

Bylaws of Build a School in Africa

A Nonprofit Corporation in the Commonwealth of Massachusetts

Article I: Name and Purpose

1. The name of the organization shall be Build a School in Africa, hereinafter referred to as the "Organization."
2. The purpose of the Organization is to fund the construction of schools in Africa and to engage in other activities consistent with this purpose.

Article II: Board of Directors

1. Composition

The Board of Directors shall consist of at least three (3) members.

The Board shall include a President, Treasurer, Clerk, and Directors.

2. Roles and Responsibilities

The Board of Directors shall manage the affairs of the Organization and make decisions to further its purpose.

3. Meetings and Quorum

The Board shall meet approximately quarterly, either online or by teleconference.

A quorum for meetings shall consist of two or more members.

4. Decision-Making

Decisions shall be made by consensus of the Board members present at the meeting.

Article III: Officers

1. President

The President shall preside over meetings, provide leadership to the Board, and ensure that the Board's directives and policies are carried out.

2. Treasurer

The Treasurer shall oversee the financial matters of the Organization, maintain accurate financial records, and present financial reports to the Board.

3. Clerk

The Clerk shall be responsible for maintaining the minutes of Board meetings and ensuring that records are properly kept.

Article IV: Amendments

1. Amendments to these bylaws shall be adopted by consensus of the Board of Directors.

Article V: Dissolution

1. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
2. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI: Conflict of Interest Policy

1. Purpose

The purpose of this conflict of interest policy is to protect the interests of the organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key employee. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

2. Definitions

Interested Person: Any director, officer, or key employee who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

- A potential ownership, investment, or compensation interest in such an entity or individual.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board or a committee determines that a conflict exists.

3. Procedures

1. 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 or committee.

2. Determining Whether a Conflict Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedures for Addressing the Conflict

- The board or committee shall determine whether the transaction or arrangement is in the organization's best interest and for its own benefit.
- It shall determine whether the transaction is fair and reasonable to the organization and shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Policy

If the board has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member and give them an opportunity to explain. If, after hearing the response and making further investigation, the board determines that the member has failed to disclose a conflict of interest, it may take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the board and all committees shall contain:

- The names of the persons who disclosed or were found to have a financial interest;

- The nature of the financial interest;
- Any action taken to determine whether a conflict of interest was present;
- The decision as to whether a conflict of interest existed;
- The names of persons who were present for discussions and votes, the content of the discussion, and a record of any votes taken.

5. Annual Statements

Each director, officer, and key employee shall annually sign a statement affirming that they:

- Have received a copy of the conflict of interest policy,
- Have read and understood the policy,
- Agree to comply with the policy, and
- Understand the organization is charitable and must engage primarily in activities that accomplish its tax-exempt purposes.

Adopted as amended by the Board of Directors on June 4, 2025.