

**BYLAWS OF
RAMOUN CULTURAL CENTER
DBA
RAMMUN VILLAGE FOUNDATION**

02/10/2022



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RAMMUN
VILLAGE
FOUNDATION

BYLAWS OF RAMMUN VILLAGE FOUNDATION

The name of the organization is Rammun Village Foundation. The organization is organized in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the trustees, board members, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The purpose of the organization is the following:

The purpose of the Rammun Village Foundation is to support the community of Rammun through a number of services and initiatives, including but not limited to, charity, education, development, and social services.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held once each calendar year for the purpose of nominating members and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board Members from time to time.

Section 2. Special Meetings

Special meetings may be requested by the Chairman, Vice-Chairman, Secretary, or any two members by providing five days written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Members within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 5. Regular Meeting

The Board Members shall meet immediately after the nomination for the purpose of electing its new officers to positions on the board, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board Members may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 3. Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all board members of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board members may permit any or all members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all board members participating may simultaneously hear each other during this meeting. A board member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum

A majority of the members shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the members may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. Members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some board members results in the representation of less than a quorum.

Section 6. Informal Action

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the board members with respect to the subject matter of the vote.

ARTICLE II BOARD MEMBERS

Section 1. Number of Members

The organization shall be managed by a Board consisting of a minimum of 7 members and not to exceed 11 members.

Section 2. Nominations, Elections, and Term of Office

Founding Board Members shall be nominated at the first annual organizational meeting. Five of all members that are nominated and appointed will serve a 1-year term limit beginning May 1, 2022, the six remaining members will serve a 2-year term limit beginning May 1, 2022. The determination of members' terms ending in one year or two years shall be decided by the Rammun Foundation Election Committee during the May 2022 meeting. Any members replacing current nominated members will serve the term limit of the member being replaced.

Elected board members shall serve a term of 4 years (s), no term limits, or until a successor has been nominated and qualified. In order to qualify as a candidate for the Rammun Foundation Board Elections, members must be registered by May 1, 2022, and remain members for one year or more.

Election qualifications and procedures are to be organized by the Rammun Foundation Election Committee and are to be announced 6 months prior to elections taking place.

Elected board members being replaced by any candidate nominated before the Rammun Foundation Board shall be appointed with a two-third majority vote and meet criteria as outlined by the Rammun Foundation Election Committee.

All Board Members shall pass a criminal background/fingerprint check and be in good public standing.

Section 3. Quorum

A majority of Members shall constitute a quorum.

Section 4. Adverse Interest

In the determination of a quorum of the members, or in voting, the disclosed adverse interest of a member shall not disqualify the member or invalidate his or her vote.

Section 5. Regular Meeting

The Board Members shall meet immediately after the nomination for the purpose of electing its new officers to positions on the board, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board Members may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Procedures

The vote of a majority of the members present at a properly called meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A board member of the organization who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be

entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Informal Action

Any action required to be taken at a meeting of the board, or any action which may be taken at a meeting of the board or of a committee of members, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the board members or all of the members of the committee of the Board, as the case may be.

Section 8. Removal / Vacancies

A member shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board whether by death, resignation, removal, or any other cause, may be filled by the remaining members. A member nominated to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified by the board.

Section 9. Committees

To the extent permitted by law, the Board Member may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers

The officers of the organization shall be a Chairperson, Vice-Chair (as determined by Board Members), a Treasurer, and a Secretary. Two or more offices may be held by one person. The Chairman may not serve concurrently as a Vice-Chair. Members at large, the maximum number of members shall not exceed eleven, this includes officers appointed by the board.

Chairperson of the Board. This role shall be the member that presides at all meetings of the Board and its Executive Committee if such a committee is created by the Board.

Vice-Chair. The Vice-Chair shall perform the duties of the Chairperson in the absence of the Chairperson and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board Meeting and Executive Committee, shall keep an accurate list of the members, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of Board Meetings, and all committee meetings.

Treasurer. Maintain financial records, manage bank accounts and payables + receivables of the board. In addition, the treasurer shall report regularly to the board on the status of the Foundation when it comes to financials and audits.

Section 2. Nomination and Term of Office

The officers shall be elected once the founding board concludes its service as outlined in Section 2 of this document. . Each officer shall serve a **four-year** term or until a successor has been approved during the founding period by the board and meet qualifications, or successfully elected and meet qualifications after the 1st and 2nd founding periods and thereafter.

Section 3. Removal or Vacancy

The Board of Members shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Members.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the Chairman or any

Vice-Chair and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by the resolution of the Board.

ARTICLE V

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Members by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI

INDEMNIFICATION

Any member or officer who is involved in litigation by reason of his or her position as a member or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII

DISSOLUTION

The organization may be dissolved only with the authorization of its Board Members given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board Members.

Certification

NAME, Chairperson of Rammun Foundation, and _____, Secretary of Rammun Foundation certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board on November 01, 2021.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board Members on November 01, 2021.

By:

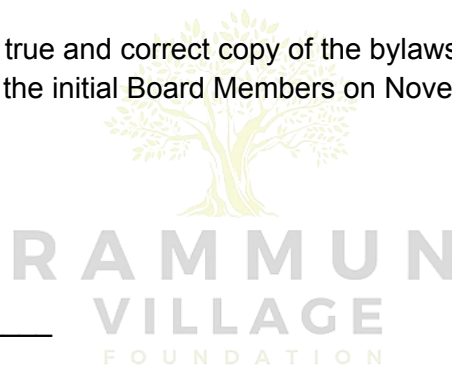
Date:

Name, Title

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By:

Date:



Name, Title

