

## FRIENDS OF MALI BYLAWS

### ARTICLE 1 GENERAL

#### Section 1.1 NAME

The name of this organization shall be the Friends of Mali (FOM).

#### Section 1.2 STATEMENT OF INTENT

The purpose of these bylaws is to specify operation, management, and continuity of the Friends of Mali (FOM) such that the interests of the membership will be fairly represented and efficiently served.

#### Section 1.3 STATEMENT OF PURPOSE

The purposes of the Friends of Mali are to:

- Facilitate communication between members of the Friends of Mali and promote exchange of information relevant to the organization's objectives.
- Respond to requests or need for information about Mali.
- Facilitate the sharing and exchange of ideas, activities, materials, resources and expertise between members and other interested parties.
- Promote interest in Mali and Africa, promote development education, and represent the Peace Corps experience. Also, to support the continual learning of members in areas related to the culture, country and development of Mali
- Promote and facilitate projects members undertake in accordance with the objectives of the group.

### ARTICLE 2 ORGANIZATION

#### Section 2.1 COMPONENTS

The organization of the Friends of Mali will consist of a membership, an Executive Committee, a Board of Directors, and a Board of Advisors. The membership will consist of individual members and local groups.

#### Section 2.2 OFFICERS AND DIRECTORS

The Executive Committee will consist of national officers responsible for the operations of the national organization (i.e., maintaining membership records, keeping track of finances, coordination projects and committees). The Executive Committee shall call upon the Board of Directors to decide issues of policy and budgeting that are of interest to the national membership. The Board of Directors will consist of the Executive Committee plus two Directors representing other regions of the country and one Director representing the Malian people. These three Directors will be available to consult on national issues and have a prerogative to bring issues of regional interest to the attention of the Executive Committee.

#### Section 2.3 ADVISORS

The Board of Advisors shall consist of an adhoc group of interested individuals serving as a resource for specific skills or knowledge, advice and counsel for the Board of Directors and Executive Committee.

## ARTICLE 3 MEMBERS

### Section 3.1 MEMBERS

The Friends of Mali shall have as members any person who, during a membership year, makes a financial contribution to FOM towards membership dues for that membership year. Each member shall have one vote in all elections and votes taken of the membership during that membership year. Each member in good standing shall receive the Friends of Mali newsletter as a compliment of membership.

### Section 3.2 DUES

The annual membership dues shall be determined by the Board of Directors. For the purpose of dues, a membership year shall start in January and extend until the end of December of the same year.

### Section 3.3 VOTING

All members in good standing shall be notified by mail about votes of the general membership. Written votes by at least 50 percent of all members in good standing or by signed proxy shall constitute a majority vote. Proxy votes can be assigned in writing to a member of the Board of Directors. Votes not otherwise specified in these bylaws may be determined by the Board of Directors to require less than a majority decision by the general membership.

## ARTICLE 4 ADOPTION, AMENDING, AND DISSOLVING THE BYLAWS

### Section 4.1 RATIFICATION

These bylaws shall be considered ratified and official upon affirmative written vote by the majority of members of the Friends of Mali.

### Section 4.2 AMENDMENT

Amendments to these bylaws, if approved unanimously by the Board of Directors, shall be ratified by the general membership thorough written ballot. A simple majority of the votes cast, and a minimum of 25% of the membership casting ballots, are required for approval. If a proposed amendment does not have the unanimous approval of the Board of Directors, ratification by written ballot of the general membership requires the participation of 50% of the members and a simple majority of those voting. Amendments to the Bylaws of the Friends of Mali may be proposed by any member of the Friends of Mali. Any proposed amendment will be put to a vote of the general membership if it is seconded by at least two members of the Board of Directors or endorsed by a petition signed by 15 percent of the current membership. Such proposed amendments shall require the Board to conduct a vote by mailed ballot to all current members within three months following the second or receipt of petition. A vote for the dissolution of the Friends of Mali must be ratified by a written affirmative vote by the majority of the membership.

## ARTICLE 5 BOARD OF DIRECTORS

### Section 5.1 BOARD OF DIRECTORS

There shall be seven members of the Board of Directors consisting of the officers of the Executive Committee plus two Regional Directors and a Malian Director. The Board of Directors shall decide all issues relating to national policy and the budget for the Friends of Mali.

### Section 5.2 ELECTION AND TERM OF OFFICE OF MEMBERS

Elections of the Board of Directors and Executive Committee of the Friends of Mali shall take place once a year. Directors including the officers of the Executive Committee shall be elected for a term of two years and can be re-elected to office in subsequent years. In the initial election, the Vice-President and Secretary will be elected for a term of one year. Nominations to the Board and the Committee shall be solicited by mail from all members of the Friends of Mali at least 30 days prior to a general election by the membership,. All Directors must be current members of the Friends of Mali. If a sufficient number of Candidates are not in the way nominated, the Executive Committee shall appoint a nominating committee to solicit additional candidates. It is the responsibility of the outgoing Executive Committee to present the membership with qualified candidates for the national officers and two regional directors of the Friends of Mali.

The ballot to the general membership shall include all qualified nominees and write-ins. Members shall be given the choice to approve or not approve uncontested candidates. Uncontested candidates must be approved by a majority of the vote or the Executive Committee shall present new candidates to the membership for election. Should the Executive Committee fail to present acceptable candidates to the membership, and member of the FOM may call upon the Board of Advisors to step in. The candidates receiving the most votes returned by mail or by proxy shall be elected. The newly-elected Board of Directors shall take office on October 1.

### Section 5.3 VACANCIES

Any vacancy on the Board of Directors shall be filled by a vote of a majority of the remaining Directors, until the annual election, though the remaining Directors constitutes less than a quorum of the Board.

### Section 5.4 MEETINGS

All meetings of the Board of Directors are open to the members of the Friends of Mali. Directors may elect to reach consensus on issues over the phone without actually meeting. The Board of Directors may, therefore, take action without meeting if all Directors ratify documentation of their decision in writing. All meetings and phone conversations for the purpose of deciding issues for the general membership shall be recorded in minutes of Board of Directors notes. This documentation shall be mailed to the Directors for sign-off subsequent to deciding on action. Such actions will be made public to the general membership. A majority of the Board of Directors shall constitute a quorum. Only members of the Board may second motions or vote on matters being considered by the Board.

## ARTICLE 6 EXECUTIVE COMMITTEE

### Section 6.1 OFFICERS

The business and affairs of the Friends of Mali shall be under the direction and supervision of the Executive Committee who shall exercise all powers in the direction of FOM activities not reserved by these bylaws to be exercised by the Board of Directors or the membership., The Executive committee shall consist of a President, a vice President, a treasurer, and a secretary.

### Section 6.2 PRESIDENT

The President shall preside at the meetings of the Board of Directors and the Executive Committee and shall have general and active management of the business of Friends of Mali and shall see that all orders and resolutions of the members of FOM and of the Board of Directors are carried into effect. She/he shall, subject to the approval of the Board of Directors, appoint the chairs of all committees, including the editor of the Friends of Mali newsletter (The Griot), the Membership Secretary, and the webmaster, and shall serve as ex-officio member of all committees.

### Section 6.3 VICE PRESIDENT

In the absence, disability, or refusal to act by the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may perform such other duties and have other such powers as the Board of Directors or the President may from time to time prescribe.

### Section 6.4 SECRETARY

The Secretary shall keep minutes of the meetings of the Friends of Mali, of the Board of Directors, and of the Executive Committee or supply a substitute to keep the minutes in his/her place. The Secretary shall send a copy of all minutes to Directors and Officers as directed by these bylaws or requested by the Directors and Officers and file the minutes as the official record of FOM activities; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of FOM records; respond to correspondence, both physical and virtual; and in general perform all duties incident to the offices of secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

### Section 6.5 TREASURER

The treasurer shall have the custody of the Friends of Mali funds and shall keep full and accurate records of receipts and disbursements in book belonging to the FOM, and shall deposit all money in the name and to the credit of the FOM in an account designated by the Board of Directors. The treasurer shall disburse the funds of the Friends of Mali as may be requested by the Board of Directors or the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President, at its regular meetings or when the President or Board of Directors so request, an account of all financial transactions for the Friends of Mali. Checks in excess of \$100 shall be signed by two or more members of the Board of Directors.

#### Section 6.6 MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet, not less frequently than once a quarter, the time and place to be fixed by the President. All meetings of the Executive Committee are open to all members of the Friends of Mali. When appropriate, the President shall make a reasonable effort to notify the membership or a portion of the membership of the time and place of Executive Committee meetings, as determined by the President with the approval of the other standing members of the Committee.

#### Section 6.7 AD HOC MEMBERS OF THE EXECUTIVE COMMITTEE

The President, with the approval of the other standing of the Executive Committee, may designate the chairs of committees and the editor of the FOM newsletter as ad hoc members of the Executive Committee.

### ARTICLE 7 BOARD OF ADVISORS

The President, subject to the approval of the Board of Directors, shall be empowered to recruit and select a Board of Advisors to the Friends of Mali. The members of the Board of Advisors need not be members of the Friends of Mali but shall be added to the mailing list as a matter of course. The members of the Board of Advisors shall be non-voting affiliates of the Friends of Mali available as resources for advice and counsel and participation in projects and activities of the Friends of Mali. Immediate past Presidents of the Friends of Mali shall automatically be given membership on the Board of Advisors. The term of service of members of the Board of Advisors shall be unlimited and also the number of members. The Board of Directors may remove a member from the Board of Advisors by a majority vote.

### ARTICLE 8 FINANCIAL MATTERS

#### Section 8.1 BUDGET

By the second month after their election by the general membership, the Executive Committee shall prepare a budget of anticipated income and expenses of the Friends of Mali for that year and submit it to the Board of Directors. Upon passage by the Board of Directors, with or without modification, this budget shall be the appropriation measure for that fiscal year. No committee or activity may exceed its appropriation without the consent of the Board of Directors.

#### Section 8.2 FISCAL YEAR

The fiscal year shall end on the last day of December.

#### Section 8.3 DISSOLUTION

Upon dissolution, the remaining assets of the Friends of Mali shall be disbursed in accordance with the Internal Revenue Service regulations regarding the disbursement of assets of a tax-exempt organization existing at the time of dissolution. The Board of Directors shall see researched and approved appropriate disbursement of assets.