

REBECCA PROJECT FOR JUSTICE

By-Laws

A NOT-FOR-PROFIT CORPORATION LOCATED IN THE UNITED STATES & AFRICA

ARTICLE I: ORGANIZATION

Section 1 Corporate Name. The name of the organization is the Rebecca Project for Justice also known as Rebecca Project for Human Rights.

Section 2 Principal Office. The principal office of the “Corporation” is located in Marietta, Georgia.

Section 3 Change of Address. The Board of Directors (sometime referred to as “the Board”) may change the principal office of the Corporation from one location to another within the United States by noting the address change and effective date in the spaces provided below until filled.

	<u>Current Address of principal office and other offices</u>	<u>Effective Date</u>
Principal:	<u>2644 Club Valley Drive NE, Marietta GA 30068</u>	<u>Jan 20, 2014</u>
Office 2:	<u>1629 K Street NW Washington DC 20006</u>	<u>Jan 20, 2014</u>
Office 3:	<u>Number 12, 6TH Street, Airport Residential Area, Accra</u>	<u>April 1, 2011</u>
No. 4	_____ , _____	_____
No. 5	_____ , _____	_____

Section 4 Other Offices. The Corporation’s Board of Directors may designate, from time to time, other offices for the Corporation at other places within District of Columbia, or at those places outside of the District of Columbia where the Corporation is qualified to do business.

Section 5 Fiscal Year of the Corporation. The fiscal year of the Corporation is from January 1st to December 31 of the same year.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1 Purpose of Corporation. The purpose for which the Corporation is organized shall be the transaction of all lawful business for which non-profit Corporations may be

incorporated in the United States and Africa: Providing (A) Educational advocacy services, and (B) Legal advocacy services, for low-income families.

(A) Human Rights Advocacy

The Rebecca Project for Justice is a legal and policy transformational organization that advocates protecting life, dignity and freedom for people in Africa and the United States. We believe that vulnerable women, girls and their families possess the right to live free of environmental, medical, physical and sexual violence.

Low-income women and girls' civic leadership and engagement in policy discourse is the driving force of the Rebecca Project. Our mother and girl advocates believe that the inherent authority of their voices and lived experiences are "sacred" and essential to their survival as healthy, stable, and thriving women and girls.

(B) Educational Advocacy Services

(i) Provide educational workshops on health, reading, writing, math, science, to include poetry, music and design at various schools, orphanages, substance abuse treatment facilities and prisons.

(ii) This includes educating policymakers and making available to the public and government officials, reports and data from nonpartisan policy analysis, study and research.

(C) Legal Advocacy Services

Provide free legal representation to low-income families in matters concerning, but not limited to domestic violence, employment law, environmental, human rights and juvenile/criminal law.

Section 2 Federal Tax Exempt Status. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or

in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

Section 3 No Lobbying. No substantial part of the Corporation's activities shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code Section 501(h). The Corporation shall not participate or intervene in, nor publish or distribute statements, in any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERSHIP

The Corporation can permit members.

ARTICLE IV: MEETINGS

Section 1 Place of Board Meetings. Meetings of the Board of Directors shall be held at place provided by the Board. Any meeting, annual, regular or special, may be held by conference telephone, email, Skype, twitter or similar communications equipment, so as long as all directors participating in such meeting can communicate with one another.

Section 2 Times for Meeting. Meetings shall be held on a date and time agreed on by the Board Chair or directors and officers on the Board designated by Board Chair. A minimum of one annual board meeting of this organization is required.

Section 3 Notice of Meetings. The Secretary or any Director designated by Board Chair shall cause to be mailed, emailed, tweeted, or any other suitable form of communication, to every member in good standing at her or his physical or electronic message address, as it appears in the membership roll book, providing a notice stating the time and place of such annual meeting.

Section 4 Quorum for Meetings. A majority or fifty percent of the authorized number of directors of the Board shall constitute a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. For purposes of a quorum only, board directors who are consistently absent, i.e., miss two or more consecutive meetings will not be considered for quorum.

Section 5 Special Provisions. Only Officers on the Board can be represented by proxy, if they cannot attend board meetings. Executive Director can appoint one person a year to Board without board vote to a one-year term; majority vote is required beyond the one year term. The Board shall not have the power to remove

Executive Director's appointment by either majority vote or unanimous vote until one-year term expires. Only a unanimous vote by the entire Board during a meeting shall remove a Board of Director or Officer before their regular term expires.

ARTICLE V: BOARD OF DIRECTORS

- Section 1** Number of Directors. The Rebecca Project for Justice shall have not less than three directors. The number of directors shall be designated by majority approval of the Board of Directors, from time to time. The directors on the Board collectively shall be known as the Board of Directors. A change in the minimum or maximum number of directors or the conversion of the Board from a variable number to a fixed number of directors may be made by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws.
- Section 2** Board of Directors. Directors on the Board shall be nominated and approved by vote, or appointed. The Executive Director can appoint one director a year. The Treasurer is the only Board member or Officer who can be held personally liable for past or future debt incurred by the Rebecca Project. Other Board Directors and Officers are indemnified and not liable for any debt incurred by corporation even by their own negligence.
- Section 3** Rules and Regulations. Except as explicitly stated in bylaws, the Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. The Chairperson or Vice Chair shall preside over the meetings of the Board of Directors. The Secretary or Vice Secretary shall take notes or recordings of all meetings of the Board.
- Section 4** Term of Director. Each director selected to serve on the Board shall hold office for a term of one (1) year or unless removed by unanimous vote, resignation or death. A director shall serve another term automatically unless Board by majority votes to end additional term.
- Section 5** Vacancies. A vacancy on the Board of Directors shall exist on the death, resignation or removal of any director. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- Section 6** Removal of Director. Only the Board of Directors by unanimous vote may declare vacant the office of a director or officer without cause.
- Section 7** Compensation. Directors not in a dual role of employee shall serve without compensation; except that directors may be allowed reasonable advancement or reimbursement of expenses including hospitality, entertainment, travel and

lodging, incurred in the performance of their regular duties if approved by majority Board.

Section 8 Duties of Directors. The directors shall have the following powers as well as the authority to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, including but not limited to:

- a) Fundraising for the organization to further its goals and objectives.
- b) Organizing and participating with projects with officers, agents and employees of the Corporation to assure the proper performance of their duties;
- c) Approving or ratifying the acts and transactions of all officers, agents and employees of the Corporation;
- d) Meeting at such times and places as required by these Bylaws;
- e) Registering their addresses with the Secretary of the Corporation to ensure the validity of notices of meetings sent to them at such addresses.

ARTICLE VI: OFFICERS OF THE CORPORATION

Section 1 Number of Officers. The Corporation shall have a President (Executive Director), a Secretary, a Treasurer (often referred to by outside parties as a Chief Financial Officer-CFO) and a Program Director. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may concurrently serve as the President (Executive Director) or Chairperson of the Board. Treasurer and/or CFO is the only Board member or Officer who can be held personally liable for past or future debt incurred by the Rebecca Project. Other Board Directors and Officers are indemnified and not liable for any debt incurred by corporation even by their own negligence.

Section 2 Qualification, Election and Term of Office. Any person may serve as officer or director of the Rebecca Project for Justice. Future officers shall be appointed or elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until her or his successor shall be appointed, elected and qualified, whichever occurs first.

Section 3 Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4 Removal and Resignation. The Board of Directors may remove any officer, either with or without cause at any time in accordance to Article IV: Section 5 and Article V: Section 6. Any officer may resign at any time by giving written notice to the Board of Directors or to the President (Executive Director) or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 4 shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5 Officer Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President (Executive Director), such vacancy may be filled temporarily by appointment by the President (Executive Director) until the Board shall fill the vacancy. Vacancies occurring in the offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6 Duties of Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall, supervise and control the affairs of the Corporation and the activities of the officers. She shall perform all duties incident to her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President (Executive Director) shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7 Duties of Secretary. In general, the Secretary shall perform all duties incident to the office of Secretary, shall serve as secretary of all meetings of the Board and shall perform all such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, as well as those which may be assigned to her from time to time by the Board of Directors, including but not limited to:

a) Certifying and keeping at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;

b) Keeping at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of the Board, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

c) Ensuring that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Ensuring that all Board meetings are written and reported to full board.

d) Being custodian of the records and of the seal of the Corporation and ensuring that the seal is affixed to all duly executed documents, the execution of which documents, on behalf of the Corporation under its seal is authorized by law or these Bylaws; and

e) Exhibiting at all reasonable times to any director of the Corporation, or to her or his agent or attorney, on request therefore, the Bylaws, the corporate book and the minutes of the proceedings of the directors of the Corporation.

Section 8

Duties of Chief Financial Officer. In general, the Chief financial officer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to her or him from time to time by the President, or Board of Directors, including but not be limited to:

a) Taking charge and custody of, and being responsible for, funds and securities of the Corporation, and depositing all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

b) Preparing financial statements and bookkeeping transactions for audit by independent auditor.

c) Disbursing, or causing to be disbursed, the funds of the Corporation as may be directed by the Board of Directors and taking proper vouchers for such disbursements; Receiving and giving receipt for monies due and payable to the Corporation from any source whatsoever;

d) Keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

e) Exhibiting at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request for such;

f) Rendering to the President (Executive Director) and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; and

g) Preparing or causing to be prepared, among other required reports, the Annual Statement of Specific Transactions and financial statements of the Corporation, and certifying or causing to be certified, the financial statements to be included in such or any other required reports.

Section 9 Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the President/Executive Director and/or the Board of Directors. No officer shall be prevented from receiving such salary because he or she is also a Board Director of the Corporation. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in consideration for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE VII: COMMITTEES

Section 1 All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. Committees shall include but will not be limited to Compensation, Ethics, Finance, Fundraising, and Policy.

ARTICLE VIII: EXECUTION OF INSTRUMENTS, DEPOSITS and FUNDS

Section 1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President (Executive Director) of the Corporation or whoever shall be designated as signatory by President.

Section 3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX: CORPORATE RECORDS, REPORTS and SEALS

Section 1 Maintenance of Corporate Records. At its principal office in the District of Columbia, the Corporation shall keep and maintain available at all reasonable times during office hours for inspection by the directors of the Corporation all of the following:

- a) The minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 3 Annual Audit. The Treasurer shall cause an annual audit by an independent auditor to be furnished not later than one hundred and twenty (180) days after the close of the Corporation's fiscal year to all directors of the Corporation. The annual audit shall be accompanied by any report thereon of an independent accountant, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 4 Contents of Annual Report. The Annual Report shall include but not be limited to following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE X: PROHIBITED TRANSACTIONS

- Section 1** Prohibition Against Sharing Corporate Profits. No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive any net earnings or pecuniary profit from the operations of the Corporation, provided, however, that: (i) this provision shall not prevent the payment of reasonable compensation to any person for services performed for the Corporation in effecting any of the Corporation's public or charitable purposes; and (ii) the payment of such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.
- Section 2** Prohibition Against Receiving Corporate Assets. No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall be entitled to share in the distribution of and shall not receive any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.
- Section 3** Prohibition Against Loans or Guarantees. The Corporation will not lend any money or property nor guarantee the obligation of any board director or officer. Loans to staff employees, directors, and officers can only be made in Medical or Legal emergencies with a written loan agreement. The Corporation may, however, advance money to employees, directors or officers of the Corporation for expenses reasonably anticipated to be incurred in the performance of her or his duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.
- Section 4** Prohibition Against Self-Dealing. The Board of Directors shall not cause the Corporation to enter, directly or indirectly, into any contract or transaction with any director of this Corporation or with any corporation, firm, association, or other entity in which one or more directors of this Corporation has a material financial interest or in which one or more directors of the Corporation are otherwise involved, unless all of the following apply:
- a) The material facts regarding the financial interest of such director (s) in the contract or transaction or the involvement or financial interest of such director (s) in the other corporation, firm, association are fully disclosed in good faith and noted in the minutes, or are known to all directors of the Board prior to the Board's consideration of such contract or transaction;
 - b) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not

obtain a more advantageous arrangement with reasonable effort under the circumstances;

c) A majority of the Board by a vote sufficient for that purpose, without counting the votes of the interested directors, authorizes or approves the contract or transaction in good faith; and

d) The transaction is in fact fair and reasonable to the Corporation at the time of its entry and the transaction is entered into for the Corporation's benefit.

ARTICLE XI: INDEMNIFICATION and INSURANCE

Section 1 Non-Liability of Volunteer Director or Officer. A director, officer, employee or agent of the Rebecca Project for Justice (Corporation) shall have no personal liability to a third party for monetary damages caused by the negligent act or omission of that person in the performance of that person's duties as a director or executive officer if:

a) The act or omission was within the scope of that person's duties as a director or executive officer of the Corporation;

b) The act or omission was performed in good faith;

c) The act or omission was not reckless, wanton, intentional or grossly negligent; and

d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation (either in the form of a general liability policy or director and officer's liability or issued personally to the director or executive officer) or the Board made all reasonable efforts in good faith to obtain such liability insurance but was unsuccessful or unable to obtain such liability insurance.

e) Treasurer and/ or CFO is the only Board member or Officer who can be held personally liable for past or future debt incurred by the Rebecca Project. Other Board Directors and Officers are indemnified and not liable for any debt incurred by corporation even by their own negligence.

Section 2 Insurance for Corporate Agents. To the full extent allowed by Law, the Corporation shall have the right to purchase insurance on behalf of itself, its directors, officers, employees or other agents of the Corporation. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of such insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing.

ARTICLE XII: AMENDMENT OF BY-LAWS or ARTICLES

Section 1 Amendment of Bylaws. Subject to any provision these Bylaws or of laws applying to the amendment of bylaws for non-profit corporations, the Rebecca Project for Justice's By-laws and/or its provisions, may be altered, amended, or repealed and new Bylaws may be adopted or approved by the Board.

Section 2 Amendment of Articles. Subject to any provision these Bylaws or of laws applying to the amendment of articles of incorporation for non-profit corporations, the Rebecca Project for Justice's Articles of Incorporation may be altered, amended, or repealed and new Articles of Incorporation may be adopted or approved by the Board.



---- END ----