the co-opted person's appointment shall

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be approved by the General Assembly at its regular or extraordinary meeting. The number of co-opted individuals in a particular year shall not be more than two.

4.3 Special Meeting

- a) Special meetings of the General Assembly may be called by the **Chairperson** of the Board. These special meetings shall be called by the chair at the direction of more than half of the directors in the office.
- b) The purpose of the special meeting shall be stated in the invite.**

4.4 Notice

- a) Notice of regular meetings and of special meetings of the Board shall be given at least five (5) days, but not more than thirty (30) days prior to such a meeting. Written notice to each member of the Board of Directors will be mailed or emailed to the addresses shown in the records.
- b) The CEC Board of Directors will notify the General Assembly regarding all annual meetings in a manner and form that they elect to communicate effectively. Notice shall be given at least fifteen (15) days, but not more than thirty (30) days prior to such a meeting. Any voting member may bring any agenda(s) to the annual general assembly meetings; however, a written agenda(s) must be submitted to the board of directors five (5) days prior to the meeting.
- c) The CEC Board of Directors will notify the General Assembly regarding all special meetings in a manner and form that they elect to communicate effectively. Notice shall be given at least five (5) days, but not more than thirty (30) days prior to such a meeting.

4.5 Quorum of the General Assembly

- a) A majority of the current board members and a majority of the general assembly, present in meetings, shall constitute a quorum for the business transactions of the organization and its meetings. At all meetings of the General Assembly, a simple majority of the voting Members (as expressed in article IV) of the Corporation represented in person or by proxy shall constitute a quorum. When a quorum is met at the beginning of a meeting, it shall not be broken by the subsequent absence or departure of any Member(s) during the meeting. Except or otherwise required by law.
- b) The above statement shall not supersede the provision regarding the meetings of the Board where a super majority (2/3) is required.

4.6 Conduct of Meetings

- a) All of the meetings of the General Assembly, Board of Directors, and all committees shall be conducted in accordance with the rules provided in the relevant laws and these Bylaws.
- b) As much as possible meetings will be conducted in a spirit of consensus and chairpersons will try to create a team spirit.

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- c) Major decisions require supermajority (2/3).
- d) Meetings of the Board of Directors and the General Assembly shall be presided over by the **Chairperson**. The Vice **Chairperson** shall preside in the absence of the **Chairperson**. The secretary or assistant secretary of the CEC shall act as secretary of the meeting.
- e) In case of meetings for elections:-
 - i. The Board calls the General Assembly at least four weeks prior to the election date.
 - ii. The Board appoints an election committee to receive nominations and administer the election and cooperates with the Election Committee in running the election smoothly.
 - iii. The Board Schedules the date, time and place for filing nominations and circulates the above information to the Community members at least thirty (30) days prior to the election date.
- f) The resolutions of the General Assembly shall be conducted by ballot.
- g) As the General Assembly might be composed of three categories of members (i.e. exclusive members to the CEC ('A'), exclusive members to the CEC Edir ('B'), and mutual members to both ('A+B')), administration of votes should be handled carefully by three differently colored voting cards, and votes of members will be treated as follows:-
 - a) Votes of 'A' +'B' + ('A+B') will be counted for matters relating to Board of Directors and other matters of mutual interests to both.
 - b) Votes of 'A' + ('A+B') will be considered for election of the CEC's Executive Committees members, its Audit Committee and other matters exclusively concerns the CEC.
 - c) Votes of 'B' + ('A+B') will be considered for election of the CEC Edir's Executive Committees, its Audit Committee and other matters exclusively concerns the CEC Edir.

ARTICLE V

5.1 Organizational Structure of the CEC

- a) ~~The organization is composed of the General Assembly, the Board of Public Trustee, the Board of Directors, Audit Committee and Legal and Appeal Committee~~
- b) The CEC's governance: The governance structure of CEC shall constitute General Assembly, the Board of Directors, the CEC Executive Committee, the CEC-Edir Executive Committee, the Audits Committees and Legal and Appeals Committee.
 - General Assembly = CEC Edir Active members + CEC Registered Members of the broader Ethiopian community in Colorado)
- c) CEC must have a registered list of voluntary members that serve as the

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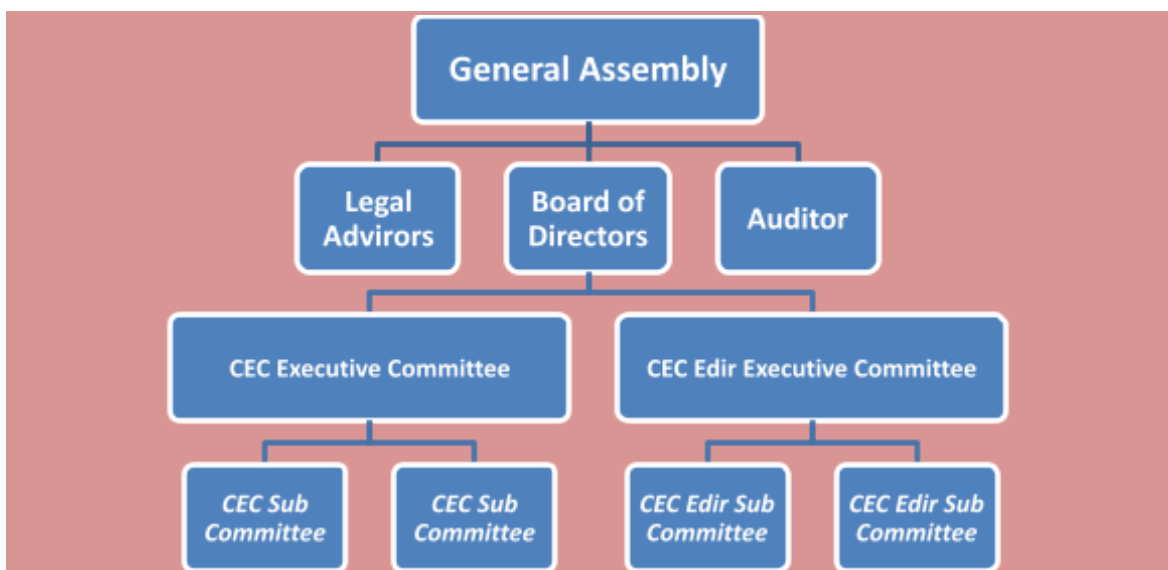
general assembly of the organization, the highest decision-making body. We need two things to make this a reality: -

- i. As it stands now, because of the shared commitment and history, all registered members of the Edir will become members of the general assembly given that they are officially communicated and briefed about the structural arrangement and give their consent thereto. This entails that a general assembly meeting will be organized where all Edir members are invited, and the structural arrangement will be clearly and adequately communicated to members along with their roles and responsibilities. Following this process, a clear and independent list of the general assembly members will be established and kept and maintained.
- ii. In addition to the Edir members who will become the general assembly members, the organization will actively engage other non-Edir members of the Ethiopian community, inform and invite them to become active members of the CEC general assembly. Up on receiving adequate briefing and up on consent, individual members of the Ethiopian community in Colorado will be registered members.

d) Accordingly, The CEC organizational structure will have the following components:

- General Assembly,
- Board of Directors,
- CEC Executive Committee,
- CEC Committee, Audit Committee for CEC Executive Committee,
- CEC Edir Committee, Audit Committee for CEC Edir Committee,
- Legal and Appeals Committee.

And the following will be its organizational structure:-



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e) Due to the shared objectives, commitment and history of CEC and the CEC Edir, the two wings of the organizations share the General Assembly, and the Board of Directors; and the General Assembly shall make sure that _____ % of the the Board of Directors should be from the CEC Edir members. Similarly, all the CEC Edir Executive Committee members should be from the CEC Edir. Both the Executive Committee of CEC and the CEC Edir Executive Committee should report to the same Board of Directors.

5.2 The General Assembly

- a) The General Assembly has the power to approve /endorse, confirm/ elect all members of the Board of Directors, the Audit Committee, and the Legal and Appeals Committee.
- b) Only individuals who have legally resided in the State of Colorado for two or more years are eligible for consideration to serve on the CEC Board of Directors.
- c) All elections will be conducted by an independent election committee and shall be free and fair. The election committee consists of three (3) to seven (7) voting members and nominated and elected by the General Assembly.
- d) The General Assembly has the right (power) to remove the entire Board, or any individual Director, through a properly constituted "no confidence vote", in accordance with these Bylaws.
- e) In accordance with the Colorado Nonprofit Corporation Act, the approval of the members shall be required (a) to amend the Articles of Incorporation of the (if the organization has it) CEC, (b) to provide for merger into or with, or consolidation with another corporation, (c) to provide for the voluntary dissolution of this Corporation, or (d) to provide for the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property or assets of the Corporation.

5.3 The Board of Directors

- a) The Board of Directors shall be elected by the general assembly and composed of no more thanbut not less members. The officers/Executive Management of the organization shall include a President, a Vice President, a Secretary, a Vice Secretary, Treasurer/ Finance Director, Vice Finance Director/Treasurer, Members Affairs and Public Relation Director and Two non-executive members. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties as prescribed from time to time by the Board of Directors. the Board of Directors' accountability shall be dictated by the endorsement given to the General Assembly, as stated in the Association's Bylaws.

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- b) The Board members shall collectively authorize any officer or officers to enter into any contract, execute, or deliver any conveyance or other instruments in the name of the organization and such authority may be general or confined to specific instances.
- c) The Board members may approve the agency's missions, goals and objectives and then establish plan priorities. This includes setting up strategic, financial, human resource and operational plans. The Executive Management shall prepare the basic plans and present the matter to the Board for approval. The approval of any mission, goal or objective or activity that is (are) inconsistent with the founding missions, goals, and objectives of ECC, as defined in these bylaws, are null and void.
- d) The board members will provide an adequate oversight of how the mission and policies established are carried out by the Executive Management and its functional committees
- e) The Board will appoint the Executive Management, which shall be responsible for the efficient and effective running of the organization.
- f) In addition, the Board will appoint community members to create ad hoc and standing committees to carry out related responsibilities. These appointed community members should be individuals of good standing who want to serve the community on a volunteer basis.
- g) Subject to the financial strength of the organization, the Board might elect to appoint professional employees by following standard recruitment procedures.
- h) The Board of Directors might co-opt an individual to a particular position by reasons of special knowledge and expertise. The co-opted member has full voting rights. However, the votes of the co-opted members shall not be tie breakers or misused. The maximum number of co-opted individuals cannot be more than two.
- i) Any member of the Board who whether or not in the Executive Management shall not permanently hold more than one office/responsibility center at a time.
- j) Each member of the Board of Directors will be elected to serve a three (3) years term. Any Board member cannot be elected for more than two consecutive terms (6 years).

5.4 Resignations and Removal of Directors

- a) When an individual Board Member intends to resign, notice of such intent must reach the President of the Board, in writing, three months from the actual date of termination of duties. The President will inform the full Board as soon as possible and the Board may accept the resignation pending approval by the General Assembly. The General Assembly has the power to accept or reject resignation applications.
- b) If more than 20% of the Board members resign within a span of a short time, the President or the Board shall report the matter to the Appeals and Grievances

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Committee, and the Advisory Committee.

- c) The Board members cannot remove an individual who is elected by the General Assembly. However, if the individual is determined to be an immediate threat to the wellbeing of the organization and agreed by the unanimous consent of the Board of Directors the individual may be suspended by a 2/3 vote of the Board of Directors, while an investigation is carried out. If there is sufficient evidence of wrongdoing, such as fraud, insubordination or indiscipline that puts the CEC into disrepute, the suspension will be followed by an investigation by the Legal and Appeal committee.
- d) The Chairperson of the Board, in consultation with the rest of the Board Members, shall formally request the Legal and Appeals committee to start a formal investigation. The individual can be suspended until the investigation is completed. The results of the investigation, as deemed appropriate, shall be presented to the Board of Directors, and the General Assembly.
- e) Any member of the board may be suspended from the office for breach of duty, breach of confidentiality, organizational loyalty, conflict of interest, violation of expected code of conduct and transgression of the bylaws and/or the laws of the land. Such suspension; however, must be supported by 2/3 or above vote of the board of directors, Legal and Appeal committee and endorsed by the Board of Directors. While the investigation is conducted by the Legal and Appeal committee, the board member might be required to surrender all CEC documents including but not limited to the CEC stamp, Bank Checks, CEC debit or credit cards, office keys, all remaining pet cash, any electronic products, and others. The suspension might lead to removal by the Board of Directors and report to the General Assembly at its next regular or special meeting.
- f) A Board member shall not be removed from office through the cancellation of his membership to the organization.
- g) If any voting or non-voting members, board members, volunteers, employees, and any committee members are fraudulent to the CEC, money, property, and documents shall be responsible and prosecuted under the Colorado law.

5.5 Conflict of Interest, Duty of Loyalty, Conflict of Loyalty, or Dual Loyalty

- a) A conflict of interest is defined as an actual or perceived interest by a staff member or a board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.
- b) Duty of Loyalty means to place the interest of the organization before one's own interests, or the interests of another person or entity.
- c) Officers, employees and members of the CEC are to give the organization their duty of loyalty, which means to always act in the best interest of the CEC. Prior to joining the board, being employed by the organization, or working with CEC committees in the performance of the organization's duties, all individuals must disclose any personal or business relationship that is in conflict with this duty of

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undivided loyalty, whether direct or indirect, actual or potential.

- d) At all times, officers and board members are prohibited from using their job/office title or affiliation, for private profit or benefit or to support another competing entity or any other institutions which may endanger the organization and/or its members.
- e) Elected Board members must make full disclosure whether or not he/she has conflict of interest with any other organizations that they are involved in or employed with. In such instances the board member has the responsibility of informing other board members as to the conflict and resign from such conflicting positions until it is agreed upon by unanimous consent of the board that a perceived conflict is not significant enough to threaten the very existence of the organization. If an elected Board of Director has a financial interest or any specific interest such as advocacy for a particular group or entity or establishment, any item under CEC consideration must identify that interest. In that case, the Director will be requested to rescue himself/herself from voting on that particular item. Any misrepresentation on the part of the elected Board member shall be dealt under the law of the land. A Board member has the right to raise any issue. The Board has the final say. Any person who is in a position of responsibility in another community organization shall not be in position of board membership of this community association.
- f) Conflict of interest shall include the responsibility of keeping the confidentiality of information relating to the organization and its members.

5.6 Duties and Responsibilities of Board of Directors

5.7.1. Responsibilities

- a) Perform all duties imposed on them collectively or individually by law, by the Certificate of Incorporation and/or by these Bylaws.
- b) Review, evaluate and approve reports and performance of the Executive Committee and the CEC-Edir Committee and take corrective measures and provide recommendations as necessary.
- c) Ensure that the organization obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated purposes/mission.
- d) Ensure that the CEC activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest; make decisions that are in the best interest of the organization; not in the best interest of the individual board member (or any other individual or for-profit entity).
- e) Ensure that the organization's mission addresses the community's priority need.
- f) Take care of the Colorado Ethiopian Community CEC-Edir, by ensuring prudent use of all assets, including facility, people, and goodwill.
- g) Provide oversight of the day-to-day activity of the CEC officers and employees and determine their job description and put in place a system of accountability.

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- h) The BOD checks the activities of the CEC Edir Committee and ensures proper handling of members' issues and adequate management of the CEC Edir property and funds.
- i) Adopt guidelines in which the executive officers are recruited, trained and hired.
- j) Provide sound governance with fiduciary responsibility and strategic oversight.
- k) Adopting an annual budget and providing fiscal oversight.
- l) Recruiting, orienting, and developing officers and board members.
- m) Evaluating, guiding and supporting the activities of the Executive Committee and the CEC Edir Committee as necessary.
- n) Supporting and evaluating the activities of the executive officers.
- o) Protecting assets and providing financial oversight.
- p) Upon the appropriate recruitment and short listing of employees and/or staff, executive officers and temporary or contract or permanent positions, review and endorse candidates.
 - i. There shall be a system of putting in place an objective criteria of recruitment for all compensated positions of officers, permanent or temporary employees, and volunteers.
 - ii. Such recruitment and hiring/appointment criteria, rates of compensation, short list of candidates and all related information shall be provided to and approved by the BODs prior to any hiring and remuneration of any services.
 - iii. There shall be a system of advertising of all compensated vacancies and opportunities of officers, temporary and permanent staff and volunteer positions of the CEC using the official website, social media and other platforms of the organization. These advertisements must reach all members well in advance.
- q) Up on the recommendations of and in collaboration with the executive organ of the organization, determine the compensation, if any, for all officers, agents and employees of the Colorado Ethiopian Community.
- r) Ensure proper supervision of all officers, agents and employees of CEC to ensure that their duties are performed properly.
- s) Appoint individuals who should manage the bank account of CEC.
- t) Explore and mobilize resources to ensure availability of adequate financial resources to CEC.

5.7.2. Duties

- a) Establish the Organization's Vision, Mission, Value and Purpose.
- b) Approve the appointment/hiring of all executives' leadership and committees up on recruitment and proposal by the executive organ.
- c) Support, Guide, Review and Evaluate the activities of the Executive Committee leadership and CEC Edir Management Committee.
- d) Ensure Effective short-term, medium term and long-term Organizational Planning.
- e) Regularly monitor and evaluate the Organization's Programs and Services undertakings.
- f) Enhance the Organization's Public Image.
- g) Make Sure the Organization Fulfills its Legal Obligations.
- h) Oversight, monitor, and evaluate the effective management of resources of the organization.

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- i) Recruit and train new members for BODs and Executive Committee leadership when needed.
- j) Set up a system of partial or full compensation to executive officers and volunteers:-
 - i. Given that it is within the financial capabilities of the organization, Executive Committee members/officers and volunteers shall receive acceptable compensation for their services up on appropriate advance review and approval by the Board of Directors.
 - ii. Such recruitment and hiring/appointment criteria, rates of compensation, short list of candidates and all related information shall be provided to and approved by the BODs prior to any hiring and remuneration of any services.

5.7 Number, Tenure, and Qualifications

The Board of Directors shall always constitute an odd number of members. The Board shall consist of at least 5 directors at any time of the operation of the organization. The terms of the Board of Directors shall be staggered for three years such that the terms of **not more than two-third of the Board of Directors** end in the same year. Directors should serve three years and may be re-elected for successive terms.

5.8 Election and Vacancies

1. The Board of Directors shall be elected by the members at the annual meeting.
2. Any vacancy may be filled by a majority vote of the remaining BOD to serve only until the next General Assembly meeting.
3. In case the BOD cannot reach an agreement to appoint Director(s) the BOT can appoint Director(s) to fill the vacancy.

5.9 Compensation

The members of the Board of Directors are VOLUNTEERS and shall not receive compensation for their services but may be reimbursed for expenses or the expense is paid by executive directors in advance.

5.10 Board Chairperson

The Board Chairperson shall be elected by Board members who are elected and delegated by the General Assembly. S/he shall be accountable to the General Assembly and his/her detailed functions and responsibilities include:-

1. Presiding at meeting of the Board
2. Calling and presiding at regular and special meetings of the General Assembly
3. Ensuring the Board and Executive Committee members are discharging their duties in compliance with the Bylaws.

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4. Encouraging the Board and Executive Committee members so as to discharge their duties effectively and in a diligent manner.
5. Supporting the activities of the Executive Committee and to ensure its compliance with the Bylaws,
6. Nominating the Board members to various committees and implementing their assignment upon approval by the Board.

5.11 Board Vice-Chairperson

1. Acts replacing the Chairperson when the latter is not available
2. Executes duties assigned to him/her by the Chairperson
3. Shall be accountable to the Chairperson

5.12 Board Secretary

1. Announces, with instruction from the Chairperson, meetings of the Board and special meetings of the General Assembly.
2. Records minutes of meeting of the Board and the General Assembly.
3. Reads minutes from the previous meeting of the Board for approval.
4. Discharges secretarial duties of the Board; maintains documents and records.
5. Maintains official register of members.
6. Prepares outgoing letters for signature by the Chairperson.
7. Shall be accountable to the Board Chairperson.

5.13 Controller

1. Oversees the finance, accounting, and reporting activities of the Organization
2. Supports the Board Finance and Audit committee in their activities.
3. Works closely with the senior leadership team.
4. Manages accounting operations and financial statement reports.
5. Supervises budget planning.

ARTICLE VI

6.1 Organizational structure of The Executive ~~Directors~~ Officers

1. President
2. Vice President
3. Secretary

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4. Vice Secretary
 5. Finance Director/Treasurer
 6. Vice Finance Director/Treasurer
 7. Members Affairs and Public Relations Director
- a) The Executive Management team is responsible for designing systems and procedures and the running of the day-to-day affairs of the organization in an efficient and effective manner. These duties shall be executed in consultation with the Board. The Executive Management shall present to the Board strategic and tactical plans, budgets and performance reports.
 - b) The Executive Management shall ensure that proper systems and processes are in place to manage and safeguard the assets of the organization.
 - c) The Executive Management shall ensure that the organization is complying with the laws of the land, including rules pertaining to IRS.
 - d) The Executive Management shall nominate to the Board an Honorary External Auditor and shall ensure that audited annual financial statements are issued within a span of three months after the end of the organization's fiscal year.
 - e) The meetings of the Executive Management can be as many as deemed necessary but shall have working meetings every fortnightly. These meetings might be conducted via electronic methods.

6.2 The President

- a) The President shall be the Chief Executive Officer of the Association and shall be the chairperson of the board of directors and, if present, preside at all meetings of the Association and the Board. He/she shall sign all instruments that require his/her signature and shall have the power and perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him/her by these bylaws.
- b) In consultation with the Board members and the specific committee concerned, the President shall appoint chairpersons for special committees and subcommittees as may be required or as he/she may find necessary and shall be a non-voting member of all committees unless otherwise specified by these by laws. The president shall advise the Board about the establishment of such committees and shall seek its approval on the nomination and approval of the chairpersons. In appointing the chairperson of the committees, the president shall consider the opinions of the members of the committee that are being established.
- c) In consultation with the Board, the President shall be authorized to vote on behalf of the association in person or by proxy at any meeting of the stakeholders of any corporation, organization or institution in which the Association may have interest and/or is represented.
- d) The Board of Directors shall appoint individuals to work as members of an ad hoc committee or a special task force group that will initiate new program inputs and

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initiatives. Individuals identified to work on the committee or task force should have the necessary skills and contacts. The President shall report and seek approval from the Board about the formation of such committee meeting.

- e) The President shall call and chair the Executive Committee meeting.
- f) The president implements, oversees, and supervises all administrative activities, and ensures that the decisions of the General Assembly, the Board of Directors, the audit committee, the Appeals and Grievances Committee and the Advisory Committee are implemented.

6.3 Vice President

- a) The Vice-President shall be vested with all powers and shall perform all the duties of the President in absence of the President. The Vice President shall perform such other duties and have such other power, as the Board of Directors, or the President, may from time-to-time prescribe.

6.4 The Secretary

- a) The Secretary shall attend all meetings of the Board and all meetings of the General Assembly and record all such proceedings.
- b) The Secretary shall issue or cause to be issued notices for all meetings of the members and the Board, have charge of the Minute Book of the Association, sign with the President and other signing officers of the Association such instruments as require his/her signature and shall perform such other duties as the term of his/her engagements call for or the Board may from time to time properly require of him.
- c) The Secretary shall also collect and record all minutes of the Standing Committees.
- d) The Secretary is the custodian of all non-financial documentation (print, audio, video, photographic, etc) in the organization. He/she shall ensure that documents pertaining to the organization are kept in systematic ways and in a safe place.
- e) The outgoing Secretary and the President shall be responsible for convening the first meeting of the incoming Board and such a meeting shall be convened within a two-week period. He/she shall ensure continuity of the work of the organization.
- f) The Secretary is a member of the Board and the Executive Management.

6.5 The Vice-Secretary

- a) Shall be vested with all powers and shall perform all the duties of the secretary
- b) Unless by delegation of responsibility by the Secretary the Vice Secretary is not a member of the Executive Management. He/she is a member of the Board.

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6.6 The /Finance Director/Treasurer

- a) The qualities of the Finance Director/Treasurer, Vice Finance Director/treasurer, include knowledge of financial matters and proven integrity. As the organization strengthens, the system will be streamlined in accordance with modern financial management.
- b) The Finance Director/Treasurer shall receive all monies and valuable effects paid to the Association and shall be responsible for the deposit and custodianship of the same in a bank, which will be selected by the Board.
- c) The Finance Director/Treasurer is a member of the Executive Management.
- d) The Finance Director/Treasurer shall cooperate with the Accountant and the Internal Auditor and shall follow proper systems and processes in the receiving and paying out monies. He/she shall use approved serially numbered official receipts and all monies shall be deposited into the official account of the organization within 48 hours of receipt. The receipts shall be forwarded to the Accountant.
- e) The Finance Director/Treasurer shall not sign on checks. He/she makes payment only after an authorization is given to him/her by the Board.
- f) The Finance Director/Treasurer shall ensure that there are systems and processes and the organization is in a sound financial situation. He/she shall ensure that all debts are paid on time and checks are not returned for NSF (not sufficient fund).
- g) It is the duty of the Finance Director/Treasurer to ensure that all payments and receipts are legitimate and proper.
- h) The Finance Director/Treasurer shall serve as the chairperson of the Budget and Finance Committee. He/she shall be a member of all fundraising campaigns and capital expenditures.
- i) The Finance Director/Treasurer has the right to refuse making payments that are in his/her opinion inappropriate. He/she has the duty to defend and protect the assets of the organization. He/she shall not sign checks and contract documents that, in his/her professional opinion, are inappropriate and wasteful, or commit the organization into entering debt contracts without good reason(s).

6.7 The Vice-Finance Director/Treasurer

- a) The Vice Finance Director/Treasurer shall be vested with all powers and shall perform all the duties of the Finance Director/Treasurer in absence of the Finance Director/Treasurer.
- b) The Vice Finance Director/Treasurer is not a member of the Executive Management. He/she is a member of the Board of Directors.
- c) He/she must have the requisite knowledge and integrity with regard to the treasury function.

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6.8 The Members' Affairs and Public Relations Director

The duties and responsibilities of this Director are:-

- a) Promoting the works and activities of the Association in a manner that will serve to attract more members.
- b) Publishing and distributing information (on the approval of the Board) to the members of the Association and/or the general public.
- c) Publicizing and disseminating the aims and objectives of the Association.
- d) Conducting social and cultural activities and special events that are of interest to members and the wider Ethiopian community
- e) He/she shall assist the Secretary in his/her effort to maintain a database of all the members of the association.
- f) Work in consultation with the Board, the Finance Director/Treasurer and the President so that proper support is obtained from Government Departments.
- g) Work for the benefits of members and their families, asylum seekers, refugees, resettled persons, and resettlement seeking Ethiopians in third countries once they arrive in Colorado.
- h) The qualities of this director shall include such areas as social work, ability to work with diverse cultural backgrounds of Ethiopians, knowledge of the situations of refugees and asylum seekers, naturalization law, public administration and to a limited extent, public relations. He/she must be competent in both oral and written communication in the English and Amaregna languages. Knowledge of additional Ethiopian languages is an asset.
- i) This individual must have proven experience in being in leadership position and must have earned the respect of the wider Ethiopian community, including the women, children, the elderly, and the faith community.

6.9 The Vice Members Affairs and Public Relations Director

- a) The Vice Members' Affairs and Public Relations Director shall be vested with all powers and shall perform all the duties of the Public Relations in absence of the Public Relations.
- b) The Vice Members Affairs and Public Relations Director is not a member of the Executive Management. He/she is not a member of the Board of Directors.

ARTICLE VII

7.1 Accountability, Limitations of Power, Impeachment and quality of President and Board Members

- a) The President is accountable to the Board of Directors. All the members of the Board of Directors shall be individually and jointly accountable to the General Assembly.

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- b) The President and his/her Executive Management shall present plans and performance reports every three-month to the full Board (both Executive and Non-Executive Board Members). The performance evaluation part of the meeting shall be chaired by a non-Executive Member of the Board of Directors.
- c) The president will report annually to the meeting of the General Assembly.
- d) The President or any member of the Executive Management may be removed/impeached from the Presidency/or Executive position for underperformance, lack of leadership or ethical and potential legal reasons if in a confidence vote he/she is unable or fails to get two third of the votes of the members of the full Board. If the matter involves potential legal reason 5.055 of this bylaw should be invoked.
- e) As much as possible the President of CEC must have the requisite qualifications and experience of leadership and management. He/she must have also gained the confidence and respect of the community. He/she must be of Ethiopian or Ethiopia origin and shall not have competing allegiance(s).

ARTICLE VIII

8.1 The Accountant

- a) The Accountant shall ensure that there are proper systems, process and internal controls to manage the financial affairs of the organization in accordance with the IRS rules pertaining to nonprofit organizations.
- b) The Accountant shall ensure that the community association is on a sound financial footing, making sure the organization is always liquid and solvent. He/she shall prepare annual and quarterly budgets and present it to the Executive Management and the Board for approval.
- c) The Accountant recommends to the Board individuals who should serve as an Honorary Auditor. He/she shall prepare annual financial statements and periodically file IRS requirements.
- d) It shall be the duty of the accountant to verify the accuracy of all bills submitted to him/her and to determine whether such bills arose from work or services properly authorized by the Board or a delegated officer thereof. After having satisfied himself/herself of the accuracy of the bill, receipt of the service or item purchased, the Accountant will request the Finance Director/Treasurer/Board/President, as appropriate, to approve the payment within reasonable time.
- e) The accountant shall print receipts, checks, keep records and monitor the treasurer's function. The accountant shall properly account for the funds of the Association and shall ensure that the accounting books and records are properly kept. He/she shall present a full account of receipts and disbursement to the Board at least monthly. The Finance Director/Treasurer and the Accountant report to the President and the Board quarterly. The Board in turn submits to the General Assembly a financial statement duly audited by an external auditor

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appointed by the Board and approved by the General Assembly.

- f) The Accountant is not a member of the Executive Management. He/she is not a member of the Board of Directors.
- g) The Accountant is an employee of the organization who must have the requisite knowledge (education and experience) of the work.

ARTICLE IX

9.1 The Audit Committee of the CEC

- a) The Audit Committee shall be composed of five members and serve for a term of four (4) years. Its duties are to ensure that proper corporate governance is in place in the organization. This includes ensuring that the financial affairs of the organization are properly carried out by the office of the Finance Director/Treasury and the office of the Accountant.
- b) In addition to Finance/Treasury and Accounting, the Audit Committee reviews the work of the Executive Management and the Board and gives an overall opinion whether the institution is functioning according to the bylaws.
- c) It is to ensure that the bylaws of the organizations are enforced and the Executives have acted in good faith and to the best of their abilities.
- d) Details of the specific protocol about the functions of the Audit Committee shall be presented to and approved by the General Assembly.
- e) All the Members of the Executive Management and functional committees are individually and collectively responsible for providing the necessary cooperation and information to the Audit Committee. They must cooperate with the Audit Committee so that its functions are conducted properly and in accordance to the laws of the State of Colorado and IRS.
- f) The Audit Committee is independent. It shall be elected by the General Assembly and is accountable to the General Assembly. It periodically reports to the Board, the Board of Directors and the General Assembly.
- g) The Audit Committee acts as liaison between the incoming and the outgoing board of directors and ensures the CEC properties are properly transferred.

h) The Audit Committee shall also

- i. Prepare the procedures of book-keeping and accounting for the association and to get it approved by the Board. Distribute the procedures to various departments.
- ii. Prepare audit reports on activities of the finance and accounting committee of the Executive Committee every six months and any other time as may be found necessary.
- iii. Prepare and submits annual detailed audit report to the Board, the Executive Committee and the General Assembly
- iv. Conduct, at any time as may be necessary, an audit on financial and/or operational matters and submits a report to the Board or the General Assembly.
- v. Prepare a detailed audit report two months prior to the end of term of office for the

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Board and the Executive Committee.

- vi. Prepare transition documents to facilitate a smooth hand-over.
- vii. Ensure the association Bylaws are implemented in every department.
- viii. Ensure plans and projects are completed within the allocated budget and timetable
- i) The Audit Committee shall be accountable to the General Assembly.

ARTICLE X

10.1 The legal and Appeals Committee

- a) The Legal and Appeal Committee shall be composed of five (5) members and serve for a term of four (4) years. It is elected by the General Assembly and accountable to the General Assembly.
- b) Its function is to examine matters that are brought to its attention by the Executive Management, the Board or any member of the General Assembly or any outside organization or a body of a Government Department that files complaints through the Board or the Executive Management.
- c) Depending on the seriousness of the allegation, the committee will conduct internal hearings. In matters that are serious and of a criminal nature, the committee in consultation with the Executive Management and the Board of Dorectors shall seek external expertise.

ARTICLE XI

11.1 Other Standing Committees under the Executive Management and the Board.

These subcommittees are created to help achieve the mission, vision, and strategy of the organization. They may be chaired by the members of the Executive Management or non-Executive Board Members or any other person who wants to support the organization in his/her area of expertise. The terms of reference for each committee shall be defined by the Board and the Executive Management.

- a) Crisis Prevention/ Intervention Committee
- b) Community Advocacy Committee
- c) Education, Training, and Employment Opportunity Committee
- d) Culture, Health & Wellness, Sports, and Youth Affairs Committee
- e) Project Research and Planning Committee
- f) Finance, Fundraising, and Grant Applications Committee

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- g) Refugees and Resettlement Affairs Committee
- h) Building and Facilities Development/Construction Committee
- i) Any Other Permanent Committee As Deemed Necessary.

ARTICLE XII

12.1 Indemnity for the Directors and Officers

- a) The Directors and office bearers of CEC shall take due care and act consistent to the bylaws in the running of the affairs of the community organization. For actions that are taken within the bounds of the laws of the land and the bylaws of the organization, the CEC will ensure that its Board of Directors and Officers are protected by a block legal insurance to cover the legal costs of defending the officer(s) for conducting the community's organizational duties.
- b) The association shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a board member in a position of director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the association, or agent who has so served, may indemnify against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a position in the association except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the association.
- c) The association may purchase and maintain insurance on behalf of any person who is board members who is or was serving in the association as direct officer, agent against any liability asserted against him arising out of his/her status as such, whether, or not the association would have the power to indemnify him/her against such liability under the provision of this article.

12.2 Colorado Ethiopian Community Edir (CEC Edir)

- a) Colorado Ethiopian Community Edir (CECE) is structured to work under the auspices of the CEC Board of Directors Committee as a special unit to serve designated participants who abide by its internal regulation. (Refer to the CEC Regulation for details).
- b) The task of monitoring work by the CEC shall be in the form of reviewing the quarterly and annual reports by the CEC Edir (CECE) Executive Committee. Colorado Ethiopian Community Edir's internal audit shall be undertaken by its own capacity whereas the CEC External Auditor shall also audit CECE's financial operations. The CEC Board of Directors shall review the reports by the CEC and External Auditor with regard to the CECE.
- c) The General Assembly of the EDIR participants shall have final authority on all

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matters affecting the assets, structure, regulation and well-being of the EDIR.

- d) The CECE Executive Committee and the CEC Executive Committee shall draft their own respective internal working protocols or procedures to make their day-to-day operations smooth, efficient and transparent to the community they serve and submit to the Colorado Ethiopian Community BODs for approval.

ARTICLE XIII

Miscellaneous

13.1 Notices

Unless otherwise indicated herein, when notices are required to be given, they shall be in writing and shall be addressed to the party to be notified at the last address (mailing or email address) shown for such party on the books and records of the Organization. Written notices required hereunder shall be deemed to have been given when mailed or and copies announcements are placed in public places.

13.2 Inspection of Books and Records

The books and records of the organization shall be available upon a written request for inspection by any voting member, or his/her agent or attorney, at any reasonable time.

13.3 Check Signing Powers and Bank Account(s)

(a) The bank accounts of the CEC will be opened and kept with one credible financial institution within the city of Denver/Aurora.

(b) All checks shall be signed by at least two people who are designated by the Board of Directors.

(c) Any payments or contracts that are more than \$500 shall be presented to the Board and approved before the payment is made or a contract is entered into.

13.4 Seal

The seal of the CEC is an ovular seal that contains the CEC logo in the center with the text "Colorado Ethiopian Community" inscribed both in Amharic and English.

ARTICLE XIV

15.1 Provision of Dissolution

1. Dissolution of the Organization shall be approved by a 3/4th (or 75%) special vote of the General Assembly.
2. Upon the dissolution of the Organization, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Organization, dispose of all of the assets of the Organization exclusively in furtherance of the

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purposes of the Organization or shall contribute such assets to an organization or organizations under Section 501 (c)(3) of the 1954 Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) as the General Assembly shall determine. The Board members or any person who was in the position of responsibility at the time of the dissolution shall not gain from liquidation and dissolution of the organization.

ARTICLE XVI

16.1 Amendments

These Bylaws may be amended by initiative of a simple majority of the Board of Directors or a written petition from one-third members of the General Assembly. The proposed amendments must be presented to the General Assembly and approved before considered final. Bylaws may be amended by a two-third vote of members of the General Assembly who are currently on their membership dues. **Members shall be notified of proposed amendments at least [.....] days prior to the vote.**

ARTICLE XVII

17.1 Language

a) In the event of contradiction between the Amharic and English versions of these Bylaws, the English version shall take effect. The Bylaws shall be translated into the Amharic language and may be translated into other Ethiopian languages in phases.

b) Effective Date

This **Revised** Bylaws is duly ratified by the joint BODs, CEC Executive and CEC Edir Committees on **March 28, 2025** and will be enforced as of today. Board Members Signatures: