

BY-LAWS

OF

Word Organization for Positive Action Inc.

(A New Jersey nonprofit Corporation)

ARTICLE I

NAME AND PURPOSE

Section 1. Name: The name of the organization shall be: World Organization for Positive Action Inc.

Section 2. Purposes. The corporation is a non-profit corporation. The purposes for which the corporation is organized are:

Said corporation is organized exclusively for charitable and religious within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or such other provisions of state or federal law as may from time to time be applicable.

To ease the living conditions of poor families resident of underdeveloped countries in North, Central, South America and the Caribbean Islands by providing food, clothing and cash assistance to make possible to receive medical care and to buy prescribed medications.

The Corporation shall not have or issue stock or shares, and no part of the assets, income or net earnings of the Corporation shall inure to the benefit of; or be distributed to, its members, trustees, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments distributions in conformity with the purposes set forth in Article I, section 2 of these by-laws;

ARTICLE II

OFFICES

Section 1. Registered Office. The corporation shall have and continuously maintained in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not to be, the same place where the Corporation conducts its activities in conformity with the purpose set forth in Article I, Section 2 of these by-laws.

Section 2. Principal Office: The principal office of the corporation of the State of New Jersey shall be located in the town of Pompton Lakes, County of Passaic.

Section 3. Other Offices. The Corporation may have such other offices, either within or without the States of New Jersey, as the Board of Directors may determine or as the activities of the Corporation may require from time to time.

ARTICLE III

MEMBERS

Section 1. Members. The corporation shall have members having all the powers and responsibilities set forth herein. The eligibility and qualifications for membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors.

Section 2. Eligibility. There shall be two types of membership open to all individual who are in good standing with World Organization for Positive Action.

- a. "Active Membership" with all rights and privileges and responsibilities shall be open to all individuals.
- b. "Associate Membership" is open to all persons. Associates members shall enjoy all the privileges of World Organization for Positive Action except the right to vote and hold office and shall not count in the determination of a quorum.

Section 3. Evidence of membership. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the corporation.

Section 4. Compensation. Members of the corporation shall not receive any salaries for their services as members.

Section 5. Loans. The Corporation shall make no loans to any member.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of this organization shall be held on the **06** day of **March** each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date stated above in this section.

Section 2. Notice. Notice of the annual meeting and of any special meeting shall be provided to every member of the organization at least 10 business days prior to such meeting. Unless such notice is waived by the person entitled thereof.

Section 3. Regular Meetings. There shall be regular monthly meetings of the members of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of New Jersey, as the place for holding such special meetings.

Section 5. Presiding Officers of Meetings of Members. Meeting of the Members shall be presided over by the following officers, the President, Vice President or, if none of the forgoing is in office or present at the meeting, by a chairman to be chosen by a majority of members in attendance. When the secretary is not available, Chairman may appoint a secretary of the meeting.

Section 6. Place of Meetings. The Board of Directors may designate a place, either within or without the State of New Jersey, as the place for any annual meeting or for any annual meeting or for any regular meeting or for any special meeting called by the Board of Directors. If no Designation is made, the place of meeting shall be the registered office of the Corporation in the State of New Jersey.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The business of this organization shall be managed by a Board of Directors consisting of at least three (3) and no more of fifteen (15) members, together with the officers of this organization. Directors shall be at least (17) years of age and need not to be United States citizens or residents of the state of New Jersey.

Section 2. Vacancies. Vacancies in the Board of Directors caused by death, resignation, removal, and increased in the total number of directors or other cause may be filled by a majority of the remaining Directors; except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board. A Director so elected shall hold office until the next annual meeting, at which time a permanent successor shall be duly elected and qualified. In the event of a vacancy caused by the resignation of one or more Directors to become effective in a future date, any such Director or Directors may participate in the vote of the Board of Directors to fill future vacancy. A Director elected to fill a vacancy

shall be elected for the remaining of term of their predecessor in office. Nominations for new members must be received by the Secretary from present Board members at least two weeks in advance of a Board Meeting, and be sent out to all members before the meeting itself

Section 3. Compensation. The Board of Directors shall serve without compensation.

Section 4. No Personal Liability. The Directors of the corporation shall not be personally liable for the debts, liabilities or obligation of he Corporation

Section 5. Hiring an Salary. The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization. The Board Directors shall follow these rules:

(1) The directors shall be elected by 51 % of the active membership of the organization. All board members shall be elected for a two (2) years term. Directors are permitted to hold office multiple terms, and they may hold successive terms. Run off elections shall be held if any candidate or candidates do not meet requirements set forth in these by-laws.

(2) The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. (51%) percent of the members of the Board of Directors shall constitute a quorum.

(3) Each director shall have one vote and such voting may not be done by proxy.

(4) The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

(6) The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

(7) A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

(8) If a Director is absent from three (3) consecutive Board meetings, without just cause as determine by the Board, he or she may cease to be a Director of the corporation, at the discretion of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer and Executive Director. . The officers shall be elected by the Board of Directors. The Board of Directors may elect or appoint such other officers, as the Board of Directors shall deem desirable. All officers shall have the Authority and perform the duties in the management of the corporation as provided in these by-laws or as may be determined by resolutions of the Board of Directors not inconsistent with these by-laws. The same person shall not hold two (2) or more offices.

Section 2. Compensation. Officers of the Corporation may not receive salaries for their services.

Section 3. Election and term of Office. The Officer of the Corporation shall be elected biannually by a majority vote of the Board of Directors at the annual meeting of the Board of Directors.

Section 4. Resignation. An officer may resign by written notice to the President of the Board of Directors. The resignation shall be effective upon receipt thereof by the President or Board of Directors or at a subsequent time as shall be specified in the notice of resignation.

Section 5. President. The president shall preside at all meetings of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Director has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws. The President shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President. The Vice President shall perform such duties and have such authority as from time to time may be delegated by the President or the Board of Directors. Vice President will chair committee on special subjects as designated by the Board. In the absence of the President, the Vice President shall perform the duties designated to the President.

Section 7. Treasurer. The treasurer should have charged and custody of and be responsible for all funds; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks; and in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 8. Secretary. The secretary shall keep minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the

Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member and director which shall be furnished to the Secretary by such member or director; and in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors

Section 9. Executive Director. The Executive Director shall perform such duties and have such authority as from time to time may be delegated by the President or the Board of Directors. The Executive Director shall be responsible to oversee operations and management and implement the policy decisions of the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may appoint from among the Directors. all committees of this organization by The term of office for such committees shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. Each committee shall have and may exercise all the authority of the Board of Directors, except that no committee shall:

1. Make, alter or repeal any by-law of the corporation;
2. Elect or appoint any Director, or remove any officer or Director; or
3. Amend or repeal any resolution previously adopted by the board.

Section 2. Vacancies, Abolishment and Removal. The Board of Directors, by resolution adopted by the entire Board of Directors, may:

1. Fill any vacancy in any committee;
2. Appoint one or more Directors to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its pleasure; and
4. Remove any Director from membership on a committee at any time , with or without cause.

Section 3. Chairman. The person or persons authorized to appoint members thereof shall appoint one member of each committee chairman.

Section 4. Rules. Each committee may adopt rules for its own governance not consistent with these by-laws or with any rule adopted buy the Board of Directors.

Section 5. Duty to Report to Board of Directors. Action taken at a meeting of any committee shall be reported to the Board of Directors at its next meeting following the committee meeting; except that, when the meeting of the Board of Directors is held within two (2) days after the committee meeting.

ARTICLE VIII

DUES

Section 1. Dues. Each member of the Organization will contribute a \$10.00 monthly fee to cover for the organization's expenses. Fee should be payable on the last Saturday of each month.

Section 2. Changes. The Board of Directors shall initially set the amount and date for payment of dues of this organization. Any subsequent change to the dues and date for payment shall be effective upon an affirmative vote of not less than two-thirds (2/3) vote of the then current members of the Board of Directors.

ARTICLE IX

BOOKS AND RECORDS

Section 1. Books and Records. The corporation shall keep books and records of account and minutes of the proceedings of its members, Board of Directors and executive committee, if any. The corporation shall make available for inspection at its register or principal office records containing the names and addresses of the directors entitled to vote.

Section 2. Form or Records. The books, minutes or records may be in written form or any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any records not in that form upon the written request of person entitled to inspect them.

Section 3. Right of Inspection. Any member of the Organization shall have the right for any proper purpose to request in writing to the Board of Directors to examine, during usual business hours, its minutes of the proceedings of its Directors and records of Directors.

ARTICLE X

AMENDMENTS

Section 1. Amendments to By-laws. The Board of Directors shall have the power to make, alter and repeal these by-laws with at least two-third (2/3) affirmative vote.