

## **BYLAWS**

### **INTRODUCTION**

1. These bylaws constitute the code of rules adopted by the Ayiti Now Corp for the regulation and management of its affairs. These bylaws provide for the governance of the Corporation, a non-profit organization as defined under Section 501(c)(3) of the U.S. Internal Revenue Code. The Corporation is organized pursuant to the Florida Not For Profit Corporation Act. The purpose of the Corporation is exclusively for religious, charitable, educational, scientific, and literary purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code. The Corporation will seek to help the orphaned and abandoned children and displaced families of Haiti by providing health care, education, nutrition, and housing, to promote education towards greater self-sufficiency and to disseminate such information to the general public and other interested parties. The Corporation shall not engage, as a substantial part of its activities, in efforts to influence legislation or participate in political campaigns. No part of its net earnings shall inure to the benefit of its officers or any private persons.

### **MEMBERSHIP**

2. The Corporation shall have no “members”.

### **DIRECTORS**

3. Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

4. Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

5. Number of Directors: The Board of Directors shall consist of three or more natural persons. The number of directors shall be determined from time to time by Resolution of the Board of Directors.

6. Terms and Election of Directors: The Directors shall serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws

7. Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.

8. Resignations: Any Director can resign at any time by delivering a written resignation to the

Chairperson of the board or to the Secretary of the Corporation. Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

9. Removal: Any director may be removed at any time (with or without cause) by a vote of 2/3rds of the total number incumbent directors (not counting vacancies) at a meeting of the board of directors properly called in accordance with the terms of these bylaws. Directors may be removed by a vote of the board of directors (at a properly called meeting) when the director in question has missed two consecutive (properly called) meetings of the board of directors.

10. Vacancies: Vacancies can be created by resignations, removals, or an increase in the size of the board of directors. Vacancies on the Board of Directors can only be filled by a majority vote of the remaining Directors, though less than a quorum.

11. Place of Director's Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted. "Virtual" meetings, via telephone, e-mail or other electronic means may be held from time to time, as mutually agreed upon by the Directors. The official business of the Corporation may be transacted using either meeting format when a quorum (majority) of Directors is present, either physically or through electronic means and where each attending Director can be identified and where spontaneous communication exists.

12. Meetings: Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the President/Chairperson
- C. the Secretary, upon the written request of a majority of directors
- D. the CEO

13. Notice of Board Meetings: Notice of all board meetings shall be given to each board member no less than fifteen (15) days nor more than thirty (30) days prior to the meeting, unless urgent matters arise.

14. Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors will

constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

15. Quorum: A 40% of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending or by proxy shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

16. Self-Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

### **OFFICERS**

17. Roster of Officers: The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum, the Corporation shall have a Chairperson, Treasurer and Secretary.

18. Chairperson: The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order. In case of emergency, if attendance is not reasonably possible, the Chairperson can designate a proxy.

19. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

20. CEO: In the event that this Corporation has funding to retain staff or consultants to carry out its activities it is expected that the Board of Directors will designate one person to oversee and supervise day to day operations (for purposes of these bylaws that person, if so designated, is hereinafter referred to as the chief executive officer or "CEO"). A paid or unpaid CEO may be a voting member of the Board of Directors and, generally, should be expected to attend all of its meetings unless such attendance is not reasonably possible. The CEO, if one has been designated, shall serve an indefinite term until he or she resigns or is removed by the board of directors (subject to any relevant employment or consulting

contract.) The CEO is subject to the direction and control of the Board of Directors and will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer.

21. Treasurer, etc.: The Board of Directors, in its discretion, may, by Resolution, designate other officers such as a "Treasurer. Such officers, if so designated, shall have such authority as may be granted from time to time by the board of directors.

22. Selection and Removal of Officers: All officers shall serve indefinite terms. As a general rule the Board of Directors shall review its officers once a year for the purpose of considering whether or not to keep or replace them (but this review, however, is not mandatory). An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer.

#### **INFORMAL ACTION**

23. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation allowing electronic and email transmissions.

#### **COMMITTEES**

24. Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees and/or ad hoc committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

25. Executive Committee: The officers of this Corporation as designated in the bylaws (or, subsequently, by Resolution of the Board of Directors) shall constitute the executive committee. The board of directors may (if it so chooses) adopt a Resolution appointing other persons to serve on the Executive Committee. The Chairperson shall act as chairperson of the executive committee. The Executive Committee may assist the Chairperson in preparing agendas for upcoming meetings of the

Board of Directors and shall have such other authority as may be given to it from time to time by Resolution of the Board of Directors.

#### **OPERATIONS**

26. Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

27. Loans to Management: This Corporation may make loans to any of its Directors or Officers.

28. Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by the CEO. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the CEO.

#### **AMENDMENTS**

29. The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of directors at a meeting where a quorum is present.

#### **PUBLIC STATEMENTS**

30. Authority to make Statements. No person, except for the Chairperson or the CEO or CEO's designated qualified staff (if CEO has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

31. Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

#### **INDEMNIFICATION**

32. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

33. Fiscal Year. The fiscal year of the Corporation will end on the last day of December each year.

34. Principal Office. The principal office of the Corporation will be located in in the state of Florida.

35. Registered Agent. The Corporation will continuously maintain in the State of Florida a registered agent.

36. Annual Meeting. An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the CEO in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of directors and officers, and for the transaction of such other business as may come before the meeting.

#### **CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of this Corporation at their meeting held on \_\_\_\_\_, 2010.

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Secretary

**AYITI NOW CORP**