

THE BYLAWS OF ATI ANNANG USA, INC.



Adopted and Ratified by members in October 21st 2012

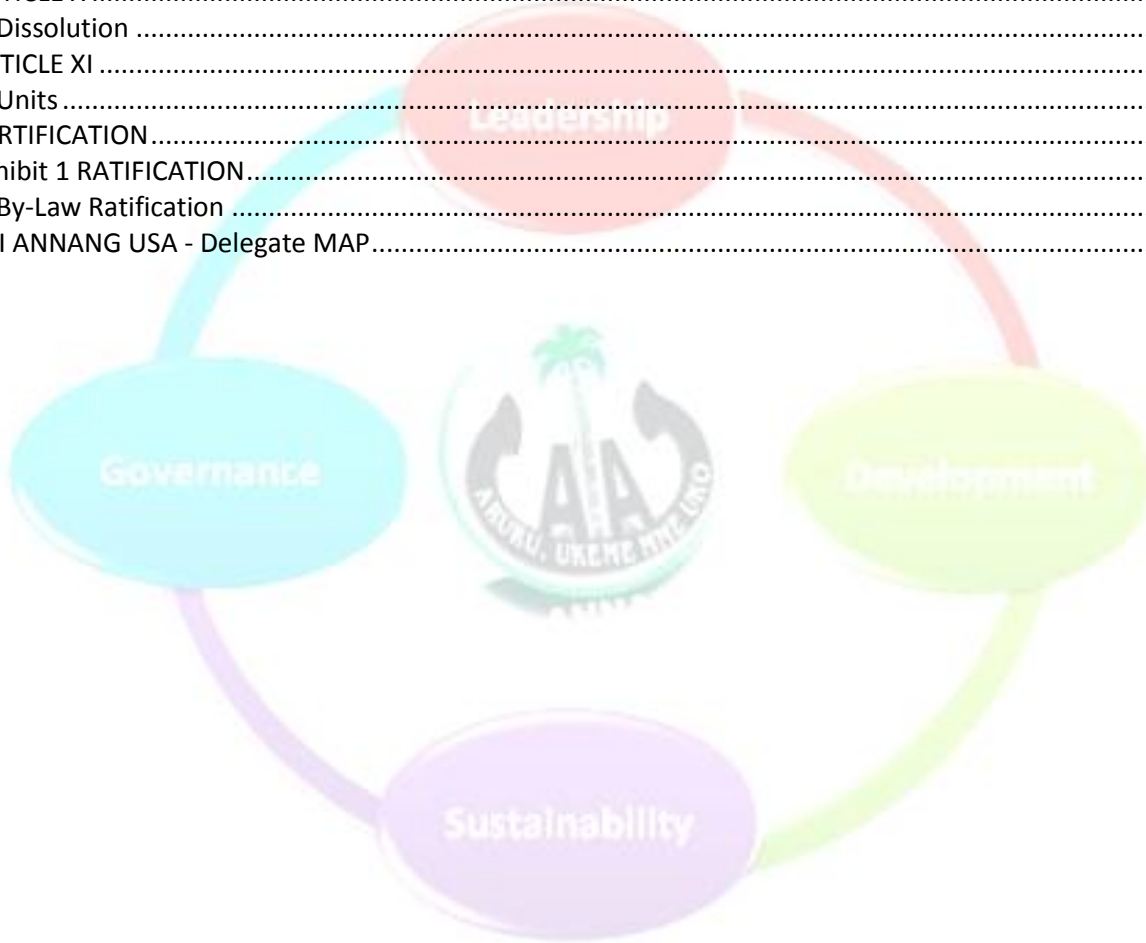
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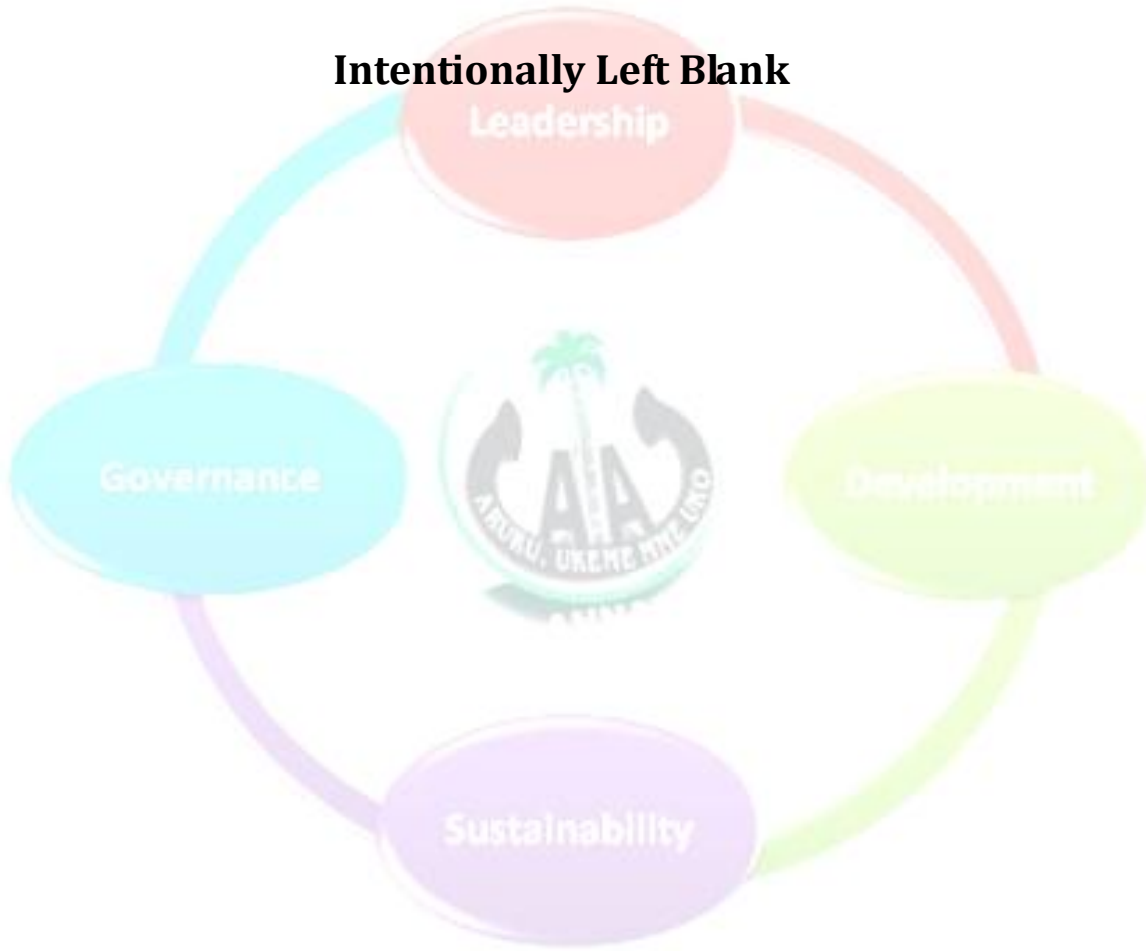
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ARTICLE I

Name, Address, URL and Objective

Section 1. Name

This organization shall be known as Ati Annang USA, Inc. (hereinafter “Ati Annang USA” or “Organization”).

Section 2. The address of the Organization shall be:

- a. Resident Agent shall be established with the office of the serving Legal Counsel of Ati-Annang USA.
- b. Operating Address: Shall be established at the unit of the serving Chairman.
- c. URL: <http://www.Atiannangusa.org>

Section 3. Objective

Ati Annang USA shall be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows: to promote interaction and association amongst the Annang community across generations; build a support system for all Annang indigenes in the Americas and elsewhere while solidifying future interactions with the rest of the Annang community in the Diaspora to promote Annang heritage; coordinate receptions, career development programs, service projects, lectures, workshops, reunions, and networking opportunities; represent the interests of the Annang community and encourage the participation of all Annang indigenes in activities that promote the interests and welfare of the Annang community.

No substantial part of the activities of Ati Annang USA shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, Ati Annang USA shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE II

Membership

Section 1. Qualifications

The following shall be eligible for Membership in Ati Annang USA: Annang indigenes; their spouses, and children in the Americas. Any person eligible for membership may become a member by completing and submitting to the Membership Committee an application in a form prescribed by the committee, together with the payment of such fees or dues as shall be established by the Board of Directors in accordance with the By-Laws. Only Active Members shall be eligible to vote on matters submitted to a vote of the members, and shall be eligible to serve as a director, officer, or committee member of Ati Annang USA provided they meet the residency requirements established by the Board of Directors in accordance with these By-Laws. “Active Member” means a member in good financial standing who has participated in at least fifty percent (50%) of General Meetings and activities in the preceding year.

SECTION 2. SYMBOLS, REGALIA AND PARAPHERNALIS: The symbol, regalia and paraphernalia of the organization shall not deviate from that provided and approved by the International Secretariat.

Section 3. Additional Qualifications

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Section 4. Membership by Vote of Board of Directors

The Board of Directors, by affirmative vote of two-thirds of the members of the Board present, may from time to time grant membership to an individual who does not fall within the general membership qualifications but whom the Board nevertheless deems worthy of membership. Upon an affirmative vote of two-thirds of the members of the Board present, the individual shall complete and submit to the Secretary an application in a form prescribed by such officer, together with the payment of such fees or dues as shall be established by the Board of Directors in accordance with these bylaws. Upon completion and submission of the application together with fees or dues, the individual becomes an Active Member with all the rights and privileges of Active Membership.

Section 5. Associate Membership

The Board of Directors, by affirmative vote of two-thirds of the members of the Board present, may from time to time extend and grant an associate membership (Associate Membership) to any person who is not eligible for Regular Membership. An Associate Member shall not be entitled to vote, nor be eligible to be a director, officer or committee member of Ati Annang USA. Notwithstanding the foregoing, Ati Annang USA shall not extend any privileges or benefits of membership to any Associate Member, or to any person through affirmative vote of the Board of Directors, nor permit any such persons to be engaged in the activities of or with Ati Annang USA, if the effect of such extension or activity might be to cause Ati Annang USA to fail to fulfill the conditions of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. Member Contributions

All members shall pay such annual fees or dues as shall be determined by the Board of Directors. Such fees shall be due and payable on or before such a date as shall be fixed by the Board of Directors. Only members who have paid such fees and dues shall be entitled and eligible to vote on matters submitted to a vote of the members or to serve as a director, officer, or committee member of Ati Annang USA as defined in Article II Section 1.

Section 7. No Vested Rights of Members

No Member, incorporator, director or officer of Ati Annang USA shall thereby have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of Ati Annang USA. Furthermore, no member of Ati Annang USA shall have any right, title, or interest in or to the whole or any part of the assets of Ati Annang USA, and no member shall be entitled to either the whole or any part of such assets in the event of the termination of such member's membership in Ati Annang USA for any reason.

Section 8. Non-Liability of Members

The members of Ati Annang USA shall not be personally liable for the debts, liabilities, or obligations of Ati Annang USA.

Section 9. Resignation of Members

Any member may resign by filing a written resignation with the Chairperson, but such resignation shall not relieve the Member so resigning of his or her obligation to pay any fees or dues or other obligations due to Ati Annang USA which have accrued and are unpaid at the time of resignation. The resignation of a Member shall not be accompanied by the refund or fees or dues paid to Ati Annang USA.

Section 10. Termination of Membership

By an affirmative vote of two-thirds of the Board present at a regular or special meeting of the Board, the membership of any Active or Associate Member may be suspended or terminated if such member shall have engaged in conduct deemed improper, prejudicial, abusive, or destructive to Ati Annang USA or any member or members of Ati Annang USA. The Board shall give notice of the proposed action to the affected member at least ten (10) days before the meeting at which such action is proposed to be taken, together with a statement of any alleged cause for such action, and the member shall be entitled to attend and answer the allegations at such meeting.

Section 11. Reinstatement of Membership

By an affirmative vote of two-thirds of the members of the Board of Directors present at a regular or special meeting, the Board may reinstate a former or suspended member to membership on such terms as the Board may deem appropriate. Any such Board action shall be taken only upon written request signed by at least one Active Member and filed with the Chairperson.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting.

The annual meeting of Ati Annang USA shall be held at the annual Convention at such time and place as may be designated by the Board of Directors, for election of directors; receiving annual reports of directors, officers and committees, and transacting such other business as may properly be brought before the meeting.

Section 2. Special Meetings.

Special meetings of Ati Annang USA may be called for any purpose, at any time, by the Chairperson, by a majority of the Board of Directors, or by any five (5) or more Active Members. The Chairperson, in calling a special meeting, shall designate the time and place of such meeting. A majority of the Board of Directors or any group of five (5) or more Active Members desiring to call a special meeting shall make written request to the Chairperson to call the meeting, whereupon the Chairperson shall give notice of the meeting, to be held between ten (10) and sixty (60) days after receiving the request. If the Chairperson fails to give notice of the meeting within seven (7) days from the day on which the request was made, the persons who requested the meeting may fix the time and place of the meeting, and give notice, in the manner provided herein.

Section 3. Notice.

Notice of meetings and elections shall be given to all members entitled to vote, subject to waiver thereof, by first class mail or by e-mail or both.

Section 4. Voting.

Each Active Member of Ati Annang USA is entitled to one (1) vote.. Members shall vote by voice or ballot, except that voting may be by mail only if the Board of Directors shall resolve to submit the entire vote on one or more issues to voting by mailed ballots, in which case notice shall be given as provided herein, specifying that the entire vote is to be by mailed ballots and enclosing ballots.

Section 5. Quorums.

A quorum shall consist of the greater of 10 percent (10%) of the total membership entitled to vote, present in person, or, when authorized, voting by mailed ballots.

Section 6. Telephone conferencing.

Any meeting may be held by telephonic conference among members by a means of communication through which the participants may simultaneously hear each other during the conference if the same notice is given of the conference as would be required for a meeting, if all members who desire to participate are permitted to do so, and if the number of persons participating is a quorum.

ARTICLE IV

Board of Directors

Section 1. Number and Duties.

The duties of Policy making and custodianship of all assets of Ati Annang USA shall be vested with the Board of Directors consisting of ten (10) members, each of who shall be an Active Member of Ati Annang USA. The number of directors to be elected shall be established every two (2) years during the Annual Meetings by Active Members.

Each Board member shall be a chairperson of a Standing Committees as defined in Article VI Section 3, and shall lead the advancement of policy as directed by the Board. All Standing Committees must work with the Executive committee and Units to execute approved policies.

The Board shall be made up of four (4) at-large delegates that will consist of the Chairperson, Vice-Chairperson, Secretary, the Legal Counsel and six Zonal (6) Delegates. The Legal Counsel shall remain a non-voting delegate. At-Large delegates can be elected from any geographic location in USA, Canada or the Caribbeans.

Zonal Delegates shall be elected on the basis of Delegate Allotments for each zone. The six (6) Zonal Delegates to the Board of Directors shall be mapped as described below and in the MAP Attached (last page):

Canadian Zone – Member Representative for the following Units– Only three (3) delegates.

In the event that Canadian zone becomes independent Chapter, the 3 delegates shall be correspondingly adjusted *pro rata* among the West, Central and East zones.

Eastern Zone - Only one (1) Delegate. See Map

Central Zone Only one (1) Delegate. See Map

Western Zone Only one (1) Delegate. See Map

Section 1 (a) Elections

(i) Initial Elections and Accounting

Initial Elections: Since all the executive committee positions in the organization were by appointment as care taker committee pending a ratified bylaw. The adoption of this bylaw shall reaffirm all the appointed executive positions and the individuals currently occupying them.

The serving Legal Counsel shall notify the serving Secretary to schedule an Initial Election for the Board of Directors within 30 days of the adoption of these Bylaws. The Secretary shall notify all Active Members about participation in this initial board election. Election guidelines and nomination shall follow the provisions of this bylaw for 4 at-large and 6 zonal candidates.

All qualified candidates are encouraged to participate. Contestants for the Initial Election shall be by nomination by their Unit Chair and seconded by any Active Member. Voting shall be by voice vote.

All officers elected shall be sworn in within 72 hours after this election in accordance to section 1 (b) of Article IV.

Initial Accounting: Complete accounting and financial report of the organization shall be tendered two weeks (15 days) after the ratification of this bylaw. The serving Secretary shall notify the serving Chairman to present this financial information in a general meeting of Ati

Annang USA. All matters of accounting including membership dues, registration, donations, etc, shall be resolved during this meeting.

(ii) General Elections

The General Elections for the officers of Ati Annang shall be held annually in June; however, this period can be changed to accommodate scheduled annual conventions.

General Elections process and implementation shall be handled by the Election Committee under the following general provisions. No person, except as otherwise provided in this Bylaw, shall qualify for the position of Director, unless such a person: (1) immediately preceding the date of elections, has resided continuously within the Americas (North America and the Caribbean) for at least one year; and (2) has been physically present therein for periods totaling at least half of that time (six months) immediately preceding the date of the elections; and (3) during all the periods referred to in this subsection has been and still is a person of good moral character.

Elections shall be announced by the Election Committee by e-mail sent to each Unit ninety (90) days prior to the General Meeting. All Active Members must indicate their intentions by submitting their Statement of Intent to vie for a position to the Election Committee within sixty (60) days from the date of the Election Committee's solicitation. The Election Committee shall then publish the list of respondents within thirty days of the Annual Meeting.

The Chairperson shall cause to dissolve the existing cabinet; and a Returning Officer appointed by the Election Committee shall conduct fresh elections on the day of the elections. The Election Committee shall pre-qualify all candidates before presenting their names for elections. Each pre-qualified candidate shall be allowed a five minute presentation. The elections shall be conducted by a secret ballot. All positions shall be elected by public vote.

Section 1 (b) Assumption of Duty:

All officers of Ati Annang shall assume their duties immediately after they have taken Oath of office. The Oath of office shall be administered by the Legal Counsel of Ati Annang USA.

Section 1 (c) Handover:

Outgoing officers shall hand over all Ati Annang records, documents, and property in their possession to the incoming officers within thirty (30) days following the end of their term in office, in accordance with the handover process established by the Board of Directors.

Section 2. Term and Compensation.

Directors shall be elected every two years by the members during an Annual Meeting, and shall hold an office for a term of two (2) years. An Officer can be re-elected for an additional two-year term for the same office. No person shall hold the same position for more than four years; however, a person can vie for a different position during the General Elections. In the event of a resignation, or termination, the Board may elect an Active Member to serve the remaining term. Directors shall not be paid for their services to Ati Annang USA.

Section 3. Vacancies.

If the office of any director becomes vacant for any reason, the Board of Directors shall have the power to appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of the predecessor director and until a successor is elected and qualified. In addition to any other method provided by Maryland law, a director may be removed for cause by unanimous vote of all other directors at a meeting called for that purpose, at which meeting such director shall be entitled to answer charges of cause for removal. Any officer found to have engaged in any gross misconduct, or acts financial impropriety shall be subject to impeachment and removal from office.

Section 4. Meetings.

The Board of Directors shall meet four (4) times a year, each meeting to be held at the end of each quarter. The Chairperson shall produce the annual calendar of meetings and cause such to be published in the organization's website (www.Atiannangusa.org) at the beginning of each calendar year. Meetings may be held at any place within the geographical area of Ati Annang USA. A quorum for any meeting shall consist of 60% of the voting members. Active members of ATI Annang USA may attend this meeting, make suggestions, but cannot participate in voting proceedings.

ARTICLE V

Officers

Section 1. Qualifications and Compensation.

The Executive Officers shall consist of the Chairperson; Vice-Chairperson; Secretary; Assistant Secretary Treasurer, Financial Secretary, Publicity Secretary, Legal Adviser and Provost.

No officer shall be paid for services to Ati Annang USA. No part of the net earnings of Ati Annang USA shall inure to the benefit of any trustee, director, or officer of Ati Annang USA, or any private individual (except that reasonable compensation may be paid for services rendered to

or for Ati Annang USA), and no trustee, director or officer shall be entitled to share in the distribution of any of the organization's assets upon dissolution of Ati Annang USA.

Section 2. Term.

Officers shall be elected every two years at the annual meeting or Convention, and shall hold office for a term of two (2) years and until their successors have been elected and qualified, or until removal as provided herein.

Section 3. Officers and Duties.

THE CHAIRPERSON shall be responsible to the Board and the general meetings of all members or the Convention. The Chairperson shall be the executive officer of Ati Annang USA and shall preside at all meetings of members and directors. The Chairperson shall not have signatory to the association's bank accounts. The Chairperson shall be responsible for approving or rejecting all financial expense requisitions as presented by the Financial Secretary. The Chairperson shall work with the treasurer to produce and present an annual budget for approval in the second General Meeting. The Chairperson shall communicate with Unit Chairs to ensure that resolutions and actions are implemented.

THE VICE-CHAIRPERSON shall perform such functions as may be assigned from time to time by the Board of Directors and in the absence or disability of the Chairperson shall perform the Chairperson's functions.

THE GENERAL SECRETARY shall also keep minutes of all meetings of members and the Board of Directors, have custody of corporate records, and in general perform all duties incidental to the office of Secretary. In addition, the Secretary shall keep a register of the names and addresses of all members and shall perform such other functions as may be assigned from time to time by the Board of Directors.

THE ASSISTANT SECRETARY shall perform such functions as may be assigned from time to time by the Board of Directors and in the absence or disability of the Secretary shall perform the Secretary's functions.

THE TREASURER shall be the custodian of the association's checkbook and shall issue a check upon receipt of a valid approval of a requisition. S/He shall receive all the Chapter's monies from the Financial Secretary and shall pay same into the Chapter's Bank Account within 72

hours of receipt thereof. The Treasurer shall have charge of all funds of Ati Annang USA, shall be responsible for collecting and recording payment of dues, shall keep records of all receipts and disbursements, and in general perform all duties incidental to the office of Treasurer. S/He shall keep an imprest account as designated by the Board. The Treasurer shall be one of the two signatories to the association's bank account. The Treasurer shall work with the Chairperson to produce and present an annual budget for approval in the second General Meeting. He/She shall not disburse the Chapter's money without an expense requisition approved by the Financial Secretary, the Chairperson and the Executive Committee.

THE FINANCIAL SECRETARY is the head of the fiscal committee. S/He shall keep accurate records of all monetary transactions of the Organization and shall render an accurate account of all financial transactions of the Association. S/He shall collect and hand over to the Treasurer within 24 hours of receipt of all monies the Association may realize from time to time. S/He shall produce a monthly report showing the financial status of the organization distributed to all Board members; and a Quarterly Financial Report for the quarterly Board meeting; and an Annual Financial Report for the Annual Meeting or Convention. All Expense Requisitions shall originate from the Financial Secretary who shall also sign the requisition. The Financial Secretary shall be the second and last signatory to the association's bank account.

THE PUBLIC RELATIONS OFFICER (P.R.O) shall publicize all the affairs of the Association. S/He shall be responsible for distributing circulars to members on the instructions of the Chairperson. S/He shall be the Chairman of the Chapter's Publicity/Journal Committee. S/He shall be the Spokesman of the Chapter in conjunction with the Chairperson. S/He shall perform any other function that may be assigned to him.

The LEGAL ADVISER shall be the Legal Adviser to the Chapter. S/He shall give legal opinion on matters of legal interest to the Chapter. S/He shall make input towards the drafting and drawing up of the Chapter's documents that touch on public interests and law. S/He shall ensure the registration and observance of all relevant laws by the Chapter. S/He shall do other duties as may be assigned to him by the Chapter and other provisions of this bylaw. S/He must be a lawyer admitted to practice in the United States as defined in 8 CFR 1.1 (f).

THE PROVOST shall collect fines, penalties, dues and levies as stipulated in the constitution/bye laws during meetings. S/He shall hand over the monies so collected to the Financial Secretary. S/He shall see to orderly arrangement of the place of the Chapter's meetings and other function. S/He shall see to the orderly behavior of members during meetings and other function. S/He shall act as the entertainment officer and the Chairman of the Chapter's Social/Welfare Committee where such Committee is constituted. S/He shall perform other functions that may be assigned to the office by the Chapter.

Section 3(a) Operations.

1. The Legal Adviser shall register an Assumed Name; Articles of Incorporation; and provide a Certification of Registration of the Organization to the Board within 15 days after ratification and adoption of these bylaws.
2. The Legal Adviser shall ensure that the Treasurer and Financial Secretary open a bank account for the Organization in a bank with national presence within 20 days after ratification and adoption of these bylaws. All organizational funds shall be deposited in this account, which shall be operated under strict guidelines of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law. Any other pre-existing account(s) prior to ratification and adoption of these bylaws shall be surrendered within 20 days of ratification and adoption of these bylaws; and such account(s) shall not be used in the activities of the Ati Annang USA, such accounts being hereby rendered invalid with respect to Ati Annang USA. Any changes to this account requirement shall require a constitutional change and a 2/3 majority of the house.
3. **Inspection of Books and Records.** Any active member as defined in these by-laws shall have the right to inspect the books and financial records of the organization upon written request submitted to the Secretary at least two weeks (14 days) prior to the date of intended inspection, stating the purpose or purposes for the requested inspection. The Secretary shall designate the date and time for the inspection and the member shall not remove the books, records or any parts thereof from the designated Ati Annang USA location.
4. **Operating Account.** The sum of USD 3,000.00/year shall be made available as imprest fund for annual operation of the organization. Imprest fund expenditures shall require a requisition and expense report prior to reissuance for the next fiscal year. This account shall receive 10% of all funds raised from conventions and other fund raising events and activities. This account shall also receive all membership dues and registration fees.
5. **Project Account.** This account shall be opened and dedicated for all project funds. This account shall receive 70% of all funds raised from conventions and other fund raising events and activities. All expenditures from this account must be approved by the Board of Directors based on approved project budgets.
6. **Investment Account.** This account shall be opened in an interest bearing savings institution for Ati Annang funds. This account shall receive 20% of all funds raised from conventions and other fund raising events and activities.

7. **Project Expenses.** Expenses dedicated towards an approved project. All such expenses must be approved by the house based on current financial status. All projects must be headed by a committee of not less than 3 active members. The committee chairperson shall present a budget to the house for approval and shall also be responsible for following the requisition process.
8. **Method of Payment.** All payments (dues, contributions, and levies) made to this organization shall be in cash, money order, check, or cashier's check. Any check written by a member or non-member that is returned for "non-sufficient funds" or other reasons shall incur a surcharge fee that is equivalent to the amount charged by our financial institution for a similar infractions.
9. **Revenue:** The finances of this organization shall be derived from dues, levies, contribution, registration fees, public donations, banquets, special sales, fund-raising activities, and from other legal sources
10. **Audit.** The Organization shall have an annual audit to be completed by June of each year for the previous fiscal year.
11. **Fiscal Year.** The fiscal year for the Corporation will be the calendar year, January 1 to December 31.
12. **Signatories.** All checks or drafts issued on the bank accounts of the organization shall be signed by the Treasurer and the Financial Secretary Only.
13. **Convention.** The Chairperson shall be responsible for annual convention. Convention Committee shall be responsible for planning and implementing the annually convention within the budget approved by the Board. Convention location shall be subject to open bids by all interested Units.
14. **Press Releases and other vital communications.** No press release or other releases of public information on behalf of the Organization shall be published without the consent of 2 of the following officers: The Chairman, Legal Counsel and the PRO. All press releases shall be handled and signed by the PRO on behalf of the organization.

Section 4. Vacancies.

If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of the predecessor officer and until a successor is elected and qualified.

Section 5. Discipline

A three (3) man Disciplinary and investigation committee shall be constituted by the Board of Directors to discipline erring members of the Association as the need arise. The authority and

responsibilities of this committee is subject to Section 16 of Ati Annang Constitution as amended in 2012.

ARTICLE VI

Committees and Patrons

Section 1. Executive Committee.

The Chairperson; Vice-Chairperson; General Secretary; Assistant Secretary Treasurer, Financial Secretary, Publicity Secretary, Legal Adviser, and Provost and such other or additional officers as may be established by the Board of Directors from time to time shall comprise the Executive Committee of Ati Annang USA. The Executive Committee shall have the power to run the day-to-day affairs of Ati Annang USA. The Executive Committee actions are authorized and reviewed by the Board of Directions and therefore no action (s) of the Executive committee shall supersede the decisions of the board. Where there is a conflict between the decision of the Executive Committee and that of the Board, the Boards decision shall prevail.

Section 2. Chapters Working Committee: Unit Chairs, Secretaries and treasurers shall be members along with members of the USA chapter executive council. The Council shall meet monthly to receive reports from all units, to assess the health and welfare of Ati Annang USA, to execute policies recommended by the Board of Directors and recommend responses to issues affecting the organization, to share news and information affecting the organization from the international secretariat and to plan on inputs to other committees as necessary.

Section 3. Standing Committees.

The following committees shall be formed under the Board leadership and each committee shall be headed by a Board member charged with the responsibility of developing policies and strategies for the committee. Policies and strategies for the committees shall be approved by the Board prior to implementation. The leading Board member of a committee shall coordinate all implementations with members of the Executive committee and the Unit Chairs.

Membership of committees is open to all Active Members if called to serve. With the exception of the Election Committee whose duties are specified in Article IV, Section 1(a) of this By-law, the roles and responsibilities of these committees shall be defined maintained by the Board of Directors. Chairman of the Election Committee shall always be one of the four zonal board delegates and its members shall include one board member and one Unit Chairman who is a non-board member.

1. Political Education Committee (PEC)
2. Membership and Mobilization Committee (MMC)
3. Finance Committee (FC)
4. Election Committee (EC)
5. Convention Committee and Entertainment Committee (CC)
6. Technology and Training Committee (TTC)
 - Research and Data Collection Team
7. Agricultural Committee (AC)
8. Education, Literary Arts and Culture Committee (ELA)
 - Award/Lecture Team
 - Public Enlightenment and Journal Team
9. Health and Social Welfare Development Committee (HSW)
10. Economic, Business and Commerce Committee (EBC)
11. Ad Hoc Committees - May be created for specific purposes. Each Ad Hoc committee shall automatically dissolve upon completion of its assignments or earlier by a resolution of the Board or executive Committee that formed it.

Section 3. Patrons.

There shall be appointed for Ati Annang USA Patrons as defined in the Ati Annang Constitution Section 7. The duties of Patrons shall be as set forth in Section 7 of Ati Annang Constitution.

ARTICLE VII

Amendment of Bylaws

Section 1. Amendment

This by-laws may be amended by a two third majority vote at the Annual meeting or Convention at which a quorum of two third total members are present, provided that notice of such amendment has been given in writing to all members at least ninety (90) days prior to the annual meeting. All proposals for amendment must be directed to the Board of Directors through the Legal Counsel.

Section 2. Equal Opportunity, Fairness, Financial Lawful Acts

No one shall be discriminated against by this organization for reason to include; their race, sex, religion, age, ethnicity, color, political affiliations, religious or political views. This organization shall treat all men and women equal, and all its members and potential members shall be given equal opportunity at running for all offices and becoming a member of this organization. The organization shall uphold all due process and fairness in its deliberations and proceedings in

accordance with common law. No one should be subject to any humiliation or unfair treatment, and the organization shall not sanction, condone or support any act that would support any inappropriate or unlawful financial dealings or support to this organizations or to any other organizations. All such violations should be reported to the Board of Directors which will carry out all ethical charges and maintain the integrity and fairness of this body.

Section 3. Limited Liability

Limitation of Liability: No member shall be liable for debts or obligations of Ati Annang USA Except for such member's unpaid dues or levy; and no personal liability shall be borne by Ati Annang USA in any of its undertaking. No member shall have the authority to borrow money or incur any debt or liability in the name or on behalf of the Ati Annang USA without the consent of the Board of Directors.

ARTICLE VIII

Rules of Order

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall be the basis of authority for the Chapter and shall govern in cases not covered by the bylaws. However, if these Rules hinder proceedings, members may vote to set the Rules aside for greater expediency. If there are any objections to foregoing the Rules, a majority of present members must agree to lay them aside.

ARTICLE IX

Ratification

Section 1. These By-Laws shall become effective and deemed ratified upon the affirmative vote by a majority of the General Assembly of Ati Annang USA.

Section 2. Upon ratification, these Bylaws shall become the governing document of Ati Annang USA, superseded only by the Ati Annang Constitution.

Section 3. All pre-existing documents, officers/positions, representations, bank accounts created or obtained prior to the ratification of these Bylaws shall be considered and rendered null and void. This clause does not in any way affect any financial transactions, debts or monies held in trust for ATI Annang USA. Financial

reports and all other financial items or instruments belonging to ATI Annang USA must be accounted for as previously stipulated under Article IV Section 1a(i).

Section 4. Adoption of this ratified document shall be initiated through an Initial General Meeting which shall be evidenced by a signed declaration authorizing the commencement of operational activities by the Organization.

ARTICLE X

Dissolution

Section 1 The association may be dissolved one year after a vote of the general membership to dissolve the association and such notice of intended dissolution has been given to the International Secretariat. However, any ten (10) active members under these by-laws may, by unanimous vote, rescind any action to dissolve the association within one year of such action and call for a reorganization meeting.

Section 2 Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE XI

Units

Section 1 A Unit is a subordinate organization of Ati Annang, USA Chapter that may be formed in cities across the Americas where two or more Annang indigenes reside to allow for close relationship, growth and reduce hardship from commuting for members. All Units must be legally registered in the state in which they are formed. All Units must comply with the provisions of this bylaw except where there is conflict with local laws.

Section 2 All Units so formed must be registered with the Secretary with the payment of such fees or dues as shall be established by the Board of Directors in accordance

with these By-Laws. All payments of registration fees and dues must be reported to the Chapter Treasurer on a timely manner to ensure currency of member status.

- Section 3** The list of members of such Unit shall be sent to Membership and Mobilization Committee or other such officer designated according to the provision of these byelaws.
- Section 4** The authority of a Unit is derived from Ati-Annang USA Chapter and Units shall cease to function if two-thirds of the Board of Directors withdraws such authority by a vote.
- Section 5** No Unit shall make direct presentation to other bodies, Units or organizations outside the United States without first consulting the board of directors and receiving authorization.
- Section 6** All Units must attend national events as may be organized from time to time by the board and/or the Chairperson or his designee and pay such dues as may be established by the Board of Directors.
- Section 7** All units must have at a minimum a chairman, secretary and a treasurer.
- Section 8** **Insurance:** The organization supports and recommends the establishment of Term Life Insurance programs to be managed and operated at the unit levels. Such dues and fees shall be borne by participating members of the unit. All policies regarding the development of this program shall be vested with the Health and Social Welfare Development Committee (HSW)

Exhibit 1 RATIFICATION

By-Law Ratification

This By-Law was adopted on October 21st, 2012 at Ati Annang USA in the presence of the following Active Members:

Voting Pattern Bylaws: Each member was called by name and was expected to vote only once as follows:

YES - for Adoption; NO - for no adoption; Absentees - X; Abstained - A

Names:

1. PERFECTA EKPO - X
2. NTIENSE ETOKEBE - Yes
3. EMMANUEL UMOH - Yes
4. GREG UDOKA - No
5. JOE IDIONG - Yes

- 6. CAROLINE AKPAN - X
- 7. JOHN UMO-ETTE - No
- 8. CYRIL SIMEON - Yes
- 9. PATRICIA FALOPE - Yes
- 10. ESSIEN AFANGIDE - Yes
- 11. RAYMOND IKONO - Yes
- 12. DR. EFIONG AKWAOWO - Yes
- 13. LAZURUS EKPO - No
- 14. EMMANUEL AKPABIO - X
- 15. EMMANUEL BENSON - Yes
- 16. ROSE BENSON - X
- 17. PROF. EZEKIEL ETTE - No
- 18. SAVIOR UDO UMANA - No
- 19. UDUAK OLUFEMI - Yes
- 20. ERNEST EFIONG - X
- 21. LORETTA LAWSON - No
- 22. DR. PETER UMOH - Yes
- 23. UTIP EBONG - Yes

Total Votes:
 YES = 12; NO = 6; Absentees = 5; Abstained = 0
 Total= 23

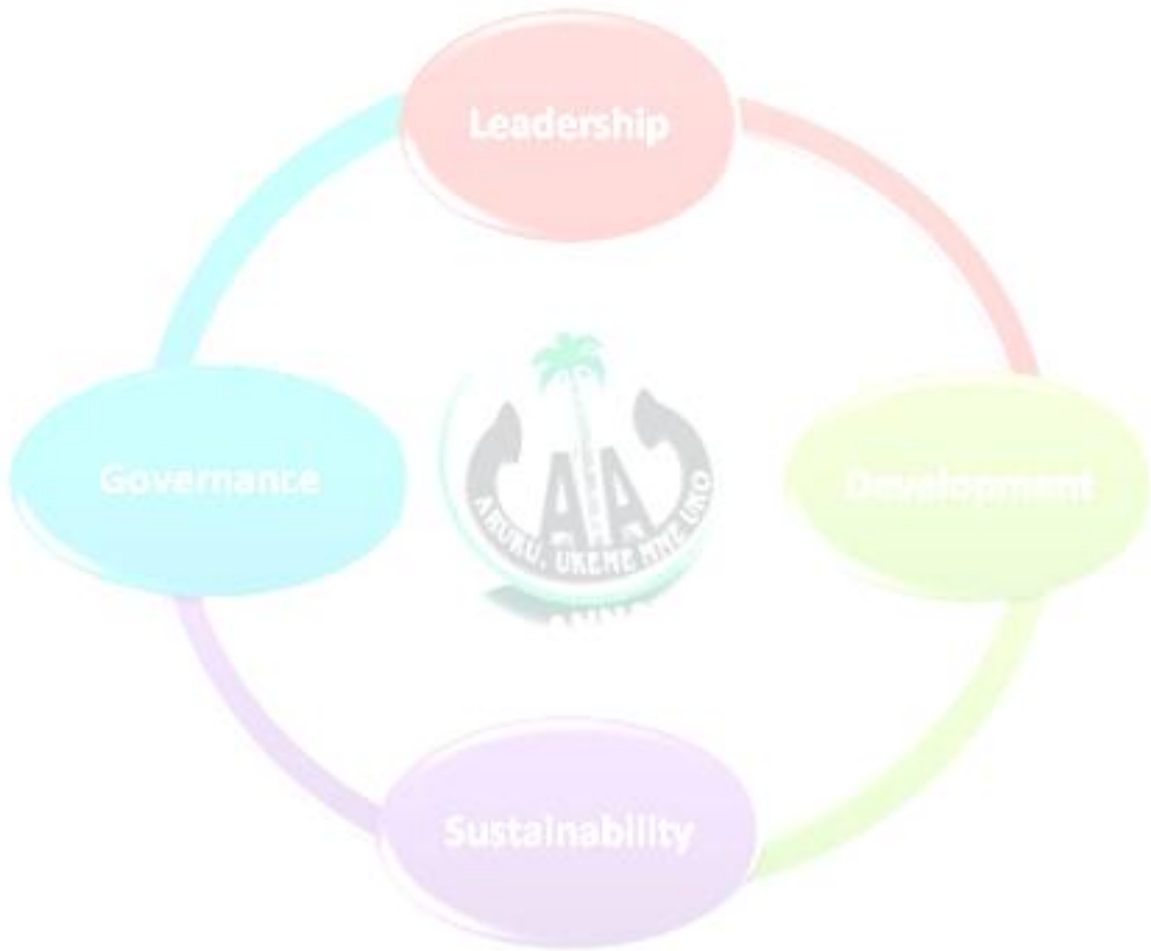


ATI ANNANG USA - Delegate MAP



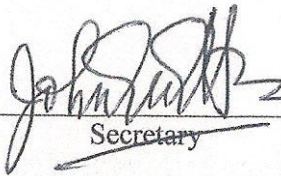
US Western Zone US Central Zone US Eastern Zone





CERTIFICATION

I HEREBY CERTIFY that these bylaws were adopted by Active Members of Ati Annang USA, Inc., at its meeting held on *October 21st, 2012*, whose names are shown in Exhibit 1 above.


Secretary Date: 10/24/12

