



BYLAWS OF THE ETHIOPIAN COMMUNITY EDIR

These Bylaws (referred to as the “Bylaws”) govern the affairs of THE ETHIOPIAN COMMUNITY EDIR (the “Corporation”), a cooperative association under the Texas Business Organizations Code, Chapter 251 (referred to as the “Act”).

ARTICLE 1 OFFICES

1.01. Principal Office.

The principal office of the Corporation in the State of Texas shall be located at 300 S. cottonwood Dr., Suite A100, Richardson, Texas 75080. The Corporation may have such other offices as the General Assembly may determine.

1.02. Registered Office and Registered Agent.

The Corporation shall comply with the requirements of the Texas Business Organizations Code and maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and the registered agent as provided by Texas law.

ARTICLE 2 NONPROFIT PURPOSES

2.01. Tax Exemption and Specific Purposes.

The Corporation is organized to provide members of this Corporation with community-oriented assistance for funeral and death-related expenses as stipulated in these Bylaws and to do anything necessary and proper to accomplish the objectives herein set forth or which shall be recognized as proper and lawful objectives of associations organized pursuant to Section 501(c)(12) of the Internal Revenue Code of 1986, as amended (the “Code”).

ARTICLE 3 REVENUE AND BENEFITS

3.01. Revenue.

The Corporation shall collect no less than 85% of its income from the Corporation's members for the sole purposes of meeting Corporation's losses and expenses.

3.02. Benefits.

The General Assembly may from time to time establish the benefits and privileges to be afforded to and enjoyed by the membership in accordance with these Bylaws. The current membership benefits and processes required and necessary for same are reflected on Exhibit 1 attached to these Bylaws. The General Assembly has the right to establish additional benefits or modify existing benefits in accordance with these Bylaws but otherwise consistent with the Corporation's exempt purposes. The method of payment or provision of member benefits approved by the General Assembly shall be determined by the Board of Directors, unless otherwise directed by the General Assembly as set forth on Exhibit 1.

ARTICLE 4 MEMBERSHIP

4.01. Members and the General Assembly.

The Corporation shall have members whose rights, obligations, qualifications and classifications are defined in these Bylaws. The members with voting rights are collectively referred to as the "General Assembly." The General Assembly has such rights, benefits and responsibilities as set forth in these Bylaws.

4.02. Member Categories and Qualifications.

- A. Membership in the Corporation shall be open to all Ethiopians and Ethiopian-Americans who are at least 18 years of age, are legal residents of the greater Dallas Metroplex area and able to walk-in to the office of the Corporation or to any designated location for registration of participating in-person in all the Corporation's activities at the time of registration. By virtue of membership in the EDIR, the member will also be a member of the Mutual Assistance Association for the Ethiopian Community. For avoidance of a doubt, in order to be a member of the EDIR,

the member must also be a member of the Mutual Assistance Association for the Ethiopian Community, a Texas Nonprofit Organization, so long as such Community remains in existence.

- B. Any child who is dependent because of disability and is at least 18 years of age shall be entitled to member benefits provided that one or more of the parents or legal guardians of the child are members of the Corporation.

- C. If a member who has been an active member of the Corporation for three or more consecutive years relocates to anywhere in the world, the member has the right to continue as a member if the member confirms a desire to continue membership. This will come into effect only if the member notifies the Corporation in writing about the member's relocation and provides a new permanent address, phone number, driver's license copy and other pertinent information to the Corporation within two months from the date of the member's relocation. Failure to do so shall lead to termination of the membership without notice and all benefits and privileges shall be forfeited, subject to applicable allocation or distribution of the member's membership capital in the Corporation as provided in the Act and these Bylaws. The Corporation shall maintain a non-discrimination policy among all Ethiopians and Ethiopian-Americans as this is a community emergency assistance service regardless of gender, politics, religion, ethnic origin or any other such factors shall not be used to reject or accept any application for membership in the Corporation.

- D. The Corporation shall apply, and membership shall be subject to a waiting period policy for a new applicant to qualify for death or funeral benefits. The waiting period is twelve (12) months after the member pays all dues and the application is accepted. The waiting period shall be amended on a prospective basis as needed or determined by the General Assembly.

- E. A members who have children registered as a full-time college students and who are 18 years old, must provide proof of full-time college attendance for each child .Each child must be registered as a dependent to the parent member and obtain a membership identification. To renew the child's in the Edir, evidence of full-time college attendance must be presented annually. Each qualified full-time student member is entitled to membership benefits until the age of 26. After that, the individual must apply and independently qualify for and pay all applicable fees for continued membership in the Edir. Below is a list of rules that apply to young adults who are members of the Edir as dependent of their parents and are between the ages of 18and and 26.

- Young adults who turn 18 and are not full time college student will only be consider as member of the Edir until the next Edir membership renewal date of their parents following their 18th birthday. After that they must register as single or married independent members to continue their membership.
- Existing member must advise their young adult children who have just turned 18 or(26 in the case of full time students) to register independently.
- Existing Edir member children who have just turned 18 or (26 in the case of full time students)only need to pay the yearly membership fee to register independently.

- Those who grew up as Edir members and are now registering independently due to their 18th or 26 birthday are not required to make the initial Reserve fund payment, not required to pay the new member application fee, and not subjected to the 12 month waiting period to get the benefit. To qualify for these waivers, a young adults must register as an individual member on the date of their parent/guardian's renewal date following their 18th or 26th birthday. If they fail to do so and a gap in membership occurs, the waivers will not apply, and they will have to pay like any other new member.
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- F. Members who are claimed as a dependent of another member shall not be entitled to vote on matters submitted to the General Assembly.
- G. Membership in the Corporation is personal and it cannot be transferred, assigned or inherited to or from by another person.
- H. No application for membership shall be accepted through a legal guardian or third party with the exception of application by a parent or legal guardian for a child who is dependent because of disability at the age of 18 years or older or application by a parent or legal guardian for a child who is a full-time student up to age 26 as provided above.
- I. In the case of family membership in the Corporation, if one or both of the spouses die, the living family members may continue their membership by paying the regular yearly or monthly payment as long as the age of the children is within the age limits stipulated herein.

- **4.03. Membership Certificate.**

The Corporation may but does not intend to issue membership certificate to any members. It shall issue member identification card as evidence for membership. Any certificates that are issued will contain the information required by the Act, including Sections 251.201(b) and (c), 202(a) and (b), 251.254 and 251.255 of the Act.

The minimum amount necessary for membership in the Corporation, not to exceed \$50, is exempt from attachment, execution, or garnishment for the debts of a member. If a member's holdings are subject to attachment, execution, or garnishment, the Board of Directors may admit the purchaser to membership or may purchase the holdings at par value.

4.04. Membership Rights.

Subject to applicable conditions and restrictions of membership, each member of the General Assembly who is in good standing with the Corporation has the following rights in addition to such other rights set forth in these Bylaws:

- A. Vote to elect the members who serve as Directors on the Board of Directors, the officer and other positions set forth in these Bylaws, including the Chairman, Secretary and three (3) members from the membership to serve as the members of the Board of Directors to oversee the Corporation and its community operations, the members of Executive Committee, if applicable, the Auditor and Membership Coordinator.
- B. Amend the Bylaws as needed or desired as provided herein.
- C. Members have a right to nominate, or to be nominated for and elected to any position in the Corporation, subject to any qualification requirements for any particular position.
- D. Members have a right to receive services at cost and the right to receive the benefits as stipulated herein, subject to all applicable conditions for receipt and membership requirements.
- E. Members have the right to attend, make motions and vote at all meetings of the General Assembly pursuant to the voting procedures set forth in these Bylaws.
- F. Members who are at least 18 years of age and who are not claimed as a dependent of another member shall have the right to vote in matters submitted to or reserved for the General Assembly as per the stipulations stated in these Bylaws.

- **4.05. Member Registration.**

- A. All Applicants for membership must be registered in the Corporation by physically coming to the Corporation's designated office or any designated location in person, or by virtual meeting with the Corporation's officer, both husband and wife if married, and not through a legal guardian or by power of attorney, by duly completing the application form and providing required identification documents, and by paying all dues as per the Corporation's Bylaws.
- B. Applicants can apply by selecting one of the following as it may fit their applicable member or family status:
 - I. As a family: which includes husband and wife, dependent children under 18 years of age, dependent children up to 26 years of age if they are enrolled full-time in college, and dependent children 18 years of age or older if they suffer from a disability as provided in these Bylaws.

ii. As a single parent: which include either father or mother and children under 18 years of Age, children up to 26 of age if they are enrolled full-time in college, and dependent children 18 years of age or older if they suffer from a disability as provided in these Bylaws.

iii. As an individual: of at least 18 years of age.

C. Separation & Divorce

When couples who are members of Edir divorce, the partner who has custody of the children, or the partner with whom they have an agreement, can maintain their membership as a single family member. The other ex-spouse has the option to register as an individual member separately.

Since the individual was previously a member as part of a married couple, all new member registration fees will be waived. This includes the \$300 initial payment and the \$25 application fee. The individual will only need to pay the annual single-family fee to maintain their membership, provided they complete their registration within 90 days of the divorce finalization date stated in the divorce decree.

Additionally, the 12-month waiting period for new members to be eligible for benefits will be waived for this individual as long as this member already has been the EDIR member for a year. They will be eligible for benefits immediately, if they complete their registration within the 90-day period following the divorce finalization date stated in the divorce decree.

• D. Any applicant for membership in the Corporation should submit the following documents along with a duly completed application and payment at the time of registration.

• I. A driver's license or Texas State ID with an address to verify legal residency both at the time of initial registration and renewal,

ii. Birth certificates or legal adoption documents for children under 18 years of age. For Children of ages above 18 and below 26 years of age, additional documentation may be Required to verify that the applicant is a full-time student as per the Bylaws.

iii. Marriage certificate if required by the Board for exceptional circumstances.

iv. A copy of either electric, water, rental or mortgage payment receipt. However, if the applicant is unable to get a copy of any of these bills, the requirement of such document can be waived only if the head of the household sponsoring the applicant is already a member of the Corporation, has the same residence ID Card address, and is willing to sign a special document prepared by the Board to verify his/her relationship to the applicant with evidence.

- E. Applicants are required to specify the identity of one or more persons who are authorized to deal with the Corporation's officials in order to receive the required funeral assistance at the time of the member's death. If more than one person is identified, the Corporation shall be entitled to accept, act and rely upon the direction given by any one of them.

- F. The Board of Directors shall have the power to reject or disqualify a would-be member or members due to intentional misinformation or misrepresentation on the application at any time when the discrepancy is discovered or if the acceptance of the application would adversely affect the interest of the Corporation. There will be no refund to be given to a rejected or disqualified member, subject to any required allocation or distribution of the membership of the membership capital in the Corporation as provided in the Act and these Bylaws.

- **4.06. Member Fees, Dues and Other Charges.**

- A. The General Assembly may from time-to- time levy dues, fees and assessments upon the members. The current membership dues, registration fees and other charges required and necessary for membership are reflected on Exhibit 2 attached to these Bylaws. The General Assembly has the right to establish, amend, increase or decrease membership dues, registration fees and other payments necessary for membership in the Corporation.

- B. The method of collection and penalties for late or nonpayment of member dues, fees and assessments shall be determined by the Board of Directors, unless otherwise directed by the General Assembly or set forth on Exhibit 2.

- **4.07. Member Responsibilities.**

- A. Members are each required and expected to participate in the Corporation.

- B. Members are responsible to: (I) Attend all meetings when called upon, share their views and exercise their voting rights; (ii) Abide by the Corporation's Bylaws and official guidelines at all times; and (iii) Respect democratically elected leaders of the Corporation and serve as volunteers as needed and appropriate.

- C. It is the member's responsibility to notify the Corporation of any changes in address, status change in the family such as marriage status, new dependents, phone numbers and any other pertinent information that affects the member's membership in the Corporation.

- D. Each member shall make sure that every eligible member of the immediate family is registered and that all dues, fees and charges are paid when due.

- E. Any member who fails to attend the General Assembly meeting shall be fined \$25.00 or such other fee established by the General Assembly for this purpose. The method of collection of such fees shall be determined by the Board of Directors, unless otherwise directed by the General Assembly.

- **4.08. Renewal of Membership.**

- A. Membership in the Corporation shall be renewed every year.

- B. Each member shall pay all dues, including any earmarked one-time payment, before expiration of due dates to avoid termination of membership. The Corporation shall apply a three-month grace period for renewal of membership.

- C. Reasonable attempts shall be made to reach members in regard to amounts due for membership renewal. Attempts may be by e-mail, telephone calls and reminder letters. Communications shall be reasonably documented and be kept in the member's file.

- D. If a member fails to pay amounts owed on the member's renewal date, a late fee penalty of \$20.00 per month shall be assessed for up to three months. After the third month, the member's membership shall be terminated with or without notice to the member.

- **4.09. Resignation or Termination of Member Recognition.**

- A. Any member may resign or withdraw from membership in the Corporation by giving a written notice to the Board of Directors.

- B. The Board of Directors shall cause the Corporation to purchase certificates that may have been issued by the Corporation, if at least three-fourths (75%) of the members of the General Assembly voting at a regular or special meeting at which a quorum is present vote to require the purchase.

- C. A member shall be automatically terminated from the Corporation without written notice and all benefits and privileges forfeited (subject to applicable allocation or distribution of

the member's membership capital in the Corporation as provided in the Act and these Bylaws) if any or all of the following occurs:

- I. If a member fails to pay all dues, renewal, one-time starting fee, penalties and other mandatory fees established in accordance with the Bylaws;
- ii. If a member reaches or exceeds the age of 18 and no proof of a fulltime student status or disability is duly submitted by the parents to the Corporation and the member does not apply for and receive membership otherwise;
- iii. If a member who is a dependent student of another member passes the age of 26 years and the member does not apply for and receive membership otherwise;
- iv. If a registered member notifies in writing about his/her status change and requests to exclude his/her partner who was registered as a spouse; or
- v. Death of the member, provided that death of a member does not forfeit the funeral or death-related benefits to be afforded to the member as provided in these Bylaws.

4.10. Reinstatement of Membership.

If a person withdraws from membership for any reason and wants to be reinstated, the person shall be treated as a new applicant and all requirements of a new applicant must be satisfied in order to be accepted. The waiting period for benefits, if accepted, shall be the same as that of a new applicant.

4.11. Quorum and Voting of the General Assembly.

- A. A quorum for any meeting of the General Assembly members shall consist of at least one-fifth $\frac{1}{5}$ or 20% of the total voting members present either in person or by mail-in vote. If, however, a quorum is not achieved during a duly noticed meeting, a second meeting shall be duly noticed and held within thirty (30) days of the first noticed meeting.
- B. If a quorum is present at the start of a meeting of the General Assembly, the quorum remains regardless of the members count at the end of the meeting, and resolutions made and approved at the meeting shall be binding.

- C. With notice of a meeting sent to the members of the General Assembly, the Secretary may include a copy of a proposal to be offered at the meeting. If a mail vote is returned to the Corporation within the specified number of days, the mail vote shall be counted with the votes cast at the meeting. The Secretary may send to a member of the Corporation who is absent from a meeting an exact copy of the proposal considered at the meeting. If the vote is returned to the Corporation within the specified number of days, the mail vote is counted with the votes cast at the meeting. Mail votes are counted in computing a quorum for the particular meeting.

- D. Each voting member in good standing shall have one vote on each matter submitted for a vote of the General Assembly.

- E. The vote of at least a simple majority of the members of the General Assembly present and voting shall constitute the decisions of the General Assembly, except where a greater percentage is required by these Bylaws, the Certificate of Formation or the Act.

- **4.12. Regular Meetings of the General Assembly.**

There shall be at least one general meeting per year of the General Assembly. General Assembly meetings shall be held at such a location in the Dallas Metroplex area as the Board may decide. The Board of Directors shall present reports at all the annual meetings of the General Assembly, including annual reports, audit reports and other issues of policy matters that need resolution or action by the General Assembly. All members are expected to attend such meetings. The Chairman of the Board shall preside at the General Assembly meeting.

4.13. Special Meetings of the General Assembly.

Special meetings of the General Assembly may be requested by a majority vote of the Board of Directors or by written petition of at least one-tenth of the voting members of the General Assembly. The Secretary shall call a special meeting to be held 30 days after receipt of the request for a special meeting. Notice of any special membership meeting must state the purpose or purposes for which the special meeting is called.

4.14. No Voting by Proxy.

A member is not permitted to vote by proxy.

**ARTICLE 5
BOARD OF DIRECTORS**

5.01. Management.

The Board of Directors (at times referred to as the “Board”) shall manage and govern the affairs of the Corporation in accordance with these Bylaws and subject to the rights and privileges delegated to the General Assembly.

5.02. Number, Term and Qualifications.

A. The powers of the Corporation shall be exercised by or under the authority of, and the property, business, and affairs of the Corporation shall be managed under the direction of a Board composed of at least five (5) Directors which shall include the following: a Chairman (president), a Secretary and at least three (3) additional Directors. Each Director of the Board shall be a member of the Corporation. The number of Directors shall not be decreased to less than five (5) and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

B. Each Director shall serve for a term of three (3) years and shall hold office until the Director is removed or the Director’s successor is elected. The Directors’ election may be staggered, as may be determined by the Board, in order to establish a reasonable succession plan.

C. Each Director shall be eligible to be elected for a second three-year term consecutively. No person shall serve more than two consecutive terms. A Director who is elected to serve two consecutive three-year terms is eligible for election to the Board after completing a one-year absence from the Board.

5.03. Nomination of Directors.

The Directors and any member may nominate the successor Directors. At any meeting at which the election of a Director occurs, a member may nominate a person with the second of any other member. In addition to nominations made at meetings, a nominating committee, if appointed, may consider nominees.

5.04. Election of Directors.

A person who meets any qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected at the annual meeting of the General Assembly and by the majority vote of the General Assembly. If necessary, Directors may be similarly elected at a special meeting of the General Assembly. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director, subject to term limits.

5.05. Vacancies.

Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the General Assembly to elect the full authorized number of Directors to be voted for at any annual, regular, or special meeting of the General Assembly at which any Director is to be elected. The Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court, is convicted of a crime involving moral turpitude, or does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days' notice of election.

Up to two (2) vacancies occurring in the Board of Directors between meetings of the General Assembly may be filled by majority vote of the remaining members of the Board for the unexpired term. If more than two (2) vacancies occur between meetings of the General Assembly, the additional vacancies must be presented to the General Assembly for an election of a Director to fill the vacancy for the unexpired term.

Any Director position to be filled due to an increase in the number of Directors, shall be filled by the General Assembly as provided above in section 5.04.

A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Directors to less than five (5) shall be filled before the transaction of any other business by the Board of Directors.

5.06. Regular Meeting.

The Board shall meet at least quarterly. If there are issues to be resolved between regular meetings, the Board is obligated to meet as necessary to address those issues. The Board may provide regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held by electronic means if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time of the meetings and manner in which the meeting will be conducted.

5.07. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three (3) Directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding the special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the Bylaws.

5.08. Action by Consent of Board Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all Directors consent in writing or by electronic means (such as email) to the action. Such consent may be given individually or collectively.

5.09. Notice.

Written or printed notice of any special meeting of the Board shall be delivered to each Director not less than two (2) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

5.10. Quorum.

At least four (4) Directors then in office must be present at a meeting to constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum.

5.11. Conduct of Meetings.

At every meeting of the Board of Directors, the Chairman of the Corporation shall preside, and if not, the Vice Chairman. The Secretary of the Corporation shall act as secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting. Each Director shall have one vote on matters submitted for a vote of the Directors. If at any time the Board consists of an even number of Directors and a vote results in a tie, the vote of the Chairman of the Board shall be the deciding vote.

5.12. Powers of Board of Directors.

In addition to the powers and authorities conferred by these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts as are not directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.

5.13. Duties of Directors.

Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

In addition, the Board has the following duties and responsibilities:

A. The Board reports to the General Assembly and shall have high level of integrity and transparency in all matters.

B. The Board is responsible for ensuring that the Bylaws of the Corporation are fully applied and strictly followed in order to maximize the satisfaction of the members.

C. The Board shall be guided by the policy, directives, plans, programs and budget that may be approved by the Board.

D. The Board should evaluate programs and performances of the operations to detect and prevent poor administration, waste, abuse, and any other unwanted behavior. The Board shall have an obligation to discuss its findings with the responsible officers or committee as applicable, and will suggest possible corrective action and, if appropriate, implementation before reporting to the General Assembly.

E. The Board may suggest amendments to the Bylaws to the General Assembly.

F. The Board shall have the ultimate authority to order external auditors for the Corporation if discrepancies are detected that are not managed by any Internal Audit Committee, or any officers as to the handlings of financial assets. All findings will be reported to the General Assembly, unless good cause exists to refuse such disclosure.

5.14. Allocation and Distribution of Net Savings.

At least once each year the Board of Directors shall apportion the net savings of the Corporation in the following order:

Investment dividends payable from the surplus of the total assets over total liabilities may be paid on the membership certificates;

- A. a portion of the remainder may be allocated to funds for the general welfare of the members of the Corporation;
- B. a portion of the remainder may be allocated to retained earnings; and
- C. the remainder shall be allocated at the same uniform rate to each member of the Corporation in proportion to individual patronage. For a member, the proportionate amount of savings return distributed to the member may be any combination of cash, property, membership certificates, or investment certificate

5.15. Duty to Avoid Improper Distributions.

Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or email immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

5.16. Delegation of Duties.

Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

5.17. Actions of Board of Directors.

The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

5.18. Presumption of Assent.

When the Board of Directors votes on anything, all Directors shall be deemed to have voted for the action, unless his dissent is specifically noted in the minutes. If the secretary of the meeting refuses to note his dissent in the minutes, the dissenting Director shall mail, using certified or registered mail, his dissent to the Secretary of the Corporation within one business day after Board of Directors adjourned the meet

5.19. Proxies.

A Director may not vote by proxy.

5.20. Compensation.

Directors may not receive compensation or salaries for their services as a Director. A Director shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties as a Director.

5.21. Removal of Directors.

The Board of Directors may vote to remove a Director at any time, with or without good cause, subject to ratification by the General Assembly. A meeting to consider the removal of a Director may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. A Director may be removed by the affirmative vote of a majority of the Board of Directors and then ratification by the General Assembly at any regular or special meeting.

5.22. Resignation of Directors.

Any Director may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

5.23. Advisory Directors.

The Board of Directors may elect advisory directors as they see fit. The Advisory Directors shall not have a vote, but may attend all Board of Directors meetings and participate in the discussion like the regular Directors, unless determined otherwise by the Board.

ARTICLE 6 OFFICERS

6.01. Officer Positions.

The officers of the Corporation shall be a President, a Vice President, a Secretary, Treasurer, Accountant, Auditor, Membership Outreach Coordinator, Will & Legacy Officer, and Technology Officer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and submit such officer positions to the General Assembly for election or appointment to fill the positions. The same person may hold any two or more offices, except the same person shall not hold the offices of President and Secretary.

6.02. General Duties.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties, and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

6.03. Election and Term of Office.

The General Assembly shall elect the officers of the Corporation at the annual meeting of the General Assembly. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office for three (3) years and otherwise until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office, subject to applicable term limits.

Officers who, by virtue of their office, serve on the Board of Directors shall have a term in office concurrent with their term as a Director, and the term limits to such Director positions shall apply for the officer position. Other officer positions shall serve a term of three (3) years.

6.04. Removal.

The Board of Directors may vote to remove an officer at any time, with or without good cause, subject to ratification by the General Assembly. A meeting to consider the removal of an officer may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda. An officer may be removed by the affirmative vote of a majority of the Board of Directors and then ratification by the General Assembly at any regular or special meeting.

6.05. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

6.06. Vacancies.

The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term, subject to the rights of the General Assembly as set forth in section 5.05.

6.07. President

- A. The President shall report to the ECE Board of directors.
- B. Shall supervise/oversee the work of all other officers and shall ensure that they function together as an effective team for the full implementation of the policy, directives, plans, programs and budget approved by the General Assembly
- C. Shall provide the overall vision and sense of direction for the Corporation
- D. Shall serve as spokesperson, representative and external liaison for the Corporation, unless otherwise delegated by the General Assembly, or the Board
- E. Shall schedule and facilitate office and organization meetings, and
- F. Shall serve as a role model for all other officers and members.
- **6.08. Vice President.**

When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President, including any duties as President, if the President is also the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the individuals shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors. The Vice President shall also serve as the Vice President of the Corporation, unless otherwise determined by vote of the General Assembly.

In addition, the Vice President:

- A. Assists the President in all operations of the Corporation
- B. Assists the President in setting up and carrying out special events and specific duties as may be necessary for the operation of the Corporation.
- C. Organizes, coordinates and controls the functions of special subunits, committees and volunteers as directed by the Board
- D. Shall assume the tasks of a Secretary in the absence of the Secretary. If both the President and the Secretary are missing, the Vice President shall preside and appoint one of the board members to assume the duties of the Secretary temporarily.

6.09. President.

The President shall also serve as the President of the Corporation, unless otherwise determined by vote of the General Assembly. The President shall be the chief executive officer of the Corporation and a member of the Board of Directors. The President shall supervise and control all of the day-to-day business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors or the General Assembly has authorized to be executed. The President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors or the General Assembly, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors or the General Assembly and all duties incident to the office of President.

6.10. Vice President.

When the President is absent, is unable to act, or refuses to act, a Vice President, if any, may perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors.

6.11. Treasurer.

The Treasurer shall perform, or shall oversee and ensure the performance of the following duties:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- B. Receive and give receipts for moneys due and payable to the Corporation from any source.
- C. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or the president.
- D. Write checks and disburse funds to discharge obligations of the Corporation.

- E. Maintain the financial books and records of the Corporation.
- F. Prepare financial reports at least annually.
- G. Perform other duties as assigned by the President or by the Board of Directors
- H. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors
- I. Perform all the duties incident to the office of Treasurer.
- J. Collects all income of the Corporation and issues receipts
- K. Reports the Corporation's financial status regularly at the end of each month to the Chairman of the Board. This report should cover the Corporation's bank account including earned interest on the balance
- L. Ensures the annual budget of the Corporation is implemented as approved by the General Assembly and these Bylaws
- M. Manages the day-to-day financial transactions of the Corporation;
- N. Complies with the following process to withdraw money from the Corporation's bank accounts;
 - i. Each withdrawal request must first be approved by the President Any withdrawal of money from the Corporation's bank account has to be signed by both the President, and the Accountant;
 - ii. The Treasurer shall submit a copy of all the withdrawal documents to the Auditor and Accounting Officer of the Corporation
 - iii. The Treasurer shall submit a copy of each income and expense receipt to the Accounting Officer of the Corporation and the Corporation Auditor; and

iv. Upon completion of his/her term, the Treasurer will be responsible for transferring funds and properties of the Corporation to the new Treasurer

6.12. Accountant.

- A. Ensures the accurate recording, analyzing and reporting of all assets of the Corporation in accordance with modern accounting principles
- B. Cooperates fully with the treasurer to document all financial transactions receipts and other pertinent documents
- C. Ensures the validity of these documents and receipts
- D. Prepares and distributes the financial reports to the Board of Directors, monthly, quarterly and annually and as instructed by his superior
- E. The Accountant together with the President or Vice President shall have check signing authority;
- F. Collaborates with the Auditor fully and whenever required.

6.13. Secretary.

The Secretary performs, or shall oversee and ensure the performance of the following:

- A. Handles all organizational correspondence
- B. Reports to the President
- C. Maintains organizational files and records
- D. Becomes the point of contact for the Corporation's office
- E. Keeps accurate lists of members with names, addresses and phone numbers and registers new memberships

- F. Works with the President for arranging meeting agendas and providing pertinent information to members
- G. Prepares and keeps a proper record and documentation of the minutes of each meeting
- H. Serves as acting President in the absence of the President and Vice President on a temporary basis
- I. Conducts the quorum roll and shall be responsible for ascertaining whether a particular meeting has the required quorum; and
- J. Contacts members for any Corporation related business or notice.
- K. Give all notices as provided in the Bylaws or as required by law.
- L. Take minutes of the meetings of the Board of Directors and of the General Assembly and shall keep the minutes as part of the corporate records. A copy of the minutes of Board meetings shall be delivered to each Board member via either mail, hand-delivered, emailed, or fax within five (5) business days after the close of each Board meeting. A copy of the minutes of meetings of the General Assembly shall be made available for copying and inspection by the General Assembly within five (5) business days after the close of each meeting of the General Assembly.
- M. Maintain custody of the corporate records and of the seal of the Corporation.
- N. Affix the seal of the Corporation, if any, to all documents as authorized.
- O. Keep a register of the mailing address of each Director, officer, member and employee of the Corporation.
- P. Perform duties as assigned by the President or by the Board of Directors.
- Q. Perform all duties incident to the office of Secretary.
- **6.14. Auditor.**

The Corporation's General Assembly may elect and appoint an Auditor to serve for a term of three (3) years and shall continue to serve until a successor is elected in the next annual meeting of the General Assembly. The Auditor is eligible for re-election for a second three-year term. At each annual meeting of the General Assembly where an Auditor is to be elected, the Election Committee shall present two candidates for Auditor. The candidates will have the requisite auditing qualifications, and one auditor shall be elected by majority vote of the General Assembly. The Auditor will report to the Board and the General Assembly.

The Auditor shall perform, or shall oversee and ensure the performance of the following:

- A. Conducts audits of all financial transactions and of all accounts and assets owned by the Corporation. All financial statements issued by the Corporation's chief accountant shall require the certification of their accuracy by the Auditor.
- B. Reports his/her findings and recommendations to the Board and the General Assembly on no less than an annual basis. The Auditor shall provide additional semi-annual audit reports to the Board.
- C. Performs an audit within the time prescribed by these Bylaws or as directed by the Board. The purpose of this audit is to clearly show the financial status achieved by the exiting Board members during their term in office.
- D. Assists in the transition from exiting to the newly elected members of the Board and other Officers.
- E. The auditor has a right of access at any time to all records, documents, computer systems and accounts and is entitled to require such data from the Board to enable the Auditor to provide accurate audit report as required. Each member of the Board is required to comply with the Auditor's requests to access such information that the Auditor reasonably believes, in good faith, will help the Auditor to provide an accurate audit report. The Auditor may be required to sign a written agreement of confidentiality and non-disclosure as the Board may require.
- F. The Auditor shall sign for acquiring any document of the Corporation and be responsible for the safekeeping and timely return all documents the Auditor acquired for auditing purposes.

- **6.15. Membership Outreach Coordinator.**

The Membership Outreach Coordinator shall perform, or shall oversee and ensure the performance of the following:

- A. Shall develop and implement various strategies to recruit and retain members.
- B. Shall help various promotional materials (brochures, fliers, invitations, etc.).
- C. Shall build relationships with community leaders, religious and business organizations to grow awareness of the Corporation.
- D. Shall maintain a keen understanding of the Corporation trends and renewals affecting prospective members and make appropriate recommendations regarding communication strategy surrounding them
- E. Shall create and maintain a favorable public image for the Corporation by communicating programs, accomplishments and/or points of view.
- F. Shall be tasked with fielding media questions and pitching stories to the media, preparing media kits and organizing press conferences.
- G. Shall release information to counter negative publicity and handle crisis and emergency communications.
- H. Shall research data about resources of funeral services and associated costs to advise community members to ease all possible financial burdens and emotional stresses of families whenever a loved one dies.
- I. Shall recruit from among existing members, volunteers to engage in various tasks.
- J. Shall coordinate all public relations activities.
- **6.16. Will & Legacy Officer.**

The Will & Legacy department is dedicated to ongoing research and analysis of the latest trends, policies, and legal frameworks related to life insurance and living wills. Our goal is to provide Edir members with accurate and up-to-date information. We focus on exploring the emotional and financial benefits of both life insurance and living wills, highlighting how these tools contribute to long-term peace of mind and security. This department will not offer legal advice or sell any products; instead, it will provide informative content (such as blogs, emails, brochures,

etc.) on life insurance and living wills tailored to our community. We aim to identify complex topics, making them easy to understand and relevant for Edir members.

A. Research & Analysis: Conduct ongoing research on trends and policies related to life insurance and living wills to provide Edir members with accurate, up-to-date information on their benefits and contributions to peace of mind.

B. Content Creation: Develop clear and engaging content, such as blogs and emails, that simplifies complex topics about life insurance and living wills for our community.

C. Awareness Campaigns: Plan and implement awareness campaigns, including Q&A sessions and email series, to educate Edir members, using storytelling and real-life examples to highlight significance.

D. Feedback & Improvement: Collect feedback from Edir members to assess the effectiveness of initiatives and regularly update materials on the Edir website to meet evolving needs.

- **6.17. Technology Officer.**

The Edir Technology office will be focused on developing and implementing technology strategies that align with Edir's long-term goals. The Edir Technology office aims to drive innovation and maintain a competitive edge through technological advancements in how we manage our office, engage with our members, and handle Edir affairs, such as elections and communications with our members, among other aspects.

A. Research & Analysis: Develop technology strategies that align with our long-term goals, drive innovation, and enhance our management of the office, member engagement, and Edir affairs, including elections and communications.

B. Email System Troubleshooting: Resolve issues with the email system and office computers to ensure effective communication.

C. Website Management: Update and manage website content, including text, images, and blog posts, to keep it accurate and engaging.

D. Social Media Coordination: Create and implement a monthly content calendar for social media, aligning posts with Edir's mission.

E. IT Resource Management: Monitor and manage hardware and software inventory, including website and email subscriptions.

F. Documentation: Maintain user guides, system configurations, and troubleshooting documentation for reference.

G. Technical Support for Events: Provide IT support during Edir events to ensure all technical equipment operates smoothly.

H. Data Security: Ensure the secure storage of members' data.

I. Payment Systems Maintenance: Keep electronic payment systems up to date.

J. Member Education: Educate members on the secure use of technology.

K. Technology Advisory: Advise Edir's executive team on future technological directions.

- **6.18. Assistant Officers.**

The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe, and their appointment shall not relieve the primary officers who are elected by the General Assembly from ensuring their duties are performed.

Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

6.17. Disallowed Payments.

Any payments made to an officer of the Corporation, such as a expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service ("IRS"), shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 7 COMMITTEES

7.01. Establishment of Committees.

The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not Directors. However, if the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- A. Amend the Certificate of Formation.
- B. Adopt a plan of merger or a plan of consolidation with another Corporation.
- C. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- D. Authorize the voluntary dissolution of the Corporation.
- E. Revoke proceedings for the voluntary dissolution of the Corporation.
- F. Adopt a plan for the distribution of the assets of the Corporation.
- G. Amend, alter, or repeal the Bylaws.
- H. Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.

- I. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in these Bylaws.
- J Take any action outside the scope of authority delegated to it by the Board.

7.02. Term of Office.

Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

7.03. Chair and Vice-Chair.

One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Board of Directors. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

7.04. Action by Consent of Committees without Meeting.

Any action required or permitted to be taken by any committee may be taken without a meeting, and with the same force and effect as a unanimous vote of the members of the committee, if all members of the committee consent in writing or by electronic means (such as email) to the action. Such consent may be given individually or collectively.

7.05. Notice of Meetings.

Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) or more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and time of the meeting, and the purpose or purposes for which the meeting is called.

7.06. Quorum.

A majority of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is not present at any time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

7.07. Actions of Committees.

Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.08. Proxies.

A committee member may not vote by proxy.

7.09. Compensation.

Committee members may not receive salaries for their services as committee members. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

7.10. Rules.

Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors or the General Assembly.

7.11. Election Committee.

- A. An Election Committee, composed of at least five (5) members, shall be elected by the General Assembly from the members.

- B. The Elections Committee shall use all possible methods to reach out to all Corporation members and invite them to submit nominations. The Election Committee shall obtain consent of those nominated to serve as candidates for specific positions.
- C. The Election Committee shall discuss and screen through the pool of candidates' names and finalize the list to be at least two names for each position. The election will be held to elect one of the approved candidates for each position.
- D. The Election Committee shall provide brief biographical sketches of each candidate
- the General Assembly members. The Election Committee makes sure that candidates for
- Corporation positions have no conflict of interests to work if elected.
- E. The Board and the Election Committee shall ensure that a fair and impartial election shall be conducted. The report shall be well documented and secured in the office for future reference.
- F. The Election Committee ensures that votes are cast and counted in a transparent manner, results verified and disclosed to members.
- G. The Election Committee makes sure that elected members are sworn-in for the positions elected.

- **7.12. Discipline of Election Committee Members.**

- A. The utmost discipline and respect to each other is always very highly expected and required from all members of the Corporation. This will enhance the moral of the members as well as those elected leaders to provide honest and heartfelt services voluntarily.
- B. The Election Committee members may recommend that the Board take disciplinary action against a member of the Election Committee if there has been any violation
- C. If the Board finds that there is just cause for disciplinary action, it shall take the necessary action. However, if the action is impeachment of an officer or officers, the Board shall vote to “impeach” or “deny impeachment” by a majority vote of the disinterested Directors.
- D. Upon impeachment taking place, the Board is responsible to appoint a replacement of the impeached officer until the next General Assembly members’ meeting. In finding the

replacement, priority shall be given to the person who previously ran for that office but did not get the highest vote.

ARTICLE 8

TRANSACTIONS OF THE CORPORATION

8.01. Contracts.

The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

8.02. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositaries that the Board of Directors selects.

8.03. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

8.04. Loans and Related Parties.

The Corporation shall not make any loan to a Director or officer of the Corporation.

8.05. Affiliated Transactions.

No contract or transaction between the Corporation and one or more of its members, Directors or officers, or between the Corporation and any other corporation, association or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- A. The material facts concerning the financial interests are disclosed to the Board of Directors and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors.

- B. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

- C. The interested individual that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested individual may participate in the discussion of the matter but may not vote. The Chairman or presiding officer may excuse the interested individual from the meeting or deliberation.

- D. Any Board or committee member who believes he or she may have such a conflict of interest shall so notify the Chairman or Vice Chairman of the board prior to deliberation on matter in question, and the Board or committee shall make the final determination as to whether any member has a conflict of interest in any matter.

- E. The minutes of the applicable meeting shall reflect disclosure of any conflict of interest and the recusal of the interested committee member.

- **8.06. Prohibited Acts.**

As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Corporation shall:

- A. Do any act in violation of the Bylaws or a binding obligation of the Corporation.

- B. Do any act with the intention of harming the Corporation or any of its operations.

- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

- D. Receive an improper personal benefit from the operation of the Corporation.

- E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

- F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

- G. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- H. Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 9

REPORTS, BOOKS AND RECORDS

9.01. Reports to Members.

The Corporation shall submit a written report to its members at the annual meeting of the General Assembly. The annual report must contain:

- A. a balance sheet
- B. an income and expense statement
- C. the amount and nature of the Corporation's authorized, subscribed, and paid-in capital
- D. the total number of members
- E. the number of members who were admitted to or withdrew from the Corporation during the year; and
- F. the amount of membership fees received.

The Board of Directors shall appoint a committee composed of members who are not principal bookkeepers, accountants, or employees of the Corporation to review the report. The committee appointed shall report on the quality of the annual report required by this section and the bookkeeping system of the Corporation's General Assembly at the annual meeting.

9.02. Additional Reports, if Required.

In accordance with the Act, if the Corporation has at least 100 members or at least \$20,000 in annual business, not later than the 120th day after the date on which the Corporation closes its business each year, the Corporation shall file in the Corporation's registered office a report of the Corporation's financial condition stating:

- A. the name of the Corporation
- B. the address of the Corporation's principal office
- C. the name, address, occupation, and date of expiration of the term of office of each officer and director
- D. any compensation paid by the Corporation to each officer or director of the Corporation
- E. the amount and nature of the authorized, subscribed, and paid-in capital
- F. the total number of members
- G. the number of members who were admitted to or withdrew from the Corporation during the year
- H. the amount of membership fees received

The report required by this section must include a balance sheet and income and expense statement of the Corporation and shall be signed by the President and Secretary.

If the Corporation has at least 3,000 members or at least \$750,000 in annual business shall file a copy of the report required by this section with the secretary of state.

9.03. Required Books and Records.

The Corporation shall keep correct and complete books and records of account relating to the Corporation's business operation in accordance with standard accounting practices. The Corporation's books and records shall include:

- A. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- B. A copy of the Bylaws and any amended versions or amendments to the Bylaws.
- C. Minutes of the proceedings of the General Assembly, Board of Directors and committees having any of the authority of the Board of Directors.
- D. Reports required by these Bylaws.
- E. A list of the names and addresses of the members, Directors, officers, and any committee members of the Corporation.
- F. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- G. Adequate records of each member's rights and interest in the assets of the organization.
- H. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- I. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- J. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

- **9.04. Inspection and Copying.**

- A. Requests by Members, Directors or Officers.

Any member, Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the

Corporation and if the person submits a request in writing stating the purpose for inspection or copying. Such a person entitled to inspect and copy the Corporation's books and records may do so. Such a person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request.

To protect the interests of the Corporation, the Corporation may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the Director, officer or member requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of proprietary or confidential books and records inspected or copied.

- B. Requests by the Public.

The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1024 and Form 990, if any. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

- C. Fees.

The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 10 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 11 INDEMNIFICATION

11.01. When Indemnification is Required, Permitted, and Prohibited.

- A. The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the

Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venture, or proprietor of a partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

- B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

- C. The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

- D. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 11.01.A, above.

- E. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

- F. If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

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- **11.02. Procedures Relating to Indemnification Payments.**

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- A. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 11.02.C. below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 11.02.A.i. or 11.02.A.ii., or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
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- B. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 11.02.A.iii., above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of the Board of Directors that requires the indemnification permitted by paragraph 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
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- C. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 11.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 12 NOTICES

12.01. Notices.

Any notice required or permitted by the Bylaws to be given to a member, Director, officer, or committee member of the Corporation may be given in any manner allowed by the Act, including by electronic communications, such as email, at the address provided by the individual for the purpose of receiving notice or communications from the Corporation.

If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile, e-mail or other electronic means, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number, e-mail address or other electronic address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation.

Without a preference designation, the person serving the notice shall be given in any manner permitted by these Bylaws and the Texas Business Organizations Code. By affiliation with this Corporation, each member, Director, officer and committee member agrees and accepts such notification procedures.

12.02. Signed Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.03. Waiver of Notice by Attendance.

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 13 SPECIAL PROCEDURES CONCERNING MEETINGS

13.01. Meeting by Electronic Means.

The General Assembly, Board of Directors and any committee of the Corporation may hold a meeting by telephone conference call or electronic means in which all persons participating in the meeting can communicate with each concurrently. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means and all other matters required to be included in the notice. Participation of a person in a meeting by conference call or other electronic means constitutes presence of that person at the meeting.

ARTICLE 14 AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of at least a majority of the voting members of the General Assembly at any regular or special meeting of the General Assembly at which a quorum is present. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01. Legal Authorities Governing Construction of Bylaws.

The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction.

If any Bylaws provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included.

15.03. Headings.

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04. Gender.

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

15.05. Seal.

The General Assembly may provide for a corporate seal.

15.06. Power of Attorney.

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

15.07. Electronic Transmission.

Electronic signatures and electronic transmissions of members, Board members, officers and committee members, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the context of the situation clearly requires otherwise or any such individual submits a written refusal to conduct any or certain transactions by electronic means. The term “electronic transmission” includes any form of communication, not directly involving the physical transmission of paper, that creates a record that: (i) may be retained, retrieved, and reviewed by a recipient of the communication; and (ii) may be reproduced directly in paper form by a recipient through an automated process. “Electronic transmission” includes: (i) electronic mail (e-mail); (ii) facsimile transmission; and (iii) internet transmission.

15.08. Parties Bound.

The Bylaws shall be binding upon and inure to the benefit of the members, Directors, officers, and committee members and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

EXHIBIT 1

BENEFITS OF THE ETHIOPIAN COMMUNITY EDIR

Pursuant to the Bylaws of The Ethiopian Community EDIR (the “Corporation”), the General Assembly of the Corporation establishes the following benefits for membership and related processes and procedures:

- A. The Corporation shall pay out the funeral expenses of its members as provided under these Bylaws and any further amendments approved by the General Assembly.
- B. The service that shall be provided to the family of the deceased shall be limited to a uniform and specific amount of money depending on the financial strength of the Corporation, funeral costs, and approval of the General Assembly.
- C. The Corporation shall pay \$15,000.00 for basic funeral services per death at all locations, to the family of the deceased who qualifies for the benefit as per the Bylaws.
- D. If the deceased member has no representative who can handle his/her funeral services and if there is no next of kin who can take over or if the next of kin to the deceased do not come in agreement amongst themselves to take responsibility for the burial service, the Board of Directors shall have the authority either to pay directly to the funeral home Services and complete the service or to mediate with the next of kin available and finalize the matter in a most respectable way for the deceased.
- E. When and if the Corporation’s savings account balance is less than \$450,000.00 for thirty (30) funeral services, the members shall be required to contribute additional immediate funds to make the savings account balance enough to handle at least thirty (30) funeral services.
- F. The registered legal guardian or authorized family member who claims death benefit for a deceased person shall complete the Death Benefit Disbursement Form of the Corporation and also provides adequate identification documents along with a copy of death certificate for the purpose of establishing the fact that the deceased fully qualifies for the Corporation payment.
- G. The Corporation shall assist its members with making funeral arrangements unless the offer is rejected by the family or representative of the deceased. This responsibility shall be undertaken by organizing and assigning a stand-by group of members for each week of the year or

otherwise as needed. This shall be done by organizing the Corporation members to rotate responsibility for emergencies throughout the year.

H. The Corporation shall assist in educating its members to make early preparation in every possible way and have life insurance and a living will.

- I. The Corporation shall have the responsibility to study as required different methods of funeral services with acceptable standards and at a minimum cost and also to create ways of attracting more members to the service thereby making the Corporation more viable financially for the greater benefit of the members.

- J. If a member owes any amount to the Corporation while receiving a death benefit, the amount owed shall be deducted from the benefit. No death benefit shall be given to a member if death occurs in the family after the three-month grace period of the renewal expiration date even if no termination letter has been issued or issued but not received yet by the concerned party.

- K. If an eligible member dies while outside of the Dallas Metroplex Texas area, the burial benefits shall be provided in accordance with the Bylaws. The payment or disbursement of benefits shall be made locally to the member's legal representative upon presentation of death certificate with burial address, date and other relevant information from the appropriate government agency.

- L. If an eligible member dies while outside of the United States, proof of stay outside the country such as passport is to be presented along with the death certificate. The Corporation will be responsible only if the death occurs within 12 months of the member travel date outside of the United States.

- M. The Corporation reserves the right to decline benefits or may require additional information or evidence related to the death and burial of the member if the Board finds the information and documents provided are questionable or insufficient.

EXHIBIT 2

THE ETHIOPIAN COMMUNITY EDIR MEMBERSHIP FEE SCHEDULE

Pursuant to the Bylaws of The Ethiopian Community EDIR (the “Corporation” or “EDIR”), the General Assembly of the Corporation establishes the following dues, fees and other charges for membership:

Membership Fees:

- A. Members shall pay a fee of \$40.00 per year for Mutual Assistance Association for the Ethiopian Community.

- B. **Recurring Payment:** EDIR members shall pay dues as detailed below:

Family pays:	Single parents/singles pay:
\$40.00 per year for Mutual Assistance Association for the Ethiopian Community	\$40.00 per year for Mutual Assistance Association for the Ethiopian Community
\$150.00 per year for EDIR membership	\$120.00 per year for EDIR membership
Total: \$190.00 per year per family	Total: \$160.00 per year per single parent/single person

- C. **One-time Payment:**

Each member shall pay, in addition to the yearly recurring fees as detailed above, the following one-time payment during registration.

1. Registration fee \$25.00
2. For initial Reserve Fund \$300.00

- D. **Promotional Payment Plan:**

As per the authorization of the General Assembly, the Board may setup a special payment plan for the Reserve Fund of \$150.00 out of the \$300.00 above in order to ease the burdens of prospective members during community festivals like the Ethiopian Day, EDIR Festivals, or any other special occasions as it may seem fit for the cause. The payment of this \$150.00 shall be completed within one year from the date of registration for membership.

SIGNTUER OF ECE BOARD OF DIRECORS AND ECE EXECUTIVE COMMITTEE

We are Signing on the foregoing Bylaws, comprised of the foregoing thirty-seven (37) pages, constitute the Bylaws of said Corporation as duly Accepted by General Assembly of The Ethiopian Community Edir on March 24th 2024.

BOARD OF DIRECTORS

Fasil Yigezaw -Chairman
Yilma Feleke
Solomon Gadissa
Ayelch Semie
Teferawork Assefa

EXECUTIVE COMMITTEE

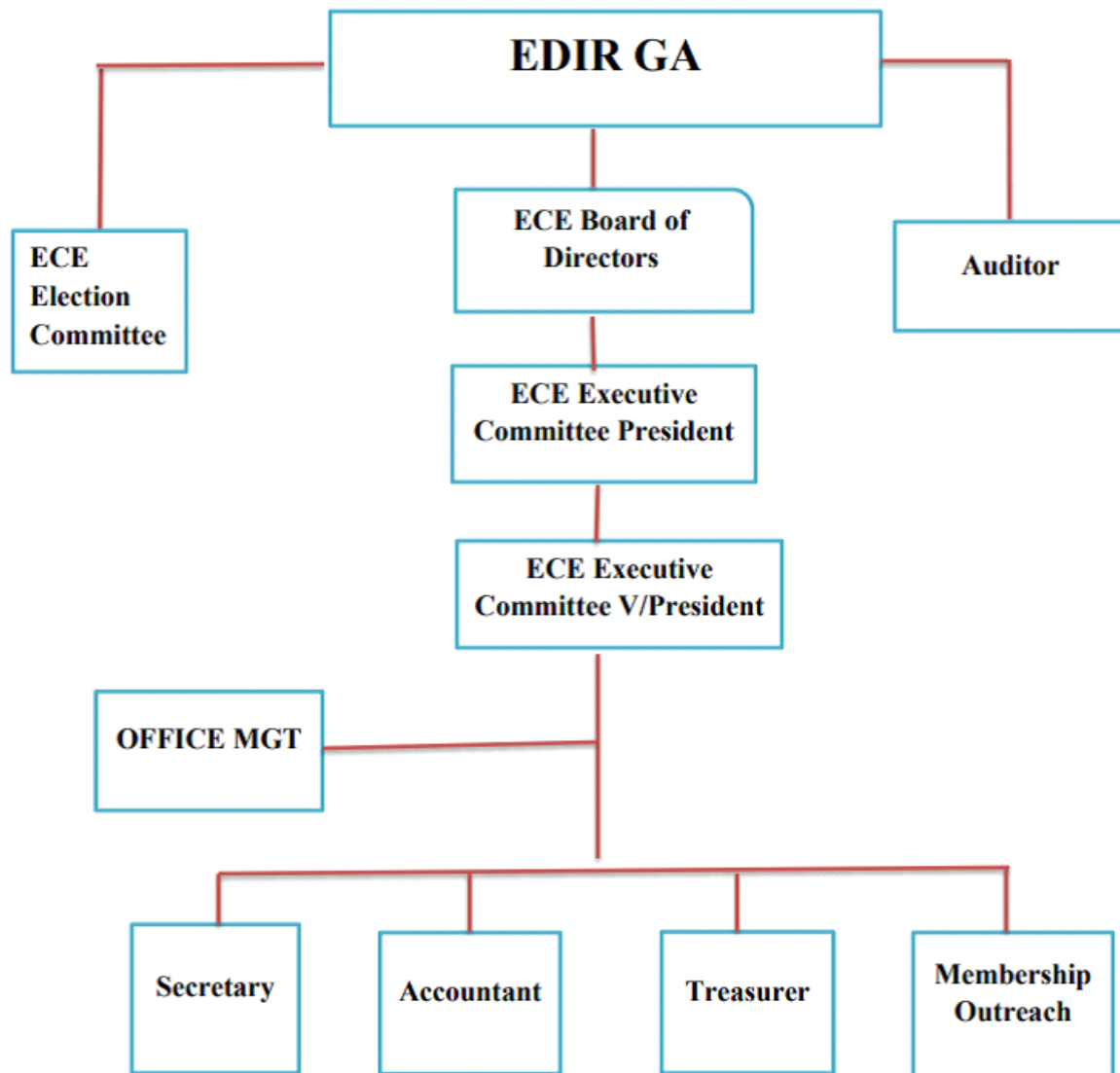
Teferawork Assefa - President
Aster Teferra -V/ President
Ayele Gemechu - Secretary
Fisseha Abo - Treasurer
Ameha G/Amanuel - MO
Rahel Tessema _ Auditor

New Proposals: The GA approved the below proposals by the ECE Board.

- The ECE shall hold an annual new member's drive, formerly known as the edir family picnic festival, every year on Memorial Day weekend. During this annual event the following two activities are recommended. - The Edir shall remember all Edir members who have passed away.

- The Edir shall honor and recognizes Elected ECE officers and volunteers who have passed away.

The ECE Organizational structure update as below to make the Edir President directly report to the board of directors, the edir Auditor report directly to the GA, and the office manager report to the Edir V/President.



FasilYigzaw
02/24/2024

TefeAssefa
02/24/2024