

BYLAWS OF PARARA-USA





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1. ARTICLE I: NAME AND MISSION

Section 1.1. Name of the organization and Duration

- A. The name of the organization shall be PARARA-USA. Other words such as PARARA, or Bari Community (BC) or BC-USA, or the Organization, Association, wherever mentioned in this document, or referred to the like, shall hereafter be understood as the same words.
- B. PARARA-USA shall be a non-profit organization and shall be incorporated under the laws of the State of Minnesota, United States of America.
- C. The period of duration of PARARA USA shall be perpetual.

Section 1.2. Mission Statement of PARARA

Through education, empowerment, and dialogue, PARARA-USA aims to foster connectivity among Bari people who enter the USA (50 States and Territories) legally, in an effort to facilitate their integration into the American society ways of life peacefully, with dignity, and as responsible, productive members of the society.

Section 1.3. Vision Statement of PARARA

PARARA envisions that any Bari person that legally enters the USA (50 States and Territories), should make a smooth transition into the American society, and should enjoy his/her civil rights, while fulfilling the necessary obligations as an integral member of the community.

Section 1.4. Affiliation of PARARA With Other Organizations

PARARA shall only be affiliated (seek membership, collaborate, or do business) with any legal organizations or entities, provided that such organizations are legally registered in accordance with the laws of USA or the respective countries of residence; and provided that they are not engaged in any illegal and harmful activities, such as terrorism, human and drug trafficking, etc.

Section 1.5. Purpose and Specific Objectives of PARARA

PARARA shall endeavor to:

- A. Facilitate the integration, and render assistance (such as interpretation and translation of documents, immigration, and citizenship classes) and enlightenment to all people (Bari persons and non-Bari) who legally entered USA (50 States and Territories), to the extent that such persons can smoothly adjust to the American society way of life with dignity, and in turn contribute to the community.



- B. Provide ways and means of strengthening family relationships through interfamily and community support.
- C. Use education, empowerment, dialogue, and integration of positive values to promote sociocultural connectivity among the Bari people (especially the youth) including those in the motherland, in an effort to preserve and enrich Bari cultural values and language, and other traditions that are effective in shaping the Bari into peaceful responsible and productive citizens.
- D. Foster connectivity between the Bari people and other communities through a series of dialogue, educational workshops, panel discussions, cultural and heritage activities.
- E. Render support and assistance to individuals or community programs that positively impact humanity, promote better livelihood and help individuals/communities access local, county, state and federal resources, including programs pertaining to studies, promotion of arts, science, and public health.
- F. Support rural development programs aiming to improve the quality of life for Bari people in the motherland.
- G. Render emergency assistance in cases of devastation of a community member or a household member, by creation of a devoted emergency fund through contributions, donations, and fund raising.
- H. Provide and pursue ways and means not prohibited by law to solicit contributions and donations, and to receive and accept all forms of gifts or donations (including property, bequest, and devices of money) for appropriate usage in PARARA programs and activities.

2. ARTICLE II: HEADQUARTERS AND OTHER OFFICES

Section 2.1. Principal Office

The principal office of PARARA shall be located in **Minneapolis** City, State of **Minnesota** (State of incorporation).

Section 2.2. Other Offices

- A. PARARA-USA may also setup branch offices within or outside its state of incorporation to extend services and activities.
- B. The Board of Directors shall designate, approve the opening, or the closing, or the translocation of any branch office.

Section 2.3. Change of Address

- A. The designation of the City or state of PARARA's principal office may be changed by amendment of these bylaws.



- B. The Board of Directors may change the principal office and any branch office from one location to another within the named City, by noting the changed address and shall not be deemed in violation of the bylaws nor require an amendment of these Bylaws.
- C. Translocation to another city requires approval of Board of Directors.

3. ARTICLE III: ORGANS OF PARARA-USA

PARARA-USA shall consist of the following entities: (A) General Assembly of members, (B) Board of Directors, (C) Executive Committee, (D) Specialized Committees, including Standing and ad-hoc Committees, and (E) State Branches.

4. ARTICLE IV: GENERAL ASSEMBLY AND MEMBERSHIP PROVISIONS

Section 4.1. General Assembly and Responsibilities

The General Assembly shall:

- A. Be composed of all active members of the association, and shall be the supreme authority of PARARA-USA.
- B. Have the following main responsibilities:
 - 1. Approve the proposed annual budget of PARARA-USA.
 - 2. Approve Executive Committee proposed annual projects.
 - 3. Elect, appoint and remove from office Chairman and members of the Board of Directors.
 - 4. Elect and remove from office the President and members of Executive Committee.
 - 5. Review progress of Board of Directors and Executive Committee.
 - 6. Approve all amendments and revisions of PARARA bylaws.

Section 4.2. Rights and Obligations of Members

- A. PARARA-USA shall have only one class of members.
- B. Each member shall:
 - 1. Only hold one membership in PARARA-USA.
 - 2. Have the same legal rights, privileges, restrictions, and conditions, except as explicitly provided in or authorized by the Articles of Incorporation, the Bylaws of PARARA-USA, or provisions of law.



3. Support the mission, vision, purpose, and objectives of PARARA as stated in these bylaws.
4. Pay his/her registration fee, monthly/annual dues and any other necessary financial contributions towards the running of PARARA.
5. Attend meetings and participate in achieving the objectives and goals of PARARA.
6. Observe and execute the resolutions of the General Assembly, the Board of Directors, and the Executive Committee.
7. Comply with the resolutions and decisions of the majority even though he/she might have voted against them during the discussion.
8. Discourage and eliminate acts that are detrimental to the unity and integrity of PARARA.
9. Appear before the Board of Directors, or the Executive Committee when summoned in connection with an investigation or disciplinary action.
10. Not be involved in unlawful acts or violation of the laws of United States.
11. Know the Bylaws in details in order that business can be transacted legally and correctly.

Section 4.3. Eligibility for Membership

Membership shall be open to any Bari and non-Bari person, defined as an adult (18 years and older), and who is a resident, or permanent resident, or citizen of United States of America, or entered the country legally as a visitor, and who supports the mission, vision, purpose, and objectives of PARARA-USA, and meets the conditions outlined under each of the membership definitions as specified herein:

A. Regular Member:

1. Any Bari person, who is unmarried, married, divorced or widowed, who claims patrilineal descent through birth, adoption, assisted reproductive medical technology including use of surrogates.
2. Spouse of a regular male member.
3. Children (by birth, adoption, or assisted reproductive technology) of unmarried Bari female regular member, who is not able to claim descent from any male parent.

B. Associate Member:



1. Any person who is born to a Bari female, and claims descent from a non-Bari male parent.
 2. Spouse of a regular female member.
- C. Honorary Member:
Any person who neither fits definition A nor B, but has helped and is committed to helping and assisting PARARA achieve its objectives and goals.

Section 4.4. Membership Dues

- A. The amount of the membership dues shall be as defined herein in these Bylaws, under the article for PARARA Financial Resources, Assets and Administration.
- B. Continued membership shall be contingent upon being up-to-date with payment of membership dues.
- C. Collection of the dues shall be conducted as an active process throughout the year.
- D. The amounts of all membership dues, sharing, and disbursements shall be determined annually by the General Assembly during the annual general meeting.

Section 4.5. Meetings of Members

A. Annual Meetings of General Assembly

The annual General Assembly of all PARARA-USA members shall convene every year for the following purposes:

1. Listen to presentations of the annual report from the Board of Directors and the Executive Committee.
2. Discuss the state of the organization and future directions.
3. Elect officials of PARARA-USA (Chairman and members of Board of Directors, President and members of Executive Committee).
4. Vote on motions presented by the Executive Committee.

B. Special Meetings and Emergency Sessions

1. Special meetings and emergency sessions of the General Assembly may be called by the Chairman of Board of Directors or President of Executive Committee for any relevant matter.
2. Any member or members may call for a special and/or emergency meeting of the general assembly, by sending to the Executive Committee a written signed petition, bearing the name(s) of the initiator(s) and endorsed by one third of the active members.
3. The Chairman of the Board of Directors shall chair all special/emergency meetings.



Section 4.6. Place of Meetings

All General Assembly meetings shall be held at a convenient venue as designated by resolution of the Board of Directors or by two third majority votes of active members during an annual General Assembly meeting.

Section 4.7. Notice of Meetings

The Executive Committee shall send to each active member, a written notice of any General Assembly meeting, via any mail carrier or e-mail or other emergent advanced means, at least fourteen (14) days but not more than thirty (30) days prior to the proposed meeting date.

Section 4.8. Voting by Members

- A. Active members shall be entitled to one vote per member on all matters requiring a vote of the members of the organization.
- B. Only active members can serve as proxy. Unless authorized by the Board of Directors, no member can serve as proxy for more than one person.
- C. Voting on matters related to election of any PARARA officials (in the Board of Directors, or Executive committee, or standing committee, etc), or impeachment, or removal from office shall be by ballot. The secretary at the meeting shall report the count of ballots.
- D. Voting via remote means (mail via approved mail carriers, or electronics, or other electronic communication media such as audio only or audio and visual, or other emergent means) that permits mutual communication between the member and the election committee, shall be acceptable for certain situations as designated by the Board of Directors.
- E. All Associate and Honorary Members have no voting rights.
- F. The Chairman of the Board shall give a casting vote in the case of a tie, but only in meetings of the Board, or joint meetings with executive Committee.

Section 4.9. Quorum of Members

- A. At all meetings of members, a simple majority of the active members present in person or by electronic communication shall constitute a quorum to conduct a meeting, including voting events.
- B. If a quorum shall not be present at any meeting of members, those present in person shall have the power to adjourn the meeting, without notice other than announcement at the meeting.



Section 4.10. Special Matters Requiring Approval of Members

The approval, by a two third majority vote of the active members shall be required to:

- A. Amend the bylaws of this organization.
- B. Provide for mergers into or with or consolidation with or affiliation with another association, organization or corporation.
- C. Provide for the voluntary dissolution of PARARA-USA.
- D. Permit disposition of part or all or substantially all of the property or assets of PARARA.

5. ARTICLE V: BOARD OF DIRECTORS

Section 5.1. Officers, Size of Board of Directors, and Terms

- A. The Board of Directors shall be comprised as follows: (1) The Chairman of Board of Directors; (2) The Deputy Chairman of Board of Directors; (3) The Secretary of Board of Directors; (4) Five Representatives from the Executive Committee (namely, The President, The Vice President, The Secretary General, The Secretary of Finance, and The Secretary of information); (5) Two Councilors from the State of incorporation of PARARA; (6) Chairmen of any Standing or ad hoc Committees (if not already Board members); (7) Three members-at-Large.
- B. The officials of the Board of Directors shall consist of: (1) the Board Chairman; (2) Deputy Chairman; (3) Board Secretary, as detailed in the articles of these Bylaws.
- C. The Secretary of Finance for the Executive Committee shall handle all Financial matters or transactions for the Board of Directors.
- D. All members to serve on the board shall be active members of PARARA.
- E. All Board of Director Members (including any Ex-officio) shall be elected to serve for a period of two years, and eligible for re-election up to four consecutive terms. Elected board member shall so serve until resignation, removed as defined in other articles of these bylaws, or separated by death, or until election of her/his successor.

Section 5.2. Duties of the Board of Directors

A. General Duties:

- 1. Except for such powers as may be delegated by these Bylaws to the officers of PARARA, the direction and policy matters of PARARA shall



- be vested in its Board of Directors, while the Executive Committee shall be charged with managing the affairs of PARARA.
2. The Board of Directors shall be the custodian of PARARA policy and shall act in a manner to ensure that the Executive Committee and other offices of the Organization follow those policies, such that the original purpose of PARARA is properly implanted, and where a change is deemed necessary then the correct procedure as specified in these Bylaws is followed to institute such a change.
 3. Prepare and submit Board of Directors office annual operational budget to the Finance and Budget Committee.
 4. No individual member of the Board of Directors shall have the authority of representing PARARA-USA or that of making statements affecting PARARA-USA policy to the press or the other groups, except for such powers as may be delegated by these Bylaws to the members of the Board of Directors of the organization.
 5. The Board of Directors shall meet four times a year to set forth all organization policies and procedures as delegated by the bylaws.
 6. Explore relationships with other legal groups, individuals, and governmental organizations which may be of help and assistance to PARARA-USA.

B. Duties of Chairman of Board of Directors:

1. The Chairman of Board of Directors presides over all scheduled and emergency meetings of General Assembly, as well as those of the Board of Directors.
2. May represent PARARA at conferences and public forums in matters relevant to duties of the Board.
3. The Chairman shall follow up the execution of the Board of Directors' resolutions and ensure that they are done within the specified time limit.
4. Approve expenditure and release of funds from Board of Director's budget that is in the custody of Secretary of Finance.

C. Duties of Deputy Chairman of Board of Directors:

1. To assist the Chairman on all matters of PARARA.
2. Execute the duties of the Chairman in his/her absence.
3. Replaces the Chairman of Board of Directors when the office of Chairman is vacated before the end of a term.
4. Perform special functions and duties as assigned by the Chairman of Board of Directors.



D. Duties of Secretary of Board of Directors:

Board of Directors Secretary responsibilities shall include:

1. Recording minutes of all Board of Directors meetings.
2. Collecting and distributing outgoing and incoming correspondences.
3. Notifying Board of Directors members of meetings.
4. Performing all duties incident to the office of the Secretary General and such other duties as designated by the Board of Directors.

Section 5.3. Election of Board of Directors

- A. The election of the Board of Directors shall be conducted by active members every two years.
- B. Each office in the Board shall be contested for separately, through a simple majority of votes by the active members present.
- C. All positions shall be preceded by nominations, and following consent of the candidate.
- D. Up to three (3) members but not less than two (2) may be nominated to contest for each position.
- E. Election shall follow the following sequence:
 1. Election of the Chairman of Board of Directors.
 2. Election of Deputy Chairman of Board of Directors.
 3. Election of Secretary of Board of Directors.
 4. Election of three Councilors at-large.
 5. Appointment of two ex-officio Councilors from State of incorporation of PARARA-USA.

Section 5.4. Resignation of a Board Member

Any Board member may resign at any time by giving to the office of the Board of Directors, a written notice of such resignation within thirty (30) days.

Section 5.5. Removal of Members of the Board of Directors

- A. With the exception of the Chairperson, any member of the Board of Directors may be removed from office by two-thirds vote of a quorum of Board of Directors, or by members present at a regular or special meeting. Reasons for removal can include:
 1. Conduct detrimental to the interest of PARARA,
 2. Refusal to abide by PARARA bylaws,
 3. Refusal to render reasonable assistance in carrying out the purposes of PARARA,
 4. Being absent for three (3) consecutive meetings of the Executive Committee without justifiable cause.



- B. Any 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 and be heard at such meeting.
- C. In the event that the Board of Directors cannot resolve the matter, the General Assembly shall be asked to vote via remote means (mail via approved mail carriers, email or other emergent means).

Section 5.6. Vacancy on the Board of Directors

- A. With the exception of the position of Chairperson, one or two vacancies on the Board of Directors may remain open until the next meeting of all members of PARARA.
- B. In the case where the position of the Chairperson or more than two ordinary members' positions become vacant, the Board of Directors shall call emergency General Assembly meeting to conduct expedited elections.
- C. The current members of the Board have the option and right to stand for any vacant position.
- D. Any Board member elected through the expedited emergency elections shall hold office and serve until the term of their predecessors expire.
- E. A special election committee may be set up to expedite the process.
- F. Expedited elections may be conducted via mail, email, or other appropriate means of communication.

Section 5.7. Meetings of the Board of Directors

- A. The Board of Directors shall meet at least four times each year at a physical location or via remote communication devices as designated by the Board of Directors.
- B. Special meetings of the Board:
 - 1. may be called by the Chairperson or at the request of any two members of the Board of Directors.
 - 2. shall be preceded by a notice given at least fourteen days prior to such meeting.
- C. The Chairperson may call emergency meetings of the Board of Directors by any communication means at any time, as s/he deems fit and necessary.
- D. If at any meeting of the Board of Directors a quorum shall not be present, the members present at the meeting shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until the requisite number of members constituting a quorum shall be present.
- E. All Board meetings shall be conducted in closed sessions.



Section 5.8. Quorum of the Board of Directors

Fifty percent plus one (50% +1) rounded to one whole number, of the existing members of the Board shall constitute a quorum.

6. ARTICLE VI: EXECUTIVE COMMITTEE

Section 6.1. Powers and Obligations of the Executive Committee:

- A. Except for such powers as may be delegated by these Bylaws to the officials of PARARA, the powers of PARARA shall be vested in its Executive Committee to the extent directed by the Board of Directors, and hence, the Executive Committee shall be charged with managing the affairs of PARARA.
- B. No individual Executive Committee Member shall have the authority of making statements affecting PARARA policy to the press or other groups except for such powers as may be delegated by these Bylaws to the members of the offices of this Corporation.
- C. The Executive Committee shall present to the Board of Directors, written quarterly reports on activities of all PARARA Secretariats, relevant Committees, etc.
- D. Prepare and present the annual budget of PARARA-USA.

Section 6.2. Size of Executive Committee & Terms of Office of Executive Committee

- A. The Executive Committee shall be comprised of:
 - 1. President;
 - 2. Vice President;
 - 3. Secretary General;
 - 4. Secretary of Finance;
 - 5. Secretary of Culture and Education;
 - 6. Secretary of Community Development;
 - 7. Secretary of Information and External Relations;
 - 8. Deputy Secretary General;
 - 9. Deputy Secretary of Finance;
 - 10. Deputy Secretary of Culture and Education;
 - 11. Deputy Secretary of Information and External Relations.
- B. All members to serve on the committee shall be active members of PARARA; and shall be elected to serve for a period of two (2) years.



- C. Elected officers shall so serve until resignation, removed as defined in other articles of these Bylaws, or separated by death, or until election of her/his successor.
- D. All members may serve not more than two terms, if elected.

Section 6.3. Election of Executive Committee

- A. The election of the Executive Committee shall be conducted solely and voted upon by active members at the general Assembly meeting every two years.
- B. The General Assembly shall elect the following:
 - 1. The President of Executive Committee.
 - 2. The remaining members of the Executive Committee without their positions; these will be filled under supervision of the election committee in a separate meeting.
- C. Each office shall be contested for separately.
- D. All positions shall be preceded by nominations, must be seconded, and followed by consent of the candidate.
- E. Up to three (3) members but not less than two (2) may be nominated to contest for each position in the Executive Committee.
- F. Voting via remote means (mail via approved mail carriers, email or other emergent means) shall be allowed as deemed justifiable by the Board of Directors.

Section 6.4. Resignation of Executive Committee Member

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

Section 6.5. Vacancy on the Executive Committee

- A. With the exception of the President, any vacancy on the Executive Committee may be filled by a majority vote of Board of Directors.
- B. Any member so elected by the Board shall hold office and serve until the term of his/her predecessor expires.

Section 6.6. Meeting of the Executive Committee

- A. The Executive Committee shall meet at least four (4) times each year.
- B. Special meetings of the Executive Committee:
 - 1. May be called by the President or at the request of any six (6) members of the Executive Committee.
 - 2. Shall be preceded by a notice given at least fourteen (14) but not more than thirty (30) days prior to such meeting.



- C. The President may call emergency meetings of the Executive Committee by any communication means at any time, as he/she deems fit and necessary.
- D. A member in attendance at a meeting by electronic communication pursuant to which he/she 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.
- E. A majority of the members present in person or by electronic communication shall constitute a quorum.
- F. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.
- G. The Executive Committee may designate times and places of regular meetings, and upon such designations such meetings shall be deemed dully called with or without the giving of notice.
- H. 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, without notice other than announcement at the meeting.
- I. All Executive Committee Meetings shall be conducted in closed sessions.

Section 6.7. Removal of Members of the Executive Committee

- A. With the exception of the President, any member of the Executive Committee may be removed from office by two-thirds vote of a quorum of Executive Committee members present at a regular or special meeting, for any of the following reasons:
 - 1. conduct detrimental to the interest of PARARA
 - 2. refusal to abide by PARARA objectives
 - 3. refusal to render reasonable assistance in carrying out purposes of PARARA
 - 4. being absent for three (3) consecutive meetings of the Executive Committee without a justifiable cause.
- B. 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 and be heard at such meeting.

Section 6.8. Quorum of the Executive Committee

Fifty percent plus one (50% +1) rounded to one whole number, of the existing members of the Board shall constitute a quorum.



Section 6.9. Powers and Duties of the President

- A.** The President of PARARA shall have all powers and shall perform all duties commonly incident to and vested in the office of President of an Association, including but not limited to being chief executive officer of PARARA.
- B.** The President shall also have the following specific powers:
 - 1. Assumes the function of chief spokesperson of PARARA
 - 2. Represents PARARA at conferences and public forums.
 - 3. Calls and presides at all meetings of Executive Committee.
 - 4. Prepares the agenda for the Annual Meetings at which she or he shall be responsible for supervision of the business of PARARA.
 - 5. Calls emergency meetings of the Executive Committee when he/she deems it fit or necessary.
 - 6. Coordinates PARARA's public relations activities in consultation with the Executive Committee members.
 - 7. With the approval of other Executive Committee members, shall appoint chairpersons for standing committees, sub-committees, and special committees as may be required by these Bylaws.
 - 8. With the approval of other Executive Committee members, shall have the power to appoint special or ad-hoc committees as may be required.
 - 9. Shall be an ex-officio member (without voting) in all committees and subcommittees, unless otherwise specified in these Bylaws.
 - 10. With the approval of other Executive Committee members shall have the power to suspend the activities of any ad-hoc and Standing Committees or to leave the chair of any Standing Committee vacant.
 - 11. Shall also perform such other duties as other members of the Executive Committee may from time to time designate.
 - 12. shall follow up the execution of all resolutions by the Executive Committee, to ensure that they are done within the specified time limit.

Section 6.10. Duties of the Vice President

The Vice President shall:

- A. Assist the President on all matters of PARARA.
- B. Execute the duties of the President the absence of the latter.
- C. Replace the President when the Presidency is vacated before the end of a term.
- D. In addition, perform special functions and duties as assigned by the President.



Section 6.11. Duties of the Secretary General

The Secretary General (SG) shall:

- A. Be the second in succession to the Presidency.
- B. Attend all meetings of the Executive Committee, and General Assembly.
- C. Record minutes of all meetings in a book or appropriate device to be kept for that purpose.
- D. May attend any standing committee meeting, as an observer, without invitation.
- E. Have custody of the corporate seal of PARARA, and:
 - 1. He/she shall have authority to affix the same to any Equipment or instrument requiring it and when so affixed, it may be attested by his or her signature,
 - 2. The Executive Committee may give general authority to any other officer(s) to affix the seal of PARARA and to attest the affixing by his or her signature.
- F. Keep at the principal office of PARARA a record of the names, addresses and telephone numbers of the members entitled to vote. Such personal information shall only be used specifically for PARARA's activities, and at all times be kept secured and treated as confidential by all members of the Executive Committee.
- G. In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee.

Section 6.12. Duties of the Secretary of Finance

The Secretary of Finance shall:

- A. Be the third in succession to the Presidency.
- B. Have custody of PARARA's funds and securities.
- C. Immediately execute the provisions detailed in the article pertaining to "Financial Resources and Administration".
- D. Deposit all moneys and other valuable effects in the name and to the credit of PARARA, in such depositories as may be designated by the Board of Directors.
- E. Keep all receipts and records of disbursements.
- F. keep accurate and complete records of accounts.
- G. Render information on the financial condition of PARARA, and present records of all financial transactions, including supporting evidence,



whenever requested by the General Assembly, the Board of Directors, the President and the Executive Committee, or by an auditor.

- H. Prepare and present to the General Assembly or Executive Committee or Board of Directors, as appropriate, quarterly and annual reports of PARARA financial status and activities. Such reports may also be posted on the World Wide Web site of PARARA.
- I. Relinquish all duties to the Deputy Secretary of Finance, if temporary absence is required or as designated by the Board of Directors or Executive Committee. Under such circumstances, the Deputy Secretary of Finance shall perform all the duties described for the Secretary of Finance.
- J. not release any PARARA funds without authorization of the authorities concerned, as stipulated in Financial Management (Section 5.2B4 and 8.3D).
- K. Shall remind or notify in writing all PARARA Branch offices, and members without established branch offices, to pay their monthly/annual dues.

Section 6.13. Duties of the Secretary of Culture and Education

The secretary of culture and education shall:

- A. Be charged with planning, organizing, and carrying out all cultural and educational activities for the enrichment of the membership and the community.
- B. Be responsible for seeking educational and training opportunities for the young members of the Bari community, and raising funds for such purposes.
- C. Coordinate its plans and activities closely with those of other committees with related or common interests (e.g. committees for social, cultural, publication, Budget and Finance).

Section 6.14. Duties of the Secretary of Community Development

- A. Shall be charged with planning, organizing, and carrying out all community development activities for the enrichment of the membership and the Bari community in the homeland.
- B. Shall coordinate its plans and activities closely with those of the other committees with related or common interests (e.g. committees for Culture and Education, publication, Budget and Finance).

Section 6.15. Duties of the Secretary of Information and External Relations



- A. Shall be charged with planning, organizing contacts with legally recognized entities within and outside the US including in the motherland, and carrying out all external relation activities
- B. Shall coordinate its plans and activities closely with those of the other committees with related or common interests.

Section 6.16. Duties of Deputy Secretaries

Deputy Secretaries for the respective Executive Offices shall:

- A. Assist their respective senior Executive Officers in carrying out their duties.
- B. Perform special functions and duties as assigned by their respective senior Executive Officers.
- C. Carry out the duties of their respective senior Executive Officers in the absence or inability of the latter.

7. ARTICLE VII: STANDING COMMITTEES

Section 7.1. The Number of Standing Committees

The Executive Committee shall have the power to increase or decrease the number of Standing Committees; the ones currently in effect being:

- A. Culture and Education Committee.
- B. Information and Publication Committee.
- C. Budget and Finance committee.
- D. Community development committee.
- E. Election Committee.
- F. Momoret (Annual Conference) Committee

Section 7.2. Education and Culture Committee

The Education and Culture committee shall:

- A. Consist of no fewer than four (4) members.
- B. Be chaired by the Secretary of Culture and Education.
- C. Be charged with planning, organizing and carrying out all educational and cultural activities, and other forums for enrichment of PARARA's membership.
- D. Coordinate its plans and activities closely with committees charged with common functions or attributes.



Section 7.3. Information and Publication Committee

The information and Publication Committee shall:

- A. Consist of no fewer than four (4) members.
- B. Be chaired by the Secretary of Information and External Relations.
- C. Be charged with planning, organizing, and carrying out activities pertaining to publication and dissemination of information material for the enrichment PARARA membership and the community.
- D. Be responsible for: publicizing the aims and objectives of PARARA; editing, publishing, and distributing PARARA's newsletter and all other publications to the membership, other individuals and organizations that have working relationships with "PARARA"; maintaining the World Wide Web site of PARARA.
- E. Coordinate its plans and activities closely with those of other committees on a need basis.
- F. Be responsible for fund raising including promotion of financial activities that are conducted by its members.

Section 7.4. Budget and Finance Committee

The Budget and Finance Committee shall:

- A. May attend any standing committee meeting, as an observer, without invitation.
- B. Consist of no fewer than four (4) members.
- C. Be chaired by the Secretary of Finance.
- D. Be responsible for all financial matters affecting PARARA, including preparation of PARARA annual budget.
- E. Prepare all necessary recommendations for, and as needed by the Executive Committee.
- F. Work closely with all other committees especially in matters involving finances.

Section 7.5. Community Development Committee

The community development Committee shall:

- A. Consist of no fewer than four (4) members.
- B. Be chaired by the Secretary of Community Development.
- C. Shall be charged with planning, organizing and carrying out all cultural and community development activities, and other programs for enrichment of PARARA's membership.
- D. Be responsible for fund raising from various sources including:
 - 1. Promotion of financial activities that are conducted by its members.
 - 2. Contributions, grants, and donations from various organizations,



- foundations, and individuals.
- 3. Social functions and activities organized by or on behalf of PARARA.
- E. Be responsible for raising awareness within the community about the availability of various economic activities, and helping the Community to secure such assistance.
- F. Work closely with all other committees especially with the Budget and Finance committee in matters involving finances.

Section 7.6. Election Committee

- A. An Election Committee of five members shall be formed by the Board of Directors, in every election Season, to:
 - 1. Regulate, organize and oversee all elections as prescribed by these Bylaws.
 - 2. Oversee the swearing-in of all elected or designated members of the Board of Directors and of all elected officers of the Executive Committee.
 - 3. Supervise the hand-over process between the out-going and the in-coming Board of Directors or Executive committee.
 - 4. Look into and settle complaints and disputes over election matters.
- B. No member of the Election Committee shall be a candidate in an on-going election.
- C. It is preferable that members of the Election Committee be of experience and/or of legal expertise.
- D. An Election Committee shall begin its work Ninety Days (90 days) prior to election season and terminate Fourteen Days (14 Days) after election season.
- E. All election records shall be kept in the office of the Secretary General.

Section 7.7. Momoret (Annual Conference) Committee

- A. The Board of Directors shall grant approval for the formation of a Momoret Committee in the State elected to hold the Momoret for any designated year.
- B. The committee for any designated year shall cease to exist by the third month after the end of Momoret, and shall not interfere with/or be involved in the operations of the successive Momoret committee.
- C. The Momoret Committee shall be responsible for:



1. Electing their Momoret officers (chairman, Treasurer, Secretary, and any other officers as they deem appropriate).
2. Organizing the Momoret for the designated year.
3. Soliciting and keeping funds for organizing the Momoret
4. Keep detailed records of all expenses and other financial transactions.
5. Submit a report (general, including financial accountability) to the Board of Directors, at least by the third month after the end of Momoret.

Section 7.8. Appointment and removal of standing Committee Members

- A. The Board of Directors shall be responsible for appointing members to/ and their removal from -the committees for Election and Momoret.
- B. Except for the committees for election and Momoret, the President of PARARA, with the approval of the Executive Committee, shall appoint members to the other standing or ad-hoc committees, or to task forces, or to any new committee as prescribed by the Executive Committee from time to time.
- C. The Executive Committee shall remove any member from a committee under their jurisdiction, for failure to perform his/her duties to the satisfaction of the Executive Committee.

Section 7.9. Terms of Office for Standing Committees

Terms of office for chairpersons and members of the Standing Committees shall be for two years.

Section 7.10. Meetings of Standing Committees

Unless otherwise provided by the Executive Committee upon designation of a committee, each committee shall:

- A. Operate under the rules set forth in these bylaws.
- B. Meet under the chairperson of the committee.
- C. Meet whenever called upon by the chairperson, the Chairman of PARARA, or any member of the committee provided that such a member is supported by another member.
- D. Conduct meetings upon 24 hours' notice, following written notices sent out via e-mail or delivered by hand, or through other communication media.



8. ARTICLE VIII: PARARA FINANCIAL RESOURCES, ASSETS, AND ADMINISTRATION

Section 8.1. Sources of Income

A. PARARA shall derive financial income from the following sources:

1. Membership registration fees.
2. Monthly or annual membership subscriptions.
3. Donations and contributions: (PARARA may solicit donations and charitable contributions, from individuals who are non-members or members of PARARA, or from organizations in accordance with the laws of the country).
4. Any other legal financial sources (fund raising activities, Grants, etc) that the Board of Directors and the Executive Committee may deem appropriate.

B. Membership Dues:

The membership dues in PARARA shall be as follows:

1. **Registration Fee: \$25.00.** This is a one-time non-refundable fee, expected at the time of becoming a member. Note, this is not the annual membership fee.
2. **Monthly or Annual Membership subscriptions:** shall be non-refundable payment as follows:
 - i. Regular member: \$120.0
 - ii. Associate Member: \$120.00
 - iii. Honorary Member: voluntary contribution/pledge
3. All branch offices shall remit seventy five percent (75%) of their annual membership subscriptions to PARARA USA treasury.
4. Members without any established branch office shall remit hundred percent (100%) of their subscriptions to PARARA USA treasury.
5. All membership dues, sharing, and disbursements shall be determined annually by the General Assembly during the annual general meeting.

C. Donations, Gifts, and other Philanthropic entities:

1. All charitable contributions, donations, gifts, and pledges, financial resources from fund raising are non-refundable, once deposited into PARARA Treasury.
2. All organs of PARARA shall keep record of every philanthropic contribution, donations, gifts, funds, grants, etc received, and shall process the items as directed in other articles of these bylaws.



Section 8.2. Finance Usage

As prescribed in the budget, PARARA finance shall be used for:

- A. office expenses.
- B. PARARA projects.
- C. PARARA social activities.
- D. Reimbursements

Section 8.3. Financial Management

All PARARA financial transactions shall be managed in accordance with the following procedures:

- A. The fiscal year of PARARA shall be from July 1st to June 30 of each year.
- B. All PARARA's funds, money, securities, valuable effects, and accounts shall be kept by the Secretary of Finance, and administered as detailed in this article or other articles of the bylaws.
- C. Banking: All funds of PARARA shall be deposited in a bank or banks designated by the Executive Committee and Board of Directors, and credited in the name of the organization in such banks.
- D. Expenditures and Reimbursements: funds cannot be release without authorization of the authorities concerned, as stipulated in Financial Management (Section 5.2B4 and 8.3D).
- E. All checks or requests for money shall be co-signed by the Finance Secretary and the President of PARARA or the Deputy Secretary of Finance in the absence of the Secretary of Finance.
- F. Auditing of PARARA accounts: The Executive Committee shall annually designate and direct the officers to engage an independent public accountant to audit the accounts of PARARA.
- G. Financial reports: The Secretary of Finance shall present Quarterly and annual reports as detailed out under his/her duties.
- H. All funds of PARARA, bank accounts, and other financial records shall be immediately handed over to: (1) the newly elected Finance Secretary upon termination of the electoral process, or (2) the Deputy Finance Secretary upon resignation or prolonged absence of the Finance Secretary.

Section 8.4. PARARA Assets

PARARA assets shall:

- A. Be used for official purposes only.
- B. Be recorded and accounted for yearly by the Secretary General.
- C. Be liquidated only as specified in other articles and sections of these bylaws.



Section 8.5. Reimbursement and Compensations of Directors, Officers, and Members

- A. A reasonable reimbursement of expenses shall be paid to members, Executive Committee officers, and Directors for expenses incurred while performing duties or other Board authorized activities associated with advancing or furthering the cause of PARARA.
- B. All requests for reimbursements must include itemized receipts of the expenses.
- C. The approved expenses shall include:
 - 1. Items considered administrative expenses: Office supplies, e.g. stationary, and cost of publication, photocopying, etc, provided that such items and services are not available at a local PARARA office where the activities occurred.
 - 2. Ground transport or Mileage (only portion pertaining to PARARA business)
 - 3. Air fare (limited to coach class)
 - 4. Lodging (executive suites excluded)
 - 5. Per diem (as determined by Board of Directors from time to time)
 - 6. Incidentals (as determined by Board of Directors from time to time)
 - 7. Phone bill (only portion of long distance and international calls pertaining to PARARA business)

9. ARTICLE IX: MISCELLANEOUS POLICIES AND PROCEDURES

Section 9.1. Notices by all PARARA Organs

- A. Unless otherwise indicated herein, notices from any PARARA organ shall be:
- B. Executed via any convenient and cost effective means (e-mail or first class mail with postage paid, or hand delivered, or sent via other emergent new technology).
- C. Addressed to the party to be notified at the last address shown for such party on the books and records of PARARA.
- D. Deemed to have been given when mailed or in the case of hand delivery, when delivered.



Section 9.2. Accessing PARARA Records

- A. A request to access or inspect PARARA records or books, for any reason, shall be made in writing, to the relevant PARARA authority (custodian).
- B. Notice of approval or denial of such a request shall be sent via mail or delivered by hand within two (2) weeks, from the date of the request.
- C. As deemed appropriate and practical, and for safety reasons, only photocopies of original books and records may be made available.
- D. Fees to cover cost of reproduction (photocopying, reprinting, etc) , handling and shipping may be applied.

Section 9.3. Oath of Office

- A. Prior to assuming their respective duties, all officials of PARARA-USA (members of: Board of Directors; the Executive Committee; election committee; Standing Committees; be they elected, or designated, or appointed) shall take the oath as designated below:
 - 1. The Board of Directors and the Executive Committee shall take the oath of office before the Election Committee.
 - 2. Members of the Standing Committees and of any other specialized or ad-hoc committees shall take the oath of office before the Executive Committee.
 - 3. Members of the election committee shall take the oath of office before the Board of Directors.
- B. The following statement shall be recited as an Oath:

I, ...(name)..., do hereby solemnly swear, to affirm and uphold the principles, objectives and integrity of PARARA-USA bylaws, that I will abide by them, that I will faithfully and impartially discharge the duties of my office to the best of my ability, and that I will promote and protect the interests of all PARARA members in accordance with the spirit of these bylaws. So help me God.

Section 9.4. Handing-Over Process

Immediately following the oath of office, and while still in the presence of the committee that supervised the swearing-in, the outgoing officials shall hand over all office documents, funds, and assets to the respective incoming officials.



Section 9.5. Rules of Conduct and Discipline, Penalties, and Appeals

A. Violations:

While no organization can be expected to specify all potential forms of unacceptable conduct or behavior, the following are examples of conduct and behavior, which could result in disciplinary action, up to, and including immediate termination of membership:

1. Disobedience, insubordination by the act of refusal to carry out written or verbal assignment, directions or instructions pertaining to PARARA activities.
2. Disorderly or illegal conduct including Unauthorized usage, Stealing, Misappropriation of PARARA funds.
3. Failure to attend three consecutive meetings of any committee (executive or Board of Directors or standing, or any ad hoc) without genuine reasons.
4. Failure to account or provide accurate and complete records and information about an assignment delegated to her/him.
5. Violation of PARARA Bylaws.
6. None payment of the monthly/annual subscription/dues as stipulated in the PARARA By laws, without acceptable reasons.
7. Unauthorized use, removal or destruction of PARARA Assets.
8. Unauthorized posting, dissemination or disclosing of any of PARARA information.
9. Working against the principles and objectives of PARARA.
10. Refusal to abide by or to execute the resolutions of the General Assembly, the Board of Directors, or the Executive Committee, without acceptable reasons.
11. Misconduct or socially unbearable behavior.

B. Disciplinary Action and penalties:

Any violation of the Rules of Conduct, shall result in imposition of one or combination of the following progressive Disciplinary measures:

1. Counseling.
2. Verbal warning.
3. Written warning.



4. Suspension (Three month not exceeding one year) dependable upon the weight of the violation.
5. Relieved from office (Board of Directors or Executive or any other organ of PARARA).
6. Suspension from attending general assembly meetings
7. Termination of membership.
8. Legal Action/charges, based on the laws of the state of incorporation or federal in case of violation of federal laws.
9. Restitution and Reimbursement.
10. Two or more penalties can be combined, based on the graveness of the violation.
11. Any legal action may only be pursued, if the Board of Directors and the Executive Committee jointly deem necessary, and in consultation with a Counselor/attorney.

C. Appeals:

Every member has the right to appeal any disciplinary action by sending a written explanation to the Board of Directors.

10. ARTICLE X: INDEMNITY FOR BOARD AND EXECUTIVE COMMITTEE MEMBERS

This Association 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 person is, or was an Official of this Association, 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 is reasonably expected to be in, or not opposed to, the best interests of PARARA, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

11. ARTICLE XI: AMENDMENTS

These Bylaws may be amended or revised or repealed, and new Bylaws may be adopted at any time by:



- A. Affirmative vote (by ballots) of two-thirds (2/3) of active members present at an annual General Assembly.
- B. Affirmative vote of two-thirds (2/3) of active members present and voting via remote electronics media (phones or e- mails).
- C. At least two weeks prior to the meeting, a written copy of the proposed changes shall be given to all active members explaining the changes to be amended or repealed, or to be adopted.

12. ARTICLE XII: PURPOSE OF IRC SECTION 501(c)(3)

- A. PARARA is organized exclusively as a non-profit organization for charitable and educational purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of PARARA, shall inure to the benefit of, or be distributable to its members, trustees, officials, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments including debts, reimbursements and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- C. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation; and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on by:
 - 1. an organization exempt from federal income tax section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,
 - 2. An organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- H. Upon dissolution of PARARA, assets shall be distributed to other Section 501(c) (3) organizations, for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine which are organized and operated exclusively of such purposes.



- I. Upon dissolution of PARARA-USA, no Board of Directors or Executive Committee member, or any member shall have any rights.
- J. Under the co-chairmanship of Chairman of Board of Directors and President of Executive Committee, the Board of Directors and Executive Committee shall oversee the dissolution process, and ensure compliance with relevant provisions of Section 501(c) (3) Internal Revenue code and of the State of Minnesota of Non -profit Corporation laws.

13. ARTICLE XIII: RATIFICATION

The bylaws of PARARA-USA were first adopted in May 2008. This revised version adopted in May 2013, incorporates amendments as approved at a general assembly meeting (#8), by a two-thirds majority vote on Sunday 26th May 2013, and the final edition further certified by the Board of Directors as testified by the following signatories.

Signatures:

Ernesto Loro 7/18/14

Chairman Board of Directors Date

Loro Lo-Laja Kujjo 7/18/14

Chairman Amendment Committee Date

Emmanuel Pitia 7/18/14

President of PARARA Date

Louis Lado 7/18/14

Secretary Date

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