



BYLAWS OF SPEAKERS FOR AFRICA INC. (September 7, 2025 Revised March 15, 2026)

A Colorado Nonprofit Corporation recognized under Section 501(c)(3) of the Internal Revenue Code

Adopted by the Board of Directors on September 7, 2025
Revised by the Board of Directors on March 15, 2026

Principal Office

26379 Pleasant Park Road
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ARTICLE I — NAME AND PURPOSE

Section 1.1 Name

The name of this organization shall be **Speakers for Africa, Inc.** (the “Corporation”), doing business as Speakers for Africa.

Section 1.2 Purpose

The Corporation is organized exclusively for charitable, educational, and humanitarian purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Corporation exists to support education, health, sanitation, and community development in Uganda and other regions as determined by the Board of Directors.

Activities may include:

- Educational support and materials
- School infrastructure and sanitation projects
- Water, sanitation, and hygiene (WASH) programs
- Health and community development initiatives
- Cultural exchange and international cooperation

Section 1.3 Nondiscrimination

The Corporation shall not discriminate based on race, ethnicity, religion, sex, gender identity, sexual orientation, age, disability, or national origin.

ARTICLE II — OFFICES

Section 2.1 Principal Office

The principal office of the Corporation shall be located at:

26379 Pleasant Park Road
Conifer, Colorado 80433 USA

Section 2.2 Additional Offices

The Corporation may establish additional offices, including international program offices, as deemed necessary by the Board of Directors.

ARTICLE III — MEMBERSHIP

The Corporation shall **have no voting members**.

All governance authority resides in the **Board of Directors**.

ARTICLE IV — BOARD OF DIRECTORS

Section 4.1 Authority

The Board of Directors governs the organization and is responsible for strategic direction, oversight, and fiduciary stewardship.

Section 4.2 Composition

The Board shall consist of **not fewer than five (5) and not more than fifteen (15) directors**.

Directors may reside in the United States, Uganda, or other countries.

Section 4.3 Terms

Directors serve **three-year terms**.

Section 4.4 Term Limits

Directors may serve **two consecutive terms**. After two terms, a one-year break is required before re-election.

Section 4.5 Resignation

Directors may resign by written notice.

Section 4.6 Removal

Directors may be removed by **two-thirds (2/3) vote of the Board** for misconduct, neglect of duty, or actions harmful to the organization.

Section 4.7 Compensation

Board members serve without compensation but may receive reimbursement for approved expenses.

ARTICLE V — BOARD MEETINGS

Section 5.1 Regular Meetings

The Board shall meet **at least four times per year**.

Section 5.2 Special Meetings

Special meetings may be called by the President of the Board or one-third of directors.

Section 5.3 Quorum

A **majority of directors currently in office** constitutes a quorum.

Section 5.4 Voting

Routine matters require a **majority vote** of those present.

Major governance actions require **two-thirds (2/3) vote**.

Section 5.5 Executive Session

The Board may enter closed sessions for confidential matters.

ARTICLE VI — OFFICERS

Section 6.1 Officers

Board officer positions belong **The Board — not the individual**. The Board must approve leadership transitions

- This keeps governance democratic and compliant

The officers shall include:

- President of the Board
- Vice President
- Secretary
- Treasurer

Section 6.2 Duties

President of the Board

Leads board governance and presides over meetings.

Vice President

Acts in the absence of the President.

Secretary

Maintains records and minutes.

Treasurer

Oversees financial oversight and reporting.

ARTICLE VII — EXECUTIVE DIRECTOR

Section 7.1 Role

The Executive Director serves as chief executive officer responsible for operations.

Section 7.2 Appointment

The Executive Director is appointed and supervised by the Board.

Section 7.3 Board Participation

The Executive Director may attend board meetings but **shall not vote**. The Executive Director may nominate a position but has no authority nor influence over their election. That is solely up to the board.

Section 7.4 Delegation of Operational Authority

The Board delegates management of daily operations to the Executive Director.

Section 7.5 Accountability

The Executive Director reports to the Board through the President of the Board.

ARTICLE VIII — COMMITTEES

The Board may establish committees including:

- Finance and Audit Committee
- Fundraising and Development Committee
- Programs Committee
- Christian Outreach Subcommittee

Committees may include advisors who are not board members.

ARTICLE IX — CONFLICT OF INTEREST AND ETHICS

Directors and officers must disclose conflicts of interest.

Individuals with conflicts must abstain from voting.

Self-dealing and personal use of organizational assets are prohibited.

ARTICLE X — FIDUCIARY DUTIES

Board members shall fulfill the following duties:

- **Duty of Care**
Act with diligence and informed judgment.
 - **Duty of Loyalty**
Act in the best interest of the organization.
 - **Duty of Obedience**
Ensure the organization follows its mission and applicable laws.
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ARTICLE XI — FINANCIAL POLICIES

Fiscal Year

The fiscal year shall be **January 1 through December 31**.

Budget

The Treasurer and Finance Committee shall prepare an annual budget for Board approval.

Financial Oversight

Accurate financial records shall be maintained and reviewed by the Board.

Audits or financial reviews may be conducted when required by law or donor agreements.

ARTICLE XII — CHILD SAFEGUARDING COMMITMENT

The Corporation is committed to protecting the dignity and safety of children participating in its programs.

The Board shall adopt policies addressing safeguarding, ethical photography, and responsible storytelling.

All representatives must comply with these policies.

ARTICLE XIII — AMENDMENTS

These bylaws may be amended by **two-thirds (2/3) vote of the Board** with advance written notice.

ARTICLE XIV — DISSOLUTION

Upon dissolution:

1. The Board shall adopt a dissolution plan.
 2. Debts shall be settled.
 3. Remaining assets shall be distributed to one or more organizations qualifying under Section 501(c)(3) of the Internal Revenue Code with similar charitable purposes.
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ARTICLE XV — INDEMNIFICATION

The Corporation shall indemnify directors, officers, employees, and agents to the fullest extent permitted by law.

The Corporation may maintain **Directors and Officers liability insurance**.

ARTICLE XVI — ELECTRONIC PARTICIPATION AND ACTION

Directors may participate in meetings through electronic means allowing simultaneous communication.

Written consent by directors may authorize actions without a meeting.

ARTICLE XVII — INTERNATIONAL OPERATIONS

The Corporation may operate internationally.

The organization may maintain additional governing documents, including a Uganda NGO Constitution, to comply with local laws.

The Board retains ultimate governance authority.

Because the Corporation conducts programs in Uganda, the organization may maintain a **Uganda NGO Constitution** in accordance with requirements of the Uganda National NGO Bureau.

The Uganda Constitution shall reflect the governance structure established in these bylaws while ensuring compliance with applicable laws of Uganda.

The Board of Directors shall ensure alignment between these governing documents to maintain legal and operational consistency across jurisdictions.

ARTICLE XVIII — ORGANIZATIONAL INDEPENDENCE

No individual shall own or control the organization.

All assets belong solely to the Corporation and must support its charitable mission.

ARTICLE XIX — LOCAL PARTNERSHIPS AND COUNTRY REPRESENTATION

The Corporation may collaborate with schools, community organizations, and local leaders.

Local representatives may assist with program implementation but shall not exercise governance authority unless elected to the Board.

ARTICLE XX — Board Vacancies

If a vacancy occurs on the Board of Directors due to resignation, removal, incapacity, or expansion of the Board, the remaining directors may elect a replacement director by majority vote.

A director elected to fill a vacancy shall serve for the remainder of the unexpired term and may be eligible for re-election in accordance with these bylaws.

ARTICLE XXI — Corporate Records

The Corporation shall maintain accurate and complete records of:

- Board meeting minutes
- Financial statements and reports
- Governing documents
- Major organizational policies

Such records shall be securely maintained by the Secretary or another designated officer and shall be available for inspection by members of the Board of Directors.

ARTICLE XXII — Board Access to Information

Directors shall have reasonable access to organizational records, financial reports, and governance documents necessary to fulfill their fiduciary duties.

Confidential information obtained through such access shall not be disclosed outside the organization without authorization.

CERTIFICATION OF ADOPTION

These bylaws were adopted by the Board of Directors of **Speakers for Africa Inc..**

Secretary - USA
Penny Randell

Signature: _____

Date: _____

Executive Director – USA
Peyton Thomas

Signature: _____

Date: _____

Approved by Speakers for Africa Members of the Board on March 15th 2026:

BOARD OF DIRECTORS AND LEADERSHIP SIGNATURES

President of the Board (Unconfirmed) – Uganda
Michael Kist

Signature: _____

Date: _____

Communications Director – Uganda
Kareem Katuramu (KK)

Signature: _____

Date: _____

Field Director – Uganda
Gracious Taremwa

Signature: _____

Date: _____

Team Leader – Uganda
Tasha Mirembe

Signature: _____

Date: _____

Board Member – USA
Amy Franklin

Signature: _____

Date: _____

Treasurer – USA
Lee Pulliam

Signature: _____

Date: _____

Secretary – USA
Penny Randell

Signature: _____

Date: _____

Board Member – USA
JR Iannaccone

Signature: _____

Date: _____

Parliamentarian – USA
Kyle Stevens

Signature: _____

Date: _____

Director of Medicine – USA
Dr. Chad Johnston

Signature: _____

Date: _____

Chair – Christian Outreach Committee – USA
Jacklyn Schnell

Signature: _____

Date: _____