

Amended Bylaws of
Zuolay Development Association, Inc. (ZDA)

A Nonprofit Corporation formed under the Laws of the State of the Commonwealth of Pennsylvania:

ARTICLE I: PURPOSE

This corporation is organized exclusively to operate as a non-profit private organization as specified in Section 501(c) (3) of the Internal Revenue Code, including for such purposes, as receiving funding, technical and material supports from organizations that qualify for giving assistance to organizations within exempt organizations category under Section 501(c) (3) of the Internal Revenue Code, or the corresponding, section of any future tax code.

The purpose of this corporation is:

- To mobilize resources to improve the quality of life of its members.
- To embark on a community capacity-building process, especially in the Township of Zuolay, Lower Nimba County, Republic of Liberia, West Africa that ensure the building of a medical complex(Health Center) and improvement to existing educational facility.
- To raise funds particularly through membership dues that will be used for the execution of this non-profit organization programs.
- To network with other community organizations with success stories that support the goals and objectives of the Zuolay Development Association in the Americas, Inc. through training and other capacity building activities intended to strengthen the prospects of fundraising strategies and mechanisms.
- To assist its members in navigating both Federal and State programs in relation to pertinent opportunities aimed at growth for nonprofit organizations.
- To create a platform that encourages intellectual discourses and analysis of issues relevant to the ZDA's operations both in the United States and in Liberia.

ARTICLE II: MEMBERSHIP

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws inserted in Article III below.

The management of the affairs on a daily basis of the corporation shall be vested in the administrative organ of the organization encompassing the posts President, Vice President, Secretary, Treasurer, Financial Secretary and Chaplain in concert with state's chapter leaders subject to a Board of Directors oversight, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of the Board of Directors shall have a minimum of five (5) and a maximum of seven (7) persons; the names and addresses of current members are as follows:

1. Ben Dahn
348 Academy Ave
Providence, RI 02908

2. Rebecca Rogers
2916 South 61st Street
Philadelphia, PA 19142
3. Joe Boamie
5613 Florence Ave
Philadelphia, PA 19143
4. Samuel Gbilie
3240 Panda CT
Antioch, CA 94531
5. James Gonpue
6361 Zane Ave Apt 104
Brooklyn Park, MN 55429

Members of the Board of Directors shall serve two(2) years term, at which time their successors will be duly elected and qualified, or be allowed/or removed as provided in the bylaws.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Current number of Directors: The current Board of Directors shall consist of five (5) persons. The current board will serve for two (2) years and be eligible for re-election thereafter; however, in all cases, directors shall serve until their successors have been elected and qualified.

Section 2. Number: The Corporation will have a minimum of five (5) and maximum of seven (7) directors. The directors shall be appointed as provided in Section 3 of this Article.

Section 3. Term and Election: All directors shall be elected by the general membership in good standing (acceptable due paying member & not serving any organization's disciplinary sanctions) and thereafter, the elected board members shall serve their first term and shall be eligible for re-election to further terms by the general membership. When a seat becomes vacant on the board, the general membership shall fill it by a majority vote; however, a director shall abstain from voting upon his or her own nomination for re-election to the board.

Section 4. Powers: The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all inherent powers of oversight of the administrative management organ of the corporation.

Section 5. Removal: Any director may be removed, with or without cause, by a vote of two-thirds of the organization's general membership.

Section 6. Quorum: Regular meetings of the board of directors shall be held at such places, within or without the State of Pennsylvania, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given. A majority of the board of

directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Special meetings of the board may be held at any time and place, within or without the State of Pennsylvania, upon the call of the chairman of the board, the president or vice president of the corporation by written notice delivered to each director not less than three (3) days before such meeting. Delivery of notice must be sent via e-mail, regular mail, telephone or personal contact not less than (3) days prior to the special meeting.

Section 7. Director meeting via telephone conference: Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at board meeting via telephone conference shall also be allowed to vote by this medium. However, it is permissible for all directors to appear at a meeting of the board of directors via telephone conference or similar communication system.

Section 8. Action by Consent: Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

Section 9. Resignation and Filling of Vacancies of Directors: Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the chairperson of the board, or the corporation. Any such resignation shall take effect at the time specified therein or, if no time specified, upon receipt thereof by the board of directors or one of the above named officers. Vacancies on the board may be filled by a duly approved resolution of a majority of the General Membership. If the number of general membership at a given meeting constitutes less than a quorum, the vacancy on board may be filled by the affirmative vote of a majority of all the general membership present. The death of any director shall be treated as a voluntary resignation by the corporation.

Section 10. Compensation of Directors: Directors, as such, may be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of the general membership.

Section 11. Salary: Directors shall not receive salaries for their Board services.

Section 12. Power and duties of the board of directors. The property and business of the corporation shall be controlled and managed by the board of directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 13. Committees: The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it or such member by law. The standing committees to be constituted by the chairperson of the board of directors are planning & programs, ways, means & finance, bylaws & rules and internal audit. Additionally, the chairperson of ZDA shall form an Advisory Board with

membership of five (5) persons taken from among a list of a cross-section of respected citizens of Zuolay or those with affiliation to the town and supportive of its development initiatives.

Section 14. Membership: Membership of this organization shall be open to citizens of Zuolay, their spouses, and descendants willing to support the goals of the organization financially, morally, materially and physically and admission shall be done by filling out an Application for Registration. Furthermore, membership shall be extended to any individual of good moral character, regardless of race, religion, ethnicity, political affiliation and disabilities, and shall be 18 years of age and above in categorized as Associate Member or Honorary Member.

Section 14.1. Associate Member: Associate membership of ZDA shall constitutes individuals who are not citizens of Zuolay, but subscribe to the purposes, goals, objectives and ideas of ZDA and agree to pay dues in accordance with the organization's set guidelines. Additional eligibility requirements of an Associate Member shall be determined the rules and regulations adopted by the Board of Directors.

Honorary Members 14.1: Honorary membership shall be accorded to an individual based on written recommendations by at least two (2) full-fledged members and approve by the majority members of the Board of Directors or by majority votes of members attending a convention. Honorary member shall carry none of the obligations of the organization, but shall be entitled to all privileges, except those of holding office. As required by the bylaws, honorary members must also subscribe to the purposes, goals, objectives and ideas of ZA. Additional eligibility requirements of an Associate Member shall be determined the rules and regulations adopted by the Board of Directors

ARTICLE IV: OFFICERS

Section 1. Number, Election and Term: The officers of the corporation shall be President (Executive Officer), Vice President (Chief Operating Officer), Treasurer (Chief Financial Officer), General Secretary (Executive Secretary/Administrative Assistant), Financial Secretary and Chaplain. These officers shall elected at a national convention by majority votes of general membership and serve for period of two(2) years, unless sooner removed, shall hold their respective offices until the next succeeding election wherein their successors shall have been duly elected and qualified. The salaries of the officers of the corporation shall be fixed from time to time by the board of directors.

Section 2. Removal: Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

Section 3. The President (Executive Officer): In the absence of the chairman of the board, the Executive Officer shall preside at all meetings of the directors at which he or she is present. The Executive Officer shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect. The Executive Officer shall execute financial transactions, mortgages and other contracts requiring a seal, under the seal of the corporation, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. The Executive Officer will also have the ability to disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements whenever the Chief Financial Officer is absent.

Section 4. Vice President (Chief Operations Officer). The Chief Operations Officer, in the order of his or her seniority shall, in the absence or disability of the Executive officer, perform the duties and exercise the

powers of the Executive Officer, and shall perform such other duties as the board of directors or the Executive Officer may prescribe.

Section 5. General Secretary (Executive Secretary/Administrative Assistant): The Executive Secretary/Administrative Assistant shall keep or cause to be kept a record of all meetings of the board of directors and record all votes and the minutes of all proceedings of ZDA in a book to be kept for that purpose. The general secretary shall give, or cause to be given, notice of all meetings or special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or Executive Director, under whose supervision the secretary shall be.

Section 6. Treasurer (Chief Financial Officer): The Chief Financial Officer shall have the custody of the corporate funds and all investments, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the executive director and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as Chief Financial Officer of the financial condition of the corporation. Other duties may include preparation of financial statements, budgeting and analysis, tax related issues (filing of either federal or state taxes and perhaps local taxes if necessary).

Section 7. Financial Secretary or Director of Finance: The Director of Finance shall record all financial transactions and be prepared at all times to present a day-to-day transparent accounting of all fiscal activities relating to the organization. The financial secretary shall be responsible for all funds of ZDA and the performance of all duties analogous to such office and such other duties as may be from time to time prescribed by the Chief Executive Officer or President. He or she shall submit an annual financial report in the month prior to annual convention to include information on the number of dues paying and present such report to annual convention participants.

Section 8. Chaplain: The Chaplain shall perform or conduct all religious affairs as they relate to the organization's official business or operation.

Section 9. Agreements, Contracts, Deeds, Leases: All agreements, contracts, deeds, leases, and other instruments of the Corporation other than checks, shall be executed by the President or Chief Executive Officer upon approval by the Board of Directors, or by such other person or persons as may be designated by resolution of the Board of Directors. Checks on the Corporation bank account shall be signed by the Chief Financial Officer, or in the absence of the Chief Financial Officer, the Chief Executive Officer. The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation. No contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Board shall have full authority to invest any property of the Corporation at its discretion. However, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under IRC Section 503 or Section 504 and its regulations as they now exist or as they may hereafter be amended.

Section 10 Dissolution: Upon dissolution of ZDA, all assets including tangibles and intangibles shall be donated for purposes of charity or to organizations that fall into the category of tax exemption under IRC Section 501 (c) (3) and its regulations as they now exist or as they may hereafter be amended.

ARTICLE V: INDEMNIFICATION; INTERESTED PARTIES

Section 1: Indemnification. The Corporation shall indemnify to the fullest extent permitted by the Pennsylvania Nonprofit Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director or officer of the Corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Pennsylvania Nonprofit Business Corporation Act in effect at the time of determination.

Section 2. Interested Parties: A Director of the Corporation shall not be disqualified by the Director's office from contracting with the Corporation as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any Director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the Director so interested, although such Director may be counted toward a quorum, and the interest shall have been disclosed or known to the approving or ratifying Directors.

ARTICLE VI: AMENDMENTS

Section 1. General. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the general membership by a two-thirds majority vote of the full membership present at a national convention and formally approved by Board of Directors at any regular or special meeting.

ARTICLE VII: MISCELLANEOUS

Section 1. Fiscal Year: The initial fiscal year of the Corporation shall be from January 1 to December 31 each year.

Section 2. Parliamentary Rules: Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Corporation proceedings when not in conflict with Massachusetts law, the Articles of Incorporation, or these Bylaws.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Pennsylvania laws, the Articles of Incorporation and these Bylaws, the provisions of Pennsylvania laws, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 4. Neutrality: The Corporation shall be nonpartisan and nonsectarian.

Section 5. Compliance with I.R.C. Section 501(c): Notwithstanding any other Provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC Section 501(c) and its regulations as they now exist or as they may hereafter be amended.

Section 6. Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Corporation and the physical properties owned or controlled by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents at the expense of the Corporation.

Section 7.1 Notice of Meetings: The organization shall have two regular meetings annually, but not less than four (4) months apart. However, the chairperson can call an emergency meeting when necessary.

Section 7.2 Special Meetings: A special meeting shall be called or made by the president for the purpose of informing members with special needs, projects or events.

Section 7.3 Quorum for Meetings: The organization shall conduct official general meetings whenever there are fifteen (15) persons in audience, thus constituting a quorum.

Section 7.4 Official Business Language: The organization shall provide an interpreter for translating Dan or Gio Language or English into Dan or Gio when necessary; otherwise, English shall be only official language of communication to conduct business or during meeting.

Section 7.5 Notice of any special importance: Notice of any special importance, not regularly scheduled meetings of the board of directors shall be given at least thirty (30) days in advance. The notice to be written shall include a proposed agenda and shall be delivered in person, by mail or via facsimile or to email address recorded in the ZDA national directory. Any director may waive notice of any such meeting. The attendance of a director at any such meeting of the board of directors constitutes a waiver of notice of that meeting except when the director attends for the expressed purpose of objecting to the lawfulness of the meeting.

Section 8 Embezzlement: Any member or officer who embezzles funds from the organization shall be ordered to refund that amount with condition or delay.

Section 8.1 Fraud: Any officer(s) caught in fraudulent acts shall be asked to resign his/her position pending investigation.

Section 9 Board of Director Rights to Revoke Membership: The board of directors have the authority to restrict, expel from membership a person when, in their judgment, admission would be inconsistent with purposes, principles, objectives or goal and ideas of ZDA. The board of directors shall state their reason for any action under this section to the annual convention. Any action under this section may be appealed at the national convention.

Section 10 Non Discrimination: Members or individuals that express interest in becoming members may not be denied because of race, gender,, sexual orientation, religion, national origin or any other discriminatory practices.

Section 11 Board of Directors Rights to Publish: The Board of Directors shall establish and publish any criteria for misconduct and establish procedures for investigating and hearing claims of misconduct.

Section 12 Registration: There shall be no fees charged as a basis of new membership during registration. However, a duly registered member is required to make annual contributions of One Hundred Dollars (\$100.00), payable quarterly as dues in the amount of twenty-five dollars (\$25.00).

Section 13 Election: Election of officers shall be two-third (2/3) majority votes through a head count election procedure set by a commission to be named.

Section 14 Candidates: Candidates for office shall be a member in good standing and shall serve a term of two(2) consecutive years with good behavior, and be allowed to serve one additional term in two(10) years if reelected

These Amended Bylaws of Zuolay Development Association in the Americas, Inc. (ZDA) were adopted by the general membership of the Zuolay Development Association in the Americas, Inc., in concert with the Board of Directors oversight authority and in line with the Commonwealth of Pennsylvania Non-Profit Corporation Laws on this 7th day of October, 2013 in City of Philadelphia, Pennsylvania, United States of America and signed under perjury by the following

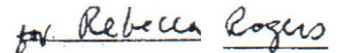
1. Ben Dahn
348 Academy Ave.
Providence, RI 02908



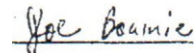
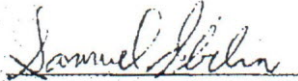
constitutional review advisory members:

2. Rebecca Rogers
291 South 61st Street
Philadelphia, PA 19142

3. Joe Boamie
5613 Florence Ave
Philadelphia, PA 19143



4. Samuel Gbilie
3240 Panda CT
Antioch, CA, 94531



5. James Gonpue
116 North Avenue
Rockland, MA 02370

