



Constitution and By laws of Youth Action Africa, Inc.

Article I

Preamble

This document shall contain the set of rules and laws governing Youth Action Africa, Inc.

Article II

Name and Logo

The name of the nonprofit organization shall be Youth Action Africa, Inc. It shall use the acronym "YAA Inc." and be known as YAA, Inc.

Article III

Applicable Laws and Legal Status

Youth Action Africa, Inc., is set up under the state laws of Massachusetts governing nonprofit corporations. Its identification number is 000966405 and its Employer Identification number is 26 - 3183484.

Youth Action Africa, Inc is subject to the laws and regulations of the state of Massachusetts. All legal disputes involving the organization shall be resolved in the courts of the state of Massachusetts.

Article IV

Sphere of Activities

The organization will seek to improve health conditions and alleviate poverty in Africa through sustainable education programs with a goal to serve in all Sub-Saharan countries by 2020

To meet this goal, the Organization will:

- a) Establish pilot programs in regions where access is granted to at-risk, in-need populations,
- b) Partner with other existing organizations that operate in Africa and share its vision,
- c) Assist and support the existing projects of partner organizations to improve the quality and quantity of service offered to target communities,



- d) Engage in fundraising to assist, support and foster the endeavors of both the Organization and its partners,
- e) Bring together youth, in a forum setting, to discuss the challenges faced by African nations and develop potential solutions,
- f) Educate youth about Africa's crises and assist them in collectively raising funds and other material resources to donate to designated communities in Africa,
- g) Create opportunities for exceptionally passionate and qualified youth to gain first-hand experience of the rich diversity and unique challenges found within African countries,
- h) Form branches, student chapters and centers nationally to foster broader awareness of the Organization's work.

Article V

Location and Duration

This Organization is registered under the Commonwealth of Massachusetts at the office of the Secretary of State located at One Ashburton Place, Boston, Massachusetts 02108.

The headquarters of this Organization is located at 265 Bryant Street, Suite 18, Malden, Massachusetts, 02148.

The mailing address of this Organization is P.O. Box 230687, Boston, MA, 02123

This organization is set up for the purposes listed in Article IV and should last for an unlimited period of time.

Article VI

Mission, Vision and Goal

1. Mission

Youth Action Africa, Inc., is a youth-led nonprofit corporation created with a mission to alleviate poverty and improve health conditions in Africa through education and access.

2. Vision

In 2020 and beyond, Youth Action Africa sees an African continent that has been collectively transformed by the collaboration of youth across the globe. We work towards a vision of an Africa with equal access to education and opportunities, an Africa that has met and surpassed the challenge of every Millennium Development Goal.



3. Goal

Our goal is to reach as many youths as possible in various institutions, communities and countries in order to create a model for learning, researching and sharing ideas. These ideas will then be linked with hands-on projects that others will emulate nationally and internationally. YAA Inc., will work to have at least one meaningful project in every African nation by 2018.

Article VII **Membership**

Every member of the public is invited to become a general member of Youth Action Africa, Inc., provided that they are committed to its mission, vision, and goals. General members may be involved in fundraising or volunteering in parts of Africa to alleviate health and poverty in designated communities.

1. Fees

There is no fee for general members and committee volunteers.

2. Membership

To become a general member of Youth Action Africa, members must:

- a)** Demonstrate a commitment to the Organization by attending monthly meetings and participating in planned events,
- b)** Show interest in and commitment to helping mitigate Africa's crises,
- c)** Be in good standing with all full members,
- d)** Volunteer at least twenty (20) hours of service in the organization,
- e)** Attend a six-hour training and information session provided by the Organization,
- f)** Follow the "Guidelines for Appropriate Behavior" standards that are explained during the training sessions.

3. Admission

Potential members can be invited formally or informally. There shall be no specific procedures for recruiting new members. Potential members must:

- a)** Demonstrate a commitment to the Organization by attending monthly meetings and participating in planned events,
- b)** Show interest in and commitment to helping mitigate Africa's crises,
- c)** Be in good standing with all full members,



4. Duties

The responsibilities of the Organization will be divided amongst three tiers:

a) A Board of Directors, who will:

- I. Oversee the day-to-day activities of the Organization as a whole,
- II. Create sub-committees as needed and assign full members to leadership positions within them,
- III. Foster, develop, and maintain relationships with the Organization's partners,
- IV. Be responsible for securing the financial health of the Organization

b) Board of Advisors:

- I. Assist board in making better decisions
- II. May attend scheduled meetings
- III. Help plan and participate in group activities,
- IV. Can be involved in fundraising endeavors,
- V. Are not to hold any roles of responsibility but act as advisors to the general body

c) General members, who will:

- I. Can also be volunteers who have an affiliation to the organization
- II. Can attend scheduled meetings,
- III. Should be participants in group activities,
- IV. Belong to committees and assist in pursuing and accomplishing organizations goals

5. Decision-making

Decisions are made by a majority vote of all members of the Organization and are further approved by a majority of the Board of Directors. In the event wherein a unanimous decision can not be reached, the tie-breaking vote will rest in the hands of the Executive Director.

In making such decisions, a voting window will be ascertained with specific open and close dates. For each resolution under consideration, the Board will determine the duration of the voting window. During this period, members may cast their votes subject to any additional requirements that the Board deems necessary to implementing the decision-making process. Once the voting window is closed, under no circumstances will any previously un-casted votes be counted. The results of the vote are final and in case of a deadlock, the Chairman's vote is counted twice.



6. Resignation

All members are free to resign or otherwise renounce their association with the Organization at their will and discretion. However, if the person resigning is a member on the Board of Directors, they must contact and inform the Chief Executive Officer (CEO) of the Organization of their decision, as well as prepare a letter of resignation, prior to resigning.

General members are not required to contact the CEO nor prepare a letter of resignation, but they must inform a member of the Board of their decision to resign. General members are under no such obligations. Regardless of their level of involvement with the Organization, any member who resigns from or renounces their association with this Organization must relinquish any and all company documents in their possession to a member of the Board of Directors, destroy any and all confidential electronic correspondence or other proprietary communication, digital or otherwise, and cease to represent the Organization in any fashion, except as expressly permitted by a member of the Board of Directors, before his or her resignation is deemed complete and accepted. If a former member is found to have failed to adhere to these requirements, the Organization will deem him or her to be in breach of contract and reserve the right to take any and all legal action against them. Upon resignation of a member, no income or assets of the organization shall be given to the resigned other than what is owed, on a per diem basis, up to the point where the resignation has been officially approved.

Article VIII

Organizational Structure

1. Chief Executive Officer (CEO) / Chairman of the Board

As head of the Organization, the CEO (whom is also Chairman) is responsible for the following:

He or she will:

- I. Demonstrate a commitment to the Organization by attending all meetings and participating in all planned events,
- II. Provide leadership in the continuous development of the Organization's vision, mission, and goals, and the corresponding strategies, plans, and budgets needed to achieve them,
- III. Craft development plans and devise performance measurements, management controls and critical success factors,



- IV. Develop and provide appropriate policy recommendations for consideration by the Board,
- V. Ensure that an annual budget plan is balanced, prepared, and presented to the Board,
- VI. Develop and maintain an effectively staffed organization that provides appropriate policy and program recommendations for consideration by the board and its committees, and which delivers services, programs and information beneficial to its members and target populations;
- VII. Identify, document, and articulate the needs of target populations to geographic sub-units, committees, and other forums which exist to serve member needs;
- VIII. Inspire and motivate all members of the Organization,
- IX. Ensure all members have sufficient and up-to-date information,
- X. Act as the head liaison between the Board and committee members as well as between the Organization and the community at large,
- XI. Keep on top of current events and remain seized on the potential future opportunities,
- XII. Oversee the overall operation of the Organization and guide its course of action,
- XIII. Make recommendations and otherwise support the Board during orientation sessions and evaluation periods.

2. President

The president is second in the chain-of-command of the Organization. He or she will:

- I. Preside at all meetings of the Organization, the Board of Directors,
- II. Have the authority to call special and emergency meetings,
- III. Authorize the disbursement of all funds of the Organization,
- IV. Be intimately acquainted with and familiarize fellow members with the primary goals and priorities of the organization,
- V. Delegate responsibilities efficiently and effectively,
- VI. Work closely with the board and involve others who would help the Organization,
- VII. Be the primary contact for the Organization,
- VIII. Have a clear idea of what goals need to be accomplished and in what order,
- IX. Be impartial, fair, and courteous,
- X. Schedule regular meetings for the Organization with the members and board members
- XI. Personally contact every member within two to three weeks of enrollment.

3. Vice-President

The Vice-President is third in the chain-of-command of the Organization. He or she will assist the President with his or her above mentioned duties and take on any responsibilities delegated to him or her by either the President or the Chairman.



4. Director of Operations:

Develops proposals for various projects upon the recommendation of the Board and sub-committees, providing proper planning and documentation, specifically in regards to: Breakdown of work structure, Risk management, Systems definition, Strategy, Scheduling, including key dates and milestone, Cost estimates, Quality control.

5. Director of Finance

The director of finance will be the treasurer of the organization and will:

- I. Keep a detailed record of all income and expenses of the Organization,
- II. Be responsible for the timely payment of bills and other financial obligations of the Organization,
- III. Return all receipts, documents, and other records in their complete form, along with all relevant correspondence, to the President after the completion of an audit by a certified accountant, organization accountant, and the Board of Directors.

6. Director of Administration

Director of Administration” will serve as the Secretary of the organization and will:

- I. Record the minutes of all meetings of the Board of Directors and of general meetings,
- II. Provide a copy of the minutes of general meetings to all members,
- III. Provide a copy of the minutes of Board of Directors meetings to all full members,
- IV. Maintain a clear and comprehensive filing system of all documents relating to the organization.

7. Project Manager

The project manager will work hand-in-hand with the President and Vice-President to ensure the smooth running of the Organization’s internal and external projects. He or she will:

- I. Maintain a high level of communication and coordination between the Board of Directors, general members of the organization, and sub-committees,
- II. Assist in the assigning and training of full members,
- III. Act as a team leader while serving the community,
- IV. Maintain records of both past and future engagements,



- V. Be held fully accountable and personally responsible for the successful completion of projects, with minimal deviation from their expected time, cost and quality, as defined in the final proposals for said projects,
- VI. Ensure that internal resources are properly allocated to projects and committees,
- VII. Develop proposals for various projects upon the recommendation of the Board and sub-committees, providing proper planning and documentation, specifically in regards to:
 - Breakdown of work structure,
 - Risk management,
 - Systems definition,
 - Strategy,
 - Scheduling, including key dates and milestones,
 - Cost estimates,
 - Quality control,
 - Contingency plan

8. Director of Outreach

There shall be a representative of the Organization who will:

- I. Maintain a high level of communication both within and outside of the Organization,
- II. Oversee community publicity,
- III. Develop and implement publicity programs for organization events and programs,
- IV. Keep a detailed record of publicity events and methods and use such records to determine, on a cost-benefit analysis platform, the effectiveness of said events and methods.

9. Director of Development

The Director of development will:

- I. Play a key role in the acquisition of Organization resources, both monetary and otherwise,
- II. Oversee donor development and outreach programs,
- III. Develop innovative and efficient fundraising strategies,
- IV. Develop strong links with local businesses and social networks,
- V. Continually research new fiscal strategies and opportunities for grant or proposal writing and fundraising,
- VI. Communicate directly with potential partners and other interested parties,
- VII. Report directly to the Board of Directors and the President.



10. **Director of Design**

There shall be a member of the Organization who will oversee the electronic and digital aspects of the Organization. He or she will:

- I. Have familiarity with infrastructure technologies, standards and protocols,
- II. Have familiarity with operational management tools,
- III. Electronically update all aspects of the Organization, including routing lists, group memberships, lines of accounting, budgets, and generated reports,
- IV. Direct IS operations, including computer operations, technical support, systems analysis, and required programming,
- V. Be responsible for database management, telecommunications, IS training and microcomputer technology,
- VI. Establish technical priorities, standards, and procedures,
- VII. Perform updates and maintenance as required to ensure proper functioning of the Organization's electronic resources,
- VIII. Update and monitor the Organization's website.

11. **Development Coordinator:**

- I. Coordinates resources acquisition and seeks growth of respective chapter. Acts like a mentor to respective chapter

12. **Legal Advisor**

The legal advisor of the Organization shall:

- I. Assist with preparation of any and all legal documents,
- II. Be well-versed in background information related to legal issues as pertinent to the Organization,
- III. Gather and file relevant records and files,
- IV. Draft routine contracts and other legally-binding agreements,
- V. Retain original copies of prepared legal documents,
- VI. Coordinate and respond to, as necessary, any legal requests from internal or external consul.

13. **Accountant**

The Organization's chief accountant shall:

- I. Establish, examine, interpret and analyze the Organization's accounting records and financial statements for the benefit of the Board and other authorized parties,



- II. Prepare any necessary statement, invoice, or voucher,
- III. Double-check the Organization's financial records for clerical errors,
- IV. Reconcile all transactions,
- V. Be responsible for the Organization's annual audit and present a report of such to the Board,
- VI. Work in close conjunction with the Director of Finance to ensure the fiscal health of the Organization.

Article IX

General Assembly

Youth Action Africa shall have a General Assembly. A meeting of the General Assembly shall be called when a matter pertaining to the Organization needs to be discussed with all members present. Meetings of this nature will be scheduled with every attempt to cater to the availability of a majority of the Organization's members. Meetings will also be available via a telecast or web conference.

1. Decision-Making

All members of the Organization shall be part of the decision-making process. In this cooperative environment, each person has the right to have his or her ideas heard and discussed. In the case of a dead-locked discussion, the ultimate decision-making power lies with a majority vote within the Board of Directors. If the Board itself is divided, the CEO's vote shall be counted twice.

2. Quorum

The minimum number of members present to hold a meeting of the Organization shall be two (2) officers and two (2) members

3. Agenda

The agenda for any General Assembly meeting shall be drawn by the Secretary and adopted by a majority vote of the members present.



Article X

Board of Directors

The Board of Directors represents the leadership of the Organization.

1. Composition

The Board of Directors shall consist of ten (10) members: CEO and President, Vice-President, Director of Finance, Director of Administration, Director of Outreach, Director of Operations, Director of Development, Project Manager, Development Coordinator, Legal Advisor, Accountant, Resource Development Coordinator, Project/Committee Coordinator, and Information Technology Director. Only founding members of the Organization will be named to the Board without going through an election procedure.

2. Eligibility

To be eligible for an officer position, one must:

- I. Be a founding member of the Organization, or,
- II. Have at least a college diploma or equivalent unless appointed by a majority vote of the General Assembly,
- III. Pay any and all membership dues, if any,
- IV. Be a full member of the Organization, and have demonstrated dedication and enthusiasm to the advancement of the Organization's mission.

3. Selection and Appointment

With the exception of founding members, all members will have to go through an election procedure to become a member of the Board

4. Term of Office

All appointed and elected officers of the Organization shall hold their position for the first two years of this Organization's existence and yearly after its third year. Board members hold office from August to July.



5. Vacancies

If a position on the Board remains vacant after an election period, the Chairman of the Board may appoint a member of the Organization to said position. This appointment must be approved by a two-thirds majority of current members of the Board. If a position on the Board is unable to be filled, the responsibilities of said position will fall to the President.

6. Duty and Function

The Board of Directors works hand-in-hand with their sub-committees to accomplish the goals of the Organization. At all times, they are representatives and ambassadors of the Organization and must behave accordingly. The specific responsibilities of each member of the Board have been enumerated in Article VIII.

7. Press Statements

All public statements and other announcements relating to the Organization's Board of Directors shall be made through the Director of Outreach.

8. Agenda

The agenda for any Board meeting shall be drawn by the Secretary and adopted by a majority vote of members present.

9. Resignation

In the case that an officer fails to fulfill his or her duties as assigned, they may be asked to resign. If the officer does not wish to resign, they may be voted out of office by a three-fourths (75%) majority of the Board and full members. An officer who chooses to voluntarily resign must follow the guidelines set out in Article VII, Section 6.

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Article XI

Supporting Committees

Supporting committees will be established by the Board of Directors. They will be responsible for carrying out their enumerated duties. Supporting committees will cover areas such as funding, media outreach, and project development.

1. Structure

All supporting committees shall be led by a committee chair who will be appointed at a General Assembly meeting. The committee chair will delegate the responsibilities of the committee to full members of the as he or she sees fit. The committee chair will also prepare and present a monthly report of work done by his or her committee to the Board of Directors and General Assembly.

2. Membership

The number of members assigned to working on a particular project of any committee shall depend on the individual needs of each project.

Article XII

Elections

Elections will be held every last week of August. All candidates must be nominated by members who have attained full membership and are in good standing. A secret ballot shall be used in the event that more than one person is nominated for an office. Voting shall be open for a period of one (1) week. Election results will be announced at the General Assembly meeting that will be held one week after the election period is over. Terms of office shall last two years. There is no limit to the number of terms an member may hold office. Members may seek re-election at the end of their elected term.

Article XII

Annual Audit

The Organization's financial records shall be audited annually by a Certified Public Accountant hired by the company. These audits will take place at the end of every fiscal



year. The auditing period shall be announced during a General Assembly meeting by the Director of Finance.

Article XIII

Hiring and Dismissal

There shall be no formal procedure for accepting general members of the Organization. All are welcome, but must possess a positive spirit towards fulfilling the goals of the Organization. All members are obliged to follow the “Guidelines to Appropriate Behavior” of the company else they shall be asked to resign. The Organization may terminate its association with any general member with no conditions. If the member in question is a general member or member of the Board, the Organization must act in accordance with Article X, Section 9 and Article VII, Section 6.

Article XIII

Dissolution

The founder of Youth Action Africa; Roland Fomundam has the sole responsibility and authority for its dissolution.

Upon dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of public benefit as described in the 501(c)(3) of the internal revenue code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIV

Resources

The group shall seek financial and material resources to foster the purpose of the group.

Article XV

Fundraising

As a nonprofit charity, the Organization depends on outside donations. Therefore, every member shall participate in the fundraising process. All funds raised shall be used for nothing other than the charitable purpose for which such funds were raised for.



Article XVI

About the Bylaws

1. Additions, Modifications and Amendments

The General Assembly shall decide on the need to add, modify or otherwise amend this Constitution and Bylaws of Youth Action Africa. Such changes will only be made during a General Assembly. Any amendments must be passed by a two-thirds majority vote of the General Assembly and of the Board of Directors. Each member has the right to propose an amendment for debate. An amendment may be voted on with the written approval of the President and CEO.

Article XVII

Concluding Clauses

Membership shall be open to qualified members of the public as specified in this constitution and the company complies with federal laws prohibiting discrimination on the basis of race, sex, disability, age, sexual orientation, or political and religious affiliation. Compliance with these laws means that membership; benefits and the election of officers will not be made on the basis of these factors.

This organization shall abide by all applicable laws of the state of Massachusetts where it is formed and also by the United Nations laws regarding the functioning of Non Governmental organizations.



SIGNATURES

This policy has been duly read and adopted on this day of,
2010, by a resolution of the governing board whose signatures appear below on the
occasion of the general meeting held on this day.

Roland Fomundam

Sharon Asonganyi

Dalinda Ifill

Pete Maio

Bethel Alemu

Benjamin Boameh

Henry Nsang

Amabel Bunry

Bhavin Khiversara

John Halle Halle

Olusegun Ajiboye

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