



**VOLTA REVIVAL FOUNDATION**

# **BYLAWS of the VOLTA REVIVAL FOUNDATION**

## **Article I. Name**

The name of this Corporation is the VOLTA REVIVAL FOUNDATION (herein after referred to as the “corporation”).

## **Article II. Principal Office**

The Initial registered office for the Corporation shall be located at 912 NE Revere Avenue Unit 1, Bend, Oregon 97701. The Board of Directors may, at any time, change the location of the registered office within Oregon.

## **Article III. Purpose**

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of the Corporation shall be to engage in lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: supporting resettlement towns effected by the hydroelectric dams on the Volta river in Ghana, and those living next to the Volta river and lake; by empowering communities to achieve educational opportunity, economic independence, and human rights. Our projects include issues concerning health, education, human rights, safety, sanitation, employment and/or agriculture.

## **Article IV. No Members**

This Corporation shall have no members.

## **Article V. Board of Directors**

**Section 1. General Powers.** The business and affairs of this Corporation shall be governed by the Board of Directors.

**Section 2. Number.** The number of directors of this Corporation shall consist of no less than five (5) and no more than Twenty (20) directors.

**Section 3. Qualification.** Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of the Volta Revival Foundation and will not be restricted on the basis of race, color, ethnicity, nationality, religion, age, gender, or sexual orientation.

**Section 4. Nomination and Election.** The Governance Committee or any two members of the Board of Directors may nominate prospective candidates for the Board of Directors no later than thirty (30) days before the next meeting. A list of candidates, the term for which each is nominated, and relevant biographical information about each candidate shall be sent to the members along with the notice of meeting.

**Section 5. Terms.** The term of office for each director of the Corporation elected at an annual meeting shall be one (1) year. Directors may be elected to successive terms of office. A director may serve on the Board until resignation or removal.

**Section 6. Removal.** Any director may be removed, with just cause, by a majority vote of the directors then in office.

**Section 7. Vacancies.** Vacancies on the Board of Directors shall be filled by an affirmative vote of two-thirds of the Directors then in office at a regular or special meeting called for that purpose. The Governance Committee or any two Board members may nominate a candidate for a vacant position.

**Section 8. Quorum and Action.** At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws. In the case of a tie breaker, the Governance Committee will decide. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

**Section 9. Proxies.** There shall be no voting by proxy.

**Section 10. Regular Meetings.** Regular meetings of the Board of Directors shall be held three times yearly during the months of September, January, and June. The exact time, and place shall be determined by the Board of Directors and the Governance Committee. Regular meetings are set up to discuss and vote on actions, projects, financing, Articles of Incorporation, Bylaws, hiring of managers and/or the election of board members. For an affirmative vote there must be a majority consensus; if the vote is tied, the Governance Committee will decide the vote.

**Section 11. Special Meetings.** Special meetings may be called by a written notice filed by two or more members of the Board or by the Governance Committee for a specific purpose. Notice of special meetings of the Board of Directors shall be delivered personally to each director by phone call, or email no less than seven (7) days before the special meeting.

**Section 12. Alternative Meeting Venue.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting; or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 13. No Salary.** Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

**Section 14. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all the directors.

## **Article VI: Committees**

**Section 1. Standing Committees.** There shall be two (2) standing committees of the Board of Directors: the Governance Committee and the Finance Committee. Standing committees shall be chaired by a director and shall have at least one additional director as a member.

- a. **Governance Committee.** The members of the Governance Committee shall be the executive directors, the secretary, the treasurer, and the chairs of the standing committees. The Governance Committee shall have the power to exercise all of the powers of the Board between Board meetings, except those powers specified in Section 7 below. The Governance Committee shall cause strategic, long-range planning to be done; shall act as a Personnel Committee and Compensation Committee as needed; shall approve the appointment of any non-Board member to a committee; and shall perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, provided a quorum is present. The Governance Committee actions shall be reported in full to the Board of Directors at its next regular meeting.
- b. **Finance Committee.** The Finance Committee shall recommend the annual budget to the Board of Directors for its approval; shall regularly review and assess this Corporation's finances at regular meetings of the Board and at other times as requested; shall recommend financial policies to the Board of Directors; shall review annually this Corporation's IRS 990 Form and recommend its acceptance by the Board; and shall perform other duties as the Board of Directors may prescribe from time to time. The Treasurer shall chair the finance Committee.

**Section 2. Other Committees.** The Board may designate additional standing, temporary, advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

**Section 3. Committee Chairs.** With the exception of the Finance Committee, the Governance Committee shall appoint the chair of each committee.

**Section 4. Committee Members.** The directors and committee chair shall appoint the board members of each committee. Non-Board members may be recruited to serve on the committee.

**Section 5. Terms.** The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

**Section 6. Quorum and Action.** A quorum at a meeting of a standing committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

**Section 7. Limitations on the Powers of Committees.** No Committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

## **Article VII. Officers**

**Section 1. Titles.** The officers of the Corporation shall initially consist of two (2) Executive Directors, the Treasurer, the Secretary, and other such officers as the Board may appoint. All officers for this Corporation shall be selected from the Board of Directors and must be members of the Board of Directors.

**Section 2. Nomination and Election.** Officers shall be nominated by the Governance Committee or any two Board members and shall be elected or re-elected at the June Board meeting by a majority vote of a quorum of the Board.

**Section 3. Terms.** Officers shall serve for a term of one year or until their successors are duly elected. Terms of office begin immediately upon election.

**Section 4. Vacancy.** A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The Governance Committee or any two (2) Board members shall nominate the candidates for the vacancy.

**Section 5. Other Officers.** The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 6. Removal.** Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

**Section 7. Executive Directors.** There shall be two (2) Executive directors to oversee the governance and general operation of the Corporation, especially in Ghana. At all times, at least one (1) Executive Director must be Ghanaian. The Executive Directors shall recommend to the full Board for final approval the annual compensation to all employees; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Directors shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The directors are ex-officio members of the Board of Directors, Governance Committee, and Finance Committee.

**Section 8. Secretary.** The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the directors and the remaining Board members, the Secretary shall perform the following duties: (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation; (b) official recording of the minutes of all proceedings of the Governance Committee meetings and actions; (c) provision for notice of all regular and special meetings of the Board of Directors; (d) review revisions to Articles of Incorporation as needed; (e) preside at meetings of the Board of Directors; (h) retain all recordings relating to the hiring and performance review and termination of all employees; (j) any other duties as may be prescribed by the Board of Directors.

**Section 9. Treasurer.** The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, the following duties: (a) keeping a full and accurate account of all the financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the Corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

### **Article VIII. Non-Discrimination Policy**

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, ethnicity, nationality, sex, sexual orientation, religion, creed, marital status, disability, or political belief. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by this Corporation.