



CERTIFIED INSTITUTE OF BUSINESS ENTREPRENEURS (CIBE)

3535 S. Sherwood Forest Blvd, Suite 201, #7, Baton Rouge, LA 70816, Louisiana.

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BYLAWS AND GOVERNANCE CHARTER

Preamble

The Certified Institute of Business Entrepreneurs (CIBE) is an independent, nonprofit, public-benefit organization incorporated under the laws of the State of Louisiana, United States of America.

CIBE operates exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

The Institute exists to advance entrepreneurship education, business innovation, leadership development, and academic–industry collaboration globally. Through its professional certifications, fellowships, and partnerships, CIBE promotes ethical enterprise, research excellence, and economic empowerment across nations and communities.

These Bylaws and Governance Charter establish the framework through which CIBE shall conduct its affairs, maintain transparency, and uphold the highest standards of professionalism and institutional integrity.

They define the structure, powers, and responsibilities of the Board, officers, committees, and members to ensure effective governance, accountability, and alignment with CIBE’s mission.

Adopted by resolution of the Board of Governors, these bylaws supersede all prior versions and remain in effect until duly amended in accordance with Article XII.

Vision

To be a global authority in entrepreneurship education and professional excellence, empowering innovators and business leaders to drive sustainable development and social transformation.

Mission

To advance entrepreneurship competence, ethical leadership, and innovation-driven enterprise through education, research, mentorship, and community development.

Core Values

- Integrity and Professionalism
- Innovation and Excellence
- Ethical Leadership
- Global Collaboration
- Service and Social Impact

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SECTION 1

ARTICLE I — ORGANIZATIONAL IDENTITY AND LEGAL STATUS

1A. Name and Incorporation

The Certified Institute of Business Entrepreneurs (CIBE) is established as a nonprofit, public-benefit professional organization duly incorporated under the laws of the State of Louisiana, United States of America.

1B. Legal and Regulatory Standing

CIBE operates exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

The Institute is governed in accordance with applicable state and federal nonprofit regulations and maintains all required registrations, licenses, and tax-exempt certifications.

1C. Institutional Character

CIBE serves as an independent, international professional body dedicated to the advancement of entrepreneurship, innovation, leadership, and sustainable enterprise development.

Its programs and recognitions are founded on merit, ethics, academic and professional rigor, ensuring that the Institute contributes meaningfully to both local and global socioeconomic growth.

1D. Scope of Activities

CIBE operates globally through accredited centers, chapters, and partnerships to advance its mission in the following domains:

- i. Entrepreneurship and business innovation
- ii. Leadership and professional development
- iii. Academic–industry collaboration
- iv. Applied research and public engagement

SECTION 2

ARTICLE II — MISSION AND PURPOSE

2A. Mission Statement

The mission of the Certified Institute of Business Entrepreneurs (CIBE) is to empower individuals, institutions, and communities through entrepreneurship education, leadership excellence, and innovation-driven development that fosters sustainable economic progress.

2B. Core Purposes

In pursuit of its mission, CIBE shall:

- i. Promote entrepreneurship education and innovation through structured training, research, and knowledge dissemination.
- ii. Develop professional competence and ethical leadership among entrepreneurs, executives, and practitioners in business and enterprise development.
- iii. Support small business growth, startups, and job creation by providing mentorship, networking, and technical capacity-building programs.
- iv. Conduct and publish research that advances best practices in entrepreneurship, innovation, and sustainable enterprise.
- v. Enhance community and economic resilience through outreach programs that empower youth, women, and underserved populations.

2C. Institutional Functions

To fulfill these purposes, CIBE provides:

- i. **Professional training and certifications** that uphold international standards of excellence in entrepreneurship and management.
- ii. **Academic partnerships and conferences** that foster collaboration between universities, industry, and policy institutions.

- iii. **Mentorship and leadership development programs** that nurture emerging business leaders and innovators.
- iv. **Scholarships and community initiatives** designed to expand access to entrepreneurship education and strengthen local economies.

SECTION 3

ARTICLE III - MEMBERSHIP AND PROFESSIONAL CERTIFICATION LEVELS

The Certified Institute of Business Entrepreneurs (CIBE) recognizes three primary classes of professional membership and certification, each representing a distinct level of professional competence, leadership, and contribution to the field of entrepreneurship and business innovation:

Certification	Title	Description	Admission Basis
CBE	<i>Certified Business Entrepreneur</i>	This designation is granted to qualified professionals who meet CIBE's prescribed educational and experiential standards, complete evaluation requirements, and commit to the Institute's Code of Professional Ethics and Business Integrity.	Competency-based assessment and verification by the Membership & Accreditation Committee.
FCBE	<i>Fellow Certified Business Entrepreneur</i>	<p>This is the highest professional distinction within CIBE and is reserved for senior professionals with outstanding field achievements, and international influence in entrepreneurship, innovation, leadership, or business development.</p> <p>Fellows are nominated by 2-3 peers or recognized institutions and elected following a rigorous peer-review and credential</p>	Selective election by the Board upon documented evidence of national or international impact, sustained excellence in leadership, and contribution to the advancement of the field.

		verification process overseen by the Board of Directors.	
HCBE	<i>Honorary Fellow Certified Business Entrepreneur</i>	Very selective cadre conferred by the Board to individuals whose global or societal distinction are considered foundational to research, or leadership and has materially advanced entrepreneurship education, innovation, or policy.	Conferred by unanimous Board resolution upon recommendation of the Board.

3A. Fellowship Governance and Standards

1. Purpose of Fellowship

The Fellowship designation recognizes individuals whose professional accomplishments and leadership reflect the highest standards of excellence and impact within entrepreneurship and business innovation.

2. Eligibility Criteria

Candidates for Fellowship must:

- Demonstrate outstanding and original contributions that have advanced the profession or practice of entrepreneurship.
- Have achieved national or international recognition for excellence in leadership, education, or enterprise development.

- Exhibit a record of sustained service and mentorship contributing to the growth of the profession and community.
- Be recommended by at least two existing Fellows or recognized institutional leaders. Fellowship is by recommendation and invitation only.

3. **Nomination and Election Process**

- Nominations are submitted through the Membership & Accreditation Committee.
- Each nomination is reviewed by a Board of Directors comprising existing Fellows and senior board members.
- Candidates undergo peer evaluation and credentials verification to ensure conformity with CIBE's standards of professional distinction.
- Successful candidates are elected by majority vote of the Board of Directors and formally inducted during the Annual General Assembly.

4. **Privileges of Fellowship**

Fellows shall:

- Be entitled to use the post-nominal designation **FCBE**.
- Serve as mentors, reviewers, or assessors for professional certification programs.
- Be eligible to serve on committees, the Fellowship Council, and the Board of Governors.
- Be listed in the **CIBE International Register of Fellows**, publicly accessible through the institute's website.

5. **Revocation**

Fellowship may be withdrawn by Board resolution upon verified evidence of misconduct, ethical breach, or action inconsistent with the values of CIBE, following due disciplinary process.

SECTION 4

ARTICLE IV - CODE OF ETHICS AND PROFESSIONAL CONDUCT

4A. Ethical Standards

All members and certification holders of the **Certified Institute of Business Entrepreneurs (CIBE)** are bound by the highest standards of professional integrity, excellence, and accountability. Each member shall conduct themselves in a manner that reflects honor upon the Institute and the global profession of entrepreneurship.

Members must demonstrate a sustained commitment to:

- i. **Integrity and Honesty** – Upholding truth, transparency, and moral uprightness in all professional and business dealings.
- ii. **Professional Competence and Accountability** – Maintaining excellence through continuous learning, objective decision-making, and responsible leadership.
- iii. **Confidentiality and Fairness** – Respecting privacy, protecting proprietary information, and exercising impartial judgment in all professional matters.
- iv. **Compliance with Law and Ethical Standards** – Adhering to all applicable local and international laws, and modeling behavior consistent with CIBE’s global values of ethical enterprise and social responsibility.
- v. **Respect and Inclusivity** – Fostering a culture of mutual respect, collaboration, and diversity within the CIBE community and the broader society.

4B. Professional Obligations

Members and Fellows are expected to:

- i. Uphold the **reputation and credibility** of CIBE in all professional contexts.
- ii. Avoid conflicts of interest and promptly disclose any potential bias or undue influence.
- iii. Support ethical entrepreneurship practices that promote sustainable economic development and societal well-being.
- iv. Serve as role models and mentors, encouraging ethical conduct among emerging professionals.

4C. Disciplinary Oversight and Enforcement

- i. Alleged violations of this Code shall be reviewed by the **Disciplinary Committee**, which operates independently and under principles of fairness, confidentiality, and due process.
- ii. Sanctions for proven violations may include:
 - a. Written warning or reprimand,
 - b. Suspension of membership or certification, or
 - c. Revocation of professional designation or Fellowship status.
- iii. Decisions of the Disciplinary Committee shall be subject to appeal before the **Board of Directors**, whose ruling shall be final.

4D. Ethical Acknowledgment

All applicants, members, and Fellows shall sign an **Ethics Declaration** as part of their admission or renewal process, affirming adherence to this Code and consent to be governed by its provisions.

SECTION 5

ARTICLE V — GOVERNANCE AND BOARD OF DIRECTORS

5A. Governance Structure

The **Certified Institute of Business Entrepreneurs (CIBE)** shall be governed by a **Board of Directors**, which serves as the supreme policy-making and fiduciary authority of the Institute. The Board provides visionary leadership, ensures accountability, and safeguards the mission, reputation, and sustainability of CIBE as a globally respected professional body.

5B. Authority and Responsibilities

The Board of Directors shall be collectively responsible for:

- i. **Strategic Leadership** – Establishing long-term goals, priorities, and initiatives consistent with the Institute’s mission and global mandate.
- ii. **Policy Development** – Formulating, approving, and monitoring organizational policies that uphold transparency, ethics, and professional excellence.
- iii. **Financial Stewardship** – Ensuring sound fiscal management, budgetary discipline, and compliance with all applicable legal and regulatory requirements, including IRS 501(c)(3) provisions.
- iv. **Oversight of Standards** – Supervising the design, integrity, and global recognition of CIBE’s certification and Fellowship programs.
- v. **Governance of Committees** – Establishing committees and councils to support specific mandates such as membership accreditation, ethics, audit, and nominations.
- vi. **Succession and Institutional Continuity** – Promoting leadership development and maintaining stability through structured transition processes.

5C. Composition and Appointment

- i. The Board shall consist of not fewer than **three (3)** and not more than **fifteen (15)** Directors.
- ii. Directors shall be drawn from distinguished professionals, academics, entrepreneurs, and Fellows who have demonstrated integrity, leadership, and significant contributions to the field of business and entrepreneurship.
- iii. Each Director shall serve a **renewable term of three (3) years**, or as otherwise prescribed by the Board’s governance policy.
- iv. Board members shall serve in a voluntary capacity and receive no financial remuneration other than reimbursement for authorized and reasonable expenses incurred in the discharge of official duties.

5D. Leadership Roles

The Board shall elect, from among its members, the following officers:

- i. **President/Chairperson** – Provides overall leadership, presides over meetings, and represents CIBE in all official capacities.
- ii. **Vice President(s)** – Supports the President and assumes delegated responsibilities or acts in their absence.
- iii. **Secretary** – Maintains official records, correspondence, and minutes of all proceedings.
- iv. **Treasurer** – Oversees financial management, reporting, and compliance with established accounting standards.

Additional officers or committees may be created by Board resolution as required for the effective governance of the Institute.

5E. Meetings and Decision-Making

- i. The Board shall meet at least **twice annually**, either in person or virtually, and may convene special meetings as needed.
- ii. A **quorum** shall consist of a majority of the total number of sitting Directors.
- iii. Decisions shall be made by **majority vote**, except where otherwise stipulated in the bylaws.
- iv. The Board may adopt procedural rules, including electronic voting, consistent with best practices for nonprofit governance.

5F. Accountability and Ethical Conduct

Directors shall act in the best interest of the Institute, avoiding conflicts of interest and maintaining confidentiality on sensitive matters.

Each Director shall sign an **annual declaration of fiduciary responsibility and ethical compliance**, reaffirming commitment to the integrity and mission of CIBE.

SECTION 6

ARTICLE VI — OFFICERS AND OPERATING LEADERSHIP

6A. Designation of Officers

The operational and administrative leadership of the **Certified Institute of Business Entrepreneurs (CIBE)** shall be entrusted to duly elected officers who serve as stewards of the Institute's vision, policy implementation, and institutional integrity.

The key officers of CIBE shall include:

- i. President / Chairperson
- ii. Vice President(s)
- iii. Secretary
- iv. Treasurer

The Board of Directors may, from time to time, establish additional officer positions as may be necessary to further the Institute's strategic and operational objectives.

6B. Duties and Responsibilities of Officers

(a) President / Chairperson

The President serves as the **chief executive and principal representative** of the Institute.

Responsibilities include:

- i. Providing strategic leadership and ensuring alignment with the Institute's mission and bylaws.
- ii. Presiding over all Board and Executive Committee meetings.
- iii. Representing CIBE at official and public functions.
- iv. Overseeing the implementation of Board decisions and ensuring effective governance performance.

(b) Vice President(s)

Vice Presidents assist the President and may oversee specific portfolios such as Education, Membership, International Relations, or Professional Standards.

In the absence or incapacity of the President, a designated Vice President shall perform all presidential duties.

(c) Secretary

The Secretary is responsible for maintaining the Institute's **official records**, including minutes of meetings, correspondence, legal documentation, and the custody of the Institute's corporate seal. The Secretary also ensures timely communication between the Board, committees, and membership.

(d) Treasurer

The Treasurer acts as the **chief financial officer**, overseeing all fiscal matters of the Institute. Duties include:

- i. Managing funds and ensuring adherence to accepted accounting standards (GAAP).
- ii. Preparing and presenting periodic financial reports to the Board.
- iii. Coordinating independent audits and ensuring compliance with nonprofit and regulatory requirements.

6C. Appointment, Tenure, and Succession

- i. Officers shall be elected or appointed by the Board of Directors for renewable terms not exceeding **three (3) years**.
- ii. Vacancies shall be filled by Board appointment to ensure continuity of leadership.
- iii. Officers shall act in good faith, uphold fiduciary duties, and may be removed by Board resolution for just cause, following due process.

SECTION 7

ARTICLE VII — COMMITTEES AND GOVERNANCE COUNCILS

7A. Establishment of Committees

To ensure transparency, accountability, and the effective discharge of its duties, the Board of Directors shall constitute standing and ad-hoc committees, each governed by formal terms of reference approved by the Board.

The standing committees of CIBE shall include, but are not limited to:

- i. Executive Committee
- ii. Finance & Audit Committee
- iii. Membership & Accreditation Committee
- iv. Disciplinary Committee
- v. Nominations & Governance Committee
- vi. Fellowship Council (for peer evaluation of distinguished membership and professional recognition)

7B. Roles and Responsibilities

- i. **Executive Committee:** Acts on behalf of the Board between meetings, ensuring implementation of urgent decisions and operational oversight.
- ii. **Finance & Audit Committee:** Supervises budgeting, financial performance, and independent audits to maintain fiscal integrity.
- iii. **Membership & Accreditation Committee:** Oversees admissions, professional certification standards, and continuing education programs.
- iv. **Disciplinary Committee:** Reviews ethical or professional misconduct cases, ensuring fair hearing and adherence to the Code of Ethics.
- v. **Nominations & Governance Committee:** Manages leadership succession, board appointments, and governance performance reviews.
- vi. **Fellowship Council:** Evaluates candidates for Fellowship (FCBE/HCBE), ensuring adherence to merit-based selection and peer-reviewed integrity.

7C. Committee Operations

- i. Each committee shall be chaired by a Board member or Fellow appointed by the President and ratified by the Board.

- ii. Committees shall meet as needed and report regularly to the Board.
- iii. Members shall serve without compensation except for approved expense reimbursement.
- iv. All committees shall operate under CIBE's ethical standards, conflict-of-interest policies, and reporting procedures.

SECTION 8

ARTICLE VIII — CHAPTERS AND ACADEMIC PARTNERSHIPS

8A. Establishment and Purpose

CIBE authorizes the creation of **Student Chapters**, **State Chapters**, and **International Chapters** to expand entrepreneurship education, mentorship, and professional development in alignment with the Institute's mission.

Chapters serve as localized extensions of CIBE, advancing its standards, programs, and community impact globally.

8B. Authorization and Affiliation

- i. Chapters shall be established only upon formal approval of the **Board of Directors**, following submission of a charter application and governance plan.
- ii. Each chapter shall enter into a **Charter Agreement** with CIBE outlining responsibilities, reporting obligations, and adherence to brand and operational policies.
- iii. Chapters must maintain good standing, comply with local laws, and uphold CIBE's Code of Ethics and Professional Standards.

8C. Academic and Institutional Partnerships

CIBE may form **collaborative partnerships** with universities, research institutes, and professional organizations to promote entrepreneurship training, research, and innovation. Such partnerships may involve:

- i. Joint academic programs, certifications, and conferences;

- ii. Faculty or expert exchanges;
- iii. Research collaborations; and
- iv. Community development or mentorship initiatives.

8D. Reporting and Accountability

- i. Each Chapter and Academic Partner shall submit an **annual activity and financial report** to the CIBE Secretariat.
- ii. Chapters found to be in violation of governance or ethical standards may have their charter suspended or revoked by Board resolution.
- iii. All Chapters and Partners shall operate under the global oversight of the **Office of International Relations and Partnerships**, ensuring consistent quality and alignment with CIBE's strategic objectives.

SECTION 9

ARTICLE IX — FINANCIAL ACCOUNTABILITY AND COMPLIANCE

9A. Fiscal Responsibility

The **Certified Institute of Business Entrepreneurs (CIBE)** shall uphold the highest standards of fiscal management, transparency, and accountability in all financial operations.

All financial activities shall align with applicable international and U.S. nonprofit regulations and recognized accounting principles.

9B. Standards and Practices

CIBE shall:

- i. Adhere to Generally Accepted Accounting Principles (GAAP) and any other jurisdictional standards as required.
- ii. Comply fully with IRS 501(c)(3) public-benefit and nonprofit operational requirements.

- iii. Maintain accurate, auditable financial records reflecting all income, expenses, grants, and contributions.
- iv. Conduct an independent audit or financial review annually or as required by regulatory authorities or the Board of Governors.

9C. Financial Ethics and Use of Funds

- i. All revenues and assets of CIBE shall be used solely for advancing its educational, research, and charitable mission.
- ii. No officer, director, member, or fellow shall receive any personal or private inurement from the Institute's assets or income.
- iii. Reimbursements shall be made only for legitimate, pre-approved, and properly documented business expenses incurred in the course of official duties.
- iv. Any conflict of interest relating to financial or contractual matters must be formally declared and recorded in accordance with the Institute's conflict-of-interest policy.

9D. Financial Oversight

The **Finance and Audit Committee**, under the authority of the Board, shall:

- i. Review and recommend annual budgets.
- ii. Oversee investment and expenditure policies.
- iii. Monitor compliance with tax, legal, and reporting requirements.
- iv. Present audited statements to the Board and members at the Annual General Assembly.

SECTION 10

ARTICLE X — DISSOLUTION CLAUSE

10A. Dissolution Procedure

In the event that CIBE is ever dissolved or ceases operation, the following process shall apply:

- i. Debt Settlement – All legitimate debts, obligations, and liabilities shall first be satisfied or adequately provided for.
- ii. Distribution of Assets – Any remaining assets shall be transferred or donated exclusively to another nonprofit, educational, or charitable organization that qualifies under Section 501(c)(3) of the U.S. Internal Revenue Code or its international equivalent.
- iii. Prohibition of Private Benefit – Under no circumstance shall any director, officer, fellow, or member of the Institute receive personal or private distribution of the remaining assets.
- iv. Final Report – The Treasurer shall prepare a certified financial statement of disposition and submit it to the Board and appropriate authorities for record.

SECTION 11

ARTICLE XI — BOARD / FACULTY OF THE INSTITUTE

11. Composition

The **Board and Faculty of the Certified Institute of Business Entrepreneurs (CIBE)** comprise distinguished scholars, professionals, and industry leaders representing academia, enterprise, and public service from across the globe.

Collectively, they provide **strategic direction, academic oversight, and governance leadership**, ensuring that CIBE remains an internationally respected authority in entrepreneurship education and professional standards.

11A. Mandate

The Board/Faculty shall:

- i. Advise on academic standards, professional curricula, and certification frameworks.
- ii. Support research, training, and mentoring activities that advance entrepreneurship development.
- iii. Strengthen institutional partnerships and uphold CIBE's reputation for professional excellence.
- iv. Serve as ambassadors of the Institute's values and mission in their respective sectors.

11B. Members

The current distinguished members of the CIBE Board/Faculty include:

- i. **Prof. Paul Adejola** – President / Training Director, CIBE, USA
- ii. **Prof. José Noguera** – Board Member/Secretary, CIBE, USA
- iii. **Dr. Ebenezer Ogunyinka** – Board Member, CIBE, USA
- iv. **Prof. Oswald D'Auvergne** – Southern University, USA
- v. **Prof. Damien Ejigiri** – Southern University, USA
- vi. **Dr. Isaac Lambe, PhD** – Bingham University, Karu, Nasarawa State, Nigeria
- vii. **Prof. Lami Nnamonu** – Joseph Sarwuan Tarka University, Makurdi, Nigeria
- viii. **Esther Adejola** – Director/Treasurer, CIBE, USA

SECTION 12

ARTICLE XII — AMENDMENTS AND ADOPTION

12A. Authority to Amend

These Bylaws may be amended, revised, or repealed by the Board of Governors of the Certified Institute of Business Entrepreneurs (CIBE) when such changes are deemed necessary to strengthen governance, enhance compliance, or advance the Institute's mission.

12B. Proposal of Amendments

- i. Proposed amendments may originate from:
 - a. Any member of the Board of Governors;
 - b. A standing or ad-hoc committee of the Institute; or
 - c. A written petition endorsed by at least **one-third ($\frac{1}{3}$)** of members or Fellows in good standing.
- ii. All proposed amendments must be submitted in writing to the **Secretary**, who shall circulate them to the Board at least **thirty (30) days** prior to the meeting at which the proposal is to be considered.

12C. Approval Process

- i. A proposed amendment shall be **adopted upon approval by a two-thirds ($\frac{2}{3}$) majority** of the total voting members of the Board of Governors.
- ii. The approved amendment shall take effect immediately unless a later effective date is specified in the resolution.
- iii. The Secretary shall ensure that all adopted amendments are incorporated into the master bylaws document and distributed to members within **thirty (30) days** of ratification.

12D. Notification and Record

- i. All members and Fellows shall be notified of substantive amendments through an official communication or publication on the CIBE website.
- ii. A permanent record of all amendments, including their dates of adoption and effective implementation, shall be maintained in the Institute's **Official Register of Governance Documents**.

12E. Certification

Adoption clause with date, time of President/Chair and Secretary.

Adopted on 12th April, 2024 1.30 pm , Baton Rouge, Louisiana.

PROF. PAUL ADEJOLA

President/Chair

PROF. JOSE NOGUERA

Secretary