

**BYLAWS OF
AGAZI SCHOOL ALUMNI ASSOCIATION
NORTH AMERICA, INC.**

ARTICLE I: NAME

The **NAME** of this non-profit corporation shall be Agazi School Alumni Association-North America, Inc., hereafter referred as the **ASAA-NA**.

ARTICLE II: PURPOSE

The Corporation has been organized to operate exclusively for charitable purposes supporting education, including but not limited to:

- 2.1. Improve the quality of education at Agazi by providing with material and financial support or other means;
- 2.2. Help students get involved in academic and sports clubs;
- 2.3. Encourage outstanding teachers of the school with some prizes or other means;
- 2.4. Encourage outstanding students of the school with some prizes or other means;
- 2.5. Support surrounding schools with similar incentives as ASAA-NA grows in its capacity;
- 2.6. Develop awareness of education issues at Agazi and surrounding schools.

ARTICLE III: OFFICES

3.1. Offices: The principal office of the Corporation shall be in Colorado, at a location to be determined by the Board. The principal office may be, but need not be, identical with the registered office.

3.2. Registered Office and Agent: The initial registered office and the initial registered agent of the Corporation are specified in the Articles of Incorporation. The Corporation may change its registered office or change its agent, or both, upon filing a statement as specified by the Colorado Non-profit Corporation Act in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

ARTICLE IV: MEMBERSHIP, OBLIGATION, RIGHTS, AND FEES

4.1. MEMBERSHIP: Any former student (Alumnus/Alumna) of Agazi School or a family member of an Alumnus/NA or anyone who support Agazi School and the objectives of this Association is eligible for membership. Membership in ASAA-NA shall be individual and open to persons interested in furthering the purposes and objective of ASAA-NA without regard to race, religious belief, sex, or national origin. Application for Membership can be made to ASAA-NA at the national level or the local Chapters when such Chapters exist.

Joint membership shall be open for married couples for membership fee purposes but each will act as individual for election or voting purposes. Active members of the Corporation shall have executive voting power at meetings of the Corporation.

4.2. OBLIGATION:

- a) The member has to accept the objectives of ASAA-NA and he/she has the obligation to practice the objectives.
- b) Once the member accepts the objectives of ASAA-NA, he/she shall pay the annual dues in an amount to be established by the Board to be considered an active member. Membership dues are based on the calendar year. Membership of any member not paying his/her dues by the end of each calendar year may be classified as a non active member and hence his/her voting right shall be revoked.
- c) Members are encouraged to participate in all meetings (special/annual meetings) and/or decision makings.

4.3. RIGHTS:

- a) Any person who supports the objectives of ASAA-NA can be a member.
- b) Any member can leave the Corporation at any time; however, all payments previously made to the corporation are not refundable.
- c) Any active member has the right to vote and/or be elected for an office.
- d) Any active member has the right to express opinion or ask questions during any meetings.
- e) Any active member has the right to ask questions how and where the raised or contributed money is spent/ allocated.

4.4. MEMBERSHIP FEES:

- a) All single registered members shall pay their dues on time in the amount to be determined by the Board of Directors.
- b) Married couples who are both alumni of Agazi School have the option of paying joint membership in the amount to be determined by the Board of Directors.
- c) If one of the married couples did not attend the Agazi School, but both want to join ASAA-NA they can use the option that was determined for joint membership, otherwise he/she will pay the amount that was determined for single.
- d) Any member or nonmember is encouraged to support the corporation by donating in monetary or material form.

ARTICLE V: MEETINGS OF MEMBERS

- 5.1.** The Assembly meeting is the main decision-making body of ASAA-NA.
- 5.2.** Assembly meetings shall be held annually at a time and place to be designated by the Board of Directors. The annual meeting shall be deemed to be a regular meeting. The Secretary shall notify all registered members about a forthcoming meeting within thirty days or within fifteen days in case of a special meeting.
- 5.3.** Additional assembly meetings may be called by the Board or they may be held upon written request of one-third or more of the registered members.
- 5.4.** A majority of 50% or more shall constitute a quorum for the transaction of business at any meetings.

5.5. Any attendee of ASAA-NA is entitled to express his/her opinion at the annual meetings. However, only **registered** paying members shall have the right to vote or be elected and/or participate in the decision-making process of ASAA-NA.

5.6. A Chairperson of the Annual meeting shall be elected at the beginning of the annual meeting by the assembly; and his/her task will end at the conclusion of the general assembly.

5.7. Voting may be open and public except for election purposes, when it may be direct and secret. Election shall be by individual ballot and a majority of the ballots cast shall be requisite for election. Vacancies among the officers arising between Annual meetings may be filled by the Board of Directors.

5.8. The Assembly shall have the following duties and powers:

- Elections;
- Dismissal;
- Acceptance of resignation(s) of the Board of Directors;
- Adoption of the Corporation's budget, fiscal report, overseeing and discharging of the Corporation's operation(s)
- Setting annual dues for membership and appropriate extraordinary expenditures of the Board of Directors;
- Setting goals and policies consistent with the spirit of the bylaws;
- Creating committees to evaluate and advise on pertinent matters.
- Approval or disapproval of bylaws adopted or amended by the board.

ARTICLE VI: BOARD OF DIRECTORS

6.1. GENERAL

The Board of Directors hereafter called Board, as a group is the main executive body of the Corporation. The Board shall be at the national level and shall be elected by the majority present at the apposite annual meeting. The Board determines the general policies of the Corporation and shall carry out its general objectives. The Board shall manage the property and financial affairs of the Corporation. In addition to the powers and duties otherwise expressly vested in or imposed on it by law, or these bylaws, the Board shall have the following powers and/or duties:

- a) To determine the goal and policies of the Corporation in accordance with its charitable purpose and to carry out its general objectives;
- b) To oversee and manage the property and financial affairs of the Corporation; and to ensure that the funds and property of the Corporation are used for furthering the goal and purpose of the Corporation;
- c) To gather dues from membership and income from all the Corporation's activities; It shall be the responsibility of local chapters to collect the dues from its members where applicable.
- d) To encourage, attract, and receive contributions from individuals and organizations. All such activities shall be consistent with the spirit of the bylaws;
- e) To attend meetings of the Board and Annual meetings and to call a meeting of the regular and special assembly;
 - To determine the agenda;
 - To inform members at least one month in advance;
 - To inform of the time and place of such assembly;

- f) To create and absolve ad hoc committees;
- g) To determine executive personnel if and when needed;

6.2. COMPOSITION OF BOARD:

The Board shall consist of at least five (5) members. The Board shall be elected by the members of the General Assembly during an Assembly meeting. The General Assembly may also elect an election committee for the selection of nominees for the next election. The Assembly then elects from the candidates presented by the committee. The term of elected Board shall be for a period of 3 years. A Board of Director may also serve as a committee member of his/her local chapter if elected. A Board of Director shall be at least eighteen years of age but the Chairperson of the Board shall be at least 25 years of age. To be a Board of Director, the individual should have been an active member for at least 18 months as determined by his/her membership application form and membership payments, after ASAA-NA has existed for at least 18 months.

6.3. RESIGNATION AND REMOVAL:

a) Any officer may be removed from the Board at any time for cause, including, but not limited to: conduct injurious to the Corporation; to the School/s served by the Corporation; having been declared of unsound mind by a final order of a court; having been found by a final order of judgment of any court to have breached any duty of the Colorado Non-Profit Corporation Act or generally for misconduct, negligence or disregard of duty; by a two-thirds vote of the remaining Members. A report shall be presented about the dismissal to the General Assembly at the Annual Meeting.

b) Any officer may resign at any time by giving a written notice to the Chairperson or to the Secretary of the Corporation. Any such resignation shall take place the day of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. The officer must return all documents and properties that belong to the Corporation.

6.4. VACANCIES:

A vacancy in any office due to death, resignation or removal or otherwise may be filled by the majority vote of the Board until the next Annual meeting.

6.5. COMPENSATION:

The Board shall receive no compensation for their services as Directors of the Board. However, the Board may authorize by resolution the reimbursement of expenses incurred by a Director, or anyone delegated by the board, in the performance of duties for the Corporation. Adequate receipts are required for submission of reimbursement. No loans shall be made by the Corporation to any member of the Corporation.

6.6. OFFICERS:

The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Financial Secretary, Public Relations and Members at Large. The Board may elect or appoint such other Officers as it shall consider desirable. The functions of the Officers shall be as follows:

6.6.1. CHAIRPERSON. Executive authority of the Corporation shall be vested in the Chairperson of the Board and he/she shall be official representative of the Corporation. The Chairperson shall provide leadership to the Board in formulating, developing and evaluating the policies and goals of the Corporation and shall preside at all meetings of the board. The Chairperson will, at the annual meeting of the Assembly, present a general report of the Corporation's activities for the preceding year. The annual report shall be first submitted to the board and approved by it. The Chairperson shall have the power to nominate members and chair persons of any ad hoc committee, subject to the approval of the Board. The Chairperson shall have such authority and powers and duties as are appropriate and customary for the office, including the power to sign official documents of the corporation, to delegate to a director or a member (with consent of other Board members), the right to execute contracts on behalf of the Corporation and represent the Corporation to other individuals, groups, and organizations.

6.6.2. VICE-CHAIRPERSON. The Vice-Chairperson shall discharge the functions of the Chairperson in case of the latter's disability or absence or at the latter's request. Assist the Chairperson as appropriate. In the absence of the Chairperson, the execution by the Vice-Chairperson on behalf of the Corporation will have the same force and effect as if it was executed on behalf of the Corporation by the Chairperson.

6.6.3. SECRETARY. The Secretary shall be for record keeping of proceedings of meetings, membership, and other activities of the Corporation, take minutes of meetings of the Board and of the annual national meetings, be responsible for informing members of dates and places of meetings and related affairs of the organization. The Secretary shall have such additional authority, powers and duties as are appropriate and customary for the office including assisting the Chairperson/vice-chairperson in preparation of annual report. In the absence of the Chairperson and Vice Chairperson the Secretary shall preside over meetings.

6.6.4. TREASURER. The Treasurer shall be responsible for all funds of the Corporation (including ASAA-NA chapters); receive and issue receipts for money due payable to the Corporation from any source whatsoever, and deposit all such money in the name of the corporation and keep a written record of such. The Treasurer shall prepare the proposed annual budget and arrange for an audit in consultation with the board. The treasurer, with the help of Financial Secretary, shall prepare and report financial transactions to the Board on quarterly basis (every three months). The Treasurer shall be a co-signer of the accounts of the Corporation. The treasurer shall not make any disbursement of more than one hundred USA dollars (\$100) or its equivalent without a written consent of the Board, and authorization of the Chairperson. The Treasurer and any co-signer will be held responsible for any withdrawal without the written consent of the Board and authorization of the Chairperson.

6.6.5. FINANCIAL SECRETARY (FS). The Financial Secretary shall be responsible for keeping a copy of the financial records of the association, present a full financial report from all chapters on a quarterly basis to the Board, and shall present such interim reports upon request by the General Assembly, or the Board of Directors. FS shall be a co-signer along with the treasurer on the association's bank accounts. The FS shall be responsible to notify members for membership fees and donors for their pledges. The FS shall be the designated filer of annual reports and tax returns required to maintain non profit status for ASAA-NA chapters. In the event the FS needs professional assistance for filing taxes, FS together with the Treasurer shall prepare and provide all that is needed and requested by the professional.

6.6.6. PUBLIC RELATIONS OFFICER (PRO). The Public relations officer shall be responsible for gathering and disseminating information considered beneficial to the growth and development of the Association; shall develop information and public relation systems that will create desirable and productive links between the association and the rest of the pertinent community in North America and anywhere else; shall design and maintain the association's website and Email list; shall design and organize programs and activities to expose the children to their cultures.

6.6.7. MEMBERS AT LARGE. Members at large serve as needed in various duties. Each director is responsible to the General Assembly. Any officer of the Corporation, in addition to the powers conferred upon him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

6. 7. COMMITTEES

The Board may from time to time appoint or designate one or more standing or ad hoc committees, each of which shall include at least one Board of Director. Any committee which will exercise any power of the Board shall be composed of exclusively of the Board; however, committees formed for other purposes may have members who are not members of the Board.

6.8. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.8.1. Contracts: The Board may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation if no such authority is provided for the Officer or agent elsewhere in these Bylaws. Such authority may be general or confined to specific instances. Without such authorization, no Officer or agents shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially for any amount.

6.8.2. Checks, Drafts: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed only by such person or persons as may, from time to time, be designated by the Board in writing or by these bylaws. In the absence of such designation, such instruments

shall be signed by the Chairperson of the Corporation and countersigned by the Treasurer.

6.8.3. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation under conditions and in depositories as the Board may designate. Copies of deposit receipts must be filed.

6.9. PRESUMPTION OF ASSENT: A Director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or they file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Corporation shall be January through December.

ARTICLE VIII: DISSOLUTION

The Corporation may be dissolved upon a two-thirds vote of the registered members of the Corporation for just-cause or if the Corporation becomes inactive. In case of dissolution of the Corporation, any assets remaining after the settlement of its obligations shall be disposed of at the discretion of the Board, exclusively for the purposes of the Corporation or to organizations that are qualified for charitable or educational purposes, a non-profit fund, foundation or corporation which has established its exempt status under sections 501(a) and 501(c) (3) of the Internal Revenue Code or any other section with tax-exempt status.

ARTICLE IX: AMENDMENTS AND RATIFICATION:

9.1. These Bylaws have been ratified by the initial Board of Directors of the Corporation after comments from active members were incorporated.

9.2. The Articles of Incorporation may be amended by the vote of two-thirds of all of the Board members of the Corporation.

9.3. Amendments or repeal of these bylaws may be proposed by a member of the Board or by a written request of at least one third the voting members of the Corporation. Proposed amendments shall be circulated to the Board of Directors at least one month in advance of a Board meeting at which they are to be considered. The amended or new bylaws will be adopted upon receiving a three-fourth vote of the Board of Directors. In order for the amended bylaws to take effect by the vote of the Board only, at least three-fourth of the Directors if greater than seven or six of the seven Directors must be present at the meeting except when a Director waives his/her

presence at the meeting in which case he/she must express his/her opinion on the amendment in writing before the meeting or make a phone call at the time of the meeting. If a Director fails to attend and express an opinion on the amendment without explanation, the amendment will take effect when a three-fourth of those present, provided a quorum has been fulfilled to proceed with the meeting. An opinion may not be required however, if the absence of a Director is due to health or other emergency reasons. Otherwise, the amendments will have to receive a two-third vote of those in attendance before the amendment is to be presented to the general assembly at the annual meeting of the Corporation at which time they are to be considered.

9.4. Amendments to the bylaws that reached the general assembly must be ratified by two-third of the voting members of the Corporation present at the annual meeting before inclusion in the bylaws of the Corporation.