



BY-LAWS

AFRICAN SKY, INC.

a California Nonprofit Benefit Corporation

ARTICLE I

NAME

The name of this corporation is African Sky, Inc. (a.k.a. African Sky, African Sky-Mali, Cameroon Connection).

ARTICLE II

OFFICES

SECTION 2.1 PRINCIPAL OFFICE

The principle office for the transaction of the activities and affairs of African Sky, Inc. ("principle office") is located in Fairfield County at 3250 Fairfield Avenue; Unit 208; Fairfield, CT 06605. The Board of Directors may change the principle office from one location to another. Any change in location of the principle office shall be noted by the Executive Director who may amend this section to state the new location.

SECTION 2.2 BUSINESS OFFICE

The mailing address and operations office for the business and financial affairs of African Sky, Inc. ("business office") is located in Summit County, Ohio. The mailing address is Post Office Box 203, Munroe Falls, Ohio 44262. The Board of Directors may change the business office and/or the mailing address from one location to another. Any change in location of the principle office shall be noted by the Executive Director who may amend this section to state the new location.

ARTICLE III

VISION, MISSION, AND LIMITATIONS

SECTION 3.1 ORGANIZATIONAL VISION

African Sky creates enduring friendships between communities in the US, Mali, and Cameroon. As a community development organization, we work with individuals and communities to promote international understanding

and to mutually confront some of the devastating effects of endemic poverty and inequality. Our philosophy of community development is based on the belief that humanity's physical, ecological, and spiritual well-being are rooted in universal compassion and sustainable living. African Sky projects are organized according to four thematic service programs: education, health, food security, and community arts.

SECTION 3.2 ORGANIZATIONAL MISSION

Together with our friends and colleagues in Mali and Cameroon, African Sky promotes capacity-building, empowers individuals through education, and develops innovative leaders for social change.

SECTION 3.3 CORPORATION PURPOSES

African Sky, Inc. is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. African Sky, Inc. is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provisions of these Bylaws, African Sky, Inc. shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of African Sky, Inc., and African Sky, Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.3 CORPORATION LIMITATIONS

- (a) **Political activity:** No substantial part of the activities of African Sky, Inc. shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and African Sky, Inc. shall not participate in or intervene in (including the publishing or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.
- (b) **Property:** The property, assets, profits, and net income are dedicated irrevocably to the purposes set forth in Sections 3.1 and 3.2 above. NO part of the profits or net earnings of African Sky, Inc. shall ever inure to the benefit of any of its Directors, trustees, officers, nor to any private individual.
- (c) **Dissolution:** Upon the winding up and dissolution of African Sky, Inc., after paying or adequately providing for the payment of the debts, obligations and liabilities of African Sky, Inc, the remaining assets of this corporation shall be distributed to a nonprofit foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV BOARD OF DIRECTORS

The Board of Directors is accountable for the overall direction, policies, and oversight of African Sky, Inc. Effective oversight is defined as ensuring strong, effective organization, financial management, ethical and sustainable operations. All Board Members serve as volunteers and receive no compensation for their service to African Sky, Inc. Directors are responsible for providing (via personal contributions and/or "operational expenses donations") all operational expenses of AfricanSky.Org.

SECTION 4.1 POWERS

(a) **General corporate powers** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of African Sky, Inc. shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) **Specific powers** Without prejudice to these general powers, but subject to the same limitations, the Directors shall have power to:

- (i) Appoint and remove, at the pleasure of the Board, all officers, agents, and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws.
- (ii) Change the principal office or the business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
- (iii) Adopt and use a corporate seal and alter the firm thereof.

SECTION 4.2 NUMBER OF DIRECTORS

The authorized number of Directors shall be four (4) or more. Directors need not be residents of the State of California.

SECTION 4.3 SELECTION OF DIRECTORS

The Board shall be selected as follows:

- (i) **Initial Directors** The Initial Board members shall be elected by the incorporator named in the corporation's Articles of Incorporation.
- (ii) **Subsequent Directors** At the expiration or earlier termination of the terms of officers of the initial Directors, their successors shall be chosen by a majority vote of the members of the Board then in office, whether or not less than a quorum, or by a sole remaining Director.

SECTION 4.4 RESTRICTIONS OF DIRECTORS

No Director may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

SECTION 4.5 TERM OF OFFICE FOR DIRECTORS

Incorporating Directors shall hold office for life-long terms. Directors selected through Section 5.3 shall hold office for a term of two (2) years; Directors may renew office terms for additional five (5) year terms, subject to the approval (simple majority vote) of all other Directors.

SECTION 4.6 VACANCIES

(a) **Events causing vacancy:** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death, removal, suspension or resignation of any Director; or (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 and following of the California Nonprofit Public Benefit Corporation Law.

(b) **Resignations:** Except as provided in this subsection, any Director may resign effective upon giving written notice to the Executive Director, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be elected without a duly elected Director or Directors in charge of its affairs.

(c) **Filing vacancies:** Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum or by a sole remaining Director. Unless this requirement is waived by the Executive Director, votes pertaining to vacancies on the Board require the presence and votes of a minimum of two (2) Directors.

(d) **No vacancy on reduction of number of Directors:** No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 4.7. MEETINGS

Meetings of the Board shall be held at a location designated by the Board. Any meeting may be held by web conference, conference call, e-mail proxy, or other similar communication technologies.

SECTION 4.7.a ANNUAL MEETINGS

The Board shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall be issued to all serving Directors and will be posted on the corporation web site.

SECTION 4.7.b SPECIAL MEETINGS

The Board may call special meetings for any purpose, at the discretion of the Executive Director or any two (2) additional Directors. Notice of the time and place of special meetings shall be given to each Director by one of the following means: personal delivery of written notice, e-mail, first-class mail, or directly via telephone or telegram. All such notices shall be sent to addresses and/or e-mails as shown on the records of this corporation. Reasonable notice (defined by 30-days) is required of all special meetings.

SECTION 4.8 QUORUM

A majority of the authorized number of Board Members and Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 4.9. Subject to the more stringent provision of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 4.9 PROXY VOTING FOR DIRECTORS

The Executive Director may request proxy votes from Board Members who are unable to attend Board Meetings. The Executive Director may request proxy votes before or after Board Meetings. Board members may submit votes to the Executive Director via e-mail. E-mail proxies must be recorded and entered into the corporate record.

SECTION 4.10 ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 4.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing (e.g. email) to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 4.11 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

SECTION 4.12. DIRECTOR AND BOARD MEMBER DUTIES

Board Members

- Oversee organization's operations by participating in Board Meetings and voting on organization business, including asynchronous email "meetings" and votes
- Evaluate annually the performance of the organization in achieving its mission, including reviewing and updating organization's strategic mission and objectives
- Collaborate with all Board Members and Directors to manage committee projects and duties as assigned by the Board

Board President

- Member of the Board
- Leads annual meeting and supplemental board meetings (as needed), including invitations and cooperative agenda setting

Vice President

- Member of the Board
- Oversees and advises the Board on organization's communications, online presence, and branding
- Assumes the duty of the Board President for leading meetings in the event that the Board President is unable to do so

Treasurer (Financial Director)

- Member of the Board
- Manages finances of the organization (ledger, banking, payments, deposits)
- Facilitates board review of sustainable financial procedures and policies

Executive Director

- Reports to, advises, and supports the Board
- Directly accountable for the work of African Sky, Inc.
- Develops and implements strategic plans as established by the Board

- Formulates policies and planning recommendations to the Board
- Coordinates operations of organization
- Manages financial and physical resources with collaboration of Treasurer
- Assists in the selection and evaluation of board members
- Monitors financial planning and files annual financial reports
- Completes annual government filings to IRS, State of California, and State of Ohio
- Posts meeting notes (minutes) for Board Meetings on organization's website
- Maintains organization's website

Development Director

- Member of the Board
- Advises Board and Executive Director on developing long-term vision and projects of African Sky
- With cooperation of other Board Members, collaborates with Executive Director on developing and managing projects and administrative operations

Country Director – Mali

- Member of the Board
- Oversees all Mali projects, including implementation, reporting, and assessment
- Develops potential project ideas and partners in Mali

Country Director – Cameroon

- Member of the Board
- Oversees all Cameroon projects, including implementation, reporting, and assessment
- Develops potential project ideas and partners in Cameroon

Country Director – US

- Member of the Board
- Oversees US-based projects, including implementation, reporting, and assessment
- Develops potential US-based project ideas and partners in collaboration with Executive Director and Africa-based Country Directors

**ARTICLE V
OFFICERS**

Board Members shall serve as officers of the corporation.

**ARTICLE VI
INDEMNIFICATION AND INSURANCE**

SECTION 6.1 INDEMNIFICATION

Right of Indemnity To the full extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporation Code, including

persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

Approval of Indemnity Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such a proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

ARTICLE VII RECORDS AND REPORTS

SECTION 7.1 RECORDS

African Sky, Inc. Directors shall have the absolute right at any reasonable time to inspect all the books and records of the corporation. The corporation shall keep the following records and books:

- (a) Adequate and correct books and records of account;
- (b) Meeting notes for the annual proceedings of the Board;
- (c) A record of Directors including their names, addresses, and title.

SECTION 7.2 REPORTS

Except as provided under Section 6321(c)(d) or (f) of the California Corporation Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation (31 July), the Board shall cause an Annual Report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue of the Corporation for the fiscal year.
- (d) The expenses of the corporation during the fiscal year.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

SECTION 8.1 PURPOSE

The purpose of the conflict of interest policy is to protect African Sky, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations.

SECTION 8.2 DEFINITIONS

- (a) Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- (c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 8.3 PROCEDURES

- (a) Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
- (b) Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest

- (i) An interested person may make a presentation to the Board of Directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii) The Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iii) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

- (i) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the member's response, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall discern and take appropriate corrective action.

SECTION 8.4 DIRECTOR COMPENSATION

All Directors including the Executive Director serve as volunteers and are not compensated. The sole exclusion to this policy is Africa-based Country Directors, who may receive modest stipends and operational expenses (phone credits, public transportation costs, etc.). Africa-based Country Directors are precluded from voting on matters pertaining to their Country Director compensation.

SECTION 8.5 CONFLICT OF INTEREST POLICY STATEMENTS

Each member of the Board of Directors, prior to their first board meeting shall sign a statement that affirms such person:

- (a) Has read the Corporation's by-laws, including the conflicts of interest policy,
- (b) Understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE IX
AMENDMENTS

The Bylaw may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board.

Scott M. Lacy, Ph.D.
Executive Director-African Sky, Inc.

07/31/2024

date

This is an official copy of the African Sky, Inc. Bylaws as of 07/31/2024

Date of Adoption: 2/14/2004

Amendments Adopted: 05/11/2007
08/20/2008
07/31/2024