

UZO FOUNDATION

BY-LAWS

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PREAMBLE

Uzo Foundation Incorporated is a non-profit charitable private foundation in the State of North Carolina that was formed on October 6, 2005. Uzo Foundation is a charitable organization that offer programs to enhance nutrition, health, safety, disaster response, preventable causes, and leadership skills in developing communities. The Foundation strives to convert “wastes” including surplus supplies into valuable resources for less privileged people in developing communities and communities affected by natural disasters. The activities are conducted by volunteers throughout the year in the United States and Enugu State, Nigeria. The Foundation undertakes fundraising to support its activities. There are no alternate names for Uzo Foundation. The foundation does not discriminate against anyone based on race, color, national origin, religion, sex, or handicap.

ARTICLE 1- NAME

The name of this body shall be UZO Foundation.

Section 1: Membership

The Foundation will not have members.

ARTICLE 2 - BOARD OF DIRECTORS

Section 1: The Board of Directors shall be responsible for managing the affairs of Uzo Foundation.

Section 2: The Board of Directors shall consist of not less than 3 and not more than 5 persons. Members may volunteer to serve on the Board.

Section 3. The term of office for Board Members is three (3) years. A member may serve successive terms. The seat of a Board member is automatically vacated when the member is absent without an excuse for three (3) consecutive duly notified meetings.

Section 4: The Board of Directors shall meet quarterly at a place and time selected by the President. The Board is in session 24 hours on the internet.

Section 5: A quorum of the Board of Directors shall consist of a simple majority.

Section 6: Interim appointments may be made by the President if vacancy exists on the Board.

ARTICLE 3 - OFFICERS

Section 1: The officers of the Board of Directors shall consist of:

- A. President
- B. Secretary
- C. Social Secretary
- D. Treasurer

Section 1: Officers shall volunteer to serve on the Board of Directors at the annual meetings of the Board.

Section 2: Duties and Powers of Officers: The officers shall frame and initiate programs and policies for the effective administration of the Board, which must be ratified by a simple majority of the Board of Directors.

ARTICLE 4 - DUTIES OF OFFICERS

Section 1: The President shall

1. Be the chief executive officer and spokesperson of the Board.
2. Call meetings on his/her own initiative or whenever requested by at least two (2) other board members.
3. Call and preside over meetings of the board.
4. Have a casting vote to be used at his/her discretion to break a deadlock on any voting on an issue.
5. In consultation with members of the board, make determinations on behalf of the board on unresolved matters relating to the welfare of the board.
6. Present a budget to the Board of Directors for consideration and approval.

Section 3: The Secretary shall

1. Record the minutes of all board meetings.
2. Send correspondence approved by the board.
3. Send circulars regarding every board meetings.
4. Perform any other duties assigned by the board.

Section 4: The Treasurer shall

1. Bank all moneys of the board not later than 48 hours after receipt.
2. Present to the board detailed, quarterly written report of the financial standing.
3. Be a co-signatory with the President to withdraw funds.
4. Perform any other duties assigned by the board.

ARTICLE 5 – COMMITTEES

Section 1: The Board of Directors shall have the responsibility to establish additional committees and state the functions of such committees.

ARTICLE 6 - AMENDMENTS TO BY-LAWS

These By-Laws may be changed by 2/3 vote of Board Members present at the meeting provided a written notice of proposed changes are made to the Board of Directors at least 30 days prior to the meeting at which such changes will be voted on.

ARTICLE 7– RULES OF PROCEDURE

The Robert's Rules of Order shall govern all board meetings except where there may be conflict with By-Laws, established policies or legal constraints.

ARTICLE 8 - LEGAL CLAIMS/LIABILITY

Section 1: Should the board become involved in litigation or become the subject of legal claims, board members shall be absolved of any and all liabilities.

Section 2: No official, acting on behalf of the board, shall be held individually liable if his or her official actions result in legal claims.

ARTICLE 9 – DISSOLUTION

In the event of dissolution, the residual assets of the association will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Internal Code of 1986.

ARTICLE 10 – ADOPTION

The board hereby adopts these By-Laws on this 23rd day of September, 2005. The By-Laws shall become effective October 6, 2005.