

## **Maasai Education Foundation Bylaws**

**VISION:** The educational, social, and economic equality of members of the Maasai ethnic group in Tanzania.

**MISSION:** To improve the educational, social, and economic equality of members of the Maasai ethnic group in Tanzania by enhancing the education of Maasai youth through financial and technical support of rural schools serving Maasai youth and scholarships for individual Maasai youth.

### **ARTICLE 1 – Purpose**

The Maasai Education Foundation (Foundation) is organized exclusively for educational purposes, including, for such purposes, the making of distributions to needy individuals and organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, the Foundation supports the education of members of the Maasai ethnic group in the Arusha region of The United Republic of Tanzania (Tanzania), the mastery of the English language by Maasai children and adults, and educational exchanges between Tanzania and the United States.

### **ARTICLE 2 – Board of Directors**

#### Section 1: The Role of the Board, Size, and Terms

- The Board is responsible for fund-raising and programming decisions.
- All expenditures of Foundation funds must be approved by the Board.
- The Board shall be comprised of an odd number of seven to eleven members approved by the Board.
- Board members shall receive no compensation, except for reimbursement of expenses in certain circumstances.
- The Board may appoint committees plan and conduct Foundation activities.
- Board members shall serve for a term of up to three years, and any Board member’s term may be renewed by majority vote of current Board members.
- Prior to service on the Board and annually, Board members shall read the Foundation’s Conflict of Interest policy and sign an agreement indicating that they will comply with said policy.

#### Section 2: Meetings and Board Business

The Board shall meet at least quarterly in-person or by teleconference or video conference or other real-time communication methods. In between formal Board meetings, the Board may discuss and approve routine Foundation business, including but not limited to expenditure approvals, through discussion and voting via email, texts, phone calls, or other electronic means. In the course of conducting Foundation business, each Board member shall have one vote. A simple majority vote of the Board is sufficient to approve any proposed Board action, except such action shall not be permitted without a Board meeting if any voting Board member objects to the taking of such proposed action. To be effective, such objection shall have been delivered to the Board Member no later than ten business days after notice of the proposed action is given. The Board chairperson shall promptly notify each Board member of any such objection.

#### Section 3: Committees

The Board may appoint committees, including but not limited to an Advisory Committee, a Development Committee, a Nominating Committee, an Audit Committee, and a Social Media Committee.. Non-Board members may be committee members. Prior to service on a committee and annually, committee members shall read the Foundation Conflict of Interest policy and sign an agreement indicating that they will comply with said policy. The Audit and Nominating committees shall contain at least one Board member.. Committee members shall be appointed by the Board at the first meeting of the Board each year and throughout the year as needed.

Section 3.1 Advisory Committee: is comprised of members from the United States, Tanzania and other countries, including the Tanzania Liaison. The committee shall meet at least annually to plan and review Foundation activities and advise the Board on programs and activities of the Foundation.

Section 3.2 Development Committee: is charged with securing resources to support the activities of the Foundation.

Section 3.3. Nominating Committee: nominates members for the Board and Officers.

Section 3.4. Audit Committee: shall conduct an audit of the Foundation’s finances during the first quarter of each year and report its findings to the Board. The Audit committee shall be composed of a Board member appointed by the Board other than the Treasurer and at least two non-Board members.

Section 3.5. Social Media Committee: shall maintain the Foundation’s website, Facebook page and other social media presences.

Section 4: Election of the Board:

The Nominating Committee shall nominate potential Board members. Nominations may be made at any meeting of the Board. Nominees may be elected to fill a partial or full term.

Section 5: Quorum:

Fifty percent of the Board shall constitute a quorum for the purposes of a meeting wherein business may be transacted, or motions made or passed.

Section 6: Notice:

An official meeting requires notice to all Board members by phone, mail, or email at least two weeks prior to any Board meeting.

Section 7: Officers:

There shall be three officers of the Board: Chairperson, Secretary, and Treasurer. Officers shall be elected by the Board. Officers normally serve terms of two years. Officers shall be elected during the first meeting of the calendar year of even number years or when vacancies occur. Officer’s duties shall be as follows:

The Chairperson shall convene meetings, preside over meetings, or arrange for other officers to perform these duties.

The Secretary shall be responsible for keeping records of the Board’s actions, taking and keeping minutes, sending out announcements, distributing copies of the minutes to each Board member, coordinate the preparation of the MEF annual report, and assuring that Foundation records are maintained.

The Treasurer shall make a financial report at each Board meeting, maintain financial records, assist in preparation of a budget, review project budgets, make financial information available to the Board, manage the bank account, transfer funds for the Foundation, assist the Audit committee, and prepare and submit all required state and federal financial reports.

**ARTICLE 3 – Tanzania Liaison**

The Foundation shall have a Tanzania Liaison to facilitate the work of the Foundation in Tanzania. The Tanzania Liaison shall be appointed by the Board. Prior to service and annually, the Tanzania Liaison shall read the Foundation Conflict of Interest policy and sign an agreement indicating that they will comply with said policy.

- The Liaison will be a Tanzanian citizen of Maasai heritage.
- The Liaison will be a volunteered and unpaid position.
- The Liaison may be reimbursed for documented expenses associated with their work on behalf of the Foundation.
- The Liaison will be an ex-officio, member of the Foundation Board.

**ARTICLE 4 – Fiscal Year**

The fiscal year shall be based on the Julian calendar year.

**ARTICLE 5 – Amendments**

These Bylaws may be amended as necessary by a simple majority of the Board.

**ARTICLE 6 – Dissolution**

The Foundation may be dissolved by a majority vote of the Board. Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 7 – No Political Activities**

The Foundation shall not engage in any political activities nor be involved with any legislation in Tanzania or the United States.

#### **ARTICLE 8 – Foundation Expenses**

The Foundation will spend a minimum of 90% of its total budget on programs. Less than 10% of donations will be spent on fundraising, management, and general expenses). All Board members shall review the annual IRS 990 form prior to its submission to the IRS.

#### **ARTICLE 9 – Governance and Transparency**

The Foundation will seek to be open and transparent and will publish the following on its website:

- Minutes of Board and committee meetings
- Bylaws
- Conflict of Interest (COI) Policy
- Whistleblower Policy
- Donor Privacy Policy
- Articles of Incorporation Certification
- IRS Tax Exempt Certification
- Annual IRS 990 Forms
- Annual financial and audit reports
- Grantee Charitable Expenditures Compliance Policy
- Office of Foreign Asset Control (OFAC) Compliance Policy