

Bylaws of The Friends & RPCV's of Guyana, Inc.

ARTICLE 1: NAME

The name of this organization shall be the Friends & RPCV's of Guyana, Inc.

ARTICLE 2: PURPOSE

The purpose of Friends & RPCV's of Guyana, Inc. (hereinafter referred to as "FROG") is to establish a network of Returned Peace Corps/Guyana Volunteers, current Peace Corps/Guyana Volunteers, as well as all other individuals having an interest in Guyana, so as to facilitate and improve communication and information exchange in support of economic, educational, cultural, and social development in Guyana.

ARTICLE 3: OFFICES

The registered offices of FROG shall be located in the city of Washington, D.C. Other office locations within and outside of the city of Washington, D.C. shall be established at the discretion of the Board of Directors when necessary.

ARTICLE 4: MEMBERS

FROG shall have as members each natural person who, during a membership year, makes a financial contribution to FROG greater than or equal to the amount set as membership dues for the membership year. Each such natural person shall have one vote in all elections and votes taken of the membership during the membership year. Elections and votes shall be done online or via email.

ARTICLE 5: BOARDS, COMMITTEES

Section 5.1: Board of Directors The business and affairs of FROG shall be under the control, supervision, and direction of the Board of Directors of FROG (hereinafter referred to as "the Board" or "Board of Directors") who shall exercise or direct the exercise of all of the powers of FROG and do all such lawful acts and things that are not by statute or Articles of Incorporation or these Bylaws directed or required to be exercised and done by the members. The property of members of FROG, members of the Board, officers, employees, an executive director, agents or volunteers shall not be liable for the debts of FROG.

Section 5.2: Number, election, and term of office for Directors The Board shall have as members (hereinafter referred to as "members of the Board," "Board Members," or "Directors") all elected officers of the corporation, as well as each of the Chairmen of the respective committees that were elected by the Executive Committee. The election and term of office for each committee is set forth in Section 5.14 "Committee Chair." The election and term of office for each of the officers is set forth in Article 6, "Officers."

Section 5.3: Place of Meetings Meetings of the Board of Directors, regular or special, shall be held within the District of Columbia, or elsewhere, as the Board shall decide.

Section 5.4: Number of Meetings The Board shall meet at least four times a year. A meeting shall be at the call of the President or any two members of the Board.

Section 5.5: Open Meetings All meetings of the Board shall be to all current members of FROG, except that part of a meeting held as an executive session to consider matters of an internal, administrative, or confidential nature. A reasonable effort, in the form of an email or posting online shall be made to notify all current members of FROG of the time and place of Board meetings. A notice in a periodical or newsletter to members of FROG shall satisfy this requirement, provided that the notice states that the members of FROG may attend Board meetings and participate in discussions, but they may not make motions, second motions, or vote.

Section 5.6: Notice of Board Meetings Board meetings shall be announced by email sent to each Board member at least seven days prior to the Board meeting. In exceptional circumstances meetings will be announced by telephone call to each Board member. Presence at a meeting constitutes a waiver of notice by that Board member.

Section 5.7: Quorum At all meetings of the Board a majority of the whole Board shall constitute a quorum for the transaction of business. Except in cases which the certificate or by-laws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is not reached, the Board members present may adjourn the meeting without any notice other than an announcement at the meeting.

Section 5.8: Minutes All minutes shall be kept of all meetings of the Board. Such minutes, after approval by the Board, shall become official record of acts of the Board.

Section 5.9: Actions and Decisions in a Meeting All actions and decisions of the Board or any committee shall be in the form of a motion made by a member of the Board or committee, seconded by another member of the Board or committee and passed by a majority of members of the Board or committee who are present and voting while a quorum is present. The minutes shall indicate who voted for and against each motion. No discussion or resolution shall be an act or decision of the Board or committee unless reached in this manner and the minutes record who voted for and against the motion.

Section 5.10: Action Without Meeting Any action required or permitted to be taken at a meeting of the Board members or committee may be taken without a meeting if written consent, setting forth the action to be taken, is signed by a majority of members of the Board or committee who are entitled to vote with respect to the subject matter. This written action will become part of the minutes of the Board or committee.

Section 5.11: Executive Committee The Executive Committee shall consist of each of the four elected officers of FROG. The committee will have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of FROG. Actions

and decisions of the executive or any other committee shall be made in the same way as explained in section 5.9 of these Bylaws. The establishment and operation of an Executive Committee or any other committee shall not relieve the Board of Directors or any member thereof, of any responsibility imposed by law or these Bylaws.

Section 5.12: Executive Committee Proceedings The Executive Committee shall keep regular minutes of its proceedings and report the same to the entire Board upon request. These minutes shall become part of the records of the minutes of FROG.

Section 5.13: Committees other than the Executive Committee The Executive Committee may designate other committees. These committees, if any, shall keep minutes of their activities and regularly report to the Board. These minutes shall become the minutes of FROG. Such a committee may not perform any function other than such specifically assigned by the Executive Committee in writing. Such a committee shall not make policies for the Board or carry out any activities that are the responsibility of the Board alone.

Section 5.14: Committee Chair The Executive Committee shall elect, by simple majority, chairpersons for each of the respective committees. This shall be done annually, after receipt of nomination for the position from interested persons.

Section 5.15: Expenses No Board member or member of any other committee may be paid or reimbursed for expenses incurred to travel to or attend any meeting, or for any other expense unless the expense is approved by the Board. Board members and others working on behalf of FROG may be reimbursed for actual printing, postage, telephone or similar expenses for actions approved in advance by the Board. No one will be paid a wage or salary unless such authority is first granted by a vote of the members of the Board and the work or objective is approved by the Board before the work is performed.

ARTICLE 6: OFFICERS

Section 6.1: Number The officers of FROG shall consist of a president, who shall also be the chairperson of the Board of Directors, a vice president, a secretary, and a treasurer, each of whom shall be elected by the membership of FROG. Each officer of FROG shall also be a member of the Board of Directors.

Section 6.2: Other officers The Board of Directors may select other officers and agents, such as a newsletter editor or executive director, as it deems necessary, who shall hold their offices for such terms and shall have authority and perform duties as shall be determined from time to time by the Board. The term of office for these officers shall be one year from the date of selection by the Board. These officers shall serve completely at the discretion of the Board.

Section 6.3: Compensation No wages or salaries shall be paid to any of the aforementioned officers or agents of FROG, unless the amount or rate of such compensation is approved by the Board before the work is commenced.

Section 6.4: Removal and Vacancies Any officer or agent of FROG (other than the office president, vice president, secretary, or treasurer) may be removed by the Executive

Committee with or without cause, upon a 30 day written notice. Any vacancy occurring in the office of the president, vice president, secretary, or treasurer of FROG by death, resignation, removal or otherwise shall be filled by majority vote of the remaining members of the Executive Committee even though they constitute less than a quorum.

Section 6.5: President The president shall be the chief executive officer of FROG, shall preside at all meetings of the members of FROG, the Board of Directors, and the Executive Committee, and shall have general and active management of the business of FROG. The president shall see that all orders and resolutions of the members of FROG and the Board of Directors are carried into effect. He or She shall execute bonds or contracts which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of FROG by the Board of Directors. In general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6.6: Vice President In absence, disability, or refusal to act by the president, the vice president shall perform the duties and exercise the powers of the president, and shall have all the powers of and be subject to all of the restrictions of the office of the president. The vice president may, from time to time, perform such duties and have such powers as prescribed by the Board of Directors or the president.

Section 6.7: Secretary The secretary shall keep minutes of all meetings of the membership of FROG, the Board of Directors, and the Executive Committee. He or she shall send a copy of all minutes to each member of the Board within two weeks of such a meeting, and file a copy of the minutes in an electronic database maintained for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of corporate records; keep a record of the email address, post office address, and phone number of each member who furnishes such information to the secretary; and in general perform all duties incident to the office of secretary or as from time to time may be prescribed by the president or Board of Directors.

Section 6.8: Treasurer The treasurer shall be the custodian of all corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in computer programs or books belonging to FROG. The treasurer shall deposit all money and other valuables in the name and to the credit of FROG, in depositories so designated by the Board of Directors. The treasurer shall disburse the funds of FROG as so directed by the Board, taking proper vouchers for such disbursements and shall submit to the presidents and Board at its regular meetings or when requested by the Board or president, an account of all transactions made as treasurer. Checks in excess of \$500 must be signed by two or more members of the Board.

ARTICLE 7: FUNDS

Section 7.1: Deposits All funds of FROG shall be deposited to the credit of FROG in banks, trust companies, or other depositories so designated by the Board.

Section 7.2: Gifts The Board of Directors may accept on behalf of FROG any gift, contribution, bequest, or device for the general purpose or for any special purpose of FROG.

Such gifts shall be promptly recorded in the record of FROG and deposited as provided in Section 7.1 of these Bylaws.

Section 7.3: Loans No loans shall be contracted or evidences of indebtedness shall be issued on behalf of FROG unless authorized by the Board of Directors. Such authority must be confined to specific instances.

ARTICLE 8: FINANCIAL RECORDS AND MINUTES

FROG shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of FROG, the Board of Directors, the Executive Committee, and committees having authority from the Board of Directors, and shall keep at the registered office or at the residence or office of the secretary a record giving the names, addresses and email addresses of members entitled to vote. All books and records may be inspected by any member, or his or her agent or attorney, and by the general public for any proper purpose and at any reasonable time after the receipt of a written request stating the purpose of inspection.

ARTICLE 9: FISCAL YEAR

The fiscal year of FROG shall end on September 31 or every year.

ARTICLE 10: BUDGET AND FINANCIAL OPERATION

The financial operation of FROG shall be in accordance with a budget prepared by the president and submitted to the Board for approval.

ARTICLE 11: ANNUAL MEETING

The president shall be responsible for conducting an annual meeting of members of FROG. The president may appoint others to assist in various capacities associated with the annual meeting. The Board shall be kept up to date of the time, place and date of the meeting and will approve the budget and expenses associated with the annual meeting.

ARTICLE 12: CHANGE OF BYLAWS

Section 12.1: Procedure These Bylaws may be amended, altered, repealed, and new bylaws may be adopted by a simple majority vote by the Board of Directors where quorum is present.

Section 12.2: Notice Notice of all changes to the Bylaws shall be provided to all FROG members at least ninety (90) days before the annual meeting.

Section 12.3: Legal Issues The Board of Directors may change the Bylaws at any time in order to conform to any Federal, state, or local laws.

ARTICLE 13: EFFECTIVE DATE

These Bylaws of FROG shall become effective in full upon...

