



BYLAWS OF THE AFGHANISTAN RELIEF ORGANIZATION

ARTICLE I

Office

Section 1.1 Name. This organization is incorporated under the laws of the State of California, registered in Canoga Park, California, and shall be known as the Afghanistan Relief Organization, hereinafter referred to as “ARO”, or “Corporation”.

Section 1.1 Principle Office. The United States postal office of the Afghanistan Relief Organization (hereinafter the “ARO” or the “Corporation”) shall be: P.O. Box 866, Cypress, California, 90630, USA. Other offices shall be in such other places as the Board of Directors may from time to time select. The main facilities and working address for ARO in Afghanistan shall be: Computer and English Institute, Kartaay Char, Nahia Sayium Gula-ye Sarai Ghaznee Wakill Samaad Street, House #194, Kabul, Afghanistan. ARO also is registered as a non governmental organization in Afghanistan and is subject to the applicable requirements and laws as relates to ARO’s operations and conduct.

ARTICLE II

Purpose

Section 2.1 Purpose. ARO is a non-political, secular (non religious), non-profit 501 (c) (3) humanitarian organization, Federal Tax ID 95-4822766, whose purpose is to provide aid and assistance to people inside Afghanistan by directly delivering the just and proper distribution of basic relief needs and provide supplemental educational resources:

Section 2.2.

Enumerated

Purposes. Such purposes include:

- (a) Delivering relief aid and guarantee the distribution of contributions directly into the hands of the intended recipients throughout Afghanistan, with the purpose of avoiding third parties, deviation and / or sale of relief supplies.
- (b) Developing and implementing special projects, facilities, and programs that further the education, economy and well being of the people of Afghanistan, and which also strengthen self-reliance.
- (c) Providing aid and programs in a humanitarian context, in a non-political, secular (non-religious) manner.

Providing general support to the country-wide effort to rebuild, within the mission, practices and ability of the organization.



Section 2.3. Limitations. The ARO shall not endorse, support, or oppose political candidates or political parties or otherwise interfere or participate in a partisan manner in any political campaign. Notwithstanding any other provision of these Bylaws, the ARO shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future internal revenue law) and the related Treasury Regulations. Similarly, ARO shall not carry on any other activities not permitted to be carried on by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Articles not permitted to be carried on by any organization exempt from federal income tax under Section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V **Communications**

Section 5.1 Member, Volunteer and Organization Communications. Communications within and outside the organization of ARO reflect on the organization, and may influence—positively and negatively—volunteer recruitment, financial donations and project / program success or failure. All members and volunteers are responsible for maintaining professional communications standards.

- (a) **Email Communications.** Members and volunteers may not engage in personal or political communications via the official membership email (yahoo or other list serves established for the organization), which must be reserved for meeting and event announcements, distribution of minutes, sharing of newswire items related to Afghanistan and items relating to ARO’s mission and purpose. Personal communications among members, volunteers and among committees should be restricted to the specific email addresses of those involved.
- (b) **External Communications.** Any communication representing ARO as an organization to an outside group, organization, individual or entity must be non political and non religious in nature, and must not commit ARO to any actions, pledges, projects or programs that have not received full discussion and authorization by the Board of Directors. Volunteers must be clear to differentiate in their communications regarding programs or projects that are “research” or “concept only” and those that are authorized, fully operating programs of ARO.
- (c) **Website Communications.** The Website, www.afghanrelief.com, is an official external communication tool of ARO. Website content is authorized by the Chairman, Vice Chairman, Webmaster and Content Editor. Board of Directors and Members and Volunteers are welcome to suggest and submit content ideas to the Webmaster and Content



Editor for review and consideration by the Chairman, Vice Chairman, Webmaster and Content Editor.

Collateral Materials. Collateral Materials (e.g. fact sheets, brochures, flyers) about ARO, its projects, programs, and committee activities, must be reviewed and authorized by the Board of Directors prior to dissemination to the public. Materials may be reviewed and authorized via email to the Board of Directors, providing adequate review time and full consensus of the Board of Directors and Chairman, Vice Chairman.

Grant and Funding Proposals. Grant and Funding proposals are propriety documents and contain specific project and partnership information, and as such, are not intended as communications for the general public. Information included in proposals may be considered confidential in nature, in that the grant process is competitive with other organizations, and loss or dissemination of information may reduce the competitive value of the proposal. Committees preparing grant and funding proposals shall bring their finished Draft Proposals to the full Board of Directors for information sharing, review and comment. Grant and Funding Proposals and Letters of Inquiry created by Committees for outside entities, must be authorized by the Chairman, Vice Chairman, and / or Board of Directors before dissemination.

Volunteers may not share these proprietary documents in Draft or Final Form to anyone outside the organization of ARO (or recognized project partners), without specific justification and authorization by the Board of Directors. Grant and Funding Proposals must remain confidential within ARO, and its project partners, and are intended solely for the receiving philanthropic organization or entity, once approved by the Board of Directors as a Final Proposal.

ARTICLE VI **Meetings**

Section 6.1 Annual Board of Directors Meeting. Immediately after each annual election of Directors, the Board of Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. If at any annual meeting at least a quorum (as defined in Section 6.9) of the Directors is present at such place and time, then no prior written notice of such meeting shall be required to be given to the Directors. The place and time of such meeting may be altered by written consent of the Directors.

Section 6.2 Regular Board of Directors Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year. Notice shall be sent to all Directors at least fourteen (14) days before each meeting or may be sent out in one inclusive notice.

Section 6.3 Special Board of Directors Meetings. Special meetings of the Directors may be



called by the Chairman or Vice Chairman on forty-eight (48) hours notice in writing to each Director, and shall be called by the Secretary in like manner on the written request of two Directors.

Section 6.4 Remote Board of Directors Meetings. *In addition to* a regularly scheduled or special meeting, business may be conducted via postal mail, fax, email, or conference call and shall constitute legal action on any ARO matter. A unanimous vote by the Directors shall constitute a quorum in order to conduct the business of the Corporation.

Section 6.5 Board of Directors Meeting Agenda. Agendas for the Board of Directors meetings shall be sent to Directors at least five (5) days in advance of the meeting. Agendas shall have standing items regarding “call to order”, “minutes of the previous meeting”, “committee reports”, “old business”, “new business” and “next meeting date” information (see Attachment A). Board members may request items be placed on the agenda. Agendas shall be prepared by the designate of the Chairman or Vice Chairman, and shall be reviewed and authorized by the Chairman or Vice Chairman prior to distribution. Agendas are considered internal organization communications and are not to be disseminated to anyone who is not an ARO volunteer member, unless special circumstances require this and with authorization by the Chairman and / or Vice Chairman.

Section 6.6 Board of Directors Meeting Minutes. Minutes for the Board of Directors meetings shall be taken and prepared by the designate of the Chairman or Vice Chairman. Draft minutes shall be reviewed by the Board of Directors for comment and factual correction, prior to distribution to the full ARO membership. Minutes shall follow the format of the Meeting Agenda. ARO minutes are considered internal organization communications and are not to be disseminated to anyone who is not an ARO volunteer member.

Section 6.7 Bi-Monthly Volunteer Meetings. Bi-Monthly meetings of the full volunteer membership shall be held at such time and place as determined by the Board of Directors and notice sent to each member at least ten (10) days before said meeting.

Section 6.8 Special Volunteer Meetings of ARO volunteers may be called by the Chairman or Vice Chairman at any time, for the purpose of emergency or urgent discussion. Notice of special meetings (including the purpose of the meeting) shall be publicly announced at least five (5) days prior to such meetings.

Section 6.9 Quorum. A simple majority *of Directors* present shall constitute a quorum. The Chairman or Vice Chairman may appoint a Chairperson for any meeting if neither of them can be present. If a quorum is not present, a lesser number *shall* adjourn the meeting to a later date.



Section 6.10 Presumption. A Director of the ARO who is present at a meeting of the Board of Directors at which action on any ARO matter is taken shall be presumed to have assented to the action taken unless his or her dissent *or abstention* is entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent *or abstention* by registered mail to the Secretary of the ARO *within 48 hours following* the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI **Committees**

Section 6.1 Appointment of Committees. The Board of Directors may appoint one or more committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The appointment by the Board of any committee having the authority of the Board shall be by resolution adopted by the Directors then in office. All such committees shall consist of at least two (2) or more Directors. Affiliated projects—utilizing the ARO name, registration and assistance—shall be treated as committees and shall be *required* to comply with committee requirements, reporting and communications, as specified under Section 6.3, Section 6.4, and Section 6.5.

Section 6.2 Power and Authority of Committees. The Board of Directors may delegate to a committee having the authority of the Board, *limited* powers and authority in the management of the business and affairs of the Corporation, except the following:

- (a) The approval of any action for which the Non-Profit Public Benefit Corporation Law of the State of California also requires the approval of any members of a Corporation, in which event the approval of the Board of Directors shall be required.
- (b) The filling of vacancies of the Board or in any committee which has the authority of the Board.
- (c) The fixing of reimbursement or compensation of the Directors for serving on the Board or on any committee, if and when compensation is an agreed practice (as of the signing of these Bylaws, Directors do not receive compensation).
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.



- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The approval of any self-dealing transaction except as permitted in Section 4 of these Bylaws.

Section 6.3 Committee requirements. Committees must define their purpose, goals and objectives, and proposed timeline of activities, with a written mission statement and project plan. Each Committee mission statement will be reviewed and ratified by the Board of Directors, to ensure activities are in keeping with ARO's organizational purpose.

Section 6.4 Committee reporting. Committee chairpersons are responsible for keeping the Chairman and Vice Chairman informed of their Committee's meetings, communications and activities. Committee chairpersons are required to report on their Committee's meetings, activities and communications at regular meetings of the Board of Directors.

Section 6.5 Committee communications. Committee chairpersons and their members must obtain authorization from the Chairman or Vice Chairman prior to significant communications—those which constitute an organizational commitment, official statement or action—with organizations or entities outside ARO, by either oral or written communications (including email).

ARTICLE VII **Miscellaneous**

Section 7.1 Fiscal Year. The fiscal year shall end on the last day of December of each year.

Section 7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 7.3 Representation of Shares of Other Corporations. The President, Vice President and the Secretary of the Corporation are authorized to vote, represent and exercise on behalf of the



Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers, *with reporting responsibility to the Board of Directors within 30 days.*

Section 7.4 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 7.5 Execution of Contracts. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confirmed to specific instances and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Non-Profit Public Benefit Corporation Law of the State of California, any such contract or instrument between the Corporation and any third person, when signed by the President or any Vice President and the Secretary or Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of the said third person that the signing officers had no authority to execute the same.

Section 7.6 Annual Statement of Certain Transactions and Indemnification. Pursuant to Section 6322 of the Non-Profit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of certain transactions and indemnification to the Directors not later than one hundred twenty (120) days after the close of the fiscal year. If the Corporation issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

- (a) The amount and circumstances of any indemnifications or advances aggregating more than Five Hundred Dollars (\$500.00) paid during the fiscal year of the Corporation to any officer or Director of the Corporation; provided, that no such report need be made in the case of indemnification approved by the members; and
- (b) Any “covered transaction” (defined below) during the previous fiscal year of



the Corporation involving

- (1) more than One Thousand Dollars (\$1,000.00), or
- (2) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than One Thousand Dollars (\$1,000.00). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested person’s” relationship to the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a “covered transaction” is a transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

Section 7.7 Corporate Loans, Guarantees, and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under the Non-Profit Public Benefit Corporation Law of the State of California Section 5236.

Section 7.8 Conduct of Meetings. Meetings of the Board of Directors shall be governed by Robert’s Rules of Order, as revised, these Bylaws, and provisions of California law.

ARTICLE VIII **Indemnification**

Section 8.1 Indemnification of Directors, Officers, and Employees.

- (a) The Corporation may indemnify a director, officer, or employee under the provisions of Section 5238 of the Corporations Code or pursuant to any contract entered into with any employee who is not an officer or director.
- (b) Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the Corporations Code prior to



the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount unless it shall be determined ultimately that the director, officer, or employee is entitled to be indemnified.

- (c) The Corporation may purchase and maintain insurance on behalf of any director, officer, or employee of the Corporation against any liability asserted against or incurred by the director, officer, or employee in such capacity or arising out of the director's, officer's, or employee's status as such, whether or not the Corporation would have the power to indemnify the director, officer, or employee against such liability under the provisions of Section 5238 of the Corporations Code, except as provided in subdivision (i) of Section 5238 of the Corporations Code.

ARTICLE IX **Records**

Section 9.1 Minute Book. The Corporation shall keep or cause to be kept a minute book which shall contain:

- (a) The record of all meetings of the Board of Directors including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board of Directors without a meeting, and similarly as to meetings of committees of the Board of Directors established pursuant to **Section 6.1** of the **Bylaws** prior to the appointment of the initial Board of Directors.
- (b) A copy of the Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (c) A copy of the Bylaws as amended, duly certified by the Secretary.

Section 9.2 Annual Report.

- (a) Financial Statements shall be prepared as soon as reasonably practical after the close of the fiscal year. The financial statements shall contain in



appropriate detail the following:

- (1) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year.
 - (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (3) The revenue or receipts of the Corporation, both unrestricted and restricted purposes, during the fiscal year.
 - (4) The expenses or disbursements of the Corporation for both general and restricted purposes, during the fiscal year.
- (b) Any report furnished to Directors of the Corporation which includes the financial statements prescribed in **Section 9.2** shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.
- (c) A report including the financial statements prescribed by **Section 9.2 (a)** shall be furnished annually to all Directors of the Corporation.
- (d) An annual report including the financial statements prescribed by **Section 9.2 (a)** shall be sent to the Directors not later than one hundred twenty (120) days after the close of the fiscal year, except as provided in Section 6321 of the Corporations Code.

ARTICLE X

Effective Date and Amendments

Section 10.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them specify that they are to become effective at a later date.

Section 10.2 Amendments. These Bylaws may be amended or repealed and new Bylaws



adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice *at a regular meeting or in writing*.

CERTIFICATION OF SECRETARY

The undersigned Secretary of the Afghanistan Relief Organization hereby certifies that on (month) (day) (year), the Board of Directors has adopted the foregoing Amended Bylaws as the Bylaws of ARO.

Dated: (month)(day),(year)

Secretary

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