

Bylaws of Africa Relief & Reconstruction Initiative,(ARRI)

Adopted by the Board of Directors on 08/25/2025

Article I – Name and Principal Office

1.1 Name. The name of this corporation is Africa Relief & Reconstruction Initiative, Inc. (“ARRI”).

1.2 Principal Office. The principal office of the corporation shall be located in the State of California. The Board of Directors may change the principal office or establish additional offices as necessary.

Article II – Purpose

2.1 Charitable Purpose. This corporation is a nonprofit public benefit corporation organized under the laws of California and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.2 Specific Purposes. The corporation’s specific purposes include providing humanitarian aid, post-war reconstruction, healthcare, education, poverty alleviation, clean water access, and community development programs in Africa, with primary focus on Sudan and neighboring regions.

2.3 Limitations. The corporation shall not engage in activities inconsistent with its exempt purposes. No substantial part of its activities shall consist of carrying on propaganda or attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign.

Article III – Membership

3.1 No Members. The corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. All rights and powers shall reside with the Board of Directors.

Article IV – Board of Directors

4.1 General Powers. The Board of Directors (“Board”) shall have full authority over the activities, policies, and affairs of the corporation.

4.2 Number and Qualification. The Board shall consist of not fewer than three (3) and not more than fifteen (15) directors. Directors must be individuals who support the purposes of ARRI.

4.3 Election and Term. Directors shall be elected by the existing Board. Each director shall serve for a term of three (3) years and may be re-elected. Terms shall be staggered where practicable to ensure continuity.

4.4 Resignation and Removal. Any director may resign by written notice. Any director may be removed by two-thirds (2/3) vote of the remaining directors for cause or failure to perform duties.

4.5 Vacancies. Vacancies may be filled by a majority vote of the remaining directors.

4.6 Compensation. Directors may receive reasonable reimbursement for expenses. Directors may not receive salaries for Board service, except that the corporation may compensate officers or staff members who also serve as directors, provided such compensation is approved.

Article V – Meetings of the Board

5.1 Regular Meetings. Regular meetings of the Board shall be held at least quarterly.

5.2 Special Meetings. Special meetings may be called by the Chair, the President, or one-third (1/3) of the directors.

5.3 Notice. Written notice of meetings shall be provided at least seven (7) days in advance.

5.4 Quorum. A majority of directors then in office shall constitute a quorum.

5.5 Voting. Each director shall have one vote. Decisions shall be by majority vote unless otherwise required.

5.6 Action Without Meeting. Any action required may be taken without a meeting if all directors consent in writing.

Article VI – Officers

6.1 Officers. The officers of the corporation shall consist of: President/CEO, Vice President, Secretary, Treasurer/CFO.

6.2 Duties of Officers. President/CEO: Acts as chief executive, implements policies, oversees programs. Vice President: Assists President and assumes duties in their absence. Secretary: Maintains records and minutes. Treasurer/CFO: Oversees finances and prepares reports.

6.3 Election and Term. Officers shall be elected annually by the Board and may serve consecutive terms.

6.4 Removal. Any officer may be removed by majority vote of the Board.

Article VII – Compensation & Conflict of Interest

7.1 Compensation. The corporation may pay reasonable compensation for services rendered, consistent with IRS guidelines.

7.2 Conflict of Interest. No director, officer, or staff shall derive improper personal benefit. Conflicts must be disclosed and the interested person shall abstain from related votes.

Article VIII – Committees

8.1 Committees of the Board. The Board may establish standing or ad-hoc committees and delegate powers as permitted by law.

8.2 Advisory Committees. The Board may establish advisory committees of non-directors to provide expertise.

Article IX – Records & Reports

9.1 Corporate Records. The corporation shall keep adequate and correct books, records, and minutes.

9.2 Annual Report. An annual report including financial statements shall be presented within 120 days of fiscal year-end.

9.3 Inspection Rights. Records shall be open to inspection by directors at reasonable times.

Article X – Fiscal Year

The fiscal year shall begin on January 1 and end on December 31, unless otherwise determined by the Board.

Article XI – Indemnification

To the fullest extent permitted by law, the corporation shall indemnify directors, officers, employees, and agents against expenses, judgments, fines, and settlements incurred in good faith and in the best interests of the corporation.

Article XII – Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board, provided ten (10) days' notice is given.

