

By-Laws

Enyi MD Foundation, Inc.

ARTICLE 1

Section 1. Name The Corporation shall be called ENYI MD FOUNDATION INC.

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes.

ARTICLE 2

Address

The Corporation shall maintain a registered address at the street address of the registered offices in Voorhees, New Jersey and in Atlanta, Georgia. The Secretary of State registered agent at the Atlanta and New Jersey registered address is Moriam Okereke.

The Enyi MD Foundation (US) will work closely and in partnership with the Enyi OkerekeMD Foundation in Lagos, Nigeria.

ARTICLE 3

Non-Discrimination

The Corporation shall not discriminate in its employment practices and policies against any person for reason of race, sex, color, place of national origin, handicap, religion, age, or marital status

ARTICLE 4

[This Article is intentionally left blank]

ARTICLE 5

Board of Director Role, Size, Compensation

The board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the Executive Director and Committees. The board may establish, as needed, offices and programs to accomplish the corporation's stated purposes. The Board will also set goals, employ and evaluate the Executive Director, approve the annual budget and Internal Audit at the end of the fiscal year. The Board shall have up to 12 voting members and not fewer than 3 members. The board receives no compensation other than reasonable expenses. All expenses must be consistent with policies of the Foundation and must be approved by a 2/3 majority of the remaining members of the Board.

ARTICLE 6

Tenure

(a) Directors shall be elected every year at the annual meeting. Each director, with the exception of the Executive Director, shall serve a term of three years following election or until a successor is duly elected and qualified. Directors may serve two consecutive terms and then

wait at least one year before being eligible for Board membership. During this year, they may be a non-voting associate trustee.

(b) The Executive Director shall be appointed by the board and shall serve without a term limit at the discretion of the board. The Executive Director is a non-voting member of the board. In any event where a board member is nominated to serve as the corporations Executive Director, he/she shall forfeit all his/her voting rights.

ARTICLE 7

Elections

A member of the Board shall be elected by a majority vote of the Board of Directors.

ARTICLE 8

Voting

Voting may be made in person or by electronic means as may be approved from time-to-time by the Board of Directors. When the Board of Directors approves electronic voting on a specific matter which has been discussed at a regular meeting, a majority of the Board of Directors present at such meeting shall also specify the period of time during which all electronic votes must be returned. The Executive Director shall collate and report the result of all votes to the Board of Directors. Copies of all electronic votes must be retained in the files of the Foundation.

ARTICLE 9

Parliamentary Authority

Roberts Rule of Order shall be the parliamentary authority of the Corporation.

ARTICLE 10

Meetings

(a) Regular meetings of the Board shall be held at least bi-annually at a registered office of the corporation or at such other location as may be selected by the board of directors. The annual meeting shall be the first meeting of the fiscal year.

(b) Upon due notice to the Board of Directors, special meetings may be called at the request of the Executive Director or at least two thirds vote of the Board of Directors. The person or persons calling special meeting of the Board may fix any place for holding such meeting. The board shall be notified of the matters to be considered. No action may be taken at a special meeting except for its special purpose.

(c) Meetings may be in person, by web, teleconference or by any electronic means as may be approved from time-to-time by the Board of Directors.

ARTICLE 11

Quorum

A majority of voting members of the Board shall constitute a quorum for transaction of business at any duly called meeting of the board. If less than a majority of the Directors are present at such a meeting, a majority of the Directors present, or the sole Director present may adjourn the meeting.

ARTICLE 12

Proxies

There shall be no proxies. At any duly called meeting of the board, a Director will vote in person.

ARTICLE 13

Resignation

Any Director may resign from the Board at anytime by giving written notice to the President or Secretary of the board. Such resignation shall take effect at the time therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to be effective. At the discretion of the executive committee, a board member may be requested to resign.

ARTICLE 14

Termination

Any Director may be terminated by a two-thirds vote of the Directors when, in the Board's judgment, the best interests of the Corporation would be served. Such termination shall become immediately effective.

ARTICLE 15

Compensation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above. When authorized by the Board of Directors, reimbursement may be made for travel and other out-of-pocket expenses incurred in attending meetings of the Board of Directors or otherwise discharging official duties as prescribed by the Board of Directors.

ARTICLE 16

Conflict of Interest Policy

Part 1. General

Any Director, officer, or key employee (any employee with a significant role in the day to day operations of the Corporation), who has an interest (financial or otherwise), in a contract or other transaction presented to the board or a committee thereof for authorization, approval, or ratification, shall make a prompt and full disclosure of such interest to the Board or committee to which the Board has delegated such powers, prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by a two-thirds vote of those entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist such person shall not vote on, nor use his personal influence on, nor participates (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a

quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made on the vote thereon, the abstention from voting and participation.

Part 2. Financial Interest

Members of the Board are expected not to have financial interest in the corporation. By way of examples, the conditions below sets standard for any such interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, B. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Where ambiguity exists, final determination of whether a financial interest exists shall be made by a two-thirds vote of the Board of Directors entitled to vote .

Part 3. Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest or financial interest, an interested person must disclose the existence of such conflict and be given the opportunity to disclose all material facts to the directors and/or members of committees (with board-delegated powers) considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest a. an interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a two-thirds majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of

interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

5. Records of Proceedings on Conflicts of Interest The minutes of the governing board and all committees with board delegated powers shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

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

6. Compensation a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. c. Any voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. Annual Statements Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy, b. Has read and understands the policy, c. Has agreed to comply with the policy, and d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Part 4. Periodic Reviews To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the charitable purposes of the Foundation and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Part 5. Use of Outside Experts When conducting the periodic reviews as provided for in , Part 4 above, the Corporation may, but need not, use outside advisors. If outside advisors are used,

their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 17

Officers Section 1 - Officers

The officers of the Corporation shall be the President, Vice President, Treasurer, and Secretary. The same person may hold no more than two offices.

Section 2 - Elections and Terms of office

Officers shall be elected at the annual meeting by a majority of the Board of Directors. The officers elected shall hold office for three years or until their successors are duly elected and qualified or until his or her death, resignation or removal in the manner hereinafter provided by diggy auto insurance quotes. Officers may succeed themselves.

Section 3 - Removal

Any officer elected by the Board of Directors may be removed by a two-thirds vote of the Directors whenever, in the Board's judgment, the best interests of the Corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least ten days' written notice of the meeting of Board of Directors at which such removal was voted upon and shall be entitled but not required to appear before and be heard by the Board of Directors at such meeting.

Section 4 - Vacancies

Vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term by a simple majority vote of the Board of Directors. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor shall serve until the adjournment of the next annual meeting of the Board of Directors, until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

An officer elected to fill a new office shall serve until the adjournment of the third annual meeting following his or her election, until his or her death, resignation or removal, or at the discretion of the Board, until his or her successor shall have been duly elected and qualified.

Section 5 - President

The president shall preside at all meetings of the Board of Directors. The President shall appoint all chairpersons of committees; supervise the Executive Director; and, in general, discharge all duties as may be prescribed by the Board of Directors. The president may execute for the corporation any contracts, deeds, mortgaged, bonds or other instruments which the Board of Directors has authorized to be executed except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of expression is expressly prescribed by the Board or these By-laws.

Section 6 - Vice President

In the absence of the President, or in the event of the President's inability to act, the Vice president shall assume the duties of the President.

Section 7 - Treasurer

The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall review the financial procedures and the financial reporting system of the Corporation and generate issues to be considered by the finance Committee. The Treasurer shall interpret the

financial policies, accounting statements, audit reports and technical details for the Board. The Treasurer shall be a member of the finance Committee. The Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8 - Secretary

The Secretary shall keep minutes of the meetings; ensure that all notices are duly given in accordance with the provision of these By-laws and as required by law; keep a register of the names and addresses of each Director; and, in general, function as may be assigned by the President or Board of Directors.

Section 9 - Evaluation of Officers

Performance evaluation of the officers may be reviewed from time-to-time. The Board at its discretion will determine the frequency and form of such evaluation.

ARTICLE 18

Committees

Section 1 - Standing Committees

The Board of Directors shall determine and establish standing committees. The President of the Board shall appoint chairpersons of each committee who shall be Directors of the Board. The president and Executive Director shall be ex-officio members of all standing committees whose members need not be Directors except as hereinafter provided. Each Board member will be required to serve on at least one standing committee. One does not need to be a Board member to be appointed to a committee.

The standing committees of the Board are: Executive, Finance, By-laws, and Development. The Board at its discretion may add additional standing committee from time-to-time.

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation. The executive committee determines the agenda for Board meetings, monitors the activities of all committees, provides for long range planning, evaluates the performance of the Executive Director, and recruits and recommends candidates for Executive Director. All actions taken by the Executive Committee must be ratified at the next Board meeting following such actions.

At the direction of the Board of Directors, the By-laws committee may from time-to-time recommend amendments to the by-laws.

Section 2 - Ad-hoc Committees

At the discretion of the Board of Directors ad-hoc committees may be established on a needs basis. Ad-hoc committees shall maintain the same processes as standing committees with regards to membership and the appointment of chairpersons and members.

Section 3 - Prohibitions

Except as provided above, no committee shall have the authority to Amend or repeal By-laws. No committee shall have the authority to elect, appoint or remove any Director or officer of the corporation, amend the Articles of Incorporation, adopt a plan or merger or consolidation, authorize the sale, lease, exchange or mortgage of any property of the Corporation, authorize dissolution, or amend, alter, or repeal any resolution of the Board of Directors.

ARTICLE 19

Administration of Corporations Business

The Executive Director is the administrative officer of the Corporation. He/She oversees its operation and carries out the Directives of the Board. He/She is employed by and serves at the direction of the Board and is under the general supervision of the Board. The Executive Director is a non-voting member of the Board. He shall have general supervision and employment powers over the entire corporation.

Funds: All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies or other depositories as the board may decide. The official signatories of all of the Corporation's transactions shall include the President the Treasurer and optionally, the Secretary. In the absence of the President, the Executive Director, the Treasurer and any other member of the executive committee may serve as official signatories of the Corporation.

Books and Records:

The Corporation shall keep correct and complete books and accounts; shall keep minutes of the proceedings of the Board; and shall keep at the registered or principal office a record of the names and addresses of the Directors. All books of the Corporation, except confidential personnel records, may be inspected by any Director or Directors agent or Attorney, any public official or any contributor, for any purpose at any reasonable time.

ARTICLE 20

Investments

The Corporation shall have the rights to retain all or any part of its securities or property acquired in any manner; and shall have the right to invest and reinvest the funds, according to the Judgment of the Board. However, no action shall be taken by or on behalf of the corporation if such action is made subject to special penalties under applicable federal or state law; or if

such action would result in the loss of tax exempt status under section 501, 503, or 504 of the internal revenue Code of 1986, as amended, and the regulations promulgated hereunder as they now exist or as they may hereafter be amended.

ARTICLE 21

Corporate Seal

The Board of Directors may provide a corporate seal.

ARTICLE 22

Exempt Activities

Notwithstanding any other provision of these By-laws, the corporation shall not carry on any activity not permitted:

a. By a corporation exempt from federal income tax under section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue statutes. b. By a corporation, contributions to which are deductible under section 170 (c) (2) of the code or the corresponding provision of any future United States Internal Revenue statute.

ARTICLE 23

Amendments

The By-laws of the corporation may be amended or repealed and new By-laws may be adopted by a two thirds vote of the Board (present at any regular meeting), provided, that at least ten days notice is given of intention to alter, amend, repeal or adopt new By-laws at such meeting. Copies of the proposed amendment, repeal and new By-laws shall also be made available to all Board members at least ten days prior to the meeting.

ARTICLE 24

Dissolution

In the event of dissolution or termination of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation and make donations to one or more organizations organized and operated exclusively for Charitable, educational, or recreational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the corporation in such manner, or to such organizations qualifying under Section 501 (c) (3) of the Code, or corresponding provision of any future United States Internal Revenue statute, as said court shall determine.