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BYLAWS  
OF  
**KADDRA FARM, INC**  
**A NEW YORK NOT-FOR-PROFIT CORPORATION**

(Formed under the general laws of the State of New York)  
Adopted: January 6, 2010

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**KADDRA FARM, Inc.**  
**BY-LAWS**  
**A New York Not –For –Profit Corporation**

**ARTICLE: 1**

**NAME AND LOCATION OF CORPATION**

- Section: 1.**    **The name of the organization** shall be Kaddra-Farm, Inc. (Kambia District Development and Relief Agency-Farm, or the Corporation hereinafter), a not-for-profit organization, legally incorporated under the not-for-profit corporation laws of the State of New York.
- Section: 2.**    **Location of the Organization** – The main office of the Corporation shall be located in Kings County in the State of New York. The Board is granted full power and authority to change the principal office from one location to another.
- Section: 3.**    **Other Offices** – The Corporation may also have offices at such other places, within or without its State of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may designate.

**ARTICLE 11**

**PURPOSES**

- Section: 1.**    **IRC Section 501(c)(3) Purposes**  
This corporation is organized exclusively for one or more of the purpose as specified in section 501(c)(3) of the Internal Revenue Code
- Section: 2.**    **Specific objectives and Purposes**  
The specific Purposes and objective of Kaddra-Farm shall be:
- a). To support and strengthen communities and families in Kings County,
  - b). To provide leadership and developmental programs and services to Youth and families
  - c). To offer emergency food, clothing, transportation and other charitable Assistance to those indeed,
  - d). To develop and sustain strong farming comminutes in Africa. For Instance, Sierra Leone West Africa through an agricultural approach to teach them about micro economics, design to draw families together
  - e). To develop within each family and comminute the opportunity to Maximize the ways in which they farm the land and to teach them Healthy approaches to living, stability and financial competence.
  - f). To conduct any other activities and to perform any and all acts which may be useful or proper for the furtherance, accomplishment of any of the activities described in clause (a) through (e) hereof.

## **ARTICLE III**

### **MEMBERS**

**Section 1.** The corporation shall have no members.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**Section 1.** **Powers** - The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

**Section 2.** **The number of Directors** shall not be less than three (3) and shall have no maximum number.

**Section 3.** **Qualifications** - Each Director shall be at least eighteen (18) years of age. To become a Director, a person shall be proposed by any Director or the Executive Director and elected by a majority of the Board of Directors.

**Section 4.** **The term of office** shall be for continuous two (2) year periods, unless removed. Each director shall hold office until his successor (next elected member taking after that particular office) shall have been duly elected and qualified.

**Section 5.** **Removal** - Any director may be removed at any time by a 2/3 majority vote of the entire board of directors then in office at a special meeting called for that purpose, provided that at least one weeks' written notice of the proposed action shall have been given to the entire board of directors then in office. A Director who misses three unexcused consecutive meetings shall be considered not in good standing and subject to the provisions of this section.

**Section 6.** **Resignations** - Any Director may resign from office at any time. Such resignation shall be made in writing, and take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the Chairperson. The acceptance of resignation by the Board shall not be necessary to make it effective, but no resignation by the Board of Directors shall discharge any accrued obligation or duty of a Director.

**Section 7.** **Vacancies** on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

- Any director may resign effective upon giving written notice to the chairperson of the board, the secretary, or the board of directors. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- The acceptance of resignation by the Board of Directors shall not be necessary to make it effective, but no resignation by the Board of Directors shall discharge any accrued obligation or duty of a Director.

- Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors.
- If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.
- A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

**Section 8.** **Meetings.** Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or shall be specified in the notice or waivers of notice thereof.

- The annual meeting of the Board of Directors shall be held in October of each year at a time and place fixed by the Board.
- Other regular meetings of the Board shall be held no less than four (4) times during a year.
- Special meetings of the Board shall be held whenever called by the a majority of the Board of Directors, Chairperson of the Board, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

**Section 9.** **Notice of Meetings.** Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed or posted to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to be discuss matters requiring prompt action may be sent to him personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of meetings need not to be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

**Section 10.** **Quorum and Voting.** Unless a greater proportion is required by law, a majority of the entire Board but not less than three (3) directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If any meeting of the Board there shall be less than a quorum present, the Directors present shall adjourn the meeting until a quorum is obtained.

**Section 11. Action by the Board.**

- Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting. Each director present shall have one vote.
- Voting by proxy shall not be allowed. Unless otherwise provided for in these bylaws, all voting and actions of the board shall be conducted in accordance with Robert's Rules of Order newest edition.

**Section 12. Compensation.** No member of the board shall receive, directly or indirectly, any salary or compensation for any services rendered to the Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

**ARTICLE V**

**OFFICERS, EMPLOYEES AND AGENTS**

**Section 1. Number and Qualifications.** The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer, Secretary and such other Officers, if any, as the Board of Directors from time to time may appoint. No one person may hold the offices of Chairperson and Secretary. All Officers shall be members of the Board of Directors. No instruments required to be signed by more than one Officer may be signed by one person in more than capacity.

**Section 2. Election and Terms of Office.** The Officers of the Corporation shall be elected for a two year term at the annual meeting of the Board of Directors immediately following the election of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

**Section 3. Employees and Other Agents.** The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the full extent allowed by law, the Board of Directors may delegate to any employee or other agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

**Section 4.**     **Removal.** Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

**Section 5.**     **Vacancies.** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

## **ARTICLE VI**

### **POWERS**

**Section 1.**     **Chairperson: Powers and Duties** – The Chairperson shall preside at all meetings of the Board of Directors, and shall keep the Board of Directors informed about activities of the Corporation. The Chairperson has the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized either generally or specifically by the Board. The Chairperson shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 2.**     **Vice Chairperson: Powers and Duties** – The Vice Chairperson shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

**Section 3.**     **Secretary: Powers and Duties** - The Secretary shall act as secretary of all meetings of the Board, and shall keep the minutes of all such meetings in books to be kept for that purpose. The Secretary shall also perform such other duties as shall from time to time be assigned by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of special meetings of the Board of Directors and committees thereof. The Secretary shall have custody of the corporate seal and, when authorized by the Board of Directors, shall have authority to affix the same to any instrument and, when so affixed, it shall be attested by his signature or by the signature of the authorized acting secretary. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 4.**     **Treasurer: Powers and Duties** – The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall sit or cause to be deposited all moneys and other valuables effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors the Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the position of Treasurer, and such other duties assigned by the Board of Directors. Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve month



fiscal period terminating not more than six months prior to the meeting; (2) the principal changes its assets and liabilities during that fiscal period; (3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of a meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York, which includes the information herein above specified. The Treasurer shall, when required, give such security for the faithful performance of duties as the Board of Directors may determine.

## **ARTICLE VII**

### **EXECUTIVE DIRECTOR**

- Section 1.** The Board of Directors shall appoint an Executive Director, who shall direct, manage and administer all activities of the Corporation in accordance with policies set by the Board of Directors and serves as spokesperson for the Corporation. The Executive is responsible for the execution and administration of policies and programs approved by the Board.
- Section 2.** Hiring and determining the compensation of the Executive Director shall be approved by a 2/3 majority of the Directors present at a meeting called for that purpose, at which a quorum is present.
- Section 3.** A contract or letter of agreement between the Executive Director and Board of Directors shall fully outline all responsibilities of the Executive Director, along with procedures for performance review.
- Section 4.** The Executive attends and may participate in discussion in all meetings of the Board of Directors and all committees, except when matters of her/his own employment or performance are under consideration. The Executive Director is a non-voting member of the Board of Directors.
- Section 5.** The Executive Director acts as the agent of the Board of Directors in the employment and release of staff according to the policies and procedures established by the Board of Directors. As head of staff, the Executive Director is responsible for the supervision and direction of the staff and for the implementation of approved personnel policies.
- Section 6.** The Executive, except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

## **ARTICLE VIII**

### **COMMITTEES**

- Section 1.** The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committee.
- Section 2.** The Chairperson of the Board of Directors shall appoint the Chairperson of each committee.
- Section 3.** Each committee so appointed shall consist of at least one Director and shall have the authority of the Board of Directors to the extent provided in the resolution establishing it, except as to the following matters:
- a) The filling of vacancies on the Board or any committee;
  - b) The amendment or repeal of the By-laws or the adoption of the new By-laws; and
  - c) The amendment or repeal of any resolution of the Board.
- Section 4.** Special committee may be appointed by the Chairperson of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to them by the Board.
- Section 5.** The designation of committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law. All committees and actions taken by committees are subordinate to the Board of Directors.
- Section 6.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- Section 7.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE IX**

### **CONTRACTS, CHECKS BANKACCOUNTS AND INVESTMENTS**

- Section 1.** **Checks, Notes and Contracts.** The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
- Section 2.** **Loans and or Investments.** The Board of Directors is authorized to take loans or make investments as deemed proper for the survival and or growth of the Corporation. Any loans or investments must be approved by a quorum of the entire board.

## **ARTICLE X**

### **OFFICE AND BOOKS**

- Section 1.** **Office.** The of the Corporation shall be located at such place as the Board of Directors may from time to time determine.
- Section 2.** **Books.** There shall be kept at the office of the Corporation correct books of accounts of the activities and transaction of the Corporation including the minute's book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall run from January 1 until December 31.

## **ARTICLE XII**

### **INDEMNIFICATION**

- Section 1.** The directors shall not be personally liable for the debts, liabilities, or other obligation of the corporation. The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the not for profit Corporation Law and any amendments there to, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or interstate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.
- Section 2.** The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

## **ARTICLE XIII**

### **RESTRICTIONS ON OPERATION**

- Section 1.** Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

## ARTICLE XIV

### **RULES OF ORDER**

- Section 1:** **Bylaws** - These bylaws shall govern the deliberations, elections, and acts of the Board of Directors.
- Section 2:** **Interpretation** - The Board of Directors' interpretation of the bylaws shall be considered the correct interpretation when reached by majority vote.
- Section 3:** **Robert's Rules of Order** - Where no reference is made to a particular concern or where there is sufficient ambiguity, as determined by a majority vote of the Directors present at a meeting at which a quorum is present, the provisions in "Robert's Rules of Order" newest edition shall then govern.
- Section 4:** **Articles of Incorporation** - If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

## ARTICLE XV

### **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of corresponding provisions of future U.S. Revenue Law) as the Board of Directors shall determine.

## ARTICLE XVI

### AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors or by the members of the Corporation at a meeting duly called for the purpose of altering these by-laws, providing notice of the proposed alteration has been included in the notice of the meeting.

The foregoing document is a true and complete copy of the Bylaws of the **KADDRA FARM, INC** as amended and approved by the Board of Directors at a meeting at which a quorum was present.

Amended and approved on February 10, 2010

Signature: [Signature]

Name: Amadu B. KAMARA

Title: Chairperson

Address: 80 St Joseph's Ave /  
Staten Island NY  
10302

Signature: [Signature]

Name: Sheryl D. Robertson

Title: Secretary

Address: 2970 West 27 St  
Brooklyn NY 11224