

**mAliWatch Inc., a Nonprofit Corporation**  
**AMENDED AND RESTATED BYLAWS**

**ARTICLE I – NAME, USE OF NAME, AND EMBLEM**

- Section 1.1. The name of the organization shall be **Initiative mAliWatch**. It is also referred to as **MaliWatch**. The script **mAli** reflects the historical agency and multiform legacy of the very old Nation of Mali (i.e., Land of the Sacred Hippopotamus) that was founded in the years 1235-36, and that gave its name, in 1960, to the current Republic of Mali.
- Section 1.2. The word “mAliWatch” and the name, emblem, and/or insignia of Initiative mAliWatch shall not be used as a trade name or trademark by any person or organization without the written consent of mAliWatch or used for any purpose other than that authorized by the Board of Directors.
- Section 1.3. The central office of mAliWatch is located at the street address of the President. It may be moved to any other locale upon the decision of the Board of Directors of the Corporation.

**ARTICLE II - CORPORATE SEAL**

- Section 2.1. The corporate seal is: The colors Green, Gold and Red of the Malian flag are painted in a rectangular fashion. These colors serve as background to the term “mAliWatch,” which appears in the center of the emblem. Above the national flag colors is written the motto of the Initiative. Its motto is: Civism and Benevolence.

**ARTICLE III – OBJECTS**

- Section 3.1. The Objects of Initiative mAliWatch shall be:
- To promote a culture of civism and community service/benevolence in Mali and among the Malian Diaspora;
  - To promote a culture of Science and Technology for sustainable development in Mali;
  - To promote Peace, cultural understanding and collaborative projects;
  - To promote Art and Malian Culture;
  - To develop by precept and example a serviceable citizenship.

## **ARTICLE IV - MEMBERSHIP**

- Section 4.1. **Eligibility:** Any person, organization or legal entity wishing to support the purposes of mAliWatch shall be eligible for membership. Members shall be subject to the rules and regulations of mAliWatch and the Code of Ethics and Discipline. Continuing membership is contingent upon being up-to-date on membership dues depending on the qualifying type of membership.
- Section 4.2. **Application:** Application for membership shall be submitted to the Secretary of mAliWatch on a form or forms approved by the Board of Directors. Membership shall be granted upon a majority vote of the Board. The applicants shall be notified of any final decision.
- Section 4.3. **Non-transferable:** Membership shall not be transferable.
- Section 4.4. **Resignation:** Any member may voluntarily resign from mAliWatch at anytime, in writing.
- Section 4.5. **Suspension:** Any member may be suspended or expelled from mAliWatch for failure to comply with these By-laws and/or with the terms, conditions and rules adopted by the General Body of members. Suspension or expulsion shall be by majority vote of the membership of mAliWatch at duly convened meetings of the corporation.
- Section 4.6. **Effect of Membership Termination:** Termination of membership for any cause shall end all rights or interests of such member in mAliWatch.
- Section 4.7. **Voting Rights:** Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- Section 4.8. **Non-voting Categories:** The Board of Directors shall have the authority to establish and define non-voting categories of membership.
- Section 4.9. **Membership Dues.** The General Body of members shall set the annual membership dues of mAliWatch. Additional dues categories may be defined by the Board of Directors, subject to approval by the General Body of members.
- Section 4.10 **CHAPTERS**  
A chapter can be chartered in any country by mAliWatch. The formation and dissolution of chapters are regulated by the Chapter Guidelines set forth by the corporation.

## ARTICLE V - MEETINGS

Section 5.1. There shall be two types of annual meetings:

**Annual Meeting of Malians and Friends of Mali.** The Board of Directors shall set the time and place of this gathering.

The agenda of this meeting shall not address directly issues pertaining to the internal administration of mAliWatch. The purpose of the Annual Meeting of Malians and Friends of Mali is to provide an exchange platform for Malians and friends/partners of Mali. It is also to increase national and international awareness, involvement and membership, on behalf of mAliWatch.

Notice of this meeting shall be publicized by email/fax no less than three (03) months before the actual date.

**(1) Annual Meeting of mAliWatch Members:**

This meeting shall be set by the Executive Committee and approved by the board of directors. This meeting shall focus on subjects pertaining to the internal administration of mAliWatch.

Notice of this meeting shall be publicized by email/fax no less than three (03) months before the actual date.

Section 5.2. **General Internet Meetings of all members:** General Internet Meetings or teleconferences will be held twice a year. The President will determine the time, date and medium of the meetings. At least seven (7) days prior to a General Meeting, the Secretary will email/fax notices to all members in good standing, advising them of the agenda, the time and place, or the internet medium of the scheduled meeting.

Section 5.3. **Special Meetings:** Special meetings of mAliWatch members may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.. A petition signed by fifty (50) percent of the voting members may also call a special meeting. Notice of each special meeting shall be given to each voting member, by email/fax, no less than fifteen (15) days before the meeting.

Section 5.4. **The Quorum.** The quorum of annual, internet, and special meetings is the voting members present at the meeting and who paid in full their annual membership dues.

## ARTICLE VI – PROJECTS

Section 6.1. **Project Definition.** A mAliWatch project is an activity meant to carry out one object or several objects of the corporation as defined in Article III of these By-laws; and shall be defined or referred to as mAliWatch project.

Section 6.2. **Project Initiation:** mAliWatch is a project incubator. It is the responsibility of mAliWatch Executive Committee and/or individual regular members to create opportunities leading to new projects. Non-members of mAliWatch may also engage into a partnership with the corporation to implement specific projects. Such projects must be compatible with the mAliWatch by-laws.

Section 6.3. **Project Management:** A project is managed by a team lead and organized by a project coordinator. The project coordinator has the authority to manage the project within the framework of mAliWatch by-laws.

Section 6.4. **Project Approval:** A mAliWatch project and funding request for any project are approved by the board of directors after a review process. All projects must use mAliWatch project application form. A copy of this form can be downloaded from maliwatch.org web site (<http://www.maliwatch.org/forms.html>). The project coordinators develop and submit a budget proposal to the mAliWatch Board of Directors for pre-evaluation. Each proposal must indicate the amount of money and what percentage of the total budget of the given project mAliWatch is expected to contribute. The complete project application form is reviewed within three (3) months after it has been transmitted to the President. The Board of Directors shall consult with the Fundraising Committee members before it discusses amends, rejects or approves a submitted proposal. All final decisions of the Board shall be signified in writing to the project coordinator, with an indication as to why the project proposal was rejected or accepted. The Board shall recommend all appropriate improvement to a rejected proposal for resubmission.

The General Body of members discusses, amends and approves the final annual budget plans

Section 6.5. **Project Lifespan:** A successful and mature project may spin-off from mAliWatch to become an independent entity. A spin-off project proposal shall be directed to the Board of Directors for evaluation. An ad-hoc committee shall be immediately set up by the Board to study the spin-off

proposal. The Board has the authority to approve or reject the spin-off proposal based on the recommendations of the ad-hoc committee. If the proposal is deemed feasible by the Board, the ad-hoc committee shall work out the details of the spin-off procedure and shall submit the draft agreement between the parties involved to a majority vote of the members of mAliWatch.

## **ARTICLE VII - BOARD OF DIRECTORS**

Section 7.1. **Board Role, Size, and Composition:** The Board is responsible for overall policy and direction of mAliWatch, and it delegates responsibility for day-to-day operations to mAliWatch Local Administrator, officers, Permanent Commissions and committees.

The corporate powers, business and property of the MAliWatch Corporation shall be exercised, conducted and controlled by the Board of Directors.

The Board shall have up to sixteen (16) members, and no fewer than three (3) members. Upon elections the President and Vice-President of Maliwatch become automatically Chairperson and Vice-Chairperson of the Board, respectively. The Chairperson shall convene and preside over the meetings of the Board of Directors. He/She shall delegate part of his/her responsibilities to the Vice-Chairperson. The Board members receive no compensation other than the reimbursement of reasonable expenses associated with mAliWatch meetings that they must attend.

At least one board member must reside in Mali.

The composition of the Board of Directors and the qualifications to be a Director are set forth in the Articles of Incorporation. **The Board of Directors shall be made of the Executive Committee Officers** and the Directors. The composition of the Board shall be:

- I. Executive Officers**
  1. President of Maliwatch
  2. Vice President of Maliwatch
  3. Secretary
  4. Vice-secretary
  5. Treasurer
  6. Vice-Treasurer
  7. Comptroller

## II. Directors

1. President of Maliwatch and Director of Strategic Planning and Project Incubator
2. Vice President of Maliwatch and Director of Human Resources and Membership
3. Director of International Relations
4. Director of Sciences & Technology
5. Director of Art and Culture
6. Director of Information and Communication technology
7. Director of Finance and fundraising
8. Director of Ethics and Social activities
9. Director at Large

### Section 7.2 **Duties of Board of Directors.**

Duties of the Executive Officers are set forth in article VIII of these by-laws.

Duties Directors shall be:

#### Section 7.2.1 **President of Maliwatch and Director of Strategic Planning and Project Incubation –**

In addition to his/her duties of Chief Executive Officer (Article 7.1), the President is responsible for calling and presiding Maliwatch Board of directors meetings. He/she provides leadership for managing the screening and the selection of new projects submitted to the organization. He (she) also provides leadership to the overall strategic planning and project goals setting of Maliwatch.

#### Section 7.2.2 **Vice President and Director of Human Resources and Membership**

He/she assists the President in leading and managing Maliwatch activities. He (she) provides leadership to recruiting members and maintaining membership current.

#### Section 7.2.3 **Director of Domestic and International Relations**

He/she coordinates all liaisons with the Domestic and international community. He (she) provides leadership to the development of the national and international relations of Maliwatch with other institutions and government agencies.

#### Section 7.2.4 **Director of Science and Technology**

He/she provides leadership and guidance to Maliwatch engaged research, teaching, and services activities in the area of science and technology. He/she promotes science, technology and their application to foster socio-economic development.

#### Section 7.2.5 **Director of Art and Culture**

He/she provides leadership and guidance to Maliwatch engaged research, teaching, and services activities in the area of Art and Culture.

Section 7.2.6 **Director of Communications and Information Technology**  
He/she provides leadership to the planning and implementing the communication policy and procedures (initiating Maliwatch publicity and public image) and the IT needs of Maliwatch. He (she) provides guidance to the production and updating general information guides detailing the activities and services offered by Maliwatch.

Section 7.2.7 **Director of Finance and Fundraising**  
He/she provides leadership to Maliwatch fundraising activities. He (she) provides specifically guidance toward money generating activities that help maintain Maliwatch financial security and sustainability.

Section 7.2.8 **Director of ethics and social activities**  
He/she communicates to members the moral values, principles and code of ethics of MW. He/she provides guidance when/if internal conflicts arise. He/she manages all social activities within the organization.

Section 7.2.9 **Director at Large**  
He/she provides leadership to the coordination of all activities between directors, committees, and between Maliwatch and its partners.

Section 7.3 **Terms. Executive Officers** are Board members upon election and remain members until the end of their terms. Terms of Executive Officers of the Board are described in article VIII.

**Directors** of the Board shall be elected for two-year terms. They are eligible for re-election. However, no Board members shall serve on a continuous basis for more than two full terms as Executive officers or Directors. The foregoing sentence shall not prevent a Director from serving on a continuous basis beyond two full terms if he or she continues to serve on the Board for a third term by virtue of being elected President or Vice-President of the Corporation, as contemplated by Section 7.4

Section 7.4 **Election Procedures.** Members of Board of Directors are elected by the general body of members who paid in full their annual dues at the time of elections. The election committee (section 9.7) conducts the voting by secret ballots or by web-based voting template. The President and Vice-President as executive officers of mAliWatch shall become Board Directors of the Corporation upon assuming the position of President and vice-president. Latest President and vice-President remain directors at Large until the next elections of Directors.

Each person, including existing directors, who wishes to have his or her name printed on the ballot as a candidate for election as a Director of the

Corporation, at a minimum, must notify, not more than ninety (90) days and not less than thirty (30) days in advance of the Annual Meeting, the Secretary of the Corporation. Such person shall also furnish the Secretary with (i) a brief biographical description, (ii) a statement of the reasons why the person wishes to become a Director. The Board of Directors shall distribute the description and the statement along with the notice of the Annual Meeting sent to members.

Directors are eligible to the positions of Executive Officers at the end of their terms during elections times.

Executive Officers are eligible to the positions of Directors at the end of their terms during elections times.

**Section 7.5 Meetings.**

The Board of Directors shall meet at least quarterly, at an agreed upon time and place or by internet calls or by teleconferences. The Chairperson of the Board of Directors shall indicate the time and date to the Secretary at least four weeks in advance to allow for adequate information of all Board members and for preparation purposes.

**Section 7.6 Resignation, Removal:**

- (1) Each Board member may resign by giving written notice to the Chairperson of the Board of Directors or Secretary, or by failing to meet the attendance requirement specified in Section 7.7. A resignation takes effect when received.
- (2) The Board member who serves as Vice Chairperson of the Board of Directors shall be deemed to resign his or her position as a member upon assuming the position of President. Such person's resignation shall result in a vacancy in the Board of Directors which shall be filled pursuant to Section 7.8. The resignation shall not prejudice the new President's immediate election as a Director pursuant to Section 7.4.
- (3) Directors may be removed for cause by a two-thirds (2/3) vote of the Board of Directors without the approval of the corporation's members. Directors may be removed with or without cause by a two-thirds (2/3) vote at a general meeting of the corporation. For purposes of this section, a Director's violation of the Corporation's Code of Ethics and Discipline or the general conflict of interest provision in Section 7.12 shall be cause for removal.

**Section 7.7 Attendance:** Board members are expected to attend all regular meetings and all special meetings of the Board of Directors in person or

by teleconference. If, because of illness or a reasonably unavoidable conflict, a member cannot attend a meeting, the member shall notify the Chairperson of the Board of Directors or Secretary of this fact in advance of the meeting. Any member who fails to attend three consecutive board meetings without providing advance notice shall be eligible to pay a fine. Recurrent absenteeism will lead to the suspension or removal of a member pursuant to Section 7.6.

Section 7.8 **Vacancies.** Vacancies on the Board of Directors, whether caused by resignation or removal, may be filled temporarily by a majority vote of the remaining members. The person filling such vacancy shall hold office on an interim basis until the next Annual Meeting of mAliWatch members only. If there is time remaining in the term, a vacancy, whether already filled by the Board of Directors on an interim basis or left vacant, shall be filled by the General Body of members at the next Annual Meeting for the remainder of the unexpired term.

Section 7.9 **Eligibility.** All members in good standing with their annual membership dues are eligible to the Board of Directors. No political leader or political party leader shall be elected as member of the Board, nor shall he/she chair any commission of the Initiative.

Section 7.10 **Quorum.** A quorum must be attended by at least one half of the Board members before business can be transacted, or motions made or passed.

Section 7.11 **Notice.** An official Board of Directors meeting requires that each Board member have written notice at least four weeks in advance.

Section 7.12 **Conflicts of Interest:** Board of Directors and individual members shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Corporation while serving in such capacity. Board members and individual members shall not conduct private business in a manner that places them at a special advantage because of their association with the Corporation.

Any dual interest or possible conflict of interest on the part of any Board of Directors or individual member shall be disclosed to the Board of Directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

## **ARTICLE VIII — EXECUTIVE OFFICERS**

Section 8.1. **Officers, Terms:** The Executive Officers of the corporation shall be the President, Vice -President, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer, and Comptroller.

A local administrator serving under a contract shall be assigned the management tasks of the business and affairs of the Corporation, subject to the control of the Board of Directors. The Local Administrator is not an Executive Officer of mAliWatch. The Local Administrator shall be hired based on his/her merit and qualifications and the needs of mAliWatch. The roles and responsibilities of the Local Administrator are specified in Section 8.12.

The term of the Executive Officers is two years. Officers cannot serve more than two consecutive terms, unless the President has just completed the unfinished term of a previous President. In such a case, the extended term of the President shall be determined by the Board of Directors, and in no case shall go beyond the date of the next annual meeting of mAliWatch members only.

The President may serve either under a contract or at the pleasure of the General Body of members. The Board of Directors may recommend the renewal of the President's appointment in case he/she was serving very well under contract. Each Executive Officer shall hold office until the officer's successor is elected or appointed and begins to serve, or until the officer's earlier resignation or removal.

Section 8.2. **Election, Appointment:** The General Body of members shall elect all Executive Officers of the MAliWatch Corporation from among the members. An exception may apply to the President in case he/she would have to serve under contract. A special Search Committee shall handle such a process then.

The currently serving Vice-President shall automatically become acting President upon the resignation or removal of the President and the position of Vice-President shall become vacant until the next general elections at a duly convened annual meeting.

Section 8.3. **Compensation and Reimbursement Prohibition:** Executive Officers shall not receive any compensation from the corporation and shall be reimbursed only for basic expenses approved in advance by the General Body of members, and/or earmarked in the Corporation's budget.

Section 8.4. **Resignation, Removal.** An officer may resign by giving written notice to the Chairperson of the Board of Directors, or the Secretary.

Officers may be suspended with cause by a two-thirds (2/3) vote of the Board of Directors, or may be removed with or without cause by a two-thirds (2/3) vote of the General Body at a duly convened meeting of the members.

Section 8.5. **President:** The President shall:

- (1) Preside at all meetings of the Executive Committee and members;
- (2) Appoint non-permanent committee chairs and members, as specified in Article IX and all others not specifically mentioned in Article IX, subject to approval of the Board of Directors or Executive Committee;
- (3) Appoint for a specific period of time and purpose individuals to perform special functions with the approval of the Board of Directors or the Executive Committee;
- (4) Serve as an ex-officio member of all committees and task forces except the Elections, Audit and Bylaws committees;
- (5) Set agendas for meetings of the Board of Directors, Executive Committee and members;
- (6) Sign and execute, in the corporation's name, certificates of membership and such other documents authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of the corporation; and
- (7) Exercise such powers as are, from time to time, assigned to him or her by the Board of Directors.

If the President is absent or unable to serve, the order of succession to assume the President's duties, with all of the President's rights, responsibilities and privileges, shall be Vice-President, and Secretary.

Section 8.6. **Vice-President.** The First Vice President assists the President and performs other duties requested by the Board of Directors or the President.

Section 8.7. **Treasurer.** The Treasurer shall:

- (1) Deposit all monies received from membership dues, donations and fundraising into the appropriate corporate bank accounts (savings or checking), and disburse them as directed by these By-laws and the Executive Committee. All bank vouchers larger than two thousands U.S. dollars (\$2000.00 USD) shall require a minimum of two (2) authorized signatures before tendering;
- (2) Ensure that full and accurate accounts of the corporation's receipts and disbursements are made in the corporation's books;
- (3) Work with the Local Administrator to prepare the corporation's annual budget;
- (4) Prepare an annual report on the corporation's finances to the Board of Directors and the corporation's members to be presented no later than at the Annual Meeting;
- (5) Make the corporation's financial records available for inspection by the Comptroller, President, Executive Committee, Audit Committee and Board of Directors;
- (6) Serve as an ex-officio member of the Audit Committee.

Section 8.8. **Vice-Treasurer:** The Vice-Treasurer assists the Treasurer and performs other duties requested by the Treasurer or the Board of Directors.

Section 8.9. **Secretary.** The Secretary shall:

- (1) Promptly prepare the minutes of all meetings of the Board of Directors, Executive Committee and members;
- (2) Be custodian of the corporate seal;
- (3) Maintain the official list of the members of the Corporation;
- (4) Maintain a file of all reports and official correspondence of the officers and the Board of Directors; and
- (5) Perform other duties requested by the Board of Directors or President.

Section 8.10. **Vice-Secretary:** The Vice-Secretary assists the Secretary and performs other duties requested by the Secretary or the Board of Directors.

Section 8.11. **Comptroller:** The Comptroller shall:

- (1) Monitor the disbursement of funds as directed by the General Body of members upon the approval and adoption of the annual budget, and by the Board of Directors;
- (2) Control and ascertain the quality and transparency of the book-keeping procedures, and inform the General Body of the state of financial affairs through quarterly reports;
- (3) Provide full cooperation to the corporation's outside auditor;
- (4) Serve as a member of the Audit Committee; and
- (5) Perform other duties requested by the Board of Directors or President.

Section 8.12. **Local Administrator.** A Local Administrator may be hired and paid on a temporary basis to execute specific duties of the Corporation. He/she shall reside in Mali. He or she shall have executive authority for the management of the business and affairs of the Corporation, subject to the control of the Board of Directors. The Local Administrator may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The Local Administrator shall have discretion to prescribe the duties of other employees of the Corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

The Local Administrator shall not be a director of the Corporation.

The Local Administrator may attend and speak at all Board of Directors and Executive Committee meetings, except when matters of the Local Administrator's own employment are under consideration. The Local Administrator may attend and speak at all meetings of standing and special committees except those of the Elections, Audit and Bylaws committees which the Local Administrator may attend by invitation of the committee chairs. The Elections, Audit or Bylaws committees shall meet with the Local Administrator at the Local Administrator's request.

## **ARTICLE IX — STANDING COMMITTEES**

Section 9.1. **Executive Committee:** The Executive Committee of mAliWatch shall consist of all of the officers elected by a majority of the voting members of the General Body.

The Executive Committee may not:

- (1) Purchase, lease or sell real estate or borrow money on the corporation's behalf;
- (2) Remove an Officer or a Director; or fill a vacancy on the Board of Directors or replace an Officer;
- (3) Appoint or remove the President;
- (4) Approve or amend the budget;
- (5) Enter into a partnership agreement with another organization;
- (6) Amend the Articles of Incorporation or these Bylaws; and
- (7) Approve any action that, under applicable law or the provisions of these Bylaws, requires the approval of the members.

Notice and agenda of Executive Committee meetings shall be delivered to all Executive Officers at least five working days in advance of the meeting date. Any Director of mAliWatch may attend an Executive Committee meeting without voice or vote.

The Secretary shall present Executive Committee meeting minutes within 15 calendar days of each meeting to the Board of Directors and report to each Board of Directors meeting the actions taken by the Executive Committee since the last Board of Directors meeting.

Section 9.2. **Budget/Finance and Fundraising Committee:** The Budget/Finance and Fundraising Committee shall consist of the Treasurer as chair and as many as four other members. The Budget/Finance and Fundraising Committee shall work with the President to prepare a budget to present to the Board of Directors no later than 10 working days prior to the regular Board of Directors meeting immediately before the start of the fiscal year. In addition, the Budget/Finance and Fundraising Committee shall monitor cash flow projections, review monthly financial

statements, review the internal audit and propose amendments to the budget. Other than the Treasurer, no member of the Budget/Finance and Fundraising Committee may also be a member of the Audit Committee.

The Budget/Finance and Fundraising Committee shall recommend a fundraising and development plan for the approval of the Board of Directors, and implement the plan.

- Section 9.3. **Audit Committee:** The Audit Committee shall consist of the Comptroller as chair and as many as two other members/Directors elected annually by the Board of Directors who are not Executive Officers or members of the Budget/Finance Committee. In addition, the Treasurer serves as an ex-officio member of the Audit Committee. At least one Audit Committee member shall have appropriate financial experience. The Audit Committee shall:
- (1) Select the outside auditor of the corporation and determine the services the auditor will perform in accordance with the guidelines of Generally Accepted Accounting Principles (GAAP).
  - (2) Review any reports prepared by the outside auditor and report its findings to the Board of Directors and the corporation's members;
  - (3) Check that all accounts are properly kept, income and expenses properly booked, and perform other oversight functions, as may be assigned by the Board of Directors or the Executive Committee, to ensure responsible custodianship of the Corporation's assets.
  - (4) Audit the projects twice a year.

- Section 9.4. **Membership and Meetings Committee.** The Membership and Meetings Committee shall consist of the Vice-President as chair and all the other Executive Officers. The Membership Committee shall make recommendations to the Board of Directors about membership services, and initiatives to increase participation level to projects and overall membership.

The Membership and Meetings Committee shall assist the Secretary with identifying the most suitable locations and meeting places for mAliWatch's administrative, fundraising and social functions. It shall make timely recommendations to the Board of Directors and to the Executive Committee for the successful preparation and running of the two ordinary Annual Meetings.

- Section 9.5. **Information and Communication Technology Committee:** The role of the ICT Committee is to assess, plan and implement the communication policy and procedures and the IT needs of mAliWatch and of partnering associations/institutions in Mali. The committee is responsible for providing support, maintenance, and enhancement to the technological

resources and operations of Initiative mAliWatch for the betterment of member products and services. The committee is also responsible for developing, updating and maintaining the mAliWatch website ([www.mAliWatch.org](http://www.mAliWatch.org)).

- Section 9.6. **Strategic Planning and Projects Incubator Committee.** The Strategic Planning and Projects Incubator Committee shall consist of the Chairman of the Board of Directors of mAliWatch as chair, the president of the Executive Committee, the Coordinators of the Permanent Commissions of Initiative mAliWatch and two (2) other veteran members of the corporation. This committee shall evaluate and update annually the corporation's strategic plan and projects portfolio, for the purpose of identifying possible areas of collaboration/partnership with other organizations, and for making all relevant and/or necessary recommendations to the Executive Committee, Board of Directors and General Body of members during the regular annual meetings.
- Section 9.7. **Elections Committee:** The Elections Committee shall consist of five (5) members of mAliWatch, each of whom is not an Executive Officer. This Committee shall elect its chair from among its members, and shall develop a transparent and impartial method to conduct very credible elections. The Elections Committee shall review the qualifications of candidates for the Executive Committee, and/or the Board of Directors, and shall supervise the entire electoral processes: From the presentation of candidates, to the preliminary statements, campaigns, preparation of ballots, conduct of elections and tallying of results, and proclamations of the legitimate winners. No member of the Elections Committee may be a candidate in an upcoming election.
- Section 9.8. **Human Resources Committee:** The Human Resources Committee shall review all personnel policies and procedures developed and implemented by the President and the Chairperson of the Board of Directors. The Human Resources Committee shall also conduct the preliminary annual evaluation of the President and all Directors, and make recommendations about the management objectives for the next year. The President shall appoint one (1) Director to act as chair and a minimum of two (2) other members of the General Body to serve on this committee.
- Section 9.9. **By-laws Committee:** The Bylaws Committee shall consist of one (1) Director and two (2) other members. The Bylaws Committee shall review periodically the official texts of mAliWatch and check them against the often changing administrative and legal requirements that apply in this area. This committee shall recommend all revisions it shall deem useful or necessary to the smooth running of the corporation.
- Section 9.10. **Committee Composition.** All appointments to a standing or to an ad-hoc committee shall be approved by the General Body of members and/or by the Board of Directors. Unless otherwise prescribed, the

President shall appoint to each committee up to three members, including one (1) chair and two (2) serving members. Unless otherwise prescribed, any person seating on a committee shall serve at the pleasure of the Board of Directors, except for those who must serve as an officer of the corporation on a given committee.

- Section 9.11. **Additional Standing Committees.** The Board of Directors may designate additional standing committees.
- Section 9.12. **Meeting Times, Action Items.** Each committee shall meet regularly at times designated by its chair. The chair shall submit recommended action items for the Board's consideration to the President at least thirty (30) working days before the next meeting of the Board of Directors. The chair shall also submit a written report to the President and/or the Chairperson of the Board of Directors at least twenty (20) working days before the next regular Board meeting for distribution to the Directors.
- Section 9.13. **Quorum.** A quorum of a standing committee, unless otherwise specified in these By-laws, is a majority of the voting members of the committee.
- Section 9.14. **Agendas.** The chair of each committee shall distribute a written agenda at least one (1) week prior to its next meeting to committee members, the Board of Directors and the Local Administrator. Within one week following a meeting, the chair shall distribute to those who received the agenda a summary of the meeting minutes including all committee actions, decisions and recommendations.
- Section 9.15. **Responsibility.** The designation of any committee and the delegation thereto of authority shall not relieve the Executive Committee and/or the Board of Directors or any member of mAliWatch, of any responsibility imposed by law, the Articles of Incorporation or these By-laws.
- Section 9.16. **Financial Obligations:** Other than expenditures authorized in the budget, no committee shall expend money or incur a financial obligation for the corporation without the approval of the General Body, or without the approval in advance of the Board of Directors.

## ARTICLE X - AMENDMENTS

- Section 10.1. These By-laws may be amended, when necessary, by a two-thirds (2/3) majority vote of the General Body of members. Proposed amendments must be submitted early enough --preferably, a minimum of one (1) month ahead of the next regularly scheduled general meeting-- to the Secretary, so that they may be sent out with regular Board of Directors and Executive Committee announcements to all members. This way, members of mAliWatch shall have both the time and the opportunity to engage in a meaningful discussion, to participate in a diligent amendment process, and to accomplish a well efficient work on behalf of the corporation.

First adopted by the membership on the 28th day of November, 1997

First amendment by the membership on the 24th day of November, 2007

Second amendment by the membership on the 8th day of January, 2010.

Third amendment by the membership on the 1st day of July, 2011.

The last amended by-laws supersede all previous by-laws.