

# The Bylaws of

## Ethiopiawinnet:

*Council for the Defense of Citizen Rights*

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## I. VISION, MISSION, AND GOALS

1. Ethiopiawinnet is an independent, rights-based international civic organization of Ethiopians and friends of Ethiopia. Its vision is spelled out in the “**Citizens Charter for a Democratic Ethiopia**” which is an integral component of, and appended to, these bylaws. The Charter envisions a united, democratic and prosperous Ethiopia to be built on the secure foundation of sovereign citizens sharing a long-standing Ethiopian identity.
2. The mission of Ethiopiawinnet is the defense and advancement of the universally recognized human, civil, and political rights of the citizens of Ethiopia. Accordingly, it seeks to provide support for and advance the common cause of a united, non-partisan, independent, and peaceful civic movement through mass mobilization especially of young people of Ethiopian origin at home and in the Diaspora. This shall be done through an all-inclusive and unitary global organization animated by the fierce urgency of ushering in a democratic system of governance.
3. The main goals of Ethiopiawinnet are, *inter alia*, to:
  - a) Help build Ethiopian civil society institutions in order to enhance their role and effectiveness in national affairs, including in the struggle to reassert our tradition of respect for the rule of law, enshrine equality before the law, and establish an enduring democratic order by thoroughly democratic means.
  - b) Promote the shared values of Ethiopiawinnet and national unity that bind all Ethiopians as free citizens regardless of religion, region, ethnicity, gender, age, or class.
  - c) Spearhead and coordinate sustained global campaigns to stop widespread abuses of human, civic and political rights in Ethiopia, including the release of political prisoners and full respect for the rights of all Ethiopians to live and work in any locality of their choice in peace and freedom.

- d) Educate ordinary Ethiopians about the rights and responsibilities of free citizenship through meaningful and effective civic engagement.
- e) Solicit diplomatic, financial and political support for this common cause from the international community through well-coordinated, strategic, and effective worldwide advocacy initiatives.
- f) Expand and strengthen the human and financial capacity of civic organizations in Ethiopia and in the Diaspora to ensure that a culture of transparency and accountability is institutionalized among civil society organizations (CSOs), political parties, and the government.

## II. BYLAWS

### ARTICLE I: ORGANIZATION

#### Section 1. Name and Office

- a) The name of the organization shall be ***Ethiopiawinnet: Council for the Defense Citizen Rights***, henceforth referred to as “Ethiopiawinnet” or the “Organization.”
- b) Ethiopiawinnet is duly registered as a nonprofit corporation pursuant to the State of Illinois. The registered office of the Organization shall be in Chicago, IL (USA).

#### Section 2. Legal Personality

- a) Ethiopiawinnet is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Service Code (or corresponding section of any future Federal tax code).
- b) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall 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.
- c) Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

## ARTICLE II: MEMBERSHIP

Section 1. There shall be two kinds of membership: individual and special (organizational).

### Section 2. Individual Membership

- a) Anyone of Ethiopian descent and at least 18 years of age who accepts the “Citizens Charter for a Democratic Ethiopia,” and the mission and goals of Ethiopiawinnet as outlined in these Bylaws and has not or will not participate in activities that are inconsistent with the mission of this Organization shall be eligible to be an “Individual Member.”
- b) In addition, an individual member shall dutifully pay the registration fee and dues in effect at the time of admission.
- c) Individual members in good standing shall have the right to participate in all activities organized by Ethiopiawinnet, to run for its offices, and to vote for elective officers by ballot or at General Assembly meetings.

### Section 3. Special Membership

- a) An Ethiopian CSO which (a) accepts the “Citizens Charter for a Democratic Ethiopia,” and the mission and goals of Ethiopiawinnet as outlined in these Bylaws, and (b) can offer an adequate reason for retaining its autonomy shall be eligible for “Special Membership.”
- b) A special member shall dutifully pay the registration fee and the fixed membership dues in effect at the time of admission.
- c) The votes to be allocated to special members shall be determined by the Board of Directors.
- d) No special member may be elected so serve as an officer of the Organization.

### Section 4. Code of Conduct

As part of the application for the membership of Ethiopiawinnet, a code of conduct shall be signed at the time of admission to ensure that all members are in full compliance with the spirit of the Citizens Charter and related agreements or understandings.

### Section 5. Termination of Membership

Membership dues must be paid before the end of January of each fiscal year. Membership shall be terminated for non-payment of dues by the end of the fiscal year, for violating the terms of membership in Ethiopiawinnet, or for grave breaches of the Code of Conduct. Members have the right to appeal a termination decision to the Board of Advisors.

## ARTICLE III: ORGANIZATIONAL STRUCTURE AND OFFICERS

Section 1: Ethiopiawinnet shall have two organs whose members serve pro bono:

- a) The Board of Advisors, hereinafter referred to as the "Advisors," is a purely advisory body. It shall comprise three (3) to five (5) elder statespersons from outside the Organization known for their ability, experience, good judgment, and non-affiliation with a political organization. Appointment of Advisors is subject to approval by the General Assembly of members.
- b) The Board of Directors, hereinafter referred to as the "Directors", is an elected body of 11-15 members vested with all administrative and executive responsibilities, including the coordination and effective implementation of the mission, policies, goals and objectives of the Organization. The Directors shall be elected by members in good standing at a meeting of the General Assembly or through ballots sent via the mail or online. The Directors shall designate from among themselves officers, including President, Vice-President, Treasurer, Auditor, and Membership & Public Relations to manage the day-to-day affairs of the Organization.

Section 2: Organization of the Advisors

- a) Members of the Advisors shall be nominated by the Directors and elected by the General Assembly.
- b) The term of office of the Advisors is three (3) years.
- c) The Advisors shall elect a Chairperson and a Secretary at their first meeting.
- d) The Chairperson is responsible for calling and chairing meetings.
- e) The Secretary is responsible for the Minutes of meetings, important documents (including financial), and important announcements.

Section 3: Powers and Duties of the Advisors

The Advisors shall have the following duties:

- a) Handle serious complaints involving the Directors and help mediate intra-organizational disputes that threaten to disrupt the smooth running of civic organization.
- b) Help raise the profile of Ethiopiawinnet by advising on new sources of funding, innovative programs, and good public relations.
- c) The Advisors shall meet once per year, or more frequently as needed.

#### Section 4. Organization of the Board of Directors

- a) The term of office of the Directors is two (2) years.
- b) The President shall be the chief executive officer of the Organization and, subject to the direction of the Board of Directors, shall have general charge of the business affairs and property of the Organization and general supervision over its other officers and agents. The President is also responsible for representing the Organization with Governments, CSOs, Parties, and international organizations.
- c) The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall generally assist the President.
- d) The Secretary is responsible for keeping all records of meetings, official communications, and decisions involving the Directors, and may stand for the President or Vice President of Ethiopiawinnet as necessary.
- e) The Treasurer is responsible for keeping all financial records up to date, managing incomes and disbursements authorized by Directors with the required signatures, filing required financial documents with the authorities, submitting semi-annual and annual financial reports, and cooperating with the Auditor.
- f) The Auditor regularly examines the books for compliance, and prepares audit reports at the request of the Advisors, the Directors, or the general assembly.
- g) The Membership & Public Relations Officer is responsible for coordinating membership recruitment, public relations, and publicity.
- h) Consistent with the laws of the State of Illinois, the Advisors and the Directors shall not be personally liable for damages in any proceedings brought by or in the right of Ethiopiawinnet, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer of the corporation.
- i) A Director may be subject to a recall vote in the General Assembly for serious violations as determined by a petition of at least five (5) Directors and/or ten (10) members of the Organization.

#### Section 5: Powers and Duties of the Directors

The Board of Directors of Ethiopiawinnet has the collective responsibility to:

- a) Prepare and submit to the general assembly of members, short and long-term programs, and plans, annual budgets, and activity reports of Ethiopiawinnet.
- b) Accept the establishment of Chapters of Ethiopiawinnet under the guidance for the establishment, operation, and dissolution of chapter.

- c) Appoint or dissolve standing committees and ad hoc committees.
- d) Prepare sufficiently detailed Rules and Procedures that would govern the activities of the Directors and the staff of Ethiopiawinnet regarding such tasks as hiring and firing hired staff, handling of money, retention of lawyers and accountants, publicity, and the like within the framework of the laws of incorporation of the State of Illinois.
- e) Keep all official documents, income and expense records, and an up to date list of people who received service from Ethiopiawinnet.
- f) Prepare educational, recruitment and communication programs, including a well-maintained website, to inform the community at home and in the Diaspora about human rights violations and how to advocate for them effectively.
- g) Manage the incomes (from grants, fees, and contributions) and expenses of Ethiopiawinnet in a professional and legal manner.
- h) Open and operate bank accounts in the name of Ethiopiawinnet with the joint signatures of the Treasurer and designated member of the Board of Directors.
- i) Establish proper accounting and property control systems.
- j) Submit an interim activity report six (6) months into the fiscal year, and a complete annual activity report and an audited financial report at the end of the fiscal year.
- k) File all legally required papers in full and in a timely manner.
- l) Organize the General Assembly as well as other official meetings of Ethiopiawinnet.
- m) Issue directives and manuals in compliance with these Bylaws for the regulation of the overall operations of the organization and its branch offices or chapters.

## Section 6. Meetings

The Directors shall meet regularly. It may hold meetings, both regular and special, including via teleconference as appropriate.

## Section 7. Quorum

A simple majority of the Directors shall constitute a quorum for the transaction of business.

## Section 8. Absences

Board members with three unexcused absences in a fiscal year shall be dismissed from the Directors.

## ARTICLE IV: MEETINGS

### Section 1. Time and Place

A meeting of members of the Organization for any purpose may be held at such time and place as the Directors may fix with due consideration for the convenience of as many members as possible.

### Section 2. Annual Meetings

A General Assembly of members shall be held annually for the purpose of approving major action programs, electing officers, removing officers, and such other business as may properly be brought before the meeting. If deemed necessary, chapters may be asked to designate delegates who may be authorized to vote on behalf of individual and special members.

### Section 3. Special Meetings

Special meetings of the members, for any purpose or purposes, may be called by the Directors, the Advisors, or by at the request of at least twenty percent (20%) of the members of the Organization.

### Section 4. Notices of Annual and Special Meetings

Except as otherwise provided by law, written notice of any annual or special meeting of members, stating the place, date and time thereof and, in the case of a special meeting, the purpose for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than 15 nor more than 60 days prior to the meeting.

### Section 5. Presiding Officer and Order of Business

- a) Meetings of members shall be presided over by the President, or by a Vice President, or, by such person who may have been chosen by the Board of Directors. The Secretary or another designated member of the Directors may serve as the secretary to take Minutes and to collect or distribute relevant documents.
- b) The meeting shall be conducted in accordance with the latest edition of Robert's Rules of Order.
- c) The following order of business, unless otherwise ordered at the meeting by the chairman, shall be observed as far as practicable and consistent with the purposes of the meeting: (i) Call of the meeting to order; (ii) Announcement that a quorum is present; (iii) Reading and approval of the minutes of the previous meeting; (iv) Reports, if any, of officers; (v) Other important business specified in the agenda; and (vi) Adjournment.

### Section 6. Quorum

The attendance of 40% (forty percent) of the members of the Organization shall constitute a

quorum for the transaction of business at all meetings of the members. If this quorum is not met, the quorum for a second meeting called for the same purpose shall be 33% (thirty-three percent) of the members.

#### Section 7. Voting

- (a) At any meeting of members, members in good standing shall be entitled to vote.
- (b) All elections for officers shall be determined by a majority vote.

### ARTICLE V: COMMITTEES

The Directors may, by a resolution adopted by a majority of the number of directors fixed by these Bylaws, appoint standing committees and ad hoc committees as it shall deem advisable and with such limited authority as the Directors shall prescribe. The terms of office shall be determined by the Directors. The Directors shall also have the power at any time to fill vacancies in, to change the membership of, and to dissolve any committee for reasons to be explained at regular meetings.

### ARTICLE VI: GENERAL PROVISIONS

#### Section 1. Fiscal Year

The fiscal year of the Organization shall be January 1 through December 31.

#### Section 2. Seal

The organization's seal shall be in such form as the Directors shall prescribe.

### ARTICLE VII: AMENDMENTS AND DISSOLUTION

These Bylaws may be amended or repealed by a super-majority vote of two-thirds (2/3) of dues-paying members in good standing at a meeting called for this purpose. In the event of dissolution, the assets of the Organization shall be distributed to one or more civil society organizations of the members' choosing. The beneficiary CSOs must pursue similar objectives and, if registered in the U.S., are tax exempt within the meaning of section 501 (c) (3) of the Internal Revenue Code.

### ARTICLE VIII: EFFECTIVE DATE

Adopted: August 13, 2012.

Website: <http://www.ethiopiawin.net>

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