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## **Global Alliance for the Rights of Ethiopians (GARE)**

PO Box 1836, Rancho Cordova, CA 95741 Telephone: (877) 477-2544

[www.globalethiopia.org](http://www.globalethiopia.org)

[info@globalethiopia.org](mailto:info@globalethiopia.org)

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## **BYLAWS OF GARE: GLOBAL ALLIANCE FOR THE RIGHTS OF ETHIOPIANS**

### **ARTICLE I**

#### NAME

SECTION 1: THE MEMBERS OF THIS NON-PROFIT ORGANIZATION, THEIR ASSOCIATES and successors, shall be incorporated and made a body corporate under the name of the GARE: GLOBAL ALLIANCE FOR THE RIGHTS OF ETHIOPIANS (Hereinafter “GARE”)

### **ARTICLE II**

#### OBJECT AND PURPOSES

SECTION 1. THE OBJECTIVES AND PURPOSES OF SAID CORPORATION ARE:

A. GARE is a non-partisan civic human rights advocacy and intervention non-governmental organization whose mission is to assist victims of human rights abuses and to work towards a world in which the rights of all Ethiopians are recognized and respected.

B. GARE is a humanitarian organization, created to aid Ethiopians facing human rights abuses around the globe and to ensure that the rights of Ethiopians are recognized and respected in accordance with United Nations Human Rights laws, agreements and protocols.

### **ARTICLE III**

#### RIGHTS, POWERS, PRIVILEGES, AND IMMUNITIES

SECTION 1. THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED exclusively for charitable educational, and humanitarian purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the corporation’s purpose shall be to assist and advocate for the recognition and respect of the rights of Ethiopians in accordance with international norms and standards in a manner to be established by the corporation’s Board of Trustees. The corporation shall have no capital stock and no shareholders, and no part of its net income shall inure to the benefit of or be distributed to any of its members, administrators, officers, or other private persons, except that the corporation shall be authorized and empowered



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to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects herein set forth.

SECTION 2. UPON THE DISSOLUTION OF THE CORPORATION, the Board of Administrators shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation, exclusively for the purposes and objects of the corporation as set forth in this Charter, and in no event shall any asset be distributed to or used for any object or purpose other than an object or purpose which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

SECTION 3. NO MEMBER OF THE BOARD OF TRUSTEES shall have, by virtue of his/her office, any personal rights or interest in the assets of the corporation, nor shall the property of any Administrator on any account be liable for any of the obligations of the corporation.

SECTION 4. THE CORPORATION SHALL HAVE THE POWER to accept, acquire, receive, take, and hold, by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, real, personal, and mixed, of whatever kind, nature, or description, wherever situated; to hold, invest, dispose of gifts and donations as set forth in paragraph four of the Articles of Incorporation; to buy, sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of or deal in, at either public or private sale, all form of property, real, personal, and mixed, in order to carry out the objects and purposes of the corporation; to borrow money and secure the payment thereof by mortgage, pledge, deed, indenture, or other instrument, or by other lien upon, assignment of, or agreement in regard to, all or any part of the property, rights, or privileges of the corporation, wherever situated, whether owned or hereafter to be acquired; to invest and reinvest any funds belonging to the corporation at any time and from time to time in such securities and properly, real and personal, as the Board of Trustees, in their sole discretion, see fit, provided such investments are legal investments for trust funds under the laws of Texas; and in general to exercise such other powers which now or may hereafter be conferred, by law, upon a non-profit corporation, organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law. All the foregoing powers shall be exercisable without order of court or any other authority.

SECTION 5. THE CORPORATION SHALL HAVE ALL OF THE RIGHTS, PRIVILEGES AND IMMUNITIES, which under the laws of the State of Texas, or any other state in which the corporation is registered, now or hereafter, may be vested in a similar corporation and which are in furtherance of the exempt purposes herein set out.

**ARTICLE IV**



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### MEMBERSHIP

SECTION 1. THERE SHALL BE ONE CLASS OF MEMBERS. The Board of Trustees of the corporation shall constitute the membership of the corporation. Membership on the Board of Trustees shall be indefinite and shall last until the death, resignation or removal of the member.

SECTION 2. APPOINTMENT. Any vacant seat on the Board of Trustees shall be filled by a vote of the remaining Trustees.

### **ARTICLE V**

#### BOARD OF TRUSTEES

SECTION 1. MEMBERSHIP of the Board of Trustees shall consist of eleven (11) members.

SECTION 2. POWERS AND RESPONSIBILITIES OF BOARD OF TRUSTEES. Except as otherwise provided by law, or by these bylaws, the Board of Trustees shall have all powers provided to members of non-profit corporations and shall have and exercise full power and authority to do all things deemed necessary and expedient as members of a non-profit corporation. The Board of Trustees shall have the sole responsibility and authority but not limited to formulate policies and programs; to mobilize financial and other resources; to allocate these resources to beneficiaries; to apply due diligence; and to appoint and or remove management officers.

#### Section 3. Composition of the Board of Trustees

The Board of Trustees shall consist of a Chairperson, a Vice Chair, Secretary General, Treasurer, an Outreach Officer, and six other members of the Board of Trustees.

SECTION 4. RESIGNATION AND REMOVAL. Any trustee may resign at any time by giving written notice to the Chairperson or Secretary of the Board of Trustees. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect on the date of receipt of the notice or at any later time specified therein. The Board of Trustees may remove any trustee who is declared of unsound mind by a court order, is convicted of a felony, fails without good cause acceptable to the Board of Trustees to meet the attendance requirements adopted by the Board of Trustees, fails to fulfill the responsibilities for trustees specified in these



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bylaws or required by law or for any other reason, in the Board's judgment, such removal would be in the best interest of the corporation. The Board may also remove any trustee for fraudulent or dishonest acts, or for gross abuse of authority or discretion with reference to the corporation, or for any other acts or statements that may reflect adversely on the corporation's standing in the international community. A trustee may only be removed from the Board of Trustees upon the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees present and entitled to vote at any meeting of the Board of Trustees, and provided that at least ten (10) days prior written notice is given to the Board, including said trustee, of the intention to propose such action.

Vacancies in trusteeships, due to death, removal, resignation, may be filled, at any Board of Trustees meeting, by election or appointment, as the case may be, in the manner in which trustees are ordinarily chosen. Any trustee so chosen holds office indefinitely as set forth above.

**SECTION 5. MEETING OF TRUSTEES.** There shall be an annual regular meeting of the Board of Trustees. There may be such additional regular meetings of the Board of Trustees as the Board of Trustees may from time to time determine. All regular meetings shall be held at such date, time and places or virtually as the Board of Trustees shall specify. All trustees shall be given at least ten (10) days written notice of all regular meetings.

Special meetings of the Board of Trustees may be called at any time by the Chairperson of the Board of Trustees. The Chairperson must call a special meeting upon written request of three (3) trustees. Such written requests must state the purpose of the special meeting. All trustees shall be given three (3) days written notice of said special meetings, and the notice shall contain a brief statement of the purpose of the meeting. No business shall be conducted at a special meeting that does not relate to the stated purpose.

## **ARTICLE VI**

### **MANAGEMENT COMMITTEE**

**SECTION 1. THE DAY TO DAY OPERATION AND CONTROL** of the corporation shall be vested in the Management Committee, except as outlined in Article VII, Section 1, of these Bylaws. The Management Committee shall serve the same function as a non-profit corporation Board of Directors. As determined by the Board of Trustees, there shall be five (5) members of the Management Committee. The Chairman, President, Vice-Chairman, Secretary and Treasurer shall be members of the Management Committee.

**SECTION 2.** There shall be Quarterly regular meetings of the Management Committee. Regular and SPECIAL MEETINGS of the Management Committee may be held at any time or place



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including video or teleconference meetings upon three (3) days written, telephone or electronic notice to the committee members, upon call of the President or any three committee members.

SECTION 3. ANY COMMITTEE MEMBER MAY WAIVE NOTICE of any meeting of the Management Committee. The Secretary shall give written notice to each committee member of all meetings of the Management Committee, and in the case of special meetings, shall state the object of the meeting. No failure to give notice of a regular meeting shall invalidate the same.

SECTION 4. AT ALL MEETINGS of the Management Committee, a simple majority of the committee members shall constitute a quorum and all matters shall be determined by the majority vote of the Administrators then present, unless otherwise required by law.

SECTION 5. AN ANNUAL REPORT shall be made to the Board of Trustees as soon as practical after the close of each fiscal year by the officers for the previous year ending December 31.

## **ARTICLE VII**

### **OFFICERS**

SECTION 1. THE OFFICERS of GARE shall be President, the Chairperson of the Board, the Vice-Chair, the Secretary and the Treasurer. One person may hold two or more offices, except that neither the Chairman of the Board, the President, nor Vice-Chairman, shall also hold or discharge the office of Secretary or Treasurer.

SECTION 2. THE OFFICERS of GARE shall be elected by and from the members of the Board of Trustees.

SECTION 3. ALL OFFICERS SHALL SERVE FROM JULY for a term of five (5) years, or until their successors are elected and qualify. Any officer elected or appointed by the Board of Trustees may be removed at any time at any special meeting called for such purpose by the Board of Trustees.

SECTION 4. MEMBERS OF THE BOARD OF TRUSTEES AND THE MANAGEMENT COMMITTEE may be compensated for their services as determined by the Board of Trustees and subject to any and all applicable legal limits on compensation of non-profit board members and officers.

SECTION 5. THE CHAIRMAN OF THE BOARD shall preside at all meetings of the Board of Trustees. The President shall have and exercise a general control and supervision over the affairs of GARE and over the agents, employees, and servants of GARE in the operation of the affairs



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of GARE, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties and exercise such other powers as may be assigned to him/her from time to time by the Board of Trustees. The President shall be an ex-officio member of all committees.

SECTION 6. THE VICE-CHAIRMAN shall discharge the duties of the CHAIRMAN in the absence or inability of the Chairman.

SECTION 7. THE SECRETARY shall give notice of all meetings of the Board of Trustees and the Management Committee, shall keep minutes of such meetings permanently in books provided especially for such purpose, shall read them at proper subsequent meetings, and shall notify all officers of their election. He/she shall perform such other duties as may be required of him/her by the Bylaws, assigned to him/her by the Board of Trustees of GARE or directed by the Chairman or President.

SECTION 8. POLICIES/PROCEDURES FOR INTERNAL CONTROLS AND SAFEGUARD OF ASSETS: THE TREASURER shall be responsible for the preparation of the annual budget, receipt and deposit of all monies of GARE in its name and to its credit in such depositories as may be designated by the Board of Trustees, and shall be charged with safekeeping all securities and other valuable documents and properties of GARE. He/She shall keep or cause to be kept, in books belonging to GARE, accurate records showing all transactions of GARE, its assets, liabilities, financial condition, expenses and income, and shall see that all expenditures are duly authorized by the Board of Trustees and evidenced by proper receipts and vouchers. He/she shall prepare a full report of the financial condition of GARE, including statement of income and expenses for annual meetings of the Board of Trustees, and shall make other reports and statements as may be required of him/her by the Board of Trustees of GARE or legal authority.

## **ARTICLE VIII**

### MISCELLANEOUS

SECTION 1. THE BOARD OF TRUSTEES may appoint committees as necessary for the efficient operation of GARE.

SECTION 2. ALL ACCOUNTING TRANSACTIONS FOR GARE are conducted by GARE's business offices and are recorded in the official financial records of GARE. Expenditures require approval of a designated officer. The receipt and disbursement of GARE funds are subjected to an annual internal control review performed by GARE's Internal Auditor. An annual audit and tax return are prepared by an external, independent auditor. The audit reflects a comprehensive review of the business transactions of GARE and includes a review of internal controls.



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SECTION 3. AUDITED FINANCIAL STATEMENTS shall be provided to the Board of Trustees not later than four months after the fiscal year-end.

SECTION 4. REPORTABLE CONDITIONS: The external auditor is directed in his or her engagement letter to issue a separate written report of any reportable conditions found. Copies of the full audit report are provided to the Board of Trustees and the Management Committee.

SECTION 5. THE FISCAL YEAR FOR GARE shall begin on January 1 and end December 31.

SECTION 6. DEEDS, NOTES, AND ALL OTHER CONTRACTS in behalf of GARE shall be signed by the President or Chairman signing with the Secretary or Treasurer.

SECTION 7. THE BOARD OF TRUSTEES SHALL designate depositories for the safekeeping of monies belonging to GARE and shall designate those given authority to SIGN CHECKS, drafts, and like instruments on behalf of GARE.

SECTION 8. THESE BYLAWS MAY BE ALTERED, AMENDED, OR REPEALED by the affirmative vote of two third (2/3) of the Board of Trustees at any legally held special (or regular) meeting of the Board of Trustees.

Approved this the \_\_\_\_\_ day of \_\_\_\_\_, 2020.