# BY LAW

ETHIO-NORDIC TECH PROFESSIONALS ASSOCIATION

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## Revision History

| Version | Date | Author | Description of Change |
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## Article I. NAME

The name of this organization shall be the ETHIO-NORDIC TECH PROFESSIONALS ASSOCIATION (ENTPA)

## Article II. PURPOSE

This organization is a non-profit association aimed at uniting Ethiopian and Ethiopian-origin ICT professionals across the Nordics (Denmark, Finland, Norway, Sweden, and Iceland). The association promotes professional growth, knowledge sharing, and collaboration, with a particular focus on:

- Building an inclusive, empowered community of Ethiopian and Ethiopian-origin ICT professionals across the Nordic.
- Supporting professional development, global certification, and skill advancement.
- Championing diversity and inclusion, especially the participation of women and youth in ICT.
- Creating a culture of cyber citizenship, promoting ethical and responsible technology use.
- Fostering strategic collaboration with African and global ICT associations.
- Supporting Ethiopia's digital transformation by leveraging diaspora expertise and facilitating partnerships.
- Strengthening ties with Ethiopian institutions and communities and elaborating on value propositions for members

The association operates as a non-profit, non-political, professional organization under the laws of its hosting countries in Nordics

## Article III. MEMBERSHIP

Membership is open to Ethiopian and Ethiopian-origin individuals working, studying, or interested in the ICT field within the Nordic countries. Membership categories may include:

Membership group

- Professional Members: with related to ICT professionals
- Student Members: must be enrolled in an ICT-related program
- Advisory or Honorary Members. Appointed by the Board for
    - The Board may appoint Honorary or Advisory Members based on criteria outlined in the Association's Advisory Membership Guidelines. These may include professional distinction, strategic value to the association, alignment with its mission and values, and personal integrity. Such appointments shall be non-voting and shall serve in an advisory capacity for a term defined by the Board.
- Supporting Members (including companies)

Membership terms, rights, and obligations shall be defined in organizational guidelines approved by the Board.

## Article IV. MEMBERSHIP FEES

Membership fees may be collected by the association as a means of financial support. The amount of the membership fee shall be determined by the General Assembly and may vary based on the type of membership (e.g., professional, student, honorary and supporting members). The collected fees shall be used exclusively for the operational costs of the association, including but not limited to administrative expenses, events, programs, training support, and digital platforms. All changes or adjustments to the fee structure must be approved by a majority vote of the General Assembly. The Board may waive fees for students or in special cases.

## Article V. FISCAL YEAR

The fiscal year shall begin January 1st and end December 31st.

## Article VI. ORGANIZATION

### SECTION 5.01 Board of Directors

The affairs of ENTPA shall be governed by the Board of Directors, consisting of Officers and additional Directors as needed. The Board ensures the organization's policies, programs, and decisions align with the mission and objectives. Board members act ethically, prioritizing the association's interests over personal preferences.

### SECTION 5.02 Officers

The Officers shall include:

- President
- Vice President
- Secretary
- Treasurer

An immediate Past-President may serve in an ex-officio advisory role.

### SECTION 5.03 Directors

The Board may include Directors for:

- Events & Conferences
- Sponsorship & Partnerships
- Training & Certification
- Digital Platforms (Website, Social Media)

- Inclusion & Women's Empowerment
- Diaspora & Ethiopia Collaboration

Directors-at-Large may also be appointed to support special initiatives.

**SECTION 5.04 Term Duration and Re-Election Policy**

All Officers and Directors shall serve for a term of **two (2) years**. To promote continuity and renewal, individuals may be **re-elected to the same position for a maximum of two consecutive terms** (i.e., up to four years in the same role).

After serving the maximum consecutive terms in one position, an individual may not be re-nominated for the same position for a minimum of one full term. However, they may be eligible to serve in a different role.

Staggered terms may be implemented to ensure leadership continuity and smooth transitions.

**SECTION 5.05 Elections**

Officers and Directors are elected annually, with adherence to the term limits. Vacancies are filled by Board vote. One person may not hold more than one Officer role concurrently.

## Article VII. DUTIES OF OFFICERS AND DIRECTORS

The founding members will determine the need for the following roles in accordance per the association's constitution. Once the board members are elected, the board will organize how to fulfill the remaining roles and responsibilities based on the association's needs and as it grows over time.

**SECTION 6.01 President**

The chief executive oversees operations, presiding over meetings, representing ENTPA, and ensuring alignment with the association's purpose. The President shall

adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization.

**SECTION 6.02 Vice President**

The Vice President shall support the President, assume duties during absences, and handle additional responsibilities as assigned. Upon the availability of the Vice President to perform any duty of the office, the duty shall be performed by the Secretary with support from the Directors of Events and Sponsorships. The Vice President shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.03 Secretary**

The Secretary shall be the recording officer of the organization and custodian of all its non-financial records, including the minutes of all general and Board of Directors meetings. The Secretary shall also be the corresponding officer of the organization, causing proper notice to be issued of all its Board of Directors meetings at least five days before the dates thereof. Meeting minutes shall be distributed within ten days of the meeting. The Secretary shall also have other duties as may be designated by the vote of the Board of Directors. The Secretary shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.04 Treasurer**

The Treasurer shall be the financial officer of the organization and custodian of all its financial records. The Treasurer forms a Finance Committee composed of at least one other member of the Board, plus other individuals as needed, to direct and manage the finances of the organization, such as the preparation of budgets, and shall be responsible and accountable to the Board for them.

The Treasurer shall review all financial statements and expenditures, prepare and file all information returns required by state and federal governments, to be signed by the President (or Vice President should the President and Treasurer be related), and submit a report of the financial status of the organization at each regular meeting of the Board of Directors.

The Treasurer shall handle daily financial activities (deposits, payments), receive all funds deposited with the organization, and deposit such funds in such bank accounts as directed by the Board of Directors. The Board of Directors shall authorize all separate and distinct expenditures of the organization greater than two hundred euros. Funds shall not be withdrawn for purposes other than those of the organization. The Treasurer shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization.

**SECTION 6.05 Past President**

The Past-President is an ex officio member of the Board of Directors without portfolio and shall have the responsibility for any activities as may be designated by vote of the Board of Directors. He or she is particularly expected to provide guidance and advice to the President.

**SECTION 6.06 Director for Events & Conferences**

The Director of Events shall have responsibility for organizing and maintaining the activities of the organization relating to events for professional development and networking. To the extent the professional development events overlap with training and certification activities, they shall collaborate with the Director of Training and Certification. They shall also have other activities as may be designated by the vote of the Board of Directors.

The Directory for Events and Conferences shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.07 Director for Sponsorship & Partnerships**

The Director for Sponsorships shall have responsibility for organizing and maintaining the activities of the organization relating to sponsorships for advertising, charitable gifts, and so forth. They shall also have other activities as may be designated by the vote of the Board of Directors.

The Directory for Sponsorship & Partnership shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.08 Director for Training & Certification**

The Director of Training shall have responsibility for organizing, maintaining, and scheduling the activities of the organization relating to training and certification. To the extent these activities overlap with professional development events, they shall collaborate with the Director of Events. The Director of Training may also have other duties assigned by the vote of the Board of Directors.

The Directory of Training and Certification shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization.

**SECTION 6.09 Director of Digital Strategy and Platform**

The Director for Digital platforms has responsibility for organizing and maintaining the organization's website as well as other activities as may be designated by vote of the Board of Directors.

The Directory of Digital Strategy and Platform shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.10 Director for Inclusion & Women's Empowerment**

The Director of Inclusion & Women's Empowerment promotes gender equality and inclusion across association programs, with a focus on supporting women in ICT.

The Directory of Inclusion and Women Empowerment shall adhere to the association's Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization

**SECTION 6.11 Director for Diaspora & Ethiopia Collaboration**

The Director of Diaspora & Ethiopia Collaboration facilitates initiatives that connect the diaspora with Ethiopia's digital development goals.

Director for Diaspora & Ethiopia Collaboration Facilitates initiatives that connect the diaspora with Ethiopia's digital development goals. In addition, this Director shall:

- Act as a bridge between Nordic ICT government institutions, private sector actors, and the Ethiopian ICT community.
- Promote partnerships that support Ethiopia's digital transformation and technology-driven development.
- Identify and create opportunities for mutual benefits, knowledge transfer, and innovation exchange between the two regions.
- Facilitate trade missions, joint ventures, investment dialogues, and other collaborative efforts that connect Nordic and Ethiopian stakeholders.
- Advocate for Ethiopia's digital priorities within relevant Nordic platforms.
- Encourage diaspora engagement in projects that strengthen Ethiopia’s digital economy

The Directory of Diaspora and Ethiopia Collaboration shall adhere to the association’s Code of Conduct, declare any potential conflicts of interest, and act in the best interest of the organization.

### SECTION 6.12 Directors-At-Large

The Board may elect Directors-At-Large to annual terms to undertake or support special projects or to honor past service and contributions to the organization. Directors-At-Large shall be voting members of the Board of Directors and shall have responsibilities and activities as may be designated by vote of the Board of Directors.

## Article VIII. MEETINGS

### SECTION 7.01 Annual Meeting

The annual meeting of the organization shall be held in **October**, on such date as determined by vote of the Board of Directors, for the nomination of candidates for Officer and Director positions, for elections of Officers and Directors, for presentation of the annual reports of the Officers, for presentation of the financial records of the organization, and for the transaction of any other business. Other meetings of the

organization may be held at any other time, at the call of the President, or as directed by vote of the Board of Directors.

**SECTION 7.0 Quorum for Board of Directors Meetings**

A quorum for any meeting of the Board of Directors shall consist of a **simple majority of the voting Board members**. All decisions shall be made by a majority vote of those present, except as otherwise stated in **Article IX** (Removal of Officers and Directors) and **Article XI** (Amendments to the By-Laws).

Board votes may be conducted electronically if necessary. In such cases, a majority of the **entire Board** must approve the decision. If a Board member holds more than one position, they are entitled to **only one vote** and count only once toward quorum.

**SECTION 7.03 Quorum for General Assembly**

A quorum for any General Assembly or official membership meeting shall consist of **at least 25% of all registered, active members**. Participation may be in person, online, or in a hybrid format, as permitted.

If quorum is not met, the meeting shall be adjourned and rescheduled with proper notice. The rescheduled meeting may proceed with the members present, unless the Board decides otherwise.
The Secretary shall verify quorum before any voting or binding decisions take place.

## Article IX. REMOVAL OF OFFICERS AND DIRECTORS

An Officer or Director may be removed by the Board of Directors only at a meeting at which there is present a quorum consisting of two-thirds of the voting members of the Board. An affirmative vote of two-thirds or more of those present at such a meeting shall be required for a motion for removal to be approved. In the event of a proposed removal of an officer or director, notice of this proposal must be delivered to all members of the Board, including the one being considered for removal, at least five days before the vote to remove the officer or director. This vote shall only be

taken after providing all members with the opportunity to comment at an in-person meeting of the Board.

An Officer or Director may be removed with a two-thirds Board vote at a meeting where a quorum is met. Prior notice must be given at least five days in advance.

## Article X. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern this organization in all cases to which they apply, and in which they are not inconsistent with the By-Laws.

## Article XI. AMENDMENTS TO THE BY-LAWS

These by-laws may be amended by a two-thirds (⅔) majority vote of members present at a duly called General Assembly, provided that a quorum is met (as defined in Section 7.03), and that the proposed amendment(s) have been circulated to all members at least **fifteen (15) days before** the vote.

The Board of Directors may propose amendments for consideration, but final approval rests with the General Assembly. All approved amendments shall be documented and appended to the official bylaws with the date of adoption.

All other provisions of the By-Laws remain in full force and effect

## Article XII. ARTICLE XII. DATA PROTECTION AND GDPR COMPLIANCE

### SECTION 12.01 General Principles

ENTPA is committed to protecting the personal data of its members and stakeholders and complies with the General Data Protection Regulation (GDPR) of the European Union regarding the collection, storage, and use of member information.

### SECTION 12.02 Data Collection and Use

The association shall only collect personal data necessary for membership management, communication, event participation, and operational functions. Data collected may include, but is not limited to, name, email address, phone number, city of residence, profession, and affiliation.

**SECTION 12.03 Consent and Transparency**

All data subjects must provide informed consent for their data to be collected, stored, and used. The association shall provide clear information on the purpose and use of data at the time of collection.

**SECTION 12.04 Storage and Access**

Personal data shall be securely stored and accessed only by authorized personnel. Reasonable measures shall be implemented to prevent unauthorized access, loss, or misuse of data.

**SECTION 12.05 Rights of Data Subjects**

Members have the right to:

- Access their data
- Correct inaccuracies
- Request deletion of data
- Withdraw consent at any time
- File a complaint in case of suspected misuse

**SECTION 12.06 Data Retention**

Personal data shall not be retained longer than necessary for the purposes it was collected. Retention periods shall be defined in internal policies and reviewed regularly.

**SECTION 12.07 Third-Party Sharing**

Data shall not be shared with third parties without explicit consent, unless required by law. Any data processors engaged by the association must comply with GDPR standards.

**SECTION 12.08 Data Protection Officer**

The Board may appoint a Data Protection Officer (DPO) or assign a Board Member to ensure compliance with GDPR and respond to data-related inquiries or complaints.

**SECTION 12.09 Breach Notification**

In case of a data breach affecting personal information, the association shall notify affected individuals and relevant authorities per GDPR timelines and procedures.

## Article XIII. MISCELLANEOUS PROVISIONS

**SECTION 13.01 Private Inurement Prohibited**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the organization outlined in Article II above.

**SECTION 13.02 Limitation of Political Activities**

No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.

The association is committed to creating inclusive, equitable, and accessible programs and services for all members regardless of gender, race, disability, religion, or socioeconomic background.

**SECTION 13.03 Dissolution of Assets**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section (Article II) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article XIV. PARTIES TO THE ASSOCIATION

The Ethio-Nordic Tech Professionals Association (ENTPA) shall consist of the following formally recognized groups, hereinafter referred to as “Parties” or “Constituent Groups.” These groups serve as the structural and operational arms through which the Association advances its mission, exercises governance, and engages with stakeholders.

All constituent groups are required to comply with the Association’s mission, values, and activities, as well as the provisions set forth in the Bylaws and other governing documents.

**SECTION 14.01 Leadership Board**

**Definition:**

The Leadership Board shall comprise elected or appointed individuals from within the Association’s membership who hold official leadership roles as defined under Article VI and VII of these Bylaws. This body shall include Officers (e.g., President, Vice President, Secretary, Treasurer) and Directors (e.g., Directors for Events, Sponsorships, Training, etc.).

**Functions and Authority:**

- Serve as the governing body of the Association, responsible for policy-making, strategic oversight, and operational leadership.

- Represent the collective interests of the membership in decision-making.

- Ensure legal compliance, financial accountability, and alignment with the Association's mission and purpose.

**Eligibility:**
Must be active Professional Members in good standing, Ethiopian or Ethiopian origin studied or residing in one of the Nordic countries (Denmark, Finland, Norway, Sweden, or Iceland).

**SECTION 14.02 Professional Members (General Membership)**

**Definition:**
Professional Members are Ethiopian or Ethiopian-origin individuals residing in the Nordic countries who are actively engaged in, studying, professionally working or interested in the Information and Communication Technology (ICT) field.

**Rights and Responsibilities:**

- Eligible to vote in Association elections and to be elected or appointed to the Leadership Board.

- May participate in all general assemblies, working groups, and projects of the Association.

- Must adhere to the Association's code of conduct and membership guidelines.

- Subject to membership fees or contributions as may be defined by the Board.

**SECTION 14.03 Advisory and Honorary Members**

**Definition:**
Advisory or Honorary Members are individuals—regardless of nationality or location—who are recognized for their professional expertise, mentorship, or substantial contributions to the mission and activities of the Association.

**Scope and Role:**

- May include subject matter experts, academics, policymakers, or senior professionals in the global ICT sector.

- Serve in an advisory capacity without voting rights.

- May not participate in all general assemblies, unless otherwise invited by the Board.

- May participate in designated committees or initiatives, and provide strategic guidance or representation on behalf of the Association.

- Appointments shall be approved by majority vote of the Leadership Board.

**SECTION 14.04 Supporting Members**

**Definition:**
Supporting Members are organizations, institutions, or project-based entities (including corporations, non-profits, foundations, or development agencies) that contribute financial, technical, or operational support to the Association.

**Modes of Support:**

- Provision of funding, sponsorship, in-kind services, infrastructure, training, or research collaboration.

- Engagement in time-bound projects or long-term strategic partnerships.

**Terms of Association:**

- Supporting Members shall not have voting rights in Association governance but may be recognized publicly and may be invited to participate in relevant events, programs, or advisory sessions.

- Subject to terms defined in written partnership agreements or memoranda of understanding (MOUs) approved by the Board.

**SECTION 14.05 Additional Provisions**

1. **Recognition and Recordkeeping:**
   All parties shall be duly registered in the Association's official membership and stakeholder registry, maintained by the Secretary.

2. **Rights and Limitations:**
   The rights, responsibilities, and privileges of each party are subject to these Bylaws and any additional policies or procedures adopted by the Board.

3. **Conflict of Interest:**
   All Parties shall disclose any potential conflicts of interest and act in the best

interest of the Association in accordance with its conflict of interest policy.

### Termination or Suspension of Membership

Membership may be suspended or terminated:

- Upon written resignation by the member.
- For failure to pay dues within the grace period set by the Board.
- For breach of ethical conduct or bylaws, after a fair review process.