

SELF-EMPOWERMENT THROUGH EDUCATION

7 Millridge Drive
Aston, PA 19014

Constitution and Bylaws

Adopted on 16 June 2007
Incorporated on 12 October 2007
Amended: 26 April 2008

Constitution

ARTICLE I - NAME

SECTION 1. The name of the organization shall be Self-Empowerment through Education, hereafter referred to by its acronym "SEED".

ARTICLE II - INCORPORATION

SECTION 1. SEED shall be incorporated under the laws of Pennsylvania as a non-profit charitable organization.

SECTION 2. SEED will not have a set term of existence, but will remain in perpetual existence.

SECTION 3. In the case of dissolution, the Board of Trustees shall:

- a. Pay or make provisions for the payment of all liabilities of the organization
- b. Dispose of all assets in such a manner or to such organizations which operate exclusively for charitable, educational, religious, or scientific purposes which qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provision of future US Internal Revenue Law), as the Board of Trustees shall determine.
- c. Any assets not disposed of according to Article II, Section 3b of the SEED Constitution shall be disposed of by the Court of Common Pleas of the county in which SEED's principle office is located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – PURPOSE

SEED is guided by the belief that education is the key to empowerment of both the individual and a community. SEED provides collegiate opportunity to aspiring teachers so as to improve educational standards in the community and further inspire young students to pursue a career in teaching.

SECTION 1. Our primary goal is to provide educational opportunities to individuals in Zambia, Africa who have exceptional abilities and few financial resources.

SECTION 2. Students may qualify for the financial means and support necessary to pursue a career in teaching.

SECTION 3. Our long term vision is for our graduates to encourage and assist other children in the community to pursue a career in teaching. In this capacity graduates will serve as both mentors and role models.

ARTICLE IV – MEMBERSHIP

SECTION 1. Membership in SEED shall be open to all persons and institutions who are interested in providing educational opportunity to potential students pursuing a teaching career in Zambia, Africa.

ARTICLE V – OFFICERS

SECTION 1. The officers of the Executive Committee shall be: President, Vice-President, Secretary and Treasurer.

SECTION 2. The Executive Committee shall perform duties as prescribed in the organization's By-Laws, Article III.

ARTICLE VI – BOARD OF TRUSTEES

SECTION 1. The governing body of SEED shall be a Board of Trustees including the Executive Committee and at minimum nine (9) and at maximum thirteen (13) voting non-officers.

ARTICLE VII – AMENDMENTS

SECTION 1. The Constitution may be amended by a two-thirds affirmative vote of the Board of Trustees during its next scheduled meeting, provided that notice of the proposed change is circulated to the entire Board of Trustees at least two weeks prior to the said meeting.

Bylaws

ARTICLE I – MEMBERSHIP

SECTION 1. There shall be three (3) classes of membership within SEED; voting, non-voting and honorary. Voting and non-voting members shall pay annual dues as established by the Board of Trustees.

SECTION 2. Voting members shall consist of the Board of Trustees who have made full payment of annual dues.

SECTION 3. Non-voting membership is: on an annual basis, is unlimited, and shall be open to individuals, families, institutions, and/or organizations who have paid their annual dues.

SECTION 4. Honorary members shall be individuals who have shown great dedication towards the goals of SEED, have been deemed to be extremely valuable to this organization, and/or are unable to meet the obligatory cost of dues. Honorary membership will result from a simple, positive, majority vote of the Board of Trustees. These individuals will not be held responsible for payment of annual dues; however, they are eligible to hold a position on the Board of Trustees.

ARTICLE II – BOARD OF TRUSTEES

SECTION 1. The Board of Trustees shall consist of the Executive Committee and nine (9) to thirteen (13) voting members who are elected by the existing Board of Trustees. Vacant Board positions shall be nominated by members of the existing Board of Trustees; all nominated individuals must reflect the ideals of SEED and offer a unique perspective to its mission.

SECTION 2. There shall be no term of office for non-Executive Committee members of the Board of Trustees.

SECTION 3. Executive Committee Officers shall be elected by the Board of Trustees and from among the Board of Trustees.

- a. The term of office for members of the Executive Committee is two (2) years. There is no limit on the number of terms Committee members may serve.
- b. Officers of the Executive Committee are elected by a simple majority vote of the Board of Trustees at the Annual Meeting. Vacancies shall be filled by simple majority vote of the Board of Trustees at the next meeting.

ARTICLE III – EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the President (Chair), Vice-President, Secretary and Treasurer. This Committee is expected to conduct all day-to-day business of SEED.

SECTION 2. Duties of the Executive Committee members:

- a. The President shall serve as the chairperson and preside at all Executive Committee and Board of Trustee meetings. The President shall be responsible for overseeing the completion and submission of non-financial forms and reports. The President shall act as public spokesman for the organization.
- b. The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall ensure that all members are aware of Board activities and meeting schedules.
- c. The Secretary shall record the minutes at each meeting and maintain all pertinent records for the organization. The Secretary shall maintain a current roster of all members and carry out all SEED related correspondence.
- d. The Treasurer shall oversee all financial matters and shall present a summary financial report at each regular meeting of the Board. The Treasurer shall collect annual dues and provide a list of current membership to the Secretary and President. The Treasurer shall deposit all SEED funds in interest-bearing accounts and shall maintain current signature cards including at least one additional Executive Committee member's signature on all withdrawals.

ARTICLE IV – MEETINGS AND ORDER OF BUSINESS

SECTION 1. The Board of Trustees shall meet at least once per year and may meet as often as the President or a majority of the Board directs. The Executive Committee shall also meet a minimum of once per year or as called by the President.

SECTION 2. For purposes of a quorum, attendance at Executive Committee and Board of Trustee meetings shall include members attending in person or by teleconference.

SECTION 3. A simple majority of the Board of Trustees shall constitute a quorum for transaction of business. All members of the Board may vote or choose to abstain; each Board member shall be entitled to one (1) vote. Should there be an equality of votes on any issue, the President shall have a casting or second vote.

SECTION 4. Questions or proposals may be submitted to the Board by non-voting members.

- a. A formal receipt shall be returned to the member submitting the query and shall be added to the agenda for vote during the next scheduled meeting of the Board.
- b. Questions shall be phrased so that a yes or no answer may be given.
- c. A simple majority vote by the Board of Trustees shall determine whether the proposal is approved or disapproved.

SECTION 5. Proper minutes shall be kept of the proceeding of all Board and Executive Committee meetings. A record of all members present will be recorded, the result of all votes or actions of the BOT will be recorded, and the minutes shall be signed by the chairperson of the meeting prior to its availability to all members.

SECTION 6. The administrative year of SEED shall begin on the first day of March.

SECTION 7. The Annual Meeting shall be held in the autumn of each year.

ARTICLE V – FINANCIAL MATTERS

SECTION 1. The Board of Trustees will establish an annual budget by simple majority vote at the Annual Meeting.

SECTION 2. All funds received by SEED will be deposited into a bank account bearing the name of the organization.

SECTION 3. All cheques, promissory notes and other documents requiring signature on behalf of SEED shall be signed by two (2) Executive Committee members.

SECTION 3. The financial year of SEED shall begin on the first day of March.

SECTION 4. Proper records will be kept for all transactions regarding the organization; the Board Treasurer will maintain financial records.

ARTICLE VI – AMENDMENTS TO THE CONSTITUTION

Terms of the Self Empowerment through Education constitution may be amended, the name may be changed, and the organization may be dissolved by resolution of a two-thirds (2/3) vote during a scheduled meeting of the Board of Trustees, provided that notice of the proposed amendment has been circulated to the full membership at least two weeks prior to the meeting at which the vote will be taken.

ARTICLE VII – CONFLICT OF INTEREST POLICY

The purpose of the conflict of interest policy is to protect SEED's interest when it is contemplating a transaction or arrangement that may privately benefit an officer or director of SEED which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 1. Definitions

- a. Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest.
- b. Compensation – Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which SEED has a transaction or arrangement
 2. A compensation arrangement with SEED or with any entity or individual with which SEED has a arrangement
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SEED is negotiating a transaction or arrangement.

SECTION 2. Procedures

- a. Disclosure – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determination of Conflict – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Addressing a Conflict of Interest –
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall oversee a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether SEED can obtain (with reasonable effort) a more advantageous transaction or arrangement from an alternative person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible, the governing board or committee shall determine (by majority vote of the disinterested directors) whether the transaction or arrangement is in SEED's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 3. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of Conflict of Interest Proceedings – The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from SEED for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SEED for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SEED, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. Annual Statements – Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands SEED is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews of SEED’s Conflict of Interest Policy – To ensure that SEED operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize tax-exempt status, periodic reviews shall be conducted. When conducting periodic reviews SEED may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to SEED’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII – INDEMNITY

SECTION 1. Subject to the provisions of any relevant statute, members of the Executive Committee and other office bearers shall be indemnified by SEED for all acts done by them in good faith on its behalf. It shall be the duty of SEED to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of SEED.

SECTION 2. Subject to the provisions of any relevant statute, members of the Executive Committee and other office bearers shall not be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by SEED, which occurs in the execution of the duties of his or her office. Members incurring damage or expense to SEED as a result of dishonesty or failure to exercise the degree of care, diligence and skill required by law will be held accountable for their actions and any damages and/or expense.