GLOBAL HUMANITY NETWORK, INC.

BYLAWS

ARTICLE I — NAME

Section 1.01 — Name

The name of this corporation shall be **Global Humanity Network, Inc. (GHN)**.

ARTICLE II — OFFICES

Section 2.01 — Principal Office

Located in Lawrenceville, Gwinnett County, Georgia, or as determined by the Board.

Section 2.02 — Registered Office

Maintained in accordance with Georgia law.

ARTICLE III — PURPOSE, PHILOSOPHY, AND AUTHORITY

Section 3.01 — Nonprofit Status

GHN operates under Section 501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes.

The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code.

Upon dissolution of the Corporation, assets remaining after payment of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3), to one or more organizations then qualified as exempt under Section 501(c)(3), or to a federal, state, or local governmental body for a public purpose, subject to the Articles of Incorporation and applicable law.

Section 3.02 — Mission Purpose

The Corporation shall operate in alignment with its officially adopted Vision, Mission, and Core Values.

The Corporation exists to:

Promote sustainable and healthy communities globally;
Expand equitable access to education, resources, and opportunity;
Empower individuals and communities through structured, systems-driven support that fosters long-term growth and self-sufficiency.

Section 3.03 — Governance Philosophy

The Corporation shall operate in accordance with a governance philosophy grounded in structure, discipline, accountability, and transparency as the foundation for sustainable impact and transformation.

The Corporation affirms the principle that:

"People do not transform because they are inspired—they transform because they are structured."

In alignment with this philosophy, the Corporation shall:

Establish clear systems, processes, and standards to guide all operations and decision-making;
Promote accountability and transparency at all levels of leadership and organizational activity;
Prioritize disciplined execution over reliance on inspiration alone;
Ensure that programs, governance, and leadership structures are designed to produce consistent, measurable outcomes;
Operate with openness and integrity in its communication, reporting, and stewardship of resources.

This governance philosophy shall guide the design, implementation, and evaluation of all organizational structures, programs, partnerships, and leadership practices.

Section 3.04 — Authority

The Corporation shall have the authority to design, implement, and operate programs and initiatives in furtherance of its mission at the local, national, and international levels.

The Corporation may solicit, receive, manage, and distribute funds, grants, donations, and other resources in support of its programs and operations, in accordance with applicable laws, regulations, and established financial policies.

The Corporation may establish partnerships, affiliations, and collaborative relationships with organizations, institutions, governmental entities, and individuals whose objectives align with the mission and strategic direction of the Corporation.

All activities, operations, and partnerships of the Corporation shall be conducted under the oversight of the Board of Directors and in accordance with these bylaws, applicable laws, and the governance framework of the organization.

The Corporation may expand its operations across regions through structured implementation models, partnerships, and designated leadership, as approved and overseen by the Board of Directors.

ARTICLE IV — BOARD OF DIRECTORS

Section 4.01 — Authority

The Board of Directors shall serve as the governing body of the Corporation and shall be

responsible for establishing strategic direction, ensuring effective oversight, and maintaining accountability for the organization's mission, performance, and sustainability.

The Board shall exercise all powers necessary to govern the affairs of the Corporation, subject to applicable laws and these bylaws.

Section 4.02 — Composition

The Board of Directors shall consist of no fewer than **seven (7)** and no more than **thirteen (13)** individuals.

The Board shall be composed of:

> Member Directors**, who shall have full voting rights; and**
> **Advisory Directors**, who shall serve in a non-voting capacity and provide guidance, expertise, and strategic support to the Board.

The Board of Directors shall have the authority to determine the composition, selection, and appointment of Directors in alignment with the needs and strategic direction of the Corporation.

Section 4.02(a) — Nomination and Election of Member Directors

Member Directors shall be nominated by the Governance Committee or by another process approved by the Board of Directors and shall be elected by a majority vote of the Member Directors then serving.

The Board shall seek a balanced composition of skills, experience, independence, geographic perspective, and commitment to the mission of the Corporation.

Section 4.02(b) — Terms of Member Directors

Each Voting Director shall serve a term of three (3) years and may be re-elected. To promote continuity of governance, the Board may establish staggered terms and reasonable term limits by policy or resolution.

Section 4.02(c) — Resignation and Vacancies

Any Director may resign at any time by written notice to the President or Secretary. Any vacancy among the Member Directors, including a vacancy resulting from resignation, removal, incapacity, or an increase in the number of directors, may be filled by the Board of Directors for the remainder of the unexpired term or until a successor is elected and qualified.

Section 4.03 — Duties of Directors

Directors shall actively participate in the governance, oversight, and advancement of the Corporation and shall perform their responsibilities with diligence, integrity, and accountability.

In fulfilling their duties, Directors shall:

Attend and meaningfully contribute to Board and committee meetings;
Serve on at least one committee and support the execution of its responsibilities;
Support fundraising efforts and contribute to the financial sustainability of the Corporation;
Uphold and protect the mission, Vision, Core Values, and public trust of the organization;
Exercise sound judgment and act in the best interest of the Corporation at all times;
Maintain confidentiality of sensitive information and act in accordance with the ethical standards established by the Corporation.

Section 4.04 — Voting

Voting rights of the Board of Directors shall be limited to Member Directors. Each Voting Director shall be entitled to one (1) vote on all matters brought before the Board.

Unless otherwise specified in these bylaws, actions of the Board shall be determined by a majority vote of the Member Directors present at a meeting at which a quorum is established.

Advisory Directors shall not have voting rights but may participate in discussions and provide guidance to the Board.

Section 4.05 — Quorum

A quorum for the transaction of business shall consist of a majority of the Member Directors then in office.

No official action shall be taken by the Board of Directors in the absence of a quorum.

Section 4.06 — Removal of Directors

A Director may be removed from the Board by a seventy-five percent (75%) vote of the Member Directors whenever, in the judgment of the Board, the best interests of the Corporation would be served by such removal.

Grounds for removal may include, but are not limited to:

Failure to attend meetings or actively participate in Board responsibilities;
Conduct inconsistent with the mission, values, or policies of the Corporation;
Actions that may harm the reputation, integrity, or operations of the organization.

Section 4.07 — Succession Planning

The Board of Directors shall maintain and periodically review succession plans to ensure continuity of leadership and governance.

Such plans may include the identification and development of future leaders, interim leadership procedures, and strategies to ensure the stability and sustainability of the Corporation.

Section 4.08 — Presidential Oversight

The Board of Directors shall provide oversight of the President in their role as Chief Executive Officer.

The Board shall periodically evaluate the performance of the President based on leadership effectiveness, operational performance, and alignment with the mission and strategic direction of the Corporation.

The Board of Directors retains the authority to take appropriate action, including corrective measures or removal, in accordance with these bylaws.

Section 4.09 — Meetings

The Board of Directors shall meet no fewer than **four (4) times annually** to conduct the business of the Corporation, review performance, and provide strategic direction.

Meetings may be held in person, virtually, or through other communication methods that allow all participants to hear and participate simultaneously.

Section 4.10 — Notice of Meetings

Notice of all Board meetings shall be provided to each Director within a reasonable timeframe prior to the meeting and shall include the date, time, location or method of participation, and the general purpose of the meeting.

Notice may be delivered by electronic communication or other appropriate means, as determined by the Corporation.

Section 4.10(a) — Special Meetings

Special meetings of the Board of Directors may be called by the President, the Secretary, or any two (2) Member Directors. Notice of any special meeting shall state the date, time, place or method of participation, and the purpose or purposes for which the meeting is called.

Section 4.10(b) — Waiver of Notice

A Director may waive notice of any meeting before, at, or after the meeting. Attendance at or participation in a meeting shall constitute waiver of notice unless the Director objects at the beginning of the meeting to the transaction of business and does not thereafter vote for or assent to action taken at the meeting.

Section 4.10(c) — Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the action is approved in writing or by electronic transmission by all Directors entitled to vote on the matter, unless a lesser threshold is expressly authorized by applicable law or these bylaws. Such consent shall be filed with the minutes of the Corporation.

Section 4.10(d) — Electronic Participation

Directors participating through conference telephone, video conference, or other communications equipment by means of which all persons participating can simultaneously hear one another shall be deemed present in person at the meeting for all purposes, including quorum and voting.

Section 4.11 — Public Meetings and Community Engagement

The Board of Directors shall hold a minimum of **two (2) public meetings annually** to promote transparency, accountability, and community engagement.

Section 4.11(a) — Purpose

Public meetings shall:

- Provide updates on the Corporation's programs, activities, and impact;
- Offer stakeholders, community members, and supporters an opportunity to receive information and provide feedback;
- Strengthen public trust and alignment with the Corporation's mission.

Section 4.11(b) — Accessibility

Public meetings may be conducted in person, virtually, or in a hybrid format to ensure accessibility and broad participation.

Section 4.11(c) — Notice

Reasonable notice of public meetings shall be provided through appropriate communication channels to ensure awareness among stakeholders and the general public.

Section 4.12 — Board Accountability

The Board of Directors shall establish and maintain expectations for the active participation, engagement, and contribution of its members. Directors are expected to fulfill their governance responsibilities with diligence and integrity.

Failure to meet these expectations may result in review and possible removal in accordance with these bylaws.

Section 4.13 — Board Fundraising Responsibility

Each Director shall actively support the fundraising efforts of the Corporation through participation, advocacy, or contribution, as appropriate, in support of the financial sustainability of the organization.

ARTICLE V — OFFICERS

Section 5.01 — Officers

The officers of the Corporation shall consist of the following positions:

President, who shall serve as the Chief Executive Officer (CEO);
Vice President, Programs;
Vice President, Operations;
Secretary;
Treasurer.

The Board of Directors may establish additional officer positions as deemed necessary to support the effective governance and operations of the Corporation.

All officers shall be elected or appointed by the Board of Directors and shall perform the duties assigned to their respective offices in accordance with these bylaws and any policies established by the Board.

The Board of Directors reserves the authority to define, modify, or eliminate officer roles as necessary to align with the evolving needs and strategic direction of the Corporation.

Section 5.02 — Responsibilities

Each officer shall perform the duties customary to their role and as assigned by the Board of Directors:

President (Chief Executive Officer): Provides overall strategic and operational leadership, ensures alignment between governance and execution, and represents the Corporation in external affairs.
Vice President, Programs: Oversees the planning, implementation, and evaluation of all program divisions and ensures measurable impact and alignment with organizational goals.
Vice President, Operations: Oversees internal systems, administrative functions, communications, and operational infrastructure to support effective program delivery.
Secretary: Maintains accurate records, minutes, and official documentation of the Corporation.
Treasurer: Oversees financial management, reporting, and accountability in accordance with established policies.

Section 5.03 — Terms

The **President**, **Vice President of Programs**, and **Vice President of Operations** shall each serve a term of **three (3) years**, subject to renewal upon approval by the Board of Directors based on performance, leadership effectiveness, and alignment with the mission and strategic direction of the Corporation.

The **Secretary** and **Treasurer** shall each serve a term of **two (2) years**, subject to renewal upon approval by the Board of Directors based on performance and organizational needs.

All officers shall continue to serve in their respective roles until their successors are duly elected and qualified, unless earlier removed or resigned in accordance with these bylaws.

The Board of Directors reserves the authority to establish term limits, succession planning guidelines, and performance evaluation processes to ensure leadership continuity, accountability, and the long-term sustainability of the Corporation.

Section 5.04 — Removal of Officers

Any officer of the Corporation may be removed from their position by a **majority vote of the Board of Directors** whenever, in the judgment of the Board, the best interests of the Corporation would be served by such removal.

Removal may be based on, but is not limited to:

Failure to fulfill assigned responsibilities;
Conduct inconsistent with the mission, values, or policies of the Corporation;
Actions that may harm the reputation, operations, or integrity of the organization.

Section 5.05 — Resignation of Officers

Any officer may resign from their position at any time by providing **written notice** to the Board of Directors or the Secretary of the Corporation.

Such resignation shall take effect upon receipt or at a later date specified in the notice, unless otherwise determined by the Board.

Section 5.06 — Vacancies

A vacancy in any officer position, whether due to removal, resignation, incapacity, or otherwise, shall be filled by the **Board of Directors** for the remainder of the unexpired term.

The Board may appoint an interim officer to serve until a permanent replacement is selected.

Section 5.07 — Authority to Execute Contracts

The President, or an officer designated by the Board of Directors, shall have the authority to execute contracts, agreements, and other legal instruments on behalf of the Corporation, provided such actions are consistent with the policies and approvals established by the Board.

ARTICLE VI — EXECUTIVE LEADERSHIP

Section 6.01 — Executive Leadership Structure

The President shall serve as the Chief Executive Officer (CEO) of the Corporation and shall be responsible for providing overall strategic and operational leadership. The President shall be accountable to the Board of Directors and shall operate within the policies and direction established by the Board.

Section 6.02 — Authority and Accountability

The President shall ensure alignment between the governance functions of the Board of Directors and the operational activities of the Corporation. All executive actions shall be subject to the oversight and authority of the Board.

Section 6.03 — Delegation of Duties

The President may delegate responsibilities to officers, committee leaders, or other authorized individuals as necessary to support the effective operation of the Corporation.

Section 6.04 — Limitation of Authority

The President shall not take any action that exceeds the authority granted by the Board of Directors or that conflicts with the policies and decisions of the Board.

Section 6.05 — Future Executive Structure

The Board of Directors may, at its discretion, establish additional executive leadership roles, including the appointment of an Executive Director or other officers, to support the growth and operations of the Corporation.

Section 6.06 — Communication Authority

Only individuals authorized by the President or the Board of Directors may represent the Corporation in official communications, public statements, or media engagement.

All communications made on behalf of the Corporation shall align with its mission, values, and strategic direction.

ARTICLE VII — COMMITTEES

Section 7.01 — Standing Committees

The Corporation shall maintain Standing Committees to support the governance, financial oversight, strategic development, and public engagement of the organization. These committees shall include, but are not limited to:

Executive Committee;
Governance Committee;
Finance and Audit Committee;
Fund Development Committee;

Social Media and Communications Committee.

Each Standing Committee shall operate under the authority of the Board of Directors and shall be assigned defined responsibilities consistent with the mission, strategic priorities, and governance framework of the Corporation.

The Board of Directors may establish, modify, or dissolve Standing Committees as necessary to support the effective operation, growth, and strategic direction of the Corporation.

All Standing Committees shall be led and operated in accordance with the leadership, reporting, and accountability provisions set forth in these bylaws and shall be accountable to the Board of Directors for their performance, effectiveness, and outcomes.

Section 7.01(a) — Establishment of Additional Standing Committees

The President may recommend and initiate the establishment of additional Standing Committees as deemed necessary to support the mission, strategic priorities, and operational effectiveness of the Corporation.

Any such Standing Committee shall become effective upon approval by the Board of Directors.

All Standing Committees established under this authority shall:

Be assigned a defined purpose and scope of responsibility;
Operate under the authority and oversight of the Board of Directors;
Function in alignment with the Corporation’s mission, Vision, Core Values, and governance framework;
Adhere to all applicable provisions of these bylaws, including leadership structure, reporting requirements, and accountability standards.

The Board of Directors reserves the authority to modify, restructure, or dissolve any Standing Committee in the best interest of the Corporation.

Section 7.02 — Committee Authority and Scope

All committees of the Corporation, whether Standing or Program Committees, shall operate within the scope of authority granted by the Board of Directors.

Committees shall not act independently of the Corporation or bind the Corporation to any obligation, contract, or commitment unless expressly authorized by the Board of Directors.

Section 7.02(a) — Limitations on Committee Authority

No committee shall amend the Articles of Incorporation or these bylaws, elect or remove Directors or Officers, fill vacancies on the Board, approve dissolution, merger, or the sale of substantially all corporate assets, or take any action reserved by law or these bylaws to the full Board of Directors unless expressly authorized by law and by resolution of the Board.

Section 7.03 — Program Committees

The Corporation shall establish and maintain Program Committees to support the design, implementation, and oversight of its mission-driven initiatives.

The Corporation's program divisions shall include, but are not limited to, the following:

Beyond the Backpack;
Helping Hands;
Mentoring Matters;
Infrastructure Improvement.

Each Program Committee shall operate under the authority and oversight of the Board of Directors and shall be responsible for advancing the objectives, impact, and sustainability of its respective program area.

Program Committees shall ensure that all initiatives:

Align with the Corporation's mission, Vision, Core Values, and strategic priorities;
Establish clear goals, measurable outcomes, and performance indicators;
Provide regular reports to the Board of Directors in accordance with these bylaws;
Operate with accountability, transparency, and responsible stewardship of resources.

Section 7.03(e) — Presidential Authority to Establish Program Committees

The President shall have the authority to establish and implement new Program Committees as necessary to advance the mission, strategic priorities, and programmatic growth of the Corporation.

All such Program Committees shall:

Align with the Corporation's Vision, Mission, Core Values, and strategic direction;
Operate under the authority and oversight of the Board of Directors;
Be formally presented to the Board of Directors for acknowledgment, review, and integration into the organizational structure;
Adhere to all applicable provisions of these bylaws, including leadership structure, reporting requirements, and accountability standards.

The Board of Directors reserves the authority to modify, restructure, or dissolve any Program Committee in the best interest of the Corporation.

Section 7.04 — Committee Leadership Structure

Each committee of the Corporation shall be led by a **Chair and a Co-Chair**, who shall operate as equal partners in leadership with shared authority, responsibility, and accountability.

Section 7.04(a) — Shared Authority and Responsibility

The Chair and Co-Chair shall jointly:

Lead and oversee all committee activities and operations;
Coordinate planning, execution, and reporting of committee responsibilities;
Ensure alignment with the Corporation’s mission, Vision, Core Values, and strategic direction;
Represent the committee before the Board of Directors;
Ensure accountability for performance, outcomes, and compliance with these bylaws.

Section 7.04(b) — Coordination and Continuity

The Chair and Co-Chair shall collaborate to ensure continuity of leadership, effective communication, and consistent execution of committee responsibilities.

Section 7.04(c) — Conflict Resolution

In the event of a disagreement between the Chair and Co-Chair that cannot be resolved collaboratively, the matter shall be referred to the Board of Directors for review and final determination.

Section 7.04(d) — Accountability

Both the Chair and Co-Chair shall be accountable to the Board of Directors and may be subject to review, corrective action, or removal in accordance with these bylaws.

Section 7.05 — Quarterly Reporting

Each Committee Chair and Co-Chair shall prepare and submit quarterly reports to the Board of Directors.

Such reports shall include, but are not limited to:

A summary of activities and initiatives undertaken during the reporting period;
Progress toward established goals and objectives;
Measurable outcomes and impact, where applicable;
Financial updates related to committee activities, if applicable;
Identification of challenges, risks, and proposed solutions;
Recommendations for future actions or strategic direction.

All reports shall be submitted to the Secretary of the Corporation within a reasonable timeframe in advance of Board review and shall be made available to the Board of Directors for oversight and evaluation.

Failure to submit required reports may result in review or corrective action by the Board of Directors.

Section 7.06 — Committee Records

Each committee of the Corporation shall maintain accurate and complete records of its meetings and activities.

Such records shall include meeting minutes that document discussions, decisions, and actions taken.

All committee minutes and records shall be submitted to the Secretary of the Corporation within a reasonable timeframe and shall be made available to the Board of Directors for review and oversight.

Failure to maintain and submit required records may result in review or corrective action by the Board of Directors.

Section 7.07 — Committee Membership

Committees may include members of the Board of Directors, Advisory Directors, and other individuals with relevant expertise or interest, as approved by the Board of Directors or the President.

All committee members shall serve in alignment with the mission, values, and governance standards of the Corporation.

Section 7.08 — Committee Meetings

Each committee shall meet as necessary to fulfill its responsibilities and shall maintain regular communication to ensure effective execution of its duties.

Section 7.09 — Committee Performance Review

The Board of Directors shall periodically review the performance, effectiveness, and alignment of all committees to ensure they are contributing to the mission and strategic priorities of the Corporation.

ARTICLE VIII — FUNDRAISING AND FINANCIAL CONTROLS

Section 8.01 — Financial Management and Oversight

The Corporation shall maintain sound financial management practices to ensure accountability, transparency, and long-term sustainability.

The Board of Directors shall provide oversight of the financial affairs of the Corporation and shall ensure that appropriate systems, controls, and policies are in place to safeguard the organization's resources.

Section 8.02 — Financial Control Policies

The Board of Directors shall establish and maintain financial control policies, which shall include, but are not limited to:

Spending approval thresholds;
Dual authorization requirements for financial transactions;
Budget development, approval, and oversight procedures;
Quarterly financial reporting to the Board of Directors.

All financial activities of the Corporation shall be conducted in accordance with these policies and in compliance with applicable laws and regulations.

Section 8.03 — Fundraising and Resource Development

All fundraising activities shall be conducted in a manner that is ethical, transparent, and aligned with the mission and values of the Corporation.

Only individuals authorized by the Board of Directors or the President may solicit or receive funds on behalf of the Corporation.

All funds received shall be properly recorded, managed, and used in accordance with the Corporation's financial policies and applicable legal requirements.

Section 8.04 — Financial Review and Audit

The Corporation shall maintain a system of financial oversight to ensure accountability, transparency, and compliance with applicable laws and standards.

The Board of Directors shall require periodic financial reviews and may, at its discretion, require an independent audit of the Corporation's financial records.

Such reviews or audits shall be conducted in accordance with accepted financial practices and shall assess:

Financial integrity;
Internal controls;
Compliance with applicable standards;
Overall financial management of the Corporation.

The results of any financial review or audit shall be reported to the Board of Directors and used to:

Inform decision-making;
Strengthen internal controls;
Ensure responsible stewardship of the Corporation's resources.

The Board of Directors may establish thresholds or conditions under which an independent audit shall be required.

Section 8.05 — Executive Compensation Review

Compensation of the President/Chief Executive Officer and any other compensated key leaders shall be reviewed and approved by the Board of Directors, or by disinterested Directors authorized by the Board, using appropriate comparability data and contemporaneous documentation of the basis for approval.

Any Director or Officer with a conflict of interest related to compensation shall recuse themselves from deliberation and voting on the matter.

Section 8.06 — Banking Authority and Financial Signatories

The Board of Directors shall authorize the opening of bank and investment accounts and shall designate the officers or other persons authorized to sign checks, approve electronic transfers, execute borrowing documents, or otherwise access corporate funds, subject to the Corporation's financial control policies.

Section 8.07 — Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors and may be changed by the Board as necessary for sound administration and compliance.

ARTICLE IX — IMPACT AND PROGRAM OVERSIGHT

Section 9.01 — Program Design and Implementation

All programs of the Corporation shall be designed and implemented in alignment with its mission, Vision, Core Values, and strategic priorities.

Programs shall:

Establish clear objectives and measurable outcomes;
Be structured to deliver sustainable, long-term impact;
Operate within defined systems, processes, and accountability frameworks;
Be implemented in a manner that ensures consistency, efficiency, and effectiveness across all areas of operation.

Section 9.02 — Program Evaluation and Reporting

All programs shall be subject to ongoing evaluation to assess effectiveness, efficiency, and impact.

Program Committees shall:

Conduct regular evaluations of program performance;
Identify strengths, challenges, and opportunities for improvement;
Ensure that measurable outcomes and performance indicators are tracked and documented;
Provide reports to the Board of Directors detailing progress, outcomes, challenges, and strategic recommendations.

The Board of Directors shall maintain oversight of all programs to ensure accountability, continuous improvement, and alignment with the Corporation's mission and strategic direction.

Section 9.03 — Program Expansion

The Corporation may expand its programs across regions and countries through structured implementation models, partnerships, and localized leadership, as approved and overseen by the Board of Directors.

All program expansion efforts shall:

Align with the Corporation's mission, Vision, Core Values, and strategic priorities;
Be supported by defined implementation plans and leadership structures;
Ensure accountability, transparency, and responsible stewardship of resources;
Maintain measurable outcomes and documented impact across all regions of operation.

ARTICLE X — GLOBAL OPERATIONS & PARTNERSHIPS

Section 10.01 — Global Operations

The Corporation may operate programs and initiatives at the local, national, and international levels in furtherance of its mission.

All global operations shall be conducted in alignment with the Corporation's Vision, Mission, Core Values, strategic priorities, and applicable laws and regulations within the jurisdictions in which it operates.

Section 10.02 — Partnerships and Collaborations

The Corporation may establish partnerships, affiliations, and collaborative relationships with organizations, institutions, governmental bodies, and individuals that align with its mission and strategic objectives.

All partnerships shall be structured to support the advancement, impact, and sustainability of the Corporation's programs and initiatives.

Section 10.03 — Authorization and Approval

All global operations and formal partnerships shall be subject to the oversight and approval of the Board of Directors or an authorized officer acting within the scope of authority established by the Board.

No partnership or agreement shall bind the Corporation unless it is authorized in accordance with these bylaws and applicable policies.

Section 10.04 — Accountability and Oversight

The Corporation shall maintain appropriate oversight of all global operations and partnerships to ensure:

Alignment with the mission, Vision, and strategic direction of the Corporation;
Responsible use and stewardship of resources;
Compliance with applicable laws, regulations, and ethical standards;
Measurable outcomes and documented impact.

Section 10.05 — Program Expansion and Localized Implementation

The Corporation may implement programs through regional structures, local partnerships, or designated leadership to ensure effective and culturally appropriate execution of its initiatives.

ARTICLE XI — CONFLICT OF INTEREST

Section 11.01 — Duty to Disclose

Any Director, Officer, Committee Member, or individual acting on behalf of the Corporation who has a financial, personal, or professional interest in a matter under consideration shall promptly and fully disclose the nature of such interest to the Board of Directors or the relevant committee prior to any discussion or decision.

Section 11.02 — Determination of Conflict

The Board of Directors, or the appropriate committee, shall determine whether a conflict of interest exists based on the disclosed information.

Section 11.03 — Recusal

If a conflict of interest is determined to exist, the individual shall:

Not participate in discussions related to the matter, except to provide requested information;
Not attempt to influence the decision-making process;
Abstain from voting on the matter.

Section 11.04 — Documentation

All disclosures of conflicts of interest and the actions taken in response shall be documented in the minutes of the meeting.

Section 11.05 — Compliance

Failure to disclose a conflict of interest may result in review and corrective action by the Board of Directors, including removal where appropriate.

ARTICLE XII — RECORDS, TRANSPARENCY AND RETENTION

Section 12.01 — Records

The Corporation shall maintain accurate, complete, and up-to-date records of its financial activities, governance decisions, and operational actions in accordance with applicable laws and best practices.

Section 12.02 — Transparency and Public Accountability

The Corporation is committed to operating with the highest standards of transparency and accountability. In furtherance of this commitment, the Corporation shall:

Maintain accurate and reliable financial and operational records;
Provide regular reports to the Board of Directors regarding activities, performance, and financial status;
Make relevant organizational information available to donors, stakeholders, and regulatory bodies, as appropriate;
Conduct all activities with honesty, integrity, and openness;
Foster public trust through responsible stewardship of resources and clear communication of impact.

Section 12.03 — Document Retention

The Corporation shall establish and maintain a document retention and destruction policy consistent with applicable legal, regulatory, and operational requirements.

No records relevant to any audit, investigation, grant review, litigation, subpoena, or governmental inquiry shall be destroyed until the matter is fully resolved and any applicable retention period has expired.

Section 12.04 — Risk Management

The Corporation shall identify, assess, and manage risks associated with its operations, programs, financial activities, and partnerships to ensure sustainability, compliance, and responsible governance.

ARTICLE XIII — ETHICS & CONDUCT

Section 13.01 — Standard of Conduct

All Directors, Officers, Committee Members, and individuals acting on behalf of the Corporation shall conduct themselves in a manner consistent with the highest standards of integrity, professionalism, and ethical responsibility.

Section 13.02 — Expectations of Conduct

Individuals serving the Corporation shall:

Act in the best interest of the Corporation at all times;
Demonstrate honesty, transparency, and accountability in all actions and decisions;
Treat all individuals with respect, fairness, and dignity;
Avoid conduct that may harm the reputation or mission of the Corporation;
Comply with all applicable laws, regulations, and organizational policies.

Section 13.03 — Alignment with Mission and Values

All actions and decisions made on behalf of the Corporation shall align with its mission, Vision, Core Values, and governance philosophy.

Section 13.04 — Reporting and Enforcement

Concerns regarding unethical behavior or violations of this Article may be reported to the Board of Directors.

The Board shall review such matters and may take appropriate action, including corrective measures or removal, in accordance with these bylaws.

Section 13.05 — Protection of Reporting Individuals

The Corporation shall not retaliate against any individual who, in good faith, reports concerns related to unethical conduct, financial irregularities, or violations of these bylaws.

The Board of Directors shall adopt and maintain procedures for the confidential receipt, review, and resolution of good-faith reports concerning suspected misconduct, financial irregularities, legal noncompliance, or violations of corporate policy.

ARTICLE XIV — INDEMNIFICATION

Section 14.01 — Indemnification of Directors and Officers

The Corporation shall indemnify its Directors, Officers, and authorized representatives to the fullest extent permitted by applicable law against any and all liabilities, expenses, and claims incurred in connection with their service to the Corporation.

Section 14.02 — Scope of Protection

Such indemnification shall include, but not be limited to:

- Legal fees and expenses;
- Judgments, settlements, and liabilities arising from actions taken in good faith;
- Costs associated with the defense of any proceeding related to their role within the Corporation.

Section 14.03 — Limitation

Indemnification shall not apply to acts of gross negligence, willful misconduct, or actions taken in bad faith.

Section 14.04 — Insurance

The Corporation may maintain Directors and Officers (D&O) liability insurance to further protect individuals serving in governance and leadership roles.

ARTICLE XV — MEMBERSHIP

Section 15.01 — Non-Membership Corporation

The Corporation shall not have voting members outside of the Board of Directors.

Section 15.02 — Authority of the Board

All corporate powers, governance authority, and decision-making responsibilities shall be vested solely in the Board of Directors.

ARTICLE XVI — EMERGENCY AUTHORITY

Section 16.01 — Emergency Action

In circumstances requiring immediate action where it is not feasible to convene the full Board of Directors, the **Executive Committee** may act on behalf of the Board.

Section 16.02 — Limitations

Any actions taken under emergency authority shall:

Be limited to matters requiring immediate attention;
Be consistent with the mission, policies, and strategic direction of the Corporation;
Not exceed the authority granted by the Board of Directors.

Section 16.03 — Ratification

All actions taken under this authority shall be reported to the Board of Directors and shall be subject to review and ratification at the next scheduled Board meeting.

ARTICLE XVII — STRATEGIC PLANNING

Section 17.01 — Strategic Direction

The Board of Directors shall engage in periodic strategic planning to guide the long-term direction, growth, and sustainability of the Corporation.

Section 17.02 — Implementation and Review

Strategic plans shall:

Align with the mission, Vision, and Core Values of the Corporation;
Include measurable goals and performance indicators;
Be reviewed periodically to assess progress and make necessary adjustments.

ARTICLE XVIII — AMENDMENTS

Section 18.01 — Authority to Amend

These bylaws may be amended, altered, or repealed by a vote of the Board of Directors.

Section 18.02 — Approval Requirement

Amendments to these bylaws shall require approval by a two-thirds (2/3) vote of the Member Directors at a duly called meeting where a quorum is present.

Section 18.03 — Notice

Notice of any proposed amendment shall be provided to all Directors in advance of the meeting at which the amendment will be considered.

ARTICLE XIX — POLICIES AND ORGANIZATIONAL CULTURE

Section 19.01 — Policy Authority

The Board of Directors may adopt and maintain policies and procedures necessary for the effective governance, administration, and operation of the Corporation.

Such policies may include, but are not limited to, financial policies, operational procedures, and organizational guidelines.

Section 19.02 — Organizational Culture and Standards

The Corporation shall intentionally cultivate a culture grounded in discipline, accountability, integrity, and excellence in execution.

All Directors, Officers, and Committee Members shall uphold these standards in their conduct, decision-making, and service to the organization.

BOARD ADOPTION RESOLUTION

We, the Board of Directors of Global Humanity Network, Inc., hereby adopt these bylaws as the official governing document of the Corporation, effective immediately.

Adopted this 28th day of July, 2026, by a duly authorized vote of the Board of Directors.

SIGNATURE PAGE

The undersigned officers and directors acknowledge adoption of these bylaws by duly authorized Board action. The Secretary may certify these bylaws as the official governing document of the Corporation.

President/CEO: LAXLEY W STEPHENSON Date: 08/01/26

VP, Programs: Donna Thompson Date: 08/04/26

VP, Operations: BINZIE R DAVIDSON Date: 08/03/26

Secretary: ________________ Date: 08/06/26

Treasurer: Andrea McIntosh Date: 08/04/26

Board Member: Delroy Fray Date: 08/06/26

Board Member: Grace Laing-Moore Date: 08/03/26

Board Member: Earl Satahoo Date: 08/05/26

Board Member: Arthur Hines Date: 08/04/26

Board Member: Garfield McCook Date: 08/01/26

Board Member: ________________ Date: 08/04/26

AuthentiSIGN

Board Member: R. Keating Date: 08/04/26

AuthentiSIGN

Board Member: Stacy Ann Josephs-Dewar Date: 08/03/26

Board Member: ______________________ Date: ________

APPENDIX A — ADVISORY DIRECTORS

The following individuals are designated as Advisory Directors of GHN:

1. Dr. Cecelia Lynch Mitchell
2.
3.
4.
5.