

CORPORATE BYLAWS

of

Friends of Burkina Faso, Inc.

ARTICLE ONE

OFFICES

The principal office of the corporation shall be located at the Church of the Epiphany, 1317 G Street, N.W., Washington, D.C. 20005. The corporation may have such other offices, either within or without the District of Columbia, as the board of directors may from time to time determine.

ARTICLE TWO

MEMBERS

Section 1 – Classes of Members: The members of the corporation shall be divided into two classes as follows:

- a) Individual members and
- b) Organizational members.

Individual members shall be persons who are interested in the people and country of Burkina Faso. Organizational members shall be organizations interested in furthering the corporate purposes of the Friends of Burkina Faso, Inc.

Section 2 – Election of Members: Any person or organization interested in becoming a member of the corporation shall submit to the secretary of the corporation a written and signed application. Each application shall be considered by the board of directors at its regular meeting, or at any special meeting of the board, and either approved or disapproved. Applicants whose applications are so approved shall become members of the corporation on payment of the required dues.

Section 3 – Rights of Members: Each member in good standing shall be entitled to receive any newsletter that may be distributed and any other benefits which the board of directors may from time to time confer.

Section 4 – Transfer of Membership: Membership in this corporation is not transferable or assignable.

ARTICLE THREE

BOARD OF DIRECTORS

Section 1 – General Powers: The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the District of Columbia.

Section 2 – Number, Tenure, and Qualifications: The number of directors shall be five. Each director shall serve for three years, except as otherwise provided in this section. New directors shall be elected by plurality vote of the members, such vote to be conducted by paper ballot mailed to the members no less than thirty days prior to the expiry of a director's term of office.

Directors shall be nominated from among the members in good standing of the corporation. Each nominee shall provide a short written description of his or her experience relevant to the post of director, and such description shall appear on the ballot for the information of the members in voting.

In order to stagger the terms of the directors, the first board elected pursuant to these bylaws shall consist of two directors elected for a three-year term, two directors elected for a two-year term and one director elected for one-year term. All directors elected subsequently shall serve a three-year term.

Section 3 – Regular Meetings: A regular meeting of the board of directors shall be held without any notice other than this bylaw in June of each year. The board of directors may provide by resolution the time and place for holding additional regular meetings without notice other than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4 – Special Meetings: Special meeting of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5 – Notice: Notice of any special meeting of the board of directors shall be given at least seven days prior thereto by written notice delivered personally or sent by mail, or by telephone or telegram to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be

specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6 – Participation by Conference Telephone: Any or all directors may participate in a meeting of the board of directors or a committee of the board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 7 – Quorum: A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at any meeting, the directors who are present may adjourn the meeting without further notice.

Section 8 – Board Decisions: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9 – Action by Unanimous Consent in Lieu of Meeting: Any action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the board.

Section 10 – Vacancies: Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 11 – Compensation: Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude and director from serving the corporation in any other capacity and receiving compensation therefore.

Section 12 – Removal of Directors: Directors may be removed from the board of directors for cause by a two-thirds vote of the board of directors.

ARTICLE FOUR

OFFICERS

Section 1 – Officers: The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall

deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person with the exception of the offices of president and secretary.

Section 2 – Election and Term of Office: The officers of the corporation shall be elected annually at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New corporate offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his/her successor has been duly elected.

Section 3 – Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4 – Powers and Duties: The several officers shall have such powers and shall perform such duties as may from time to time be specified in the resolutions of the board of directors. In the absence of such resolutions, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes as this corporation.

Section 5 – Removal: Any officer or agent elected or appointed, including committee members, may be removed by the persons authorized to appoint or elect such officer, agent, or committee member whenever in their judgment the best interest of the corporation will be served thereby.

ARTICLE FIVE

COMMITTEES

Section 1 – Committees of Directors: The board for directors may, by resolution adopted by a majority of the directors, designate one or more committees, each of which shall consist of two or more directors, which committees to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the corporation. The designation of such committees and the delegation thereto of authority shall not however operate to relieve the board of directors, or any individual director, of any responsibility imposed on it by law. Such committees shall be dissolved on the earlier of the following dates: 1) as may be specified in the resolution designating such committee, or 2) upon further resolution of the board of directors.

Section 2 – Other Committees: Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated from time to time by the president. Member of each such committee shall be members of the corporation, and shall be appointed to the committee by the president. Such committees shall be dissolved on the earlier of the following dates: 1) upon

completion of the task for which the committee was formed, or 2) upon the decision of the president.

ARTICLE SIX

CONTRACT, CHECKS, DEPOSITS, AND GIFTS

Section 1 – Contracts: The board of directors may authorize any officer or officers of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract of execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2 – Check, Drafts, or Orders: All checks, drafts, or orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such resolution by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer.

Section 3 – Deposits: All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may from time to time select.

Section 4 – Gifts: The board of directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE SEVEN

RECORDS OF MEMBERSHIP

The board of directors may provide for the issuance of written acknowledgements evidencing membership in the corporation, which shall be in such form as may be determined by the board. The name and address of each member and the date of the acknowledgement of his or her membership shall be entered on the records of the corporation.

ARTICLE EIGHT

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees

having and exercising any of the authority of the board of directors, and shall keep at the principal office a record containing the names and addresses of the members.

ARTICLE NINE

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE TEN

DUES

Section 1 – Annual Dues: The board of directors shall determine from time to time the amount of annual dues payable to the corporation by members of each class, and shall give appropriate notice thereof to the members.

Section 2 – Payment of Dues: Dues shall be payable in advance on the first day of January each year.

Section 3 – Default and Termination of Membership: When any member of any class is in default in the payment of dues for a period of one year from the beginning of the period for which such dues become payable, his/her membership may thereupon be terminated by a two-thirds vote of the board of directors.

ARTICLE ELEVEN

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, as amended, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the term stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a unanimous vote of the directors present at any regular meeting or at any

special meeting. At least 30 days' written notice shall be given of the intention to alter, amend, or repeal the existing bylaws or to adopt new bylaws at such meeting.

CERTIFICATE OF ORIGINAL BYLAWS

I, Leslie Berger, secretary of Friends of Burkina Faso, Inc., a District of Columbia nonprofit corporation, hereby certify that the foregoing bylaws, comprising twelve articles in seven pages, were adopted by resolution of the board of directors of the corporation at a meeting held December 16, 1987.

Leslie Berger
Secretary

Date: