Awash Melkassa Development Association (AMDA)

A Nonprofit Public Benefit Corporation

By-Law

Preamble

Ethiopian Diasporas of Awash Melkassa origin residing in North America formed a non-profit organization that promotes the development and conservation of cultural, values and heritages. Awash Melkassa is located in the great Rift Valley, Oromia Regional State, Ethiopia. Approximately 80 miles East of Addis Ababa. Awash Melkassa is well Known for its varieties of fruit Farms including Mango and Papayas.

This non-profit organization supports the local community so that they continue to maintain their cultural values, conserve the natural resources, and to empower residents for a sustained and prosperous future.

Article 1: Name

1.1 Nonprofit Corporation Name

The name of this corporation is **Awash Melkassa Development Association** - **AMDA**. Hereafter it is referred to as "AMDA" or the "Corporation".

Article 2: Offices

2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or outside of the State of Maryland by resolution of the board.

2.2 Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to transact business.

2.3 Registered Agent

The initial registered office and the initial registered agent of the corporation are specified in the Articles of incorporation. The corporation may change its registered office or change its agent, or both, upon filing a statement as specified by State of Maryland Non-profit Corporation Act in the office of the Secretary of State of Maryland, or by otherwise complying with State of Maryland law as it may apply from time to time.

Article 3: Purpose, Vision, Mission and Objectives

3.1 Purpose

AMDA is a non-profit corporation and is not organized for the private benefit of any individual. It is organized under the Non-profit Corporation Law of State of Maryland (Maryland Nonprofit Corporation Law) for public and charitable purposes. It is Intended to rally constituencies residing in North America in support of the development of the Awash Melkassa community.

3.2 Vision

Achievement of an all-round development of the Awash Melkassa Community by harnessing economic opportunities without compromising the natural environment and by maintaining, enriching, and fostering the spiritual and material wealth that inspired generations.

3.3 Mission

To support socioeconomic advancement through community participation by mobilizing resources.

3.4 General objectives

Objectives of the Corporation includes but not limited to: -

A. Support to improve the quality of education and access to education.
B. Support to improve health care services and access to health care.
C. Support the conservation and restoration of cultural and natural resources.
D. Supporting Awash Melkassa residents to secure a livelihood.
E. Serve as a platform for association members to discuss issues towards the fulfillment of above goals as well as to re-establish contact and network.
F. Coordinate activities and programs with other similar organizations in and outside the country towards the fulfillment of our purposes and objectives.
G. Collaborate with other non-profit organizations and governmental entities toward the fulfillment of the corporation purposes and objectives.
H. Perform additional purpose and objectives as agreed upon by the general assembly of members in a duly noticed meeting of the members.

3.4.1 Short Term Objectives

Short term objectives of the Corporation include but not limited to the one that are mentioned below and shall be executed according to Article 7.1:

A. Provide Educational materials and computers for local schools.
B. Establishing a book reading center and in collaboration with other NGOs launch a virtual library.
C. Support all schools in Awash Melkassa
D. Assist in resettlement of Awash Melkassa new immigrants in Diaspora

3.4.2 Long Term Objectives

I. Conduct a thorough study on the livelihood of Awash Melkassa community and propose projects for stakeholders such as business community, governments and diaspora to engage and improve the livelihood of the community, if possible prepare a master plan.

II. Financially support project that would generate income for Awash Melkassa residents and ultimately enables them to be self-sufficient (such as dairy farming, modern fish production, poultry and others).

III. Provide/facilitate heritage protection and preservation training to the community.

Article 4: Limitations

4.1 Prohibited Activities

The Corporation may not carry out any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on:

A. By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or,

B. By a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Article 5: Dedication of Assets

5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to the development of the Awash Melkassa Community. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for humanitarian purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

Article 6: Memberships

6.1 Members

Members who subscribe to the vision and mission of these bylaws, adhere to the spirit, principles and provisions herein, and who fill out the registration form to formally join the Organization, shall become Members of **AMDA**. Membership will become official upon submission of registration form and payment dues and Fees.

6.2 Membership Criteria

All Members shall pay a registration fee of one twenty dollars ($20.00) upon joining, and shall continue in good standing by paying twenty dollars ($20.00) monthly dues; these funds shall be used to support the mission of AMDA which is established in advance.

6.3 Representation

Membership to this Corporation is on individual bases. Each member has one and only one vote. Each member can only represent himself/herself in any meeting and speak on behalf of himself/herself.

6.4 Members Identification

The Secretary of the Corporation shall maintain membership list and identification.

6.5 Rights of Member

Members of the Corporation have the right to:

A. Be elected to any office of the Corporation after being a member of the Corporation for 12 months.
B. Cast a vote during elections of board of directors.
C. Get all services rendered by the Corporation and to provide contributions.
D. Get support for their efforts in line with the mission and objective of the corporation.
E. Leave the corporation at any time. However, all payments previously made to the corporation are not refundable.

6.6 Duties of a Member

Members have the following duties and responsibilities to:

A. Observe the Code of Conduct of the corporation.
B. Serve as an officer of the Corporation when elected and appointed.
C. Serve in committees and volunteer for Corporation activities.
D. Pay all membership dues and other contributions.
E. Respect the opinions of other members and of the Corporation.
F. Attend and participate in general assembly meetings.
G. Not affiliated with individuals or organizations with a diminishing or destructive intent of the corporation.
H. Abide by the Bylaws and core values of the Corporation.

6.7 Dismissal of a Member and An Elected Official

A member and any officer may be dismissed and denied membership if the board of directors finds such a member:

A. Contradicts or breaches the Corporation's vision or acted accordingly.
B. Violates these Bylaws and Code of Conduct of this Corporation.
C. Embezzles and inappropriately uses Corporation property which includes but not limited to money, material and intellectual property, corporation's logo and stamp.
D. Engages in destructive and disruptive acts that adversely affect the unity and cohesion of the Corporation's community by engaging in intrigues to undermine the Corporation's and the community's well-being.

The board is obligated to disclose the reason for termination of membership in writing. The member has the right to submit an appeal to the board of directors for reinstatement of membership. The board will examine the appeal in the next scheduled meeting for the decision on the appeal.

6.8 Non-voting/Associate members

Associate Members are those who support the objectives of the Organization and provide financial and/or other support. Associate members cannot vote or be nominated for an office but may attend any General Assembly meeting and are entitled to participate in other activities of Organization. The Board of Directors shall approve the application of Associate members.

Honorary Members are individuals who have rendered financial support and valuable services to the Organization. The Board shall identify such individuals and present their name to the General Assembly for approval. Honorary Members are exempted from paying any membership fee. Honorary Members, like Associate members, cannot vote or be nominated for an office but may attend the General Assembly meeting and are entitled to participate in other activities of the Organization.

6.9 Non-Active members

Any member who is not paying his/her monthly/annual dues by the end of each calendar year may be classified as a non-active member and hence his/her voting right shall be revoked.

Article 7: General Assembly and Elections

7.1 General Assembly (GA)

The General Assembly is composed of the Corporation's members whose names are duly recorded in the membership list with the secretary of the Board. The General Assembly is the supreme decision making body of the Association and shall alter or amend the Association Bylaws by a simple majority vote of all members. The General Assembly will meet to approve the Board of Directors' annual work program and budget and other key issues requiring the General Assembly's approval. Prioritizing tasks listed under Article 3.4 should be approved by a simple majority of the members.

7.2 Notices and Call of General Assembly

The General Assembly (GA) shall be held once a year unless otherwise there are compelling situations during which it can be called at any time per the approval of the board of directors. The General Assembly shall meet at the place designated by the board of directors or via virtual means including but not limited to Zoom, Skype or other convenient to most of the members. The time, place and the agenda shall be transmitted by email and/or regular mail at least four weeks before such GA meetings. Besides the current agenda, the annual report is read and the accounts of the past year are discussed.

The board of directors and other Officers shall be elected at the annual assembly, according to these Bylaws. Attendees must sign on the register when they enter the assembly.

7.3 Order of the General Assembly

All meetings shall be opened by invocation of the Corporation's motto. The chair of the board of directors shall preside at the meeting unless he/she delegates his/her power to an elected member or in the absence, the Vice-President shall chair. The Chairperson has to enforce all parliamentary procedures of a meeting and the adherence of the assembly to stick to a point of order. Members can address the general assembly or any other Corporation meeting in Amharic or English.

7.4 Voting in General Assembly

Votes must be casted by counting a show of hands, electronic mail, email or online casting. The votes may not be casted before or after the actual balloting takes place. The Chairperson may allow voting by a secret ballot if the assembly agrees to his/her suggestion, and the Chairperson shall announce the results of the vote. Every member has one and only one vote regardless of his/her position. Absentee ballots shall be accepted if submitted in writing and signed by the absentee member on issues, which are already defined. All motions and resolutions shall require a two thirds majority except where otherwise is stated.

7.5 Quorum

Majority (51%) of the voting membership shall constitute a Quorum. Voting members are members who are in good standing. If a quorum cannot be obtained, the meeting shall be adjourned and a second meeting be called in one week. If quorum is not obtained at the second noticed meeting, the Board shall decide the next step for the meeting. Non-quorum active members are not counted for fulfilling the quorum requirement. Non-quorum active members are those who for legitimate reasons cannot normally attend Corporation meetings and are not in attendance at the specific meeting where the quorum is counted. They are entitled to vote through absentee ballot if the specified conditions on voting are met.

The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of members present in person or by proxy, without any further notice to any absent.

7.6 Elections

Elections for the board of directors shall occur every year. In order to create leadership continuity with- in the Board, 1/2 of the Board members shall be elected in a given year and 1/2 of them shall be elected the following year. Nominees who receive the highest number of votes are declared elected. If there is a tie of votes, a runoff election shall be conducted between the top candidates.

7.7 Elections Committee

The General Assembly shall elect a three (3) member election committee outside the Board of Directors, who shall prepare a list of nominees from members for elected offices, and determines when the poll shall close thereby announcing and publishing the results to all members, in writing. The Board shall cooperate with the Election Committee in running the election smoothly.

7.8 Special Assembly of the GA

A special assembly of all members may be called if:

A. Purchase or sale of Corporation properties, including promissory notes and securities
B. The Board of Directors loses a majority of its members due to resignation or other reasons.
C. Half of the Board of Directors dissent on an opinion and they agree to call for a General Assembly by a majority vote.
D. The Board of Directors decides with a majority vote that an emergency has occurred and members have to know and address the emergency issues.
E. One-third of the membership has signed a petition to request a GA meeting or the audit and inspection chair identified violations or risks in the corporation's financial or managerial duty handling and these findings are substantiated and submitted to the Board of Directors.

7.9 Notice of Meeting Called by Members

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by email to the Chairperson of the Board, Vice Chairperson or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such a meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

7.10 Waiver of Notice of Meetings

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

7.11. Special Notice Rules for Approving Certain Proposals.

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

A. Removal of directors.
B. Filling of vacancies on the Board by members.
C. Amending the Articles of Incorporation.
D. An election to voluntarily wind up and dissolve the corporation

Article 8: Directors

8.1 Number and Qualifications

8.1.1 Number

The authorized number of directors of the Corporation ("Directors") shall be eight.

8.1.2 Qualifications

To Qualify for Membership of the Board, a person must meet the following requirements:

A. The person must be an active member of the association.
B. The Person must show and demonstrated dedication for the overall advancement of the corporation's objectives.
C. The Person must have professional qualifications that enable him/her to discharge his/her obligations.

8.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), State of Maryland Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the "Board"), which will function in accordance with the following provisions.

I. The chairperson of the Board (the "Chairperson"), if any, shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If the Board designates both a Chairperson and a President, the Board shall, by resolution, establish the specific duties carried by each position.
II. The Board of Directors shall review, analyze and approve the programs and services of the Organization on a regular basis.

III. The Board of Directors shall review and approve the annual operating budget of the Organization vis-à-vis the programs and services established.
IV. The Board of Directors shall conduct quarterly reviews of the programs, services and operating budget of the Organization.
V. The Board of Director shall review any and all leases, agreements, promises, debts, loans, and contracts related to AMDA property.
VI. The Board of Directors shall hire and determine the compensation of any and all employees including subsidiary organization staff, which they, at their discretion, may determine to be necessary for the conduct of business of the Organization. It shall review the implementation of the Human Resources policies of the Organization and shall be responsible for the hiring and termination of employment of any person working for the Organization.
VII. The Board shall establish standing committees and other committees as deemed necessary, with such powers and duties as it shall determine from time to time. All standing committees report to AMDA Executive Committee.
VIII. The affairs of the Organization shall be managed by the Board. The Board shall have the power to make, alter, amend and delete Corporation Code of Conduct and to fill any vacancy that may occur in the Administration, as outlines in the by law.

8.3 Terms, Election of Successors

I. The founding members shall elect the Board of Directors at the first annual meeting of the general assembly.
II. The Board of Directors shall serve for a term of two years after the commencement of operation by the Corporation.
III. After the expiry of the first two-year term, Half of the members of the Board of Directors shall be elected as stated in Article 7.6 at annual meetings of the general assembly.
IV. Every member of the Organization shall have one vote for each vacancy on the Board.
V. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and State of Maryland Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.
VI. When the Board Chairperson and President service time is over and a new replacement board of director is elected, the Election Committee shall coordinate and process the nomination of a replacement Chairperson and President on the same General Assembly meeting. The new Chairperson and President shall be voted by a 2/3 majority of the General Assembly.

8.4 Vacancies

8.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

A. the death, resignation, or removal of any Director.
B. Whenever the number of authorized Directors is increased, or

C. The failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

8.4.2 Removal

I. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under State of Maryland Nonprofit Corporation Law.
II. The Board may by resolution declare vacant the office of a director who fails to attend four Board meetings during any calendar year without notice. The removal can only be effective if approved by a 2/3 majority of the Board.
III. The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in 8.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.
IV. Directors may be removed with cause by a majority of Directors then in office.

8.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and State of Maryland Nonprofit Corporation Law.

8.4.4 Resignations

Except as provided in this Section 8.4.4, any Director may resign by giving written notice to the Chairperson, the Secretary, or the Board. Such a written resignation will be effective on the later of:

A. Five business days after the letter is delivered to the Chairperson the Secretary, or the Board.
~~B.~~ Date it is delivered to principal office of the Corporation, or
C. The time specified in the written notice that the resignation is to become effective.

8.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the board with majority vote shall fill such vacancy with a director that serves until the next general assembly. The general assembly shall either approve the director elected by the board for the full term or elect a new director.

8.5 Regular Meetings

Each year, the board shall hold at least once annual meetings with the general assembly, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the “annual meeting.” Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

8.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chairperson, or any two Directors.

8.7 Notice of Meetings

8.7.1 Manner of Notification

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Article 8.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

A. Personal delivery of oral or written notice.
B. First-class mail, postage paid.
C. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
D. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

8.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

8.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required elsewhere in these Bylaws.

8.8 Place of meeting

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation. The board may opt for virtual settings for part or all of its meetings as board members may live in different states or cities within the United States of America and around the world.

8.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by State of Maryland Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of State of Maryland Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meetings.

8.9 Quorum and Action of the Board

8.9.1 Quorum

Two-thirds of the members of the Board shall constitute a quorum for the transaction of business.

8.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken, or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by State of Maryland Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

8.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

A. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Article 11.1 (provided that the vote of any interested Director(s) is not counted).
B. Creation of, and appointment to, Committees (but not advisory committees) as described in Article 9.1.

8.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:

A. A quorum is present, and
B. Either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Chairperson or Secretary either in person, by first-class mail addressed to the Chairperson or Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

8.11 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

8.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

8.13 Conduct of meeting

Meetings of the Board shall be presided over by the Chairperson of the board. or, if the Chairperson is absent, the secretary can lead the meetings. If both the Chairperson and the secretary are both absent, a person elected by a majority of the Directors present at the meeting shall preside over the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with this Bylaw, with the Articles, or with any provisions of law applicable to the Corporation.

8.14 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this section 8.14 only, "all members of the Board" shall not include any "interested Director" as defined in State of Maryland Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

8.15 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 8.15 only, means:

A. Any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

8.16 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article 9: Committee

9.1 Executive Committee

I. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and such other officers the Board may appoint per Article 10. The Executive Committee shall be responsible for all matters concerning the day-to-day operations of the organization except those matters specifically reserved for the Board of Directors. The President (Chairperson) shall call and preside at all meetings of the Executive Committee. In the absence of the President, the Vice-President preside at meetings. Three of the members of the Executive Committee shall constitute a quorum at any meeting.
II. The Board, for operational purposes, shall amend the type of committee that would be formed. Depending upon needs existing at any time, the Board shall form new committees and/or fold or merge existing ones.

III. Unless otherwise provided by the Board, Executive Committee meetings shall be called by the President of the committee and may be held upon 24 hours verbal or written notice given to the members prior to such a meeting. A majority of the members of any committee shall constitute a quorum.

9.2 Nonprofit integrity Act /Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

I. Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards,

II. Make the audit available on the same basis that the Internal Revenue Service Form 990 is required to be made available,

III. Appoint an Audit Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

   A. Make recommendations to the Board on the hiring and firing of the CPA.
   B. Confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order,
   C. Approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General, and
   D. If requested by the Board, negotiate the CPA's compensation on behalf of the Board.
   E. Examine the quarterly and annual accounts and activities of the Corporation and provides written reports on the financial handling, administrative and management practices, and compliance issues by the Board. The Audit Committee shall report its activities and findings on regular basis to the board and as needed.
   F. Assist the Treasurer in developing a sound internal control system and creating proper documents such as inventory record forms, requisition forms, weekly cash summary logs, for better accounting and resource handling.
   G. The Audit Committee is authorized to examine all records of the corporation including financial, administrative, minutes, agenda, bank records, and correspondence.

9.3 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Article 10: Officers

10.1 Officers

Officers qualifications shall be the same as that of the board of directors as described in Article 8.1.2. The officers of the Corporation ("Officers") shall be the President, the Vice-President, the Secretary, the Treasurer and such other officers as the Board may appoint. The Board shall elect these officers from among AMDA members in accordance with Article 10. Such election shall be communicated to the members of the Organization by any means of communication no later than 30 days after such an election. Non board members can be officers.

10.2 Election of Officers

The Officers shall be elected by the Board of directors by 2/3 majority vote at any regular or special meeting of the Board, or at the annual meeting of the general assembly of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for unlimited consecutive terms.

10.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with reasonable cause by 2/3 majority of the Board, at any regular or special meeting of the Board, or at the annual meeting of the general assembly.

10.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

10.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Article 10, such vacancy shall be filled temporarily by appointment by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

10.6 Responsibilities of Officers

10.6.1 The President

I. The President shall be Executive Officer of the Organization and shall, if present, preside at all meetings of the Organization and the Board. He/she shall sign all instruments that require his/her signature and shall have the power and perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.

II. The President shall appoint chairpersons for special committees and sub-committees as may be required or as he/she may find necessary and shall be a non-voting member of all committees unless otherwise specified by this constitution. The President shall advise the Board about the establishment of such committees and shall seek its approval on the nomination of the chairpersons.

III. Unless otherwise specified by the Board, the President shall have full power and authority on behalf of the AMDA to vote in person or by proxy at any meeting of the stakeholders of any corporation, organization or institution in which the Organization may have interest and/or is represented.

IV. The President shall appoint individuals to work as members of an ad hoc committee or a special task force group that will initiate new program inputs and initiatives. Individuals identified to work on the committee or task force should have the necessary skills and contacts. The President shall advise the Board about the formation of such committee.

10.6.2 Vice-President

The vice-President shall be vested with all powers and shall perform all the duties of the President in absence of the President or other duties as assigned by the President.

10.6.3 The Secretary

The secretary of the Corporation (the "Secretary") shall attend to the following:

I. The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

II. The Secretary shall keep or cause to be kept a minute book as described in Section 13.1.

III. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

IV. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

V. The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

VI. The Secretary shall attend all meetings of the Board and all meetings of the General Assembly and record all such proceedings.

10.6.4 The Treasurer

The treasurer of the Corporation (the "Treasurer") shall attend to the following:

I. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
II. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
III. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
IV. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

10.6.5 Additional Officers

The Board may empower the Chairperson to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Article 11: Compensation of Officers

11.1 Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 8.15. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

11.2 Fairness of Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer.

A. Once such person is hired,
B. Upon any extension or renewal of such person's term of employment, and
C. When such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Article 12: Transactions Between Corporation and Directors or Officers

12.1 Transactions with Directors and Officers

12.1.1 Interested Party Transactions

Except as described in Section 11.2, the Corporation shall not be a party to any transaction:

A. In which one or more of its Directors or Officers has a material financial interest.
B. With any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

12.1.2 Requirements to Authorize Interested Party Transactions

The Corporation shall not be a party to any transaction described in section 11.1 unless:

A. The Corporation enters into the transaction for its own benefit.
B. The transaction is fair and reasonable to the Corporation at the time the transaction is entered into.
C. Prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction.
D. Prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
E. The minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs A through D of this Section 12.1.2.

12.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

A. That fixes the compensation of a Director as a Director or Officer

B. If the contract or transaction is part of a public or charitable program of the Corporation and it:
   (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and
   (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program.

C. Where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or $100,000.

12.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

12.3 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if

A. The material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 8), or

B. The contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Article 13: Indemnification of Directors, Officers, Employees and Agents

13.1 Definitions

For purpose of this Article 13

13.1.1 "Agent"

Means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

13.1.2 “Proceeding”

Means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

13.1.3 “Expenses”

Includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 13.

13.2 Applicability of Indemnification Provisions

13.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 12. or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

13.2.2 Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 12, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 12.3 through Section 12.6 shall determine whether the Agent is entitled to indemnification.

13.3 Actions Brought by Persons Other than the Corporation

This Section 12.3 applies to any proceeding other than an action “by or on behalf of the corporation” as defined in Section 12.4, Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 12.3 as “Third Party proceedings.”

13.3.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 13.3.2, the Corporation [may OR shall] indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

13.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 13 above is conditioned on the following. The Board must determine, in the manner provided in 13.4, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

13.3.3 Scope of Indemnification in Proceeding by or On Behalf of the Corporation Subject

To the required findings to be made pursuant to Section 13.3.5, and except as provided in Sections 13.3.6 and 13.3.7, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

13.3.4 Required Standard of Conduct for Indemnification in Proceeding by or On Behalf of the Corporation

Any indemnification granted to an Agent in Section 13.3.4 is conditioned on the following. The Board must determine, in the manner provided in 13.4, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

13.3.5 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

13.3.6 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

A. The determination of good faith conduct required by Section 13.3.5 must be made in the manner provided for in 13.4; and
B. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

13.4 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in 13.3 and 13.3.3 is conditioned on the findings required by those Sections being made by:

A. The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
B. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

13.5 Limitations

No indemnification or advance shall be made under this Article 12, except as provided in Section 13.2.1 or 13.4 B., in any circumstances when it appears:

A. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

13.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 12.

13.7 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

13.8 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 12, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 12.

Article 14: Corporate Records, Reports and Seal

14.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including:

A. The time, date and place of each meeting,
B. Whether a meeting is regular or special and, if special, how called,
C. The manner of giving notice of each meeting and a copy thereof,
D. The names of those present at each meeting of the Board or any Committee thereof,
E. The minutes of all meetings,
F. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof,
G. All written consents for action without a meeting,
H. All protests concerning lack of notice, and
I. Formal dissents from Board actions.

14.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

14.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

14.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

14.5 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

A. The assets and liabilities of the Corporation as of the end of the fiscal year,
B. The principal changes in assets and liabilities, including trust funds, during the fiscal year,
C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year,
D. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year,
E. A statement of any transaction:
    (1) To which the Corporation, its parent, or its subsidiary was a party,
    (2) Which involved more than $50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000, and
    (3) In which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
        (a) Any Director or Officer of the Corporation, its parent, or its subsidiary,
        (b) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.
F. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director.
G. The statement shall include:
    (1) A brief description of the transaction,
    (2) The names of interested persons involved,
    (3) Their relationship to the Corporation,
    (4) The nature of their interest in the transaction, and
    (5) When practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

14.6 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

14.7 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Article 15: Execution of Instruments, Deposits and Funds

15.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

15.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President, in the absence of the President.

15.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

15.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

Article 16: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of State of Maryland Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Article 17: Amendments

17.1 Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

A. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
B. No amendment may extend the term of a Director beyond that for which such Director was elected.
C. If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting,

setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

D. If bylaws are adopted, amended, or repealed at a meeting of the Board, such action is final after a majority vote of the General Assembly.

17.1 Amendment by the General Assembly of Members

The General Assembly of Members may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

A. Where any provision of these Bylaws requires the vote of a larger proportion of the members than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.

B. If bylaws are adopted, amended or repealed at a meeting of the General Assembly of Members, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY: I certify that I am the duly elected President and Chairman of Awash Melkassa Development Association AMDA, a Maryland nonprofit public benefit corporation; that these Bylaws, consisting of 27 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on May 10, 2022 and that these Bylaws have not been amended or modified since that date.

Executed on at Silver Spring MD

(Signature in File)

Teshome Wakene Butta
President and Chairman