

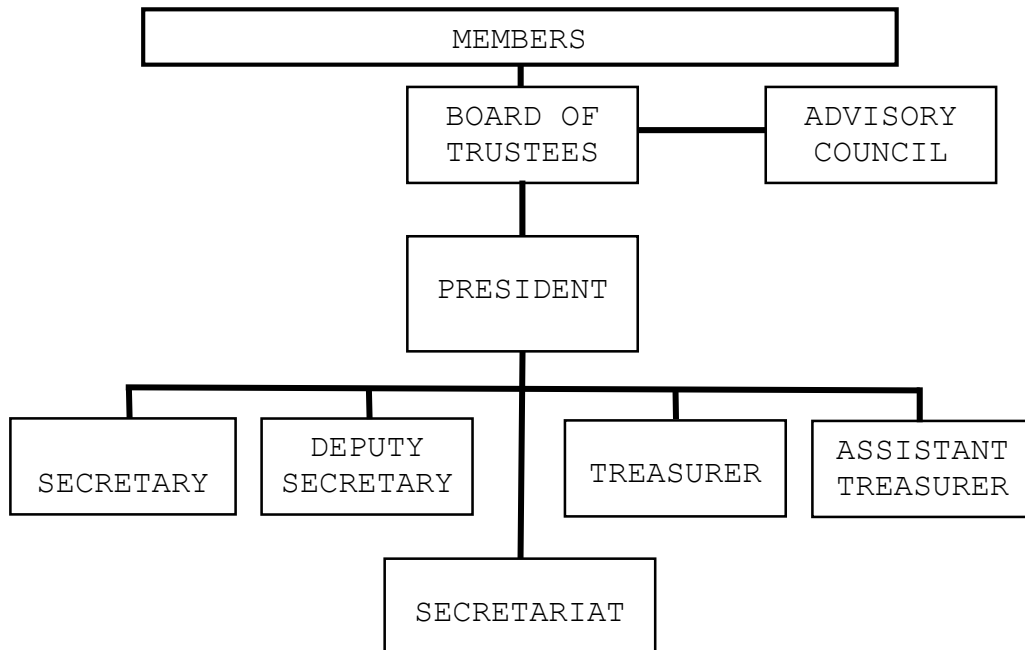
BYLAWS
OF
DIASPORA COUNCIL OF TANZANIANS IN AMERICA (DICOTA)

PREAMBLE

DICOTA is dedicated to the virtuous cycle of improving livelihood, social, and economic development of Tanzania and America. Its main goal is to exchange ideas, best practices and debate issues with intergovernmental agencies and organizations, and strive to be a catalyst for the establishment of better economic, social and cultural cooperation between the United States of America and Tanzania. DICOTA will engage in economic, social and cultural projects and/ or activities that are of mutual benefit to both countries.

DICOTA is firmly grounded in the belief of a democratic, non-theocratic, culturally and economically inclusive Tanzania. DICOTA is an independent, non-partisan, non-sectarian organization dedicated to the promotion of knowledge about Tanzania and its economic growth. The organization hopes to be a credible, constructive and independent voice for Tanzania. Through its body of work, DICOTA will serve as a source of constructive dialogue and a catalyst for positive change in Tanzania, and will offer a diverse voice in public discourse in the United States of America on current issues concerning Tanzania.

DICOTA ORGANIZATIONAL CHART



ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is The Diaspora Council of Tanzanians in America (DICOTA). Hereinafter it shall be known as DICOTA.

ARTICLE II
PURPOSE

The purpose of DICOTA is to unite and strengthen the Tanzanian American Diaspora and its supporters, in order to enhance the economic, health, and social well being of Tanzanians and Americans.

Our Mission

We believe in engaging the Tanzanian American Diaspora and its supporters in promoting, enhancing and sustaining the relationship between the United States and Tanzania.

Objectives

- To collaborate in educating, seeking, identifying and implementing philanthropic, and/or economic development opportunities with public and private organizations in Tanzania and United States that will improve people's lives in Tanzania.
- To utilize the intellectual and financial capital of the Diaspora in engaging in significant, long-term and sustainable project initiatives, for the purpose of improving the livelihood of all Tanzanians and Americans.
- To promote the improvement of the infrastructure in Tanzania
- To build community among Diaspora, unite Tanzanians living in America, maintain connections to Tanzania and be a liaison to American friends and supporters of Tanzania.
- To educate people about Tanzania, its people and culture.
- To help in focusing the efforts of the Diaspora on relief initiatives and similar charitable projects in Tanzania.

ARTICLE III
LOCATION

The principal office of DICOTA, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Trustees of DICOTA.

ARTICLE IV
MEMBERSHIP

Section 1. (a) The membership of DICOTA shall consist of Any person living in the United States of America and who (1) has Tanzanian nationality, (2) has roots from Tanzania, or (3) considers oneself as a friend of Tanzania, and (4) whose age is 18 years or older. Any person fulfilling the conditions above shall be eligible for membership in DICOTA.

(b) To become a member, eligible persons must (1) apply for membership, (2) pay required dues; (3) receive the confirmation of membership from the Board of Trustees. Any member whose status becomes inactive due to non-payment of membership dues by due date shall only activate his/her membership by paying all past due amounts as well as any present dues.

Section 2. Categories of Membership – There are going to be the following categories for DICOTA memberships:

- a) **Full Membership:** Full membership shall be limited to any individual who has met requirement of Section 1 of the Article IV of these Bylaws above. Full membership rights and benefits include the right to vote and to be voted as an officer of DICOTA or member of the Board of Trustees, upon satisfying the requirements stipulated in section 4 and 6 of the Articles IV of these Bylaws.
- b) **Associate Membership:** Associate membership shall be open to a person 18 years or older who does not qualify for Full Membership. Associate Membership shall exclude the ability to hold elected office and the right to vote.
- c) **Student Membership:** Student membership shall be limited to a natural person 18 years or older as described in Section 1(a) above and is a registered student at a recognized academic institution. Proof of eligibility will be required. Student members shall pay a discounted membership fee that shall be determined, from time to time, by the DICOTA Board of Trustees.

Section 3. Transferability: Membership is personal to the individual Member. It shall not be sold, assigned or otherwise transferred in any manner from one person to another.

Section 4. Dues: All Members shall be required to pay annual membership dues as designated by DICOTA Board of Trustees. Membership dues shall be separate from any convention registration fees and other costs of participating in activities of the Organization. The amount of membership dues and due date shall be determined by the DICOTA Board of Trustees. Failure to pay dues by the due date shall nullify membership.

Section 5. Withdrawal: Any Member may withdraw or resign from the organization in writing at any time. However, membership dues and assessments shall be non-refundable.

Section 6. Members in Good Standing: Members in Good Standing in the organization shall be persons who are current members, have no outstanding dues, and are not in suspension by DICOTA in accordance to section 7 of the Article IV of these Bylaws.

Section 7. Suspension or Termination: The Board of Trustees may recommend to the Executive Committee the suspension or termination of membership of any Member who has violated the Bylaws or whose conduct is deemed detrimental to the best interests of the Organization. The Executive Committee may suspend any member if an organization violation has been committed. The purpose of suspension may be to allow an investigation to take place without the person's hindrance. Termination of membership shall be made by the Board of Trustees acting on the recommendation of the Executive Committee. Written notice of the intent to recommend the termination of a Member shall be mailed, emailed or faxed to the Member concerned stating the effective date of the termination. Such notice shall include the reasons for the proposed action, and a disclosure statement regarding the Member's right to request a hearing by the DICOTA Board of Trustees.

Section 8. Compensation: Members shall not be compensated purely on the basis of them being members.

Section 9. Privileges: All Members who are in good standing are entitled to all rights and privileges of the Organization

Section 10. Proof of Membership: The Executive Committee, at its discretion, shall issue a renewable Identity Card with a unique number evidencing membership in the Organization signed by the President and Treasurer. Only Members satisfying the conditions of membership as stipulated in Section 1 of the Article IV of these Bylaws shall be eligible to receive proof of Membership.

ARTICLE V MEETING OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held through Teleconference or at such other suitable place(s) as designated by the Board of Trustees.

Section 2. Annual Meetings. The annual meetings of DICOTA shall be held in the first quarter of the year. The Board of Trustees shall set the specific date for the annual meeting no later than January. The meeting agenda shall include the financial reports and Books of Accounts, and must be completed and certified before the meeting. The members shall transact such business of DICOTA as may properly come before them. An annual meeting may be held in conjunction with other events such as a DICOTA Convention

Section 3. Special Meetings. Special meetings of the membership may be called by the Chair of the Board of Trustees, or may be called by any member of Board of Trustees provided that a majority of the Board of Trustee approves the special meeting. Or May as well be called through a majority vote of the Executive Committee Members. Notice of any special meeting shall state the time, place, and purpose of such meeting. No business shall be transacted at the

special meeting except as stipulated in the notice. This notice shall be given to members personally, or by email, telephone, or telegraph.

Section 4. Presiding Officer. The Chair of the Board of Trustees of DICOTA shall be the presiding officer of all meetings of the membership. In the absence of Chair, the delegates may elect a Chair Pro Tem for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the Board of Trustees Secretary to mail a notice of each annual, regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each delegate to the most current mail/email address appearing on the records at the DICOTA offices. The notices of annual and regular meetings shall be sent so as to be received at least fifteen (15) calendar days, but not more than forty-five (45) days prior to such meeting. Notice of special meetings shall be sent at least five (5) working days prior to such meeting. This notice shall be given to members personally, or by email, telephone or telegraph.

Section 6. Quorum. Except as otherwise provided by statute or these Bylaws, the presence, at any time, of twenty percent (20%) of the delegates of record, 20% of the membership, and 2 members of the EC including the president or his/her designee, and 2 members of the board including the Chairperson or his/her designee shall constitute a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number.

Section 7. Adjourned Meetings. If any meetings of the membership cannot be organized because a quorum is not present, the voting members who are present may adjourn the meeting to a time not less than forty eight (48) hours from the time the original meeting was called.

Section 8. Voting. Except as otherwise provided by law, each member shall be entitled to cast one (1) vote on each question. The vote of the majority of those delegates present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these Bylaws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

Section 9. Member's List For Meetings. After fixing a record date for notice of and voting at a meeting, which shall not be more than thirty (30) days before the meeting, the Board of Trustees shall direct the Board of Trustees Secretary to prepare an alphabetical list of the names and addresses of all members and delegates who are entitled to notice and to vote. The list shall be sent via email to all members for inspection. The secretary shall direct delegates to the full membership listing and the membership list shall also be available at the meeting.

ARTICLE VI
BOARD OF TRUSTEES

Section 1. Number and Qualifications. The Board of Trustees of DICOTA shall be composed of at least five (5) but not more than 11 members. The DICOTA President is an ex-officio member of the Board of Trustees. The resulting total number of Members of the Board of Trustees including the DICOTA President shall be an odd number to simplify the voting process. Any active member for at least two (2) years is eligible to run for the position in the Board of Trustees.

Section 2. Governing Powers. The Board of Trustees shall have all the powers and duties necessary or appropriate for the overall direction of DICOTA. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

Section 3. Election and Term of Office. Trustees shall be elected after the annual meeting of the Members for a term of three (3) years. Trustees shall be allowed to stand for election for a maximum of two (2) consecutive three-year terms and may be re-elected after being away for one (1) term; however, the immediate past Chair, shall serve one (1) additional year. An election to fill an unexpired term shall not be so counted. The Trustees shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Trustee shall commence on January 1 following the respective election by the Board.

Section 4. Vacancies. Vacancies in the Board of Trustees caused by any reason other than the removal of a Trustee by a vote of the membership shall be filled by a vote of the majority of the remaining Trustees. Each person so elected shall be a Trustee until that person or a successor is elected by the members at the next annual meeting.

Section 5. Removal of Trustees. a. At any annual or duly called special meeting of the membership, any one or more of the Trustees may be removed without cause by a vote of the majority of the entire voting delegates of record. A successive Trustee may then and there be elected to fill the vacancy thus created. Any Trustee whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

b. After two (2) unexcused absences, a Trustee will automatically be removed from the Board. Upon recommendation of the Executive Committee, such member may be reinstated.

Section 6. Compensation. No compensation shall be paid to Trustees for their services to DICOTA. Trustees may be reimbursed for actual expenses incurred by them in the performance of special duties as authorized by the Board of Trustees.

Section 7. Chair of the Board of Trustees. The Chair shall head the Board of Trustees, which regulates the organization but is not involved in the actual operation of DICOTA. The Chair shall preside at all meetings of the Board of Trustees and the membership meetings, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the organization.

Section 8. Secretary of the Board of Trustees. The Secretary of DICOTA Board of Trustees shall be responsible for keeping the Board's records. He or she shall keep (or oversee the keeping of) the minutes of all meetings of the Board of Trustees and of the Membership meetings. The Secretary shall distribute or oversee the distribution of all notices of the meetings of the Board of Trustees, Membership meetings and other notices required by law or by these bylaws. The Secretary shall be responsible for keeping all books related to the Board of Trustees.

Section 9. Annual Meetings. The last meeting of the year shall be the annual meeting of the Members. Activities done by the organization for the whole year and the consideration of any other business that may be properly brought before it will take place in the annual meeting. Just after the meeting, two electronic votings shall follow. The first voting will be for at least five (5) not more than eleven (11) members of the Board of Trustees. Elected Board of Trustees members shall have one (1) week to elect Chair and Secretary of the Board. The Second voting will be for DICOTA officers which are President, Secretary, Deputy Secretary, Treasurer, and Assistant Treasurer. The time in between two elections shall be TWO (2) weeks. The time and place of the annual meeting of the Board shall be conveyed to each Member at least fifteen (15) working days in advance of the meeting.

Section 10. Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and place as shall be determined from time to time by a majority of the Trustees. In every meeting one agenda must constitute the status of financial accounts with the latest bank statements. The Board of Trustees shall meet at least four (4) times each year, approximately quarterly.

Section 11. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board with at least five (5) working days notice to each Trustee. This notice shall be given personally or by email, telephone or telegraph. The notice shall state the place, time and the purpose of the meeting. The Secretary of Board of Trustees in like manner and in like notice, shall call a special meeting upon the written request of at least three Trustees. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 12. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Trustees present at a meeting at which a quorum exists shall be the acts of the Board of Trustees, except where a larger number is required by law or these by-laws.

Section 13. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Trustees of DICOTA.

Section 14. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of DICOTA. The Robert's Rules provide common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of all business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment after a full and fair "working through" of the issues involved. Robert's Rules provide for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

ARTICLE VII ADVISORY COUNCIL

Section 1. Number and Qualifications. The Advisory Council of DICOTA shall be composed of at least five (5) but not more than eleven (11) members. The Advisory Council shall advise the DICOTA leadership and help DICOTA to accomplish her mission and objectives. The typical duties of the Advisory Council are Expertise sharing, insight looking, strategic thinking, innovative ideas, networking, trend analysis, encouragement, vision casting, leadership, advocacy, mentoring, support, community opportunities and contributions. The Advisory Council members shall be elected by the Board of Trustee and get approval from members using criteria that are not limited to the following:

- a. Recruits individuals who may not (yet) qualify for governing board membership.
- b. Expands opportunities for attracting new talent, perspective, and participation to the organization, from people who are honored by the appointment and eager to contribute.
- c. Attracts additional leadership to the organization without threatening current governing board members.
- d. Engages leaders who want to serve but do not want to assume fiscal responsibility.
- e. Interests potential members who are often over-committed but still want to be involved.
- f. Helps focus members, thus raising probabilities of success, via "single-purpose" councils. If your council exists to "give or get," members who accept an appointment have already made a commitment to be financially involved.
- g. Offers an opportunity to increase diversity among the organization's influentials.

- h. Acts as a farm team for developing leadership for the governing board and other organizational opportunities.
- i. Represents the organization or one of its departments, matching council members' professional expertise or interests as best fits.

Advisory Council members will serve without terms for as long as DICOTA and council members consider the service mutually beneficial.

Section 2. Meetings. The Advisory Council member may be occasionally requested to attend the Board of Trustees or membership meetings. The Advisory Council member may agree to support the organization financially on an annual or project basis.

Section 3. Authority. The Advisory Council serves in an advisory capacity with the consent of the Board of Trustees. Advisory council recommendations will have no legal or binding authority upon the organization but will likely influence the course of DICOTA's development

ARTICLE VIII OFFICERS

Section 1. Designation. Principal Officers of DICOTA shall constitute the President, the Secretary, the Deputy Secretary, the Treasurer, and the Assistant Treasurer. At the discretion of the Board of Trustees, other Officers may be elected by members under a special election with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be elected after the annual meeting of the Members for a term of two (2) years. Officers shall be allowed to stand for election for a maximum of two (2) consecutive two-year terms and may be re-elected after being away for one (1) term. Vacancy in any office may be filled by a majority vote of the Board of Trustees for the unexpired portion of the term. The Board of Trustees shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed with or without cause by affirmative vote of a majority of all the Members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days prior to the removal.

Section 4. President. The President shall be the principal officer of the Organization. Subject to the direction and control of the Board of Trustees, the President shall see that the resolutions and directives of the Board of Trustees are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board of Trustees.

The President shall preside at all meetings except Board of Trustees and membership meetings, on instances where the authority to execute is expressly delegated to another officer or agent of the corporation. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that are authorized by the Board of Trustees. Due to the DICOTA financial internal control procedures, the President shall approve all payments as indicated in the annual budget. The president shall not approve any payment that he/she is a beneficiary.

Section 5. Secretary. The Secretary of DICOTA shall be responsible for keeping the organization's records. He or she shall keep (or oversee the keeping of) the minutes of all meetings except Board of Trustees and membership meetings. The Secretary shall distribute or oversee the distribution of notices of all meetings except Board of Trustees and membership meetings and other notices as required by law or by these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence and papers related to the business of DICOTA, except those of the Treasurer. Due to DICOTA's financial internal control procedures, the Secretary shall approve all payments that the President is a beneficiary as indicated in the annual budget. The Secretary may approve all payments in the absence of the President or under directives of the President except any payment that the Secretary is a beneficiary.

Section 6. Deputy Secretary. It will be the duty of the Deputy Secretary to assist the Secretary, and to act in the absence or disability of the Secretary, and to perform such duties as may be assigned to him or her by the Board of Trustees. Due to the DICOTA financial internal control procedures, the Deputy Secretary shall act as a Signatory in the absence of an Assistant Treasurer.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or oversee the keeping of) financial records belonging to DICOTA. The Treasurer will present to the Membership and to the Board of Trustees at their respective annual meetings a report of the finances of DICOTA, and will from time to time make such other reports to the Board of Trustees as it may require. The Treasurer shall Chair the meetings of the Finance Committee. Due to DICOTA's financial internal control procedures, the Treasurer shall be responsible for the record keeping component and shall monitor all DICOTA transactions.

Section 8. Assistant Treasurer. It will be the duty of the Assistant Treasurer to assist the Treasurer and to act in the absence or disability of the Treasurer, to perform such duties as may be assigned to him or her by the Board of Trustees. Due to the DICOTA financial internal control procedures, the Assistant Treasurer shall be responsible for the transaction component and shall be a Signatory of all DICOTA accounts.

Section 9. Any officer of DICOTA, in addition to powers conferred on him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Trustees.

Section 10. Compensation. No compensation shall be paid to Officers for their services to DICOTA. Officers may be reimbursed for actual expenses incurred by them in the performance of special duties as authorized by the Board of Trustees.

ARTICLE IX COMMITTEES

Section 1. Authority. The Board of Trustees may act by and through committees as may be specified in resolutions adopted by a majority of the members of the Board of Trustees. Each committee shall have such duties and responsibilities as granted to it from time to time by the Board of Trustees. Each committee shall at all times be subject to the control and direction of the Board of Trustees. Committee members, other than members of the Executive Committee, need not be Trustees.

Section 2. Executive Committee. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees may establish an Executive Committee of seven (7) members. The resulting total number of Members of the Executive Committee shall be an odd number to simplify the voting process. The Executive Committee shall include the President, Secretary, Deputy Secretary, Treasurer, Assistant Treasurer, and two at-large members. The President will be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Trustees or DICOTA officers of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be an officer of DICOTA. The Board of Trustees shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it. The Executive Committee has the authority to form sub-committees that are directly under their day-to-day activities, (such as Convention Steering or personnel committees).

Section 3. Meetings. Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee or the Board of Trustees. Special meetings may be called by the President who is also chair of the Executive Committee. When such special meetings are deemed necessary, members of the Executive Committee will be notified in person, by email, or mail, or by telephone, at least five (5) working days in advance.

Section 4. Quorum. A simple majority vote of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

Section 5. Standing Committees. The Board of Trustees may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. The Board shall appoint all members of the standing committees and

designate a Chair for each. At least one member of these committees must be Executive Committee member. The Chairs of the standing committees shall be members of the Board of Trustees. Any committee so established shall have and may exercise such power as provided in the resolution which established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

Section 6. Types of Committees. In general the types of standing committees may include, but not be restricted to Election, Nominating, Finance and Personnel.

Section 7. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Trustees. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A simple majority of the committee's membership shall constitute a quorum.

Section 8. Other Committees. Other committees may be established by the Board of Trustees. Non-members of the Board of Trustees may serve on other committees.

ARTICLE X FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of DICOTA shall begin on the first day of January in each year.

Section 2. Books and Accounts. Books and accounts of DICOTA shall be kept under the direction of the Treasurer of DICOTA.

Section 3. Execution of DICOTA's Documents. The Board of Trustees may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of DICOTA. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4. Loans. No loans shall be contracted on behalf of DICOTA nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Trustees. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of DICOTA not otherwise employed shall be deposited from time to time to the credit of DICOTA in such bank or banks or other depositories as the Board of Trustees may elect.

Section 6. Checks, Drafts, Petty Cash Fund. The Executive Committee may authorize to provide one of the signatures on checks, drafts, or other orders of payment of funds for DICOTA.

They may also authorize to administer a Petty Cash Fund, the size of not more than \$5,000 without seeking a permission of the Board of Trustees.

Section 7. Internal Control. Due to the DICOTA financial internal control procedures, An individual is not to have responsibility for more than one of the three transaction components: authorization of payments, custody of assets, and record keeping. The segregation of duties will be applied as follows:

- a. The President shall approve all payments as indicated in the annual budget except any payment that the president is a beneficiary.
- b. The Secretary shall approve all payments that President is a beneficiary as indicated in the annual budget. Secretary may also approve all payments in the absence of President or under directives of the President except any payment that Secretary is a beneficiary.
- c. The Deputy Secretary shall act as a Signatory in the absence of an Assistant Treasurer or when Assistant Treasurer ia a beneficiary.
- d. The Treasurer shall be responsible for the record keeping component and shall monitor all DICOTA transactions.
- e. The Assistant Treasurer shall be responsible for the transaction component and shall be a Signatory of all DICOTA accounts.

Section 8. Conflict of Interest. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Trustee of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any Trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Article IX, section 6, subsection (b), part (2), the board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its Trustees, (b) a Trustee of a related organization or (c) an organization in or of which a Trustee of DICOTA is a Trustee, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with

the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Trustee may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this Organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9. Intellectual Property. Any and all intellectual property which may be developed by, purchased, funded or otherwise come within the control of the DICOTA is and shall remain the exclusive property of the DICOTA and no individual Trustee of the Board nor any Executive Officer or employee or any other person or entity which gains knowledge of such intellectual property may in any way use such intellectual property for their own individual or

business purposes. Permissions for the use of DICOTA intellectual property by any other person or entity may only be given upon a majority vote of the Board of Trustees.

Section 10. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Trustees shall designate in its approved financial policies.

Section 11. Indemnity. DICOTA shall indemnify and hold harmless any Trustee, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Trustee, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. DICOTA shall have the power to purchase or procure insurance for such purposes.

Section 12. Examination by Trustees. Every Trustee of DICOTA shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of DICOTA and make extracts or copies therefrom.

ARTICLE XI SECRETARIAT

Section 1. Designation. The Board of Trustees may select and employ a Secretariat.

Section 2. Duties. The Secretariat shall be the paid employee who will run day to day activities of the organization. As such, the Secretariat shall be responsible for providing assistance to the Board of Trustees and all DICOTA officers.

Section 3. Other Staff. The Executive Committee may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the President or his or her designates.

ARTICLE XII MISCELLANEOUS

Section 1. Amendments. Members shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Members may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Members at a duly constituted meeting or simple majority from the membership.

Section 2. Projects. Any business opportunity that will be facilitated through DICOTA shall be advertised to all members and all members have equal opportunity to apply based on qualification and standard procedures set by the Executive Committee.