

# BYLAWS OF AFRICA SOIL INFORMATION SERVICE

## A Not For Profit Corporation

### **Article 1 Organization Name**

1.1 Name: The name of the organization is Africa Soil Information Service.

This is a nonprofit organization incorporated under the laws of the State of New Mexico and in compliance with the Internal Revenue Code.

### **Article 2 Purpose**

2.1 Purpose: Africa Soil Information Service (AfSIS) is organized exclusively for the purpose and goals of rapidly expanding the use of world-class information technology and data science to ensure that Africa's soil and landscape resources are described, understood and used effectively to raise agricultural productivity and lower ecological footprints as a means of increasing the prosperity of Africa's communities and nations.

AfSIS is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of AfSIS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Africa Soil Information Service is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

This purpose meets all the IRS standards for seeking 501(c)(3) tax exempt status

## **Article 3 Membership**

3.1 The organization will consist of the board of directors and its employees.

## **Article 4 Board of Directors**

4.1 Numbers and Powers: The board is responsible for the overall policy and direction of the association and may delegate responsibility for daily operations to the staff and committees. The board may have up to 5, but no less than 3 members.

4.2 Compensation: The board receives no compensation other than reasonable expenses.

4.3 Terms: All board members will serve 2 year terms and are eligible for re-election for up to 5 consecutive terms.

4.4 Meetings and Notice: The board must meet at least once each quarter at an agreed upon time. Meetings can be held remotely. An official board meeting requires that each board member receive written notice 2 weeks in advance.

4.5 Board Elections: Directors must be elected during properly called regular meetings of the board of directors, annually, during the last quarter of the corporation's fiscal year. During the election meeting, the board of directors must elect directors to replace any whose terms expire at the end of the fiscal year.

4.6 Election Procedures: New directors must be elected by a majority of directors present at a meeting where a quorum is present. Directors serve a term beginning on the first day of the next fiscal year.

4.7 Quorum: In order to transact business and pass motions, a majority of the board of directors must be present at a meeting.

4.8 Officers and Duties: The board consists of a secretary/treasurer and other officers as the board may resolve. Officers must conduct all duties typical to their office or required by law, the articles of incorporation, or these bylaws. Officers must also perform any other duties assigned to them at the discretion of the board of directors.

The officer's duties are as follows:

The secretary must keep records of board actions, including taking minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and maintaining corporate records.

The treasurer must keep and maintain an accurate accounting of the organization's assets, properties and transactions. The treasurer must make a report at each board meeting. The treasurer is the finance committee chair, assists in the preparation of the budget, develops fundraising plans, and makes financial information available to board members and the public.

4.9 Vacancies: The secretary must receive any nominations from present board members to fill mid-term vacancies at least 2 weeks prior to a board meeting. The secretary will send these nominations to all board members with a regular board meeting announcement, to be voted upon at the next board meetings. Mid-term vacancies will be filled only until the end of the exiting board members term.

4.10 Resignation: Board members may resign by filing a written resignation with the secretary.

4.11 Termination and Absences: A board member may be terminated from the board due to excess absences or more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

4.12 Special Meetings: Special meetings of the board may be called at the request of the Chief Scientist or by one third of the board. Notices of the time and place of any special meetings must be sent out by the secretary to each board member at least 2 weeks in advance.

4.13 Telephone or Video Meetings: The board of directors may hold a meeting through a conference, telephone, video screen, or other electronic transmission in compliance with these bylaws so long as:

Each director participating in the meeting can hear and communicate with the other directors; and

Each director is provided with a means of participating in all matters before the board, including the capacity to propose or interpose an objection to a specific action being taken by the corporation. Participation in a meeting pursuant to this section constitutes presence, in person, at the meeting.

## **Article 5 Committees**

5.1 Committee Formation: The board may create committees as needed to fulfill its functions, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

5.2 Executive Committee: The officers are the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the executive committee has the powers and authority of the board of directors and is subject to the direction and control of the full board. The executive committee must meet as needed to fulfill any tasks or duties assigned by the board.

5.3 Finance Committee: The treasurer chairs the finance committee. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Major changes to the budget must be approved by the board or the executive committee. The organization's fiscal year is the calendar year. The finance committee must submit annual reports to the board showing income, expenses, and pending income. The organization's financial records are public information and must be made available to board members and the public.

## **Article 6 Director and Staff**

6.1 Executive Director: The board may hire a Chief Scientist who will act as Executive Director. The Chief Scientist is responsible for the organization's daily activities, including carrying out the organization's goals and policies. The officer must attend all board meetings, report on the organization's progress, answer board member questions, and carry out the duties described in the job description. The board may designate other duties as necessary.

## **Article 7 Amendments**

7.1 Amendment of Articles of Incorporation: The board may amend the articles of incorporation at any special or regular meeting. Each director must be notified of the proposed amendment, in writing at least 3 days before the meeting. Any amendment to the articles of incorporation requires the affirmative vote of a majority of directors in office at the time.

7.2 Amendment of Bylaws: A majority of the board may amend these bylaws at any regular or special meeting. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

## **Article 8 Dissolution of Assets**

8.1 Upon termination or dissolution of the Africa Soil Information Service, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Africa Soil Information Service hereunder shall be selected by the discretion of a majority of the managing body of AfSIS and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against AfSIS by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New Mexico.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New Mexico to be added to the general fund.

## **Article 9 Listing of Board of Directors**

The following individuals shall be listed as the Board of Directors:

Ricardo Rodriguez Iglesias

530-B Harkle Road STE Santa Fe New Mexico 87505

Robert MacMillan

530-B Harkle Road STE Santa Fe New Mexico 87505

Alex Awiti

530-B Harkle Road STE Santa Fe New Mexico 87505

Barbara Walsh

Secretary/Treasurer

530-B Harkle Road STE Santa Fe New Mexico 87505

## **Certification**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on

28 May, 2020