

BYLAWS
OF
EDUF
EDUCATION DEVELOPMENT UNITED
FOUNDATION

Corydon, IN
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ARTICLE I

NAME AND IDENTITY

The name of this corporation (the "Foundation") is Education Development United Foundation.

Section 1.1. THE FOUNDATION. Education Development United Foundation (the "Foundation") is a corporation organized under the Missouri Nonprofit Foundation Act (the "Act"). Pursuant to its articles of incorporation ("Articles"), the Foundation has:

- (a) members ("Members") as provided in Article III of these bylaws ("Bylaws") and
- (b) a board of trustees ("Board of Trustees") comprised of certain trustees ("Trustees") as provided in Article VI of these Bylaws.
- (c) members shall be organized into chapters ("Chapters"), physical or virtual.

Section 1.2. LOGO AND SEAL.

- (a) Logo. The logo of the Foundation shall include the words "EDUCATION DEVELOPMENT UNITED FOUNDATION". There shall be a stylized group of people holding a torch representing the lamp of learning.
- (b) Seal. The Board of Trustees may adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of the Foundation and the words: Corporate Seal — Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

Section 1.3. CHAPTERS.

- (a) Formation of Chapters. A Foundation chapter ("Chapter") may be formed, as a division of the Foundation and may be a legally distinct entity, by the Foundation President (or his/her designee) with the approval of the Board of Trustees, at or for any place or places where individuals committed to education wish to be Members of the Foundation and plan to come together for information, participation and resourcing for and in furtherance of the Foundation's purposes.
 - (i) Chapters may be organized, physically or electronically.

(ii) Chapters may organize according to geographical areas, common experience (like MK's) or one of the **core activities** of EDUF:

- Prayer,
- Project Teams
- Creative Academics,
- Library Development,
- Human Resources,
- Funding.

(b) Any and all references in the Articles or these Bylaws to the Foundation shall be deemed to include reference applicable to all Chapters.

(c) Each Chapter shall have the authority to develop guidelines for such Chapter that are consistent with the Articles Of Incorporation and Bylaws of the Foundation. Guidelines shall be submitted to the Executive Committee of the Board of Trustees for confirmation and approval.

(d) Chapter Duties. Each Chapter shall, for and in furtherance of the Foundation's purposes:

- i. Organize itself for the promotion of the Foundation
- ii. Receive the reports of the Foundation's President, Managing Partners and other Foundation representatives and be informed of the opportunities and challenges that have come to the attention of the Chapter.
- iii. Encourage the recruitment of Members willing to resource / support education through participation in one or more of the following core activities:
 1. Prayer
 2. Project Teams
 3. Creative Academics
 4. Library Development
 5. Human Resources
 6. Funding
- iv. Recruit and organize committees and teams.
- v. Share activities regularly on the Foundation's Facebook page and other social media which may be created.

(e) Chapter Dissolution. The Board of Trustees may in its discretion dissolve and terminate any Chapter, at which time any and all Foundation assets in the possession or control of such Chapter shall be and remain the assets of the Foundation.

ARTICLE II

TYPE OF CORPORATION

The Foundation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Act. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect. Without limiting the generality of the foregoing, the purposes of the Foundation shall include the following: to develop resources for the support of education in various countries with projects for creation of scholarships, scholarship endowments and other related educational endeavors; provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this Article IV:

Section 2.1 The Foundation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

Section 2.2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Foundation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2.3. No part of the net earnings or other assets of the Foundation shall inure to the benefit of any member, director, trustee, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of the Foundation, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article IV.

ARTICLE III

MEMBERS

Section 3.1. GENERAL. The Foundation shall have only one class of Members.

Section 3.2. QUALIFICATION AND ACCEPTANCE. The Members of the Foundation shall consist of those persons who align with the **mission** (resourcing education in Africa), **purposes** and **core activities** of the foundation.

ARTICLE IV

PURPOSES

Section 4.1. GENERAL. The purposes of the Foundation shall be those charitable, scientific and educational nonprofit purposes stated in the Articles.

Section 4.2. SPECIFIC OBJECTIVES. In furtherance of such purposes, the Foundation will:

- (a) Focus on six core activities: Prayer, Project Teams, Creative Academics, Library Development, Human Resources and Funding.
- (b) Manage donations of all kinds for the above activities.
- (c) Develop projects that will produce resources for these activities.
- (d) Cooperate with and utilize work and witness teams (volunteer groups) and projects in the development of education resources and facilities.

ARTICLE V

POWERS, BOARD OF TRUSTEES

Section 5.1. POWERS. All corporate powers shall be exercised by or under the authority of, and the affairs of the Foundation shall be managed under the direction of, the Board of Trustees of the Foundation. The Board of Trustees shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Foundation, to determine the policies of the Foundation, to do or cause to be done any and all lawful things for and on behalf of the Foundation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that

- (a) the Board of Trustees shall not authorize or permit the Foundation to engage in any activity not permitted to be transacted by the Articles or by a corporation organized under the Act,
- (b) none of the powers of the Foundation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are

not in themselves in furtherance of the purposes of the Foundation, and (c) all income and property of the Foundation shall be applied exclusively for its nonprofit purposes.

Section 5.2. The number of members of the Board of Trustees ("Trustees") shall not be less than three and shall be fixed by, or in the manner prescribed in, the Bylaws, as amended from time to time at any time after the adoption of the initial Bylaws. The first Board of Trustees consisted of four (4) persons, who were vested with the power and authority to adopt the initial Bylaws of the Foundation and who held office until their successors were duly **elected, appointed, or designated** and qualified.

Section 5.3. DUTIES OF THE BOARD. Without limiting any duties of the Board of Trustees as otherwise provided in the Articles, these Bylaws, or by applicable law, the Board of Trustees shall:

- (a) Elect the Foundation President and other Foundation officers.
- (b) Approve Chapters as provided in these Bylaws.
- (c) Receive annual reports of the Foundation President, Treasurer, Chapter Managing Partners and other officers as needed. Directors of Projects.
- (d) Lead the Foundation in strategic planning and development including, but not limited to, leadership succession (see Appendix I)
- (e) Keep Members informed of the opportunities and activities taking place in the Foundation; maintaining communication with the Regional Educational Coordinator for Africa and other such educational leaders in Africa.
- (f) Receive, invest and utilize donations and other revenues of all types for the benefit of education projects and institutions.
- (g) Assist educational institutions or education projects with application for grants from other sources.
- (h) Make investment in property and other assets and sell the same for the development of endowments and other funds for educational purposes.
- (i) Operate and care for such bank or other accounts as are necessary for the receipt, management and disbursement of funds for the Foundation.
- (j) Appoint the auditors for the Foundation and receive and review their audit report.
- (k) Review and make contracts for projects undertaken by the Foundation.

- (l) Create or sustain endowments for educational purposes.
- (m) Establish research committees to examine proposals for educational projects or fund generation or utilization when advisable.
- (n) Ensure that the administration of the Foundation is in accord with the Christian philosophy and principles set forth in the Scriptures.
- (o) Keep Members informed of the opportunities and activities taking place in the Foundation; maintaining communication with the Regional Educational Coordinator for Africa and other such educational leaders in Africa.
- (p) Encourage Members to take advantage of the variety of opportunities for service that come to the attention of the Foundation.
- (q) Arrange the quadrennial meeting of all Foundation Members at a suitable time and place.
- (r) Appoint the Director(s) of Projects.
- (s) Care for any other business of the Foundation.

Section 5.4 NUMBER AND QUALIFICATIONS.

- (a) The Board of Trustees shall include and be composed of:
 - (i) Four (4) Members, who shall hold the positions of President, Vice-President, Secretary and Treasurer ("Elected Trustees").
 - (ii) Five (5) Managing Partners of all Foundation Chapters appointed in accordance with these Bylaws. When there are more than five Chapters, the Board of Trustees shall provide for a rotation of Managing Partners to provide balanced representation (see Appendix III).
 - (iii) Up to four (4) Members at large as may be elected or appointed as Trustees from time to time by the Board of Trustees (as comprised of and constituted by the Trustees referred to in Sections 6.3(a)(i) and (ii)).
 - (iv) The Coordinator of Building Projects, and/or such other Coordinators of Projects as may be elected or appointed as Trustees from time to time by the Board of Trustees (as comprised of and constituted by the Trustees referred to in Sections 6.3(a)(i), (ii) and (iii)).
- (b) All Trustees must be natural persons.

Section 5.4. ELECTION AND TERMS OF OFFICE. Each Elected Trustee shall hold office until the next general meeting of the Members and until the term of office of such Trustee's successor has commenced, or until such Trustee's earlier death, incapacity, disqualification, resignation or removal. At the first general meeting and at every general meeting of the Members thereafter, as the first order of business of the meeting, new Elected Trustees shall be elected by the Members to succeed those Elected Trustees whose terms expire with such annual meeting. Each individual otherwise appointed or designated as a Trustee shall serve until such Trustee's successor has been appointed or designated, or until such Trustee's earlier death, incapacity, disqualification, resignation or removal. Any Elected Trustee may be elected for successive terms. A full term for a Trustee shall consist of four (4) full years. A half term shall consist of two (2) full years.

Section 5.5. COMMENCEMENT OF TERM OF OFFICE. The term of office of a person elected a Trustee shall not commence until the time the person accepts the office of Trustee either by a written acceptance or by participating in the affairs of the Foundation at a meeting of the Board of Trustees or otherwise.

Section 5.6. VACANCIES. Vacancies on the Board of Trustees resulting from the death, resignation, removal, incapacity or disqualification of a Trustee, or by reason of an increase in the number of Trustees or the failure of an elected Trustee to accept the office of Trustee, may be filled by a majority vote of the remaining Members of the Board of Trustees (even though the Trustees remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose. A Trustee elected to fill a vacancy shall meet any qualifications set forth in these Bylaws, and shall serve for the unexpired term of such Trustee's predecessor and until the term of office of such Trustee's successor has commenced.

Section 5.7. COMPENSATION. Except in special circumstances and with the unanimous vote or unanimous written consent of the Board, no Trustee shall take or hold an interest in any property belonging to the Foundation otherwise than in such Trustee's capacity as a Trustee. No Trustee shall receive compensation from the Foundation for any service such person may render to it as a Trustee. However, a Trustee may be reimbursed for such Trustee's actual expenses reasonably incurred in attending meetings and in rendering service to the Foundation in the administration of its affairs.

Section 5.8. COMMITTEES.

- (a) Executive Committee. The Foundation shall have an Executive Committee consisting of the officers of the Board of Trustees, which Executive Committee shall care for the business of the Foundation between meetings of the Board of Trustees. All actions of the Executive Committee are subject to the approval of the Board of Trustees at its next meeting. Quarterly meetings of the Executive Committee will be held in order to receive and approve project

proposals and conduct the general business of the Foundation. The Executive Committee shall also meet on the call of the President or of any two members of the Executive Committee. Such meetings of the Executive Committee shall be held at such time and place as shall be set forth in the notice of such meeting, provided that such notice of such meeting shall be given to each of the members of the Executive Committee in the same manner as provided in these Bylaws for notices to Trustees in Section 7.5 (any members of the Executive Committee calling such meeting shall in any event be deemed to receive such notice).

- (b) Other Committees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more other committees, each of which shall consist of two or more Trustees and shall have and exercise the authority of the Board of Trustees in the management of the Foundation to the extent provided in the designating resolution. Other committees not having the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Trustees, and shall be subject to such limitations or restrictions, on authority or otherwise, as the Board of Trustees may determine from time to time.
- (c) Committee Governance. The Executive Committee and other committees of the Board of Trustees and members of such committees shall be governed in the same manner as provided by Article VII of these Bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.
- (d) Committee Minutes. All committees so appointed shall, unless otherwise provided by the Board of Trustees in the case of committees not having the authority of the Board of Trustees, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Foundation and shall report the same to the Board of Trustees at or prior to its next meeting. The secretary or an assistant secretary of the Foundation may act as secretary of any such committee if the committee so requests.
- (e) Committee Restrictions. A committee of the Board of Trustees may not:

- (i) authorize distributions to Members, Trustees, officers, agents or employees except in exchange for value received;
- (ii) approve or recommend to Members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Foundation's assets;
- (iii) unless otherwise stated in these Bylaws or the Articles, elect, appoint or remove Trustees or fill vacancies on the Board of Trustees or on any of its committees; or
- (iv) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 5.9. RESIGNATION. Any Trustee may resign from the Board of Trustees by delivering a written notice thereof to the Board of Trustees, its presiding officer, or to the President or Secretary of the Foundation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 5.10. REMOVAL.

- (a) The Members may, without cause, remove one or more Trustees elected by the Members. A Trustee may be removed by the Members only if the number of votes cast to remove the Trustee would be sufficient to elect the Trustee at a meeting to elect Trustees.
- (b) A Trustee elected or appointed by the Board of Trustees (as a Trustee or other position resulting in status as a Trustee) may be removed without cause by a vote of two-thirds of the Trustees then in office; provided, however, that a Trustee elected by the Board of Trustees to fill the vacancy of a Trustee elected by the Members may be removed without cause by the Members, but not by the Board of Trustees.

Section 5.11. MEETINGS OF THE BOARD OF TRUSTEES.

- (a) Annual Meetings. The Board of Trustees shall meet annually, at such time and place as shall be consented to in writing or otherwise called by a majority of the current Trustees, provided that notice of such meeting shall be given to each of the other Trustees in the manner provided in these Bylaws. The members of the Board of Trustees may also meet annually at such time and place as shall be consented to in writing by all of the Trustees.
- (b) Special Meetings. Special meetings of the Board of Trustees may be called by the President of the Foundation, any Vice President, or by at least 20 percent of the Trustees, to be held at any time and for any purpose or purposes. Such special meetings shall be held at such time

and place as shall be designated by the person(s) calling such meeting, provided that notice of such meeting shall be given to each of the other Trustees in the manner provided in these Bylaws. The members of the Board of Trustees may also hold a special meeting at such time and place as shall be consented to in writing by all of the Trustees.

- (c) Emergency Meetings. Emergency meetings of the Board of Trustees may be called by the Executive Committee upon at least two (2) weeks notice. In addition, if any three (3) Chapter Managing Partners request the Executive Committee to call an emergency meeting of the Board of Trustees, such meeting shall be called within four (4) weeks following such request. Such emergency meetings shall be held at such time and place as shall be designated by the Executive Committee, provided that notice of such meeting shall be given to each of the other Trustees in the same manner as provided in these Bylaws. The members of the Board of Trustees may also hold an emergency meeting at such time and place as shall be consented to in writing by all of the Trustees.
- (d) Regular Meetings. In addition to any other meetings, the Board of Trustees may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board of Trustees. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

Section 5.12. NOTICE OF MEETINGS.

- (a) Written notice of each meeting of the Board of Trustees, stating the place, day and hour of the meeting, and the purpose or purposes thereof if the meeting is a special or emergency meeting, shall be provided to each Trustee by the officer or Trustees calling the meeting and shall be given and effective at least two (2) weeks before the day on which the meeting is to be held.
- (b) Whenever notice is required to be given to a Trustee, such notice shall be mailed, sent by facsimile, by e-mail or personally delivered to such Trustee. Such notice shall be deemed given and effective on the date determined in accordance with Article XI of these Bylaws.
- (c) "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 5.13. QUORUM. Unless otherwise required by law or provided elsewhere in these Bylaws, the presence of at least three (3) officers of the Foundation who are Trustees shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall

be valid as the act of the Board of Trustees except in those specific instances in which a larger vote may be required by law, by the Articles or by these Bylaws.

Section 5.14. ADJOURNMENT. If the quorum specified above should not be present at any such meeting, but at least one officer of the Foundation who is a Trustee is present, the Trustees present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.

Section 5.15. VOTING. Each Trustee present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 5.16. MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT. Members of the Board of Trustees of the Foundation may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 5.17. ACTION WITHOUT A MEETING. Any action which is required to be or may be taken at a meeting of the Trustees may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the Board of Trustees. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The Secretary shall file such consents with the minutes of the meetings of the Board of Trustees.

ARTICLE VI

DURATION, RECORDS

Section 6.1. GENERAL. The duration of the Foundation shall be perpetual.

Section 6.2. RECORDS.

- (a) The Foundation shall keep as permanent records minutes of all meetings of its Members and Board of Trustees, a record of all actions taken by the Members or Trustees without a meeting, and a record of all actions taken by committees of the Board of Trustees. The Foundation shall maintain appropriate accounting records.

- (b) The Foundation or its agent shall maintain a record of its Members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by classes, if any, showing the number of votes each Member is entitled to vote. The Foundation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (c) Without limiting the records required to be kept pursuant to this Section 1.4, the Foundation shall keep a copy of the following records at its principal office: its articles or restated Articles and all amendments to them currently in effect;
 - (i) its Bylaws or restated Bylaws and all amendments to them currently in effect;
 - (ii) resolutions adopted by its Board of Trustees relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class of Members;
 - (iii) the minutes of all meetings of Members and records of all actions approved by the Members for the past three years;
 - (iv) all written communications to all Members or any class of Members generally within the past three years, including the annual financial statements of the Foundation for the past three years;
 - (v) a list of the names and business or home addresses of its current Trustees and officers;
 - (vi) its most recent annual report delivered to the Missouri secretary of state as required by the Act; and
 - (vii) appropriate financial statements of all income and expenses.
- (d) Except as required by law or as may be authorized by the Board of Trustees (including the collection of appropriate charges), no Member or agent or attorney of any Member shall have the right to inspect the foregoing records or any other records of the Foundation.

ARTICLE VII

INCORPORATORS

The founding incorporators of the Foundation were Theodore P. Esselstyn, Frank Hallum, Karen Van Den Berg and Mark J. Wheeler.

ARTICLE VIII

ADDRESS

Section 8.1 INITIAL OFFICE. The address of the Foundation's initial registered office in the State of Missouri is 120 South Central Avenue, Clayton, Missouri 63105.

Section 8.2. PRINCIPAL OFFICE. The principal office and location of the Foundation shall be at such place in or outside the State of Missouri as may be designated from time to time by the Board of Trustees. The current principal office is currently located at **2850 W. Jay Jay Road, Titusville, Florida 32796-1725**

Section 8.3. REGISTERED OFFICE AND REGISTERED AGENT. The Foundation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The current location of the registered office and the name of the registered agent in the State of Missouri shall be as stated in the Articles Of Incorporation or as may be determined from time to time by the Board of Trustees pursuant to the applicable provisions of law.

ARTICLE IX

MANAGEMENT, OFFICERS

Section 9.1. GENERAL. The property and affairs of the Foundation shall be managed by a board of trustees (the "Board of Trustees").

Section 9.2. FOUNDATION OFFICERS. The Foundation shall have four officers elected by the Board of Trustees: President, Vice-President, Secretary, and Treasurer. The Board of Trustees may also elect additional officers, including, but not limited to, a chairperson and vice-chairperson of the Board of Trustees, assistant secretaries and assistant treasurers. The same person may simultaneously hold more than one office in the Foundation, except for the President. Election and duties of officers of the Foundation shall be as follows:

- a) The President shall be elected for a four year term and until his/her successor is elected and qualified and he/she may stand for re-election.

The President shall be the chief executive officer of the Foundation and shall also serve as the Managing Trustee of the Foundation. The duties of the President shall be to: (A) call, plan and conduct the annual meetings of the Board of Trustees; (B) organize the Foundation for its proper and efficient operation; (C) oversee the promotion and development of the Foundation; (D) keep all Members informed of educational needs and opportunities for service; and (E) report the activities of the Foundation to the Board of Trustees and to the Chapter Managing Partners. The President shall have such executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the president shall carry into effect all directions and resolutions of the Board of Trustees.

- b) The Vice-President shall be elected for a four year term and until his/her successor is elected and qualified and he/she may stand for re-election. The Vice-President shall assist the President with his/her duties at the discretion of the President and shall carry out the responsibilities of the President when the President is unavailable. The Vice-President shall perform such duties as the Board of Trustees may assign.
- c) The Secretary shall be elected for a four year term and until his/her successor is elected and qualified and he/she may stand for re-election. The duties of the Secretary shall be to: (A) record and preserve the minutes of all meetings of the Board; (B) preserve all reports submitted to the Board of Trustees by the President, Treasurer, Chapter Managing Partners or special committees; (C) distribute informational and proposal materials to the Chapter Managing Partners; (D) preserve copies of materials which have been distributed to the Board of Trustees or Members; (E) act as custodian of all the books, papers and records of the Foundation and authenticate records of the Foundation; (F) furnish to the Board of Trustees, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession; (G) act as custodian of the seal of the Foundation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal; (H) give or cause to be given notice of the meetings of the Members and the Board of Trustees, but this shall not lessen the authority of others to give such notice as provided in these Bylaws; (I) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and (J) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Trustees.
- d) The Treasurer shall be elected for a four year term and until his/her successor is elected and qualified and he/she may stand for re-election.

The treasurer shall be bonded at the Foundation's expense if the Board of Trustees so requires. The Treasurer shall have the

general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the Foundation and shall have and perform such duties, responsibilities and authorities as may be prescribed from time to time by the Board of Trustees, including, without limitation, the following:

- (i) keep account of all monies and assets of the Foundation and prepare them for audit annually;
 - (ii) prepare and file the required 501(c)(3) corporation report to the IRS at the end of each year;
 - (iii) provide the Trustees with quarterly reports on all accounts in hard copy or digital format;
 - (iv) receive, deposit and care for all monies and assets received by the Foundation;
 - (v) disburse monies upon the order of the Board of Trustees;
 - (vi) sign documents and checks paying accounts in accord with the Bylaws and Board of Trustee directives;
 - (vii) establish and implement the procedure for reimbursement of Foundation officers and a petty cash system to handle office expenses;
 - (viii) submit the Treasurer's books to the approved auditor annually;
 - (ix) render to the President, or the Board of Trustees, whenever requested by any of them, a report on all financial transactions of the Foundation and the financial condition of the Foundation; and
 - (x) report on the activities and financial status of the Foundation at each general meeting of the Members,.
- e) An Assistant Secretary or Assistant Treasurer, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the Secretary or Treasurer, respectively, shall perform the duties and exercise the powers of said respective officers until the Board of Trustees provides otherwise and shall perform such other duties as the Trustees may from time to time prescribe.

Section 9.3. VACANCIES. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of the Foundation shall be filled by the Board of Trustees at any annual or other regular meeting or at any special meeting called for that purpose, by a two-thirds majority vote of the Trustees. A Trustee being voted upon for a vacancy shall abstain from voting with respect to such vacancy. Any such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board of Trustees until the next election of officers or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 9.4. DELEGATION OF AUTHORITY. The Board of Trustees may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of the Foundation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 9.5. CHAPTER OFFICERS. Members of a Chapter may nominate a Chapter Managing Partner, Secretary, Treasurer and any other office deemed necessary to accomplish their objectives, which nominations shall be submitted to the Foundation President for appointment with the approval of the Board of Trustees. Chapter officers may be elected by a majority vote of the Members included in a Chapter, subject to approval of each such elected Chapter officer by the Board of Trustees.

- (a) The Managing Partner of the Chapter is responsible to arrange for the meetings of the Chapter, to chair such meetings and submit a report on the activities of the Chapter to President of the Foundation.
- (b) The Secretary of a Chapter is responsible for the minutes of the Chapter meetings, for submission of Chapter proposals to the Board of Trustees and for distribution of information to the Chapter Members.
- (c) The Treasurer of a Chapter is responsible for:
 - i. Keeping an accurate accounting of all monies and assets that come into the possession of the Chapter.
 - ii. Providing to the Foundation Treasurer a quarterly financial report, together with the originals of bank statements, paid receipts or invoices and notations as to the source of funds received that match the disbursements and deposits on bank statements.
 - iii. Providing to a financial report to the Chapter and the Foundation Treasure showing all financial transactions

that have occurred whenever the Chapter Managing Member shall call a meeting of the Chapter. The report should cover all financial transactions from one meeting to the next.

- iv. Receiving, depositing in Foundation accounts, and disbursing as appropriate funds raised or used by the Chapter and forwarding to the Foundation Treasurer funds for projects, endowments, investment or other Foundation purposes.

Section 9.6. FINANCIAL PROCEDURES.

- (a) A bank account shall be established with an institution that can provide full banking service in a city near the home of the Treasurer for the sake of convenience in handling banking transactions.
- (b) The Treasurer, President and any other officer of the Chapter appointed by the Board may be authorized to sign checks and related bank account documents, and only one signature is required, provided that checks may be signed and issued only by order of the Board of Trustees for specific expenses or pursuant to standing orders for routine expenses as may be issued by the Board of Trustees from time to time. In addition, checks may be signed and issued upon approval by the President and Treasurer, subject to such additional restrictions as the Board of Trustees may determine from time to time.
- (c) An audit of the Foundation's finances shall be conducted every year. Bids for audit shall be taken at least once every five years, and a change of auditor is mandatory after ten years.
- (d) Any officer or employee handling money of the Foundation shall be bonded at the Foundation's expense if the Board of Trustees so requires.
- (e) The Board of Trustees shall have the power to fix and from time to time change the fiscal year of the Foundation. In the absence of action by the Board of Trustees, however, the fiscal year of the Foundation shall end each year on the date which the Foundation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Trustees.
- (f) In deliberations that lead up to all financial decisions, the Board of Trustees shall follow strictly the *Conflict of Interest Policy of the Foundation* (Appendix II).

ARTICLE X

LIABILITY

A member of the Foundation is not, as such, personally liable for the acts, debts, liabilities or obligations of the Foundation.

ARTICLE XI

INDEMNIFICATION

Indemnification shall proceed strictly as prescribed in the Articles of Incorporation.

Section 11.1. INDEMNIFICATION OF TRUSTEES AND OFFICERS.

In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the Articles or any other provisions of these Bylaws, the Foundation shall, to the fullest extent permitted by the laws of the State of Missouri, indemnify and advance expenses to each person who is or was serving in an Indemnifiable Capacity (as hereinafter defined), in accordance with the Articles of Incorporation Of The Education Development United Foundation:

Section 11.2. GOVERNING LAW. The Articles and these Bylaws are governed by, and intended to be applied to the fullest extent permitted by, the laws of the State of Missouri.

ARTICLE XII

DISSOLUTION

Dissolution of the Foundation shall proceed strictly as prescribed in the Articles of Incorporation.

ARTICLE XIII

AMENDMENTS AND ALTERATIONS

The Foundation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

APPENDIX I

Preparing for the Inevitable: **A Succession Readiness Checklist**

When the following conditions are in place, an agency can expect a relatively smooth transition to new leadership whenever it might occur. An agency might determine which elements below are lacking in its current operations and then create a “succession plan” or “capacity building plan” that prescribes activities and timelines for filling the gaps. The agency is then ready for leadership transitions, foreseen or unforeseen.

- A strategic plan is in place with goals and objectives for the near term (up to three years), including objectives for leadership talent development.
- The board evaluates the executive director annually on general performance and achievement of strategic goals.
- The board, based on its annual self-evaluation, is satisfactorily performing its major governance jobs—financial oversight, executive support and oversight, policy development and strategic planning.
- The executive’s direct reports, based on annual evaluations, are judged as solidly skilled for their positions.
- The top management cohort, as a high performing team:
 - Has a solid team culture in place in which members support one another and can reach decisions as a group efficiently and harmoniously;
 - Shares leadership of the organization with the executive in having significant input to all major agency decisions;
 - Can lead the organization in the absence of the executive; and
 - Has authority to make and carry out decisions within their respective areas of responsibility.
- Another staff person or board member shares important external relationships (major donors, funders, community leaders) maintained by the executive.
- A financial reserve is in place with a minimum of three months’ operating capital.
- Financial systems meet industry standards. Financial reports are up to date and provide the data needed by the board and senior managers responsible for the agency’s financial strength and viability.
- Operational manuals exist for key administrative systems and are easily accessible and up to date.
- Top program staff have documented their key activities in writing and have identified another staff person who can carry their duties in an emergency.

APPENDIX II

CONFLICT OF INTEREST POLICY EDUCATION DEVELOPMENT UNITED FOUNDATION

ARTICLE I – PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II – DEFINITIONS

1. **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**

A person has a financial interest if the person has, through business, investment, or family (as family is defined in Section 4946(d) of the Internal Revenue Code of 1986, as amended):

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A **financial interest** is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III – PROCEDURES

1. **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees

with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV – RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V – COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI – ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and

4. Understands the Corporation is a charitable organization, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII – PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII – USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX III

**APPLICATION FORM FOR ORGANIZATION OF
NEW CHAPTERS OF EDU FOUNDATION**

(to be formulated soon)

APPENDIX IV

**ROTATION OF REPRESENTATION AS TRUSTEES
OF THE MANAGING PARTNERS OF CHAPTERS**

(to be formulated soon

APPENDIX V

**APPLICATION FOR
PROJECT APPROVAL**

(to be formulated soon

DECLARATION

By carefully reviewing the Articles of Incorporation of Education and Development United Foundation and previous edition of By- Laws of the Foundation, this document was prepared for the purpose of providing

- (1) adhesion to the primary directives of the Foundation, her mission, purposes and core activities,
- (2) correlation and alignment between the Articles of Incorporation and the By Laws
- (3) a more accurate description of the current working procedures and developing structures of the Foundation.

Therefore, we, the current Trustees of the Foundation, approve these By-Laws for immediate implementation, in the hope that the increased flexibility of the workings of EDUF will result in more Members and more Chapters toward more **resourcing education in Africa** to the glory of Jesus.

P. Ken Walker, President
M. Margaret Scott, Vice President
Frank Ruckman, Interim Secretary and
Tennessee Chapter Managing Partner
Beth Restruck, Assistant Secretary
Frاند Hallum, Treasurer
Fred Otto, Assistant Treasurer
Todd Nothstine, Member at Large
Dave Boblitt, Indiana Chapter Managing Partner
Tom Northstine, CLA Managing Partner
Peter Mignor, Florida Chapter Managing Partner
Hilbert Miller, Pennsylvania Chapter Managing Partner
Freddie Williams, Alabama Chapter Managing Partner

