

DRAFT BYLAWS OF USAFI IMPACT Version 3

ARTICLE I. Name and Address

The name of this corporation shall be USAFI Impact. The board of directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at 454 Roanoke Drive, Martinez, CA 94553.

ARTICLE II. Objectives or Purpose

USAFI Impact is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The corporation's purpose shall be to foster collaboration between U.S. professionals and African civic, nonprofit, and educational leaders by providing technical assistance and capacity building. Through a global engagement network, USAFI Impact champions sustainable and equitable solutions to pressing challenges faced by African organizations.

ARTICLE III. Membership

The corporation shall have no membership class and no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

ARTICLE IV. Board of Directors

A. Composition of the Board of Directors. The number of board members shall be at least three (3) and no more than six (6). Directors shall be of adult age. No more than one Director shall be related to any other Director.

Qualifications for Directors will include but are not limited to the following criteria:

- Demonstrated commitment to the mission of providing technical assistance and capacity building to African organizations, with a focus on community engagement and educational advancement.
- Professional experience in nonprofit management, international development, education, or technology fields relevant to the organization's work.
- Understanding of the challenges faced by African organizations, including familiarity with the social, cultural, and economic contexts in which they operate.
- Strong communication and collaboration skills to effectively engage with diverse stakeholders, including universities, community groups, and partner organizations.
- Experience with fundraising, grant writing, financial oversight, or strategic planning for nonprofits is highly desirable.

- Ability and willingness to dedicate time for board meetings, committee work, and organizational events.

B. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee, which shall consist of three persons appointed by the President. A majority of members present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of those members present.

C. Terms. Each director shall serve for a term of two years, or until a successor is selected. Initially, two-thirds of the directors shall serve two-year terms and one-third shall serve a one-year term. Terms shall be established so that one-third of the directors may be elected each year.

D. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

E. Vacancies. Vacancies may be filled at any time by a majority vote of members then sitting.

F. General Powers. The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss the director as necessary in order to carry out the objectives of the corporation.

G. Meetings. Meetings of the board of directors shall be held at least 4 times each year, at a reasonable time and place designated by the president, including virtual meetings. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.

H. Annual Meeting. A meeting during the fourth quarter of the year shall be designated as the "Annual Meeting," at which new members are elected and other formal annual business conducted.

I. Notice of Meetings. Board members shall receive at least ten days' notice of regularly scheduled meetings. This notice may be given in by email, by telephone, text or by any other reasonable method.

J. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

K. Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

L. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

M. Resignations. Any director may resign at any time by giving notice of resignation to

any officer of the board.

O. Quorum. A majority of the Board members then in office shall constitute a quorum for the transaction of business. Action items that require Board approval should pass only if a quorum has been met. Board members who are unable to attend a particular meeting can submit their votes electronically and their vote will be counted as long as their votes were received prior to the board meeting or within no more than 48 hours of the board meeting.

P. Proxy Voting. There shall be no proxy voting. Upon a vote of a majority of members then sitting, the board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 20 days prior to the meeting at which proxy voting on the resolution is proposed.

Q. Committees. The board of directors may appoint any committee it deems necessary to help carry out its functions.

R. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

S. Indemnification

The organization shall indemnify its directors and officers to the fullest extent permitted by law against any and all expenses and liabilities incurred in connection with their good faith service to the nonprofit, provided such indemnification does not result in a material adverse effect on the organization's financial position. This indemnification applies unless the expenses and liabilities arise from gross negligence, willful misconduct, or actions outside the scope of their duties.

ARTICLE V. Officers

A. Officers. The board of directors shall at least three officers, including a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer. Otherwise, one person may serve in two offices, such as secretary/treasurer.

B. Duties of Officers.

1. The president shall preside at all meetings of the board and executive committee.

The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time-to-time assign.

2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time-to-time assign.

3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as

provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

C. Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

D. Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for three years, or until the member's term as director expires.

ARTICLE VI. Staff

A. Executive Director. The executive director is responsible for administering the programs of the corporation. The executive director shall be hired by and accountable to the board of directors and shall work closely with the board to fulfill its objectives. The executive director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the corporation. The executive director may hire other staff members as the board of directors authorizes. The executive director shall be an ex officio member of the board. The executive director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director are discussed.

B. Other Staff. All other staff shall be supervised by and accountable to the director.

C. Hiring policies. Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member, or of any person who will supervise the employee.

ARTICLE VII. Finances

A. Fiscal Year. The board shall establish the corporation's fiscal year as July through June.

B. Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

C. Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to board members.

D. Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant

aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

E. Seal. The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

ARTICLE VIII. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE IX. Amendments of the Charter and Bylaws

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 20 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE X. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disability, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

The *USAFI Impact Board of Directors*, a California-based non-profit organization, hereby approves the *Articles of Incorporation, By-Laws, Conflict of Interest Disclosure Policy, and the Standard Operating Procedure for International Grantmaking* on May 15, 2026.

Mr. Solomon Belette, President: approved
Mr. Max Shoka, Vice President: approved
Dr. Derese Kassa, Secretary and Treasurer: approved