

**BYLAWS OF  
ORGANIZATION FOR AET OF BRAZZAVILLE RESIDING ABROAD**

**ARTICLE I  
General**

1.1 Name. The organization shall be known as **ORGANIZATION FOR AET OF BRAZZAVILLE RESIDING ABROAD**, a Virginia non-stock corporation, (“Corporation”).

1.2 Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to, (1) the organizing of the alumni of the General Leclerc Preparatory Military School in Brazzaville (“GLPMS”) living abroad in one general body, so as to better keep alive the memories of life at GLPMS, and by their united efforts, to more efficiently aid in the promotion of the welfare of GLPMS and (2) the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The Corporation shall be an international and independent organization.

1.3 Principal Office. The principal office of the Corporation is located at 407 Ridge Street, Apt. B, Charlottesville, Virginia 22902. The Corporation shall have such other offices, either inside or outside of the United States, as the Board of Directors may determine from time to time. Other offices outside of the United States are expected to be located in Europe and Africa.

1.4 Change of Address. The Board of Directors may change the principal office from one location to another by noting the change of address and effective date in a revised **Exhibit A** in substantially the form attached hereto and incorporated herein by this reference, and any such change of address shall not be deemed, nor require, an amendment of these Bylaws.

**ARTICLE II  
Membership**

2.1 Classes of Members. There shall be the following three (3) classes of Members of the Corporation with the rights and privileges described herein:

2.1.1 “Alumnus” or “Alumna” Members. Regardless of their countries of origins, Alumnus or Alumna Members shall be any former student of the GLPMS program for credit during the regular academic session in Brazzaville who lives abroad and (a) has received an earned degree from GLPMS or (b) has been enrolled for at least one (1) term and has received honorable dismissal from the GLPMS. Alumnus or Alumna Members are eligible to vote in elections for Directors of the Board of Directors and, subject to the provisions of these Bylaws, are eligible to be elected to serve as an officer of the Corporation or a Director of the Board of Directors.

2.1.2 Honorary Alumni Members. Honorary Alumni Members shall be members of the GLPMS community who live abroad and do not otherwise meet the criteria

established for membership but are designated as Honorary Alumni Members with the approval of a majority of the Board of Directors. The selection of Honorary Alumni Members of the GLPMS shall be exclusively the purview of the Corporation but based on careful consideration of service by individuals on behalf of GLPMS, the Corporation, one of the academic departments or active organizations that provide volunteer and financial support. Honorary Alumni Members shall not have the right to vote in elections for Directors of the Board of Directors or be eligible to serve as an officer of the Corporation or a Director on the Corporation's Board of Directors.

2.1.3 Associate Members. Associate Members shall include retired members of the faculty and administrative staff of the GLPMS who live abroad, upon the approval of the Board of Directors. Other persons who may be considered to be Associate Members include parents, community, and friends of the GLPMS. Associate Members shall not have the right to vote in elections for Directors of the Board of Directors or be eligible to serve as an officer of the Corporation or a Director on the Corporation's Board of Directors.

2.2 Rights and Privileges of Members. Other than the voting rights designated above, Members shall not have the right to vote on any matter. All other rights and privileges of the Members of the Corporation shall be shared in equally by all three (3) classes of membership.

2.3 Resignation of Member. Resignations shall be submitted in writing to the President or Secretary and shall be effective as of the date received.

2.4 Annual Meetings. The annual meeting of the Members shall consist of one (1) meeting as determined by the Board of Directors, for the purpose of electing the Directors.

2.5 Special Meetings. Special meetings of the Members may be called by the Board of Directors or by petition of not less than 10% of the Members. All names on a petition calling for a special meeting must be verifiable.

2.6 Place of Meeting. The Board of Directors may designate any location and time for an annual meeting or a special meeting of the Members.

2.7 Notice of Meetings. Written notice stating the place, day and hour of any meeting of Members shall be delivered by the Secretary of the Corporation by publication in the Corporation's website and/or electronic newsletter not less than twenty-one (21) days prior to the date of the meeting. Notice of any special meetings shall state the purposes of the meetings. No business shall be transacted at a special meeting that does not relate to the purposes stated in the notice.

2.8 Informal Action by Members. Any action required to be taken at an annual meeting of the Members or any action which may be taken at an annual or special meeting of the Members may be taken without a meeting, if a ballot in writing or by electronic mail, setting forth the action to be taken, indicating the quorum and approval requirements, and specifying the time by which a ballot must be received by the Corporation to be counted, shall be made available to every Member entitled to vote on the matter as of a record date established as of the most recent December 31<sup>st</sup> or June 30<sup>th</sup>, as applicable, preceding the delivery of such ballot and

the number of affirmative votes cast by such ballot equals or exceeds the number of votes that would be required to approve the action at a Members' meeting.

2.9 Quorum. Members, whether in person or by proxy, holding ten (10) percent of the votes which may be cast at any meeting shall constitute a quorum. Matters requiring decision shall be determined by a majority of those members entitled to vote and present at a meeting at which a quorum is present. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting at any time without further notice.

2.10 Dues. The Members shall pay such dues as may be set from time to time by the Board of Directors.

### **ARTICLE III Board of Directors**

3.1 General Powers. The Corporation shall have a Board of Directors. All Corporation powers shall be exercised by or under the authority of, and the business affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these bylaws.

3.2 Number. The number of Directors of the Corporation shall be no less than one (1) and no more than twenty-one (21).

3.3 Election and Term. The Directors may be elected by a vote of the Members (1) at the annual meeting of the Members, (2) at any other duly called special meeting of the Members or (3) by informal meeting as provided in Section 2.8 above. No individual shall be named or appointed as a Director without his or her prior consent. Each Director shall serve for a term of three (3) years or until the Director's earlier resignation or removal as provided herein.

3.4 Removal; Vacancies. The Board of Directors may, by majority vote, remove any Director from office with or without cause. Any removal of a Director by the Board of Directors must be at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Board member. A vacancy on the Board of Directors, including a vacancy resulting from the removal or resignation of a Director or an increase in the number of Directors, shall be filled by a majority vote of the remaining Directors then in office, though less than a quorum, at any regular or special meeting of the Board unless the Board should decide to reduce the number of Directors. In the case of a resignation that will become effective at a specified date, the position may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

3.5 Designees. Board members who are unable to attend a Board of Directors meeting cannot send a designee in their place. An observer may attend the meeting in their place but may not vote.

3.6 Advisory Council. The Board of Directors may establish an Advisory Council comprised of individuals appointed by the Board of Directors to meet occasionally to advise the Board of Directors or the Executive Committee of the Board of Directors on pertinent issues.

3.7 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the Members, for the purpose of electing officers and carrying on such other business as may properly come before the meeting. The Board of Directors may adopt a schedule of additional meetings which shall be considered regular meetings. Regular meetings shall be held at such times and at such places as the President of the Board of Directors, if any, or the Board of Directors shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.

3.8 Special Meetings. Special meetings of the Board of Directors may be called by either the President of the Board of Directors, or a majority of the Directors of the Corporation, and shall be held at such times and places as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

3.9 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each Director in person or delivered to his residence or business address by messenger, mail, telecopy, telegraph, e-mail or other means of written or electronic communication or by telephoning such notice to him not less than twenty-four (24) hours before the meeting. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

3.10 Waiver of Notice. A Director may waive any notice required by law or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting or promptly upon his 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.

3.11 Quorum; Voting. A majority of the number of Directors fixed in these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or (ii) he votes against, or abstains, from the action taken.

3.12 Telephonic Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any

means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.13 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the Corporation records reflecting the action taken. Action taken under this Section 3.13 becomes effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director.

3.14 Compensation. No member of the Board of Directors shall be entitled to any compensation for his or her services as a Board member.

#### **ARTICLE IV Officers**

4.1 Officers. The officers of the Corporation shall be one or more Presidents, Vice-Presidents, a Secretaries, and a Treasurers. At the discretion of the Board of Directors, other officers and assistant officers deemed necessary or advisable to carry on the business of the Corporation may be established. The offices of Secretary and Treasurer may be held by the same person.

4.2 Election; Term. All officers shall be elected at the annual meeting of the Board of Directors and may be elected at such other time or times as the Board of Directors shall determine. All officers shall hold office, unless removed, until the next annual meeting of the Board of Directors or until their successors are elected. The term of office for all officers shall be one year. Officers shall be eligible for re-election more than once. Any officer may resign at any time upon written notice to the Board of Directors, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

4.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

4.4 Duties of Officers. The President of the Board of Directors shall serve as the chief executive and operating officer of the Corporation. The President and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors. The President shall chair all meetings of the Board of Directors, as well as any committee of which she is a member, unless the Board of Directors provides otherwise. In addition to the other powers and duties assigned to the President hereunder and anything herein to the contrary notwithstanding, the President shall have the power and authority, to the exclusion of the Board of Directors, to (a) reject any grant applications received by the Corporation; (b) make all investment decisions on behalf of the Corporation; (c) approve the sum total amount of the

grants to be approved and made during each grant period; (d) subject to Board of Directors consent, solicit receive and approve special grants outside of the course of the regular grant-making process of the Corporation; (e) approve the sale of any of the Corporation's assets; (f) approve the borrowing of any money and the pledge or other encumbrance of any asset of the Corporation; and (g) approve any contract for services to be rendered to or by the Corporation or the purchase, lease or construction of any asset by the Corporation. The Vice-President shall act in the place of the President in the President's absence. The Secretary shall have the responsibility of keeping the minutes and attendance of the meetings of the Board of Directors and authenticating records of the Corporation. Except as otherwise provided herein, the Treasurer shall supervise the Corporation's financial affairs.

4.5 Ex Officio Directors. The Board of Directors, at its discretion, may appoint ex officio directors, who by virtue of their office or specific professional expertise, bring knowledge which will assist the Board of Directors in their decision-making. Ex Officio directors are nonvoting directors, have no defined term, serve solely at the pleasure of the Board of Directors and may be appointed or removed at any time at a meeting of the Board of Directors.

## **ARTICLE V**

### **Committees of the Board of Directors**

5.1 Committees. The President, with approval of the Board of Directors, shall establish such committees as the President deems appropriate to fulfill the objectives and purposes of the Corporation.

5.2 Manner of Acting. All committee chairpersons and members shall be appointed or replaced by the President, and the President shall be an ex-officio member of all committees. A majority of the duly appointed members of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of any such committee shall act only as a committee and the individual members shall have no power as such.

## **ARTICLE VI**

### **Corporate Records and Seal**

6.1 Maintenance of Corporate Records and Seal. The Corporation shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

(b) Adequate and correct books of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and

(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

6.2 Corporate Seal. The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

## **ARTICLE VII**

### **Execution of Instruments, Deposits and Funds**

7.1 Execution of Instruments. The President, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the President, or, at the President's discretion, the Treasurer.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the President may select.

7.4 Gifts. The President may accept on behalf of the Corporation any gift, bequest or devise for the charitable purposes of the Corporation.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

8.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

8.2 Interpretation. For the purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

8.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made by the majority vote of the Board of Directors, subject to being amended or repealed by majority vote of the Members at a duly called meeting.

8.4 Severability. Should any of the provisions or portions of these Bylaws be held

unenforceable or invalid for any reason, these Bylaws shall be revised only to the extent necessary to make such provision(s) enforceable and valid.

8.5 Internal Revenue Code. Each reference in these Bylaws to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future federal tax code.

WITNESS the following signatures of the initial directors of the Corporation effective the \_\_\_\_ day of \_\_\_\_\_, 2020:

\_\_\_\_\_  
Christian Roch-Laban Ignoumba, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director



**Exhibit A**

**Principal Office**

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_

