

BYLAWS OF GBORBAJAH SCHOOL

Mission

Our late father, Mr. William K. Reeves a renowned Liberian educator for over 38 years, an immigrant here in the USA passed on January 8, 2021. He hailed from Kablaken, Karluway District, Maryland County, Liberia. While residing here, he published three books with the intention to use the proceeds to start a school project to benefit poor, rural children in his village and neighboring villages. The William K. Reeves Gborbajah School Project Foundation, Inc. was thus formed to build an elementary school and give educational support, provide relief to the poor and underprivileged students in the rural area of Karluway district of Maryland County, Liberia. That area has a growing population of about 500 school age kids with the nearest school seven long, hiking miles away. Old age, frail health and subsequent death has halted the process. Upon his death, we his children and other well wishers have dedicated ourselves to complete and carry on the project. William K. Reeves Gborbajah School Project Foundation, Inc. is a non-profit corporation organized exclusively for charitable purposes.

Article 1: Name and Purpose.

Section 1. Name.

The name of the organization shall be the "William K. Reeves Gborbajah School Project.

Section 2. Purpose and Objectives.

As set forth in these bylaws, the " William K. Reeves Gborbajah School Project Foundation, Inc. has been formed for the following purpose: of providing educational support, provide relief to poor, and underprivileged students in the rural areas of Karluway district in Maryland county Liberia.

The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activities for which nonprofit organization may be incorporated under the Act of November 15, 1972 P.L. 1063, as amended, the provisions of which the corporation is incorporated.

To accomplish the purpose of Educational Foundation, the general membership shall elect a Board of Directors every three years which shall have the authority to exercise all powers conferred upon corporations formed under the laws of the State of New Jersey in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, where ever situated; provided that only such powers being exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation in section 501 (c) (3) of the Internal Revenue Code as amended; nor shall it engage directly in any activity which would cause the loss of such qualification.

Section 3. Location of the Organization.

The principal office of William K. Reeves Gborbajah School Project Foundation shall be located at 59 Amara lane westampton, New Jersey, 08060. The organization may have such other offices, within or outside the city of Westampton NJ, as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Foundation,

Article 2. Membership.

Section 1. Membership and Qualification.

Membership for the William K. Reeves Gborbajah School Project Foundation shall consist of members who have attended at least one general meeting and have made good their intention to meet their respective obligations to the organization.

Section 2. Disciplinary Action/Removal

Any member whose behavior or conduct in the organization is incompatible with the objectives of the organization shall be subject to the following:

- a) Verbal/Written Warning
- b) Suspension
- c) Removal
- d) Legal Action

The above actions shall be carried out by 2/3 majority of the Board of Directors of the William K. Reeves Gborbajah School Project. Ok

Article 3. Board of Directors.

Section 1. General Powers.

The Board of Directors of the William K. Reeves Gborbajah School Project Foundation shall be elected by the general membership and shall constitute its governing body. It shall manage, control and direct the affairs and property of the organization and subject to these bylaws. It shall also have powers necessary to carry out the purposes of the Foundation as specified in the laws of the U.S. and the State of New Jersey . The Board shall also employ the services of individuals/organizations whenever necessary in attaining the objectives of the organization.

Section 2. Composition of the Board.

A) The members of the initial Board shall be those (7) persons named as directors in these bylaws, plus other directors as shall be added to the Board by the general membership. The term of all directors shall be for three years but Board members may be reelected at the end of each term by the general membership. Members of the Board shall consist of the following:

- 1) Chairman
- 2) Treasurer
- 3) Executive Secretary
- 4) And at least four other Directors

B) Term (s) not ended on the Board of Directors may be filled at any meeting of the Board upon nomination of a director and a vote of 2/3 of the members of the Board present at such meeting.

C) A Director may resign from the Board at any time by giving thirty (30) day notice in writing thereof.

D) A Director may be removed from office upon the recommendation of at least 2/3 members of the Board of Directors present at any meeting.

Section 3. Quorum.

2/3 of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board except that if a quorum shall not be present at a meeting, the number of the Directors present may adjourn the meeting from time to time without further notice.

Section 4. Board Decision.

All matters shall be decided by a vote of 5 of the members present at any meeting at which a quorum is present, except as otherwise provided by statute or the Bylaws.

Section 5. Binding Agreement.

Any action which is required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board may be taken by oral agreement without a meeting, if within 14 days after such oral agreement, the text of the resolution or matter agreed upon is sent to all members of the Board and 2/3 of the members of the Board do not object to such action in writing within 14 days of mailing of such text.

Article 4. Meetings.

Section 1 Annual Meeting.

The membership annual meeting shall be held once every year or as agreed upon by the Board of Directors. The date and time will be agreed upon during the previous annual meeting.

During the annual meeting, all reports covering activities of the Board of the past year shall be reviewed and appropriate actions will be taken in keeping with the Bylaws of the organization. Also, a proposed budget and project proposals for the ensuing fiscal year shall be submitted, discussed and acted upon by the membership during the annual meeting. Other matters of interest to the organization as well as election of new board members shall claim the attention of members during the annual meeting.

Section 2. Emergency Meeting.

With twenty-five (25) percent of the membership present, the general membership may call an emergency meeting to discuss matters affecting the organization and take appropriate action in

keeping with the Bylaws of the organization. Members shall be notified of such meeting at least 14 days in advance or 48 hours via email, text, or telephone depending on the urgency of the matter. Business transaction at emergency meeting shall be confined to the announced agenda item only.

Section 3. Board Meeting.

The regular meeting of the Board shall be held at the end of each quarter during the fiscal year. Board members shall be informed of such a meeting at least 14 days in advance.

Section 4. Special Meeting.

Special meetings of the Board shall be called by the Chairman or at the request of at least 2/3 of the Directors. Board members shall be notified of such a meeting at least 14 days in advance or 48 hours in advance via email, text or telephone depending on the urgency of the matter. Business transaction at special meeting shall be confined to the announced agenda item only.

Section 5. Place/Time of Meeting.

The place and time of all meetings of the Board shall be determined by the Chairman and CEO in cooperation with the Board members.

Article 5. Committees.

Section 1. Other Committees.

The Board of Directors may create such other committee(s) of its members or other persons, and such committee(s) shall have authority as the Board or as these Bylaws direct.

Article 6. Officers.

Section 1. Executive Officers.

The officers of the organization shall be a Chairman, an Executive Secretary, Treasurer, Chaplin, and such other officers as may be deemed necessary by the Board. Any two or more offices may be held by the same person except the offices of the Chairman and Secretary.

Section 2. Election of Officers/Board Members.

The Chairman/CEO and other Officers of the organization shall be elected at the general meeting.

Section 3. Removal of Chairman and CEO.

The Chairman and CEO may be removed, for cause, by the Board of Directors at any time and subject to approval by the membership. Other officers may be removed for any cause by the Chairman and CEO of the Board and subject to approval of Board members and the general body. Any such removal shall be without prejudice to the contract rights, if any, of the person (s) so removed.

Section 4. The Chairman and CEO.

The Chairman and CEO shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The Chairman of the Board shall have authority to execute in the name of William K. Reeves Gborbajah School Project Foundation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the board to be executed by the Foundation. He/she may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the Foundation except where the Board or these Bylaws require the signature of the Treasurer or some other officer or agent of the organization.

Section 5. The Treasurer.

The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all of the organization's funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the organization. He/she shall deposit or cause to be deposited all monies or other valuable effects in the name of the organization in such depositories as shall be selected by the Board or Executive Committee.

Section 6. The Executive Secretary.

The Executive Secretary shall be responsible for the keeping of accurate records of all meetings of the Board of Directors, shall have custody of the organization's seal, see that all notices are duly given in accordance with these Bylaws or as required by law, and, in general, perform all duties customary to the office of Executive Secretary.

Article 7. Projects.

Section 1. Nature and Location.

William K. Reeves Gborbajah School Project Foundation will strive to undertake projects in the U.S., Liberia and other parts of the world. The nature and location of projects will be determined by the Board of Directors.

Section 2. Project Objective.

The primary objective of charitable projects will include but not be limited to the educational support of students in Liberia, and other parts of the world.

Section 3. Fundraising.

The Board of Directors will in cooperation with local personnel, undertake fundraising projects in order to support budget requirements form year to year.

Article 8. Provisions.

Section 1. Seal and other Provisions.

The seal of the organization shall be round in form and shall have inscribed thereon words "William K. Reeves Gborbajah School Project Foundation, Inc."

Section 2. Signatories.

All checks, drafts or other form of payments shall be signed by the Chairman, Treasurer and Executive Secretary or as the Board of Directors may from time to time designate.

Section 3. Gifts.

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or devise for the purpose of William K. Reeves Gorbajah School Project Foundation.

Section 4.Fiscal Year.

The fiscal year of William K. Reeves Gorbajah School Project Foundation shall be fixed by the Board of Directors.

Section 5.Auditing of Books.

At least 3 months prior to the annual meeting of the general body, the Chairman shall cause the accounts of the organization to be audited by a certified public accountant and a full statement of the finances shall be submitted to each member of the Board for final review and subsequent submission to the general body for its timely consideration. In the absence of an independent report, a certificate of an authorized officer of the organization should indicate that financial statements were prepared without audit from the books and records of the organization.

Article 9.Establishment of Other Chapters.

Whenever distance and other factors make it difficult for member outside the United States to attend general or emergency meetings in the U.S., members in countries such as Liberia, Ivory Coast etc. may establish chapters to carry out similar policies and programs of the parent organization in the U.S. This should be carried out under the supervision of the Board of Directors.

Article 10.Dissolution and Distribution of Assets.

No part of the net earnings of the Foundation shall inure to the benefit of, be distributed to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the organization and to make payments and distributions in furtherance of the purposes set forth herein. William K. Reeves Gorbajah School Project Foundation may be dissolved and its assets and liabilities liquidated in such manner and the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, the remaining assets may be distributed as

the membership of the Foundation directs in keeping with laws of the State of New Jersey of the United States of America.

Article 11. Limited Liability of Directors

Section 13.1 - Limited Liability. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his/her office under section 8363 of the Directors Liability Act (relating to standard of care and justifiable reliance); and breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of director pursuant to any criminal statute, or the liability of taxes pursuant to local, State or Federal Law.

Article 12. Amendments.

Except as otherwise provided by the Bylaws of William K. Reeves Gborbajah School Project Foundation, these Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by a vote of 2/3 of the Board of Directors and subsequent approval of the membership at any annual meeting, if at least 14 days written notice is given to the membership of the intention to alter, amend or repeal, or to adopt new Bylaws at such meetings.

These Bylaws were adopted at the first annual meeting of the William K. Reeves Gborbajah School Project Foundation at 59 Amara lane westampton, New Jersey on this 20th day of March 2021.

Committee of Original Drafters - March 20, 2021

Marcus Kabore	Chairman
Franco Nawah	Secretary
Christe Reeves	Treasurer
Justina Higgins	Member

Maria Tarlue	Member
Amos Neuta	Member
RobertReeves	Member