

BYLAWS OF AFRICA EDUCATION PROJECT (AEP)

ARTICLE I. NAME AND PURPOSE

Section 1: The name of the organization shall be Africa Education Project (AEP).

Section 2: Africa Education Project is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986. The goals of Africa Education Project are as follows: (1) The Africa Education Project is committed to the reduction and eventual elimination of poverty in Africa through the provision of educational opportunities for young people, schools and teachers and the creation of other options for young people to reach their full potential. (2) The Africa Education Project is dedicated to educating people in the United States about the plight of the less fortunate in African countries by providing informational, educational and cultural experiences.

ARTICLE II. MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the staff. The Board shall have up to 9 and not fewer than 5 members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least twice a year, at an agreed upon time and place. The first meeting will take place in the March/April timeframe and the second meeting will be a Board Retreat to be held in the October/November timeframe.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual retreat of the organization to take place in the Fall. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 2-year terms during the inaugural years of the organization. Beginning on January 1, 2007, Board members are to serve one-year terms but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by a majority the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice, agenda and supporting documents at least 2 weeks in advance.

Section 7. Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

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, 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, nominations for new members may be received from present Board members 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. 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 dismissed for excess absences from the Board if s/he has 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 President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

ARTICLE IV. COMMITTEES

Section 1: The Board may create committees as needed, such as a fundraising committee or special projects committee, etc. The Board President appoints all committee chairs.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee. The Board of Directors of Africa Education Project should establish a Finance Committee by December 31, 2006. Until that time, the Finance Committee will function as a one member committee consisting of the Treasurer. 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. 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 V. AMENDMENTS

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

These Bylaws were approved at a meeting of the Board of Directors of Africa Education Project on July 9, 2005.

Benard Theora, Board President, Africa Education Project

Date