

**AMENDED AND RESTATED BYLAWS
OF
AFRIPRO HOUSTON**

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**ARTICLE I
NAME AND ADDRESS**

- Section 1 Name – The name of this organization shall be AfriPRO Houston (African Professionals Network - Houston), a non-profit corporation registered in the State of Texas (the “Organization”).
- Section 2 Address – The office of the Organization shall be at the place designated by the Board of Directors, subject to transfer upon notice to the Members of the Organization.
- Section 3 Registered Agent – The Organization shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical to the principal office in the State of Texas, and the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
PURPOSE**

AfriPRO Houston is organized exclusively for charitable 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.

**ARTICLE III
MEMBERS**

- Section 1 Eligibility for Membership –
- (a) General Members - (i) Anyone of African descent or who has an interest and commitment to the AfriPRO purpose, and (ii) who holds an undergraduate degree or equivalent work experience shall be eligible for membership. Membership is granted after completion and receipt of a membership application and annual dues.
- (b) Student Members - Any person who (i) is engaged or enrolled in an approved course of study at a college or university in the United States or an equivalent course of study in a foreign country and (ii) supports the purpose of the Organization shall be eligible for membership. Membership is granted after completion and receipt of a membership application and annual dues.

(c) Honorary Members – Any person who (A) (i) is a seasoned or young professional mentor of the AfriPRO Houston Mentoring Program or (ii) the Board of Directors deems a “Honorary Member” and (B) supports the purpose of the Organization shall be eligible for membership. Membership is granted after completion of a membership application.

Section 2 Annual Dues – The amount required for annual dues shall be determined by a majority vote of the Board of Directors before the start of the given membership year. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 Rights of Members –

(a) Each General Member shall be eligible to vote upon any decision or resolution put forward to be voted upon by the Board of Directors. A vote may be cast either in person or by written proxy, by General Members of record who are entitled to vote.

(b) Student Members and Honorary Members shall not serve as officers or directors and shall not be entitled to vote.

Section 4 Resignation – Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5 Non-voting membership – The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 Annual Meetings – An annual meeting of the members shall take place in the month of January of each given year, the specific date, time, and location of which will be designated by the Board of Directors. At the annual meeting, the members eligible to vote (“Voting Member”) shall elect Directors and Officers and receive reports, including the annual financial report, on the activities of the organization.

Section 2 Special Meetings – Special meetings may be called by the chair of the Board of Directors, a simple majority of the Executive Committee, or a simple majority of the Board of Directors. A petition signed by 10 percent of Voting Members may also call a special meeting.

Section 3 Notice of Meetings – Notice of each meeting of members shall be given to each Voting Member, by regular or electronic mail, not less than two weeks prior to the meeting.

- Section 4 Quorum – 50% of the Voting Members present (in person or by proxy) at any properly announced meeting shall constitute a quorum.
- Section 5 Voting – Unless otherwise provided for by the Board of Directors, all issues to be voted on shall be decided by a simple majority of Voting Members present at the meeting in which there is a quorum.
- Section 6 Proxies – Votes may be cast by written proxy or by ballot. Written proxies shall be submitted by US mail, delivered to the office of the Organization, delivered directly to the Secretary, or delivered in such other manner as directed by the Organization prior to the applicable vote. A proxy vote shall be defined as a written vote submitted by a Voting Member which either states the specific vote of the Voting Member with respect to the issues, resolutions or election being voted on by the Voting Members at the annual or special meeting or which is written permission for any other named proxy holder, to exercise the Voting Member’s vote(s) as such proxy holder sees fit.

ARTICLE V BOARD OF DIRECTORS

- Section 1 Role, Size, and Compensation – The Board of Directors is responsible for overall policy and direction of the Organization. The Board of Directors shall have up to 11 but not fewer than 3 members. The President and Secretary shall be ex-officio members of the Board of Directors, with no right to vote. The Board of Directors receives no compensation other than reimbursement of reasonable expenses.
- Section 2 Staggered Board - The Board of Directors of shall be divided into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one—third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of all directors. Class I directors shall initially serve until the first annual meeting of members following the effectiveness of this Article V, Class II directors shall initially serve until the second annual meeting of members following the effectiveness of this Article V; and Class III directors shall initially serve until the third annual meeting of stockholders following the effectiveness of this Article V. Commencing with the first annual meeting of stockholders following the effectiveness of this Article V, directors of each class the term of which shall then expire shall be elected to hold office for a two—year term and until the election and qualification of their respective successors in office. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

- Section 3 Term – Subject to Section 2 of this Article V, each Director appointed by the Voting Members shall serve for a term of two (2) years and is eligible for re-election for up to three consecutive terms. Folake Ayoola, as founder of the Organization, may hold office as a Director ad infinitum. Each Director shall continue to hold office until a successor is appointed or elected.
- Section 4 Meetings and Notices – The Board of Directors shall meet at least quarterly, at an agreed upon time and place. An official Board of Directors meeting requires that each Director have written notice at least one week in advance. Meetings of the Board of Directors may be held by conference call.
- Section 5 Special Board of Directors Meetings – Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors on his or her own accord or by the President upon the written request of any two (2) Directors. Notice must be sent to each Director at least one week in advance.
- Section 6 Board of Directors Elections and Procedures – Any member can nominate a candidate to the Board of Directors. New and current Directors shall be elected by a simple majority of Voting Members present at the annual meeting in which there is a quorum.
- Section 7 Quorum – A meeting must be attended (not by proxy) by a majority of Directors for business transactions to take place and motions to pass.
- Section 8 Consent in Writing – Any action by the Board of Directors may be taken without a meeting if all of the Directors shall unanimously consent in writing to the action. Such written consent shall be filed in the minute book of the Organization. Any action taken by such written consent shall have the same force and effect as a unanimous vote of the Directors.
- Section 9 Vacancies – Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated (with the exception of the office of President). Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.
- Section 11 Resignation and removal – Resignation from the Board of Directors must be in writing and received by the Secretary of the Board of Directors. A Director may be removed by a supermajority (three-quarters) vote of the remaining Directors.
- Section 12 Absence Considered a Resignation – Absence from three (3) consecutive meetings of the Board of Directors without a valid reason in the judgment of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the Board of Directors.

ARTICLE VI
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 Establishing Committees –

(i) The Board of Directors may adopt a resolution establishing one or more committees delegating specific authority to the committee, and appointing or removing members of a committee. A committee will include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board of Directors may also delegate to the Chairperson of the Board of Directors its power to appoint and remove members of any committee that has not been delegated any management authority of the Board of Directors. The Board of Directors may establish qualifications for membership on a committee.

(ii) Establishing a committee or delegating authority to it will not relieve the Board of Directors or any individual Director of any responsibility imposed by these Bylaws or otherwise imposed by law.

(iii) No committee shall have the authority of the Board of Directors to:

- a. Amend the Certificate of Formation of the Organization;
- b. Amend, alter, or repeal these Bylaws;
- c. Adopt a plan of merger or of consolidation of the Organization with another organization or entity;
- d. Authorize the sale, lease, exchange or mortgage of all or substantially all of the Organization's property and assets;
- e. Authorize voluntary dissolution of the Organization;
- f. Revoke proceedings for voluntary dissolution of the Organization;
- g. Adopt a plan for distributing the Organization's assets;
- h. Elect, appoint or remove a member of a committee or a Director or officer of the Organization;
- i. Approve any transaction to which the Organization is a party and that involves a potential conflict of interest for the Organization; or
- j. Take any action outside the scope of authority delegated to it by the Board of Directors.

Section 2 Notice of Meetings - An official committee meeting requires that each Director have written notice at least one week in advance. Meetings of the committee may be held by conference call.

Section 3 Quorum - Two-Third (2/3) of the committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without vote of at least a majority of the number of the committee members

required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

- Section 4 Actions of Committees - Each committee will try to take action by consensus. However, if a consensus is not attainable, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute an act of the committee, unless a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from vote is not considered to be present and voting for the purpose of determining the acts of the committee.
- Section 5 Proxies - A committee member may not vote by proxy.
- Section 6 Compensation – Committee members receive no compensation other than reimbursement of reasonable expenses.
- Section 7 Rules - Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board of Directors.

ARTICLE VII
EXECUTIVE COMMITTEE

- Section 1 Role and Compensation – The Executive Committee is responsible for the day-to-day operations of the Organization. The Executive Committee receives no compensation other than reimbursement of reasonable expenses.
- Section 2 Executive Officers – The Executive Officers of the Organization shall be President, Vice-President, Secretary and Treasurer.
- Section 3 Officers – The Board of Directors may adopt a resolution establishing additional offices and corresponding officers of the Organization prior to the elections in any given year.
- Section 4 Officer Election – All Officers shall be elected by a simple majority of members present (or by proxy) at the annual meeting.
- Section 5 Terms – The President shall serve for a term of two (2) years. The remaining Executive Officers and Officers shall serve for a term of one (1) year.
- Section 6 Committee of the Executive Committee: The Executive Committee may provide for such ad hoc committees as is necessary to carry out its functions.
- Section 7 Resignation – Any Officer may resign from their position at any time by giving written notice to the Board of Directors, President, or Secretary of the Organization. . If resignation is given to the President or the Secretary, such officer shall promptly notify the Board of Directors. Resignation shall take effect as of the date of the receipt of the notice or any later time specified therein. Unless specified therein, the acceptance of a written resignation shall not be necessary to make it effective.
- Section 8 Removal – An Executive Committee member may be removed for any reason by a three-quarter vote of the remaining Officers, after notifying the Board of Directors, or by a three-quarters vote of the Board of Directors.
- Section 9 Absence Considered a Resignation – Absence from three (3) consecutive meetings of the Executive Committee without a valid reason in the judgment of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the President.
- Section 10 Vacancies – In the event of a vacancy on the Executive Committee, the President shall appoint a replacement with the approval of a simple majority of the remainder of the Executive Committee. In the event of a vacancy of the office of President, the Board of Directors shall appoint a President by majority vote of the remaining members of the Board of Directors. The new President shall serve for the remainder of the year.

Section 11 Duties – The duties of the Executive Committee include but are not limited to the following:

A. President

1. Shall be the Chief Executive Officer and shall preside at all meetings of the Organization and Executive Committee.
2. Shall have the general powers and duties usually vested in the office of the president of a non-profit organization.
3. Shall appoint new Executive Committee members to vacant Executive Committee positions with the consent of a simple majority of the remaining Executive Committee members.
4. Shall appoint members of committees as needed.
5. Shall be an ex-officio member of all standing committees, if any.
6. Shall make verbal and written statements to the public concerning the Organization's policy, goals, and objectives.

B. Vice President

1. Shall preside over the Executive Committee and general meetings of the organization and other appropriate functions in the absence of the President.
2. Shall prepare reports and make recommendations to the Board of Directors of AfriPRO Houston on new laws and regulations as they relate to the affairs of the Organization.
3. Shall make representations to other institutions or organizations on AfriPRO Houston's position on legal matters.

C. Secretary

1. Shall attend all meetings of the Executive Committee and meetings of the Members.
2. Shall record all votes and the minutes of all meetings and proceedings, including resolutions, in the minute book of the Organization.
3. Shall prepare, execute, and cause the recordation of amendments to the Bylaws on behalf of the Organization except when the preparation, execution, and recordation thereof shall be delegated by the Board of Directors to another Officer or agent of the Organization.

D. Treasurer

1. Shall maintain the organization's financial accounts and keep full and accurate accounts of receipts and disbursements in books belonging to the Organization.
2. Shall render to the Board of Directors and the Executive Committee, on a quarterly basis, an account of the transactions and the financial condition of the Organization.

3. Shall design, implement, and monitor an annual budget and financial policy related to expenditures and cash flow for the coming year with the approval of the Board of Directors and Executive Committee.
4. Shall raise or cause to be raised funds and seek individual and corporate donations and sponsorships on behalf of the Organization.
5. Shall deposit all monies, checks, and other valuable effects in the name of and to the credit of the Organization.
6. Shall disburse the funds of the Organization.

ARTICLE VIII TRANSACTIONS OF THE ORGANIZATION

Section 1 Contracts - The Board of Directors shall authorize any Director of the Organization or the President to enter into contract or execute and deliver any instrument in the name of, and on behalf of the Organization. This authority may be limited to specific contract instruments, or it may extend to any number and type of possible contracts and instruments.

Section 2 Deposits/Expenditures –

(i) All the Organization's funds will be deposited to the credit of the Organization in banks, trust, companies, or other depositories that the Board of Directors selects.

(ii) The Treasurer is authorized to pay usual business expenses on behalf of the Organization; provided however, that all checks drawn on the Organization's account shall be signed or approved, as applicable, by at least the Treasurer and either the Chairperson of the Board of Directors or the President. All expenditures over \$2,500 shall be approved by the Board of Directors.

(iii) All expenditures shall be at the discretion of the Board of Directors for the benefit of the Organization.

Section 3 Fundraising/Gifts - The Board of Directors will accept, on the Organization's behalf any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Organization. The Board of Directors may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Organization's federal and state tax status.

Section 4 Potential Conflicts of Interest - The Organization may not make any loan to a Director or officer of the Organization. A Director, officer or committee member of the Organization may lend money to and otherwise transact business with the Organization except as otherwise limited by these Bylaws, the Certificate of Formation, and applicable law. Such person transacting business with the Organization has the same rights and obligations relating to those matters as other persons transacting business with the Organization. The Organization may not,

however, borrow money from or otherwise transact business with a Director, officer, or committee member of the Organization unless the transaction is described fully in a legally binding instrument and is in the Organization's best interests. The Organization may not borrow money without full disclosure of all relevant facts and without the Board of Director's approval, excluding the vote, as applicable, of any person having a personal interest in the transaction.

- Section 5 Prohibited Acts - As long as the Organization exists, no Director, officer or committee member of the Organization may:
- a) Do any act in violation of these Bylaws or binding obligation of the Organization;
 - b) Do any act with the intention of harming the Organization, its "not for profit" status, or any of its operations;
 - c) Do any act that would make it impossible or substantially difficult to carry on the Organization's ordinary business;
 - d) Receive improper personal benefits from the operation of the Organization;
 - e) Use the Organization's assets, directly or indirectly, for any purpose other than carrying on the Organization's business;
 - f) Wrongfully transfer or dispose of the Organization's property, including any intangible or intellectual property such as goodwill;
 - g) Use the Organization's name (or any substantially similar name) or any trademark or trade name adopted by the Organization, except on behalf of the Organization in the ordinary course of its business;
 - h) Dispose any of the Organization's business practices, trade secrets, or any other information not generally known to the business community, to any person not authorized by the Organization to receive it; and
 - i) Do any acts or make representations that would directly or indirectly conflict with the Organization's purposes and directives, with these Bylaws or in violation of any applicable laws.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND
OTHER AUTHORIZED REPRESENTATIVES

- Section 1 The Organization shall indemnify every Director and Officer of the Organization against, and reimburse and advance to every Director and Officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under the Texas Nonprofit Corporation Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment; provided, however, no Director or Officer shall be indemnified for:
- a) a breach of duty of loyalty to the Organization or its Members;
 - b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
 - c) a transaction from which such Director or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of directorship or office; or
 - d) an act or omission for which the liability of such Director or Officer is expressly provided for by statute.

ARTICLE X
DISSOLUTION

In the event of the dissolution of the Organization and after the payment or the provision for payment of all the liabilities of the Organization, the Board of Directors in its sole discretion shall transfer all net assets of the Organization in shares to be determined by the Board of Directors to nonprofit organizations chosen by the Board of Directors which have Internal Revenue Service 501(c)(3) tax exempt status during the year the dissolution occurs. Any assets not disposed of will be disposed of by a court of competent jurisdiction in the county in which the principle office of the Organization is then located.

ARTICLE XI
MISCELLANEOUS

- Section 1 Fiscal Year – The fiscal year of the organization shall be the calendar year.
- Section 2 Inspection of the Bylaws – The Organization shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members during normal business hours.

Section 3 The membership register and the Minute Book shall be open to inspection within seven (7) business days of demand of any Member during the normal business hours of the Organization, for purposes reasonably related to his interest as a Member.

Section 4 Power of Attorney - A person may execute any instrument related to the Organization by means of a power of attorney granted by the Board of Directors if an original executed copy of the power of attorney is provided to the Secretary to be kept with the Organization corporate records.

ARTICLE XII AMENDMENTS TO BY-LAWS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors or by a two-thirds majority of the votes cast by the Members voting at the annual meeting.

CERTIFICATION

These amended and restated Bylaws were unanimously approved at a meeting of the Board of Directors on November 2, 2008.

/S/Debra Oluwo
Secretary of the Organization