

BYLAWS

INTERNATIONAL NETWORK ON APPROPRIATE TECHNOLOGY, INC.

A MARYLAND NON-PROFIT CORPORATION

AUGUST 3, 2020

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BYLAWS OF INTERNATIONAL NETWORK ON APPROPRIATE TECHNOLOGY, INC.

ARTICLE I, INCORPORATION AND PRINCIPAL OFFICES

The International Network on Appropriate Technology, Inc. (INAT) was incorporated as a tax-exempt, non-stock corporation on February 8, 2018 in the state of Maryland, Brian A. Stephenson as resident agent. Three directors (John Trimble, John Tharakan, and Jesse Bemley) were empowered to act on behalf of the corporation until their successors have been duly chosen and qualified. The organization's fiscal year shall be from July 1 to June 30. The principal office of the corporation is located at 30 West Twenty-Fifth Street, Baltimore, MD 21218. The Board of Directors shall have the power and authority to change the location of the principal office and to establish and maintain branch offices or subordinate offices at any other approved location.

ARTICLE II, IRS SECTION 501(C)(3)

ARTICLE II, SECTION 1

IRS SECTION 501(c)(3) Purposes

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II, SECTION 2

Specific Purposes

More specifically, the exempt purposes for which the corporation is formed shall be limited to: charitable, educational, scientific, and literary activities associated with and embracing appropriate technology. The corporation is not empowered to engage substantially in purposes outside of the above categories. The purposes of the corporation is as follows: a consortium of individuals, businesses and institutions organized for the education, advocacy, and implementation of appropriate development in the world.

ARTICLE III, MEMBERSHIP

ARTICLE III, SECTION 1

Founding Members

The founding members of the INAT are those individuals who participated in three or more of the first eight International Conferences on Appropriate Technology (ICATs) and played a role in the

organization's development.

ARTICLE III, SECTION 2

General membership

Application for membership is open to the public. Candidates for membership must submit an application, to be endorsed by two members in good standing. Candidates must agree to the Declaration on appropriate technology and the current Bylaws of INAT. All applications must meet specified membership criteria noted herein and be approved by majority vote of the Board of Directors. Membership is for a period of up to two years and is effective immediately upon approval by the Board and remains effective from the beginning of the following fiscal year (July 1) until the end of the following year (June 30). Membership runs at most for two years before requiring renewal. Unless otherwise stipulated by majority vote of the Membership and the Board of Directors, dues are not required for membership.

ARTICLE III, SECTION 3

Renewal of membership

Renewal of membership is required of all members. Reminders for renewal will be sent to all members in the month of March, three months prior to expiration of the current membership on June 30. Other requirements for acceptance of membership renewals and the establishment of membership dues will be as determined by the Board of Directors.

ARTICLE III, SECTION 4

Responsibilities and duties of members

It is the responsibility of members to participate in and assist in the organization and execution of INAT events, programs and projects through its various committees. It is the duty of members to evaluate and elect members for service on the Board of Directors. Election to the Board of Directors requires approval of the majority of the general membership who voted. Amendments or repeal of the bylaws of the corporation shall be by majority vote of the general membership and unanimous vote of the Board of Directors.

ARTICLE III, SECTION 5

Resignation and removal

Written resignation from membership can be submitted, to the Board of Directors at any time. It is effective immediately upon review and acceptance of the Board. Failure to renew membership after the renewal date, with appropriate reminders, will be treated as a resignation. The Board has the responsibility, through simple majority vote, to revoke the membership of any member who fails to uphold the Bylaws through their actions. The Board may take necessary actions to inform publicly that

membership has been revoked.

ARTICLE IV, DIRECTORS

The corporation shall have a minimum of five (5) directors. Collectively, they shall be known as the Board of Directors. The initial number of directors shall be five (5). Expansion of the Board of Directors shall be decided by a vote of the general membership.

ARTICLE IV, SECTION 1

Qualifications

Directors shall be at least 18 years of age. Considerations in the selection of directors of this corporation shall be as follows: 1) Possess personal and public integrity, 2) Commit to the purposes of the organization, 3) Possess educational, practical and or professional experience, which may advance the purposes of the organization. 4) Will contribute their time and resources to the advancement of the organization and to faithfully discharge the duties identified in these Bylaws.

ARTICLE IV, SECTION 2

Powers of a Board member

Power of a Director is subject to the provisions of the laws of the state of Maryland and any limitation in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the member, if any, of this corporation. The activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

ARTICLE IV, SECTION 3

Duties of Directors

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation or by these bylaws:
2. Represent and promote the interests of the organization.
3. Review and evaluate all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
5. Evaluate the removal of members for failure to uphold the bylaws;
6. Meet at such times and places as required by these bylaws;
7. Register their addresses with the secretary of the corporation, and notices of meetings, mailed or transmitted to them at such addresses, shall be valid notices thereof.

ARTICLE IV, SECTION 4

Elections and Terms of Office for Directors

Any member in good standing is eligible to run for the Board of Directors. Nominations to run for the Board of Director require the support of at least two members in good standing. The nominations for the Board must be made during February and notification of all nominations must be presented to the full membership through mail or email contact. The election of members to the Board must be conducted from electronic media no later than March 31. Directors shall hold office for a maximum of four years (two consecutive terms of two years.) Directors may be re-elected by the general membership through the Election Committee for a second term.

ARTICLE IV, SECTION 5

Compensation of Directors

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they can be allowed reasonable (pre-approved) advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XIV of these bylaws.

ARTICLE IV, SECTION 6

Place of Meetings

Meetings shall be held at the principal office of the corporation or other place designated by the Board of Directors. The Board can also hold its regular meeting through approved electronic media if it so decides.

ARTICLE IV, SECTION 7

Regular Meetings

Regular meetings of directors shall be twice annually.

ARTICLE IV, SECTION 8

Special Meetings

Special meetings of the Board of Directors may be called by the president, the vice president, the secretary or, by any two directors or, if different, by the persons specifically authorized under the laws of the state of Maryland to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or by using an approved electronic media, or if different, at the place designated by the board.

ARTICLE IV, SECTION 9

Notice of Meetings

Unless otherwise provided by the articles of incorporation or these bylaws, the following provisions shall govern the giving of notice for meeting of the Board of Directors:

1. Regular Meetings: Regular meetings shall be decided in advance at the previous meeting of the Board of Directors.

2. Special Meetings: At least seven calendar days prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice shall be written, may be given personally, by first class mail, by telephone or by email, and shall state the place, date, and time for the meetings or electronic method to conduct the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the director contacted shall acknowledge personal receipt of the email notice by return message or telephone call within forty-eight hours of the first communication.

3. Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, shall be equivalent to the giving of such notice.

ARTICLE IV, SECTION 10

Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the articles of incorporation these bylaws, or provision of law, no business shall be acted upon by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meetings is a 'motion to adjourn'.

ARTICLE IV, SECTION 11

Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

ARTICLE IV, SECTION 12

Conduct of Meetings

Meetings shall be held at the principal office, virtually, or at a place so designated by the Board of Directors.

ARTICLE IV, SECTION 13

Non-liability of Directors

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

ARTICLE IV, SECTION 14

Indemnification of Directors and Officers

The directors and officers of the corporation may be indemnified by the corporate to the fullest extent permissible under the laws of the state. The treasurer of the organization shall be bonded.

ARTICLE IV, SECTION 15

Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE V, OFFICERS

The Board, promptly after its election, shall elect a President, Treasurer, Vice President, and Secretary, and may appoint such other officers as it may deem proper. Any officer may hold more than one office except that the same person shall not be President and Secretary. The term of office shall be until their respective successors are elected, but any officer may be removed at anytime by the vote of majority of the Directors. The officers of the Corporation shall have such duties as generally pertain to their respective offices as specified in these bylaws as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

ARTICLE V, SECTION 1

Designation of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and treasurer.

ARTICLE V, SECTION 2

Qualifications

Any active board member may serve as an officer of this corporation.

ARTICLE V, SECTION 3

Election and Term of Office

Officers shall be elected by the Board of Directors, at the first regular meeting of the board and each officer shall hold office for a maximum of three terms or until he or she resigns. The term of office for officers shall be two years. Voting for the election of officers shall be by written ballot. If the meeting is held over electronic media an email copy of voting for each member must be submitted. Each director can vote for one candidate for each position. The candidate receiving the highest number of votes for each office shall be elected to serve in that position.

ARTICLE V, SECTION 4

Removal and Resignation

Any officer may be removed by the Board of Directors, at any time. Any officer may resign at any time by giving at least thirty days (30 days) written notice specifying the effective date of the notice

to the Board of Directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date specified by the notice; the acceptance of such resignation shall not be necessary to make it effective. The removal process must include a process where the director has the ability to present the case why they should not be removed. This presentation should be written and reviewed and considered by the Board before any removal.

ARTICLE V, SECTION 5

Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer may be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

ARTICLE V, SECTION 6

Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The president shall preside at all meetings of the Board of Directors and, if this corporation has members, at all general body meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

ARTICLE V, SECTION 7

Duties of Vice President

In the absence of the president, or in the event of his or her inability to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all restrictions of, the president. The vice president shall have other powers and perform such other duties as may be prescribed by the law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors. Should the President refuse to act, the Board of Directors should decide how to handle the matter by majority vote.

ARTICLE V, SECTION 8

Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep the principal office of the corporation or at such other place as the board may determine,

a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation.

“Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of 1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or 2) sixty (60) days after the date of the meeting or written consent,

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep in the principal office of the corporation a membership book containing the name and address of each and every member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles from time to time by the Board of Directors.

ARTICLE V. SECTION 9

Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the

corporation, or to his or her agent or attorney, on request there of.

Render to the president and director, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, Tax Return, Audit Documents and the financial statements to be included in any required reports or requested by the Board of Directors.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law such as taxes, audits or reports for fundraising, proposals, or grants purposes, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI, DEADLOCKS

In the event the Board of Directors are deadlocked and cannot reach agreement on a matter then before them, the matter shall be referred to arbitration. Each board member shall be entitled to select one member of a group of arbitrators who shall, in turn, unanimously select additional members until the Board of Arbitrators is constituted, consisting of an odd number of members.

The Board of Arbitrators shall render its decision by majority vote upon hearing all evidence. This arbitration shall be binding upon all parties and shall be in the place and stead of any court determination. By agreeing to arbitration, all parties relinquish any right to redress in a court of law or equity barring cases of fraud.

The party not prevailing in arbitration shall be personally liable for the costs thereof. In the event that neither party prevails, the cost of arbitration shall be borne by the Corporation.

ARTICLE VII, FISCAL YEAR

The fiscal year of the Corporation shall be from the 1st of July to the 30th of June.

ARTICLE VIII, SEAL

The seal of the Corporation shall be flat-faced circular die, of which there may be any number of counterparts, the word "SEAL" and the name of the Corporation engraved thereon.

ARTICLE IX, COMMITTEES

All Committee are established and appointed by the Board of Directors. They serve at the request of the Board.

ARTICLE IX, SECTION 1

Biennial Conference Planning Committee

It is the responsibility of the Board of Directors to appoint a Biennial Conference Planning Committee (National ICAT committee). This must be done as soon as possible after the current ICAT. The committee must be headed by a member of the Board of Directors. Members of the committee can be appointed from the general membership or persons outside of INAT. The National ICAT Committee defines the ICAT Conference selection process for location of the ICAT conference and will solicit and review proposals and by majority vote choose the winning proposal, which includes the Conference Plan.

Once an ICAT Conference proposal has been selected, a local Conference Committee will be formed. This committee will provide written reports on a regular basis to the National ICAT Committee and follow the direction and guidance it provides. In turn, the National ICAT Committee will keep the Board of Directors informed by report about the status of ICAT Conference and referring any issues that it can resolve for Board resolution.

ARTICLE IX, SECTION 2

Annual Strategic Planning Committee

It is the responsibility of the Board of Directors to appoint the Annual Strategic Planning Committee (ASPC). This must be done at the first regular meeting of the fiscal year. The committee must be headed by a member of the Board of Directors. The president and secretary are permanent members of the ASPC. Other members of the committee can be appointed from the general membership or persons outside of INAT. The role and responsibilities of this Committee shall be defined by the Board of Directors.

ARTICLE IX, Section 3

Projects Committee

It is the responsibility of the Board of Directors to appoint a Projects Committee on an annual basis. The role and responsibilities of this Committee shall be defined by the Board of Directors.

ARTICLE IX, SECTION 4

Other Committees

The corporation shall have such other committees from time to time to be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

ARTICLE IX, SECTION 5

Meetings and Action of Committees

Meetings and actions of committees shall be consistent with the provisions of these bylaws. The time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent

with the provisions of these bylaws.

ARTICLE X, EXECUTION OF INSTRUMENTS, DEPOSITS, & FUNDS

ARTICLE X, SECTION 1

Execution of Instruments

The President of the corporation may, by resolution of the Board of Directors, enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no other officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE X, SECTION 2

Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation. Credit or debit card expenditures must be pre-approved by the Board of Directors. Only the President or Treasurer or their designee are authorized to use the credit or debit card.

ARTICLE X, SECTION 3

Deposits

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

ARTICLE X, SECTION 4

Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

ARTICLE XI, CORPORATE RECORDS AND SEAL

ARTICLE XI, SECTION 1

Maintenance of Corporate Records

The corporation shall keep at its principal office in a secure and readily retrievable manner:

- a. Minutes of all meetings of directors, committees of the board, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

ARTICLE XI, SECTION 2

Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal is to be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE XI, SECTION 3

Directors' Inspection Rights

Every member of the Board of Director shall have the absolute right at any reasonable time to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

ARTICLE XI, SECTION 4

Members' Inspection Rights

A member can be provided information on themselves and charged a reasonable fee for copies of information provided.

Each and every member shall have the right to inspect at any reasonable time the books, records, or minutes of proceedings of the meetings of the members or the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, the provisions of these bylaws, and the provisions of Maryland state law.

ARTICLE XI, SECTION 5

Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by a member's agent or attorney and the right to inspection shall include the right to copy and make extracts at a reasonable charge.

ARTICLE XI, SECTION 6

Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XII, IRS 501(c)(3) Tax Exemption Provisions

ARTICLE XII, SECTION 1

Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not conduct any activities prohibited by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE XII, SECTION 2

Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reimbursement of authorized expenses, and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE XII, SECTION 3

Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose as agreed to by the Board of Directors. Such distribution shall be made in accordance with all applicable provisions of the law of the state of Maryland.

ARTICLE XII, SECTION 4

Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIII, CONFLICT OF INTEREST

ARTICLE XIII, SECTION 1

Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(91) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE XIII, SECTION 2

Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS

Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE XIII, SECTION 3

Conflict of Interest Avoidance Procedures

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

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

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

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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

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

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

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

ARTICLE XIII, SECTION 4

Records of Board and Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XIII, SECTION 5

Compensation Approval Policies

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

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

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

When approving compensation for directors, officers and employees, contractors, and other compensation contract or arrangement, in addition to complying with the conflict of interest

requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

b. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the service of the person who is the subject of the compensation arrangement.

c. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(IV), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contribution) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. The terms of compensation and the basis for approving them shall be recorded in

written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
2. The comparability data obtained and relied upon and how the data was obtained;
3. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
4. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
5. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation and taking of the votes to approve the arrangement);
6. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the latter of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

ARTICLE XIII, SECTION 6

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflict of interest policy;
- b. has read and understands the policy;

- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XIII, SECTION 7

Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

ARTICLE XIII, SECTION 8

Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV, AMENDMENT OF BYLAWS

Subject to the power of the members of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by unanimous approval of the Board of Directors.

ARTICLE XV, CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such

holding. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

ARTICLE XVI, DISSOLUTION OF THE CORPORATION

ARTICLE XVI, SECTION 1

To start closing the corporation, the Board of Directors needs a resolution to wind up and dissolve. With the resolution in hand, by majority approval of the voting members or by action of the organization's directors followed by a vote or other consent of the members.

ARTICLE XVI, SECTION 2

Internal Revenue Code Section 6043(b) and Treasury Regulations Section 1.6043-3 establish rules for when a tax-exempt organization must notify the IRS that it has undergone a liquidation, dissolution, termination, or substantial contraction. Generally, most organizations must notify the IRS when they terminate. Among other things, notice to the IRS of a termination will close the organization's account in IRS records.

APPENDIX: FOUNDING MEMBERS OF INAT

Ms. Cadena Bedney, R.N., Hope House for the Multiple Handicapped, USA

Dr. Jesse Bemley, Bowie State University, Dir. Joint Educational Facilities, USA

Dr. Peter Bofah, Howard University, Prof. Electrical Engineering, USA

Ms. Hattie Carwell, Museum of African-American Technology Science Village, Exec. Director, USA

Dr. Marcel Castro-Sitiriche, University of Puerto Rico Mayaguez, Assoc. Professor, USA

Mr. Thomas Dalgety, Guyana Geology and Mines Commission, Director, GUYANA

Dr. Jephias Gwamuri, Great Zimbabwe University, Dir. Research and Innovation, ZIMBABWE

Dr. Gada Kadoda, Sudanese Knowledge Society, SUDAN

Mr. Kudakwashe Madzima, University of Venda, Computer Science, SOUTH AFRICA

Mr. Mjumbe Poe, Stepwise Analytics, CFO, USA

Dr. Khumbulani Mpofo, Tshwane University of Technology, Research Chair, S. AFRICA

Dr. Mammo Muchie, Tshwane University of Technology, Research Professor, S. AFRICA

Dr. Kinyua Ngige, Clean Air Engineering Solutions, Exec. Director, KENYA

Dr. Abraham Nyoni, Hydro Chem, Electrical Engineer, UK

Dr. Diran Soumonni, WITS University, Sr. Lecturer, SOUTH AFRICA

Mr. Brian Stephenson, PE, Qodesh CM, President, USA

Dr. John Tharakan, Howard University, Prof. and Dir. of Graduate Studies, USA

Dr. John Trimble, Tshwane University of Technology, Flagship Professor, S. AFRICA

Dr. Charles Verharen, Howard University, Professor, Dept. of Philosophy, USA