

**ARTICLES OF INCORPORATION  
OF  
NEW YORK METROPOLITAN TANZANIAN COMMUNITY**

**As of JANUARY 30, 2011**

**1: PREAMBLE:**

We the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a Corporation (the "Corporation") under Section 402 of NON PROFIT CORPORATION Law of New York do hereby adopt the following Articles of Incorporation.

(a)The name of the corporation is **NEW YORK METROPOLITAN TANZANIAN COMMUNITY**

(b)The period of its duration is perpetual.

**2: PURPOSE:**

The purpose for which the Corporation is formed shall be without regard to political affiliation, ethnic background, sex, color or creed, as follows:

- (a) To enable, stimulate and promote acquaintance, friendship and unity among Tanzanians living in New York Metropolitan area by promoting social, cultural and educational activities, interaction within and between our local communities and across the United States of America.
- (b) To undertake educational and cultural activities that will promote and enhance a positive identity for the Tanzanian community in the United States of America.
- (c) To facilitate the growth of cultural, philanthropic, economic and educational interests between the peoples of Tanzania and United States of America
- (d) To provide and pursue ways and means not prohibited by law to solicit contributions and receive monies and properties for the foregoing purposes and to receive and accept for such purposes gifts, donations, bequests and devises of monies and properties.
- (e) To increase awareness and facilitate access to the gainful exploitation of educational, entrepreneurial and employment opportunities in the United States of America through better networking, training and other innovative programs.

New York Metropolitan area consists of the following:

- New York State: Kings County, Queens County, New York County, Bronx County, Richmond County, Westchester County, Rockland County, Putnam County, Suffolk County, Nassau County, Dutchess County, Orange County, and Ulster County.
- New Jersey State: Mercer County, Bergen County, Hudson County, Passaic County, Middlesex County, Monmouth County, Ocean County, Somerset County, Essex County, Union County, Morris County, Sussex County and Hunterdon County.
- Connecticut State: Fairfield County, Litchfield County and New Haven County.
- Pennsylvania State: Pike County.

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including publishing or distributing) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of the corporation shall not carry on any activities 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

### **3: ORGANIZATIONAL STRUCTURE:**

The Corporation shall be a two-tier organization consisting of:

- (a) Members, who are the supreme organ of the Corporation;
- (b) Board of Trustees and Executive Committee.

### **4: REGISTERED AGENT AND REGISTERED OFFICE:**

The registered agent and registered office shall be determined by the Board of Trustees of the Corporation.

**5:** The Corporation is a type B corporation under Section 201 of the Not-for-Profit Corporation Law.

**6:** The territory in which its operations are principally to be conducted is the United States of America but the operations of the Corporation shall not be limited to that territory.

**7:** The office of the Corporation is to be located in the State of New York.

**8:** The Corporation shall be strictly a Non-Profit, Non-Stock and Non-political organization. No part of the income or assets of the Corporation shall ensue to the benefit of any member, officer or director of the Corporation. The foregoing notwithstanding the Corporation shall have the power to pay reasonable compensation for duties performed

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by any member, (including in the case of members of the Board of Trustees and the Executive Committee while performing their duties) for the Corporation.

**9: DISSOLUTION**

Upon dissolution of the Corporation, the Board of Trustees, and the Executive Committee, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively in the furtherance of the purposes of the Corporation or shall contribute such assets to an organization or such institutions organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Executive Committee and the Board of Trustees shall determine.

**10:** The following is the initial registered office of the Corporation and the name of the initial registered agent of the Corporation:

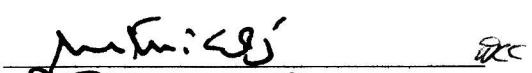
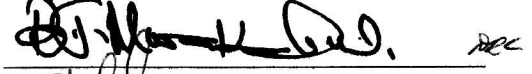
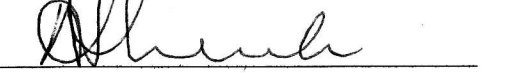
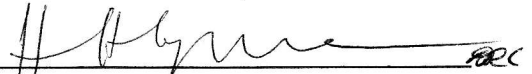

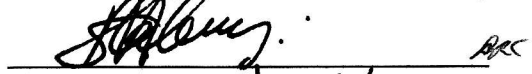

Name and address: Dr. Abas Byabusha,  
201 East 42st. Suite # 1700, New York, New York 10017.

**11:** The following are the names and addresses (including street and number) of the persons who are hereby designated to serve as the initial officers until the first annual meeting of the members or until their successors are elected and qualified:-

Name	Address
Chairperson: Prof. Estomih P. Mtui,	400 East 70St. Apt. 2704, New York, New York 10021

Secretary: Mr. Beston J. Mwakalinga. 1591 Bruckner Blvd. Apt. 5G, Bronx, NY 10472

**12:** We the undersigned, being each of the incorporator's hereinabove named, for the purposes of forming a Corporation pursuant to the State of New York Non-profit Corporation Law, do hereby execute these Articles of incorporation, hereby declaring and certifying that this is our act and deed and accordingly we have hereunto set our hands on the Twenty sixth day of February, Two Thousand Eleven.

Name	Signature
1. Prof. Estomih P. Mtui	 REC
2. Mr. Beston J. Mwakalinga	 REC
3. Mr. Acetius Temba	
4. Dr. Abas Byabusha	 REC
5. Mr. Hajji Khamis	 REC
6. Mr. Shaban Hassani	 REC
7. Mr. Kwacha Chiume	 REC

8. Ms. Juliet Kiswaga

*Juliet Kiswaga*

9. Mr. Robert Rwehumbiza

*Robert Rwehumbiza*

10. Mr. Vicent Mughwai

*Vicent Mughwai*

11. Prof. Kamazima Lwiza

*Kamazima Lwiza*

12. Mr. Henry Stambuli

*Henry Stambuli*

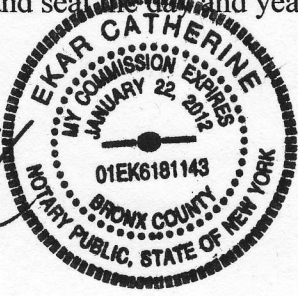
**13:** The Corporation shall have members. The eligibility, rights and obligation of the members will be determined by the Bylaws.

I hereby certify that on the Twenty sixth day of February, Two thousand eleven, Prof. Estomih P. Mtui and Mr. Beston J. Mwakalinga appeared before me and signed the foregoing document as incorporators and have averred that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year written above.

NOTARY SEAL

*Catherine Akar*  
2/26/11



BY- LAWS

OF

NEW YORK METROPOLITAN TANZANIAN COMMUNITY

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# **ARTICLE 1 MEMBERSHIP**

## **QUALIFICATION AND CATEGORIES OF MEMBERSHIP**

### **1.1: FULL MEMBERSHIP:**

Any person who is at least 18 years of age and falls into at least one of the following categories:

- Tanzanian by birth or naturalization
- At least one of his/her parents is a Tanzanian
- Married to a Tanzanian

and agrees to abide by these By-Laws shall become an active registered member upon having made his/her contribution to the Corporation of such amounts as may be designated from time to time by the Executive committee as the annual membership dues. Active members will be called upon to participate actively in the affairs of the Corporation.

### **1.2: ASSOCIATE MEMBERS:**

Associate membership shall be open to natural persons of 18 years or older who do not qualify for Full Membership. Associate Membership shall exclude the ability to hold elected office and the right to vote.

Any Associate member who agrees to abide by these By-Laws shall become an active member upon having made his/ her contribution to the Corporation in such amounts as may be designated from time to time by the Executive committee as the annual membership dues. Active members will be called upon to participate actively in the affairs of the Corporation.

### **1.3: MEETING OF MEMBERS:**

An Annual meeting of the members for the election of the Executive Committee and for the transaction of other business shall be held at the end of March, but no later than the end of May every year. Time and place would be designated by the Executive Committee. The annual meeting shall be attended by all members who have fulfilled their obligations as members for the previous fiscal year, and the new members who have registered and paid their membership dues thirty (30) days prior to the annual meeting.

If the Executive Committee fails to call an annual meeting, any active member may, write to the Chairperson of the Board of Trustees; and to the Chairperson of the Executive Committee of the Association to request a meeting, and must wait for 30 days to receive a response. The letter should have signatures of at least 10% of active members who agrees to call for such a meeting and the attendance of the meeting should be at least one-third of all members. All correspondence with the Chairperson of the Board of Trustees and Chairperson of Executive Committee must be transmitted to all members.

Special meetings of members for any purpose or purposes may be called from time to time by the Executive Committee or at the request made in writing to the Executive Committee by one-third of the active members. The notice for any such meeting shall

state the purpose or purposes thereof, and identity of the initiator(s) of the meeting. Emergency meetings of the Executive Committee or members of the Corporation may be called by electronic communication at any time.

**1.4: NOTICE:**

Written notice of any regular or special meeting(s) of members shall be sent by mail or electronic mail to each active member at least fourteen (14) days but not more than thirty (30) days prior to such meeting.

**1.5: VOTING BY MEMBERS:**

Active members will be entitled to one vote per member on all matters requiring a vote of the membership of the Corporation. Only active members can serve as proxy. Unless otherwise authorized by the Board of Trustees no member can serve as proxy for more than one (1) person. Any vote for the Executive Committee or officers shall be by secret ballots. The count of ballots will be reported by the Secretary at the meeting.

**1.6: QUORUM OF MEMBERS:**

At all meetings of Members a simple majority of the active members of the Corporation present either in person or by proxy, shall constitute a quorum. When a quorum is once present to begin a meeting, it is not broken by the subsequent absence or removal of members during the meeting. If a quorum shall not be present or represented at any meeting of members, those present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until requisite quorum shall be present.

**1.7: MEMBERSHIP BENEFITS:**

All membership benefits will be in effect after an active member has been in the Corporation for 12 months or more.

1. \$1,000.00 shall be given to a member who is getting married. The member shall be required to give a 6-month notice prior to the wedding. This benefit will only be granted once, except for widower/widow.
2. A member who has been in college as a full-time student and has completed at least 60 credits for at least four semesters with a GPA of 3.8 or higher (on a 4.0 scale), will receive \$1,000.00 for a scholarship towards his/her tuition. This is once in a lifetime benefit.
3. In the event of death of an active member \$2,000.00 will be given to a named beneficiary of the deceased.
4. In the event of death of a member's spouse, child or parent \$1,000.00 will be given to the member. This benefit will only be granted once a year.

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## **ARTICLE II BOARD OF TRUSTEES**

### **2.1: COMPOSITION OF NEW YORK METROPOLITAN TANZANIAN COMMUNITY BOARD OF TRUSTEES:**

There shall be twelve (12) members of the **NEW YORK METROPOLITAN TANZANIAN COMMUNITY** Board of Trustees including ex Chairperson and ex Principal Secretary of previous Board of Trustees. Trustees shall be nominated by the procedure for nomination from members. Nominations of Trustees shall reflect every aspect of Tanzanian demographics. The Chairperson and the Secretary of the Corporation shall be ex-officio, non-voting members of the Board of Trustees. The fully constituted Board of Trustees shall elect a Chairperson and a Principal Secretary to the Board of Trustees.

### **2.2: POWERS AND RESPONSIBILITIES OF THE NEW YORK METROPOLITAN TANZANIAN COMMUNITY BOARD OF TRUSTEES:**

- a) To provide oversight over the Executive Committee of the Corporation;
- b) To maintain custody of history, records, mission and purpose of the **NEW YORK METROPOLITAN TANZANIAN COMMUNITY**;
- c) To serve as guardians and interpreters of the constitution of the **NEW YORK METROPOLITAN TANZANIAN COMMUNITY**,
- d) To ensure that all elected representatives and leaders are accountable to the members of the Corporation;
- e) To act as arbitrators in conflicts between the Corporation's organs or among the Corporation's leaders and members;
- f) To recommend to the members the suspension or impeachment with cause of any member of the Executive Committee or the Board of Trustees, and to present such recommendation to the Annual General Meeting for review and final disposition;
- g) To appoint the Chairperson and members of the New York Metropolitan Tanzanian Community Electoral Commission who shall be confirmed with the advice and consent of the **NEW YORK METROPOLITAN TANZANIAN COMMUNITY** Board of Trustees.
- h) To appoint the Chairperson and members of the Rules and Disciplinary Committee'
- i) To appoint the Chairperson and members of a Constitutional Review Commission;
- j) To suspend or dismiss with cause any member of the Electoral Commission;

k) At all times conduct themselves in an ethical manner, abide by the constitution and execute their duties diligently and fairly.

**2.3: QUALIFICATION:**

To be eligible for nomination as a Trustee, such a person should not have engaged in activities at any time that may have undermined or have had the potential to undermine the interests of the Corporation. Upon failing to meet this qualification a Trustee shall be automatically disqualified from being a candidate for any elected office of the Corporation.

**2.4: TERM OF OFFICE OF MEMBERS OF THE NEW YORK METROPOLITAN TANZANIAN COMMUNITY BOARD OF TRUSTEES:**

A Trustee shall be eligible to serve for only two consecutive (2) terms. The term of office for each Trustee shall be three (3) years. No person shall be nominated a Trustee more than twice. The term of office of the Chairperson of the Board of Trustees shall be two-years.

**2.5: ELECTION:**

All new Trustees shall be nominated by the Board of Trustees and confirmed by a two third majority of the Board of Trustees. The list of the newly elected board of trustee members shall be communicated to all members at the general meeting of the Corporation.

**2.6: FREQUENCY OF MEETINGS:**

The Trustees shall meet at least 2 (two) times a year, including one face to face meeting at the Annual General Meeting.

**2.7: NOTICE OF MEETINGS:**

The Secretary of the Board of Trustees shall communicate to all Trustees in writing at least 30 days prior to a regular meeting. Special or urgent meetings shall be called through the Chairperson and the Secretary of the Board of Trustees and the required period for notification of Trustees shall be at the discretion of the Chairperson of the Board of Trustees.

**2.8: QUORUM:**

The presence of simple majority of the Trustees shall constitute a quorum for purposes of conducting its business.

**2.9: VOTE REQUIRED FOR ACTION:**

Unless otherwise required by this Constitution, any measure or motion shall require the consent of two thirds of the Trustees, present at meeting to pass.



**2. 10: RESIGNATION:**

Notice of resignation by a Trustee shall be in writing and mailed to the Chairperson of the Board of Trustees, with a copy to the Secretary of the Board of Trustees. Within forty-eight (48) hours of receiving such notice of resignation by a Trustee, the Chairperson of the Board of Trustees shall inform, in writing each member of the Board of Trustees.

**2. 11: REMOVAL:**

The Board of Trustees shall recommend the suspension or impeachment with cause of a Trustee, and present the decision to the Board of Trustees for a vote and must be confirmed by a two third majority of the Board of Trustees.

**2.12: FILLING VACANCIES:**

Notification of a vacancy on the Board of Trustees shall be communicated in writing to all members of the Corporation by the Chairperson of the Board of Trustees. Vacancies on the Board of Trustees shall be filled through nomination by the Board of Trustees and confirmed by a two third majority of the Board of Trustees.

**ARTICLE III  
EXECUTIVE COMMITTEE**

**3.1: POWER OF THE EXECUTIVE COMMITTEE:**

Except for such powers as may be delegated by these By-laws to the officers of the Corporation, the powers of the Corporation shall be vested in its Executive Committee, and the Executive Committee shall be charged with the management of the affairs of the Corporation. No individual Executive Committee Member shall have the authority of making statements affecting Corporation policy to the press or other groups except for such powers as may be delegated by these By-laws to the members of the officers of this Corporation.

**3.2: SIZE OF EXECUTIVE COMMITTEE AND TERM OF OFFICE OF EXECUTIVE COMMITTEE:**

The Executive Committee shall be comprised of the Chairperson, the Deputy Chairperson, the Treasurer and his/her deputy, the Secretary and his/her deputy. All members to serve on the committee shall be active members of the Corporation. Committee members shall be elected to serve for a period of two (2) years. Under no circumstance can member of Executive Committee save for more than four years (4yrs).

**3.3: ELECTION OF EXECUTIVE COMMITTEE:**

The election of the Executive Committee will be conducted solely and voted upon by active members at an annual meeting every two years. At least one-third of the elected and non elected positions will be allocated to women except if there's no women candidate.

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**3.4: EXECUTIVE COMMITTEE QUALIFICATION:**

To be eligible for election to the Executive Committee, a person shall be a member of **NEW YORK METROPOLITAN TANZANIAN COMMUNITY** in good standing; shall be a resident of New York Metro area; shall fulfill all requirements that shall be determined by the Electoral Commission; and shall not have engaged in activities at any time that have undermined or had the potential to undermine the interests of the Corporation.

**3.5: RESIGNATION OF EXECUTIVE COMMITTEE MEMBER:**

Any Executive Committee Member may resign at any time by giving a written notice of such resignation to the Committee, which shall act immediately thereafter.

**3.6: VACANCY ON THE EXECUTIVE COMMITTEE:**

Any vacancy on the Executive Committee may be filled by a majority vote of members of the Executive Committee then in office even if they constitute less than a quorum, and in consultation with the Board of Trustees. Any member so elected by the Executive Committee shall hold office and serve until the election of his/her successor, which shall occur at the next annual general meeting. Chairperson can appoint a replacement if the remaining term is 6 months or less.

**3.7: MEETING OF THE EXECUTIVE COMMITTEE:**

The Executive Committee shall meet at least six (6) times a year at places to be designated by the Executive Committee. Special meetings of the Executive Committee may be called by the Chairperson or at the request of any four (4) members of the Executive Committee. Notice of special meetings shall be given at least fourteen (14) days, but not more than thirty (30) days prior to such a meeting to each member for the Executive Committee. Emergency meetings of the Executive Committee may be called by the Chairperson by electronic communication at any time as he/she deems fit and necessary. Three (3) of the Meetings may be through teleconference but at least 3 times a year must be face to face.

A member in attendance at a meeting of the Executive Committee by electronic communication pursuant to which he may be heard by, and may hear all of the other members, shall be deemed to be present in person and may vote on all matters presented at the meeting. A majority of the members present in person or by electronic communication shall constitute a quorum. The act of a majority of the members present at a meeting of Executive Committee at which a quorum is present shall be the act of the Executive Committee. The Executive Committee may designate times and places of regular meetings, and upon such designation such meetings shall be deemed dully called with or without the giving of notice.

If at any meeting of the Executive Committee a quorum shall not be present, the members present at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members constituting a quorum shall be present. All Executive Committee Meetings shall be conducted in closed sessions.

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**3.8: REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE:**

With exception of a Chairperson, Secretary, and Treasurer, any member of the Executive Committee may be removed from office by the affirmative vote of a quorum of Executive Committee members present at a regular or special meeting, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for being absent for three (3) consecutive meetings of the Executive Committee without justifiable cause. Any such member proposed to be removed from office shall be entitled to written notice of proposed action mailed fourteen (14) days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before the Board of Trustees and be heard at a meeting of the Board of Trustees.

**3.9: QUORUM OF THE EXECUTIVE COMMITTEE:**

Simple majority of the members of the Executive Committee shall constitute a quorum.

**3.10: DUTIES OF THE CHAIRPERSON:**

The Chairperson of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of Chairperson of an Corporation, including but not limited to being the chief executive officer of the Corporation, preparing the agenda for the Annual Meeting at which he or she presides, and having general knowledge of and responsibility for supervision of the business of the Corporation.

The Chairperson or his/her designate shall ensure that all orders, resolutions and decisions of the Board of Trustees are carried out. He/she shall receive quarterly and annual reports from all members of the Executive Committee. He/she shall present the Corporation's financial and progress reports at every regular meeting of the Board of Trustees.

As an ex officio, non-voting member of the Board of Trustees, the Chairperson shall present an annual budget and any other proposed emergency expenditure to the Board of Trustees, and shall present quarterly and annual reports, including financial reports, to the Board of Trustees.

In addition, the Chairperson of the Executive Committee must fulfill the following duties:

- (a) Willing to find strategies, and be innovative in searching for new ideas of developing the Corporation.
- (b) Demonstrate Commitment to the Corporation's growth and development.
- (c) Show ability to create and foster a collaborative environment for the Corporation.

- (d) Works collaboratively with others to foster a productive work environment based on trust, candor and respect.
- (e) Willingness to act on Executive Committee decisions.
- (f) Take proactive steps to increase Corporation's diversity and recognizes and appreciates individuals of various background.
- (g) Demonstrates an understanding of other's needs and personal styles.
- (h) Calls and presides at all meetings of the Corporation including meetings of the Executive Committee.
- (i) Assumes the function of chief spokesperson of the Corporation.
- (j) Represents the Corporation at conferences and public forums.
- (k) Coordinates the Corporation's public relations activities in consultation with the Executive Committee members.
- (l) Calls emergency meetings of the Executive Committee when he/she deems it fit and necessary.
- (m) In consultation with Board of Trustees the Chairperson shall appoint chairpersons for standing committees and sub-committees as may be required by these By-laws and shall be an ex-officio member without vote of all committees, unless otherwise specified in these By-laws.
- (n) The Chairperson, with the approval of other Executive Committee members and Board of Trustees, shall have the power to suspend the activities of any Standing Committee or to leave the chair of any Standing Committee vacant for the duration of his/her term of office.
- (o) The Chairperson in consultation of the Board of Trustees shall have the power to appoint special or ad-hoc committees. Ad-hoc Committees can include members from outside the community.
- (p) The Chairperson shall also perform such other duties as other members of the Executive Committee may from time to time designate.

**3.11: DUTIES OF THE DEPUTY CHAIRPERSON:**

The deputy Chairperson will assist the Chairperson on all matters of the Corporation, and execute the duties of the Chairperson in his/her absence.

**3.12: DUTIES OF THE SECRETARY AND DEPUTY SECRETARY:**

The Secretary shall attend all meetings of the Executive Committee, any standing committee and all meetings of the members and record all proceedings of the meetings of the members in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal of the Corporation and he/she shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature. In the absence of the Secretary, the deputy Secretary shall perform all the duties pertaining.

He/she shall implement strategic programs, approved by the Executive Committee and the Board of Trustees, including organization of the Annual General Meeting.

He/she shall be an ex officio, Non-voting member of the Board of Trustees and shall report on the state of the Corporation to each meeting of the Board of Trustees.

The Executive Committee may give general authority to any other officer (to affix the seal of the Corporation and to attest the affixing by his or her signature. In addition to keeping accurate minutes of the proceedings of the members, Executive Committee, and committees of the Executive Committee, the Secretary shall keep at the principal office of the Corporation a record of the names, addresses, email addresses and telephone numbers of the members of the Corporation entitled to vote. Such information (addresses, email addresses and members telephone numbers) shall at all times be kept and used specifically for the Corporation's activities and treated as confidential by all members of the Executive Committee.

**3.13: DUTIES OF THE TREASURER AND DEPUTY TREASURER:**

The Treasurer shall have custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements, and shall keep correct and complete books and records of accounts. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee in consultation with the Board of Trustees. The Treasurer shall render to the Chairperson and the Executive Committee at its regular meetings, or when the Executive Committee so require, an account of all his/her transactions as treasurer and of the financial conditions of the Corporation. The Treasurer shall prepare and present Annual Statements of Account and budget to the Annual Meeting of members. The Annual Statements of Account and budget will be posted on the World Wide Web site of the Corporation. In the absence of the Treasurer, the Deputy Treasurer shall perform the duties of the Treasurer.

**3.14: VACANCIES:**

In case any office of the Corporation becomes vacant by any cause, the Executive Committee and Board of Trustees may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election of his/her successor, which shall occur at the next annual general meeting.

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**3.15: REMOVAL OF AN OFFICER:**

Any officer elected or appointed by the Executive Committee may be removed from office by the affirmative vote of the majority of the Executive Committee at any regular or special meeting of the Committee held for that purpose, for any cause detrimental to the interest of the Corporation, for refusal to render reasonable assistance in carrying out its purposes, or for failing to perform duties of the office to which he/she was elected. Any officer proposed to be removed shall be entitled to at least fourteen (14) days notice in writing sent by mail of the meeting of the Executive Committee at which such removal is to be voted upon and shall be entitled to appear before the Board of Trustees and be heard at a meeting. The Chairperson of Executive Committee can appoint a temporary officer with the consent of the Board of Trustees.

**3.16: COMPENSATION OF OFFICERS:**

No dividends shall be paid and no part of the income or profit of the Corporation shall be distributed to the Members. However, the Corporation may pay compensation in a reasonable amount that may be determined by the Executive Committee and approved by the Board of Trustees.

**ARTICLE IV  
STANDING COMMITTEES**

The Executive Committee shall have the power to increase or decrease the number of Standing Committees as it sees fit. An active member may serve in more than one committee. The present Standing Committees are: (i) Education Committee, (ii) Social and Cultural Committee, (iii) Budget and Finance Committee (iv) Communication Committee (v) Investment and Development Committee.

**4.1: EDUCATION COMMITTEE:**

The Education Committee shall consist of no fewer than five (5) members. Charged with planning, organizing and carrying out all educational activities and other forums for enrichment of the Corporation's membership. This Committee may coordinate its plans and activities closely with those of the Social and Cultural Committee. Furthermore, in the United States, the committee will effectively tap Tanzanians who are professionals to transfer accumulated knowledge and experiences to Tanzania.

**4.2: SOCIAL AND CULTURAL COMMITTEE:**

The Social and Cultural Committee shall consist of no fewer than five (5) members. Charged with planning, organizing, and carrying out all social and cultural activities for the enrichment of the membership and the community. This Committee may coordinate its plans and activities closely with those of the Education and Budget and Finance Committees.



Particularity important, the committee will seek to equip Tanzanians living in the United States as agents to portray the image of Tanzania in the United States, as well as provide for charitable programs for the betterment Tanzanians.

**4.3: BUDGET AND FINANCE COMMITTEE:**

The Treasurer shall serve as the Chairperson of this committee. The committee shall be responsible for fund raising and all financial matters affecting the Corporation. The committee shall prepare all financial recommendations for the Executive Committee and it shall work closely with all other committees especially in matters involving finances.

**4.4: COMMUNICATION COMMITTEE:**

The Communication Committee shall consist of no fewer than three (3) members. This Committee shall be responsible for maintaining the World Wide Web site of the Corporation, editing, publishing, and distributing the Corporation's newsletter and all other publications to the membership, other individuals and organizations that have working relationships with the "New York Metropolitan Tanzanian Community" as well as publicizing the aims and objectives of the Corporation.

**4.5: INVESTMENT AND DEVELOPMENT COMMITTEE:**

The Investment and Development Committee shall consist of no fewer than three (3) members. This committee shall be responsible for developing and implementing investment strategies for the community and, building and enhancing relationship and partnerships with other organizations. The committee shall prepare all the recommendations for the Executive Committee and shall work closely will all other Committees.

**4.6: APPOINTMENT OF COMMITTEE MEMBERS:**

The Chairperson of the Association, with the approval of the Executive Committee, shall appoint such committees and task forces as shall be prescribed by the Executive Committee from time to time. Members of each Committee will appoint their Chairperson. The Chairperson of the Corporation shall be empowered to remove any Chairperson of any committee for failure to perform his/her duties to the satisfaction of the Chairperson of the Corporation.

**4.7: TERM OF OFFICE:**

Term of office for Chairpersons and members of the Standing Committees shall be for a period of two years and renewable only once.

**4.8: MEETINGS OF STANDING COMMITTEES:**

Meetings shall be called by the Chairperson of the committee, the Chairperson of the Corporation, or any member of the committee and notice may be delivered by hand, or upon other written notice given not less than fourteen (14) days, but not more than thirty (30) days, prior to such meeting.

## ARTICLE V

### FINANCIAL ADMINISTRATION

**5.1:** All checks or demands for money shall be co-signed by the Chairman of the Corporation and Treasurer or the Deputy Treasurer.

**5.2:** All funds of the Corporation shall be deposited in a bank or banks designated by the Executive Committee in consultation with the Board of Trustees.

**5.3:** The Executive Committee shall annually designate and direct the officers to engage an independent certified public accountant to audit the accounts of the Corporation.

**5.4:** The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

## ARTICLE VI

### DUES

**6.1:** Dues for membership in the Corporation shall be determined once during each calendar year by members at the annual general meeting and shall be payable upon application for membership and thereafter on a six monthly basis. Emergency contributions shall be considered due when called upon. All dues are non-refundable.

**6.2:** Dues shall be considered past due thirty (30) days after the end of January and July. Member's rights and privileges as described in these By-laws shall be denied any member whose dues are unpaid. A member whose dues are unpaid shall be granted a grace period of one month. The membership will be restored upon payment of all past dues plus a penalty of a \$ 10 per six months. The Treasurer may recommend that a member whose dues are unpaid be dropped from membership, and a majority vote of the Executive Committee shall be required to confirm such action.

Payment should be Cashier's checks, PayPal, Money order and cash. NO PERSONAL CHECKS.



## **ARTICLE VII MISCELLANEOUS**

### **7.1: NOTICES:**

Unless otherwise indicated herein, when notices are required to be given, they shall be in writing and shall be given by email or first class mail, postage paid, addressed to the party to be notified at the last address shown for such party on the books and records of the Corporation or shall be hand delivered to such party at such address. Written notices required hereunder shall be deemed to have been given three calendar days after they are mailed excluding Sunday, Holidays or in the case of hand delivery, when delivered.

### **7.2: RECORD DATES:**

Where notice is required to be given to members, it shall be given as may be designated by the person giving such notice to the members who are members on record as of a date certain not more than thirty (30) days prior to the date the notice is given. No notice must be given to any member who is not member as of such date certain.

### **7.3: INSPECTION OF BOOKS AND RECORDS:**

The books and records of the Corporation shall be available for inspection by any Active member, or his agent or attorney, for any proper purpose by giving five days notice.

## **ARTICLE VIII INDEMNITY FOR THE EXECUTIVE COMMITTEE AND OFFICERS**

### **8.1: INDEMNIFICATION:**

This Corporation shall indemnify any person who was or is a party threatened, to be made a party to any threatening, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact such a person is, or was a member of the Executive Committee of Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably expected to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.



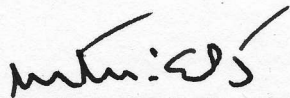
**ARTICLE IX**

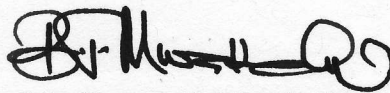
**AMENDMENTS**

**9.1: POWER TO AMEND BY-LAWS:**

The Membership or the NEW YORK METROPOLITAN TANZANIAN COMMUNITY Board of Trustees shall have the power to initiate action to alter, amend and/or repeal these Bylaws or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption shall first be approved by two-thirds of the of the NEW YORK METROPOLITAN TANZANIAN COMMUNITY Board of Trustees and then a simple majority of members present at an Annual General Meeting.

This Twenty sixth day of February, Two Thousand Eleven.

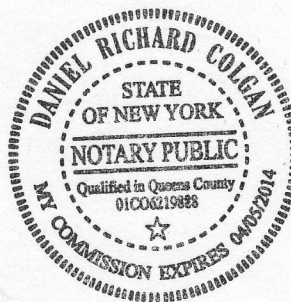
  
**Prof. Estomih P. Mtui**  
Chairman

  
**Mr. Beston J. Mwakalinga**  
Secretary

*State, New York  
County, Queens*

*Sworn Before Me on this Day  
the 26 of February 2011*

*Daniel R. Colgan  
Daniel R. Colgan*



*Handwritten initials/signature*