

Bylaws of Verbree International

Last updated: 08 January 2005

Article I – Name and Purpose

Section 1 - Identification

The name of the organization is Verbree International, hereinafter referred to as the Corporation.

Section 2 - Purpose

The primary purpose for which the Corporation is organized is to love and serve the impoverished by instilling hope, promoting sustainable livelihoods, and teaching the ability to cope with changing conditions principally through grass-roots development in third-world countries.

The secondary purpose for which the Corporation is organized is to improve awareness of the situations of the impoverished that live in other regions of the world and to create a relationship between those of differing socio-economic and cultural backgrounds to mutually benefit one another.

The Corporation is organized exclusively for charitable purposes, 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 the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article II – Offices

Section 1 - Principal Office

The principal office for the Corporation is located in Kentwood, Michigan or such other place as designated by resolution of the board of directors of the Corporation.

Section 2 – Regional Offices

The board of directors may also elect to open other offices of the Corporation both within and without the state of Michigan to conduct the business of the Corporation.

Article III – Board of Directors

Section 1 – Purpose

The board of directors shall be responsible for guiding the overall planning and strategy of the Corporation, setting policy, authorizing programs and projects, and staffing with the approval of the Executive Director. Any expenditure that exceeds the budgets of approved programs, projects, or staffing must be approved by a two-thirds majority vote of the quorum as defined in Article III, Section 5 below.

The board of directors shall consist of no fewer than three (3) people and no more than eight (8) people who need not be residents of the state of Michigan.

Section 2 – Terms of Board Members

The terms of the board members shall be limited to a maximum of two consecutive terms of three years each.

Section 3 – New Board Members

The Board of Directors shall be a self-perpetuating board. New board members may be nominated by any member of the existing board of directors or the Executive Director of the Corporation. Additionally, the board of directors may elect a board committee to put forth nominations for new members. New board members shall be elected by a two-thirds vote of all board members.

Section 4 – Removal of Board Members

Board members who miss three consecutive board meetings shall be removed. Board members may be removed by a two-thirds vote of all other board members if they conduct a breach of confidentiality, fail to disclose a conflict of interest, or fail to exercise the duties of their board position. A board member may resign at any time with a written notice to the Secretary.

Section 5 – Quorum

Two-thirds of the board members must be present for the board to conduct official business, hereinafter, referred to as the quorum. A real-time presence either by teleconference or via the Internet is acceptable.

Section 6 – Board Meetings

The board of directors shall meet a minimum of once a year. The board president, the Executive Director, or a two-thirds majority of all board members can call for a special meeting. Board members shall be notified by mail, telephone, e-mail or fax at least fourteen (14) days before each board meeting. Whenever possible, board members shall be given advance notice of tentative dates and times for future board meetings.

Section 7 – Voting

The voting method of the board will either be open by a show of hands or closed by anonymous ballot. The President will determine the voting method on a per vote basis. A passing vote requires approval of two-thirds majority of the quorum.

Section 8 – Compensation

Board members shall not be compensated for their service except for reimbursement of reasonable expenses.

Section 9 – Communications

All formal written communications must be approved by a two-thirds majority open vote of the quorum. All votes shall be recorded in the minutes of the board meeting and the President of the board shall sign the communications on behalf of Verbree International. The secretary shall file a certified copy of all communications.

Article IV – Officers of the Board

Section 1 - President

The President calls and presides over board meetings, appoints committee chairpersons as necessary, works with the Executive Director to guide the Corporation, and acts as public spokesperson for the Corporation in the absence of the Executive Director.

Section 2 - Vice-President

The Vice-President calls and presides over board meetings in the absence of the President.

Section 3 - Treasurer

The Treasurer shall make regular financial reports to the board and make any requested financial information available to the board and the public. The Treasurer shall also be responsible for signing on behalf of the board of directors for approval of all programs, projects, and staffing.

Section 4 - Secretary

The Secretary maintains the Corporation's official records, oversees the taking of board meeting minutes, sends out meeting announcements, distributes copies of minutes and the agenda to each board member, and ensures that necessary reports and filings to state and federal authorities are made in a timely manner.

Section 5 – Director of Public Relations

Director of Public Relations will be responsible for maintaining relationships with supporters, representing the views and opinions of supporters at board

meetings, scheduling public events and fund-raisers, and ensuring sufficient and up-to-date publications.

Article V – Director and Staff

Section 1 – Executive Director

The Executive Director has day-to-day responsibility for the Corporation, including carrying out the Corporations' goals and board policies. The Executive Director will report to the President of the board, answer all questions of board members, and carry out the duties described in the job description including resolving staff conflicts.

Section 2 – Assistant Director

The Assistant Director will control the day-to-day operations of the Corporation in the absence of the Executive Director.

Section 3 - Staff

Staff will report to the Executive Director or to a senior staff member selected by the Executive Director and approved by the board. The Executive Director will mediate staff conflicts unless the conflict concerns a senior staff member or the termination of a staff member. In such case, the board shall be convened to hear all sides and take action to resolve the dispute.

Article VI – Board Committees

Section 1 – Committees

The President of the board may establish special pro tem or standing committees to undertake designated responsibilities on an as-needed basis.

Article VII – Amendments to the Bylaws

Section 1 - Amendments

These bylaws may be amended when necessary by a two-thirds majority vote of all board members. The board of directors shall review these bylaws on an annual basis.