

**BY-LAWS
OF
THE AFRI-FEMALE AND MALE INSTITUTE, INCORPORATED**

**ARTICLE I
NAME**

The name of this corporation is Afri-Female Institute, Inc., operating as The Afri-Female and Male Institute, Inc., a 501(c)(3) nonprofit organization.

**ARTICLE II
OBJECTIVES**

Given the growing challenges facing our youth, working parents, and overwhelmed school systems, it's clear that schools cannot solve these issues alone. Organizations like the Afri-Female and Male Institute, Inc. are stepping up and partnering with communities to provide mentorship, support, and leadership opportunities for young people.

The purpose of the Afri-Female and Male Institute, Inc. is to promote the growth and development of youth between the ages of 8-18 through:

1. Mentorship
2. Encouraging parental support and guidance
3. Community Involvement
4. Interactive Workshops & Preventive Programs

**ARTICLE III
MEMBERS**

1. Volunteer Associates. Those persons who freely offer their time and services to assist the organization in achieving its goals and objectives.
2. Board of Directors. The governing body of the organization that oversees the strategies, operations and ensures that the objectives and goals are met.

**ARTICLE IV
OFFICERS**

Section 1. Description of Officers

President: Chief executive of the board; leads governance and ensures that the objectives and goals are met; presides at meetings of the organization and the Board of Directors.

Vice President: Perform the duties of the President in the absence of or at the request of the President. Completes the unexpired term if a vacancy occurs in the office of the President and fulfills such other duties as may be assigned by the organization, the Board of Directors or the President.

Secretary: Prepare and publish the agenda. Record the minutes of all meetings and maintain attendance. Serve as the custodian of all documents. Submit amended Bylaws. Fulfill such other duties as may be assigned by the Board of Directors, or the President. Update the calendar and send out updates.

Treasurer: Be the custodian of all funds, disbursing them as directed by the organization or the Board of Directors. Present a financial statement of each meeting and as requested by the Board of Directors. Prepare the financial records for auditing purposes. File the organization's annual tax form with the Internal Revenue Service by July of each year and

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file an annual report with the Delaware Secretary of State within the time prescribed by law. Fulfill such other duties as may be assigned by the Board of Directors or the President. All checks for the payment of bills shall be signed by any two of the following four officers: The President and the Treasurer.

Section 2. Terms of Office

All officers shall serve a term of three (3) years. Officers shall hold office until their successors are duly elected and qualified, unless earlier removed in accordance with these bylaws.

Section 3. Elections

Elections for officers shall be held annually at the Annual Meeting of the Board of Directors, which takes place prior to the end of the fiscal year (July 1 – June 30).

Section 4. Re-Election

Existing officers may volunteer and/or be nominated to serve one or more additional three-year terms.

Section 5. Vacancies

In the event of a vacancy in any office, any officer may volunteer to fill the vacant position. Such appointment shall be subject to approval by the Board of Directors and shall continue for the unexpired portion of the term.

**ARTICLE V
MEETINGS**

Section 1. Schedule and Notification:

Meetings of the Corporation shall be held at least quarterly and more often if business dictates. Members shall be notified in advance of the date, time and place of each meeting.

Section 2. Quorum:

Five members present shall constitute a quorum to conduct business.

MEETING TYPES

Section 1. Regular and Special Meetings

The President or, in the President's absence or inability to act, the Vice-President, shall have the authority to call all regular, special, or emergency meetings of the Board of Directors.

The Board of Directors shall meet at such times and places as it may determine with the approval of the President or Vice President.

Section 2. Virtual Meetings

Meetings of the Board of Directors, Executive Board, and committees may be held in person, by telephone conference, or by electronic/virtual means (including but not limited to video conferencing platforms), provided that all participants can hear and communicate

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with one another simultaneously. Participation in such a meeting shall constitute presence in person at the meeting.

Section 3. Notice

Notice of any regular or special meeting, whether in person or virtual, shall be given to each Director at least 7 days prior to the meeting by mail, email, or other agreed-upon communication.

Section 4. Quorum and Voting

A quorum for any meeting of the Board shall consist of 2/3 or 3 of the Directors in office. Decisions of the Board shall be made by a majority vote of those present, whether in person or virtually.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1 – Board role, size, and compensation: The Board of Directors (heretofore interchangeably referred to as “Board Members” or “Board of Directors” to reference Afri-female and Male Institute, Incorporated’s governing body is responsible for overall policy and direction of the organization. The Board shall have up to five and not fewer than three members. The Board receives no compensation, except reimbursement for reasonable expenses, and only with prior approval from the President. It is expected that the Board membership represents the organization with Godly character and integrity.

Section 2 – Terms of Office: All Board members shall serve 3-year terms, and are eligible for re-election for up to two consecutive terms.

Section 3 –The Board shall meet once a quarter at an agreed upon time and place or virtually. Each year, The Board will recess or break during the months of July and August or another mutually agreed upon month.

Section 4 – Board Elections: Elections of board members or reelection of current board members to a second term will initially occur as the first item of business at the September board meeting of the election year and every 3 years thereafter. Board Members shall be elected by a majority vote of Board Members.

Section 5 – Elections Procedures: New board members shall be elected by a majority of Board Members present at such a meeting, provided there is a quorum present. Those so elected shall serve a term beginning on the first day of the next fiscal year. AFMI fiscal year will be July 1st to June 30th.

Section 6 – Quorum: A quorum must be attended by at least half of Board Members for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be four officers of the board, consisting of a President, Vice-President, and Secretary. Each Board Member shall also operate in director-level capacities based on gifts and expertise; until the Board is able to build a separate operational team for the day-to-day functions of the organization. Duties shall

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include assisting the president with formulating the budget and serving as the fundraising arm.

The Board President shall convene regularly scheduled board meetings and shall preside or arrange for other members of the Board of Directors to preside at each meeting.

The Vice-President will chair committees on special subjects as designated by The Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements via mail, email, or text, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 8 – Vacancies: When a vacancy on the board exists, the Nominating Committee shall receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be reviewed to assure that the needs of the board are met in regard to both skills and diversity. Upon approval of the Nominating Committee, the names of the nominees shall be sent to board members with the regular board meeting announcement to be voted upon at the next board meeting. These vacancies will be filled only to the end of the board member's term.

Section 9 – Resignation, Termination, and Absences: Resignation from The Board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences defined as more than three unexcused absences from board meetings in one fiscal year. Absences must be communicated at least 48 hours in advance.

However, at any regular or special meeting, any other officer or board member may be removed by majority vote of The Board of Directors for failure to carry out duties of the office or board members as prescribed by the bylaws, conduct detrimental to the Corporation, or for lack of alignment with the stated purposes of the Corporation. Any officer or board member proposed to be removed is entitled to (5) business days' notice of the meeting at which the removal shall be considered and may address The Board of Directors at such meeting. At this point, the Board of Directors will determine the final ruling.

Section 10 – Special Meetings:

Meetings of the board shall be called upon the request of the President or two-thirds of the board. The Secretary shall send out notices of special meetings to each board member at least two weeks in advance. In the event of an emergency requiring a special meeting, the Secretary shall provide notice no less than two (2) to three (3) days in advance. In the case of an extreme emergency, notice may be provided the same day by group text, followed by written confirmation.

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ARTICLE VII

COMMITTEES

Section 1. Standing Committees.

A. Composition, Accountability, Subcommittees, and Term. The standing committees of Afri-Female and Male Institute, Inc. shall be Bylaws.

1. Members of each committee shall be members of Afri-Female and Male Institute, Inc.
 - a. When the drafting of a bylaw's revision is authorized, the bylaws committee shall consist of a chairperson and at least three other members.
 - b. Other standing committees shall consist of a chairperson and at least three other members.
 - c. No member shall simultaneously serve as chairperson of more than one standing committee.
2. All standing committees shall report to the President of Afri-Female and Male Institute, Inc. and Board of Directors are encouraged to attend these scheduled meetings by committees and make recommendations, changes, and/or corrections. Any policy set by a committee shall be approved by the President.
 - a. The chairperson of each standing committee shall be ex-officio (acting president) of all subcommittees of that committee.

B. Bylaws Committee. Regarding the Afri-Female and Male Institute, Inc. Bylaws and Standing Rules, the bylaws committee shall:

1. Review all submitted amendments and edit for composition.
2. Possess or submit the right to revise amendments.
3. Submit proposed amendments to the members together with the committee's recommendations for action.
4. In the event a revision is authorized, prepare and submit the proposed revision; and
5. Review and approve bylaws

C. Examiners for Board of Directors Committee. The examiners for Board of Directors committee shall:

1. Process applications or forms for Board of Directors membership.
2. Review and address the membership (or applicant) questions and/or concerns.
3. Submit to the President of Afri-Female and Male Institute, Inc. those Board of Directors applications for approval based on requirements or recommendations.

Section 2. Special Committees. Special committees may be created as necessary by the recommendation of membership, the Board of Directors, or the Afri-Female and Male Institute, Inc. President.

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ARTICLE VIII:

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern the organization in all cases to which they are applicable.

**ARTICLE IX
AMENDMENTS**

These By-laws may be amended at any regular or special meeting of the Corporation by a quorum or two-thirds vote of the members present in person or virtually. The notice of such an amendment, stating the proposed change, shall have been given to all members at least two weeks prior to the vote.

**ARTICLE X
INDEMNIFICATION**

Section 1. Personal Liability:

No Trustee or Officer of the Corporation shall be personally liable to the Corporation or its members for breach of any duty owed to the Corporation or its members except for breach of duty

- a. Based upon or resulting from a knowing violation of the law and/or.
- b. Resulting in receipt by such person of an improper personal benefit.
- c. Shall be investigated and resolved immediately.

Section 2. Agent Liability:

The corporation shall, to the fullest extent permitted by law, indemnify a Trustee, Officer or Member of the Corporation (hereafter referred to as a "Corporate Agent") against the Corporate Agents expenses or any damages or judgements against such Agent in connection with any suit or claim brought against the Agent as a result of his or her acts or omissions on behalf of Corporation in the capacity of Corporate Agent. The Corporation is authorized to secure the necessary insurance policy or other instrument to provide such indemnification [1].

**ARTICLE XI
CONFLICT OF INTEREST**

Section 1. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Organization.

Section 2. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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Section 3. To avoid any appearance of any conflict of interest, at no time shall the President and Treasurer be of the same household or familiar status.

**ARTICLE XII
INDEMNITY**

Section 1. The corporation shall indemnify its Executive Board Members, Officers, or Agents as follows:

- a. Every Executive Board Member, Officer, or Agent of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, whether or not they are a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties.

Section 2. The corporation shall provide any person who is an Executive Board Member, Officer, Employee, or Agent of the corporation or was serving at the request of the Executive Board of the corporation the indemnity against expenses of suit, litigation, or other proceedings, which is specifically permissible under applicable law.

**ARTICLE XIII
DISSOLUTION**

Section 1. Upon an agreement for the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or totally such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

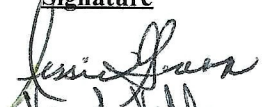
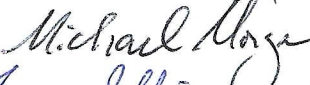
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ACKNOWLEDGEMENT

The following signatures certify that the Bylaws of the Afri-Female and Male Institute, Inc. are adopted on this 9th day of April 2026:

By-Laws updated
March 19, 2026

<u>Name</u>	<u>Position</u>
Jessie Green	President
Pastor Kevin Kelley	Vice President
Pastor Michael Morgan	Treasurer
Tanya Ellis	Secretary

<u>Signature</u>	<u>Date</u>
	August 12, 2026
	August 13, 2026
	August 13, 2026
	August 7, 2026