

ETHIOPIAN AMERICAN EDUCATIONAL FOUNDATION (EAF)

Statutes

1. Preamble

We Ethiopians, Ethiopian Americans and American friends of Ethiopia, desirous of playing a role in Ethiopia's socioeconomic development, have decided to establish a nonprofit foundation called the Ethiopian American Educational Foundation which shall be commonly referred to as Ethiopian American Foundation (EAF). EAF (which is also referred to as "the Foundation" in these statutes) will be a nonprofit philanthropic organization primarily devoted to aid higher education in Ethiopia. The organization will be free of any religious, ethnic or political affiliation. It would be an open organization which would welcome the membership of and/or contribution from any individual or organization who supports the aims of the organization.

2. Objectives

The aim of EAF is to support and enhance the functions of higher education in Ethiopia by bringing to bear the collective effort of Ethiopians, Ethiopian Americans and American friends of Ethiopia. The principal function of the organization is to serve as a medium through which contributions in ideas, time and resources from Ethiopians, Ethiopian Americans, American friends of Ethiopia (sometimes referred to as "constituent groups") can be channeled to help strengthen Ethiopia's institutions of higher education and enable them to face up to the challenges of the 21st century. The specific objectives of the foundation shall be as follows:

- 2.1 To create an institutional framework to enable constituent groups to make sustained financial, material and intellectual contributions in areas of priority needs of higher education in Ethiopia.
- 2.2 To build capital assets the interest of which will be used to support projects and activities in accordance with approved procedures. Sources funds and assets shall include the following:
 - 2.2.1 Pledges from members.
 - 2.2.2 Membership fees.
 - 2.2.3 Gifts and endowments from individuals who endorse the ideals of the EAF.
 - 2.2.4 Matching grants from philanthropies who share the objectives of the EAF.
 - 2.2.5 Fund raisers organized by EAF Chapters, members or friends of the Foundation.
 - 2.2.6 In-kind (material) contributions from individuals and organizations whose objectives and gifts are congruent with EAF objectives and needs.
- 2.3 To help train students by granting competitive scholarships to be used at any of the accredited institutions of higher learning in Ethiopia and overseas.
- 2.4 To help finance a variety of academic programs for faculty from constituent groups in such areas as sabbaticals, study leaves, consultancies, conferences, short term residencies, research and publication projects.
- 2.5 To facilitate collaborative work between academics in Ethiopia and the United States

in areas such as research, teaching, student training, sabbatical swaps, conferences, seminars, publication projects, summer workshops and similar undertakings.

2.6 To extend grants to supply critical shortages in teaching and research materials with particular focus on books, periodicals, reference materials, manuals, software, computers, laboratory supplies and field research equipment.

2.7 To establish student internship and exchange programs to enable Ethiopian, Ethiopian American and American college students to participate in programs such as junior-year in Ethiopia and the United States, summer field work, dissertation research, language internship, short-term special programs in the humanities and social sciences and similar activities.

2.8 To help organize and support voluntary activities in Ethiopia by constituent groups who would like to make specific contributions in time and resources channelled through technical services projects in such areas as pilot (demonstration) medical procedures, pilot engineering projects, teaching, research and consultancy, where possible, in collaboration with counterpart Ethiopian scholars and university students.

2.9 To support any ideas, forums and activities that are deemed relevant and useful to enhance the principal missions of Ethiopian higher education in teaching, research and outreach.

3. Membership

3.1 General Membership: Ethiopians, Ethiopian-Americans and American friends of Ethiopia, who uphold the objectives of the EAF, shall be entitled to membership of the Foundation. Members in good standing are those who continue to support the objectives of the Foundation and fulfil their membership obligations by paying their annual dues or meet the requirements for lifetime membership. The types of membership in EAF shall include (a) Lifetime Founding Member, (b) Founding Member, (c) Honorary Member, (d) Regular Member, and (e) Student Member. The Board of Trustees shall issue and amend regulations that stipulate member obligations by type of membership. Founding Members may join Lifetime Founding Members at any time by paying the balance of the required pledge for Lifetime Membership at time of change of status. Regular and Student Members may change status to any of the other member categories by fulfilling the stipulated requirements effective at the time of change of status.

3.2 Membership Chapters: Members in the United States that reside in principal cities where a significant number of the constituent groups live, may be organized in Chapters in accordance to relevant bylaws issued by the Foundation. Such Chapters may be headed by an elected Chapter Convener whose responsibility would be to coordinate Chapter activities and liaise with the Foundation headquarters.

3.3 Chapters in Ethiopia: Membership may be extended to individuals in Ethiopia who support the objectives of the association. Members in Ethiopia may have local Chapters in cities or Universities. These Chapters may be coordinated by Chapter Conveners whose responsibility would be to serve as focal points for communication between Chapter members and the Foundation secretariat in the United States. Chapters and memberships in EAF in Ethiopia will be governed by the relevant bylaws issued by the Foundation.

3.4 Chapters in other Countries: EAF Chapters may be formed in other countries in accordance with relevant bylaws and upon approval of the EAF Secretariat in the U.S.A.

4. Organization of EAF

The organizational framework of EAF shall be composed of the following:

4.1 Board of Trustees: The Board of Trustees (Board) shall be the policy-making body of the Foundation. It shall be composed of members elected from a national slate of nominees drawn from a duly constituted roster of all Foundation members in good standing.

4.2 Executive Committee: This shall be the executive body of the Foundation whose function shall be to deliberate and approve programs in accordance with the general policy guidelines from the Board of Trustees.

4.3 Secretariat: The Foundation Secretariat shall be the central headquarters of the Foundation. It shall be located in the United States initially in the city where the Executive Director resides.

4.4 Executive Director: This shall be the chief administrative officer whose function shall be to implement programs and projects that have already been approved by the Executive Committee.

4.5 Chapters: Chapters may be formed where requested by members in principal cities and/or universities in the US, Ethiopia and other countries in accordance to the relevant bylaws of EAF and with endorsement from the Executive Committee of the Foundation and with the approval of the Board of Trustees. The function of Chapters shall be to serve as focal points for coordination of Foundation activities.

4.6 Chapter Conveners: Each Chapter shall have an elected Chapter Convener whose responsibility shall be to liaise with the Foundation Secretariat and to initiate, lead and coordinate local Chapter activities.

5. Composition and Function of the Officers of EAF

5.1 Board of Trustees

5.11 Composition: The Board of Trustees (or Board) shall have no more than 21 and no less than three members. At least two-thirds of the Board's members must be drawn from Founding Members and/or Lifetime Founding Members. A two-step mail balloting shall be used to elect Board members. First, the Nomination and Election Committee of EAF shall solicit from the membership at large nominations by mail for Board members from two slates of eligible members: one for Founding and Lifetime, and another for Regular and Student Members. Nominees received for each slate shall be rank ordered to obtain at least two names for each slot of Board membership allocated to each of the slates. A second mail balloting shall be conducted to elect the desired number of Board members. Those who obtain the highest votes in each slate will be declared winners. In case of a tie, winners shall be picked by alphabetical order, A–Z, in one election year and Z–A in the following and so on. Members of the Board shall serve for four years except for the initial period in which the smaller of number of nearly 50 percent of the members will serve for two years only in order to afford overlapping of new and incumbent members. The members that will serve for two years shall be identified by lot. Balloting for Board membership will be every two years. Incumbents are eligible to be reelected only for two more consecutive periods.

5.12 Function: The function of the Board shall be as follows:

5.1201 Elect the Executive Committee of the Foundation.

- 5.1202 Appoint the Executive Director of the Foundation.
- 5.1203 Evaluate the performance of the Executive Director.
- 5.1204 Formulate policies of the Foundation.
- 5.1205 Manage the Foundation funds.
- 5.1206 Receive gifts and endowments on behalf of the Foundation.
- 5.1207 Approve the annual budget of the Foundation.
- 5.1208 Receive and approve the annual report of Foundation activities and disbursements.
- 5.1209 Amend the Statutes of the Foundation.
- 5.1210 Approve Standing Committees.

5.2 Executive Committee

5.21 Composition: The Executive Committee (or EC) shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary of the Board of Trustees and one at large member elected by the Board from the Board of Trustees. Tenure by members on the EC shall correspond to their respective tenure on the Board. The Executive Director of the Foundation shall serve as ex-officio (nonvoting) member of the Executive Committee.

5.22 Function: The function of the Executive Committee shall be as follows:

- 5.2201 Supervise the management of Foundation accounts and investments.
- 5.2202 Disburse funds in accordance with policies and priorities set by the Board.
- 5.2203 Determine membership dues and fees.
- 5.2204 Approve contracts and agreements.
- 5.2205 Review operating budget submitted by the Director for subsequent approval by the Board.
- 5.2206 Approve disbursements for budgeted items.
- 5.2207 Assign tasks to the Executive Director.
- 5.2208 Oversee the activities of the Foundation Secretariat.
- 5.2209 Approve the formation of Chapters of the Foundation in the US and Ethiopia.
- 5.2210 Organize Board elections.
- 5.2211 Prepare a slate of nominees for appointment to Executive Director.
- 5.2212 Recommend to the Board Standing Committees for the purpose of organizing Foundation tasks that require deliberation and study. EAF Standing Committees shall include (a) Nomination and Election Committee, (b) Finance and Investment Committee, (c) Membership and

Outreach Committee, (d) Fund Raising Committee, (e) Grants and Scholarship Committee. Other committees may be formed as needed.

5.3 Executive Director

5.31 Appointment: The Executive Director (or Director) shall be appointed by the Board for five-year periods at a time. He/she maybe reappointed for another term by the Board of Trustees.

5.32 Function

5.321 Chief executive officer of the Foundation.

5.322 Implement approved projects.

5.323 Hire staff of the Foundation Secretariat.

5.324 Conduct negotiations, agreements, correspondence and protocols on behalf of the Foundation in accordance with guidelines set by the Board.

5.325 Serve as ex-officio member of the Board and the Executive Committee.

5.326 Initiate, develop and screen programs and projects for consideration for approval and funding by the Board.

5.327 Any other duties that may be assigned by the Executive Committee.

5.4 Chapter Conveners: Chapter Conveners shall be elected from and by Chapter members in accordance with relevant bylaws of Foundation.

6. Meetings and Proceedings

6.1 Board of Trustees: The Board shall meet once a year in June. The Board shall elect its Chairperson, Vice Chairperson, Treasurer and Secretary at its annual meeting. The Executive Director shall be an ex-officio member of the Board. Board meetings shall be open for attendance to all Foundation members in good standing. All meetings shall be conducted in accordance with Robert's Rules of Parliamentary Procedures. Until such time that the Foundation has a permanent headquarters, the venue of Board meetings shall be in the city where the Executive Director resides.

6.2 Executive Committee: The Executive Committee shall conduct quarterly meetings during the year with one of such meetings corresponding with that of the Board. The Chairperson, Vice Chairperson and Secretary of the Board shall also serve as Chair, Vice Chair, and Secretary of the Executive Committee. The Chairperson or, in his absence, the Vice Chairperson may call a special meeting of the Executive Committee upon the written request of three members of the Executive Committee.

7. Auditing

The books of the Foundation shall be audited annually by an independent auditor retained by the Board of Trustees.

8. Amendment of the Statutes for EAF

The EAF statutes may be amended by a two-third majority of the members of the Board of Trustees.

9. Dispensation of Assets and Dissolution of the Organization

The Board of Trustees of EAF shall dispose of the Foundation's assets in a manner that would serve the explicit objectives for which the EAF was established.

EAF is organized exclusively for charitable, educational, and scientific 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 the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt for 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.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.

10. Ratification of Statutes

These statutes are ratified on the 17th day July, 1993, in Grand Rapids, Michigan, by the following founding Board of Trustee members of the EAF.

Asrat Tessema
 Assefa Mehretu
 Ayalew Kanno
 Daniel Teferra
 Doree Mehretu
 Jember Bekele
 Sisay Asefa
 Tsehai Wolde-Tsadik
 Teshome Wagaw
 Wogayehu Asefa
 Yewbdar E. Kanno

July 1993

Grand Rapids, Michigan