



BYLAWS OF THE GLOBAL ASSOCIATION FOR RESEARCH AND INNOVATION (GARI)



Preamble

These Bylaws of the Global Association for Research and Innovation (GARI) provide the governing framework for the Association.

On June 15, 2023, the Founding Executive Board adopted the first bylaws in Austin, Texas, to guide international operations. GARI operates as a formally registered non-profit corporation in the State of Texas, USA (**File Number: 806128216**).

Today, GARI functions as a U.S.-based global nonprofit with activities spanning Africa, Europe, and North America. These Bylaws, as amended in 2025, govern the Association in all its activities, programs, and operations.

BYLAWS OF THE GLOBAL ASSOCIATION FOR RESEARCH AND INNOVATION (GARI)

Article I – Name and Affiliation

Section 1.01 – Name

The name of this corporation is the Global Association for Research and Innovation, as set forth in its Certificate of Formation filed with the State of Texas. The corporation may hereinafter be referred to as the “Association” or “GARI.”

Section 1.02 – Nonprofit Status

The Association is organized and shall be operated exclusively as a nonprofit corporation under the laws of the State of Texas and in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.03 – Affiliation and Independence

The Association functions as an independent legal entity governed by its Board of Directors under these bylaws. It may establish partnerships, affiliations, or sponsorships with other institutions, provided such relationships do not compromise its nonprofit status or autonomy.

Article II – Purpose and Objectives

Section 2.01 – General Purpose:

The Association is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 – Specific Objectives:

In furtherance of its general purpose, the objectives of the Association shall include, but are not limited to:

(a) Advance Research and Innovation:

To support original research, applied innovation, and scholarly excellence through grants, fellowships, conferences, and collaborative projects.

(b) Promote Knowledge Exchange:

To serve as a platform for global dialogue and dissemination of knowledge among scholars, professionals, educators, policy makers, and innovators.

(c) Support Emerging Scholars and Practitioners:

To mentor and empower early-career researchers, professionals, and students by providing resources, training, networking, and recognition opportunities.

(d) Enhance African and Global Participation:

To amplify underrepresented voices and strengthen participation from Africa and other developing regions in global research and innovation landscapes.

(e) Encourage Multidisciplinary Collaboration:

To connect stakeholders across disciplines—such as technology, language, health, education, climate, and economics—to tackle complex societal challenges.

(f) Promote Ethical and Inclusive Innovation:

To ensure that research and innovation supported by the Association adhere to ethical standards, social responsibility, and inclusivity.

(g) Support Language, Culture, and Indigenous Knowledge:

To advocate for the preservation and advancement of African languages, cultural heritage, and indigenous knowledge systems through research and technological development.

(h) Establish Global Partnerships:

To form strategic alliances with academic institutions, innovation hubs, governments, and international bodies in pursuit of shared objectives.

Article III – Membership

Section 3.1 Membership Classes: The Association shall have the following classes of membership:

- a. Student/Graduate Member
- b. General Member
- c. Senior/Professional Member
- d. Lifetime Member
- e. Institutional Member
- f. Fellow (FeGARI) – the highest honor of the Association.

Section 3.02 – Student/Graduate Members

- a. Eligibility: Must be enrolled in an accredited undergraduate or graduate program.
- b. Admission: Proof of enrollment is required.
- c. Rights: May participate in programs and events of the Association but shall not have voting rights unless otherwise determined by the Board of Directors.

Section 3.03 – General Members

- a. Eligibility: Must hold a bachelor's degree or equivalent professional experience.
- b. Admission: Must demonstrate active engagement in research, innovation, or related professional activities.
- c. Rights: Entitled to participate in programs and receive publications. Voting rights may be conferred as determined by the Board.

Section 3.04 – Senior/Professional Members

- a. Eligibility: Must have at least five (5) years of professional or academic experience.
- b. Admission: Must demonstrate contributions in their field of work through publications,

leadership, innovation, or equivalent evidence.

c. Rights: Entitled to participate fully in programs of the Association. Voting rights may be conferred as determined by the Board.

Section 3.05 – Lifetime Members

a. Eligibility: Must meet the requirements for General or Senior/Professional membership.

b. Admission: Granted upon demonstration of long-term commitment to the mission of the Association and completion of a one-time membership contribution.

c. Rights: Enjoy the same rights as Senior/Professional Members, with recognition of their lifetime commitment.

Section 3.06 – Institutional Members

a. Eligibility: Universities, research institutes, corporations, professional societies, NGOs, and other recognized organizations aligned with the Association’s mission.

b. Admission: Institutional application and approval by the Board of Directors.

c. Rights: Entitled to advisory representation, multi-user access to Association resources, and participation in collaborative programs.

Section 3.07 – Rights and Responsibilities of Members

a. Uphold the mission and values of the Association.

b. Adhere to the bylaws, policies, and code of conduct.

c. Pay membership dues in a timely manner unless granted a waiver.

d. Actively contribute to advancing the Association’s objectives.

Section 3.08 – Termination and Suspension

a. Membership may be terminated for:

i. Non-payment of dues beyond ninety (90) days.

ii. Violation of bylaws, policies, or code of conduct.

iii. Conduct detrimental to the mission or reputation of the Association.

iv. Voluntary resignation.

b. Members subject to termination shall receive written notice and an opportunity to respond.

c. Privileges may be suspended pending review.

d. Appeals may be made to the General Assembly, whose decision shall be final.

Fellow (FeGARI) The Highest Honor

Section 3.09 – Fellowship (FeGARI) Requirements

a. Fellowship is the **highest honor of the Association**, conferred only upon individuals who have demonstrated **outstanding achievements of national or international significance**, and had a sustained impact across a broad range of fields, including—but not limited to—the natural and formal sciences, engineering and technology, medical and health sciences, agriculture and environmental studies, the social sciences and humanities, education, law, business and management, the creative and performing arts, media and communication, as well as emerging interdisciplinary domains spanning both academic and industrial spheres.

b. Candidates must satisfy at least three (3) of the twenty-five (25) published Fellowship criteria, each requiring documented proof of distinguished recognition. Generic qualifications such as education, employment, dues, or endorsements alone shall not suffice. Criteria required for consideration:

1. Demonstrated excellence in their field through notable achievements such as awards, grants, patents, or significant innovations in industry or academia.
2. Substantial contributions to research projects or leadership in major academic, professional, or industry initiatives.
3. Presentation of original work at major conferences, symposia, exhibitions, or leading industry and cultural events.
4. Holding leadership roles in professional organizations, companies, academic institutions, or community-based initiatives.
5. Development of innovative technologies, processes, artistic works, or systems with measurable impact.
6. Dissemination of knowledge through high-impact academic journals, industry publications, mainstream media, public exhibitions, or creative platforms.
7. Demonstrated commitment to mentoring and developing emerging professionals, scholars, or artists in their field.
8. Successful application or commercialization of research, innovations, or creative work.
9. Integration and promotion of professional best practices within work environments, projects, or institutional frameworks.
10. Active engagement in interdisciplinary collaborations or partnerships bridging academia, industry, public service, or the creative sectors.
11. Evident potential for future leadership and impact within their area of expertise.
12. Recognition or honors received in the **natural and formal sciences, engineering and technology, medical and health sciences, agriculture and environmental studies, the social sciences and humanities, education, law, business and management, the creative and performing arts, media and communication, as well as emerging interdisciplinary domains spanning both academic and industrial spheres.**
13. Receipt of seed funding exceeding \$100,000 or founding a startup or creative enterprise with a valuation exceeding \$250,000 within a relatively short time frame.
14. Featured media coverage highlighting impactful contributions or pioneering achievements.
15. Leading a domestic enterprise or creative initiative to achieve international recognition or market dominance through strategic innovation and visionary leadership.

16. Driving the successful turnaround of a company, organization, or artistic institution—resulting in job preservation, community development, or sectoral revitalization.
17. Serving as a judge, curator, or expert evaluator in internationally recognized competitions, festivals, or review panels.
18. Designing professional frameworks, models, or strategies that incorporate environmental, social, and governance (ESG) principles, contributing to global sustainability and responsible innovation.
19. Delivering professional services, scientific expertise, or creative work to international companies, cultural institutions, or organizations with notable outcomes or influence.
20. Playing a leading or critical role in a distinguished organization, resulting in significant contributions to its goals and mission.
21. Inventing original tools, technologies, systems, or artistic techniques that have advanced practice or transformed industry standards.
22. Creating iconic works or performances that have achieved critical acclaim or cultural significance on national or international stages.
23. Pioneering new genres, disciplines, or professional practices that have influenced peers and advanced the field.
24. Introducing new methods, approaches, or methodologies that have improved effectiveness, enriched understanding, or sparked innovation in research, industry, or the arts.
25. Demonstrating excellence in teaching, curriculum development, or educational innovation, with measurable impact on student learning, institutional improvement, or educational policy.

c. No more than **ten percent (10%) of the total active membership** may be elected to Fellowship in any one year, ensuring exclusivity.

Section 3.10 – Fellowship Admission Process

a. Applications for Fellowship must be submitted through the Association’s **official online application portal**.

b. Applications must include:

- i. A detailed curriculum vitae or professional portfolio.
- ii. A statement of key contributions and achievements.
- iii. Documentary evidence satisfying the Fellowship criteria (e.g., awards, publications, citations, patents, media recognition).

c. The Membership Committee shall verify that all required materials are complete before review. Incomplete applications will not proceed to evaluation.

- d. All complete applications shall undergo rigorous peer review by the Membership Committee, in accordance with the criteria set forth in Section 3.09.
- e. Fellowship shall be awarded only upon the Committee's determination that the candidate has met the standards of outstanding achievement.

Section 3.11 – Membership Committee and Review Panel

- a. **Purpose:** The Membership Committee is responsible for reviewing, evaluating, and admitting candidates to Fellowship (FeGARI). The Committee ensures that only those who have demonstrated extraordinary accomplishments and sustained impact in research, innovation, or professional practice across diverse fields are granted this prestigious status.
- b. **Composition:** The Membership Committee shall be composed solely of Fellows of the Association who are recognized as national or international experts in their respective disciplines. Members shall reflect the Association's commitment to **diversity, interdisciplinarity, and global standards of excellence**.
- c. **Qualifications:** To qualify for service on the Committee, Fellows must demonstrate at least two (2) of the following:
 - i. A record of peer-reviewed publications, patents, or scholarly works of international circulation.
 - ii. Leadership roles in recognized academic, professional, or research organizations.
 - iii. Service as a reviewer, editor, or judge for reputable international journals, conferences, or award programs.
 - iv. Contributions cited, adopted, or implemented beyond their home institution or country.
- d. **Authority:** Committee decisions regarding Fellowship are final and binding, independent of the Board of Directors.
- e. **Confidentiality:** The Association shall maintain complete records of the names and qualifications of all Membership Committee members. These records shall remain confidential to preserve the integrity of the peer review process but may be released upon formal request to governmental agencies, accrediting bodies, or other authorized entities for purposes of verification.

Section 3.12 – Fellowship Rights

- a. Fellows shall be entitled to use the designation **"FeGARI."**
- b. Fellows shall automatically be vested with **voting rights** in the Association.
- c. Fellows may serve on the Membership Committee, other committees, advisory councils, and in international representation roles.
- d. Fellows shall be formally inducted at an annual ceremony and receive a **Certificate of Fellowship** (and plaque, if applicable).
- e. The Association shall maintain a **Global Registry of Distinguished Fellows (public)** to recognize Fellows worldwide.
- f. Letters of Distinction may be issued to Fellows, signed by Association leadership, as official evidence of their status.
- g. In recognition of disciplinary excellence, Fellows **may be** designated by specialized domains such as:

- **FeGARI (SciTech)** – Science, Engineering, and Technology
- **FeGARI (Arts & Culture)** – Creative and Performing Arts
- **FeGARI (Arts & Humanities)** – languages, history, literature, philosophy
- **FeGARI (Leadership & Policy)** – Governance, Public Policy, and Social Impact
- **FeGARI (Health & Medicine)** – Medical Sciences, Public Health, Clinical Research
- **FeGARI (Education & Pedagogy)** – Teaching, Curriculum Design, Learning Sciences
- **FeGARI (Business & Innovation)** – Entrepreneurship, Economics, Management, Applied Innovation
- **FeGARI (Law & Human Rights)** – Legal Studies, Justice Systems, International Law
- **FeGARI (Environment & Sustainability)** – Environmental Science, Climate Policy, Sustainable Development
- **FeGARI (Media & Communication)** – Journalism, Strategic Communication, Digital Media
- **FeGARI (Interdisciplinary Impact)** – Cross-sectoral achievements spanning multiple fields

These designations are honorary and serve to highlight the diversity of excellence represented by GARI Fellows.

Section 3.13 Recognition and Benefits

- a) New Fellows shall be formally **inducted during the Annual Fellowship and Awards Ceremony**, where they will receive an official **Certificate of Fellowship** (and Plaque, if selected).
- b) Fellows shall receive **priority consideration** for representing the Association at international conferences, summits, government advisory panels, multilateral forums, and policy dialogues.
- c) The Association shall maintain a **Fellow Spotlight Program**, regularly showcasing the achievements, innovations, and impact of its Fellows across official publications, websites, and media platforms.
- d) Each Fellow shall receive a formal **Letter of Distinction and Endorsement**, signed by the President and Chair of the Board, attesting to their extraordinary achievements and international standing.
- e) The Association shall maintain a **Global Registry of Distinguished Fellows (FeGARI)**, publicly accessible on the Association's website and shared with institutional partners and international bodies to promote global recognition of Fellows.

Section 3.14 Fellowship Registry and Public Recognition

The Association shall maintain a **Global Registry of Distinguished Fellows (FeGARI)**, publicly accessible on its website. This registry will serve as a source of visibility and verification for external institutions, partners, and international bodies.

Article IV – Governance

Section 4.01 – Governing Authority

The Association shall be governed by a Board of Directors, which shall exercise all corporate powers and authority consistent with law, the Certificate of Formation, and these Bylaws.

Section 4.02 – The Central Committee

a. The Central Committee shall serve as the Association’s primary leadership forum and shall consist of:

- i. The Board of Directors.
- ii. The Executive Officers of the Association.
- iii. Members of the Advisory Board.

b. The Central Committee shall advise on strategic direction, global outreach, and programmatic initiatives, ensuring the Association reflects its interdisciplinary and international mission.

c. The Central Committee is not a substitute for the Board of Directors as the governing body but provides an expanded forum for deliberation, collaboration, and leadership.

Section 4.03 – Board of Directors

a. Composition: The Board shall consist of not fewer than five (5) and not more than fifteen (15) directors.

b. Expertise Requirement: At least two-thirds (2/3) of the Board shall be nationally or internationally recognized experts in their fields.

c. Term: Directors shall serve terms of three (3) years, with staggered rotation to ensure continuity.

d. Election & Removal: Directors shall be elected by the Board itself at the Annual Meeting and may be removed by two-thirds (2/3) vote of the remaining directors.

Section 4.04 – Duties of the Board of Directors

The Board shall:

- a. Establish and oversee the strategic vision and policies of the Association.
- b. Exercise fiduciary oversight and approve budgets.
- c. Appoint, evaluate, and remove officers.
- d. Approve membership dues, benefits, and policies.
- e. Ensure compliance with all applicable laws and nonprofit regulations.

Section 4.05 – Executive Officers

Executive Officers shall include, at minimum, the President, Secretary, and Treasurer, and such other officers as may be created by the Board. Officers’ duties and terms are specified in Article V.

Section 4.06 – Advisory Board

a. The Advisory Board shall consist of distinguished individuals invited by the Board of Directors.

b. Advisory Board members shall provide counsel, global perspective, and professional expertise to the Association.

c. Advisory Board members shall not have legal or fiduciary responsibility unless separately elected as Directors.

Section 4.07 – Committees

The Board may establish standing and ad hoc committees as necessary to carry out the work of the Association. Standing committees shall include, but not be limited to:

- a. Membership Committee (Article III)
- b. Finance and Audit Committee
- c. Nominations and Governance Committee
- d. Publications and Programs Committee

Section 4.08 – Compensation

- a. Directors, officers, and advisory board members may be reimbursed for reasonable expenses incurred in service to the Association.
- b. Directors and officers may be compensated for their service if authorized by the Board, provided such compensation is reasonable and consistent with the Association’s nonprofit status.
- c. Advisory Board members shall ordinarily serve without compensation but may receive honoraria or compensation for services rendered in another capacity.

Article V – Officers

Section 5.01 – Officers of the Association

The Association shall have the following officers:

- a. President
- b. Vice President(s) (as determined by the Board)
- c. Secretary
- d. Treasurer
- e. Founder (permanent)
- f. Such other officers as the Board of Directors may create from time to time.

Section 5.02 – Founder’s Clause

- a. The individual identified in the Certificate of Formation as the Founder of the Association shall hold the permanent honorary title of **Founder**.
- b. The Founder shall serve as a **permanent Director and Officer** of the Association, unless voluntarily resigned.
- c. The Founder shall be entitled to receive **reasonable compensation** for services rendered to the Association, whether as President, officer, or in another capacity, as approved by the Board of Directors.
- d. The Founder’s role shall ensure continuity of vision and mission for the Association.

Section 5.03 – Election and Term of Office

- a. **President:** The President shall serve a term of **five (5) years** and may be re-elected indefinitely.
- b. **Other Officers:** Vice Presidents, Secretary, and Treasurer shall serve terms of **three (3) years** and may be re-elected indefinitely.
- c. All officers shall remain subject to removal by the Board of Directors at any time, with or without cause.
- d. Each officer shall serve until a successor is duly elected and qualified, or until earlier resignation or removal.

Section 5.04 – Duties of Officers

- a. **President** – The chief executive officer of the Association; presides at meetings of the Board and

Central Committee; ensures implementation of Board resolutions; represents the Association in external relations.

b. **Vice President(s)** – Serve in the absence of the President; perform duties as assigned by the Board.

c. **Secretary** – Maintains minutes of meetings, ensures required notices are given, maintains corporate records.

d. **Treasurer** – Oversees financial affairs, maintains accurate accounts, prepares reports, ensures compliance with applicable laws and nonprofit accounting standards.

e. **Other Officers** – Such officers as may be created by the Board shall have the authority and perform the duties prescribed by the Board.

Section 5.05 – Removal and Resignation

a. Any officer (other than the Founder) may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

b. An officer may resign at any time by providing written notice to the President or Secretary.

Section 5.06 – Vacancies

A vacancy in any office (other than the Founder) shall be filled by the Board of Directors. An officer so elected shall serve the remainder of the predecessor's term.

Section 5.07 – Compensation of Officers

a. The salaries of officers shall be fixed from time to time by the Board of Directors.

b. Officers may receive reasonable compensation for services rendered, consistent with the Association's nonprofit and tax-exempt status.

c. Officers may also be reimbursed for reasonable expenses incurred in service to the Association.

Article VI – Meetings

Section 6.01 – Annual General Meeting (AGM):

(a) The Association shall hold an **Annual General Meeting (AGM)** each calendar year for the purpose of reviewing progress, electing officers (if applicable), and discussing strategic priorities.

(b) The AGM shall be open to all members in good standing and may be conducted in person, virtually, or in a hybrid format.

(c) Notice of the AGM shall be issued to all members at least thirty (30) days in advance.

Section 6.02 – Board of Directors Meetings:

(a) The Board of Directors shall meet at least twice (2) annually to review policies, approve budgets, and address governance matters.

(b) Special meetings may be called by the President or by a written request of at least one-third of the Board members.

(c) A majority of current Board members shall constitute a quorum.

Section 6.03 – Committee Meetings:

Committees established by the Board shall meet as needed to fulfill their assigned duties. Committee chairs shall report activities and recommendations to the Board.

Section 6.04 – Special and Emergency Meetings:

Special or emergency meetings of the Association or its governing bodies may be called at the discretion of the President or the Board in response to urgent matters. Notice shall be given as early as possible, but no less than forty-eight (48) hours in advance for emergency meetings.

Section 6.05 – Notice and Communication:

Meeting notices, agendas, and related documents shall be delivered via electronic means unless otherwise requested. All official meetings and communications shall be conducted in English.

Section 6.06 – Voting Procedures:

- (a) Voting during meetings may be conducted in person, electronically, or through secure digital platforms.
- (b) Decisions shall be made by a simple majority vote unless a different voting threshold is specified elsewhere in these Bylaws.
- (c) Proxy voting may be permitted at the discretion of the Board, subject to rules established in advance.

Section 6.07 – Recordkeeping:

Minutes of all official meetings shall be recorded by the Secretary or a designated individual and made available to members and stakeholders as appropriate.

Article VI – Financial Management**Section 6.01 – Fiscal Year:**

The fiscal year of the Association shall begin on January 1 and end on December 31 of each calendar year, unless otherwise determined by the Board of Directors.

Section 6.02 – Financial Oversight:

- (a) The Association's financial activities shall be managed under the oversight of the Treasurer and governed by policies approved by the Board of Directors.
- (b) While GARI operates with full financial oversight and independent budgeting, its membership dues and certain financial transactions may be processed through the administrative systems of Wenjibra University LLC, its founding sponsor, until a separate financial entity is established. This arrangement does not affect GARI's operational or governance autonomy.
- (c) All funds shall be used exclusively in furtherance of the Association's nonprofit mission.

Section 6.03 – Banking and Accounts:

- (a) The Association shall maintain its financial accounts in a federally recognized financial institution.
- (b) All bank accounts must be established in the name of the Association under the legal authority of Wenjibra University LLC, until full autonomy is achieved.
- (c) Disbursements shall require the approval and signatures of at least two authorized officers, one of whom must be the Treasurer or the President.

Section 6.04 – Budgeting:

- (a) The Treasurer, in consultation with the President and Executive Officers, shall prepare an annual budget for review and approval by the Board of Directors.

(b) No expenditures shall be made that exceed the approved budget without prior authorization by the Board.

Section 6.05 – Financial Reporting:

(a) The Treasurer shall present a financial report at each regular Board meeting and a comprehensive financial statement at the Annual General Meeting (AGM).

(b) Annual financial statements shall include all income, expenditures, assets, and liabilities.

Section 6.06 – Audits and Reviews:

The Board may appoint an independent auditor or financial reviewer to examine the Association's accounts annually or as needed. Audit results shall be shared with the Board and, where appropriate, the membership.

Section 6.07 – Grants, Donations, and Revenue:

(a) The Association may seek and accept grants, donations, and other sources of revenue in support of its objectives.

(b) All such funds must be used in accordance with the Association's mission and must comply with relevant legal and reporting obligations.

(c) The Board shall ensure transparency and accountability in the use of externally sourced funds.

Section 6.08 – Asset Ownership and Liabilities:

(a) While the Association transitions toward full legal independence, any assets or liabilities managed through Wenjibra University LLC shall be held in trust and administered solely for the benefit of GARI, in accordance with Board-approved decisions and financial policies.

(b) Upon GARI's formal legal incorporation as an independent entity, all relevant assets and liabilities may be lawfully transferred to the Association, subject to applicable regulations and approval by the Board of Directors.

Article VII – Financial Management

Section 7.01 – Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors. Unless otherwise fixed by resolution, the fiscal year shall begin on January 1 and end on December 31 of each year.

Section 7.02 – Bank Accounts and Signatories

a. The funds of the Association shall be deposited in such banks, trust companies, or other financial institutions as the Board of Directors may designate.

b. All checks, drafts, or orders for the payment of money shall be signed by **two authorized signatories**, one of whom must be the Treasurer or the President.

c. **Authorized bank signatories shall be designated by Board resolution**, and may include officers or other responsible individuals approved by the Board.

d. The Board may authorize electronic funds transfers or other financial transactions in accordance with applicable law.

Section 7.03 – Budgeting and Financial Reporting

a. The Treasurer shall prepare and present an annual budget for approval by the Board of Directors

prior to the beginning of each fiscal year.

b. The Treasurer shall provide periodic financial reports to the Board and an annual financial report to the membership at the Annual Meeting.

c. The Board shall ensure compliance with applicable reporting requirements, including filings with the Internal Revenue Service and the State of Texas.

Section 7.04 – Audit and Oversight

a. The accounts of the Association shall be subject to review or audit as determined by the Board of Directors.

b. The Board may appoint an independent auditor or audit committee to conduct an annual audit or review of financial statements.

c. The Finance and Audit Committee shall oversee financial policies, monitor fiscal responsibility, and report to the Board.

Article VIII – Committees

Section 8.01 – Establishment of Committees:

The Board of Directors may establish standing and ad hoc committees as necessary to carry out the mission, programs, and operations of the Association.

Section 8.02 – Standing Committees:

The following standing committees may be established by the Board to support core functions of the Association:

- **Executive Committee:** Comprised of the President, Vice President, Secretary, and Treasurer; empowered to make decisions between Board meetings within defined limits.
- **Finance and Audit Committee:** Responsible for overseeing financial planning, budgeting, and audits.
- **Membership and Outreach Committee:** Handles member recruitment, retention, and engagement.
- **Programs and Events Committee:** Plans and executes conferences, webinars, fellowships, and other activities.
- **Research and Publications Committee:** Oversees scholarly initiatives, journal submissions, and research collaborations.

Section 8.03 – Ad Hoc Committees:

The Board may form temporary (ad hoc) committees to address specific projects or needs, such as strategic planning, elections, or partnerships. These committees dissolve upon completion of their tasks unless extended by the Board.

Section 8.04 – Committee Composition and Appointment:

(a) Committee members shall be appointed by the President in consultation with the Board and may include Directors, members, or external advisors.

(b) Committee Chairs shall be selected by the President or elected by committee members, as determined by the Board.

(c) The President and Executive Director (if applicable) shall serve as ex-officio, non-voting members of all committees unless otherwise stated.

Section 8.05 – Roles and Responsibilities:

Each committee shall operate under a defined scope, timeline, and set of deliverables approved by the Board. Committees shall report regularly to the Board and submit written summaries of meetings and outcomes.

Section 8.06 – Authority and Limitations:

Committees shall function in an advisory capacity unless delegated specific authority by the Board. No committee shall act independently on behalf of the Association without express Board approval.

Article IX – Amendments

Section 9.01 – Amendment Authority:

These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting called for that purpose, provided that written notice of the proposed amendment(s) is provided to each Director at least fourteen (14) days prior to the meeting.

Section 9.02 – Member Input:

Proposed amendments may also be submitted by any voting member of the Association in writing to the Secretary, who shall forward them to the Board of Directors for review. The Board shall consider such proposals and may choose to adopt, revise, or reject them.

Section 9.03 – Legal Compliance:

All amendments to these Bylaws must be consistent with applicable laws governing nonprofit and professional associations. Where financial or administrative functions involve third-party facilitation by GARI's founding sponsor, such amendments shall remain aligned with the governing principles of autonomy and fiduciary responsibility as approved by the Executive Board.

Section 9.04 – Effective Date:

Amendments shall become effective immediately upon approval unless otherwise stated in the resolution adopting the amendment.

Article X – Dissolution

Section 10.01 – Voluntary Dissolution:

The Association may be dissolved voluntarily by a resolution approved by a two-thirds (2/3) majority vote of the Board of Directors and ratified by a majority of the voting membership at a duly called meeting.

Section 10.02 – Conditions for Dissolution:

Dissolution may occur under the following circumstances:

- The Association has fulfilled its mission and is no longer needed.
- Financial insolvency or the inability to maintain operations.
- Strategic decision to merge with or be absorbed by another organization with similar goals.
- Transition to an independent legal entity, separate from Wenjibra University LLC, when such a step is deemed necessary by the Executive Board and in accordance with applicable legal procedures.

Section 10.03 – Distribution of Assets:

In the event of dissolution, and after payment or provision for payment of all liabilities, the assets of the Association shall be distributed exclusively for charitable, educational, or scientific purposes, in a manner consistent with the mission of the Association and applicable laws. Such distribution shall be determined by the Board of Directors and may be made to one or more nonprofit organizations with similar goals and values.

Section 10.04 – Notification and Reporting:

The Association shall ensure that all required legal notices and filings are submitted to relevant state and federal agencies, including dissolution notices, final tax filings, and closure of accounts and registrations.

Article XI – Fellowship Program

Section 11.01 – Purpose of the Fellowship:

The GARI Fellowship Program is established to recognize and support exceptional individuals conducting pioneering research, development, or innovation in fields aligned with the Association's mission. Fellowships are awarded to promote interdisciplinary collaboration, global knowledge exchange, and advancements that contribute to educational, technological, and scientific innovation.

Section 11.02 – Eligibility Requirements:

Fellowship applicants must demonstrate outstanding academic or professional achievements in relevant fields such as education, innovation, artificial intelligence, computational linguistics, sustainability, health sciences, or other priority areas defined by the Association. Specific eligibility criteria and required qualifications shall be published with each call for applications.

Section 11.03 – Application and Selection Process:

- Call for Applications:** Public calls for applications will be announced via the Association's website and relevant academic and professional networks.
- Proposal Submission:** Applicants must submit a detailed proposal or research plan, curriculum vitae, references, and any additional documents required.
- Selection Panel:** A Fellowship Committee composed of nationally and internationally recognized experts will be appointed by the Board of Directors to evaluate proposals.
- Evaluation Criteria:** Applications will be assessed based on innovation, feasibility, potential

impact, scalability, and alignment with GARI's mission.

(e) **Interviews:** Finalists may be invited for interviews or presentations before the panel.

(f) **Final Selection:** The Fellowship Committee shall recommend candidates to the Board for final approval.

Section 11.04 – Roles and Responsibilities of Fellows:

Selected Fellows are expected to:

- Conduct the proposed research or innovation project with integrity and rigor.
- Submit progress reports and a final project report within specified timelines.
- Participate in GARI events such as conferences, webinars, or mentoring programs.
- Acknowledge GARI's support in all related publications or presentations.

Section 11.05 – Duration and Support:

Fellowships may be offered for varying durations (e.g., 6 months to 2 years), as determined by the scope of the project. Fellows may receive financial support, mentorship, access to institutional resources, or other forms of assistance as outlined in the fellowship award terms.

Section 11.06 – Termination of Fellowship:

The Association reserves the right to terminate a fellowship for misconduct, failure to comply with project expectations, or misrepresentation of qualifications. A due process involving written notification and an opportunity for the Fellow to respond shall be observed.

Section 11.07 – Recognition:

Outstanding Fellows may be recognized through GARI publications, honorary mentions, or awards and may be invited to join GARI advisory roles or committees upon successful completion of their fellowship.

Article XII – Publications and Knowledge Dissemination

Section 12.01 – Purpose:

The Association is committed to advancing global knowledge and innovation through the publication and dissemination of high-quality research, policy papers, case studies, conference proceedings, and other scholarly and professional works.

Section 12.02 – Official Publications:

(a) **Journals and Reports:** GARI may publish peer-reviewed journals, white papers, technical reports, and research briefs that align with its mission and objectives.

(b) **Conference Proceedings:** Scholarly contributions from GARI-sponsored events, such as symposia and conferences, may be compiled and published for broader dissemination.

(c) **Newsletters and Bulletins:** Periodic newsletters and bulletins will be issued to members and stakeholders, providing updates on Association activities, fellowship programs, calls for papers, and global research developments.

Section 12.03 – Open Access and Distribution:

GARI supports open access to knowledge and may publish selected materials under open access

licenses to ensure global availability and impact. All publications shall be distributed through digital platforms, and when feasible, in print.

Section 12.04 – Editorial Oversight:

- (a) All official publications shall be managed by editorial boards appointed by the Board of Directors or a designated Publications Committee.
- (b) Editorial boards shall include experts with appropriate academic or professional credentials and ensure the integrity, quality, and peer-review standards of all publications.

Section 12.05 – Intellectual Property:

Authors retain intellectual property rights to their work unless otherwise specified. GARI reserves the right to disseminate published materials under terms agreed upon at the time of submission or publication.

Section 12.06 – Contributions by Fellows and Members:

Fellows, members, and partners of the Association are encouraged to contribute to GARI publications. Works derived from GARI-funded research or fellowship projects shall acknowledge the Association and may be prioritized for publication.

Section 12.07 – Translation and Multilingual Access:

To promote inclusivity and accessibility, GARI may translate selected publications into other languages, especially under-represented and African languages, in alignment with its mission to support global knowledge diversity.

Article XIII – Ethics and Professional Conduct

Section 13.01 – Commitment to Ethical Standards:

The Association and its members are committed to the highest standards of ethical behavior, integrity, transparency, and professionalism in all academic, research, administrative, and collaborative activities.

Section 13.02 – Code of Conduct for Members:

All members, officers, and affiliates of GARI shall:

- Uphold honesty, fairness, and respect in all interactions.
- Avoid conflicts of interest and disclose any potential ethical concerns.
- Promote inclusivity and equitable participation regardless of nationality, gender, race, or background.
- Respect intellectual property and academic freedom.
- Refrain from harassment, discrimination, or any form of unethical behavior in any Association-sponsored platform or event.

Section 13.03 – Research Ethics:

GARI supports responsible research practices and requires that all projects and publications:

- Adhere to principles of academic integrity and rigor.
- Acknowledge sources and give proper attribution.
- Ensure the protection of human subjects where applicable, including informed consent and ethical review.
- Avoid plagiarism, data manipulation, and fraudulent representation of results.

Section 13.04 – Reporting and Addressing Violations:

(a) Any member who witnesses or experiences unethical behavior or misconduct may report it in confidence to the Ethics Committee or designated officer of the Association.

(b) All reports will be reviewed promptly and fairly, with appropriate actions taken based on the severity and nature of the issue.

(c) Individuals found to be in violation of ethical standards may face disciplinary actions including warning, suspension, expulsion, or termination of fellowships or other privileges.

Section 13.05 – Ethics Committee:

An Ethics Committee shall be established by the Board of Directors to oversee the implementation and enforcement of this Code. The Committee shall:

- Provide ethical guidance to members and leadership.
- Investigate reported cases of misconduct.
- Recommend corrective or disciplinary measures as needed.

Section 13.06 – Continuous Improvement:

The Association is committed to ongoing evaluation and improvement of its ethical standards and practices and may revise this Code periodically in response to new developments or feedback from members.

Article XIV – Regional Chapters and Global Hubs

Section 14.01 – Purpose and Scope:

To advance its mission globally and support localized engagement, GARI may establish Regional Chapters and Global Hubs that serve as extensions of the Association’s programs, events, and collaborations in specific geographic regions.

Section 14.02 – Establishment:

(a) Regional Chapters may be formed in countries, continents, or linguistic zones where there is demonstrated interest and capacity to carry out the Association’s objectives.

(b) Global Hubs may be established in strategic academic or innovation centers to facilitate international collaboration, research exchange, and outreach.

Section 14.03 – Authorization and Oversight:

All Regional Chapters and Global Hubs must be formally authorized by the Board of Directors.

Each shall operate under a charter approved by the Board and be accountable to the central governance of GARI.

Section 14.04 – Local Leadership:

Each Chapter or Hub shall appoint a Chapter Coordinator or Director, approved by GARI's leadership, who will:

- Lead local initiatives in alignment with GARI's mission.
- Represent the Chapter or Hub in Association-wide meetings.
- Submit regular reports and updates on local activities.

Section 14.05 – Activities and Responsibilities:

Chapters and Hubs may:

- Organize conferences, workshops, fellowships, and networking events.
- Promote membership and represent the Association locally.
- Partner with academic institutions, government bodies, and industry stakeholders.
- Facilitate publications and research collaboration at the local or regional level.

Section 14.06 – Compliance and Support:

All Chapters and Hubs must comply with GARI's bylaws, ethical standards, and strategic priorities. They shall receive technical and administrative support from the Association's Secretariat and may apply for funding through designated internal grants or partnerships.

Section 14.07 – Review and Dissolution:

The performance and relevance of each Chapter or Hub shall be reviewed periodically. Any Chapter or Hub found inactive, non-compliant, or misaligned with the Association's mission may be dissolved by the Board of Directors.

Article XV – Establishment

Section 15.01 – Origins

The Global Association for Research and Innovation (GARI) was originally founded in 2004 as a grassroots academic and leadership initiative at the University of Benin, Nigeria. Over the years, the Association expanded its activities across Africa, Europe, and North America, functioning as an international network for research, innovation, and professional development.

Section 15.02 – Early Development

By 2023, GARI had evolved into a structured global association with programs in research mentorship, publications, conferences, and fellowships. On **June 15, 2023**, the Founding Executive Board formally adopted bylaws in Austin, Texas, to provide a framework for governance and international operations.

Section 15.03 – U.S. Incorporation

On **July 22, 2025**, GARI was duly incorporated as a nonprofit corporation in the State of Texas under the name **Global Association for Research and Innovation**. This incorporation established

its permanent legal status in the United States, while maintaining continuity with its prior international history and activities.

Section 15.04 – Continuity of Mission

The Association affirms both its historic international roots and its U.S. legal incorporation as integral to its identity. These Bylaws reflect that continuity and shall govern the Association as a Texas nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

Article XVI – Certificate of Adoption

Section 16.01 – Certification:

These Bylaws of the Global Association for Research and Innovation (GARI) were duly adopted by the founding leadership of the Association on the date set forth below, in accordance with its internal governance procedures. GARI acknowledges the foundational administrative support of Wenjibra University LLC during its formation, while operating independently under its own charter.

Section 16.02 – Official Adoption:

The adoption of these Bylaws signifies the formal establishment of the operating framework of the Association and shall serve as the governing rules for its structure, conduct, and operations unless and until amended in accordance with the procedures outlined herein.

Section 16.03 – Signatories:

In witness whereof, the undersigned officers hereby certify that these Bylaws were reviewed,

Certification of Adoption and Amendment

These Bylaws of the **Global Association for Research and Innovation (GARI)** were duly adopted and entered into the official record by the Founding Executive Board of the Association.

Originally Adopted:

15th day of June, 2023

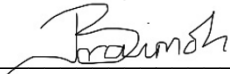
At Austin, Texas, USA

Formally Amended and Incorporated:


22nd day of July, 2025

At Austin, Texas, USA

Signed on behalf of the Executive Board (June 2023):

Signature: 

Chair, Board of Directors

Signature: 

Secretary

Signature: 

Founding Board Member

Signed on Behalf of the Board of Directors (Amended 2025):

Signature: 

President, Board of Directors

Signature: _____

Vice President, Board of Directors

Signature: _____

General Secretary

Signature: _____

Treasurer, Board of Directors

