

**BYLAWS
of the
GUATEMALAN STUDENT SUPPORT GROUP**

ARTICLE 1: Name

The *name* of the organization shall be “The Guatemalan Student Support Group.” a.k.a. GSSG.

ARTICLE 2: Vision, Mission, and Program

2.1 The *Vision* of the Guatemalan Student Support Group is that all people of Guatemala will have access to quality education.

2.2 The *Mission* of the Guatemalan Student Support Group is to partner with impoverished Guatemalan communities to provide greater educational opportunities for their children and young adults.

2.3 The *Plan* of the Guatemalan Student Support Group is to reach out to impoverished Guatemalan families and partners with them in the education of their children and young adults.

- Program 1 – GSSG forms partnerships with other nonprofit organizations to build new, or to enhance existing, primary (primaria) and middle (basico) schools in villages and towns in Guatemala. Supply these students with educational materials. Supplement teachers’ salaries in the schools to attract and retain high-quality educators. The supported schools will emphasize the development of leadership skills and proficiency in Spanish and English.
- Program 2 – Promising impoverished Guatemalan youth identified in program 1 for their leadership and academic potential will be supported for advanced studies at Guatemalan high schools (diversificado) and universities. Opportunities for short periods of study in the USA will be provided if organizational resources permit. While in the program, all students will sign contracts covering the conditions of their scholarships and the expectations for community service focused on improving the educational opportunities for their fellow Guatemalans. This provision only applies to new students recruited after September 2013.

ARTICLE 3: Office

3.1 *Principal Office.* The principal office of the Corporation shall be located at 112 Holly Creek Road, Morrisville, NC 27560, unless and until relocated elsewhere as the organization may determine.

3.2 *Registered Office.* The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

3.3 *Other Offices.* The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Trustees may designate or as the affairs of the Corporation may from time to time require.

ARTICLE 4: Organizational Structure

The organizational structure of the GSSG shall consist of a governing Board of Trustees and an Operational Staff. The two groups shall work in partnership to assure the success of GSSG in fulfilling its mission.

ARTICLE 5: Membership

The Board of Trustees shall be considered to constitute the entire membership of the corporation for the purposes of any statutory provision or rule of law relating to a non-stock, non-profit corporation.

ARTICLE 6: Board of Trustees

6.1 *General Powers.* Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all the powers of the organization shall be vested in the Board of Trustees.

6.2 *Duties.* Members of the Board of Trustees shall be responsible for governing the organization as well as participating in running the organization. Inherent responsibilities for each member are to:

- a. protect the public interest by assuring that the organization serves effectively in accomplishing its mission; trustees shall keep themselves well informed about the activities of the organization and communicate appropriate information to the public when necessary;
- b. assist the organization in achieving its mission by:
 - 1) actively participating in one or more operational aspects of the organization;
 - 2) delegating the organization's management functions, including planning, organizing, staffing, and directing, to the Executive Director, who serves at the pleasure of the Board
 - 3) approving compensation of Operational Staff at the recommendation of the Executive Director;
 - 4) approving strategic plans, including major commitments;
 - 5) assuring the continuity of the organization by making emergency decisions when Operational Staff cannot perform them, and stepping in when crisis endangers the program or existence of the organization;
- c. provide guidance and direction to the entire Board of Trustees by participating in appropriate committees in areas such as planning, fund-raising, and public relations and;
- d. promote the visibility of the organization.

6.3 *Number.* The number of Trustees constituting the Board of Trustees shall not be fewer than five nor greater than twenty.

6.4 *Terms.* Trustees shall serve two-year terms and may be re-elected for one additional two-year term.

6.5 *Election of Trustees:* Trustees shall be elected at any annual or special meeting of the Board of Trustees by a majority vote of the Trustees then in office.

6.6 *Compensation.* Voting members of the Board shall serve without compensation. An *ex officio* member may receive compensation.

6.7 *Removal.* Trustees may be removed from office at any time with cause by a two-thirds vote of all the Trustees except the individual in question.

6.8 *Vacancies.* In the event that Board membership falls below the requisite five, new members may be elected by a simple-majority vote of the remaining members at any time.

ARTICLE 7: Officers of the Board and their Duties

7.1 *Officers of the Board.* Officers of the Board shall be the Chairperson, Executive Director, Treasurer, Secretary, and Compliance Officer.

7.2 Duties of the Officers of the Board of Trustees:

a. *Chairperson.* The Chairperson promotes the role of the Board of Trustees in strategic planning, monitors financial planning and financial reports, and partners with the Executive Director in working to achieve GSSG's mission. The Chairperson works in cooperation with the Executive Director in developing the agenda for Board meetings. The Chairperson shall be responsible for conducting meetings of the Board of Trustees in accordance with Robert's Rules of Order and representing the organization at promotional events.

b. *Executive Director.* The Executive Director is an *ex officio* member of the board with full voting rights. The Executive Director, who is responsible for directing the organization toward the realization of its mission, partners with the Chairperson in developing the agenda for Board meeting. In the absence of the Chairperson of the Board, the Executive Director shall assume the duties of the Chair.

c. *Treasurer.* The Treasurer shall attend all board meetings and make a financial report at every meeting of the Board.

d. *Secretary.* The secretary shall function as an active conduit for communication by giving proper notice of any meetings, preparing minutes of Board meetings, and timely distribution of materials such as agendas and meeting minutes.

e. *Compliance Officer.* Compliance Officer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Executive Director and chairperson of the Board of Trustees of all complaints and their resolution.

ARTICLE 8: Committees of the Board of Trustees

Committees: The Board of Trustees may create committees such as, Nominations, Finance, Media and Public Relations, Resource Development, or other committees, to address special issues. Committees created by the Board shall be comprised of members of the Board of Trustees but may include non-board members, who shall serve at the pleasure of the Board.

ARTICLE 9: Meetings of the Board of Trustees

9.1 *Annual Meeting.* The annual meeting of the Board of Trustees shall be held by assemblage or conducted remotely for the purpose of electing Trustees and officers of the organization and for the transaction of any other business properly before the Board.

9.2 *Other Meetings.* The Executive Director or the Chair may call other meetings of the Board of Trustees either by assemblage or conducted remotely.

9.3 *Attendance.* Attendance of all Trustees at the annual meeting each year is expected. Non-attendance might constitute cause for removal from the Board. The Executive Director may approve compensation for travel expenses.

9.4 *Participation by telephone or other electronic means.* Participation in meetings may be held remotely but voting by proxy shall not be allowed.

9.5 *Quorum.* A majority of sitting, duly elected Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

9.6 *Manner of Acting.* Except as otherwise provided in these Bylaws, any act of the majority of the Trustees present at a meeting, at which a quorum is present, shall be an act of the Board of Trustees, unless a grave breach of Robert's Rules shall have occurred.

9.7 *Presumption of Assent.* A Trustee 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 said action unless he/she objects at the meeting and his/her objection is entered into the minutes of the meeting. The right to dissent is not available to a Trustee who voted in favor of said action.

9.8 *Conduct of Meetings.* All meetings shall be conducted in accordance with Robert's Rules of Order, entire or abbreviated (such as editions by Rachel Vixman and Darwin Patnode).

9.9 *Vacating Meetings.* In the absence of minutes, any meeting of the Board of Trustee, including meetings held remotely, shall be null and void. Other meetings can be vacated only by a majority vote of the Trustees.

ARTICLE 10: Operational Staff and their Duties

10.1 *Operational Staff.* The Executive Director shall establish positions deemed necessary to meet the needs of the organization. In addition to the Executive Director, the Operational Staff might consist of an Assistant Director, Program Director, Associate Director for Guatemala, Director of Development, Director of Communications, Collaborative Project Directors, Administrative Officer, and Information Technology Specialist. All Operational Staff serves at the pleasure of the Executive Director. Operational Staff may receive compensation at the discretion of the Board of Trustees.

10.2 Duties of the Operational Staff:

a. *Executive Director.* The Executive Director shall be responsible for developing strategic plans, business plans, contingency plans, succession plans, and such other plans as may be appropriate. As the chief operating officer, the Executive Director shall be responsible for managing the organization on a day-to-day basis. The Executive Director shall be responsible for selecting and supervising all Operational Staff. In the absence of the Chairperson of the Board, the Executive Director shall assume the duties of the Chair.

b. *Assistant Director.* The Assistant Director shall be responsible for the preparation of budgets, reports, data analyses, and preparing and revising staff job descriptions. In the absence of an Assistant Director, the Executive Director shall assume these duties.

c. *Program Director.* The Program Director shall have responsibility for all matters pertaining to student development. The Program Director, in cooperation with the Associate Director for Guatemala, shall be responsible for recruiting new participants in the organization's program and review progress of current students to determine eligibility to continue in the program. Other duties of the Program Director shall be to determine the content and sequence of program particulars, placing and moving students with respect to schools and host families, conducting internships, workshops, and social functions, and recruiting host families and schools. In the absence of a Program Director, the Executive Director shall assume these duties.

d. *Director of Development.* The Director of Development shall devise organizational awareness programs and identify and implement innovative fund-raising plans. The Director of Development shall be responsible for raising funds sufficient for the conduct of the organization's business. In the absence of a Director of Development, the Executive Director shall assume these duties.

e. *Associate Director for Guatemala.* The Associate Director for Guatemala shall work with the Program Director in the recruitment of new students and shall be responsible for obtaining health records, passports, and visas, distributing scholarship funds, as well as for transportation within Guatemala. He/she shall also assist the Program Director in preparing for and conducting workshops. The Executive Director shall subcontract these duties to a qualified person residing in Guatemala.

f. *Administrative Officer.* The Administrative Officer shall receive all funds raised by the organization and deposit those funds in the organization's bank account. He/she shall make disbursements for the organization under the signature of the Executive Director. He/she shall report the organization's financial posture to the Board of Trustees' Treasurer for presentation at all meetings of the Board. The Administrative Officer shall provide general administrative support to the Executive Director including making travel arrangements of students. In the absence of an Administrative Officer, the Executive Director shall assume these duties.

g. *Information Technology Specialist.* The Information Technology Specialist shall provide technical support services as requested by the Operational Staff. In the absence of an Information Technology Specialist, the Executive Director shall subcontract these duties to a qualified technical person.

ARTICLE 11: Finances

11.1 *Fiscal Year.* The fiscal year of the organization shall be from January 1 to December 31.

11.2 *Deposits.* All funds raised by, for, or on behalf of the organization shall be transmitted to the Administrative Officer for deposit in the organization’s bank account.

11.3 *Checks/Disbursements.* All disbursements shall require the signature of the Executive Director or Administrative Officer but disbursements in excess of \$10,000 shall require the signature of both the Executive Director and Administrative Officer.

11.4 *Inurement.* No part of the earnings of the organization shall inure to the benefit of or be distributed to members of the Board of Trustees unless the Board member functions as an independent contractor to the organization. The organization may provide reasonable compensation for out-of-pocket expenses incurred by Board members for attendance at board meetings and for travel to Guatemala at the invitation of the Executive Director.

ARTICLE 12: Special Rules and Regulations

12.1 *Board Liability.* No member of the Board of Trustees or Operational Staff shall be individually or personally liable for the debts, liabilities, or obligations of the organization.

12.2 *Stocks.* The organization shall not issue shares of stock or pay dividends.

12.3 *Indemnification.* The Corporation shall indemnify its officers, board members, and Operational Staff to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers, board members, and Operational Staff shall be deemed to have relied upon this Part.

ARTICLE 13: Amendments to the Bylaws

These Bylaws may be amended by a two-thirds majority vote of the total membership of the Board of Trustees.

The Board of Trustees amended and approved these amended by-laws on August 20, 2017.

Chairperson of the Board

Secretary

Executive Director

Treasurer