

BYLAWS OF THE INITIATIVE FOR THE ADVANCEMENT OF EDUCATION IN AFRICA (IAEA)

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Initiative for the Advancement of Education in Africa (**IAEA**). It shall be a non-profit organization incorporated under the **laws of the State of Texas**. The registered office of IAEA is in Houston, Texas. The duration of IAEA is unlimited. The IAEA and its officers will follow all District policies, State rules, and statutes in conducting its business.

Section 2 — Purpose: **IAEA** is organized exclusively for charitable and education purposes. We strive to develop and implement projects that will contribute to the development of the African continent. We seek to serve as an outpost of new ideas, learning, volunteering, and reaching out in a reciprocal manner to associations and academic institutions in Africa and beyond. In this way, we will strive to change the lives of young Africans by supporting and encouraging the emergence of a new generation of African leaders and by inspiring them to recognize the importance of community involvement.

The aims of IAEA are:

- A. To contribute our resources towards improving the lives of Africans by undertaking projects that will benefit and empower communities.
- B. To amplify our impact by leveraging the expertise and operational infrastructures of entities already working in Africa and soliciting resource participation from individuals, corporate, profit- and non-profit organizations.
- C. To encourage youth empowerment throughout the African continent by sponsoring programs, including scholarship programs, which will help youths to develop skills that would make them proactive contributors to society.
- D. To initiate, support and participate in development programs within Africa and among Africans in Diaspora (e.g. educational, intellectuals, cultural and self awareness –information dissemination).
- E. To provide opportunity for mentoring younger African professionals who join **IAEA**, by providing a forum through which the more advanced professionals can share their experience of what it takes to have a successful career in Corporate America.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to the following four classes of members.

- 1.) Full Members: Any person who is a professional, upon having his/her application accepted by the organization, may become an active/full member with all the rights, interests and privileges of membership.
- 2.) Associate Members: Any family member of an active member upon payment of nominal annual dues determined by the organization.
- 3.) Corporate Members: Upon invitation by the Committee.
- 4.) Non-Corporate Members: Upon invitation by the Committee. (These are organizations that do not qualify as corporate or associated business (e.g. individuals, profit and non-profit organization).

Class 1 membership in Section 1 above is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 — Annual dues: The amount required for annual dues shall be **\$100 each year**, (for Class 1 – full membership) and **\$50 each year**, (for Class 2 – associate membership) unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. The dues are based on a calendar year and are due by April 1 of each year at the beginning of each fiscal year

Section 3 — Rights of members to vote: Members who are current in payment of dues are entitled to one vote. When a consensus on any issue cannot be reached, a vote will be taken but members must be present to vote. All issue to be voted on shall be decided by a simple majority of those present to form a quorum to vote. Non-dues paying members are not entitled to vote.

Section 4 — Non-voting membership: **Classes 3 and 4 memberships** in Section 1 above are **non-voting members**. The board shall have the authority to establish and define additional non-voting categories of membership.

Section 5 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership. Membership may also be terminated by either of the following reasons:

- 1) Four (4) unexcused and consecutive absences from **IAEA** meetings about which members were not properly notified.
- 2) By resignation of the member
- 3) Non-payment of dues
- 4) By decision of the General Membership for any cause in the best interest of **IAEA**.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of **November**, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings: Special meetings may be called by the chair of the Executive Committee, or by a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each voting member, by mail or e-mail not less than two weeks prior to the meeting.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7 – Mail or electronic voting:

Mail and electronic voting shall be the right of all members all elections of directors. The Board of Directors may authorize mail and electronic voting on such other issues, as it deems appropriate. The Board of Directors shall establish terminal dates for mail and electronic votes.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 7, but not fewer than 4 members.** The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The **chair*** shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The **vice-chair*** shall chair committees on special subjects as designated by the board.

*The **secretary*** shall be responsible for keeping records of board 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.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of the corporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public

information and shall be made available to the membership, board members, and the public.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII — FINANCE

Section 1 — Funding: **IAEA** shall be funded from dues (as stipulated in Section 2 of Article II), grants, gifts **or any other funding source** as permitted by the laws of Texas. **Gift above \$50 either in cash or in kind** collected by any officer or member of **IAEA**, in situations, conditions or events in which the name of **IAEA** is associated with, shall be donated to **IAEA** by the officer or member.

Section 2 – Auditing: The financial records of the organization shall be audited once every year by a certified external auditor.

ARTICLE VIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Article IX Dissolution:

The corporation may be dissolved by a two third majority vote of its members who are in good standing. In the event of dissolution, the asset of the corporation shall be donated to an organization which is exempt from federal income tax under § 501 of the Federal Internal Revenue Code, which organization appears most likely to carry out the purposes of the corporation.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on July **25, 2008**.

Secretary

Date