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**BYLAWS OF CO-OPERATION ASSOCIATION OF KLOT WLAD  
HAIGET IN NORTH AMERICA. ADOPTED ON SEPTEMBER 01, 2012. .**

**ARTICLE I - NAME**

The name of the Association shall be Cooperation Association of Klot Wlad Haiget in North America.

**ARTICLE II – REGISTERED OFFICE**

The Association shall be a non-profit organization incorporated under the laws of the State of Colorado. It shall be a Colorado Corporation.

**ARTICLE III - ADDRESS**

**Section 1- Physical address:** The primary physical address of the Corporation shall be: 4531 S. Joplin St, Aurora, CO 80015. The Website construction has been completed.

**Section 2- Contact Information:** : For information, please contact the Board Members via email.

**ARTICLE IV MISSION STATEMENT**

The mission statement of the Corporation shall be to uphold the language , customs, traditions and cultural heritage of the Mensae people, furthermore, to reach out to the communities and empower the youth to get more involved in studying and preserving these values by creating an effective and powerful network.

**ARTICLE V- PURPOSE**

The purpose of the Corporation shall be to engage in lawful charitable activities as a non- profit corporation under Section 501 (C) (3) of the Internal Revenue code of 1986 (or described in any corresponding provision of any successor statute). It shall promote unity and solidarity among the descendants of the Klot Mensae in North America and, thereby, shall strive, in an organized and unified manner, to resolve problems and challenges facing its members in their daily lives in the

Diaspora. This shall be done by creating effective networking mechanisms to reach out to its members to share their problems and to provide guidance and counseling to those who need them. The association shall work diligently to uphold and preserve the culture, language, customs and traditions of the Klot Mensae and make an effort to pass them down to the new generation.

In addition to the general purposes above, specifically the association shall create efficient networking in sharing education and job opportunities for the youth and all its members in general. The association shall also donate limited funds for burial and funeral expenses upon the death a member to the survivors of the deceased member.

The association shall not engage in any political or religious activities or affiliate itself with any political or religious organizations and, as a result, it shall not allow its members to entertain any political or religious activities within the association.

## **ARTICLE VI- MEMBERSHIP**

***Section 1 – Eligibility for membership*** –Membership shall be open to all descendants of the Klot Mensae residing in North America who support the purpose statements stated in Article II. The criteria for membership shall be:

- Any individual whose maternal or paternal ancestors belong to the Klot Mensae.
- Any individual who was born and raised in the Mensae land but came from other ethnicities and nationalities.
- Spouses of members who meet the above criteria can be eligible for membership regardless their birth place, ethnicity and/or nationality.

***Section 2- Annual Dues:*** The amount required for annual membership dues shall be \$60 effective 2011 through 2014 and \$100 effective January 2015 per person through December 31, 2021. Effective January 2022, the annual membership dues shall increase from \$100 to \$120 per person. Continued membership shall be contingent upon being up to date on membership dues.

Residents of the US and Canada who were unable to join the association for various reasons, can now become members by paying a one-time initiation fee of \$500 plus the annual membership dues. However, the \$500 one-time initiation fee shall not

apply to newcomers to the US and Canada. They shall pay whatever fee designated for that year.

***Section 3- Rights of members:*** Each member shall be eligible to cast a vote to elect and be elected in the Corporation's/Association's elections. Each member shall have the full right to equally participate in the Corporation's or Association's activities. Upon the death of a member who has been in good standing, the beneficiary of the deceased member shall receive \$7,000 to help defray burial and funeral expenses. This benefit shall be paid only if the deceased member had been active and had fully paid their dues by February of the current year unless prior arrangements have been made. The association shall cover the \$7,000 as long as there is adequate funding available in the treasury. When and if funds start dwindling, the board of directors shall determine the best way to cover the endowment.

All members shall be expected to designate their beneficiaries. Members shall not receive any additional goods and services from the Association aside from the above-mentioned benefit.

***Section 4- Duties of members:*** Each member shall be expected to pay his or her annual membership dues immediately after being granted membership. Subsequently, all dues shall be paid between January and February of each year. A member who is delinquent in making his/her annual membership fee and, furthermore, fails to respond to reminders sent by Board Members, his/her membership shall be terminated and, therefore, shall forfeit all his/ her membership rights.

If an active member permanently leaves the USA or Canada but he/she wishes to continue his or her membership, he or she must designate a representative to keep their membership active and receive benefits. If they do not designate a representative, their membership shall be terminated.

***Section 5- Membership Termination:*** Membership shall be terminated when:

- A member withdraws his membership by his or her own free will. There shall be no monetary reimbursement.
- A member violates the Association's bylaws. There shall be no monetary reimbursement.

- A member fails to designate a representative upon leaving the USA or Canada. There shall be no monetary reimbursement.
- A member passes away
- A member who fails to fulfil his/her annual membership dues, his/her membership shall be discontinued

**Section 6- Membership reinstatement:** Members who voluntarily terminate their membership may request reinstatement by sending a letter to the Board of Directors. Membership reinstatement is subject to paying all appropriate membership arrears. The Board of Directors shall review the matter and shall notify the member/s accordingly.

**Section 7- Current number of members:** There are currently 160 active members of the Association.

## **ARTICLE VII – FUNDRAISING ACTIVITIES**

At the moment, the Corporation shall not have any fund-raising activities.

## **ARTICLE VIII- MEETING OF MEMBERS**

**Section 1- Highest Authority:** The General Assembly of the Association shall have the highest authority of the association.

**Section 2- Regular meetings:** Regular meetings of the members shall be held monthly and quarterly with a quarterly being mandatory at a date and time published in advance.

**Section 3- Annual Meetings:** An annual meeting of the members shall take place via teleconference in the month of December. The specific date and time shall be designated by the Board of Directors. Notices of annual meetings shall be sent out by the Secretary to each member at least two weeks in advance. At the annual meeting the members shall receive reports regarding the activities of the association and determine the direction of the association for the coming year. The association shall elect its board officers at its biennial meeting. During the biennial meeting, a member may elect or be elected only by being present and not by representation. In the future, an election committee will be created to study and facilitate elections in absence.

**Section 4 - Special Meeting:** Special or emergency meetings may be called by either the Board of Directors or by a petition signed by one third of the members of the Association. Notices of special meetings shall be sent out by the secretary to each member at least two weeks in advance.

**Section 5- Voting** – All votes regarding all decision- making process shall be made with a simple majority (50 +1). Proxy voting is prohibited. Members can only participate in the voting process if they are present in the membership meetings.

**Section 6- Quorum-** A simple majority of the total members of the Corporation constitutes a quorum during the annual or General Assembly meeting. If, for any reason, quorum has not been established, the business of the association shall be carried on by those who are present at the meeting.

**Section 7- Notice of meetings:** Notice of a meeting shall be sent to each member via phone or e-mail two weeks in advance.

## **ARTICLE IX- BOARD OF DIRECTORS**

**Section 1- Board role and size.** The board shall be responsible for overall policy, management, and direction of the Corporation, and shall delegate responsibility of day-to-day operations to the staff and committees. The association shall have a Board of Directors composed of 5 members elected by the Association. The board of directors shall consist of: Chair, Vice Chair, Secretary, Treasurer and Assistant Treasurer. In the General Assembly meeting, members shall nominate 7 candidates. The 5 members who receive the most votes shall become the Board of Directors. The remaining two members shall become substitutes. These two substitutes shall not attend meetings and shall not be part of the decision-making process until they officially fill any vacant position.

**Section 2- Term of Office:** All board members shall serve a two-year term and shall be eligible for re-election for up to two consecutive terms. In other words, a board member shall be limited to four consecutive years of service. However, after skipping or sitting out for at least one term, he or she may be re-elected.

**Section 3 –Meetings and notice:** The board shall meet at least quarterly, at an agreed upon time via teleconference. An official board meeting requires that each board member has received a written notice at least two weeks in advance.

**Section 4- Board Elections:** New directors and current directors shall be elected or re-elected by members at a biennial meeting. Directors shall be elected by a simple majority of members present at the biennial meeting.

**Section 5 – Election procedure:** Any member shall nominate a candidate to the slate of the nominees of Board of Directors at the General Assembly meeting.

**Section 6- Quorum:** Three members of the Board of Directors shall constitute a quorum for business transaction to take place and motions to pass.

**Section 7- Hung Board Decisions:** On the occasion that Board members are unable to decide due to a tied number of votes, the Chair/President in the order of presence shall have the power to swing the vote based on his/her decision.

**Section 8- Formation of Special Committees:** **The Board of Directors shall have the power to appoint any type of committees as they deem it necessary.**

**Section 9- Resignation:** Resignation from the board must be in writing and received by the Secretary in advance.

**Section 10- Current Board of Directors:** Names of board members and auditors who are elected in the biennial meeting shall be disclosed to members in a timely manner via email.

## **ARTICLE X – COMPENSATION POLICY**

The Corporation shall not compensate its Board of Directors and its members at this time due to budget constraints. The board members shall provide their services voluntarily until such time the association would be able to pay. The Corporation may consider compensation in the future and when that happens, the Board of Directors shall be responsible for setting compensation amount for its directors, officers and agents of other non-profit organizations. The Board shall periodically review its policy to ensure that the Board member's loyalty to the Corporation shall not come into conflict with competing personal or financial interest.

## **ARTICLE XI- DUTIES OF THE CHAIRPERSON**



**The Chairperson shall:**

1. Convene and conduct the regular and special/emergency meetings of the Board of Directors.
2. Convene and conduct the regular and special meetings of the Assembly of members of the Association.
3. Coordinate functions of the Board of Directors.
4. Present annual report regarding the situation of the Corporation.
5. Guide members of the Board of Directors and other members of the Corporation to respect and carry out the spirit of the bylaws of the Corporation.

**ARTICLE XII- DUTIES OF THE VICE CHAIRPERSON**

**The Vice Chairperson shall:**

1. Provide all necessary assistance to the Chairperson of the Corporation.
2. Temporarily substitute as Chairperson and act as such in the absence of the latter; and permanently take over the position of Chairperson when such post becomes permanently vacant.
3. Substitute as Secretary and act as such in the absence of the latter.

**ARTICLE XIII- DUTIES OF THE SECRETARY**

**The Secretary shall:**

1. Keep all the records of the Corporation.
2. Keep a directory of the membership of the Corporation
3. Record all minutes of actions and decisions taken by the Board of Directors and the General Assembly at their regular and special meetings
4. Send out invitations whenever regular and special meetings are to be held by informing all members of the time, place, and purpose of the meeting.
5. Keep members up to date with current affairs of the Corporation.

**ARTICLE XIV- DUTIES OF THE TREASURER**

**The Treasurer shall:**

1. Administer the finances of the Corporation.
2. Keep records of all revenue and expenditures of the Corporation.
3. Collect membership dues from members.
4. Deposit all money of the Association in a bank account opened in the name of the Association within three days of its receipt. The Board of Directors shall choose the bank where such account shall be opened.
5. Send reminders to members who are behind in their membership dues.
6. Expend or disburse up to \$200 a year to carry out the Association's business without asking the Board's approval.
7. Shall obtain written instructions from the Board of Directors when expenses exceed the amount stated above. However, this shall not be applicable to the \$7,000 contributed by the members upon the death of a member.
8. Be prepared for any audit and present all account books and other documents of the Corporation upon the request of the Auditors or the Board of Directors.
9. Make sure that checks, drafts or orders of payment of money are done only with signatures of the treasurer and the chairperson or secretary of the board.
10. Provide an annual report of all transactions and an accounting of the financial condition of the Association to members.
11. Present quarterly reports of all financial transactions to Board of Directors.

**ARTICLE XV- DUTIES OF THE ASSISTANT TREASURER**

1. Provide all necessary assistance to the Treasurer of the Corporation.
2. Temporarily substitute as Treasurer and act as such in the absence of the latter; and permanently take over the position of Treasurer when such post becomes permanently vacant.
3. Substitute as Treasurer and act as such in the absence of the latter.

**ARTICLE XVI - ELECTION AND DUTIES OF AUDITORS**

The General Assembly elects an auditor and a deputy auditor at its biennial meeting. Their term shall be a maximum of four years. The deputy auditor shall work under the direction of the Auditor and shall take over the duties in the absence of the Auditor. The Auditors of the Association shall:

1. Audit the Treasurers' transactions and the financial condition of the Association not less than twice a year and present the result of their audit to the Board of Directors. Copies of these reports shall constitute a part of the annual report which shall be available to the General Assembly of members of the Association.
2. Present any suggestions that they may have regarding the financial administration of the Association.

## **ARTICLE XVII- THE YOUTH**

The Corporation shall give special attention to the youth to encourage them to study their heritage and support their community. The association shall extend its membership to the youth. However, membership dues shall not be assessed until the age of 18 years. Thereafter, they shall become dues paying members eligible to vote. The Corporation shall also extend this same privilege to the orphans under the age of 18 years with the right to voice their opinion but not to vote.

The stipulation of paying retroactive membership dues to 2011 for members shall not apply to the youth. In other words, the youth shall begin paying their membership dues the year they have joined the Association.

## **ARTICLE XVIII- DISSOLUTION OF CORPORATION**

Upon termination or dissolution of the Corporation and after all outstanding liabilities have been paid, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (C) (3) of the Internal Revenue code of 1986 ( or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose and which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the members of the Corporation. The funds shall remain in a fiduciary trust account until the members agree upon a qualifying entity.

Members are welcome to send suggestions to the Board of Directors. As this association does not have any political or religious affiliation the fund will be not be designated to any type of political or religious organization.

#### **ARTICLE XIX- CONFLICT OF INTEREST:**

The board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating or arranging any business transaction such as leases, loans, contracts and/or other goods and services which may benefit any board member or officer of the Corporation. "Conflict of interest", as referred to herein, shall include but shall not be limited to, any transaction by or with the corporation in which the officer is unable to exercise impartial judgment or otherwise act in the best interest of Corporation.

No Board member shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such officer has allegiance, has a personal interest that may be seen as a competing with the interest of the Corporation. Any officer who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation in the matter of question, and the Board shall make the final determination as to whether any officer has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Officer.

#### **ARTICLE XX- TRANSFER OF ASSETS AND PROPERTY.**

**Outgoing Board Directors/Officers shall cooperate with incoming or newly elected Board of Directors to hand over Association's assets smoothly within a period of one month.**

## **ARTICLE XXI- OPERATING IN A FOREIGN COUNTRY**

The Corporation shall primarily operate its main activities such as business transactions in the United States, but shall have participating members from Canada as well.

## **ARTICLE XXII – ECONOMIC DEVELOPMENT**

The Corporation shall not be engaged in economic development at this time.

## **ARTICLE XXIII – GRANTS AND LOANS**

The Corporation shall not provide scholarships, education, loans and grants to individuals at this time

## **ARTICLE XXIV- FISCAL YEAR**

The Fiscal Year of the Corporation shall be January 1 through December 31 of each year.

## **ARTICLE XXV- AMENDMENT OF BYLAWS**

Any amendments that need to be made to the bylaws shall be adopted at the biennial meeting by two-third (2/3) vote of the members present at the meeting.

**NOTICE AND COMMENT:** Amended at General Assembly Meeting held via Zoon September, 25, 2021.