

AMENDED, RESTATED AND CORRECTED
BYLAWS OF THE
NORTH AMERICAN LIAISON BUREAU, INC.

Article I

ORGANIZATION NAME, SCOPE AND LOCATION

Section 1: Name. The name of this organization shall be North American Liaison Bureau, Inc., DBA Education Congo, (hereinafter the “Organization”). This Organization is a not-for-profit corporation organized under the Florida Not for Profit Corporation Act and recognized by the Internal Revenue Service as a not-for-profit corporation classified as a 501(c) (3) tax exempt public charity.

Section 2: Scope. The Organization is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, including but not limited to facilitating the development and provision of quality medical care, quality education, the rule of law, business ethics, business development and theological training in the Democratic Republic of Congo and distributions to or for the use of organizations organized and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the corporation shall have all powers authorized for not-for-profit corporations, and not prohibited to not-for-profit corporations, under the Florida Not for Profit Corporations Act.

Section 3: Location. The offices of the Organization shall be located in such localities as may be determined by the Board of Directors.

Article II

OBJECTIVES AND PURPOSES

Section 1: Objectives.

- A. To promote and encourage high academic standards and ethical conduct by means of study, discussion, and education, principally through solicited contributions made by individuals, organizations, institutions and churches, and the general public, that desire to support education in the Congo.
- B. To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of the Organization.
- C. To cooperate with state, regional/zone, local/city, and international organizations with common interests in the mission of the Organization in general.
- D. To undertake such other functions consistent with the Bylaws that will advance the efficacy of the Organization.

Section 2: Purposes.

A. To recruit academic, scientific, administrative and technical personnel in cooperation with educational organizations in the Congo.

B. To invest, direct and use net revenues for the support and benefit of education in the Congo, either in the form of scholarship endowments, or grants and funding for improvements and educational programs.

C. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Organization, shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, now existing or hereafter amended.

Article III

BOARD OF DIRECTORS

Section I: Authority and Responsibility. The governing body of the Organization shall be the Board of Directors. The Board of Directors shall have supervision, control and direction in the affairs of the Organization, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted delegate certain of its authority and responsibility to the officers or staff.

Section 2: Composition and Term. The Board of Directors shall consist of not more than twenty (20) elected volunteers interested in promoting education in the Congo and willing to make regular contributions of time and funding to the activities and mission of the organization. Each director shall serve a three (3) year term, subject to reelection. Each director is limited to serving three (3) consecutive terms. The members shall be divided into three classes, with one class to be elected each year. New members shall be placed in one of the classes in order to achieve an equal number in each class, if possible. Membership begins upon election.

Section 3: Nomination and Election. Each director shall be nominated and elected as Board seats become available, upon the expiration of the terms, resignation and/or removal of existing Directors.

Section 4: Quorum of the Board. At any meeting of the Board of Directors, one half (1/2) or more of the Board, including attendance via virtual means, shall constitute a quorum for the transaction of business of the Organization. Any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 5: Meetings of the Board. A regular meeting of the Board of Directors shall be held annually each administrative year at such time and place as the Board of Directors may prescribe. An additional Spring meeting may be held using telephonic or other electronic conference media. Special meetings, to be held using telephonic or electronic media, may be called by the President. Notice by U.S. mail, email, or telephone of all regular Board meetings shall be given to the directors not less than thirty (30) days before the meeting is held. Special meetings may be called by the President, or at the request of at least three (3) directors to the President. Notice by U.S. mail, email, or telephone of all special Board meetings shall be given to the directors not less than seventy-two (72) hours before the meeting is held.

Section 6: Voting. Voting rights of a director shall not be relegated to another, nor exercised by proxy.

Section 7: Voting by Mail/Email. Action taken by a mail/email ballot of the members of the Board of Directors, in which at least a majority of such directors in writing indicated themselves in agreement shall constitute a valid action of the Board of Directors if reported at the next regular meeting of the Board. Actions communicated and responded to by e-mail are acceptable.

Section 8: Absence. Any elected officer or director who shall fail to attend two (2) consecutive in-person annual meetings or two consecutive virtual mid-year meetings of the Board of Directors shall automatically vacate the seat held on the Board of Directors and the vacancy shall be filled as provided in these Bylaws. However, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive or excuse the absence, or permit virtual attendance of the annual in-person meeting if significant mitigating circumstances exist and/or the President has been previously notified of the absence and reason. Waiver of the absence shall require an affirmative vote of a majority of the Board of Directors.

Section 9: Vacancies or removal. Any vacancy on the Board of Directors between Annual Meetings shall be filled by the Board of Directors as prescribed in Article III, Section 3. A director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The Board of Directors may in its discretion by affirmative vote of two thirds (2/3) of its members remove any director for cause.

Section 10: Compensation. Directors and elected officers shall not receive any compensation for their services but may with prior approval be reimbursed for out of pocket expenses incurred on behalf of the Organization if supported by invoice.

Section 11: Indemnification. Every director and officer of the Organization, and such others as specified from time to time by the Board of Directors, shall be indemnified by the Organization against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceedings to which they may be a party, or in which they may become involved, by reason of being or having been a director or officer of the Organization, or any settlement thereof, whether the person is a director or officer at the time such expenses are incurred, except in cases wherein the director or officer is adjudged guilty of willful malfeasance or malfeasance in performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article IV

OFFICERS

Section 1: Elected Officers. The officers of the Organization shall be President, Vice President, Secretary, Treasurer, and Executive Director to be elected by the Board of Directors of the Organization. These officers shall serve until their successors have been duly elected and assume office, or upon resignation.

Section 2: Qualifications. Any active member of the Board of Directors of the Organization in good standing shall be eligible for nomination and election as an elected officer of the Organization.

Section 3: Nomination and Election of Officers. The slate of proposed officers for the next year shall be presented to the Board of Directors at the Annual meeting. Additional nominations may be made from the

floor. Any person nominated shall have given his/her consent to nomination and election as an officer.

Section 4: Term of Office. Each officer shall take office immediately upon election and shall serve for a term of three (3) years or until one's successor is duly elected and qualified. The terms of officers shall be staggered, in the interest of the continuity of the Board of Director's business. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5: Vacancies/Removal. Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors in its discretion, by two thirds (2/3) vote of all its members, may remove any officer from office for cause.

Article V

EXECUTIVE DIRECTOR

Section 1: Administrative Office. There shall be the office of the Executive Director of the Organization. This position shall be filled by a regular voting member of the Board of Directors, who shall serve without compensation.

Section 2: Duties. The Executive Director shall be the correspondent for all business, shall coordinate with the editor(s) and publisher of the Organization's newsletter its content and distribution, shall record all contributions, make disbursements in accord with guidelines or specific measures approved by the Board, and in general coordinate the activities of the Organization.

Article VI

DUTIES OF THE OFFICERS

Section 1: President. The President of the Board of Directors of the Organization shall preside over the Annual Meeting of the Board, as well as any called meetings of the Board of Directors. The President shall serve as an ex-officio member, with right to vote, on all committees except the Nominating Committee. The President shall make all required appointments of standing and special committees as prescribed by these Bylaws.

Section 2: Vice President. There shall be one (1) Vice-President of the Board of Directors. At the request of the President, he/she may preside during a meeting and shall serve in the absence of the President-Chair. Other duties may be assigned.

Section 3: Secretary. The Secretary shall be in charge of the Organization's records. As secretary of the Organization, he/she shall be responsible for the proper and legal communication of notices to the Board of Directors. He/she shall see to the proper recording of proceedings of meetings of the Organization, and of the Board of Directors, and reports of all committees and carry into execution any orders, votes and resolutions not otherwise committed.

Section 4: Treasurer. The Treasurer shall be in charge of the Organization's funds. He/she shall:

- a) Establish proper accounting procedures for handling of the Organization's funds in such banks, trust companies and/or investments approved by the Board. He/she shall report on the financial condition of the Organization at the meetings of the Board of Directors and at other times when called upon by the President. At the end of the fiscal year as Treasurer, he/she shall prepare an annual report for review by the Board of Directors.
- b) He/she shall be responsible for the timely completion and filing of all tax returns and other appropriate filings regarding the financial operations and/or condition of the Organization. A certified public accountant may be retained at the Organization's expense to help guide the review, audit or tax return or other filing requirements.
- c) At the expiration of the Treasurer's term of office, he/she shall deliver to his/her successor all books, computer files, money and other Organization property in his/her charge, or in the absence of a successor, he/she shall deliver such properties to the President of the Organization.

Article VII

COMMITTEES

Section 1: Executive Committee. The Executive Committee shall consist of the Officers and the Chairs of all Standing Committees. It may conduct any necessary business between meetings of the Board of Directors, reporting all action at the next regular meeting of the Board of Directors.

Section 2: Standing Committees.

A. Nominating Committee. The Nominating Committee shall consist of the Secretary and three members appointed by the President each year, retaining at least one member from the previous year for continuity. The Committee shall present nominees for Executive Director, President, Vice President, Secretary and Treasurer as the terms end. The Committee shall place new members elected to the Board of Directors in classes in order to achieve approximately equal membership in each class.

B. Finance Committee. The Finance Committee shall consist of the Treasurer, the Executive Director and three members appointed by the President each year, retaining at least one member from the previous year for continuity. The Committee shall review the investment portfolio of the Organization annually and make recommendations with respect to its management. There shall be an annual audit or review by an independent CPA firm named by the Board of Directors. The Committee shall review the annual financial statements in conjunction with the CPA firm's review and make recommendations to the Board. In addition, the committee shall carry out other related activities as designated by the President on behalf of the board.

C. Development Committee. The Development Committee shall consist of the Chair and members appointed by the President each year, retaining a sufficient number of members from the previous year for continuity. The Committee shall lead efforts of the Board to market EC and raise funds through publicity, including a semi-annual newsletter, and direct appeals to donors and potential donors. The Committee shall also maintain the database of donors and tracking of donations. In addition, the committee shall carry out other related activities as designated by the President on behalf of the board.

D. Medical Committee. The Medical Committee shall consist of the Chair and members appointed by the President each year, retaining a sufficient number of members from the previous year for continuity. The Committee shall lead efforts of the Board to assist in provisioning of medical lab equipment and resources for development of field clinics. The Committee shall also assist in networking and collaboration among universities for purposes of medical research. In addition, the committee shall carry out other related activities as designated by the President on behalf of the board.

E. Scholarship Committee. The Scholarship Committee shall consist of the Chair and members appointed by the President each year, retaining a sufficient number of members from the previous year for continuity. The Committee shall monitor and maintain the processes for collection, disbursement, and accounting of scholarships, and for reporting to the Board. In addition, the committee shall carry out other related activities as designated by the President on behalf of the board.

The president may appoint such ad hoc committees as may be needed to carry out the work of the Organization and determine their membership, responsibilities, and duration.

Article VIII

COUNCIL OF ADVISORS

The Council of Advisors shall advise and counsel the Board of Directors and its leadership. Members should contribute financially and may be invited by the President to serve on a committee or to perform other tasks in support of the mission of the organization. The composition of the Council shall be as follows:

- A. As emeriti, former members of the Board of Directors of the Organization.
- B. Others (to be invited by the Board of Directors)

Members of the Council may attend at their own expense the Annual Meeting of the Organization, as observers who are free to speak but have no vote.

Article IX

CORPORATE SEAL

The Board of Directors shall provide a corporate seal in circular form and having thereon the name of the corporation, and the state incorporation and the words "Corporate Seal" as follows:

**North American Liaison Bureau, Inc. Corporate Seal
1998
Florida**

Any officer of the corporation may affix the corporate seal to documents as required.

Article X

FINANCES

Section 1: Fiscal Period. The fiscal period of the Organization shall be prescribed by the Board of Directors.

Section 2: Budget. The Board of Directors shall adopt an annual operating budget covering all activities of the Organization.

Section 3: Review or Audit. The Organization's financial condition shall be audited or reviewed annually by an independent auditor, who shall be recommended by the Treasurer and appointed by the Board of Directors. Annual audits or reviews shall be presented to the Board of Directors by the Treasurer for review and approval.

Article XI

DISSOLUTION

The Organization will use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Organization.

Upon dissolution of the Organization, care shall be taken by the Board or its successor to ensure that any remaining assets continue to serve the causes for which they were originally donated (provided the designated entity continues to comply with the Organization's standards of transparency and accountability for recipients), i.e. to provide scholarships for students at the Université Protestante au Congo. This includes the Named Funds and any unrestricted reserves. Any assets originally given to benefit other organizations should continue to be used for that purpose. In all cases the priority shall be to make annual distributions compatible with long-term preservation of the corpus. All distributions must be used for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to the extent that such distributions are at the time permissible for organizations exempt under Section 501(c)(3), and otherwise in accordance with Article XI of the articles of incorporation. To that end, the assets shall be entrusted to a foundation or mission board that is willing to maintain them in a separate fund and follow the guidelines for distributions. In the event that UPC or other specified designee should cease operation or otherwise fail to qualify for continued support, the distributions may be made to other institutions of higher education in the Democratic Republic of Congo, in consultation with the mission boards of the Christian Church (Disciples of Christ) and the Presbyterian Church (USA), which should each recommend approximately one half of the total distribution.

Article XII

AMENDMENTS

Section 1: Proposing. Amendments to or repeal of these Bylaws may be proposed by the Board of Directors on its own initiative.

Section. 2: Approval. Amendments to or a repeal of these Bylaws shall be approved by two thirds (2/3)

affirmative vote of the then serving Board of Directors.

Written notice of the proposed Bylaw changes must be sent by mail or email to the Board of Directors no less than thirty (30) days prior to the vote.

Amended, Restated and Corrected Bylaws of the North American Liaison Bureau, Inc. according to meeting minutes, revised on 30 September, 2017.