

Friends of Guinea

BYLAWS

Article I: Name

The name of the organization is Friends of Guinea, hereinafter referred to as “Friends of Guinea” or FOG.

Article II: Headquarters

The headquarters of Friends of Guinea shall be in the District of Columbia.

Article III: Mission and Purpose

1. Friends of Guinea is a nonprofit organization consisting mainly of current and former Peace Corps volunteers serving in Guinea, and their friends and families that aims to:
 - a. Be the networking resource for current and former Peace Corps Volunteers serving in Guinea.
 - b. Partner with Peace Corps Staff and Volunteers to provide information to prospective volunteers, support volunteer projects, and circulate information about current events in Guinea.
 - c. Work towards the long-term development of Guinea by supporting and initiating worthy projects.
 - d. Disseminate cultural information about Guinea, its people, and their customs in order to facilitate intercultural understanding.
2. Friends of Guinea shall not operate for profit, and no part of its merit income shall inure to the benefit of any individual; no part of its activities shall be the carrying-on of propaganda, or otherwise attempting to influence legislation; and Friends of Guinea shall not participate or intervene in any political campaign on behalf of any candidate for public office in either country, including the publishing or distributing of statements.
3. Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, dissolution of Friends of Guinea shall be authorized by a vote of the majority of the Board of Directors after all debts, obligations, and liabilities have been paid and discharged, or adequate provision has been made thereof, and there are no suits pending against the corporation in any court in respect of which adequate provisions has not been made for the satisfaction of any judgement, order, or decree which may be entered against it. In the event of dissolution of Friends of Guinea, any balance of unexpected funds or other assets in excess of liabilities shall be distributed to an organization or organizations qualifying as tax-exempt, non-profit, charitable, literary or educational organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (US), such organization or organizations to be chosen by the Board of Directors of Friends of Guinea or under comparable Guinean law.

Article IV: Membership

1. For the purpose of these by-laws, a member of Friends of Guinea is defined as any person who has registered with the organization as an interested party.

Article V: Board of Directors

1. Friends of Guinea shall be governed by a Board of Directors with a minimum number of five (5) and a maximum of ten (10) voting members.
2. Past Secretaries of Friends of Guinea who continue to be Members of Friends of Guinea shall automatically become ex-officio Members of the Board of Directors, without voting privileges.
3. All Directors shall serve a term of three years without compensation. No Director shall serve more than three consecutive terms.
4. The Directors shall determine their own procedures.

Article VI: Honorary Directors

The Board of Directors is authorized to admit by invitation Honorary Director(s) who shall enjoy all privileges of Friends of Guinea, except voting privileges. Honorary Directors may be asked by the Board of Directors President to serve in an advisory role either in their individual or collective capacity.

Article VII: Officers

1. Subject to action in accordance with these By-Laws by the membership of Friends of Guinea, the activities of Friends of Guinea shall be managed by officers, as outlined in paragraph 2.
2. The Board of Directors shall elect a Secretary, a Treasurer, a Membership Director, Communications Director, and an Advocacy Director. It is expected that Officers will be able to attend meetings of the Board of Directors and conduct other business as necessary to fulfil their responsibilities.
3. The Secretary shall be the Chief Executive of the organization, shall preside at all meetings of the Board, and shall act on behalf of the organization in any manner that is not contrary to the Articles of Incorporation, the By-Laws, or the majority decisions of the Board of Directors.
4. The Treasurer of the organization shall have authority over the financial matters of the organization as defined by rule and/or policy established by Board of Directors.
5. The Communications Director shall be responsible for maintaining communications regarding Friends of Guinea, including correspondence with members and other interested parties, development and distribution of the Friends of Guinea newsletter, and maintaining the Friends of Guinea website and social media sites. The Communications Director shall coordinate this work with the Newsletter Editor and Webmaster.
6. The Membership Director shall be responsible for maintenance of membership lists and promoting the growth of members.
7. The Advocacy Director shall promote the fiscal growth of Friends of Guinea that results in funding of activities that are aligned with the mission of Friends of Guinea, will serve as liaison with other Peace Corps affiliate groups and organizations, and will promote alliances and partnerships with organizations with similar interests.
8. All Officers shall actively assist in the management of the affairs of Friends of Guinea and assume the functions and responsibilities of the Secretary if requested, should the Secretary be absent or unable to act.

Article VIII: Election of Officers (Board of Directors)

1. All Directors shall serve a term of three years without compensation. No Director shall serve more than three consecutive terms. Election of Directors shall be made by electronic ballot on or about October 1 of each year with terms to begin the first Board Meeting following the election.
2. Whenever a vacancy shall occur in the Board of Directors, the Board of Directors shall direct the Nominations Committee to nominate a member to fill the vacancy.
3. The Board of Directors shall strive to stagger the terms of elected and selected Directors.

4. The Board may, by majority vote, remove officers who do not fulfill their obligations.

Article IX: Meetings

1. The Board of Directors shall meet at least twice a year. Notice of all meetings of the Board of Directors shall be sent electronically to Directors at least fourteen (14) days prior to the date of the meeting. The notice of the meeting shall contain the date, time, and location of the meeting, and the object for which the meeting has been called.
2. The presence of a simple majority of voting members shall constitute quorum.
3. Special meetings of all members of Friends of Guinea may be called at any time by the Board of Directors.
4. Notice of special meetings of all member meetings of Friends of Guinea shall be sent electronically to the membership at least thirty (30) days prior to the date of the meeting. The notice of the meeting shall contain the date, time, and location of the meeting, and the object for which the meeting has been called.
5. The presence of a majority of voting members of the Board of Directors plus ten (10) general members of Friends of Guinea shall constitute quorum at a special meeting.
6. All members shall be entitled to vote at a special meeting.

Article XI: Voting

Except as otherwise provided by these By-Laws, all decisions shall be by majority of those present and voting.

Article XII: Fiscal Year

The fiscal year of Friends of Guinea shall be from January 1 to December 31.

Article XIII: Amendments

1. Any amendments to these By-Laws may be proposed by the Board of Directors, or may be in the form of a proposal to the Secretary signed by at least ten (10) members.
2. The Board of Directors shall present such amendments to the membership for vote, with or without a Board recommendation or endorsement.
3. The vote on such amendments shall be by electronic ballot of the membership.
4. If two-thirds of the votes of the members voting are in favor of an amendment, it shall be adopted.
5. Unless otherwise provided for in the amendment, the amendment shall become effective thirty (30) days after the ballot proposing its adoption is disseminated to the membership.

Article XIV: Non-Discrimination

Friends of Guinea subscribes to the policy of equal opportunity and will not discriminate on the basis of gender, age, disability, race, color, religion, marital status, national or ethnic origin, or sexual orientation.

History

Adopted: August 26, 2016

Technical corrections: March 14, 2017

Amendments: