

AMERICANS FOR PERMANENT PEACE IN AFGHANISTAN

Bylaws

Article 1: Principal Office and Registered Agent

- A. **Principle Office:** The principal office of Americans for Permanent Peace in Afghanistan, a nonprofit corporation incorporated under the laws of the state of North Carolina (hereinafter known as APPA), shall be in the state of North Carolina.
- B. **Other Offices:** APPA may have such other office or offices at such suitable place or places within or without the state of North Carolina as may be designated from time to time by the Board of Directors of APPA.
- C. **Registered Agent:** APPA shall have and continuously maintain a registered office in the state of North Carolina and the Board of Directors of APPA shall appoint and continuously maintain in service a registered agent in the state of North Carolina, having a business office identical with the registered office, who shall be an individual resident of the state of North Carolina or a corporation, whether for profit or not for profit.

Article II: Purposes

The purpose of APPA is:

1. To help rebuild Afghanistan through social, educational, and economic development.
2. To advocate for the aid needed to rebuild Afghanistan.
3. The Afghan-American members of APPA feel especially qualified to offer the United States and Afghanistan:
 - a. Our influence as citizens and residents of the U.S.A. in the process of forming public policy.
 - b. Our assistance as bridge-builders across cultures through our bi-cultural insights.
 - c. Our assistance in helping the U.S.A. to create a positive image in Afghanistan and in the surrounding region.

These contributions by APPA will provide the foundation for political stability, women's rights, and democracy in Afghanistan.

ARTICLE III: Board of Directors

- A. **General Authority:** There shall be a Board of Directors of APPA, which shall manager, Supervise, and control the business, property, and affairs of APPA. The Board of Directors shall be vested with the powers possessed by APP itself, including the powers to determine the policies of APPA and prosecute its purposes, to appoint and remunerate agents and employees, to manager and disburse the funds of APPA and to adopt such rules for the conduct of its business, responsibility, and authority as shall be deemed advisable, insofar as such, delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or these Bylaws of APPA, (in their present form or as they may be amended) or to any applicable law.
- B. **Specific Authority:** Without limiting the generality of the foregoing, the Board of Directors of APPA shall be responsible for developing and reviewing the programs and other activities, and the fiscal policies of APPA.
- C. **Election and Composition of the Board of Directors:** All elected officers shall be automatic members of the Board of Directors. The membership shall elect all other directors annually as part of the same process for electing officers (See Article IV-B)
- D. **Committees:** The Board shall designate and appoint, by resolution, any committee or committees for such purposes as the Board may from time to time deem proper.
- E. **Membership:** The Board of Directors of APPA, other than the President, shall be composed of no fewer then seven (7) persons. The exact number shall be determined each year by the President.
- F. **Term of Office:** All board members will serve a two-year term except during the first year, when one-half of the members will serve for one year and one-half will serve for two years. The interim board will serve for the first six months, after which board members will be elected for the first full term.
- G. **Vacancies:** Any vacancy on the Board of Directors, as occurs by reason of conclusion of term resignation, death, incapacity, of the like of a member thereof, shall be filled by appointment of the Board of Directors, and any such person shall serve the remainder of the term.
- H. **Resignation and Removal:**
 - a. Any director may resign at any time by giving written notice to the President of APPA. Such resignation shall take effect at the time specified therein, of, if no time is specified, at the time of acceptance thereof as determined by the President of APPA.

- b. Any Director may be removed by action of a majority of the Board of Directors of APPA.
- I. Meetings:** Meetings shall be held monthly unless voted otherwise by the Board.
- J. Special Meetings:** Special meetings of the Board of Directors may be called at the direction of the president of APPA or by three of the directors, to be held at such time, day and place as shall be designated in the notice of the meeting.
- K. Notice:** Written notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten days previous thereto by notice sent by mail or electronic means to each director at his or her address as shown by the record of APPA. If mailed, such notice shall be deemed delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when transmitted. The purpose of purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of a meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- L. Quorum:** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. They may be attending in person or represented by a signed proxy.
- M. Manner of Acting:** The act of a majority of directors in person or represented by signed proxy at a meeting of the Board of Directors, or in writing approved by a quorum without a meeting (included by mail ballot) shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommend
- N. Presumption of Assent:** A director of APPA present at a board meeting at which action on any APPA matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, unless he/she forwards such dissent by registered mail to the Secretary of APPA immediately after the adjournment of the meeting. A director who voted in favor of such action may not dissent.
- O. Compensation:** No director shall be entitled to, or shall receive any compensation for attending meetings of the Board of Directors. However, the Board of Directors may elect to reimburse the expenses of a director, but not to pay the director any wages; salary or other compensation for services rendered as a director and provided said expenses are incurred in providing services to APPA which are customarily performed with

reimbursement of expenses. Nothing herein contained shall be construed to preclude any director from serving APPA in any other capacity and receiving compensation therefore.

P. Loans: No loans shall be made by APPA to any of its directors or officers.

Article IV: Officers

A. Officers: The officers of APPA shall consist of a President, Vice President, a Secretary, and Treasurer and may include such other officers as may be selected by the Board of Directors with such powers and duties, not inconsistent with these Bylaws, as the Board may determine. One person may not hold more than one office.

B. Election of Officers and Directors:

1. The officers and directors shall be elected by the members. Such election shall normally take place at the annual meeting of APPA. In a case where more than one person shall be nominated for the office, votes shall be cast by secret ballot. In case of a tie ballot, the President of APPA shall declare the election for the position(s) void and additional nominations shall be called for before another vote is taken. If more than two candidates are nominated and there is a tie between two of these candidates having the most votes, then the candidate(s) with the least number of votes shall withdraw and the elections shall be conducted again.
2. Nominations of candidates for officers and directors shall be made by a nominating committee appointed by the Board. All members of the nominating committee shall also be board members. The nominating committee shall report the names of the consenting nominees to the Board of Directors at the next Board meeting.
3. At the annual APPA meeting, the President shall give opportunity for nomination from the floor; following with all nominations will be closed. The election then proceeds pursuant to Article IV, B (1).

C. Term of Office. The officers of APPA shall be installed at the meeting at which he or she is elected and shall hold office for two years, until the annual meeting occurring during the final year of his/her term or until his/her successor shall become qualified and duly elected.

D. Resignation and Removal: An officer may resign at any time by giving written notice to the President of APPA. Such resignation shall take effect at the time specified therein or, if not time is specified, at the time of acceptance thereof as determined by the

President. An officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present.

- E. Vacancies:** In case of resignation of any officer of APPA or, if for any other reason including conclusion of term, ineligibility or removal, an officer is unable to complete his/her term on the Board of Directors, the Board shall appoint a successor to complete the remainder of the term. In case an officer relinquished the office without resignation from the Board of Directors, the Board shall elect a new officer.
- F. President:** The President of APPA shall be the presiding officer of the Board of Directors, and shall be responsible for policy and strategic planning. The President shall prepare the agenda for all meetings of the Board of Directors. He/She shall be an ex-officio member of Board committees except the nominating committee. He/She shall have all powers and shall perform all duties commonly incident to and vested in the office of President of a corporation, including but not limited to being the chief executive officer of APPA, and having general knowledge of and responsibility for the supervision of the affairs of APPA.

Notwithstanding the foregoing, the President of APPA shall have the following specific powers and duties.

1. Shall supervise operational planning and execution.
 2. Shall be an ex-officio member without vote of all committees and teams of APPA except the nominating committee.
 3. May endorse for collection on behalf of APPA, checks, notes and other obligations.
 4. Shall sign, in the name of and on behalf of APPA any contracts or agreements which the Board of Directors may authorize.
 5. Shall perform such other duties as the Board of Directors may from time to time designate.
- G. Vice President:** In the event of the absence, inability, or death of the President, the Vice President shall have all the powers and perform all the duties of the President. The Vice President shall perform such other duties as from time to time may be designated by the President or by the Board of Directors.
- H. Secretary:** The Secretary of APPA shall have all powers and shall perform all duties commonly incident to and vested in the office of the secretary of a corporation including the following duties and responsibilities:

1. Shall attend all meetings of the Board of Directors and obtain minutes of such committees as may be duly appointed, and be responsible for keeping, preserve books of APPA and distributing true minutes of the proceedings of all such meetings.
 2. Shall assure that all notices are given in accordance with the Bylaws.
 3. Shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have custody of the corporate documents and seal.
 4. Shall also perform such other duties as the Board of Directors may from time to time designate.
- I. Treasurer:** The Treasurer of APPA shall have all powers and shall perform all duties commonly incident to and vested in the office of the treasurer of a corporation including the following duties and responsibilities:
1. Shall be responsible for, subject to the direction of the Board of Directors, developing and reviewing fiscal policies of APPA.
 2. Shall assure that all monies of APPA are deposited in a bank or trust company approved by the Board of Directors and that authorized disbursements are made therefrom.
 3. Shall render a report of the finances of APPA at the monthly meeting of the Board or whenever requested by the Board of Directors, showing all receipts and expenditures of the current year and bank balances to date
 4. Shall have the custody of all funds, securities, and other property of APPA, subject to such rules as may be imposed by the Board of Directors.
 5. May endorse for collection on behalf of APPA checks, notes and other obligations, and shall deposit the same to the credit of APPA at such bank or banks or depositories as the Board of Directors may designate.
 6. Shall sign all receipts and vouchers, together with such other officer or officers, if any, as shall be designated by the Board of Directors
 7. Shall enter regularly on the books of APPA to be kept by him or her for the purpose, a full and accurate account of all monies and obligations received and paid or incurred by him or her for an account of APPA, and shall be responsible to see that annual financial statements are prepared, and shall exhibit such books at all reasonable time to any director on application at the office of APPA.

- J. Bonding:** Any of all officers of APPA shall be required to have bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require or obtain.

Article V: Fiscal Year

The fiscal year of APPA shall coincide with the calendar year unless otherwise ordered by the board of directors.

Article VI: Seal

The Board of Directors of APPA may provide a corporate seal that shall be in such form as determined by the Board of Directors.

Article VII: Indemnification

- A.** APPA indemnities each member of its Board of Directors, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in the Bylaws, in a manner as to the extent permitted by applicable law.
- B.** APPA indemnification of each of its Directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such acting or proceeding, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been a director or officer and acting with the scope of his or her official duties, but only when the determination shall have been made judicially that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interest of APPA and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. All determination in the foregoing the Board of Directors shall rely on the advice of independent legal counsel on questions involved.
- C.** Every reference in Article VII to a member of the Board of Directors or officer of APPA shall include every director and officer thereof or a former director and officer thereof. This indemnification shall apply to all the expenses described above whenever arising, allowable as above stated. The right of indemnification therein provided shall be in addition to any and all right to which any director or officer of APPA might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such rights.

- D.** The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or willful misconduct in the performance of a duty or a knowing violation of the criminal law. APPA my purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

Article VIII: Limitation on Activities

APPA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and not part of the net earnings of APPA shall inure to the benefit of or be distributable to its directors, officers, other private individual or organizations organized and operated for profit, except that APPA is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes.

Article IX: Dissolution

On dissolution or final liquidation of APPA, any remaining assets, after payment of the making of provision for payment of all of the lawful debts and liabilities of APPA, be distributed to one or more regularly organized and qualified charitable, educational or scientific organizations to be select by the Board of Directors in conformance with the Articles of Incorporation of APPA.

Article X: Amendments to Bylaws

These Bylaws may be amended or repealed by an affirmative vote of two-thirds of the voting membership of the Board of Directors present at a meeting of the Board. A copy of the exact wording or a summary of an amendment to be considered at a meeting shall be mailed to each, member of the Board at least ten days prior to the date of the meeting, as part of the notice of such meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

Article XI: Amendments to Article of Incorporation

The Articles of Incorporation of APPA may be amended or repealed by an affirmative vote of two-thirds of the voting, members of the Board of Directors present at a meeting of the Board. A copy of the exact wording or summary of an amendment to be considered at a meeting shall be mailed to each member of the Board at least ten days prior to the date of the meeting, as part of

the notice of such meeting. An amendment so made shall be effective immediately after adoption unless and effective date is specifically adopted at the time the amendment is enacted.

Article XII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, 1990 Edition, 9th Edition, shall govern the Board in cases to which they are applicable and in which they are not inconsistent with the Bylaws and special rules of order the Board may adopt.