

BY-LAWS
WAAW FOUNDATION
A NOT-FOR-PROFIT CORPORATION

ARTICLE I - NAME, PURPOSE

- Section 1:
1. The name of the organization shall be WAAW FOUNDATION, where WAAW stands for “Working to Advance African Women”.
 2. The organization shall have a seal which shall be in the form:
WAAW FOUNDATION
Working to Advance African Women
 3. The organization may at its pleasure by a vote of the Executive Board and the Board of Directors change its name.

- Section 2:
- The **WAAW FOUNDATION** was formed to increase public awareness of the plight of African women in African nations. WAAW foundations objectives include, to support and conduct nonpartisan research, educational and informational activities to increase public awareness of social, economic and health issues related to African women; to provide research and information to foundations and corporate giving programs about the needs of African women to organizations that serve or advocate for such disadvantaged people; to sponsor reports, meetings, workshops, and projects for the benefit of African women; to assist and strengthen other local nonprofit organizations geared towards issues related to the African woman; and to educate the public about the needs of WAAW foundation to provide services or advocacy for this disadvantaged group.

In view of the Article I, Section 2 of the By-laws of WAAW foundation, the following are the purposes for which this organization has been organized:

- 1. Educate and empower African women by:**
Motivating and mentoring African women to pursue rewarding careers with special focus on science, engineering and technology related fields.
Facilitating academic pursuits at all levels for African women, including providing individual need based scholarships.
Providing leadership and skills training to African women to ensure they develop sustainable economic independence.
Providing assistance for self-help entrepreneurial initiatives to African women.

Strengthening the economic base of African women, thereby strengthening the African nation in general.

2. Provide health education and counseling services to African women by:

Promoting reproductive health-related awareness, counseling and education among African women, including but not limited to HIV/AIDS, cervical cancer, female circumcision, sex education, pre and post pregnancy counseling, family planning, teenage pregnancy counseling and support, and breastfeeding support and related issues.

Addressing issues that relate to domestic violence and child labor, and peaceful resolution of such conflict.

ARTICLE II - BOARD OF DIRECTORS

Section 1: BOARD ROLE, SIZE, COMPOSITION. The Board of Directors is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Executive Director and Executive Board. The Board of Directors shall have up to seven, and no fewer than three members.

The board of Directors receives no compensation other than reasonable expenses.

The Board of Directors shall have the high level control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting.

The President of the organization by virtue of his office shall be the Chairman of the Board of Directors.

Section 2: MEETINGS. The Board of Directors shall meet at least quarterly, at an agreed upon time and place.

Each Director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

- Section 3: The Board of Directors shall elect and appoint members of the Executive Board, board committees, and plan for board training and leadership development.
- Section 4: SECRETARY: The members of the Board of Directors shall select from one of their members a Board secretary.
- Section 5: The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.
- Section 6: REMOVAL. A Director may be removed when sufficient cause exists for such removal.
- Section 7: TERMS. All Board members shall voluntarily for as long as they are physically and mentally capable.
- Section 8: QUORUM. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.
- Section 9: NOTICE. An official Board of Directors meeting requires that each Director have written notice two weeks in advance.
- Section 10: VACANCIES. When any vacancy on the Board of Directors exists, nominations for new members may be received from present Board members and member of the Executive Board by the Secretary 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. Vacancies shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- Section 11: RESIGNATION, TERMINATION AND ABSENCES. Resignation from the Board of Directors must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three 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 12: SPECIAL MEETINGS. Special meetings of the Board of Directors 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 postmarked two weeks in advance.

Section 13: **COMPENSATION.** No officer, Director, or member of the Executive Board shall for reason of his office be entitled to receive any salary or compensation, however nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Section 14: **DUES.** No dues are required Board membership.

ARTICLE III – EXECUTIVE BOARD MEMBERSHIP

Section 1: **QUALIFICATION.** Membership in the Executive Board of this organization shall be by invitation from the current Executive Board and the Board of Directors. Such members must be outstanding individuals who demonstrate a commitment to the physical, social and economic development wellbeing of the African women. Continuing membership is contingent upon members being supportive of the purpose statement in Article 1, Section 2, and passionate about African women, and the health, family, educational and economic issues pertaining to the African woman. Board members must Participation in the Executive Board and Board of Directors is on a Pro Bona and volunteer basis, for which no monetary compensation shall be required.

Section 2: **MEMBERSHIP.** The Executive Board shall have up to twenty-five, and no fewer than fifteen, members. Membership shall be granted upon a majority vote of the Executive Board and the Board of Directors. The Board of Directors shall have the right to deny the membership of any individual.

Section 3: **AT-LARGE EXECUTIVE BOARD MEMBERS.** The Board members elected at the annual meeting shall recruit and elect up to ten additional people from the community to serve as at-large members of the Board. At-large members should represent diverse interests of the community. A majority of the board must represent organizations that serve or advocate for African Women. At the first board meeting after the election, the board will identify areas of needed representation, with the goal of maintaining a board broadly representative of the purpose statement the WAAW organization as stated in Article 1, Section 2. The Board Development Committee will be responsible to recommend nominees for at-large positions for an election by the board at the board meeting one month after the member representative election. No later than three months after the election of new member representative board members, at-large members will join the board. At-large board members will serve two year terms, to a maximum of six years.

Section 4: **TERMS.** Members of the Executive board for the ensuing year shall be chosen at the annual meeting of this organization, and they shall serve for a term of four (4) years, but are eligible for re-election. However, no board member shall serve more than two four-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 5: The Executive Board may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Executive Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 6: **REMOVAL.** An Executive Board member may be removed when sufficient cause exists for such removal.

Section 7: **VACANCIES.** When any vacancy on the Executive Board exists, nominations for new members may be received from present Board of Directors and member of the Executive Board by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Executive Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies shall be filled by a vote of the majority of the remaining Executive members of the Board of Directors for the balance of the year.

Section 8: **RESIGNATION, TERMINATION AND ABSENCES.** Resignation from the Executive Board must be in writing and received by the Secretary. An Executive Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. An Executive Board member may be removed for other reasons by a three-fourths vote of the remaining members.

Section 9: **OFFICERS AND DUTIES.** There shall be four officers of the Executive Board consisting of a President, a Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board at the annual Board Meeting after the at-large members are seated. Their duties are as follows:

THE PRESIDENT shall convene scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The President shall preside at all Executive Board meetings.

The President shall by virtue of his office be Chairman of the Board of Directors.

The President shall present at each annual meeting of the organization an annual report of the work of the organization.

The President shall approve all committees, temporary or permanent.

The President shall see that all books, reports and certificates required by law are properly kept or filed.

The President shall be one of the officers who may sign the checks or drafts of the organization.

The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

THE VICE-PRESIDENT shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Vice-President will chair committees on special subjects as designated by the board.

THE SECRETARY shall be responsible for keeping records of Board actions in appropriate books, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, serving all notices, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

It shall be The Secretary's duty to file any certificate required by any statute, federal or state.

The Secretary shall be the official custodian of the records and seal of this organization.

The Secretary may be one of the officers required to sign the checks and drafts of the organization.

The Secretary shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

THE TREASURER shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

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

The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding Five thousand USD (\$5000.00) of the organizations monies, and the balance of the funds of the organization shall be deposited in a savings bank except if the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation.

The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

The Treasurer shall exercise all duties incident to the office of Treasurer.

ARTICLE IV - MEETINGS OF EXECUTIVE MEMBERS

Section 1: ANNUAL MEETING. The regular annual meeting of the Executive Board of this organization shall be held on the 12th day of December each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the suitable date and venue not be more than two weeks from the date fixed by these By-Laws.

Section 2: SPECIAL MEETINGS. Special meetings of this organization may also be called by the President when he/she deems it for the best

interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. At the request of fifteen (15%) percent or more, of the Executive Board, or ten (10%) percent of the Board of Directors or a simple majority of the Board of Directors, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date. A petition signed by ten percent of the voting members may also call a special meeting.

Section 3: NOTICE. Notice of each meeting shall be given to each Executive member. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization, a notice not less than ten days before the annual meeting, telling the time and place of such annual meeting.

Section 4: VENUE: Regular meetings of the Executive Board of this organization shall be held at a location to be voted and decided by the Executive Board.

Section 5: QUORUM: The presence of not less than sixty (60%) percent of the Executive members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Section 6: BUSINESS: No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 7: GENERAL ORDER OF BUSINESS

1. Roll call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business
7. Adjournments.

Section 8: The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

ARTICLE V: VOTING

Section 1: At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

Section 2: At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Section 3: Each Executive Member shall have one vote and such voting may not be done by proxy.

Section 4: No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI - COMMITTEES

Section 1: The Executive Board may create committees as needed, such as public relations, education, counseling and data collection. All committees members of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Section 2: There shall be three standing committees - Executive, Personnel and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Executive Board.

Section 3: The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 4: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Executive Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors or the Executive Board. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Executive Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Executive Board members and the public.

Section 5: Personnel Committee and Hiring Policy. The Executive Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

ARTICLE VII – EXECUTIVE DIRECTOR AND STAFF

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

ARTICLE VIII: SALARIES

Section 1. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE IX: DUES

Section 1. This organization shall not participate in Dues collection of any kind or in any manner. Membership in the Boards shall be free.

ARTICLE X - AMENDMENTS

Section 1: These Bylaws may be amended, repealed or added to when necessary by a two-thirds majority of the Board of Directors and the Executive Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

6/1/2007