

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

BY – LAWS

Table of Contents

Article I. Name

Article II. Offices

Article III. Membership

Article IV. Meetings

Article V. Reports

Article VI. Presiding Officers Of Meetings of Members

Article VII. Proxies for Meetings of Members

Article VIII. Elections

Article IX. Quorum and Voting Requirements

Article X. Record Date of Meetings and Members

Article XI. Evidence of Membership

Article XII. Membership Capital Contribution

Article XIII. Directors

1. Number of Directors
2. Election of Directors and Term of Office
3. Termination of Directorships
4. Vacancies in and Newly-Created Directorships
5. Regular and Meetings of the Directors
6. Quorum and Voting Requirements at Directors Meetings
7. Presiding Officer
8. Committees
- 9.

Article XIV. Officers

1. Officers
2. Term of Office, Removal and Functions
3. Duties of Offices

Article XV. Miscellaneous

1. Books and Records
2. Fiscal Year

Article XVI. Amendments

1. Amendment of By-Laws

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

BY-LAWS

Article I
NAME

The name of this organization shall be The Osun Indigenes Organization (TOIOG).

Article II
OFFICES

The principle office of the Organization shall be located in the City of Hyattsville,
County of Prince Georges and State of Maryland

ARTICLE III
MEMBERSHIP

1. (a) The persons signing the Certificate of Association shall be the first members of the Organization, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of admission into membership shall be prescribed by resolutions duly adopted by the Directors of the Organization or by such rules and regulations relating to members adopted by the Directors. All such resolutions or rules and regulations relating to members adopted by the Directors of the Organization shall be affixed to the By-Laws of the Organization, and shall be deemed to be part of Thereof. Such resolutions or rules and regulations adopted by the Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Organization.

ARTICLE IV
MEETINGS

1. (a) The Meeting of Members of the Organization shall be held on such date or dates as shall be fixed from time to time by the Directors of the Organization. The first Meeting shall be held on a date within twelve months after the formation of the Organization. Each successive Meeting shall be held on a date not more than twelve months following the preceding Meeting. Meetings of members may be held on such

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

date, dates as may be fixed by the Directors of the Organization from time to time and by the members on such date, or dates as shall be permitted by law.

(b) Any Meeting of Members may be held at such place within or without the State as the Directors of the Organization may from time to time fix.

(c) Meetings of Members may be called by the Directors or by any officer of the Organization instructed to do so by the Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for a Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Meeting shall state the purpose or purposes for which the meeting is called. At any Meeting, only the business stated in the Notice of Meeting may be transacted. Notice of Meeting shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Organization, or at such other address which the member may have furnished in writing to the Secretary of the Organization. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Directors fix a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Laws of the Organization adopted by the Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Organization, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

ARTICLE V
REPORTS

1. At each Meeting of Members, the Directors shall present an Report. Such report shall be filed with the records of the Organization and entered in the minutes of the proceedings of such Meeting of Members.

ARTICLE VI
REPORTS

1. (a) Meetings of the members shall be presided over by the following officers, in order of seniority – the Chairman of the Board , Vice Chairman of the Board, President, Executive Vice- President, Vice President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Organization shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll call.
Reading of the minutes of the preceding meeting.
Report of standing committees.
Officers' reports.
 Old business.
 New business.

ARTICLE VII
PROXIES FOR MEETINGS OF MEMBERS

1. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as other wise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

ARTICLE VIII
ELECTIONS

1. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

ARTICLE IX
QUORUM AND VOTING REQUIREMENTS

1. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

ARTICLE X
RECORD DATE OF MEETINGS AND MEMBERS

1. The Directors of the Organization shall fix a record date for the Purpose of determining members entitle to notice of, to vote, to express consent or dissent from any proposal without a meeting , to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business, on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the proceeding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record is fixed by the Directors for such adjourned meeting.

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

ARTICLE XI
EVIDENCE OF MEMBERSHIP

1. The Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the organization. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificate, card or other instruments, if issued, shall bear the signatures or facsimile signatures of an officers or officers designated by the Directors.

ARTICLE XII
MEMBERSHIP CAPITAL CONTRIBUTION

10. In the event any capital contribution shall be made or accepted pursuant to Authorization conferred by the Certificate of Association of the Organization, each certificate evidencing such capital contribution shall conform to the law of the State in which the Organization is established.

ARTICLE XIII
DIRECTORS

1. The Organization shall be managed by Directors. Each director shall be at least 18 years of age, and shall be a member of the Organization during his directorship. The initial Directors shall consist of 4 persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Directors, provided that any action by the Directors to effect such increase or decrease shall require the vote of a majority of the entire Directors. No decrease shall shorten the term of any director then in office.

2. The first Directors shall consist of those person named as the initial Directors in the Certificate of Association of the Organization, and they shall hold office until the first Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Monthly Meeting of Members, the membership shall elect directors to hold office until the next Monthly Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Directors may be removed with or without cause by vote of the members of the Organization. The Directors may remove any director thereof for cause only.

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

(b) A director may resign at any time by giving written notice to the Directors or to an officer of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Directors may be filled by a vote of majority of the Directors then in office, although less than a quorum. Unless otherwise provided in the Certificate of Incorporation of the Organization. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) Executive Meetings shall be held at such time and place as shall be fixed by the Directors from time to time following the Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Directors from time to time.

(b) No notice shall be required for regular meetings of the Directors for which the time and place have been fixed. Meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for Meetings of the Directors in sufficient time for the convenient assembly of the Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Organization provided, majority of the entire members of the Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote therein and filed with the minutes of the

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

Organization shall be the act of the Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Directors shall consist of more than three persons, the Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Directors may delegate except to the extent prohibited by law. In addition, the Directors may establish special committees for any lawful purpose, which may have such powers as the Directors may lawfully delegate.

ARTICLE XIV
OFFICERS

1. The Directors may elect or appoint a President, one or more Assistant Treasurers, and such other officers as they may determine. The president may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.

2. Each officer shall hold office until the bi-Annual Meeting of the Members, and until his successor has been duly elected and qualified. The Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Organization, shall have the responsibility for the general management of the affairs of the Organization, and shall carry out the resolutions of the Directors.

(b) During the absence or disability of the President of the Organization, the Vice-President, or, if there be more than one, the Executive Vice-president shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Directors from time to time.

© The Treasurer shall have the care and custody of all funds and securities of the Organization, and, shall deposit said funds in the name of the Organization in such bank accounts as the Directors may from time to time determine. The Treasurer shall, when duly authorized by the Directors, sign and execute all contracts in the name of the Organization when counter-signed by the President; he may also sign checks, drafts,

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

notes and orders for the payment of money, which shall have been duly authorized by the Directors and counter-signed by the President.

(d) The Secretary shall keep the minutes of the Directors and the minutes of the members. He shall have custody of the seal of the Organization, and shall affix and attest the same to documents duly authorized by the Directors. He shall serve all notices for the Organization, which shall have been authorized by the Directors, and shall have charge of all books and records of the Organization.

ARTICLE XV
MISCELLANEOUS

1. The Organization shall keep at the principal office of the Organization, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Directors, or any committee appointed by the Directors, as well as a list or record containing the names and address of all members.

2. The fiscal year of the Organization shall be fixed by the Directors from time to time, subject to applicable law.

ARTICLE XVI
AMMENDMENTS

1. All By-Laws of the Organization shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.

(b) The Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Organization, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-laws so made, amended or repealed, together with a concise statement of the changes made.

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

PURPOSE OF THE ASSOCIATION

1. The purpose of the Association is to foster relationship between the Osun Indigenes Nigeria and in the United States, Provide opportunities for people to succeed and reward them for their achievements, Assist in raising the standard of living of the common people, Promote cultural, social heritage and Provide economic empowerment to the citizens.

DISSOLUTION CLAUSE

1. Upon the dissolution of the Osun Indigenes Organization (TOIOG), it shall, after paying or making provisions for the payment of all liabilities of the Association, transfer all assets of the Association to the Clubs equally under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

THE ARTICLE OF ASSOCIATION
OF
THE OSUN INDIGENES ORGANIZATION
(A Non Profit Organization)

CERTIFICATION

I, _____, President of the Osun Indigenes Organization (TOIOG) do hereby certify and state as follows:

The foregoing are the adopted by-laws of the Osun Indigenes Organization (TOIOG). They are complete, current and are the only organizing instrument of the organization.

Pastor Tunde Adeyemi
President, TOIOG

Date