

BYLAWS OF YEMEN AID INC.

EIN 81-4112042

ARTICLE I. Name, Office, and Duration

- 1. Name.** The name of this corporation is Yemen Aid Inc.. The business of the corporation may be conducted as Yemen Aid.
- 2. Location.** The address of Yemen Aid Inc. is PO Box 4024, Waterbury, CT 06704.
- 3. Duration.** Yemen Aid Inc. shall have perpetual existence.

ARTICLE II. Purpose

- 1. Purpose.** Yemen Aid Inc. is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes include the relief of the poor in Yemen. Specifically, Yemen Aid Inc.'s purpose is to provide humanitarian assistance to the poor in Yemen including (i) cash assistance, (ii) food assistance, and (iii) medical supplies and equipment.

ARTICLE III. Membership

- 1. Membership.** Yemen Aid Inc. shall have no members.

ARTICLE IV. Board of Directors

- 1. Election.** Yemen Aid Inc. shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as directors until such director's death, resignation, or removal as provided by these bylaws.
- 2. Number.** The initial number of directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of directors be less than three (3) and more than ten (10).
- 3. Qualifications.** To serve as a director, an individual shall have prior experience serving on a not-for-profit board, general business or community service, and shall have a desire to pay it forward with what they have, know, or have access to.
- 4. Powers.** The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Connecticut, to conduct the affairs of Yemen Aid Inc. in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of Yemen Aid Inc. such powers as they deem appropriate. Decision-making by consensus and consultation is recommended. Yemen Aid Inc. shall comply with all applicable local, state, and federal laws and regulations.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including but not limited to Internet video or phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

6. Special Meetings. Special meetings may be called by the Chairperson of Yemen Aid Inc. or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all directors present.

7. Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed.

8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

9. Quorum. A quorum shall consist of a majority of the directors. If at any meeting less than a quorum is present, the majority may adjourn the meeting without further notice to the absent director.

10. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of one (1) year unless otherwise asked and agreed upon by a majority of the Board of Directors.

11. Removal. Any director may be removed by majority vote of the remaining directors for failure to act in the best interests of Yemen Aid Inc., or lack of sympathy with the stated purpose of Yemen Aid Inc..

12. Compensation. Directors shall receive no compensation for their service as directors.

ARTICLE V. Officers

1. Designation of Officers. The officers of Yemen Aid Inc. shall be Chairperson, Vice Chair, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of Yemen Aid Inc. shall be designated by the incorporators, and shall serve for one (1) year, however the term may be extended until a successor is elected. One (1) person may hold more than one office, except no one person may hold the office of Chairperson and Secretary.

2. Election and Term. Officers of Yemen Aid Inc. shall be re-elected at an annual meeting of the Board of Directors, and shall serve for one (1) year or until their replacements are elected and qualified.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to Yemen Aid Inc., or for lack of sympathy with the stated purpose of Yemen Aid Inc.. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of Yemen Aid Inc. may receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

a. Chairperson: The Chairperson is the Chief Executive Officer of Yemen Aid Inc. and will, subject to the control of the Board of Directors or any committees, supervise and control the affairs of Yemen Aid Inc.. The Chairperson will perform all duties incident to the office of Chairperson and any other duties that may be required by these bylaws or prescribed by the Board of Directors.

b. Vice Chair: The Vice Chair will perform all duties and exercise all powers of the Chairperson when the Chairperson is absent or is otherwise unable to act. The Vice Chair will perform any other duties that may be prescribed by the Board of Directors.

c. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, be the custodian of all corporate records, give all notices as are required by law or by these bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by these bylaws or assigned by the Board of Directors.

d. Treasurer: The Treasurer will have charge and custody of all funds of Yemen Aid Inc., and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of Yemen Aid Inc.'s properties and business transactions, and render reports and accountings to the directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these bylaws or prescribed by the Board of Directors.

ARTICLE VI. Restrictions on Actions

No part of the net earnings of Yemen Aid Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Yemen Aid Inc. 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 Article II of these bylaws. No substantial part of the activities of Yemen Aid Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Yemen Aid Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, Yemen Aid Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII. Contracts, Checks, Deposits, Funds and Indemnification

1. Contracts. The Board of Directors may authorize, by general resolution, a director or directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of Yemen Aid Inc.. All contracts require two (2) witnesses.

2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of Yemen Aid Inc. shall be signed by the officer or agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors. Two (2) signatures on all checks are recommended.

3. Deposits. All funds of Yemen Aid Inc. shall be deposited from time to time to the credit of Yemen Aid Inc. in such banks, trust companies, or other depositories as the Board of Directors may designate. No interest shall be earned on any account of Yemen Aid Inc..

4. Gifts. The directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of Yemen Aid Inc..

5. Loans. No director, officer or agent shall have the authority, on behalf to Yemen Aid Inc., to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance. No interest shall be charged or paid on any debt.

6. Fiscal Year. The fiscal year of Yemen Aid Inc. shall be from January 1 to December 31 of each Gregorian year. The corresponding Hijri year may also be noted.

7. Due Diligence. In furtherance of its exemption to contributions to other organizations, domestic or foreign, Yemen Aid Inc. shall stipulate how its funds will be used and shall require all recipients to provide records and proof of how its funds were utilized.

8. Indemnification. Yemen Aid Inc. shall indemnify a director or officer made a party to a proceeding because he or she is a director or officer of Yemen Aid Inc. against liability and reasonable expenses incurred by him or her in connection with the proceeding.

ARTICLE VIII. Transparency and Accountability

1. Disclosure of Financial Information. By making full and accurate information about its mission, activities, finances, and governance publicly available, Yemen Aid Inc. practices and encourages transparency and accountability to the general public. Yemen Aid Inc. shall provide its Internal Revenue Service forms, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

ARTICLE IX. Code of Ethics

Yemen Aid Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The directors, officers and employees of Yemen Aid Inc. must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Yemen Aid Inc. to adhere to all laws and regulations that apply to Yemen Aid Inc. and the underlying purpose of this policy is to support Yemen Aid Inc.'s goal of legal compliance.

ARTICLE X. Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, Yemen Aid Inc. shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, marital status, age, physical disability, race, color, ethnicity, national origin, ancestry or religion.

ARTICLE XI. Dissolution

Upon the dissolution of Yemen Aid Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Yemen Aid Inc. is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of Yemen Aid Inc. by majority vote.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

Summer Nasser, Chairperson

Zainab Qussais, Treasurer

Nada Senan, Secretary