

# **Bylaws of the Ethiopian Girls' Bright Future Fund (EthioGBFF)**

*A Minnesota Nonprofit Corporation*

## **Article I – Name and Seal**

### **Section 1. Name**

The name of the nonprofit corporation is the Ethiopian Girls' Bright Future Fund (hereafter referred to as "EthioGBFF").

### **Section 2. Seal**

The use of a corporate seal is optional. If adopted by the Board of Directors, it shall be the intellectual property of EthioGBFF and may contain the word "Seal" and additional details as permitted by Minnesota law.

## **Article II – Office Location**

### **Section 1. Registered Office**

The registered office of EthioGBFF shall be the address designated in the Articles of Incorporation and may be changed by resolution of the Board as permitted under Minnesota Statutes Chapter 317A.

### **Section 2. Mailing Address**

Ethiopian Girls' Bright Future Fund (EthioGBFF)  
10670 Hawthorn Trail  
Saint Paul, Minnesota 55129

### **Section 3. Other Offices**

The corporation may maintain additional offices within or outside Minnesota as determined by the Board of Directors based on the operational needs of the organization.

## **Article III – Purpose**

EthioGBFF is organized exclusively for charitable and educational purposes as outlined in Section 501(c)(3) of the Internal Revenue Code.

Our mission is to empower underprivileged young women in Ethiopia through access to higher education. This includes:

- Providing financial support stipend for tuition, supplies, hygiene materials, and safe transportation;
- Offering mentorship and leadership development;
- Building awareness and community support for girls' education in remote Ethiopian regions.

## **Article IV – Membership**

The corporation shall have no general membership. Governance is vested in the Board of Directors.

## **Article V – Board of Directors**

### **Section 1. Composition and Qualifications**

The Board shall consist of 3 to 15 individuals committed to the mission of EthioGBFF. All Directors must be over 18 years old.

### **Section 2. Powers**

The Board has full authority over the affairs, funds, policies, and operations of the organization, including hiring and oversight of officers and staff.

### **Section 3. Terms**

Directors serve two-year staggered terms and may serve up to five consecutive terms.

### **Section 4. Selection**

Candidates for the Board may be nominated by existing Directors or apply directly. Appointment requires majority approval by the Board.

### **Section 5. Removal and Vacancies**

A Director may resign or be removed for cause with a two-thirds vote. Vacancies are filled by Board vote until the next annual meeting.

### **Section 6. Compensation**

Directors receive no compensation but may be reimbursed for approved expenses.

## **Article VI – Meetings**

### **Section 1. Annual Meeting**

The Board shall hold an annual meeting in January for elections, reporting, and strategic planning.

### **Section 2. Regular and Special Meetings**

The Board shall meet at least quarterly. Special meetings may be called by the Executive Director or one-third of the Board. All meetings may be held virtually.

### **Section 3. Notice and Quorum**

At least five days' notice is required. A quorum consists of a simple majority of active Board members. No proxy voting is allowed.

## **Article VII – Officers**

### **Section 1. Roles**

Principal Officers include an Executive Director, Treasurer, and Secretary. A Vice Executive Director may also be appointed.

## **Section 2. Elections and Terms**

Officers are elected by the Board at the annual meeting and serve one-year terms. The Treasurer may serve a maximum of four consecutive terms unless a licensed CPA.

## **Section 3. Duties**

- **Executive Director:** Leads meetings, oversees Board resolutions, and serves as ex officio on committees.
- **Vice Executive Director:** Assists the Executive Director and oversees governance documentation.
- **Secretary:** Maintains records, meeting minutes, and legal filings.
- **Treasurer:** Manages finances, prepares the budget and reports, and chairs the Finance Committee.

## **Section 4. Removal**

Officers may be removed with a two-thirds vote for cause, after notice and an opportunity to respond.

# **Article VIII – Committees**

## **Section 1. Committees**

The Board may establish committees (e.g., Fundraising, Governance, Outreach) to support its work. The Executive Director may appoint committee members.

## **Section 2. Executive Committee**

Comprised of the Officers, the Executive Committee has authority between Board meetings but cannot amend bylaws or dissolve the organization.

## **Section 3. Finance Committee**

Led by the Treasurer, this committee develops budgets, reviews financial practices, and ensures proper reporting.

# **Article IX – Executive Director and Staff**

## **Section 1. Appointment**

The Board may hire an Executive Director to manage daily operations. This person may attend Board meetings but shall not vote.

## **Section 2. Compensation**

The Board shall determine reasonable compensation in compliance with applicable laws.

# **Article X – Fiscal and Operational Provisions**

## **Section 1. Fiscal Year**

The fiscal year shall begin January 1 and end December 31.

## **Section 2. Financial Oversight**

Two officers must approve financial transactions. All funds must be deposited into EthioGBFF accounts and used only for mission-aligned purposes.

## **Section 3. Audits and Reviews**

The Board shall conduct periodic reviews of governance, compliance, and financial practices to preserve nonprofit and tax-exempt status.

## **Article XI – Amendments**

Amendments to these Bylaws require a two-thirds vote of the full Board at a properly noticed meeting.

## **Certification**

These Bylaws were adopted by the Board of Directors of EthioGBFF on April 28, 2024.

**Executive Director Signature:** *Amare Berhie*

**Date:** April 29th 2024