



United Nations  
Educational, Scientific and  
Cultural Organization



**NGO accreditation**  
ICH-09 – Form

Intangible  
Cultural  
Heritage

→ M.T / F.O

Reçu CLT / C.S. / ICH

Le 03 MAR 2021

199

**REQUEST BY A NON-GOVERNMENTAL ORGANIZATION TO BE ACCREDITED TO  
PROVIDE ADVISORY SERVICES TO THE COMMITTEE**

**DEADLINE 30 APRIL 2021**

INSTRUCTIONS FOR COMPLETING THE REQUEST FORM ARE AVAILABLE AT:

[HTTPS://ICH.UNESCO.ORG/EN/FORMS](https://ich.unesco.org/en/forms)

|  |
|--|
| <b>1. Name of the organization</b>   |
| <b>1.a. Official name</b><br><i>Please provide the full official name of the organization, in its original language, as it appears in the supporting documentation establishing its legal personality (section 8.b below).</i>   |
| Social Advancement Group, Inc  |
| <b>1.b. Name in English or French</b><br><i>Please provide the name of the organization in English or French.</i>  |
| Social Advancement Group, Inc  |
| <b>2. Contact of the organization</b>  |
| <b>2.a. Address of the organization</b><br><i>Please provide the complete postal address of the organization, as well as additional contact information such as its telephone number, email address, website, etc. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see section 8).</i> |
| Organization: Social Advancement Group, Inc<br>Address: 2648 Brenner Drive Dallas Tx 75220<br>Telephone number: 917-826-1908<br>Email address: hasina@socialadvancementgroup.org<br>Website: Socialadvancementgroup.org<br>Other relevant information:   |
| <b>2.b Contact person for correspondence</b><br><i>Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request.</i>  |
| Title (Ms/Mr, etc.): Ms<br>Family name: Letellier<br>Given name:   |

Hasina

Institution/position: Founder/CEO

Address: 2648 Brenner Drive Dallas Tx 75220

Telephone number: 917-826-1908

Email address: haisna@socialadvancementgroup.org

Other relevant  
information:

### 3. Country or countries in which the organization is active

*Please identify the country or countries in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out its activities.*

local

national

international (please specify: )

worldwide

Africa

Arab States

Asia & the Pacific

Europe & North America

Latin America & the Caribbean

Please list the primary country(ies) in which it is active:

United States, Caribbean and Africa

### 4. Date of its founding or approximate duration of its existence

*Please state when the organization came into existence, as it appears in the supporting documentation establishing its legal personality (section 8.b below).*

May 9, 2017

### 5. Objectives of the organization

*Please describe the objectives for which the organization was established, which should be 'in conformity with the spirit of the Convention' (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.*

*Not to exceed 350 words; do not attach additional information*

Social Advancement Group strives to enhance, empower, and increase the presence of entrepreneurs in struggling neighborhoods by creating economic and financial awareness and solutions for minority-owned start-ups and business

### 6. The organization's activities in the field of safeguarding intangible cultural heritage

*Sections 6.a to 6.d are the primary place for establishing that the NGO satisfies the criterion of having 'proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains' (Criterion A).*

#### 6.a. Domain(s) in which the organization is active

*Please tick one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please tick 'other domains' and indicate which domains are concerned.*

oral traditions and expressions

performing arts

social practices, rituals and festive events  
knowledge and practices concerning nature and the universe  
traditional craftsmanship  
other domains - please specify:

**6.b. Primary safeguarding activities in which the organization is involved**

*Please tick one or more boxes to indicate the organization's primary safeguarding activities. If its activities involve safeguarding measures not listed here, please tick 'other safeguarding measures' and specify which ones are concerned.*

identification, documentation, research (including inventory-making)  
preservation, protection  
promotion, enhancement  
transmission, formal or non-formal education  
revitalization  
other safeguarding measures – please specify:

**6.c. Description of the organization's activities**

*Organizations requesting accreditation should briefly describe their recent activities and relevant experience in safeguarding intangible cultural heritage, including those demonstrating the capacities of the organization to provide advisory services to the Committee. Relevant documentation may be submitted, if necessary, under section 8.c below.*

*Not to exceed 550 words; do not attach additional information*

The Letellier Life Market Research and Technology Program will officially launch in April at the Clinique Petit Simbaya, our Conakry, Guinea location. Through global partnerships and technology programs, participants will be best positioned to “think globally and act locally,” tackling some of the world’s greatest infrastructure, scientific, agriculture, economic and other related challenges in developing countries, while strengthening its ties with the diaspora and educating people on how to maintain a healthy and productive life. The program is committed to providing customized services to meet the occupational health, safety, and rehabilitation needs of the area while caring for the targeted, poor/low-income market. Letellier Lifecare is based on the belief that a healthy environment will lead to a more productive and efficient community.

In addition, surveys for data evaluations and patient and community clinical trials will enable our market research team to pinpoint the negative social determinants of health that may plague struggling neighborhoods and offer solutions to problems affecting the country’s citizens and economic productivity, while perfecting the positives, safeguarding the intangible cultural heritage of the developing country. All items used to conduct clinical trials are donated to the families and the communities. The Clinique Petit Simbaya will be our international location, but the program will travel globally. The program is scheduled to spend sixty days per country.

**6.d. Description of the organization's competence and expertise**

*Please provide information on the personnel and members of the organization, describe their competence and expertise in the domain of intangible cultural heritage, in particular those that demonstrate the capacities of the organization to provide advisory services to the Committee, and explain how they acquired such competence. Documentation of such competences may be submitted, if necessary, under section 8.c below.*

*Not to exceed 200 words; do not attach additional information*

The personnel and members of Social Advancement Group are proficient in community events and social practices. They all have an understanding of nature and global concerns. Each board member is a first generation American or a child of immigrants so their understanding of traditional preservation is key to our understanding of intangible cultural heritage and global approach. Our president, Alister Wharwood, has extensive professional experience with significance executive leadership. He oversees fundraising, community partnerships, and partners with the CEO to ensure that board resolutions are carried out. Our CEO, Hasina Letellier, is the visionary and founder of Social Advancement Group. She has overseen several international programs designated to aid countries to social determinants. She manages day-to-day operations of the organization and its programs. Reginal Mirthil, our treasurer, and Terri-Ann Bethune, our secretary, provide financial oversight and accounting for all programs. They have overseen several million-dollar contracts and grants.

**7. The organization's experiences in cooperating with communities, groups and intangible cultural heritage practitioners**

*The Committee will evaluate whether NGOs requesting accreditation 'cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, practise and transmit intangible cultural heritage'*

(Criterion D). Please briefly describe such experiences here.

Not to exceed 350 words; do not attach additional information

Collaboration with community leaders in developing countries and our understanding and sensitivity to immigrant relations in the United States, enable us to have the understanding and empathy needed to coordinate effective community events as we collect the necessary data needed to assist with the country's improvements.

## 8. Documentation of the operational capacities of the organization

The Operational Directives require that an organization requesting accreditation submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated, whenever possible, into English or French if the originals are in another language. Please label supporting documents clearly with the section (8.a, 8.b or 8.c) to which they refer.

### 8.a. Members and personnel

Proof of the participation of the members of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, a list of personnel and statistical information on the quantity and categories of the members; a complete membership roster usually need not be submitted.

Please attach supporting documents, labelled 'Section 8.a'.

### 8.b. Recognized legal personality

If the organization has a charter, articles of incorporation, by-laws or similar establishing documents, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.

Please attach supporting documents, labelled 'Section 8.b'.

### 8.c. Duration of existence and activities

If it is not already clearly indicated in the documentation provided under section 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in section 6.c. Supplementary materials such as books, CDs, DVDs or similar publications cannot be taken into consideration and should not be submitted.

Please attach supporting documents, labelled 'Section 8.c'.

## 9. Membership in the ICH NGO Forum

Indicate below whether your organization wishes to join the ICH NGO Forum. Please note that membership is contingent upon the accreditation of your organization by the General Assembly of States Parties to the 2003 Convention.

For more information on the ICH NGO Forum and its activities, please see <https://ich.unesco.org/en/ngo-forums-00422>.

Yes

No

## 10. Signature

The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

Name: Hasina Letellier

Title: Founder/CEO

Date: 02/25/2021

Signature:





**BOARD OF DIRECTORS**  
Social Advancement Group, Inc.

To ensure that my organization will serve public interests and not the personal or private interests of a few individuals, the board of directors have modified to place control in the hands of unrelated individuals selected from the community.

| <b>Name</b>       | <b>Title</b>        | <b>Address</b>  | <b>Compensation</b> |
|-------------------|---------------------|---|---------------------|
| Alister Wharwood  | <b>President</b>    | P.O. Box 100033<br>Staten Island, NY, 10310                 | none                |
| Reginal Mirthil   | <b>Treasurer</b>    | 10 Claremont Ave<br>Jersey City, NJ 07305                   | none                |
| Terri-Ann Bethune | <b>Secretary</b>    | 11550 SW 26 <sup>th</sup> Street, #203<br>Miramar, FL 33025 | none                |
| Hasina Letellier  | <b>*CEO</b>         | 49 Tweedstone Lane<br>Willingboro, NJ 08046                 | none                |
| Terri-Ann Bethune | <b>Director (1)</b> | 11550 SW 26 <sup>th</sup> Street, #203<br>Miramar, FL 33025 | none                |
| Alister Wharwood  | <b>Director (2)</b> | P.O. Box 100033<br>Staten Island, NY, 10310                 | none                |
| Reginal Mirthil   | <b>Director (3)</b> | 10 Claremont Ave<br>Jersey City, NJ 07305                   | none                |

Board of Directors:

- a. Their qualifications (i.e. education, experience).
- b. Average hours worked per week.
- c. Duties performed for the organization.

| <b>Name</b>      | <b>Qualifications</b>  | <b>Avg. Hours</b> | <b>Duties</b>   |
|------------------|--|-------------------|---|
| <b>President</b> | Senior leadership experience, interpersonal skills, Extensive professional experience with significance executive leadership | 12                | Fund raising, community partners, develop and manage relationships, partnering with the CEO to ensure that board resolutions are carried out. |

|                  |   |    |  |
|------------------|---|----|--|
| <b>Treasurer</b> | Prepares a proposed budget for review, modification, and final approval by the Board of Directors.  | 12 | Prepares and presents quarterly financial reports for the Board of Directors.  |
| <b>Secretary</b> | Highly experienced in providing secretarial and administrative services for the board<br>Profound knowledge of business secretariat processes, and corporate governance frameworks  | 12 | Outstanding knowledge of financial accounting and reporting writing practices<br>Familiarity with interpreting company laws and handling related legal issues<br>Ability to deal with board members, stakeholder and management team, in a tactful manner<br>Ability to maintain confidentiality of sensitive information, efficiently |
| Hasina Letellier | Advises the Board Advocates / Supports motivation of employees in organization products/programs and operations. Visionary / Ensures staff and Board have sufficient and up-to-date information. Looks to the future for change opportunities<br>Interfaces between Board and employees. Interfaces between organization and community<br>Decision Maker. Formulates policies and planning recommendations to the Board<br>Decides or guides courses of action in operations by staff Manager.<br>Oversees operations of organization. Manages financial and physical resources<br>Board Developer. | 60 | Manage day-to-day operations   |

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of Social Advancement Group, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2. Number, Election, and Term of Office.** The Board of Directors shall consist of no less than 3 members. Directors need not be residents of the State of Texas. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filing vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

**Section 3. Powers.** Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

**Section 4. Duties.** It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the article of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribed the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**Section 5. Compensation.** Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

**Section 6. Place of Meetings.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

**Section 7. Regular Meetings.** Regular meetings of directors shall be held on the first "Monday" of every month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place of the next business day.

**Section 8. Special Meetings.** Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**Section 9. Notice of Meetings.** Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in

writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 10. Quorum for Meetings.** A quorum shall consist of three of the members of the board of directors. Except as otherwise provided under the articles of the incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

**Section 11. Majority Action as Board Action.** Every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

**Section 12. Conduct of Meetings.** Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by the majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by CEO, Hasina Letellier, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

**Section 13. Vacancies.** Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, registration, or removal from office.

**Section 14. Non-liability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 15. Indemnification by Corporation of Directors and Officers.** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Section 16. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.





**BYLAWS OF  
Social Advancement Group, Inc.**

**ARTICLE 1  
OFFICES**

**Section 1. Registered Office.** The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

**Section 2. Other Offices.** The corporation may maintain such other offices both within and without the State of Texas as the board of directors may authorize.

**Section 3. Purpose.** The corporation has been organized for the purposes set forth in the Articles of Incorporation.

**ARTICLE 2  
PURPOSES**

**Section 1. Nature of Corporation.** The Social Advancement Group, Inc. nonprofit corporation formed under the State of Texas, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** Social Advancement Group is a non-profit organization dedicated to the research, development and the teaching of economics and how it impacts minorities within their own communities. The SAG organization strives to educate, empower and increase the presence of entrepreneurs in struggling neighborhoods through creating funding opportunities for minority-owned start-ups essential to the area's economic growth. Our mission, to help unify minority populated areas in the United States. Through programs and business relationships that promote economic and financial independence, as well as lend resources to homegrown business owners looking to make financial investments within their own communities. Social Advancement Group, Inc. is organized for the purpose set forth in its Articles of Incorporation which are filled with the State of Texas.

**Section 3. Dissolution Clause.** Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal Tax Code), or shall distribute the same to the Federal Government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by order of Superior Court of the State of New Jersey in the judicial district where the principal office of the corporation is then located, exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as said court shall determine.

**ARTICLE 3  
BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of Social Advancement Group, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2. Number, Election, and Term of Office.** The Board of Directors shall consist of no less than 3 members. Directors need not be residents of the State of Texas. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filing vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

**Section 3. Powers.** Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

**Section 4. Duties.** It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the article of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribed the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**Section 5. Compensation.** Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

**Section 6. Place of Meetings.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

**Section 7. Regular Meetings.** Regular meetings of directors shall be held on the first "Monday" of every month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place of the next business day.

**Section 8. Special Meetings.** Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**Section 9. Notice of Meetings.** Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.

- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 10. Quorum for Meetings.** A quorum shall consist of three of the members of the board of directors. Except as otherwise provided under the articles of the incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

**Section 11. Majority Action as Board Action.** Every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

**Section 12. Conduct of Meetings.** Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by the majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by CEO, Hasina Letellier, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

**Section 13. Vacancies.** Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

**Section 14. Non-liability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 15. Indemnification by Corporation of Directors and Officers.** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Section 16. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.