

**AMENDED AND RESTATED BYLAWS  
OF  
FRIENDS OF LIBERIA, INC.  
(a District of Columbia nonprofit corporation)**

**ARTICLE I.  
NAME**

The name of the Corporation is Friends of Liberia, Inc. (the "*Corporation*").

**ARTICLE II.  
OFFICES**

The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors of the Corporation (the "*Board*") shall designate.

**ARTICLE III.  
PURPOSES**

The purpose of the Corporation shall be as provided in its Articles of Incorporation and shall include, without limitation, positively affecting Liberia and Liberians through educational, social, economic and humanitarian programs and through advocacy efforts. The aims of the Corporation are to be carried out through any and all lawful activities, including others not specifically stated in the Articles of Incorporation but incidental to the stated aims and purposes, provided that any such activity shall conform to any applicable restrictions or limitations set forth in the Corporation's Articles of Incorporation or which are imposed on corporations described in Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (referred to herein as the "*Code*"), that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055 and 2522 of the Code.

**ARTICLE IV.  
NO MEMBERS**

The Corporation shall have no "members", as such term is defined in the District of Columbia Nonprofit Corporation Act of 2010.

**ARTICLE V.  
BOARD OF DIRECTORS**

1. General. The affairs of the Corporation shall be managed by a board of directors, each of whom shall be of legal age. Directors need not be residents of the District of Columbia.

2. Number. There shall be no fewer than seven (7) directors and no more than fifteen (15) directors. All officers, program heads (as described below) and committee chairs (as described below) of the Corporation shall be members of the Board. The number of directors of the Corporation that shall constitute the Board shall be as determined from time to time by resolution adopted by the affirmative vote of the Board, but no decrease in the number of directors shall shorten the term of any incumbent director. All directors shall have equal and full voting responsibilities as members of the Board.

3. Election and Term. Directors shall be elected at annual meetings of the Board for terms not to exceed three (3) years. Each director shall hold office until the expiration of the term for which he/she is elected, and thereafter until his/her successor has been elected and qualified, or until removed as provided in Section 6 of this Article below. The board can set the limit on the number of terms to be served. Each director shall be entitled to one vote, and the result will be determined by the majority of the votes cast.

4. Vacancy. Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by the remaining directors at any regular or special meeting.

5. Resignation. Any director may resign at any time by giving written notice to the President, the Secretary or the Board Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

6. Removal. Any one or more of the directors may be removed at any time by the affirmative vote of at least two-thirds (2/3) of the directors at a special meeting of the Board called expressly for that purpose or at a regularly-scheduled meeting of the Board at which the proposed removal of the director is expressly noticed

7. Committees. The Board, by resolution adopted by a majority of the Board, may create committees as from time to time the Board deems necessary or appropriate to further the purpose of Corporation. Such committees shall consist of two (2) or more persons, who may or may not be directors, and the Board may delegate to such committee or committees all such authority of the Board that it may legally delegate. Each committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the committees.

## **ARTICLE VI.**

### **MEETINGS OF THE BOARD**

1. Place of Meetings. The meetings of the Board shall be held at any place within or without the United States that the Board may from time to time designate.

2. Regular Meetings. An annual meeting of the Board shall be held each year at such time and place as shall be determined by the Board for the election of officers and directors and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times as may be determined by the Board.
3. Special Meetings. Special meetings of the Board may be called at any time by the President or by two (2) or more directors.
4. Notice Requirements. Notice of annual meetings and of any special meetings, setting forth the place and the day and hour of the meeting, shall be given to each director, by any usual means of communication, not less than thirty (30) days before the meeting if sent by mail and at least fifteen (15) days previously thereto if delivered by courier, telecopier, or other electronic means (including e-mail) to each director at such director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is by telecopier or other electronic means (including e-mail), such notice shall be deemed to be delivered when transmitted. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice of such meeting, unless specifically required by law or these bylaws.
5. Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Whenever the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.
6. Quorum. At all meetings of the Board, one-half of the total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum. A Board director may designate a proxy to stand in at a Board meeting if he/she notifies the Board prior to the meeting and other directors have no objection. Such proxies will have the same voting rights as the Board director replaced.
7. Voting of Directors. The vote of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these bylaws.
8. Presumption of Assent. A director who is present at a meeting of the Board shall be presumed to have concurred in any action taken at the meeting unless he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting, and his/her dissent or abstention from the action taken is entered in the minutes of the meeting, or he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

9. Action by Consent. Action required or permitted under District of Columbia law to be taken at a Board meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken is effective when the last director signs the consent, unless the consent specifies a different effective date.

10. Media Meeting Allowed. Participation by members of the Board or any committee designated by the Board in any meeting of the Board or committee by means of any communications equipment, by means of which all persons participating in the meeting can hear each other, shall be permitted. Participation in such a meeting pursuant to this Section of this Article shall constitute presence in person at such meeting.

## **ARTICLE VII. COMPENSATION OF DIRECTORS**

Directors as such shall not receive any compensation for their services as directors, but the Board may on occasion, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation.

## **ARTICLE VIII. OFFICERS**

1. Titles of Officers. The Corporation shall have a Board Chair, a President, a Vice President, a Secretary, a Treasurer and such other officers as are elected. One person may be elected to more than one office, except that the offices of President and Secretary or Treasurer may not be held by the same person.

2. Election. All officers shall be elected or appointed by the directors of the Corporation at the annual meeting of the Board and shall be members of the Board. If the election of officers shall not be held at such meeting, such election shall be as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board.

3. Term of Office. The officers of the Corporation shall be elected for terms consistent with their terms as members of the Board. Each officer shall hold office until the expiration of the term for which he/she is elected and thereafter until his/her successor has been elected or appointed and qualified, except where removed from office as hereinafter provided. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

4. Removal. Any officer may be removed by the vote of a majority of the entire Board whenever in its judgment the best interests of the Corporation will be served thereby.

5. Duties. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation, in addition to those described in these bylaws, as usually appertain to such officers of nonprofit corporations, except as may be otherwise prescribed by the Board. The following specific authority and duties are set forth as to the Board Chair, President, Vice President, Secretary and Treasurer:

(a) Board Chair. The Board Chair shall generally supervise, direct and manage all the activities of the Board of Directors. The Board Chair shall provide overall leadership to the Board, shall serve at the discretion of and with the approval of the Board, and shall work closely at all times with the President (if not the same person). The Board Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other Officers to preside, in the absence of the Board Chair, at each meeting of the Board, in the following order of availability: President, Vice President, Secretary, and Treasurer

(b) President. The President shall be the chief executive officer of the Corporation and head the Governance Committee. Within the policies and objectives prescribed by the Board he/she shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. He/she shall have the power to execute, on behalf of the Corporation, bonds and mortgages and all other contracts and documents. In addition, he/she shall have the power to execute documents where by law the signature of the President is required except where otherwise limited in these bylaws or by action of the Board. In general, he/she shall have all powers and shall perform all duties usually vested in the office of the president and chief executive officer of a corporation, subject to the right of the Board to delegate powers to other officers or committees of the Corporation, except those powers that may be exclusively conferred by law upon the office of the President.

(c) Vice President. The Vice-President shall assist the President in his or her duties and shall have such other specific duties and responsibilities as may be designated by the President from time to time. The Vice-President shall monitor the work of Committees to ensure that milestones are met and report challenges to the President between meetings of the Board. The Vice-President shall assume the duties and responsibilities of the President should the President be absent or unable to act.

(d) Secretary. The Secretary of the Board shall keep minutes of the meetings of the Board, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

(e) Treasurer. The Treasurer shall have the custody of all funds and securities of the Corporation and shall keep proper accounts of same; when necessary or proper, he/she shall endorse, on behalf of the Corporation, all checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks as the Board may designate. He/she shall enter regularly in the books of the Corporation to be kept by him/her for that purpose a full and accurate account of all monies received and paid out by him/her on account of the Corporation, and he/she shall at all reasonable times exhibit his/her books and accounts to any director upon

application at the office of the Corporation during business hours. He/she shall perform all acts incident to the position of the treasurer, subject to the control of the Board.

6. Compensation. Officers shall not receive any compensation for their services as officers of the Corporation.

**ARTICLE IX.**  
**PROGRAM AREAS AND COMMITTEES**

1. The Corporation will effect the implementation of its aims and objectives primarily through the work of four program areas and four committees. The four program areas shall be (i) health, (ii) education, (iii) entrepreneurship and (iv) program grants. Each of these program areas shall be headed by a member of the Board of Directors. The four committees shall be (i) finance, (ii) communications, (iii) development, and (iv) membership. The finance committee shall be chaired by the Treasurer and the other committees shall be chaired by other members of the Board of Directors. Program heads and committee chairs will be elected by vote of the Board. The Board may increase or reduce the number of program areas and committees set forth in these Bylaws at any time. Committee chairs may appoint individuals to serve on their committees, and such individuals need not be members of the Board.

**ARTICLE X.**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. Authorization. The Board may authorize any officer or officers, agent or agents, in addition to the specific authorization given to the President, Vice President, Secretary, and Treasurer above, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

2. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board.

3. Acceptance of Gifts. The Board or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. No personal gifts or gratuities may be accepted without approval of the Board, in order to avoid any appearance of a conflict of interest.

**ARTICLE XI.**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. Limited Liability of Directors. The liability of the directors of the Corporation shall be limited in accordance with the provisions of the District of Columbia Nonprofit Corporation Act and the Articles of Incorporation of the Corporation.

2. Indemnification of Directors and Officers. Any director or officer, or his/her executor or administrator, shall be entitled to indemnification in accordance with the District of Columbia Nonprofit Corporation Act and the Articles of Incorporation of the Corporation and this Article. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed in the case or his/her conduct in his/her official capacity with the Corporation, that his/her conduct was in the Corporation's best interest; in all other cases that his/her conduct was at least not opposed to the Corporation's best interest; and in the case of a criminal proceeding, had no reason to believe that his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

3. Indemnification in Actions by the Corporation. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall be adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

4. Success on Merits or Otherwise. To the extent that a person who is or was a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he/she is or was serving in such capacity at the request

of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

5. Applicable Standard. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

6. Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the Articles of Incorporation of the Corporation, bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

8. Intent; Severability. The intent of this Article is to permit indemnification of directors and officers of the Corporation to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act. If the District of Columbia Nonprofit Corporation Act is amended or other District of Columbia law is enacted to permit further elimination or limitation of the personal liability of directors and officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as so amended, or by such other District of Columbia law, as so enacted. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article. These provisions are contractual rights that vest upon commencement of service as an officer or director, and these bylaws cannot be retroactively amended in ways to diminish these rights.

## **ARTICLE XII.** **AMENDMENT**

The Articles of Incorporation or these bylaws may be amended or repealed, and a new charter or new bylaws may be adopted, by the vote of two thirds (2/3) of the entire Board provided



that at least fifteen (15) days' written notice is given of intention to alter, amend or repeal or to adopt a new charter or new bylaws at such meeting. The resulting bylaws may contain any provision for the regulation and management of business of the Corporation not inconsistent with law and the Articles of Incorporation. Any amendment of the Articles of Incorporation inconsistent with these bylaws shall operate to amend the bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the Articles of Incorporation or the provisions of the District of Columbia Nonprofit Corporation Act or other law applicable to the Corporation shall be operative with respect to the Corporation only so far as they are descriptive of existing law and of the Articles of Incorporation as amended.

**ARTICLE XIII.**  
**BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board.

**ARTICLE XIV.**  
**FISCAL YEAR**

The financial records of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

APPROVED BY THE BOARD OF DIRECTORS ON November 19, 2016.

/s/ *Monica Gadkari*  
SECRETARY