

NIGERIAN INFORMATION TECHNOLOGY PROFESSIONALS IN THE AMERICAS (NITPA)

BYLAWS ADOPTED JUNE 8, 2002

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THE BY-LAWS
OF
NIGERIAN INFORMATION TECHNOLOGY PROFESSIONALS IN THE AMERICAS
(NITPA)

ARTICLE ONE
Name, Location and Offices

- 1.1. Name: The name of the organization shall be “Nigerian Information Technology Professionals in the Americas” (NITPA).
- 1.2. The Registered National Office: The registered National Office of the organization shall be located in the District of Columbia. The Board of Directors may change the address from time to time.
- 1.3. Regional Chapters: The organization shall operate Regional Chapters located in cities within the geographic boundaries of the United States of America.

ARTICLE TWO
Regional Chapters, Operations and Representation

- 2.1. Requirements for Regional Chapters: The Board of Directors (E-Board) shall determine the eligibility for establishing a Regional Office and the qualifications of its members. The requirements for establishing a Regional Office shall include (1) a Petition signed by a minimum of 10/12 members of the organization resident in the proposed geographic region, (2) copies of curriculum vitae of Petitioners interested in establishing a regional office, and (3) an approval of the Petition by the National Board of Directors.

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There should be no more than one region per state and in any event, no two Chapters should be closer than 100 miles from each other.

- 2.2. Operations of Regional Chapters: All operations of a Region outside the geographical boundaries of the region must be channeled through the National Office and approved by the National Board of Directors. The National Board of Directors has the sole authority to discuss, sponsor legislative proposals to the Nigerian and American Governments on issues of National interest and its members.
- 2.3. Representation at National Office: Regional representatives make up the National Board of Directors. All positions in the National Board of Directors are open to members of Regional Chapters.

ARTICLE THREE
Purposes, Powers, and Governing Instruments

- 3.1. Nonprofit Corporation: The organization shall be organized and operated as a nonprofit organization under the District of Columbia Nonprofit Corporation Code.
- 3.2. Charitable, Educational and Networking Purposes: The Organization (hereinafter called NITPA) is a voluntary organization of individuals who are members of NITPA, the purposes of which, as set forth in the articles of incorporation, are exclusively for educational,

members professional networking, charitable activities within the meaning of section 501(c)(3) and (6) of the United States Federal Internal Revenue Code (or the corresponding section of any future Federal Tax Code). The purposes of the corporation shall include, but shall not be limited to the following:

1. To bring the Nigerian Information Technology experts in the Americas under one organization;
2. To provide a professional environment for inter-disciplinary research on Nigerian Information Technology issues, and use forums for publicizing and promoting educational IT findings in Nigeria, the Americas and other parts of the world;
3. To create a database of Nigerian IT professionals and use same to assist members of the group in networking as a means of advancing and enriching members' IT career;
4. To provide a forum for members to engage in international networking and exchange of useful IT knowledge with IT experts from the Americas, Africa, and other continents, through workshops, seminars, electronic interchange, publications, and conferences;
5. To provide opportunities for members to procure and implement IT contracts, community and national grant projects for the benefit of communities in Nigerian, the Americas, Africa and other continents for the purpose of building IT awareness;
6. To apply for grants for purposes of providing IT educational and development programs in communities of Nigeria, the Americas and other continents;
7. To make available to youths and educational institutions, IT promotion materials as a career of choice for Nigerian-Americans, including new career entrants seeking mentorship and guidance by applying the resources of members and their professional expertise;
8. To encourage collaboration between Nigerian-American IT professionals, the government of Nigeria, and other disciplines to explore means of developing and implementing national policy issues for national development;
9. To develop, adopt, and submit to the membership for approval, and from time to time amend a comprehensive plan for public and private agencies to deal with the problems of Information Technology related matters as is necessary to accomplish the goals and objectives of the organization;
10. To coordinate, evaluate, and provide services and assistance to governments, agencies in implementing and carrying out the IT Policy of Nigeria; and

11. To enter into contract with public and private agencies for the charitable purposes described in the articles of incorporation and these bylaws and for such public and private agencies to provide programs and services to educational institutions, governments, corporations in order to comprehensively carry out the objectives of the organization.

3.3 Powers: In furtherance of its goals and purposes, the organization shall have the following full power and authority:

1. To receive, accept, and utilize gifts, grants, donations, or contributions of money, property, facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity or from the District of Columbia or any other state, or any agency, instrumentality, or political subdivision thereof or from the United States or Nigerian government or any agency or instrumentality thereof;
2. To make distributions of items received under section 3.3.1 to organizations, educational institutions that qualify as exempt organizations under the Internal Revenue Code;
3. To make distributions for charitable purposes, and
4. To do all things necessary or convenient to carry out the goals and purposes of the Organization under the Nonprofit Laws of the District of Columbia.

Governing Instruments

3.4 The corporation shall be governed by its articles in incorporation and its bylaws, subject to the District of Columbia Nonprofit Corporations Code and in accordance with the provisions of sections 501(c)(3) and (6) of the Federal Internal Revenue Code.

ARTICLE FOUR Membership Provisions

4.1 Qualification: The organization shall have members in accordance with the Articles of Incorporation. All members of the organization shall be Nigerian IT professionals or non-IT professionals with interest in Information Technology, or non-Nigerians with interest in Nigerian IT development and application.

4.2 Classes of Members: The organization shall have three classes of members. The designation of the classes of members shall be (1) Individual Membership which is available to any person specified in Article 4.1, (2) Corporate Membership available to any interested IT corporation,

- and (3) Student Membership available to any student with interest in IT, and with evidence of current enrollment in a higher institution of learning. All classes of members shall be composed of those persons who, upon written application for membership in the organization, are elected to membership in the organization by the Board. Each said person/s in said written application shall subscribe, in writing, to the Articles of Incorporation of the organization and to the Bylaws of the organization and shall further agree to be a member of the organization if elected as such.
- 4.3 Membership Privileges: All members have equal voting rights. All classes of membership are entitled to attend meetings and receive information on IT development around the world, and particularly in Nigeria, receive copies of organizational newsletters, pamphlets, brochures and information on current developments in information technology. Additional privileges will be granted corporate members and sponsors which include advertising corporate businesses in the organization newsletters, special events, attending organizational functions with up to 3 corporate staff members, publishing corporate affairs, and listed on the organizations corporate database of businesses.
- 4.4 Election of Members: Membership in the organization shall be through the recommendations of Regional Chapters and approved by a 2/3 vote of the National Board of Directors. Membership is considered based on good moral character, and professional credentials.
- 4.5 Voting Rights: All Members have equal voting rights. Each member entitled to vote, shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- 4.6 Termination of Membership: The National Board of Directors, by an affirmative vote of two-thirds (2/3) of all members of the board, may suspend or expel a member for cause and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member for conduct inconsistent with these Bylaws, such conduct to be determined by members of either the National or Regional Chapters, or who shall be in default in the payment of dues as provided under Article 5.5.
- 4.7 Resignation: Any member may resign by filing a written letter of resignation with the Secretary to the Organization, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid. There shall be no reimbursement of dues already paid.
- 4.8 Reinstatement: Upon written request, signed by a former member, filed with the Secretary to the Organization, the board of directors may, by an affirmative vote of two-thirds of the members of the board, reinstate such former member to membership upon such terms, as the board of directors may deem appropriate.
- 4.9 Transfer of Membership to a Third Party: Membership in the organization is not transferable or assignable to a third party.
- 4.10 Transfer of Membership From One Region to Another: A member may transfer his/her

membership from one region to another after giving 30 days notice of such transfer to all regions concerned.

- 4.11 Membership in a Task Force: Since the operations of the organization are conducted in different task forces, each member MUST belong to at least one task force listed in Article 13 above and make active contributions accordingly. Such membership in a Task Force will facilitate the attaining, maintaining, and achieving of the goals of the organization. Members may change from one Task Force to another upon giving appropriate notice to the Coordinator/s of the Task Force and upon completion of or the continuing active participation in an on-going project for which the Member was engaged prior to such change.

ARTICLE FIVE

Dues

- 5.1 Annual Dues: The organization shall have a fixed regular membership due of one hundred and fifty (\$150:00) dollars for all individual members, five hundred (\$500.00) dollars for Corporate Membership, fifty (\$50.00) dollars for Student members currently enrolled in an institution of higher learning with evidence of enrollment annually verified by the secretary to the organization, and one thousand (\$1,000) dollars for sponsors.
- 5.2 Contributions: Contributions above and beyond membership dues specified in 5.1, shall be made directly to the National Office as either restricted or non-restricted funds for purposes of the organizations' charitable activities under its 501(3)(c) status of the Internal Revenue Code of the United States. Restricted funds shall be applied to specific charitable activities of the organization while non-restricted funds shall be utilized by the organization for the benefit of the organizations' general projects.
- 5.3 Payment of Dues: Dues shall be payable to the National Office in advance on the first day of January of each fiscal year. The National office shall disburse 1/3 of the regular membership dues to the Regional Office to which a member belongs. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to the membership for the remainder of the fiscal year of the organization. Payment is due upon notification of approval of membership by the Board of Directors. A new member has 30 days from date of approval to make payment otherwise membership is automatically nullified. Payment may be extended for another 30 days under special circumstances.
- 5.4 Default and Termination of Membership: when any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of fiscal year, or the period for which such dues became payable, membership may thereupon be terminated by the board of directors in the manner provided under Article 4.6 of these Bylaws.

ARTICLE SIX
Membership Identification

- 6.1 The board of directors shall provide each member with a membership identification card, which evidences membership in the organization. Said card shall be in such form as may be determined by the board. Such card shall be signed by the president and sealed with the seal of the organization. All cards evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the card shall be entered on the records of the organization. If any card shall become lost, mutilated or destroyed, a new card may be issued thereof upon such terms and conditions as the board of directors may determine.

ARTICLE SEVEN
Meetings of Members

- 7.1 Quarterly Meetings of National and Regional Members: National and all Regional Chapters meet quarterly, once every three months, except in the quarter when the National General Meeting will be held. The time and date of such meetings shall be determined at the preceding meeting of members.
- 7.2 Annual General Meeting: The organization shall hold an annual general meeting at a date, place, and time to be determined by the board of directors, as it deems appropriate. The purpose of which is to elect directors or transact such business of the organization as may come before the meeting. If such business is not transacted on the day determined by the board of directors, or at a substitute annual meeting, or at any adjournment thereof, the board of directors in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible. Included in the businesses that shall be transacted at the Annual General Meetings, but not limited to these are:
- ❑ Annual Election of Task Force Coordinators
 - ❑ Annual presentation of Financial report by the Treasurer
 - ❑ Election of Officers (President, Vice-President, General Secretary, Assistant General Secretary, Media and Publicity Relations Secretary, and Treasurer, every two years
 - ❑ Presentation of proposed programs/projects, budgets for the following fiscal year by the President or his designee.
- 7.3 Special Meetings: Special Meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.
- 7.4 Place of Meetings: The Board of Directors may designate any place, either within or without the District of Columbia, as the place of any annual meeting or special meeting called by the board of directors.

- 7.5 Notice of Annual Meetings: The General Secretary, or designee, shall give notice of the date, time, and place for all meetings of the members.
- 7.6 Notice of Quarterly and Special Meetings: Notice of quarterly and special meetings shall be by either regular United States Postal Services, Electronic mail (e-mail), telegraphic mail to each member, not less than 14 days before the date set for the meeting and if rescheduled not less than 17 days before the date set for a rescheduled quarterly or special meeting. Such notice shall set the date, time, and place of the meeting. Notice of quarterly and special meetings shall state the transactions of the meeting being called as may properly come before the meeting.
- 7.7 Quorum: The members holding one tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. A quorum is not required for quarterly meetings to be called to order at a time specified in the notice.
- 7.8 Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing and duly authorized by his/her attorney-in-fact. No proxy shall be valid after more than three (3) months from the date of its execution. No member shall hold more than one proxy.
- 7.9 Voting: At all meetings of members, voting shall be by a showing of hands. However, where directors are to be elected by members, such an election may be conducted by mail in such manner, as the board of directors shall determine, and voting shall be in writing or electronic ballot.
- 7.10 Vote Required for Action: Except as otherwise provided in these bylaws or by law, the act of a majority of the members, present at a meeting and eligible to vote, at which a quorum is present, shall be the act of the organization.
- 7.11 Presiding Officer: The president or, in the absence of the president, the vice president of the organization shall preside at all meetings of the members; or in the absence of the president and vice president, a presiding officer shall be chosen by the members present. The secretary of the organization shall serve as the secretary of all meetings of members, but in the absence of the secretary, the presiding officer may appoint any member to serve as secretary for that meeting.
- 7.12 Adjournments: Any meeting of the members, whether or not a quorum is present, may be adjourned by a simple majority of the voting members present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or the business to be transacted; the time, and place of the reconvened meeting, which was adjourned. At such reconvened meeting, any business may be transacted which could have

been transacted at the meeting, which was adjourned, provided the guidelines for reaching decisions by voting are followed.

- 7.13 Telephone and Similar Meetings: Members may participate in and hold a meeting by means of conference telephone, or other communication equipment by means of which all persons participating in the meeting can hear one another. Participation in such a meeting shall constitute presence in person at the meeting, except a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE EIGHT
Board of Directors

- 8.1 Authority and Responsibility: The governing body of NITPA shall be the Board of Directors (also called the E-Board). The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively execute its purposes and objective and supervise the disbursement of its funds. The E-Board shall be made up of the President, Vice-President, Secretary-General, Assistant Secretary General, Media and Publicity Relations Secretary, Treasurer, and At-Large Members. The Board of Directors, may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee or Task Force. Under no circumstances, however, shall the fundamental and basic purposes of the organization, as expressed in the articles of incorporation or these By Laws, be amended or changed without consultation and approval by the general membership or at the general annual meeting of members.

- 8.2 Membership on the Board: Board membership is open to all Regional Directors. Regional representatives shall make up the National Board of Directors. All positions on the National Board are open to members of Regional Chapters.

- 8.3 General Powers: The affairs, business and property of the organization shall be managed under the direction of the Board of Directors except as otherwise provided by law, by the Articles of Incorporation, or by these By Laws.

- 8.4 Number of Directors and Term of Office: The number of members of the Board shall not be less than 8 members who need not be residents of the District of Columbia. The number of directors may increase with the establishment of a Regional Office whereby the director of the newly established Regional Office becomes a member of the National Board. The directors may serve a staggering term in office for a term of two (2) years and no more than (5) years or until his or her successor shall have been elected and shall have qualified or until his or her earlier death, resignation, or removal. Said staggering term shall be apportioned between all of the directors to the extent that one-third (1/3) of the directors shall serve the lesser term; another one-third (1/3)

of the directors shall serve the greater term of 5 years. The board of directors shall consist of the president, vice president, treasurer, and secretary of the organization together with such other directors as may be elected by the affirmative vote of majority of the initial directors. The term of office of each director shall be fixed by a majority vote of the directors initially appointed in the Articles of Incorporation.

- 8.5 Election: The directors shall hold office until the expiration of their respective terms of office and until their successors have been elected and qualified, unless sooner removed by death, resignation, disqualification or otherwise. The election of directors to fill the expired terms of any directors shall be held at a regular meeting, if such a meeting is held within 15 days prior to the expiration of such director's term of office, provided however that such elections are not reserved to members of the organization, if any, in such case, the election of directors to fill the expired terms of any director shall be held at a Special Meeting called by the members for that purpose.
- 8.6 Removal: Any director may be removed either for or without cause at any special, regular, or annual meeting of the board of directors, by the affirmative vote of a majority of the directors then in office. A removed director's successor may be elected at the same meeting to serve the un-expired term.
- 8.7 Vacancies: Any vacancy in the board of directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the un-expired term at any meeting of the board of directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the board of directors and the qualification of his or her successor by an affirmative vote of a majority of the members.
- 8.8 Committees/Task Forces of the Board of Directors: By resolution adopted by a majority of the full board of directors, the board of directors may designate from among its members one or more executive task forces or committees, each consisting of two (2) or more directors, which numbers shall always include the president or the vice president of the organization.
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Resolution adopted by a majority of directors present at a meeting at which a quorum is present, the board of directors may designate from among its members one or more other task forces or committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said Task Force or Committee. See Article 13 ("Task Forces/Executive Committees").
- 8.9 Compensation: No director of the organization shall receive, directly or indirectly, any salary, compensation or emolument as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors.

ARTICLE NINE
Meetings of the Board of Directors

- 9.1 Annual Meeting: Notice: The annual meeting of the board of directors shall be held at the principal office of the organization or at such other place as the board of directors shall determine on such day and such time as the board of directors shall designate. Unless waived as contemplated in Article 10.1, notice of the time and place of such annual meeting shall be given by the secretary or designee, either personally or by telephone or by regular United States Postal Services, electronic mail, or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.
- 9.2 Regular Meeting: Notice: Regular meetings of the board of directors shall be held from time to time between annual meetings at such times and at such places as the board of directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by electronic mail or by telegram not less than seven (7) nor more than thirty (30) days before such regular meeting.
- 9.3 Special Meeting: Notice: Special meetings of the board of directors may be called by or at the request of the president or by any two of the directors in office at that time. The person or persons authorized to call such a special meeting shall fix the time and place of such special meeting, and taking into consideration the proximity and convenience to all such affected board members. Notice of time, place and purpose of any special meeting of the board of directors shall be given by the secretary either personally or by telephone, electronic mail, United States Postal Services or by telegram at least five (5) days before such meeting.
- 9.4 Waiver: Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See Article 10 (“Notice and Waiver”).
- 9.5 Quorum: At meetings of the board of directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.
- 9.6 Vote Required for Action: Except as otherwise provided by law or in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Adoption, amendment and repeal of a bylaw are provided for in Article 17 of these bylaws. Vacancies in the board of directors may be filled as provided in Article 8.7 of these bylaws.
- 9.7 Action by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action is signed by all the members of the board of directors. Such consent

shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

- 9.8 Telephone and Similar Meetings: Directors may participate in and hold a meeting in accordance with Article 7.13,
- 9.9 Adjournments: A meeting of the board of directors shall be adjourned in accordance with Article 7.12 above.

ARTICLE TEN Notice, Procedure and Waiver

- 10.1 Procedure: Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article 9. Whenever notice is given to a director by mail, the notice shall be sent by first-class mail by depositing the same in a United States postal Office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the organization; and such notice shall be deemed to have been given at the time the same is deposited in the United States Postal Service. Notice shall be deemed to have been given by telegram or electronic mail at the time notice is transmitted through electronic mail or telegram.
- 10.2 Waiver: Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE ELEVEN Board of Advisors

- 11.1 Appointment: Upon the recommendation of the National Board of Directors, the members of both Regional and National Offices shall appoint such persons, as it deems reasonably necessary or desirable to act as the Board of Advisors of the organization. To the extent possible, the Board of Advisors should consist of representatives of the IT profession, government, business community and the academic (educational) community. There shall be an initial number of 10 members of the Board of Advisors: Four (4) from Nigerian Policy Makers, two (2) from Nigerian IT corporate leadership and four (4) from the American corporate leadership. The increase and/or decrease of the number of Board of Advisors shall be determined in the sole discretion of the Board of Directors.
- 11.2 Purpose: It shall be the function and purpose of the Board of Advisors to advise, mentor and support the Board of Directors on matters relating to the business and affair of the organization, and to suggest or be available for consultation with regard to projects or activities which the organization may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

- 11.3 Term of Office: The term of office of each member of the Board of Advisors shall be for one year and be renewed from year to year according to the availability and service of each member of the Board of Advisors to continue to serve.

ARTICLE TWELVE
National and Regional Officers

- 12.1 Composition of National Officers: The officers of the organization shall consist of a president, a vice president, a secretary-general, an assistant secretary general, a media and publicity relations' secretary, and a treasurer. The board of directors shall from time to time create and establish the duties of such officers or assistant officers as it deems necessary for the efficient management of the organization, but the organization shall not be required to have at any time any officers other than those identified herein. No two (2) or more offices may be held by the same person.
- 12.2 Composition of Regional Officers: The officers of each Regional Office shall consist of a director, a secretary, a media and publicity relations' secretary, and a treasurer. The duties of all officers shall be as provided by these By Laws.
- 12.3 Election and Term of Office: The initial officers of the organization shall be elected at the initial meeting of the organization and shall serve until the annual meeting of the membership or until their successors have been elected and have qualified in accordance with these bylaws. Thereafter, the officers including the president, vice president, secretary-general, assistant secretary-general, publicity secretary and treasurer shall be elected every two (2) years. Each officer may serve two (2) consecutive terms if re-elected. After the second term in office, such a person must skip a term before he/she can run for the same office again.
- 12.4 Other Agents: The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority, perform such duties, and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
- 12.5 Removal from Office: Any elected officer of the organization may be removed by an affirmative vote of a two-third majority of the E-Board, followed by ratification by simple majority of membership entire present and voting whenever in its judgment the best interest of the organization would be served thereby, but such removal shall be without prejudice to any contractual rights, if any, of the officer so removed.
- 12.6 Resignations: Any elected or appointed officer of the organization may resign such a position after giving at least four (4) weeks notice of his/her intention to resign. The resignation shall take effect from the time the letter indicating such intent is received by the

organization, unless some time is specified in the letter of resignation, resignation takes effect from the date so specified. The acceptance of a resignation shall not be required to make it effect, as long as the required notice has been given.

- 12.7 Vacancies: A vacancy in any office occasioned by death, resignation, removal disqualification or otherwise, may be filled by the board of directors at its next regular meeting or a special meeting called for that purpose, for the un-expired portion of the term.
- 12.8 President: The President shall be the principal executive officer of the organization and shall preside at all meetings of members and the board of directors. He shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, and statements and reports required to be filed with the state or federal officials or agencies; and he shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he shall see that all orders and resolutions members and the Board of Directors are carried into effect. He shall have the right to supervise and direct the management and operation of the organization and to make all decisions as to policy and otherwise which may arise between meetings of members and the Board of Directors, and other officers and employees, if any, of the organization shall be under his supervision and control during such interim. He shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe.
- 12.9 Vice-President: The vice-president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He shall perform such other duties and have such other authority and powers as the Board of directors may from time to time prescribe or as the president may from time to time delegate.
- 12.10 General-Secretary: The general-secretary shall:
- (a) Attend all meetings of members and the Board of directors and record all votes, actions and minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other special task forces or committees when required;
 - (b) Prepare and send all notices as provided under these Bylaws, or as required by law;
 - (c) Keep in safe custody the seal of the organization and, when authorized by the Board of directors or the president, affix it to any instrument requiring it. When so affixed it shall be attested by her/him signature or by the signature of the treasurer or an assistant secretary as required under these bylaws;
 - (d) Prepare and keep a list of names and postal/electronic mail addresses of each member of the organization, the board of directors and board of advisors, and in

general perform all duties incidental to the office of the secretary and such other duties as from time to time may be assigned to her by the president or by the board of directors, and

(e) She shall be under the supervision of the president.

12.11 Assistant General-Secretary: The assistant general-secretary shall, in the absence of or disability of the general-secretary, perform the duties and have the authority and exercise the powers of the secretary. She shall perform such other duties and have such other powers as the board of directors may from time to time prescribe or as the president may from time to time delegate.

12.12 Treasurer: The Treasurer shall:

(a) Have the custody of the organization funds and securities and shall keep full and accurate accounts of receipts and disbursements of the organization and shall deposit all monies and other valuables in the name and to the credit of the organization into depositories designated by the Board of Directors.

(b) He shall disburse the funds of the organization as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, he shall give the organization a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for his office and for the faithful performance of the duties of his office and for the restoration to the organization, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the organization.

(d) He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president from time to time delegate.

(e) The Treasurer must provide the following reports, at least, quarterly:

- Condensed Consolidated Balance Sheet
- Condensed Consolidated Statement of Earnings
- Condensed Consolidated Statement of Cash Flow

12.13 Financial Secretary: The Financial Secretary shall keep financial records of the organization. She shall give a bond for the faithful discharge of her duties in such sums and with such sureties as the Board of Directors shall determine. She shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the

president may from time to time delegate.

- 12.14 Media and Publicity Relations Secretary: There shall be a Media and Publicity Relations Secretary who shall maintain, update the organization website, and keep a database of members, membership applications, IT businesses, and affiliates. The Media and Publicity Relations Secretary shall be responsible for disseminating information about the organization's activities, meetings, programs, and other events to the public, media, members, and other audiences. He shall work with the president as the principal custodians of the organization's website.
- 12.15 Auditor: The Board of Directors may from time to time, within every two (2) years, engage the services of an auditor or a team of auditors to perform such tasks as approved by the Board of directors. A summary report shall be generated and presented at the annual meeting of the members.
- 12.16 Legal Advisor: The Board of Director shall appoint a legal advisor to provide legal guidance to the Board of Directors and from time to time engage the services of the legal advisor as approved by the Board of Directors.

ARTICLE THIRTEEN Special Task Forces/Committees

- 13.1 Special Task Forces/Committees: There shall be established, by the National Board of Directors, five (5) special Task Forces who shall serve as the operative arm of NITPA – to generate ideas, and execute same within the scope of their charter. Each task force shall champion the execution of projects and activities relevant to their established charter, to the extent that such projects and activities address the goals and objectives of NITPA as defined in Article 3, Section 3.2.of this Bylaw. The established Task Forces shall include:
1. The Education and Research Task Force
 2. Consulting and Management Task Force
 3. Development Task Force
 4. Telecommunication and Networks Task Force
 5. Application Task Force
- 13.2 Consortium of the Willing and Capable (COWAC): There shall be established an ad hoc consortium by the Board of Directors, from time to time, to effectively design and develop projects in accordance with the purposes of the Articles of incorporation and these By-Laws. COWAC shall prepare Memorandum of Understanding with agencies, governmental bodies such as the legislature, the executive and the judiciary, non-governmental organizations, educational and health institutions, in order to achieve a uniform outcome of operation and effective results. When established, COWAC shall work within a Task Force to ensure active participation of members and the utilization of diverse professional skills.

- 13.3 Membership in Task Forces: Membership in any Task Force by members of the organization is mandatory. Each member is required to participate actively in the activities and meetings of a Task Force to which the member belongs. Membership in all Task Forces is open to all members of the organization.
- 13.4 Task Force Coordinators and Authority: The Board of Directors of the organization shall appoint coordinators (Champions) of each Task Force, whose responsibility shall be to direct the affairs of the Task Force. Task Force Coordinators shall be designated to manage all activities of the Task Force but the designation of such authority and the delegation thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility upon it by law.
- 13.5 Term of Office: Each member of a Task Force shall continue as such unless such Task Force shall be sooner terminated or unless such member be removed, resigns or otherwise cease to qualify as a member thereof.
- 13.6 Rules of Operation: Each Task Force may not adopt rules for its government, nor adopt regulations that are inconsistent with these Bylaws or with rules adopted by the board of directors.

ARTICLE FOURTEEN
Contracts, Checks, Deposits and Funds

- 14.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the organization. Such authority must be in writing and may be general or confirmed to specific instances.
- 14.2 Checks, Drafts, Notes, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents, of the organization and in such other manner as may from time to time be determined by the Board of Directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or the vice-president of the organization. Any checks or drafts or Notes or legal tender amounting to over \$500:00 shall require the prior approval of a simple majority of the Board, in writing.
- 14.3 Deposits: All funds of the organization shall be deposited within seventy-two (72) hours of receipt to the credit of the organization in such banks, trust companies or depositories as the Board of Directors may select.
- 14.4 Gifts: The Board of Directors may accept of behalf of the organization, gifts, bequests, or devise for the general purposes or for any special purpose of the organization.

ARTICLE FIFTEEN
Indemnification and Insurance

15.1 Indemnification: In the event that any person who was or is a party to or is threatened to be a party to any threatened, pending or completed action, suit or proceed, whether civil, criminal, administrative, or investigative, seeks indemnification from the organization against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the organization, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, member, or agent of the another organization, corporation, domestic or foreign, non-profit or for profit, partnership, joint venture trust, or other enterprise, then, unless such indemnification is ordered by a court, the organization shall determine, or cause to be determined, in the manner provided under the District of Columbia Law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under the Law of the District of Columbia; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by the Law of the District of Columbia.

15.2 Indemnification Not Exclusive of Other Rights: The indemnification provided in Section 15.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

15.3 Insurance: To the extent permitted under the Law of the District of Columbia, the organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, member, or agent of the organization, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another organization, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE SIXTEEN
Miscellaneous Provisions

16.1 Books and Records: The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members' meetings, meetings of the Board of Directors and Task forces having any of the authority of the Board of Directors. Any member shall have the right to examine the records of the organization, when a

reasonable request has been made to the National Board to that effect.

- 16.2 Corporate Seal: The corporate seal of the organization (of which there may be one or more exemplars) shall be in such form as the members may from time to time determine. No member of group shall have the right to appropriate the name of the organization in whole or in part for personal use. All use of the name and seal of the organization must be in furtherance of the purposes or objectives of the organization and consistent with its Bylaws.
- 16.3 Website: The organization shall maintain a website, Logo, Trademark and the name of the organization shall be treated as part of the valuable registered intellectual property of the organization, used in the interest of the organization and for its purposes and in accordance with its Bylaws. The president and the media and publicity relations secretary shall be the principal custodian of the organization website and shall from time to time issue instructions and directives as to the use of the organization resources.
- 16.4 Fiscal Year: The fiscal year of the organization shall be from January of each year and shall require a 2/3 vote of members present and eligible to vote to be amended.
- 16.5 Internal Revenue Code: All references in these Bylaws to sections of the Federal Internal revenue Code shall be considered references to the Internal revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal revenue Law, and to all regulations issued under such sections and provisions.
- 16.6 Construction: Whenever the context so requires, the masculine shall include the feminine and neutral, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible:
- (a) The remainder of these Bylaws shall be considered valid and operative, and
 - (b) Effect shall be given to the intent manifested by the portion held invalid and inoperative
- 16.7 Table of Contents: Reading: The Table of Contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.
- 16.8 Relation to Articles of Incorporation: These Bylaws are subject to, and governed by, the articles of incorporation.
- 16.9 Affiliations: The organization, through the National Office, may form affiliation with other organizations with similar goals in other continents. The purpose of which is to enhance the goals of the organization with benefits for networking and resource sharing.

ARTICLE SEVENTEEN
Amendments

- 17.1 Power to Amend Bylaws: The members shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws by a majority vote of members at a meeting at which a quorum is present as provided in Article 7.7 of these Bylaws.
- 17.2 Change of Name of Organization: The change of name of the organization shall be effected by a majority vote of the members at a meeting at which a quorum is present as provided in Article 7.7 of these Bylaws.
- 17.3 Adoption and Effective Date of Amendments: All amendments to the Articles of Incorporation and these By Laws, made in accordance with 17.1, shall go into immediate effect, or at the date specified by the resolution in which the amendment was adopted.

ARTICLE EIGHTEEN
Periodic Meetings

- 18.1 Periodic Meetings: Members of the organization and interested members of the community shall meet from time to time at times and places to be determined by the president of the Board of directors. Notices of each such meeting, time and place shall be given to the directors, advisors, officers, and members of the organization and to those individuals who have caused their names to be placed on the organization mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the president or any two (2) members of the Board of directors, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

ARTICLE NINETEEN
Order of Business

- 19.1 Order of Business: The order of business and the agenda for the meetings of the organization shall be determined by the president of the organization.

ARTICLE TWENTY
Tax-Exempt Status

- 20.1 Tax-Exempt Status: The affairs of the organization at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in section 509(a)(1) of the International Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(6) and (3) of the Internal Revenue Code.

CONFLICT OF INTEREST POLICY

Any director, officer, or key employee of NITPA Inc. who has an interest in a contract or other transaction presented to the Board of Directors or any Special Task Force thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board of directors or Task Force Coordinator prior to acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be adverse to the organization's interest.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the board members entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or Task Force takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

IN WITNESS WHEREOF, the foregoing ORGANIZATIONAL BYLAWS, consisting of pages 1 through 25, were adopted this 8th. Day of June 2002, by Members of NITPA, a Non-Profit Organization.