



BY-LAWS

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**BY-LAWS
OF
THE ORGANIZATION FOR INTERNATIONAL DEVELOPMENT, INC.**

(A New York not-for-profit Corporation)

ARTICLE I

NAME, PURPOSE AND PRINCIPAL OFFICE

First. Name; Purpose. The Organization for International Development, Inc. (referred to herein as, the “Corporation”) is a not-for-profit corporation organized exclusively for charitable and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Article 2 of the New York State Not-for-Profit Corporation Law.

Second. Principal Office. The principal office of the Corporation shall be located within the County of the Bronx, State of New York. The Corporation may also have offices other than said principal office at such other places either within or without the State of New York, as the board of directors (the “Board”) shall from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERS

First. Eligibility. Membership shall be made up of individuals who have completed and signed a membership application form that has been accepted by the Board, or the membership committee (“Membership Committee”), and is on file with the Secretary of the Corporation.

Second. Transfer and Term of Membership. Membership in the Corporation shall not be transferable. Members may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary) and any member may be removed at any time, with or without cause, by majority vote of the other members.

Third. Good Standing; Privileges. A member of the Corporation shall be deemed to be in good standing if (i) such member is not under final sentence or expulsion, and (ii) such member’s dues for the current year have been paid in full. For the avoidance of doubt, a member whose dues for the current year has not been paid in full by March 31st of same year shall cease to be a member of the Corporation, provided however, such member shall be re-instated upon payment of all outstanding dues. Dues will be applied for the current year in which they are paid. Notwithstanding the foregoing, a member shall not be

required to pay dues if such member is afflicted by prolonged illness or other incapacitation; such member shall be deemed to be good standing to the extent of their affliction. A member in good standing shall have all rights and privileges set forth herein including voting and serving as appointed or elected.

Fourth. Voting. Each member shall be entitled to one (1) vote in his/her name on the record date, and may vote at each meeting of the general body ("General Body Meeting") in person or by proxy. All corporate actions by the members shall be determined by a majority of the votes cast at a General Body Meeting by members entitled to vote thereat.

Fifth. Quorum of Members. Members entitled to cast thirty three and one-third percent (33.33%) of the total number of votes entitled to be cast thereat shall constitute a quorum at an Election Meeting or a meeting of members at which the members shall be required to vote on a proposal. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum. Votes cast via electronic mail shall be aggregated along with the votes cast at the meeting in person or by proxy for the purpose of determining whether quorum requirements have been met.

Sixth. Proxies. Every proxy must be dated and signed by the member or by his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided therein. Every proxy shall be revocable at the pleasure of the member executing it, except where an irrevocable proxy is permitted by statute.

Seventh. List or Records of Members at Meetings. A list or record of members entitled to vote, certified by the Secretary of the Corporation, shall be produced by the chairperson of the Nomination/Governance Committee at any meeting of the members at which members shall be required to vote on a proposal, upon the request therefor of any member who has given written notice to the Corporation at least one week prior to such meeting that such request will be made. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Eighth. Action by Members Without a Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon or via electronic mail. Consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members and any certificate with respect to the authorization or taking of any such action shall state that the authorization was by unanimous consent.

Ninth. Annual Meetings. The annual meeting of members shall be held during the month of March of each year at the place within the County of the Bronx, State of New York as set forth in the notice of meeting. At this annual meeting, the annual election (“Election”) of Directors shall be conducted and the members shall vote on such other matters as are presented for vote by the Board.

Tenth. Special Meetings. Special meetings of the members may be called at any time by the Chairperson, President or Secretary. Such meetings may also be convened by members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing addressed to the Secretary of the Corporation, demand the call of a special meeting specifying the date and month thereof, which shall not be less than one month nor more than three months from the date of such written demand.

Eleventh. Notice of Special Meetings. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice. Notice of all Special Meetings shall be given by email, mail or telephone facsimile not less than five (5) or more than thirty (30) days before the meeting to the email, usual business or residence address of each member, but such notice may be waived by any member. At any Special Meeting at which every member shall be present, even though without any notice or waiver, any business may be transacted.

Twelfth. Membership Certificates or Cards. The Board or the Membership Committee, may, but need not, cause to be issued certificates or cards to be evidence membership certificate in the Corporation. The fact that the organization is a not-for-profit corporation, and that any such membership certificate or card is non-transferable shall be noted conspicuously on the face or back of any membership certificate or card that may be issued. Any such certificate or card shall set forth any such additional statements as may be required by the Not-for-Profit Corporation Law of the State of New York or any other provision of law. Membership certificates or cards, if issued, shall bear the signature of the officer or officers designated by the Board or the Membership Committee.

ARTICLE III

BOARD OF DIRECTORS

First. General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board. The Board may exercise all such

authority and powers of the Corporation and do all such lawful acts and things directed or required herein, by statute or the Certificate of Incorporation.

Second. Number, Qualifications, Election and Term of Office The number of directors constituting the Board shall be up to sixteen (16), but not fewer than thirteen (13) directors. The number of directors may be changed, from time to time, by the affirmative vote of a majority of the entire Board. Any decrease in the number of directors shall be effective at the time of the next succeeding election in March unless there shall be vacancies in the Board, in which case such decrease may become effective at any time prior to the next succeeding election in March to the extent of the number of such vacancies. All of the directors shall be at least eighteen (18) years of age, and shall be in good standing with the Corporation. Each director shall hold office until his/her designated term and until his successor shall have been elected or appointed, as the case maybe or until his death, or until he/she shall be resigned, or has been removed, as hereinafter provided in these By-Laws.

Third. Place of Meetings Meetings of the Board shall be held at the principal office of the Corporation in the State of New York, County of the Bronx or at such other place, within or without such State, as the Board may from time to time determine or as shall be specified in the notice of any such meeting.

Fourth. Regular Meetings Meetings of the Board shall be held at such time and place as the Board may fix, but not less than on a bi- monthly basis, except for the months of July and August.

Fifth. Quorum and Manner of Acting A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board, and, except as otherwise expressly required by statute or the Certificate of Incorporation or these By-Laws, the act of the majority of the directors present at any meeting at which quorum is present shall be the act of the Board. In the absence of a quorum at any meeting of the Board, a majority of the directors present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to the directors unless such time and place were announced at the meeting at which the adjournment was taken, to the other directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The directors shall act only as a Board and the individual directors shall have no power as such.

Sixth. Resignations Any director of the Corporation may resign at any time by giving written notice of his/her resignation to the Board or the Chairperson of the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified

therein, the acceptance of such resignation shall not be necessary to make it effective.

Seventh. Vacancies. Subject to any express provision of the Certificate of Incorporation, any vacancy in the Board, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of a majority of the directors then in office, though less than quorum. To the extent that such directors are elected by the general body membership, such directors shall be elected in March during the election. Each director so elected shall hold office for the designated period and until his/her successor shall have been elected, appointed, as the case may be, and qualified.

Eighth. Removal of Directors. Except as otherwise provided by statute, any director may be removed, for cause, at any time, by a majority of the Board at a special meeting thereof.

Ninth. Action by Consent Unless restricted by the Certificate of Incorporation or applicable law, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board.

Tenth. Telephonic Meeting. Unless restricted by the Certificate of Incorporation, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Eleventh. Compensation. The Board shall not be compensated for their services to the Corporation other than for reasonable incidental expenses incurred while conducting the Corporation's business, if such expenses are approved by the Board or the applicable committee.

ARTICLE IV

OFFICERS

First. Officers. At the annual election meeting, the members shall elect from among its rank, a President, a Vice-President, a Secretary, a Recording Secretary, a Treasurer, an Assistant Treasurer, a Chairperson, and such other officers as they may determine, to the Board. Any two or more offices may be held by the same person except that no one individual can simultaneously occupy more than one of any of the following offices: President, Vice President, Secretary or Treasurer.

Second. Eligibility. Only an active or life member in good standing of the Corporation shall be eligible to serve as an elective officer.

Third. Term; Removal. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified. Any officer of the Corporation may be removed for Cause by action of the Board, provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board rather than by written consent in accordance with Article III Section Ninth. Any one or more or all of the directors may be removed with or without Cause (as defined below) at any time by action of the members, provided that written notice of his or her removal is given to any director so removed. Any director who has been so removed shall cease to be an officer of the Corporation as of the date of the written notice.

For purposes hereof, the term "Cause" shall mean as follows:

- i. the willful failure of a Director or an Officer to substantially perform their responsibilities under the By-laws, after (X) demand for substantial performance has been made by either the President or the Board that specifically identifies how such person has not performed their responsibilities and (Y) a reasonable period of time has elapsed (not to exceed three months) after such demand has been made and the Director or Officer's non-performance continues;
- ii. the willful engaging by the Director or Officer in illegal conduct or gross misconduct which causes financial or reputational harm to the Corporation;
- iii. the indictment of a felony or a guilty or nolo contendere plea by a Director or an Officer with respect thereto;
- iv. the material breach by a Director or an Officer of any of the Corporation's written policies;
- v. the habitual abuse of narcotics or alcohol by a Director or an Officer; or

- vi. the engaging by a Director or an Officer in fraud in connection with the business of the Corporation or material misappropriation of the Corporation's funds or assets.

The elected officers shall serve for a term as follows:

- i. Chairperson – Five (5) years;
- ii. President – Two (2) years;
- iii. Vice President – One (1) year;
- iv. Recording Secretary- One (1) year;
- v. Secretary – Two (2) years;
- vi. Treasurer -Four (4) years; and
- vii. Assistant Treasurer – One (1) year.

First. Resignations. Any officer of the Corporation may resign any time by giving written notice of his/her resignation to the Board or the Chairperson or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of any such resignation shall not be necessary to make it effective.

Second. Chairperson. It shall be the duty of the Chairperson to communicate with and supervise the Board. The Chairperson shall ensure that the Corporation is financially sound, and that the membership is advised of all progress.

Other duties of the Chairperson shall include duties as may from time to time be assigned to him/her by the Board, including but not limited to the following: serving as chair of all meetings of the Board and as a member of the Finance Committee; ensuring development and facilitation of a long term strategic plan, as well as, adhere to these Bylaws, its Certificate of Incorporation, all applicable laws, policies and procedures; appointing all members of standing and special committees of the Board and relieve any inactive committee members or directors of the Board with approval of the Board; supporting and defending policies and programs adopted by the Board; preparing an agenda for each Board meeting and distribute prior to meeting and do the same for the Corporation's General Body Meetings; serving as an ex-officio member on all committees except the Nominating Committee; acting as official spokesperson of the Corporation; conducting an annual orientation of the Board and mid-year Board Retreat; preparing the Corporation's annual report by reviewing the Corporation activities and finances within 90 days of the end of the fiscal year and presenting the aforementioned to the General Body; conducting transition meeting with successor; submit budget needs for the following fiscal year.

Third. President. It shall be the duty of the President to, in the absence of the Chairperson, perform such duties with the powers of and subject to all the restrictions upon the Chairperson. The President shall serve as direct support to

the Chairperson. He/she shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him/her by the Chairperson and the Board, including, but not limited to the following: chairing the Executive Committee; developing and implementing a leadership development programs, as well as, provide for mentoring of members; handling the development of policies and procedures for the membership committee; attending monthly Board meetings, organization events and committee meetings; conducting transition meetings with successor; report on the strategies, successes and challenges of assigned committees to Board; submitting agenda items for the Board and Executive Committee meetings in advance of meetings; and Facilitate an orientation program for the incoming Board.

Fourth. Vice President. It shall be the duty of the Vice President to perform all such duties as from time to time may be assigned to him/her by the Board or the President. At the request of the President or in his/her absence or in the event or his/her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have the powers of and be subject to the restrictions placed upon the President in respect of the performance of such duties. Some duties of the President, shall include, but not limited to, the following: establishing overall long and short term goals, objectives and priorities for the Corporation in meeting the needs of the community; being an active member of the Executive Committee; working with committees to ensure their adherence to the governance, policy and objectives of THE CORPORATION; in conjunction with the President, and filling the President's position in the absence of the President at monthly Board meetings.

Fifth. Treasurer. It shall be the duty of the Treasurer to manage the Corporation's funds and shall deposit such funds in such banks or other depositories as the Board or the President shall, from time to time, direct or approve. He/She shall maintain proper accounting procedure for the receipt and handling of funds, maintenance of financial records, and paying all authorized invoices. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time to time maybe assigned to him by the Chairperson and the Board, including but not limited to: ensuring the safekeeping of the Corporation's funds in such banks, trust companies, and/or investments as approved by the Board; renewing all permits and authorized post office boxes; preparing annual operating budget and ensure compliance once approved by the Board; complying with all governmental tax regulations and file the Corporation's tax reports as required thereby; ensuring that the Corporation complies with bonding requirements, if necessary; presenting up-to-date financial statements at each meeting of the Board or the General Body; and researching current funding, partnership and investment trends and topics pertinent to the Corporation; serving as voting member of the Board and Finance Committee; and chairing the Finance Committee.

Sixth. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in doing his/her or duties. In the absence of the Treasurer or in the event of her/his ability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as from time to time may be assigned by the Chairperson and the Board.

Seventh. Secretary. The Secretary shall keep or cause to be kept accurate records of the business of the Corporation. The Secretary shall perform the duties as from time to time may be assigned by the Chairperson and the Board, including: ensuring that all notices are duly given in accordance with the provisions of these By-Laws and as required by all applicable laws; being the custodian of the records and the seal of the Corporation and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal to the extent the Corporation own and or possess a seal, ensuring that the books, reports, statements, certificates and other documents and records required by all applicable laws are properly kept and filed; ensuring that the Board Manual is kept up to date; responding to or directing correspondence received on behalf of the Corporation; setting up procedures whereby all contracts entered into by the Corporation are cataloged; and ensure that all committee's reports due to the Board are received and circulated within specified timeframe.

Eighth. Recording Secretary. The Recording Secretary shall keep accurate records of the meeting of the Board and the General Body, and ensure they are timely circulated. The Recording Secretary shall also perform the duties as from time to time may be assigned by the Chairperson and the Board.

Ninth. Compensation. The officers shall not be compensated for their services to the Corporation other than for reasonable expenses incurred directly resulting from the performance of their duties.

ARTICLE VI

COMMITTEES

First. Executive Committee and Standing Committees – The Board may designate from among the directors an Executive Committee and other standing committees (“Standing Committees”). Each committee shall keep regular minutes of its meetings and report the same to the Board.

The Standing Committees are: the (i) Executive Committee, (ii) Public Relations; (iii) Community Development Committee; (iv) Fundraising Committee; (v) Finance Committee; and (vi) Healthcare Missions Committee.

Second. Adhoc Committee; Special Committee – The Board may establish any ad hoc committee for specific purposes as are necessary to conduct the affairs of the Corporation. The chairperson(s) of such additional committees shall be appointed or elected, as the case may be, in the matter set forth herein. Such special committees shall have only the powers specifically delegated to them by the Board and in no case shall have the powers which are not authorized for standing committees. Provisions of these By-Laws and the Not-for-Profit Corporation Law applicable to directors generally shall apply to members of such committees.

Third. Generally. The committee chair and staff are responsible for advising and reporting committee activities. Written committee reports are to be provided to the Board, as directed by the chair, which should describe the progress that the group is making toward specific goals. The report should include specific policy recommendations to the Board. In addition to the committee’s general charge outlining the scope of its activity, the Board may charge any committee with specific work. The chair and staff liaison are responsible for keeping the group’s work focused on the charges and in alignment with the Corporation’s strategic plan. At any time and from time to time, the committee chair shall make recommendations to the Board on goals, objectives, and composition. Committee members are responsible for recording conference call and meeting proceedings and for distributing minutes.

ARTICLE VII

ADVISORY BOARD

First. The Advisory Board of the Corporation shall be composed of experts in the fields of, among other areas, civic life, education, business development and philanthropy, and individuals who have a keen interest in the programmatic issues, objectives, mission and purpose of the Corporation. Advisory Board members shall play an important public relations role, and work to broaden the Corporation's funding through contacts for in-kind resources, and for direct financial support. While the Advisory Boards cannot create legally binding policies for the Corporation, it can help create policies, which provide direction and support for the Corporation. The Board may nominate and elect candidates to the Advisory Board on a biennial basis and each such individual so elected shall serve at the pleasure of the Board.

ARTICLE VIII

ELECTIONS

First. Annual elections shall occur during the first quarter of each number of candidates can be nominated for an office. A Nominating Committee, consisting of three (3) to four (4) members (who are not seeking office) will solicit active members in good standing for elective office. Solicitation will be completed by January 31st of the election year. A slate of all candidates will be developed and mailed or sent via electronic transmission to the general membership for voting in March. In the event that two (2) candidates receive equal number of votes, there will be majority vote from the members at the election meeting. Active members who cannot be in attendance may leave a written proxy vote with the President. Any proxy shall be executed in writing by the member or his/her duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution. Ballots will be tallied by at least two members of the Nominating Committee and certified accurate by the President. The candidate receiving the largest number of votes shall be declared the winner during the month of March. Voting shall be by paper ballot.

ARTICLE IX

GENERAL MEETINGS

First. **Time and Locations.** A meeting of the general body meeting is to be held at least on a monthly basis.

Second. Quorum. A meeting is considered official if: (i) at least four (4) elected officers are present, and (ii) ten (10) percent of the active membership is present.

ARTICLE X

INDEMNIFICATION

First. Indemnification. The Corporation may, by resolution of the Board, indemnify any and all its directors, officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged by a court of competent jurisdiction in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XI

DUES

First. Membership Dues. The dues of active members shall be due January 1st of each year and no later than March 31st.

ARTICLE XIII

MISCELLANEOUS MATTERS

First. Fiscal Year. The fiscal year of the Corporation shall begin on December 31st of each calendar year and end on December 31st of the following year.

Second. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board.

Third. Books and Records. The Corporation shall keep at its principal office in the State of New York, (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board and any committee of the Corporation and (c) a current list of the directors, officers and members of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or any other form capable of being converted into written form within a reasonable time. A copy of the By-Laws shall be posted on the Corporation Web-Site.

Fourth. Limitation of Activities. The Corporation shall not perform participate in, or sponsor in whole or part any activities proscribed to a corporation exempt from payment of Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

Fifth. Amendment of By-Laws. These By-Laws may be amended by a majority vote of the Board of the Corporation or by a majority vote of the General Body.