



**Global Coalition for Security and Democracy in Nigeria, Inc.**  
A Texas Non-profit Corporation

# **BYLAWS**

## **ARTICLE I NAME**

### **1.01 Name**

The name of this corporation shall be Global Coalition for Security and Democracy in Nigeria, Inc. The business of the corporation may be conducted as Global Coalition for Security and Democracy in Nigeria or GCSDN.

## **ARTICLE II PURPOSES AND POWERS**

### **2.01 Purpose**

Global Coalition for Security and Democracy in Nigeria, Inc. is a non-profit corporation and shall be operated exclusively for the promotion of good governance, democracy, protection of human rights, community services in and beyond Nigeria; environmental protection, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

### **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the promotion of good governance, democracy, protection of human rights, community services, environmental protection and the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, holding the federal, state and local governments of Nigeria or other countries accountable in governance. It shall also acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.03 Mission**

To promote democracy and security in Nigeria by inspiring, representing and empowering for confidence building, self-reliance and equity.

### **2.04 Vision**

The rights and privileges of Nigerians are protected and respected to the fullest.

### **2.05 Instruments**

Our instruments of operation shall be hinged on five Ps – Petitions, Protests, Publicity, Persistence and Prayer.

## **2.06 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status:** Global Coalition for Security and Democracy in Nigeria, Inc. is a Texas non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code as a global coalition of Nigerians.

**(b) Exempt Activities Limitation:** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation/coalition shall take any action or carry on any activity by or on behalf of the corporation/coalition not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation/coalition shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation/coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution:** Upon termination or dissolution of the Global Coalition for Security and Democracy in Nigeria, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Global Coalition for Security and Democracy in Nigeria hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Global Coalition for Security and Democracy in Nigeria, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Global Coalition for Security and Democracy in Nigeria, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

## **ARTICLE III** **MEMBERSHIP**

### **3.01 Membership**

The coalition shall have members who are Nigerians in diaspora and those resident in Nigeria who have the right to vote or title or interest in or to the coalition, its properties and franchises. Members that are entitled to vote must be financial members. The financial amount of such membership shall be determined or reviewed by the coalition.

The administration of this coalition by members could be operated within a physical structure or on preferred social media platforms.

### **3.02 Non-Voting Affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission or purpose of the coalition. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the coalition's website. Affiliates have no voting rights as they are not members of the corporation.

### **3.03 Dues**

Dues for affiliates and members shall be determined by the board of directors.

### **3.04 Limitations**

- (a) Members shall promote the motto of Nigeria - Unity and Faith, Peace and Progress.
- (b) Members shall not support any activity that propagates anarchy, violence or any action that could lead to the destabilization or disintegration of Nigeria or any other country.

### **3.05 Cessation of Membership.**

A Member of the coalition shall cease, or be expelled from the membership of the corporation and his name shall be forthwith removed from the register of Members if:

The Member sends written notice of resignation to the Global coordinator of the Executive

board/council or General Secretary; or

(a) the Member fails to pay the amount of any subscription or other sum payable under these Articles within one year of the date when such amount became payable, or

(b) the coalition resolves at a meeting that the Member shall cease to be a Member by a majority of not less than two-thirds of the Full Members present and voting convened solely or inter alia for the purpose of considering such resolution, at which the Member concerned has been given reasonable notice and a reasonable opportunity of being heard or of submitting written representations at such meeting, and the rejection of the Membership shall not be called in question in any way if such resolution shall be passed. The notice convening such meeting shall state that the cessation of the Member's membership is on the agenda for that meeting; or

(c) any Member being a Corporate Member shall be ordered to be wound up or shall resolve to wind up voluntarily; or

(d) the conduct of any Member shall, in the opinion of the Executive board/council, be Injurious (as defined by the Code of Conduct) to the interests of the corporation, the Executive board/council may resolve at a Meeting where a majority of not less than two-thirds of the Full Members present and voting convened solely or inter alia for the purpose Constitution, Global Coalition for Security and Democracy in Nigeria Ratified as stated herein at which the Member concerned has been given reasonable notice and a reasonable opportunity of being heard or of submitting written representations at such meeting, that such conduct in the interests of the Organization requires the expulsion of such Member from the corporation. That such Member is expelled from membership of the corporation whereupon such Member shall cease to be a Member of the coalition and his or its name shall be forthwith removed from the register of Members.

(e) no Member upon ceasing to be a Member of the coalition shall be entitled to be repaid his or its Application Fee or Annual Subscription paid to the coalition or any part thereof but shall remain liable to pay to the coalition all sums becoming due and payable by him or it to the corporation by way of annual subscription prior to such cessation

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

Global Coalition for Security and Democracy in Nigeria, Inc. shall have a board of directors consisting of at least 4 and no more than 15 directors. Board of directors shall not be related in marriage or family ties. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### **4.02 Powers**

There shall be a Global Coordinator (GC) who shall be the President of the board of directors. The position shall be automatically occupied by the Founder or elected by the board of directors in case the Founder declines from acting in such capacity. If it is occupied by the Founder, it shall be a permanent position. If it is occupied by any other member, the tenure shall be the same with that of the other directors. The Global Coordinator shall supervise the activities of the other coordinators. Every country shall have at least two National Coordinators (NC) but not more than five.

Every State in or outside Nigeria shall have a State Coordinator (SC). All Coordinators shall report to the Global Coordinator.

All corporate powers shall be exercised by or under the authority of the board and the affairs of Global Coalition for Security and Democracy in Nigeria, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.03 Terms**

(a) All directors, apart from the Founder of the coalition, shall be elected to serve a two-year term, however the term may be extended until a successor has been elected. In the event that the Founder ceases to be the global coordinator, the position of the global coordinator will become electable as other board members.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place no later than January 31 of each year.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) **Unexpected Vacancies.** Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Directors Meetings.**

(a) **Regular Meetings:** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Due to the nature and purpose of this coalition, board or general meetings could take place over the telephone, or Skype, or by any means deemed appropriate by the Global Coordinator. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) **Special Meetings:** Special meetings of the board may be called by the Global Coordinator/President, Vice President, Secretary, Treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) **Waiver of Notice:** Any director may waive notice of any meeting, in accordance with Texas state laws.

#### **4.08 Manner of Acting.**

(a) **Quorum:** A two-third majority of the directors shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) **Majority Vote:** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

**(c) Hung Board Decisions:** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Global Coordinator/President shall have the power to swing the vote based on his/her discretion.

**(d) Participation:** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### **4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of the Global Coordinator/President, directors and other executive members for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend meetings or special programs on behalf of the coalition.

#### **4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### **ARTICLE V** **COMMITTEES**

#### **5.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a)** take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b)** fill vacancies on the board of directors in any committee which has the authority of the board;
- (c)** amend or repeal Bylaws or adopt new Bylaws;
- (d)** amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;



- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
- (i) to which the coalition is a party and one or more directors have a material financial interest;  
or
- (ii) between the coalition and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **5.2 Meetings and Action of Committees**

Meetings and actions of the committees shall be governed by, and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to members, who shall have the right to attend all meetings. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee that are not consistent with the provision of these Bylaws.

**(a) Global Conference.** General meetings or conference of all global members shall hold at least once in two years except otherwise reviewed by the Directors. Such meetings and venues shall be scheduled and announced at least twelve months before the time.

### **(b) Proceedings at Global Conference**

The proceeding shall be deemed special that is transacted at a global conference. Such a conference shall report and review activities, financial status, balance sheet and the reports of all global executives. Special reports shall also be received from National and state coordinators whenever necessary. Committees and elections could also be held during such conferences whenever the need arises.

**(c)** The quorum of the global conference shall be 30% (thirty per cent) of the full members which shall include a quorum of the Executive board/council that are present and entitled to vote.

**(d)** No binding decision shall be transacted at any General Meeting unless a quorum is present or as determined by a consensus of those present.

**(e)** Global conferences shall be moderated by the Global coordinator assisted by all global executive members and directors.

## **5.3 Votes by Full Members**

**(a)** On a show of hands or by closed ballot, every Full Member who (being an individual) is

present in person or by proxy or (being a corporation) is present by a duly authorized representative, not being him/herself a Full Member entitled to vote, shall have one vote. On a poll every Full Member present in person or by proxy shall have one vote.

(b) Save as herein expressly provided, no Member other than a Full Member duly and financially registered, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Full Member, at any General Meeting.

(c) No objection shall be raised as to the qualification of any Full Member to vote, except at the meeting or adjourned meeting at which the objection is raised, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Executive board whose decision shall be final and conclusive.

#### 5.4 Proxies

(a) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if such appointer is a corporation under seal, or under the hand of some officer or attorney duly authorized in that behalf.

(b) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power certified by a notary or in some other way, approved by the Executive board/council shall be deposited with the Officer as may be specified for that purpose in the notice convening the meeting or adjourned meeting not less than seventy-two hours before the time for holding the global conference national/state meetings or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of a proxy shall not be treated as valid.

(c) An instrument appointing a proxy shall be in the following form with such variations as the circumstances may require, or in any other form acceptable to the Executive board/council;

“I (We) “of...  
“a member of the Global Coalition for Security and Democracy in Nigeria  
“hereby appoint.....  
“of  
“to vote for me(us) and on my (our) behalf at the....

“(Global or Extraordinary, or Adjourned, as the case may be)  
“General Meeting of the corporation to be held on  
“The day of.....  
“and at every adjournment thereof.”

This form to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*For \*Against.....

Resolution No. 2 \*For \*Against.....

\*Strike out whichever is not desired....

“Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.”

Signed this day of....

(d) Full Members could also vote in absentia through written e-mails via their certified addresses.

#### **5.4 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, when a quorum of board members gives consent.

### **ARTICLE VI OFFICERS**

#### **6.0 General Qualification of Officers**

Global Officers of the coalition shall supervise their related offices at the national and state levels.

Members willing to be elected into the Executive board/Global/National/State chapters shall fulfill at least the following criteria:

- (a) They must not be less than 18 years of age;
- (b) They must be Nigerians who are fit and responsible persons with considerable experience in their respective fields of endeavor;
- (c) He/ she shall have at least a post-secondary school education;
- (d) Membership shall reflect a variety of backgrounds- competences, gender, ethnicity, occupation, and religion;
- (e) He/ she must have been a financial member for at least 6 months;
- (f) He/she must not have been sentenced by the court of law for any serious criminal offence.

#### **6.01 Board Officers**

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by

resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the coalition, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person shall not hold more than one board office. No board officer may act in more than one capacity where action of two or more officers is required.

## **6.02 Term of Office**

Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

## **6.03 Removal and Resignation**

The board of directors may remove an officer at any time, by a two-third vote based on misconduct or inefficiency. Any officer may resign at any time by giving written notice to the coalition without prejudice to the rights, if any, of the coalition under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

## **6.04 Board President**

- (a) The board president shall be the chief officer of the coalition;
- (b) The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors;
- (c) He/she shall be signatory to the financial account of the coalition. If for any reason he is not physically able to sign such documents, he shall write a written permission on the letter head paper of the corporation and append his signature and the official stamp of the coalition therein, permitting the Treasurer and/or the Financial Secretary to represent the corporation in any of such financial transactions;
- (d) Represent the coalition before third parties;
- (e) Be co-signatory, with the General Secretary to all official documents of the organization. duties otherwise performed by the Chairman. He/she may sign on behalf of the corporation if by reason of distance, he/she could not sign with the Secretary. Such signing shall be valid only with the written permission of the secretary;
- (f) Preside at all meetings of the executive board/council and at the Annual General Meeting;
- (g) carry out and implement the policies and decisions of the Annual General Meeting and the executive board;
- (h) Be a member ex-officio of all Committees;
- (i) Appoint all standing and special Committees of the coalition with the approval of the

executive board; and in special cases the general house.

- (j) Submit a report to the Members at each Annual General Meeting regarding the progress and standing of the coalition.
- (k) Declare all meetings and activities of the coalition open and close them thereafter;
- (l) dissolve the executive board/council following the completion of its term of office, before the commencement of a new election;
- (m) In the event of a deadlock during voting, use a casting vote to resolve the decision;
- (n) Perform any other duties that may be assigned to him/her by the House;
- (o) Liaise, relate and work closely with other Chapter Chairpersons and the headquarters.

### **6.05 Vice President**

- (a) In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president.
- (b) When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president.
- (c) The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.
- (d) The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

### **6.06 Secretary**

- (a) The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors.
- (b) The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
- (c) The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws.
- (d) The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president.
- (e) The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

### **6.07 Treasurer**

- (a) The treasurer shall be the lead director for the oversight of the financial condition and affairs of the coalition in conjunction with the global coordinator/president.
- (b) The treasurer shall oversee and keep the board informed of the financial condition of the coalition and of audit or financial review results.
- (c) In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the coalition, are made available to the board of directors on a timely basis or as may be required by the board of directors.

(d) The treasurer shall perform all duties properly required by the board of directors or the board president.

(e) The treasurer shall share all financial records with the global financial secretary to assist in

(f) Keep impress account of the coalition;

(g) Collect from the Financial Secretary within 72 hours all moneys collected during any activity of the coalition;

(h) Pay such amount into the accounts of the coalition within 72 hours;

(i) Disburse the impress account in his possession as may be required;

(j) Collect receipts for all money so spent and make them available to the global financial secretary. The financial secretary could also collect receipts and make them available to the treasurer;

(k) Assist the Financial Secretary in the execution of his/her duties.

#### **6.08 Ex-Officio – Member of Directors without Portfolio**

(i) There shall be three (5) Ex-Officio – Member of Directors without Portfolio.

The functions of the Directors without Portfolio shall be as follows:

(a) To share their experience and assist the other officers, in the discharge of their duties;

(b) To carry out any assignment that may be assigned to them by the House;

(c) He/she shall have equal rights in all deliberations of the executive board/council meetings.

#### **6.08 Non-Director Officers**

The board of directors may designate additional officer positions of the coalition and may appoint and assign duties to other non-director officers of the coalition by means of elections which may hold once in two years.

Such officers shall be known as Global Executive Members who are in charge of the headquarters; National Executive Members who are in charge of the chapters in various countries and State Executive Members who are in charge of states within Nigeria or in states within other countries whenever there is a need for it as directed by the board of Directors. They shall be elected to run the daily operation of the corporation for two years within the frame of the following positions and scope:

#### **Global General Secretary**

The functions of the Global General Secretary shall be as follows:

(a) Take minutes of all meetings and activities of the coalition;

(b) Draft and receive correspondence on behalf of the coalition;

(c) On prompting of the Global Coordinator, convene all meetings of the coalition, including that of the executive board/council;

(d) In conjunction with the Global Coordinator, sign all or most official correspondence and documents on behalf of the coalition;

(e) Keep custody of all Secretarial records and documents of the coalition;

(f) Liaise and relate with other organizations and Chapters;

(g) He/she may sign on behalf of the corporation if by reason of distance, he/she could not sign with the President. Such signing shall be valid only with the written permission of the President.

### **Global Assistant General Secretary**

The functions of the Assistant Global General Secretary shall be as follows:

- (a) In the absence of the General Secretary, assume all his/her functions;
- (b) Co-operate with the General Secretary and assist in the execution of his/her duties;
- (c) Carry out any other duty as may be delegated to him/her by the General Secretary.

### **Global Public Relations and Media Officer**

The functions of the Global Public Relations and Media Officer shall be as follows:

- (a) Be responsible for the co-ordination of press reports on Nigeria, her citizens and programs of the coalition;
- (b) In consultation with the GC, answer all press or news reports on behalf of the coalition and bring such to the notice of the executive board/council;
- (c) Act as liaison Officer between the mass media and the corporation;
- (d) In case of false or distorted information published on the coalition, its members or Nigeria; report same to the coalition and make necessary recommendation for response.

### **Global Assistant Public Relations and Media Officer**

The functions of the global Assistant Public Relations and Media Officer shall be as follows:

- (a) In the absence of the Global Public Relations and Media Officer, assume all his/her functions;
- (c) Co-operate with the Global Public Relations and Media Officer and assist in the execution of his/her duties;
- (d) Carry out any other duty as may be delegated to him/her by the Global Public Relations and Media Officer.

### **Global Legal Officers 1, 2 & 3**

The functions of the global legal officers shall be as follows:

- (a) Form and coordinate a team of at least 15 legal officers from within and outside Nigeria;
- (b) In conjunction with other legal officers, represent the corporation in all legal matters;
- (c) Document and keep all legal documents of the coalition.

### **Global Financial Secretary**

The functions of the global financial officer shall be as follows:

- (a) Keep custody of the financial records of the coalition in conjunction with the Treasurer;
- (b) Give detailed account on all moneys collected on behalf of the coalition;
- (c) Prepare and submit all necessary and required documents on the financial state of the corporation to the executive board/council and the General House;
- (d) Make available to the Auditors all financial records and documents in his/her possession for auditing purposes;
- (e) Collect receipts for all money so spent and make copies available to the treasurer;
- (g) Give financial reports at every meeting.

### **Global Social, Welfare and Event Officer**

The functions of the Social, Welfare and Event Officer shall be as follows:

- (a) Be responsible for the planning and co-ordination of all social activities of the coalition;

- (b) Organize the venue and necessary items for any social gathering or meetings;
- (c) Co-ordinate all activities relating to welfare and charity matters;
- (d) Be responsible for the formulation and development of welfare and charity policies;
- (e) Be the contact officer in the executive board/council for welfare, social and charity related matters.

### **Global IT Specialist**

- (a) To be the contact person for all IT related matters and General Data Protection Regulation officer;
- (b) Be responsible for designing, adapting and updating the GCSDN website and other social media platforms in line with global information dissemination requirement;
- (c) To advice and coordinate the coalition on all IT related matters;
- (d) He/she must regulate and supervise information posted on our various platforms such as website, facebook, whatsapp, etc;
- (e) He/she must not permit the posting of graphic, violent or other sensitive images or videos on any of our social media platforms. Such images and videos are forbidden. He may also disallow publications not related to the goals and objectives of the corporation;
- (f) He/she must not allow the publication of any document that propagates the activities of any other organization geared towards jeopardizing the unity of Nigeria or any other country;
- (g) He/she shall warn or suspend any member from our social media platform that contravene the goals and moral conduct of participation.

### **6.09 Auditors**

A committee of 3 Persons (Auditors) shall be appointed at a general Global/National/State conference or at any other venue as decided by the board of directors, where the financial report at the end of the tenure of an executive board/council is submitted and their duties shall include among others, the thorough examination of the presented financial report.

Their recommendations shall be sent to the executive board/council within 90 days and presented to the General House at the next Global/National/State general Meeting. Should the General House have cause to doubt the financial report, it can pass a resolution with a simple majority vote to install an auditing committee during any General Meeting.

### **6.10 Honorary Members and Awards**

- (a) Shall be admitted in honour, or awarded in appreciation of their contribution to the advancement of democracy, security, community, humanity;
- (b) Such persons could be suggested by any member and reviewed by the board of Directors;
- (c) They owe no financial obligation to the coalition;
- (d) Donations could be accepted from them whenever necessary.

**6.11 The positions stated in 6.08 shall also be established within the National and State context in the following structure:**

### **National Coordinator**

- (a) He/she shall coordinate all the activities of that national chapter in his/her country of residence;



- (b) Represent the coalition before third parties;
- (c) Collaborate with and report to the Global Coordinator;
- (d) Preside at all meetings of the executive board/council;
- (e) Carry out and implement the policies and decisions of the global conference and the executive board;
- (f) Co-ordinate national activities;
- (g) Appoint all standing and special Committees of the coalition with the approval of the executive member; and in special cases the general house;
- (h) Submit a report to the Members at each global conference regarding the progress and standing of the coalition;
- (i) Declare all meetings and activities of the coalition open and close them thereafter;
- (j) Dissolve the executive council following the completion of its term of office, before the commencement of a new election;
- (k) Coordinate the activities of other executive board/council members;
- (l) In the event of a deadlock during voting, use a casting vote to resolve the decision;
- (m) Perform any other duties that may be assigned to him/her by the House;
- (n) Liaise, relate and work closely with other Chapter Chairpersons and the headquarters;
- (o) Be co-signatory, with the financial secretary/Treasurer in respect monetary transactions of the corporation;
- (p) Be co-signatory, with the General Secretary to all official documents of the corporation. He/she may sign on behalf of the corporation if by reason of distance, he/she could not sign with the Secretary. Such signing shall be valid only with the written permission of the President.

#### **National General Secretary**

- (a) Take minutes of all meetings and activities of the coalition;
- (b) Draft and receive correspondence on behalf of the coalition;
- (c) On prompting of the National Coordinator, convene all meetings of the coalition, including that of the executive board/council;
- (d) Keep custody of all Secretarial records and documents of the coalition;
- (e) Liaise and relate with other organizations and Chapters;
- (f) Be co-signatory, with the National Coordinator to all official documents of the coalition. He/she may sign on behalf of the coalition if by reason of distance, he/she could not sign with the National Coordinator. Such signing shall be valid only with the written permission of the President.

#### **National Assistant General Secretary**

The National Assistant General Secretary shall be as follows:

- (a) In the absence of the General Secretary, assume all his/her functions;
- (b) Co-operate with the General Secretary and assist in the execution of his/her duties;
- (c) Carry out any other duty as may be delegated to him/her by the General Secretary.

#### **National Public Relations and Media Officer**

The functions of the national Public Relations and Media Officer shall be as follows:

- (a) Be responsible for the co-ordination of press reports on Nigeria, her citizens and programs of the coalition;
- (b) In consultation with the GC, answer all press or news reports on behalf of the coalition and

bring such to the notice of the executive board/council;

(c) Act as liaison Officer between the mass media and the coalition;

(d) In case of false or distorted information published on the corporation, its members or Nigeria; report same to the corporation and make necessary recommendation for response.

#### **National Assistant Public Relations and Media Officer**

The functions of the national Assistant Public Relations and Media Officer shall be as follows:

(a) In the absence of the national Public Relations and Media Officer, assume all his/her functions;

(b) Co-operate with the national Public Relations and Media Officer and assist in the execution of his/her duties;

(c) Carry out any other duty as may be delegated to him/her by the national Public Relations and Media Officer.

#### **National Treasurer**

The functions of the global Treasurer shall be as follows:

(a) Keep impress account of the coalition;

(b) Collect from the Financial Secretary within 72 hours all moneys collected during any activity of the coalition;

(c) Pay such amount into the accounts of the coalition within 72 hours;

(d) Disburse the impress account in his possession as may be required;

(e) Collect receipts for all money so spent and make them available to the Financial Secretary;

(f) Assist the Financial Secretary in the execution of his/her duties.

#### **National Financial Secretary**

The functions of the National financial secretary shall be as follows:

(a) Keep custody of the financial records of the coalition;

(b) Give detailed account on all moneys collected on behalf of the coalition;

(c) Be co-signatory, with the National coordinator to all financial/monetary transactions of the coalition;

(d) Prepare and submit all necessary and required documents on the financial state of the corporation to the executive board/council and the General House;

(e) Make available to the Auditors all financial records and documents in his/her possession for auditing purposes;

(f) Issue and collect receipts for income and expenditure accounts on behalf of the corporation;

(g) Give financial reports at every meeting.

#### **National Social, Welfare and Event Officer**

The functions of the Social, Welfare and Event Officer shall be as follows:

(a) Be responsible for the planning and co-ordination of all social activities of the coalition;

(b) Organize the venue and necessary items for any social gathering or meetings;

(c) Co-ordinate all activities relating to welfare and charity matters;

(d) Be responsible for the formulation and development of welfare and charity policies;

(e) Be the contact officer in the executive board/council for welfare, social and charity related matters.

### **State Coordinator**

- (a) He/she shall coordinate all the activities of that state chapter in his/her country of residence;
- (b) Represent the coalition before third parties;
- (c) Collaborate with and report to the Global Coordinator;
- (d) Preside at all meetings of the executive board/council;
- (e) Carry out and implement the policies and decisions of the global conference and the executive board;
- (f) Co-ordinate state activities;
- (g) Appoint all standing and special Committees of the coalition with the approval of the executive member; and in special cases the general house;
- (h) Submit a report to the Members at each global conference regarding the progress and standing of the coalition;
- (i) Declare all meetings and activities of the coalition open and close them thereafter;
- (j) Dissolve the executive council following the completion of its term of office, before the commencement of a new election;
- (k) Coordinate the activities of other executive board/council members;
- (l) In the event of a deadlock during voting, use a casting vote to resolve the decision;
- (m) Perform any other duties that may be assigned to him/her by the House;
- (n) Liaise, relate and work closely with other Chapter Chairpersons and the headquarters;
- (o) Be co-signatory, with the financial secretary/Treasurer in respect monetary transactions of the coalition;
- (p) Be co-signatory, with the General Secretary to all official documents of the coalition. He/she may sign on behalf of the coalition if by reason of distance, he could not sign with the Secretary. Such signing shall be valid only with the written permission of the Secretary.

### **State General Secretary**

- (a) Take minutes of all meetings and activities of the coalition;
- (b) Draft and receive correspondence on behalf of the coalition;
- (c) On prompting of the State Coordinator, convene all meetings of the coalition, including that of the executive board/council;
- (d) In conjunction with the State Coordinator, sign all or most official correspondence and documents on behalf of the corporation. He/she may sign on behalf of the corporation if by reason of distance, he/she could not sign with the State Coordinator. Such signing shall be valid only with the written permission of the State Coordinator;
- (e) Keep custody of all Secretarial records and documents of the corporation;
- (f) Liaise and relate with other organizations and chapters.

### **State Assistant General Secretary**

The State Assistant General Secretary shall be as follows:

- (a) In the absence of the General Secretary, assume all his/her functions;
- (b) Co-operate with the General Secretary and assist in the execution of his/her duties;
- (c) Carry out any other duty as may be delegated to him/her by the General Secretary.

### **State Public Relations and Media Officer**

The functions of the global Public Relations and Media Officer shall be as follows:

- (a) Be responsible for the co-ordination of press reports on Nigeria, her citizens and programs of the corporation;
- (b) In consultation with the GC, answer all press or news reports on behalf of the corporation and bring such to the notice of the executive board/council;
- (c) Act as liaison Officer between the mass media and the corporation;
- (d) In case of false or distorted information published on the corporation, its members or Nigeria, report same to the corporation and make necessary recommendation for response.

### **State Assistant Public and Media Relations Officer**

The functions of the state Assistant Public Relations and Media Officer shall be as follows:

- (a) In the absence of the state Public Relations and Media Officer, assume all his/her functions;
- (b) Co-operate with the state Public Relations and Media Officer and assist in the execution of his/her duties;
- (c) Carry out any other duty as may be delegated to him/her by the state Public Relations and Media Officer.

### **State Treasurer**

The functions of the global Treasurer shall be as follows:

- (a) Keep impress account of the coalition;
- (b) Collect from the Financial Secretary within 72 hours all moneys collected during any activity of the coalition;
- (c) Pay such amount into the accounts of the coalition within 72 hours;
- (d) Disburse the impress account in his possession as may be required;
- (e) Collect receipts for all money so spent and make them available to the Financial Secretary;
- (f) Assist the Financial Secretary in the execution of his/her duties.

### **State Financial Secretary**

The functions of the State financial officer shall be as follows:

- (a) Keep custody of the financial records of the coalition;
- (b) Give detailed account on all moneys collected on behalf of the coalition;
- (c) Prepare and submit all necessary and required documents on the financial state of the corporation to the executive board/council and the general house;
- (d) Make available to the Auditors all financial records and documents in his/her possession for auditing purposes;
- (e) Issue and collect receipts for income and expenditure accounts on behalf of the corporation;
- (f) Give financial reports at every meeting.

### **State Social, Welfare and Event Officer**

The functions of the Social, Welfare and Event Officer shall be as follows:

- (a) Be responsible for the planning and co-ordination of all social activities of the corporation;
- (b) Organize the venue and necessary items for any social gathering or meetings;
- (c) Co-ordinate all activities relating to welfare and charity matters;
- (e) Be responsible for the formulation and development of welfare and charity policies;
- (f) Be the contact officer in the executive board/council for welfare, social and charity matters.

## ARTICLE VIII

### ELECTORAL COMMITTEE

For the purpose of election, there shall be an Electoral Committee elected by the Global/National/State as appropriate, by a simple majority vote during the last General meeting preceding the election. The Committee shall consist of three (3) or five (5) members.

#### 8.1. Qualification of the Electoral Committee Members

- (a) He/she shall be a member of the coalition for at least one year;
- (b) He/she shall be of impeccable character;
- (c) He/she shall be a Full Member of the coalition. No member of the Electoral Committee shall be nominated for any position nor shall contest for any of the elective positions, unless he or she shall have resigned his/her committee membership before the deadline for the final submission of names of contestants to the electoral committee.

#### 8.2. Functions of the Electoral Committee

The Electoral Committee shall have the following functions:

- (a) To receive nominations from prospective candidates;
- (b) Actively sought for qualified and suitable candidates for the respective offices;
- (c) Conduct consultations with prospective candidates;
- (d) Announce all the vacant offices to which elections are to be held;
- (e) Prepare, sign, distribute and retrieve all ballot papers used during election of officers
- (f) Conduct and maintain peace and order throughout the election process;
- (g) Elect its own Chairperson and Secretary immediately after its installation;
- (h) In the event that the election is interrupted, the electoral Committee shall remain in office until the election is completed. The electoral committee shall conclude the election within a further period of 90 days;
- (i) The electoral committee shall be deemed dissolved once the electoral process has been concluded.

#### 8.3. Procedure for Nomination of Candidates

All elected or appointed members into any position of authority automatically agrees to allow his/her names and/or photograph to be legally published on any document related to the coalition whenever the need arises.

This constitution shall guide the following procedures in discharging their duties:

- (a) Any full member who is a member for at least six months can be nominated for any office, by any member, provided that such nomination is endorsed in writing.
- (b) In the event that after due consultation with all nominated candidates, the electoral committee is of the view that a nominated candidate for a particular position is more suitable for another position other than that for which he/she has been nominated, the electoral committee may, with the consent of such a candidate, recommend the candidate for another position.
- (c) The electoral Committee may propose, during election process that any unsuccessful

candidate for a particular office (provided he is qualified), be allowed to contest for another available office where necessary.

(d) At least 14 days before the election, the names of the candidates for the respective offices must be made public.

**ARTICLE IX**  
**CONTRACTS, CHECKS, LOANS,**  
**INDEMNIFICATION AND RELATED MATTERS**

**9.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**9.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

**9.03 Deposits**

All funds of the coalition not otherwise employed shall be deposited from time to time to the credit of the coalition in such banks, trust companies, or other depository as the board or a designated committee of the board may select. No money shall be deposited into an account other than the designated corporate account except in situations where Country and State Chapters are permitted by the Directors to operate their separate accounts.

All National and State chapters shall send 60% of all their membership dues and 70% of all donations received, to the Global account.

**9.04 Loans**

No loans shall be contracted on behalf of the coalition and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

**9.05 Indemnification**

(a) **Mandatory Indemnification.** The coalition shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the coalition against

reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The coalition shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the coalition, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**(c) Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the coalition in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the coalition in these Bylaws.

**(d) Indemnification of Officers, Agents and Employees.** An officer of the coalition who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Texas state law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **ARTICLE X** **MISCELLANEOUS**

### **10.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the coalition's Articles of Incorporation and Bylaws as amended to date.

### **10.02 Fiscal Year**

The fiscal year of the coalition shall be from January 1 to December 31 of each year.

### **10.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the coalition's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### **10.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, tribe, race, religion, national origin, and sexual orientation. It is the policy of Global Coalition for Security and Democracy in Nigeria, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### **10.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the coalition to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

#### **10.06 Charity**

(a) Global Coalition for Security and Democracy in Nigeria, Inc. shall support a charity program in Nigeria at least once in a year.

(b) Resources from such charity activity shall be raised from members and the general public.

### **ARTICLE XI** **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Global Coalition for Security and Democracy in Nigeria, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Global Coalition for Security and Democracy in Nigeria, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable



activity by terrorist organizations and their support networks.

Global Coalition for Security and Democracy in Nigeria, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE XII**

### **DOCUMENT RETENTION POLICY**

#### **11.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Global Coalition for Security and Democracy in Nigeria, Inc. records.

#### **11.02 Policy**

**Section 1. General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the Global Coalition for Security and Democracy in Nigeria, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

**Section 2. Exception for Litigation Relevant Documents.** The Global Coalition for Security and Democracy in Nigeria, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Global Coalition for Security and Democracy in Nigeria, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **Section 3. Minimum Retention Periods for Specific Categories**

(a) **Corporate Documents.** Corporate records include the coalition's Articles of Incorporation, By-Laws and IRS Form 1023 (Application for Exemption). Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) **Employment Records/Personnel Records.** State and federal statutes require the coalition to keep certain recruitment, employment and personnel information. The coalition should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The coalition should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the coalition's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the coalition.

(e) **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the coalition.

(f) **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) **Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) **Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The coalition should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) **Contracts.** Final, execution copies of all contracts entered into by the coalition should be retained. The coalition should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) **Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

**ARTICLE XIII**

**Transparency and Accountability**

**Disclosure of Financial Information With The General Public**

**13.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Global Coalition for Security and Democracy in Nigeria, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the coalition are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the coalition are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be

altered.

The details of this policy are as follow:

### **13.02 Financial and IRS documents (The form 1023 and the form 990)**

Global Coalition for Security and Democracy in Nigeria, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### **13.03 Means and Conditions of Disclosure**

Global Coalition for Security and Democracy in Nigeria, Inc. shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Global Coalition for Security and Democracy in Nigeria, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Global Coalition for Security and Democracy in Nigeria, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **13.04 IRS Annual Information Returns (Form 990)**

Global Coalition for Security and Democracy in Nigeria, Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **13.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where

the board passes a motion to make any specific portion confidential.

- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### **13.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

### **13.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the coalition except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- (d) donor records shall be made available to the board when requested.

## **ARTICLE XIV** **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

### **14.01 Purpose**

Global Coalition for Security and Democracy in Nigeria, Inc. requires and encourages directors and officers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the coalition must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Global Coalition for Security and Democracy in Nigeria, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **14.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Global Coalition for Security and Democracy in Nigeria, Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

#### **14.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

#### **14.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Global Coalition for Security and Democracy in Nigeria, Inc. and provides the organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Global Coalition for Security and Democracy in Nigeria, Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the coalition or of another individual or entity with whom the coalition has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Global Coalition for Security and Democracy in Nigeria, Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the organization that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **14.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously.

Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **14.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly

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investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

**ARTICLE XV**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**15.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Global Coalition for Security and Democracy in Nigeria, Inc. were approved by the organization's board of directors on Feb. 18, 2020 and constitute a complete copy of the Bylaws of the corporation.

  
\_\_\_\_\_  
Secretary

Feb. 18, 2020  
Date

The Global Coalition for Security and Democracy in Nigeria was founded by Frederick Omoyoma Odorige on 26 January 2019