

RUSEAS BROTHERSISTER FOUNDATION INC.

BYLAWS

Ruseas BrotherSister Foundation Inc.
INDEX of ARTICLES of BYLAWS

Article No.

- I. Name**
- II. Purpose**
- III. Membership**
- IV. Board of Directors**
- V. Meeting of the Board of Directors**
- VI. Officers**
- VII. Vacancies, Resignation and Removal of Officers and Directors**
- VIII. Committees**
- IX. Administration and Financial Provisions**
- X. Amendments of Bylaws**
- XI. Amendments of Articles of Incorporation**
- XII. Indemnification**
- XIII. Nonprofit Status Requirements**
- XIV. Counterterrorism and Due Diligence Policy**

Article I -Name

The name of this non-profit corporation is Ruseas BrotherSister Foundation Inc., herein referred to as the “Foundation,” incorporated under laws of the State of Florida. The business of the Foundation may be conducted as Ruseas BrotherSister Foundation or Ruseas BROSIS.

Article II - Purpose

2.1 Purpose.

2.1.1. The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 [c] [3] of the Internal Revenue Code of 1986, as amended, herein referred to as the “code.

2.1.2. The specific and primary purpose of the Foundation is to support Rusea’s High School based in Hanover, Jamaica, its students and its community.

2.1.3. Notwithstanding any other provision of these Bylaws, the Foundation will not engage in any activity or exercise any power that is not in furtherance of a charitable or education purpose, and will not carry on any activity not permitted to be carried on (i) by an organization exempt from federal income taxation under Section 501 [c] [3] of the Code, or (ii) by any organization contributions to which are deductible under Section 170 [c] [2].

2.1.4. No part of the activities of this Foundation will consist of carrying on propaganda or otherwise attempting to influence legislation, and the Foundation will not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Article III - Membership

3.1.1. Voting Rights. The Foundation shall have no members who have any right to vote or title or interest in or to the Foundation and its properties. All voting rights shall reside with the Board of Directors.

3.1.2. Nonvoting Affiliates. The Board of Directors might, from time to time, specify titles or designations applicable to friends and supporters that seek to support the mission of the Foundation and might use the term “member.” Such designation shall not create in any person rights of voting or time or interest in or to the Foundation and its properties.

3.1.3. Dues. Any dues for affiliates shall be determined by the Board of Directors.

Article IV - Board of Directors

4.1 General Powers

Except as provided in the Articles of Incorporation or these Bylaws, all corporate powers, affairs, and finances of the Foundation shall be managed under the authority of the Board of Directors.

4.2 Number and Qualifications.

4.2.1. The Board shall include a minimum of five (5) and a maximum of fifteen (15) Directors elected by the Board of Directors.

4.2.2. Directors of the Board shall be:

4.2.3. At least 18 years of age;

4.2.4. Anyone who has attended Rusea’s High School, whether graduating or not;

4.2.5. Former members of the administration, faculty and staff of the school;

4.2.6. Supporters of the school recommended to the Board of the Foundation;

4.2.7. Subject to appropriate vetting and background check.

4.3 Term.

4.3.1. Directors shall serve two-year terms, selected in such a way as to allow approximately one-third of them to be replaced each year. However, the term may be extended until a successor has been elected.

4.3.2. Each Director's term commences on July 1 and terminates on June 30 of the applicable year.

4.3.3. There shall be no limit on the number of successive terms that Officers and Board members of the Foundation may serve.

4.3.4. The Board of Directors may fill the unexpired term of any voting Board member elected by the Board who is unable to complete his or her term of office.

4.4 Nomination and Election.

4.4.1. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in July of each year.

4.5 Nondiscrimination.

4.5.1. All Directors, officers, committee members, employees, and persons served by this Foundation shall be chosen and accepted without discrimination on the basis of race, religions, national origin, ethnicity, sex, sexual orientation, physical challenges, age, or any other legally barred basis.

4.6 Conflict of Interest.

4.6.1. The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Foundation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

4.7 Liability.

4.7.1 No Director will be personally liable to the Foundation or the members, if any, for monetary damages for conduct as a Director; however, this Section 4.7 will not eliminate or limit the liability of a Director for (i) any act or omission occurring prior to the effective date of these Bylaws, (ii) any breach of the Director's duty of loyalty to the Foundation, (iii) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, and (v) any transaction from which the Director derived an improper personal benefit.

4.8 Compensation.

4.8.1 No Director shall receive compensation for service on the Board; however, the Board may provide reimbursement for expenses incurred by a Director in performance of service to the Board.

Article V - Meetings of the Board of Directors

5.1 Frequency.

5.1.1 The Board of Directors shall meet at least three (3) times a year

5.2 Special Meeting.

5.2.1 Special meetings of the Board shall be called by the President, Vice President, Secretary, Treasury or any two (2) other directors of the Board of Directors. Notice of special meetings shall be provided to each Director at least ten (10) days before the meeting.

5.3 Quorum.

5.3.1 A majority of the members of the Board constitutes a quorum and is necessary to transact business.

5.5 Voting Requirements.

5.5.1. Majority Vote. A simple majority vote of the quorum at any Board meeting shall decide all questions except removal of Directors and Officers, Amendments to the Bylaws, and Articles of Incorporation

which shall require a two-thirds majority vote of the quorum of Directors.

5.5.2. Hung Board Decisions. In the event that directors of the board are unable to make a decision based on a tied number of votes, the President or Vice President in the order of presence shall have the power to swing vote based on his/her discretion.

5.5.3. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Article VI - Officers

6.1 Responsibilities.

6.1.1 All Officers are responsible to the Board.

6.2 Officers.

6.2.1 The Officers of the Foundation are the President, Vice President, Treasurer and Secretary, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. The Board of Directors may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the Foundation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

6.3 Qualifications and Term of Office.

6.3.1 All Officers shall be members of the Foundation who qualify for membership under Section 3.1. The term of an office shall be two years, commencing July 1 and concluding on June 30.

6.4 President.

6.4.1 The President shall: lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings

of the Board, and perform such other duties which may be assigned by the Board or which usually pertain to said office.

6.5 Vice President.

6.5.1 The Vice President shall: in the absence of the President, perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President.

6.6 Treasurer.

6.6.1 The Treasurer shall: oversee and keep the Board of Directors informed of the financial condition and affairs of the Foundation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and financial condition of the Foundation are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. Any investment policies for funds and securities of the Foundation shall be approved by the Board and shall be developed and implemented by the Treasurer or designated committee. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or agents to assist in performance of all or parts of the duties of the Treasurer.

6.7 Secretary.

6.7.1 The Secretary shall: serve as Secretary to the Board and keep a book of minutes of all meetings and actions of Directors and committees of Directors. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or parts of the duties of the Secretary.

6.8 Non-Director Officers.

6.8.1 The Board of Directors may designate additional officer positions of the Foundation and may appoint and assign duties to other non-director officers of the Foundation.

Article VII - Vacancies, Resignation and Removal of Officers and Directors

7.1 Resignation.

7.1.1 Any Officer or Director can resign at any time by delivering written notice to the President, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.2 Removal.

7.2.1 Any Officer or Director elected or appointed by the Board may be removed from office by the Board, with or without cause, by the affirmative vote of two-thirds of the Board. Prior to any action being taken by the Board to remove an Officer or Director from office, the Officer or Director must be given at least ten (10) days prior notice of the proposed action and the date of the meeting at which the proposed action will be voted upon.

7.3 Unexpired Term.

7.3.1 A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause can, upon nomination of the Nominating Committee, be filled by the Board for the unexpired portion of the term or for the new term established by the Board.

Article VIII - Committees

8.1 Committees.

8.1.1. The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one (1) or more directors, to serve at the pleasure of the Board.

8.1.2. No committee shall have the authority to bind or act on behalf of the Board except as may be specifically provided by these Bylaws.

8.1.3. The term of a committee Chair and a committee member shall be two (2) year. Committee Chairs and members may serve more than one term as committee Chairs and members.

8.1.4. Committees shall meet as necessary to carry out their duties.

Article IX - Administration and Financial Provisions

9.1 Fiscal Year.

9.1.1 The fiscal year of the Foundation shall be July 1 through June 30.

9.2 Books and Records.

9.2.1 The Foundation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Foundation shall keep a copy of the Foundation's Articles of Incorporation and Bylaws as amended to date.

Article X - Amendments of Bylaws

10.1.1. These Bylaws can be amended or repealed by a two-thirds majority at a meeting of the Directors of the Board duly called for such purpose and at which a quorum is present or by majority of the entire Board at any meeting thereof. Written notice of the meeting, together

with the proposed amendment(s) or repealing language shall be mailed to members at least ten (10) calendar days prior to the meeting. Upon adoption of an amendment to the Bylaws, the Secretary can correct punctuation, grammar, numbering or form where appropriate in the Bylaws, if the correction does not change the meaning.

Article XI - Amendments of Articles of Incorporation

11.1.1. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the Board of Directors.

Article XII - Indemnification

12.1.1. The Foundation shall indemnify Officers and Directors made a party to a proceeding because the individual is or was an Officer or Director against liability incurred in the proceeding if: the conduct of the individual was in good faith; the individual reasonably believed that the individual's conduct was in the best interest of the Foundation, or at least not opposed to its best interest; and in the case of any criminal proceeding, the individual had no reasonable cause, such indemnification shall include reasonable expenses incurred in the defense of such a proceeding.

Article XIII - Nonprofit Status Requirements

13.1 Dissolution.

13.1.1 Upon termination or dissolution of the Foundation, the Board of Directors shall, after paying or making provision for all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation, or to such organization or organizations organized and operated exclusively to advance the case of Rusea's High School through alumni involvement as shall at the time qualify as an exempt organization or organizations under Section 501 [c] [3] of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of to such organization or organizations organized or operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as

an exempt organization or organizations under Section 501 [c] [3] of the Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

13.2 Earnings.

13.2.1 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors officers, members or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 hereof. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted by the corporation exempt from federal income tax purposes under Section 501 [c] [3] of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Article XIV - Counterterrorism and Due Diligence Policy

14.1.1 In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Foundation shall stipulate how the funds will be used and shall require the recipient to provide the Foundation with detailed records and financial proof of how the funds were utilized. The Foundation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorists financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, hereby certify that the above stated Bylaws of the Ruseas BrotherSister Foundation Inc. were adopted and approved by the Board of Directors on June 13, 2020 and constitute a complete copy of the Bylaws of the Foundation.

Troy Malcolm, President

Shana Dunkley, Secretary