

**BY-LAWS OF
THE EARTH CENTER OF MAANU, INC. (KEBTAH)**

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ARTICLE I

STATEMENT OF COMMITMENT

Section 1.1: Statement of Commitment

We seniors, youths, researchers, intellectuals, priests, healers, and cultural and spiritual activists: builders of all social and professional categories of yesterday, today and tomorrow's Africa,

- convinced that one has no other identity than his or her history and culture, and that no people can develop harmoniously if it does not choose to build its own destiny based on its specific civilizational values,
- aware that the future of a specific group of people cannot fit into another's past and that it draws its nutritious sap in its own civilization,
- concerned with searching in ourselves for the solutions to problems facing Africa and its diaspora, therefore refusing to let outsiders think and act on behalf of Africans themselves,
- assuming the grandeur of the heritage of the African continent which was passed on to the other continents of this planet,
- determined to draw from indigenous African culture and civilization the foundation of our economic, social, cultural and spiritual development,

have agreed to set up a non-political organization with cultural, social, and spiritual vocation called The Earth Center (Kebtah), pronounced "Keb-Tah" in the Pharaonic Egyptian language.

ARTICLE II

GENERAL DISPOSITION

Section 2.1: Formation

There has been formed, in accordance with the United States of America's laws in action, an organization of a cultural, social, and spiritual vocation called Kebtah.

Section 2.2: Branches

Within Kebtah there exist three branches responsible for the dissemination of knowledge and the offering of services which are:

- a) "M'TAM School of Kemetic Philosophy and Spirituality"- responsible for promoting and providing traditional African initiation.
- b) "Firefly Productions"- a publishing house responsible for producing printed materials, literary publications and audio-visual content.
- c) "Projects of Meritah"- responsible for projects that revitalize the way of life of Kemetic people and their living environment.

Section 2.3: Scope

The scope of activities of Kebtah is on an international level. Its headquarters is fixed in Chicago, Illinois, USA. It could be transferred to any other international territory by the Board of Directors.

Section 2.4: Terms

Kebtah has unlimited terms.

ARTICLE III PRINCIPLES AND OBJECTIVES

Section 3.1: Basis of Kehtah

Kehtah is an organization based on respect of human dignity regardless of race, gender, age, religion, socioeconomic status, philosophical or political belief.

Section 3.2: General Objectives

The general objectives of Kehtah are as follows:

- a) Contribute to a better worldwide understanding of indigenous African civilization by disseminating African history based on the original methods of research and sources of knowledge.
- b) Foster the application of better solutions for humanity's problems by promoting the genius of African peoples and their cultural expression via the media, press and Firefly Productions.
- c) Offer its Active members and Allied members a framework for thought and exchange on cultural, social, educational, artistic, scientific, technical, technological and spiritual problems of Africa and its diaspora in particular, and humanity in general.
- d) Provide people who are committed to the upliftment of humanity with a forum for addressing cultural, spiritual, educational, social, and economic problems.

Section 3.3: Specific Objectives

The specific objectives of Kehtah are as follows:

- a) Set up an open and constructive dialogue between people of science and culture, traditional and modern, in order to reconcile their systems of thought and their results with those of indigenous societies.
- b) Perpetuate the knowledge and techniques of the oldest African civilizations, in particular the civilization of Pharaonic Egypt and Nubia, which provided the rest of the world the knowledge and techniques of modern times.
- c) Encourage and promote traditional technologies, artistry, and creations from all of the disciplines and spiritual expertise of Africa and its diaspora.
- d) Make the essential foundations of African philosophy and spirituality, which have survived the attacks of foreign cultures, known and appreciated by present and future generations.

Section 3.4: Means of Action

Kehtah advances itself through its own means of action as follows:

- a) The organization of cultural and spiritual events in order to make its objectives known.
- b) The organization of lectures, workshops, video screenings, book readings, panel discussions, and campaigns.

- c) Written, audio and/or visual advertisement of all information about its activities.
- d) Publications from Firefly Productions disseminating scientific, cultural and spiritual studies from an indigenous African perspective.
- e) Initiatic education system transmitting knowledge as taught by the Pharaonic “mystery schools”.
- f) Identify, plan, and implement projects that revitalize the way of life of the Kemetic people who have preserved the African culture as a civilizing influence on the rest of the world.
- g) Raise funds and carry out other activities as necessary that generate resources to support the revitalization projects.
- h) Collaboration with any organization that shares common objectives and goals.

ARTICLE IV MEMBERSHIP

Section 4.1: Age Requirements

Membership is open to anyone of legal age who agrees to comply with the content of these By-Laws. Membership is also open to complying minors with the consent of a legal guardian.

Section 4.2: Categories of Membership

Keptah comprises 2 categories of membership; the Active member and the Allied member.

- a) Active members must be active graduated initiates of the M'TAM school in Keptah who expressed to the Board of Directors the desire or will to be part of the organization. Once their request is granted, they are required to pay the dues for that category.
- b) Allied members are those who expressed to the Board of Directors the desire or will to be part of the organization. Once their request is granted, they are required to pay the dues for that category.

Section 4.3: Membership Application Rights and Requirements

Rights and Requirements for becoming an Active or Allied member of Keptah are as follows:

- a. The Active status is acquired after the application process has been completed, dues are paid and membership has been approved by the Board of Directors.
- b. The Allied status is acquired after the application process has been completed, dues are paid and membership has been approved by the Board of Directors.
- c. The approval of the Board of Directors gives an applicant the right to a membership card.
- d. The amount set for membership dues can only be amended by the Board of Directors.
The current membership dues (which apply internationally) are as follows:
 - i. Active membership due is: \$100 USD + shipping/yr.
 - ii. Allied membership due is: \$50 USD + shipping/yr.

ARTICLE V CORPORATE ORGANS

Section 5.1: Corporate Organs of Kebtah

The Corporate Organs of Kebtah are as follows:

- a) The Executive Director
- b) The Board of Directors
- c) The General Assembly

Section 5.2: Functions, Terms and Requirements of the Executive Director

The main functions and terms of the Executive Director are as follows:

- a) The Executive Director must be an Active member of Kebtah.
- b) The Executive Director is the highest organ of Kebtah.
- c) The Executive Director must review the agenda prior to the meetings of the Board of Directors.
- d) The Executive Director must review all Board of Directors decisions prior to implementation.
- e) The Executive Director is in charge of coordinating all functions within Kebtah.
- f) The Executive Director must always operate in the best interest of Kebtah.

Section 5.3: Functions, Terms and Requirements of the Board Of Directors

The main functions and terms of the Board of Directors are as follows:

- a) The Board of Directors is the administration and coordination organ of Kebtah.
- b) Only Active members of Kebtah can be appointed for a two-year term to the Board of Directors. They can hold it for up to two consecutive terms.
- c) The Board of Directors is comprised of 7 members as follows:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Vice Secretary
 - v. Treasurer
 - vi. Advisor
 - vii. Advisor
- d) The Board of Directors meets every 6 months and holds additional meetings whenever needed upon a request from the majority of its members or on the decision of its President. Meetings are called and the agendas are presented by the President. In case the president is not available, the Vice President will be responsible to call meetings and present agendas.
- e) A quorum will consist of at least $\frac{1}{3}$ of the Board of Directors including either the President or Secretary.
- f) The corporation will keep complete books and records-of-account and minutes of the proceedings of the Board of Directors.
- g) At the end of each 2 year term, the present Board of Directors is responsible for the appointment of any new members to the Board of Directors.

Section 5.4: Functions, Terms and Requirements of the General Assembly

The main functions and terms of the General Assembly are as follows:

- a) The General assembly is made up of the Active members and of the Allied members who are in attendance.
- b) The General Assembly meets twice a year at the request of the President of the Board of Directors. It can hold additional meetings at the request of 2/3 of the active members who have paid their dues.
- c) The agenda of the General Assembly is suggested by the Board of Directors.
- d) Each active member has the right to 1 vote at the General Assembly.
- e) Decisions are taken by 2/3 (the majority) of the Active members vote.
- f) Allied members cannot vote, however they can give their point of view on the issues discussed.

ARTICLE VI RESOURCES AND ASSETS

Section 6.1: Constitution of Resources

Kebtah assets and resources are constituted by:

- a) contributions of membership and fees paid by supporters
- b) membership dues
- c) products of the activities of Kebtah
- d) grants, gifts, donations, and bequeathments

Section 6.2: Conditions of Acceptance

Grants, gifts and legacies of all nature can be accepted only if they do not conflict with the independence, principles and objectives of Kebtah.

ARTICLE VII DISCIPLINE AND PENALTIES

Section 7.1: Conditions of Violations for all Active and Allied Members

Conditions of violations are as follows:

- a) Any violation of the present By-Laws, or non-compliance with the decisions of the leaders and organs of Kebtah will result in the following sanctions: warnings, suspension or expulsion without refund of fees.
- b) Warnings, suspensions and expulsions are the responsibility of the Board of Directors.

Section 7.2: Determining Factors

Violations leading to the sanctions stated above are determined by the pertinent rules and regulations.

ARTICLE VIII RESIGNATION AND MEMBERSHIP DEMOTION

Section 8.1: Resignation Rights and Requirements

The rights and requirements of any Kebtah member wanting to resign are as follows:

- a) Any member of Kebtah has the right to resign from the association.
- b) To do so, he or she must inform the Board of Directors in writing.
- c) The Board of Directors will notify him or her of its approval within 3 months from the deposit of the resignation letter.
- d) In case the Board of Directors does not respond after three months, the resignation is considered approved after the fourth month.

Section 8.2: Processing a Resignation for a Board Member or the Executive Director

Whoever decides to resign from the Board of Directors, or the Executive Director position in Kebtah will contact the Board of Directors who will call an extraordinary meeting for this matter in order to learn the reason of the concerned person. It registers the resignation and elects a new member to fill the vacant post.

Section 8.3: Member Demotion Rights and Requirements

Any Active member of Kebtah who ceases to fulfill any requirement which maintains their active status, will automatically change to Allied member status for the remainder of their current term with no refund of the difference in category fees.

ARTICLE IX: AMENDMENTS, REVIEW AND DISSOLUTION

Section 9.1: Amendments and Review

The present By-Laws can be amended or reviewed only by the Board of Directors.

Section 9.2: Dissolution

Dissolution of Kebtah cannot occur unless the Board of Directors and Executive Director unanimously vote "yes". An extraordinary meeting is required for this purpose.

Section 9.3: Asset Distribution upon Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
FINAL DISPOSITIONS

Section 10.1: Implementation Terms for the Present By-Laws

An internal ruling approved by the majority (2/3) of the General Assembly's voting members will determine the terms of the implementation of the present By-Laws.

Section 10.2: Adoption of By-Laws

The present By-Laws will be effective as soon as they are adopted by the General Assembly.

Amended and adopted by the General Assembly of Keptah on February 23rd, 2021.

Signed by the President of the Board of Directors:

Print: Nekhitem Kamenthu

Sign: _____

Date: 23 FEB 2021