

**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, priests, holistic healers, and devotees of the Divine principles:

- believing that no human spirit can evolve without following the original Divine Ordinances (See Attachment #1),
- aware that humanity cannot survive without acknowledging the divine world and its manifestation in nature,
- concerned with finding solutions for people to reconnect to their ancestral ways in order for them to live harmoniously on Earth,
- convinced that one's Ancestral spirit is the necessary pathway to evolve towards enlightenment,
- assuming the grandeur of the heritage of the Temples of the Nile Valley during the Pharaonic era, which have been maintained by existing Indigenous Temples around the Niger River,
- determined to draw from those existing indigenous temples, the foundation of our human spiritual development,

have agreed to set up a religious organization called The Earth Center (Keptah, pronounced "Keb-Tah") in the Pharaonic Egyptian language.

ARTICLE II GENERAL DISPOSITION

Section 2.1: Formation

The Earth Center is organized and operated exclusively for religious, charitable, and educational purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Earth Center is a religious focused organization to promote the religious beliefs as set forth in Section 3.2. The Earth Center is incorporated in the State of Illinois and is bound by its laws where applicable.

Section 2.2: Divisions

The Earth Center consists of three Divisions:

- a) "M'TAM Temple"- responsible for holding spiritual services and teaching religious knowledge and cultural beliefs.
- b) "Rising Firefly Productions"- a publishing house responsible for producing printed materials, literary publications and audio-visual content promoting our religious knowledge and beliefs.
- c) "Fundraising"- responsible for promoting and sustaining our charitable activities for the upliftment of life in our indigenous and modern communities.

Section 2.3: Scope

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

Section 2.4: Terms

The Earth Center has unlimited terms.

ARTICLE III BASIS AND OBJECTIVES

Section 3.1: Basis

The Earth Center is a religious organization based on respect of human dignity regardless of race, gender, age, political belief, or socioeconomic status.

Section 3.2: Objectives

The objectives of The Earth Center are as follows:

- a) Contribute to the spiritual enlightenment of humanity by teaching the benefit of applying the Divine Ordinances to one's life.
- b) Foster the application of better solutions for humanity's problems by promoting the spiritual beliefs and cultural knowledge passed down from the Temples of the Nile Valley.
- c) Offer its allies, members, followers, and disciples a forum providing fellowship and community support.
- d) Provide people who are committed to the well-being and sustainability of our fellowship with a means to address social, and economic problems.

ARTICLE IV CORPORATE ORGANS

Section 4.1: Corporate Organs

The Corporate Organs of The Earth Center are as follows:

- a) The Council of Elders. For the purposes of these bylaws the Council of Elders will mean "Directors" and any such reference to Directors or Director shall mean the Council of Elders or a member of the Council of Elders and vice versa. As required under Illinois law the Council of Elders shall always have at least three members acting as Directors.
- b) The Executive Director/President
- c) A Secretary
- d) Corporate Members

Section 4.2: Functions, Terms and Requirements of the Council of Elders

The main functions and terms of the Council of Elders are as follows:

- a) The Council of Elders, similar to a Board of Directors, is the administration and coordination organ of The Earth Center.
- b) Only adepts of the M'TAM Temple can be appointed to the Council of Elders.
- c) The Council of Elders has 13 members composed of 6 women and 7 men.
- d) The Council of Elders must meet at least once a month, and hold additional meetings whenever needed.
- e) All decisions require a unanimous vote from the Council of Elders.
- f) The corporation will keep complete books and records-of-account and minutes of the proceedings of the Council of Elders.

Section 4.3: 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 adept of the M'TAM Temple.
- b) The Executive Director implements decisions made by the Council of Elders.
- c) The Executive Director is in charge of coordinating all functions within The Earth Center.
- d) The Executive Director must always operate in the best interest of The Earth Center.

ARTICLE V CORPORATE MEMBERSHIP

Section 5.1: Age Requirements

Corporate Membership is open to anyone of legal age who believes in the content of these By-Laws. Corporate Membership is also open to minors with the consent of a legal guardian.

Section 5.2: Categories of Corporate Membership

The Earth Center offers 2 categories of membership: the Active member and the Allied member.

- a) An Active member must be an adept of the M'TAM Temple who has expressed to the Council of Elders their desire to be an Active Member. Once their request is granted, they are required to pay the dues for that category.
- b) An Allied member is anyone who has expressed to the Council of Elders their desire to be an Allied Member. Once their request is granted, they are required to pay the dues for that category.

Section 5.3: Corporate Membership Application Rights and Requirements

Rights and Requirements for becoming an Active or Allied member of The Earth Center are as follows:

- a. Active status is acquired after the application process has been completed, dues are paid, and membership has been approved by the Council of Elders.
- b. Allied status is acquired after the application process has been completed, dues are paid, and membership has been approved by the Council of Elders.
- c. The approval of the Council of Elders gives an applicant the right to a membership acceptance email and a membership registration number.
- d. The amount set for membership dues can only be amended by the Council of Elders. The current membership dues (which apply internationally) are as follows:
 - i. Active membership due is: \$100 USD/year
 - ii. Allied membership due is: \$50 USD/year
- e. Membership dues are non-refundable.

ARTICLE VI RESOURCES AND ASSETS

Section 6.1: Constitution of Resources

The Earth Center's assets and resources are constituted by:

- a) membership dues
- b) financial and/or material contributions from fellowship and members of The Earth Center
- c) income from The Earth Center publications and services
- 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 objectives and beliefs of The Earth Center.

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 The Earth Center will result in the following sanctions: warnings, suspension, or expulsion.
- b) Warnings, suspensions, and expulsions are the responsibility of the Council of Elders.

ARTICLE VIII MEMBERSHIP WITHDRAWAL & RESIGNATION

Section 8.1: Membership Withdrawal

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

- a) The Earth Center does not impose membership on any person against their will.
- b) Any member has the right to leave the organization at any time.

Section 8.2: Processing a Resignation from the Council of Elders or the Executive Director

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

**ARTICLE IX:
AMENDMENTS AND DISSOLUTION**

Section 9.1: Amendments

The present By-Laws can only be amended by the Council of Elders.

Section 9.2: Dissolution

Dissolution of The Earth Center cannot occur unless the Council of Elders and the 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 501(c)(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 appropriate court of law 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 of the Council of Elders 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 Council of Elders and signed by the Executive Director.

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

Section 11.1: Indemnification

The Earth Center shall indemnify and protect each of its directors functioning as the Council of Elders and its officers to the fullest extent permitted by the laws of the State of Illinois.

Section 11.2: Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.


Section 11.3: Insurance

The Earth Center may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Earth Center, or who is or was serving at the request of the Earth Center as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Earth Center would have the power to indemnify such person against such liability under the provisions of this Article.

Amended and adopted on November 11th, 2022.

Signed by the Executive Director of The Earth Center of Maanu, Inc.:

Print: Nekhitem Kamenthu

Sign:  _____

Date: 11 NOV 2022