

Organization Bylaws

Article I – name and purpose

Section 1 – The name of the organization shall be African Youth Outreach, Inc. (AYO)

Section 2 – Purpose – African Youth Outreach, Inc. (AYO) in association with youth and women empowerment projects joins the international fight against HIV/AIDS by increasing awareness and the damage it has caused within southern Africa and the United States.

Article II - Membership

Section 1 - Application for voting membership shall be open to any individual or group.

Section 2 – Membership shall be granted on the decision of any member of the Board of Directors or either founder.

Section 3 – There will be no nonvoting members unless directed otherwise by the Board of Directors. The Board of Directors has the authority to alter the rules governing voting membership guidelines.

Section 4 – Officers and duties. Officers are defined as members elected to committee chairs. Further duties of said officer depend on the committee and are at the discretion of the Board of Directors.

Article III – Meetings of members

Section 1 – Annual meeting. The Board of Directors and founders shall set the date, time, and place of the regular annual meeting.

Section 2 – Special meetings. Special meetings may be called by either of the founders, a majority of the Board of Directors, or by a petition signed by ten percent of the voting members.

Section 3 – Notice. Notice of each meeting and general agenda shall be given to each voting member by email or standard mail not less than ten days before any meeting.

Article IV – Board of Directors

Section 1 – Board of Directors Role, Size, Composition. The Board of Directors is responsible for overall policy and direction of the organization and may delegate responsibility for specific day-to-day operations to individual members, committees, or an Executive Director (see Article VI). The Board of Directors shall have up to fifteen, and no fewer than three, members. The Board of Directors receives no compensation other than reasonable expenses. Decisions made for AYO at Board Meetings are by majority voice vote. Only members present have a vote. The Board will be maintained at an odd number at all times. Each member of the Board must be a member of a committee, though not necessarily the committee chair.

Section 2 – Meetings. The Board of Directors and founders shall meet at least quarterly at an agreed upon time and place.

Section 3 – Board of Directors Elections. Board of Directors members are elected at each annual meeting by the voting member body. See Article IV, Section 6 for terms. The intent is to vote for Board members each year so there is no large turnover of Board members on a given year.

Section 4 – Election procedures. Potential Board of Directors members or committee chairs will be nominated by at least one voting member of the organization. Another member of the organization must second the nominee. Only existing members of the organization can be nominated. The election is held by voice vote at an annual meeting for both the Board of Directors and all voting members, each voting member of the organization to receive one ballot with a number of votes equal to the number of vacant Board of Directors seats or committee openings. Members receiving a majority of votes for a designated position will be elected to that position for the year. In the case of a tie, the Board Chair will cast the deciding vote.

These election procedure bylaws can be altered by either a majority vote of the Board of Directors or by a majority vote of the organization members. In case of a dispute, the majority vote of the members shall overrule a vote by the Board of Directors.

Section 5 – At-Large Board of Directors Members. At-large Board of Directors members shall be appointed at the discretion of the existing Board of Directors. The term shall be for two years, and be reappointed at that time at the discretion of the Board of Directors.

Section 6 – Terms. Board of Directors terms shall be for three years, with no limits on reelection.

Section 7 – Quorum. A quorum shall be a majority of the Board of Directors and either of the founders before any business can be transacted or motions passed.

Section 8 – Notice. A Board of Directors meeting requires that each Board member have notice via mail or email two weeks in advance.

Section 9 – Board of Directors Officers and Duties. There will be three officers of the Board of Directors, and will consist of a Chair, Secretary, and Treasurer. See Article IV, Section 4 for election bylaws. The duties of each officer, apart from governing of the organization by its bylaws, shall be:

Chair – shall convene regular Board of Directors meetings and general organization meetings. The Chair presides over Board meetings.

Secretary - shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Treasurer - shall make a report at each Board of Directors meeting. Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board of Directors members and the public. The Treasurer is responsible for writing checks and disbursing of funds to orphan projects and review of all orphan project proposals. The Executive Director is authorized to use AYO funds for purchases up to \$500.00 without Treasurer approval. Any spending of \$500.00 or more requires Treasurer approval and one other board member with both signatures.

Section 10 – Vacancies. When a vacancy on the Board of Directors exists, nominations for the seat may be received from existing Board members and voting members of the organization. Election of a member to the vacancy shall take place at the next organization meeting or via mail or email amongst the organization members at a

designated time. Temporary filling of the seat until the next election is held can be done by appointment at the next Board of Directors meeting by a majority of the existing Board.

Section 12 – Resignation, Termination, and Absences. Resignation from the Board of Directors must be in writing and be received by the Secretary. A Board of Directors member shall be dropped from the Board for more than four absences from Board of Directors meetings unless there are extenuating circumstances. A Board of Directors member may be removed for other reasons by a majority of the existing Board or by a majority of the voting members of the organization.

Section 13 – Special Meetings. Special meetings of the Board of Directors shall be called upon the request of the Chair or a majority of the Board. Board members will be notified per Article IV, Section 8.

Section 14 – Dues. Dues for organization membership, if any, will be set at the discretion of the Board of Directors.

Article V – Committees

Section 1 – The Board of Directors has the authority to create committees as needed, to be chaired by officers elected from the organization members. In the absence of an election, the Board of Directors can temporarily appoint an officer until an election can be held.

Article VI – Director and Staff

Section 1 – Hiring. The Board of Directors can hire an Executive Director and staff by a majority vote. Executive Directors can be considered by a national search or by an internal hiring process. The prospective candidate must have experience with nonprofit organizations, international organizations, or charity work. It is preferred that the candidate has had experience as a managing director or committee chair of a nonprofit organization in the past. The candidate must submit a resume and three letters of reference.

The decision vote will be carried out at the following Board of Directors meeting. Executive Director will not be related to any Board of Directors member, and will function in accordance with the conflict of interest policy.

Section 2 – Compensation. See article VII. Executive Director compensation is to be determined at the discretion of the Board of Directors with a reasonable salary.

Section 3 – Function. Executive Director is responsible for the daily function of the organization. Oversight for his or her performance, handling of funds, and interaction with organization committees will be provided by the Board of Directors. The Executive Director participates in Board of Directors and general meetings, but does not have a vote in Board meetings. The Executive Director runs the AYO office on a daily basis and manages AYO staff. The Director also acts as a liaison to partner organizations.

Section 4 – Resignation or Dismissal. The Board of Directors at their discretion can dismiss an Executive Director by a majority vote. A Director must notify the Board of resignation in writing and submit this to the Secretary.

Article VII – Compensation and Expenses

Section 1 – Compensation for voting members, committee chairs, and the Executive Director is set at the Board’s discretion.

Section 2 – The Treasurer will compensate expenses incurred by voting members or Board members with AYO funds. Any expense anticipated to be over \$250.00 must be approved by the Treasurer before incurring.

Section 3 – Any expense over \$500 by any member, Board member, or the Executive Director must be approved by two Board members, including the Treasurer, with signatures of both, before it is incurred.

Article VIII – Amendments

Section 1 – These bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments will be submitted to the Board of Directors for a regular Board of Directors meeting and voted on at that time.