



BYLAWS

May 15, 2024

PURPOSE

Friends of Niger (FON) is a charitable and educational 501(c)(3) nonprofit corporation formed to initiate and support activities related to Niger and its people and for the benefit of its membership.

Major activities include:

- Connecting and engaging people who have connections to Niger including diaspora, Nigeriens those who have worked or are working Niger
- Supporting and promoting development and humanitarian activities in Niger
- US-based advocacy and education for the benefit of Niger and Nigeriens

FON is incorporated in the Commonwealth of Massachusetts and complies with all state-imposed regulations.

MEMBERSHIP

General Members. Any person with a personal or professional interest in Niger who applies for membership shall be considered a general member. Application for general membership may be made directly to FON.

Voting members. Any member who has made a minimum donation of \$20 within 12 months of an opportunity to vote shall be considered a voting member. Voting Members have the right to vote on any issues that may be brought to the voting membership for a vote.

Removal of Members. The Board has the authority to remove any general member or voting member with a 2/3 vote of the Board.

Rights/benefits. Any voting member has the right to convene a meeting of voting members for the purposes of voting on issues of importance to FON; a quorum of voting members shall be considered 20% of members who have made the minimum donation in the previous 12 month period; voting shall be conducted electronically and/or in virtual meetings allowing at least 20 days for voting members to respond. A quorum of the voting membership shall have the right to remove or add board directors.

Annual Meeting. An annual meeting shall be convened electronically for the benefit of the membership. The Board of Directors shall organize and convene the meeting for the purposes of presenting a review and soliciting input from the membership.

BOARD OF DIRECTORS

The Board of Directors, hereinafter referred to as the Board, shall have the power to set all policies and direct all affairs of FON, excepting its dissolution. The Board shall consist of a minimum of 7 and maximum of 13 Directors. Board terms shall be two years with creation of one year terms when necessary to assure continuity of business. Eligibility to be a Board Director is limited to Voting Members.

Nominations for the Board shall be solicited from all members of FON and any member may make a nomination. FON promotes and seeks nomination of diverse members to represent the diversity of the membership including representation of different time periods of connection to Niger, skills, interests, ethnic groups, and lifestyles. FON is an equal opportunity organization.

Vacancies on the Board may be filled by a vote of 2/3 of the members of the Board.

CONUSA The Conseil des Nigériens aux USA may appoint one representative to hold a voting position on the Board. This position shall be in addition to regular Board positions and shall not count toward the minimum or maximum number of Board Directors, nor will it count toward the quorum.

Removal. The Board can remove Board members for cause with a 2/3 vote of the sitting Board.

Responsibilities. Board Directors have a responsibility to participate in Board meetings, support committee and project work, and to respect and support established norms, policies and decisions of the Board. As a not-for-profit organization organized exclusively for charitable and educational purposes, no Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of FON or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered and approved by the Board in effecting one or more of its objectives or purposes.

OFFICERS

The Officers of FON shall be President, Vice-President, Secretary, and Treasurer. All Officers shall be members of the Board. The Board shall select its Officers from among the elected and appointed Board subsequent to the annual election or at any time a vacancy arises. Officers shall serve until the next Board election. Members of the Board not designated as these listed officers shall serve as Members-at-Large.

President shall serve as Chairperson of the Board and as the chief executive officer. In these capacities, the President shall preside at all Board meetings, shall have general and active management of the affairs and activities of the organization, and shall perform other duties as may be prescribed by the Board. The President shall appoint committee chairs and members in consultation with the Board, shall work in concert with the Treasurer to prepare an annual budget for the consideration of the Board, and shall rule on items not

otherwise provided for in these Bylaws. The President shall preside over the establishment of norms, bylaws, and policies, and assures that these same are adhered to. The President may delegate and share duties with the Vice President when beneficial to the organization. The President shall assure that the Board maintains effective communication with the membership. The outgoing president will preside over election of new president; after the election, the incoming president immediately assumes responsibility of running subsequent elections and the meeting.

President Emeritus shall serve as an advisor to maintain continuity of operations and provide institutional memory.

Vice-President shall assume the duties of the President in the absence, incapacity or resignation of the President. The Vice-President shall monitor the committees and appoint individual agents to ensure that they are accomplishing their assigned tasks and shall recommend changes and actions to the President and Board. The Vice-President shall work in concert with the President to share any other duties that support the business and projects of the organization, including assisting the President in implementation of programs and assuring that communication/outreach strategies are effectively implemented. The Vice-President may perform such other duties or have such other powers as may be required by the President or as may be from time to time prescribed by the Board.

Secretary shall prepare and distribute minutes of all Board meetings to Board members in a timely manner and shall distribute to others at the direction of the Board. The Secretary shall maintain a record of the minutes of the Board; serve as custodian of official records, including Board business, a list of Board members and official filings and registrations.

Treasurer shall oversee maintenance of financial records according to Generally Accepted Accounting Principles. The Treasurer shall assure deposit of all monies received in account(s) in the name of FON at an FDIC member bank and disburse monies as requested by and approved by the Board. The Treasurer shall present regular financial reports to the Board detailing income, expenditure, balances on accounts, and on individually tracked dedicated funds. The Treasurer shall assist the President with the preparation of the annual budget and record individual donations in a manner that allows the generation of the roll for eligible voting members. The Treasurer shall oversee preparation and filing of any and all financial reports required by governmental or other bodies; and perform such other duties, consistent with the office of Treasurer, as may be from time to time assigned by the President or by the Board.

BOARD PROCEDURES

Meetings. The Board shall hold a minimum of four meetings per year. A regular meeting schedule will be established in advance by the Board. Additional meetings may be called by the President or on the request of three (3) members of the Board. Board meetings shall be

announced in the minutes of a previous Board meeting or by letter sent by first class mail or electronically to each Board member at least seven (7) days prior to the date of the meeting. In special circumstances, such announcement may be made by direct telephone call to each member of the Board. Meetings may be held using virtual technology and the Board will develop and follow policies for virtual and electronic meetings. Meetings will be governed by Robert's Rules of Order.

Quorum. For the purpose of the transaction of business at any meeting a quorum shall be a majority of the official Board members identified on a list maintained by the Recording Secretary unless otherwise specified in these Bylaws.

Minutes shall be kept at all meetings of the Board. Such minutes, upon approval by the Board, shall constitute the official record of acts of the Board. Board minutes at a minimum shall contain motions and voting results on all matters of business including minutes, financial statements and reports, Committee reports, and the results of deliberations and requests for expenditure of funds not previously approved in a budget.

Additional Policies. For the efficient function of the organization, the Board shall establish policies that clarify, elaborate, expand, standardize, and improve on the Board functions set forth in these bylaws, so long as they do not conflict with the intent of these bylaws. Changing policy or establishing new policy shall require a 2/3 vote of the Board at the time. The record of such policies shall be maintained as part of the permanent record of FON and shall be made available to all members.

COMMITTEES

The Board may establish Standing Committees such as a Finance committee, a Project committee, and a Nominating committee. The Board may establish additional Ad Hoc or Standing Committees as it shall deem necessary to conduct business and achieve its mission. The Board shall define the purpose and functional time period of each Committee and once established, Committees shall function at the will of the Board of Directors. The Board shall review the effectiveness of every Committee annually and shall reserve the right to dissolve any committee at any time.

Committees can be composed of Board members, General Members, Voting Members and any others who may contribute to achieving the committee purpose. Committee Chairs will be appointed by the President in consultation with the Board. At least one Board Director will be named to liaise and participate on each committee. Committee chairs will be responsible for identifying the membership of the Committee.

Such committees shall not make policy for the Board and shall not carry out any actions expressly reserved to the Board itself and the mandate of any such Committee may not exceed the elected mandate of any given Board. Committees will not have the authority to commit the expenditure of funds or expend funds and will bring all requests for expenditure of funds

to the attention of the Board of Directors. Committee chairs will provide regular progress reports to Board.

LEGAL OPERATIONS

Agents, contracts, loans. The Board may appoint and authorize any agent or agree to enter into any contract or to execute and deliver any instrument in the name of and on behalf of FON. Appointments and authorizations of agents shall clearly outline the duties, responsibilities, expectations, accountability, remuneration, time frame, and reporting requirements. No loans shall be contracted on behalf of FON and no evidence of indebtedness shall be issued in its name unless authorized by the Board.

Signatory authority. All checks, drafts or other such orders for the payment of monies and all notes or other evidences of indebtedness issued in the name of FON shall be signed by such officer(s) or agent(s) of FON and in such manner as shall from time to time be determined by the Board or specified in these Bylaws or Board-approved policies.

Nonprofit and fiscal practices. FON will comply with all legal requirements to maintain 501(c)(3) nonprofit standing. The Board will establish business practices and policies to ensure the organization meets not-for-profit financial reporting practices and industry recommended management practices for non-profits. The Board will provide a report of finances and activities to the membership at least annually. The financial operation of FON shall be conducted in accordance with an annual budget submitted by the President and approved by the Board and/or through individual transactions approved by the Board and documented in minutes. The Board reserves the right to deny reimbursement for any expense made by a member of the Board or any of its committees, officers or agents of FON except in cases when such expense is approved in advance by a vote of the Board.

The fiscal year of FON shall end on December 31.

Amendment. These Bylaws may be amended by 2/3 of the Board.

Dissolution of this organization may be proposed by the Board as a resolution recommending that FON be dissolved voluntarily. The Board shall then direct the question of dissolution to a vote of the voting membership of FON. The decision shall be taken by majority vote of the voting members responding. If dissolution is approved, the Board shall then have full power to settle the affairs of FON including the disbursement of any remaining funds to a nonprofit organization having a similar purpose.

Approved by the Board 5/15/2024

Revision history: 9/9/2019, 8/12/21, 5/15/24