

Bylaws of Ghana Together

Article I. Name & Offices

Section 1. Name.

The name of the organization shall be Ghana Together.

Section 2. Offices.

The principal office of Ghana Together shall be located at its principal place of business or such other place as the Board of Directors may designate. Ghana Together may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

Article II. Membership.

The Corporation shall have no members.

Article III. Meetings.

3.1 Annual Meeting.

The date of the regular meeting shall be set by the Board of Directors who shall also set the time and place.

3.2 Special Meetings.

Special meetings may be called by any Board Director.

3.3 Meetings by Telephone or E-mail.

Board Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment. Directors can also participate via written form, including email, if they are unable to attend in person or by phone. Participation by such means shall constitute presence at a meeting.

3.4. Notice.

Notice of regular, special, or annual meetings shall be given to each Director not less than five days before the meeting.

3.5 Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Article IV. Board of Directors.

4.1 The affairs of the corporation shall be managed by a Board of Directors.

4.2 Board Role, Size.

The Board shall have no more than thirteen (13) and no fewer than three (3) Directors.

4.3 Meetings.

The Board shall meet at least annually (once a year) at an agreed upon time and place.

4.4 Board Elections.

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board. Election of new Directors or election of current Directors to a second term will occur as the first item of business at the annual meeting of the corporation.

4.5 Terms.

All Board Directors shall serve two (2) years term, but are eligible for re-election. The term of future Directors may be staggered.

4.6 Manner of Acting.

The principles of consensus shall govern the proceedings at all regular, special, and annual meetings. When consensus is not achievable, the act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, applicable Washington law, or resolution of the Board.

4.7 Officers & Duties.

There shall be five (5) officers of the Board consisting of President, a Vice President, a Vice President for Planning and Technology, a Secretary, and a Treasurer. The officers shall be elected by the Board for two (2) years terms. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Their duties are as follows:

The President, or his/her designee, shall be the Chief Executive Officer of Ghana Together, and, subject to the Board's control, shall supervise and control all of the assets, business, and affairs of Ghana Together. The President may sign deeds, mortgages, bonds, contracts, or other instruments, as appropriate to further the purposes laid out in these Bylaws.

In the event of the death of the President or his or her inability to act, **the Vice President**, or his/her designee, shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

The **Vice President for Planning and Technology** or his/her designee shall ensure that Ghana Together engages in strategic planning to carry out its mission over time and searches out new potential projects. He/she ensures effective and environmentally responsible use of technologies both within the corporation, and in the projects it supports. He/she shall perform such other duties as from time to time may be assigned by the President or the Board.

The Secretary, or his/her designee, shall ensure that minutes of regular, special, and annual meetings are kept and corporate records maintained. The Secretary shall also see that business of Ghana Together is conducted according to the provisions of these Bylaws and the Articles of Incorporation.

The Treasurer, or his/her designee, shall make a financial report at each Board meeting. The treasurer shall oversee preparation of the budget, and ensure that financial information is kept in proper order and made available to Board Directors and the public.

4.8 Compensation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its Directors or officers except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of its purposes. The Corporation does not compensate Directors, officers, or others for travel expenses.

4.9 Vacancies.

When a vacancy on the Board exists, nominations for new Directors may be received from present Board Directors. The term of the new Director filling the vacancy will expire when the term of the Director replaced would have expired.

4.10 Resignation.

Any officer or director may resign at any time by delivering written notice to the President, or by giving oral or written notice at any meeting of the Board.

4.11 Removal.

Any officer, agent, or director elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of Ghana Together would be served thereby, but such removal shall be without prejudice to the contract rights, if

any, of the person so removed. At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors.

Article V. Board Committees

5.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law. Directors on committees may invite volunteers other than Board Directors to serve on committees on a temporary basis, subject to the approval of the Board.

5.2 Quorum; Manner of Acting.

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the Directors of a committee present at a meeting at which a quorum is present shall be the act of the committee.

5.3 Resignation.

Any Director member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors, may remove from office any member of any committee elected or appointed by it.

Article VI. Administrative Provisions

6.1 Books & Records

Ghana Together shall keep at its principal or registered office copies of the current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by task forces or projects of the Board; records of the name and address of each Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of Ghana Together shall be open at any reasonable time to inspection by any Director.

6.2. Accounting Year

The accounting year of Ghana Together shall be the twelve (12) months ending December 31st.

Article VII. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a consensus of the Board or in the manner provided by these Bylaws.

Article VIII. Conflict of Interest Resolution

We, the Directors of Ghana Together, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

The foregoing Bylaws were adopted by the Board of Directors on the

(DATE)_____.

Signature of the Secretary

Ghana Together *Bylaws*
EIN 26-2182965
Form 1023, Part II, Line 5

Article VI. Administrative Provisions

6.1 Books & Records

Ghana Together shall keep at its principal or registered office copies of the current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by task forces or projects of the Board; records of the name and address of each Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of Ghana Together shall be open at any reasonable time to inspection by any Director.

6.2. Accounting Year

The accounting year of Ghana Together shall be the twelve (12) months ending December 31st.

Article VII. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a consensus of the Board or in the manner provided by these Bylaws.

Article VIII. Conflict of Interest Resolution

We, the Directors of Ghana Together, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

The foregoing Bylaws were adopted by the Board of Directors on the

(DATE) May 3, 2008

Richard Z. Ward
Signature of the Secretary