

BYLAWS OF Global Literacy Project, Inc.

ARTICLE I - NAME, PURPOSE, OFFICES

Section 1: Name. The name of the organization shall be Global Literacy Project, Inc.

Section 2: Purpose. The Global Literacy Project, Inc. (herein also referred to as GLP) is organized exclusively for charitable and educational purposes, more specifically to promote literacy by teaching study, communication and life skills to children and young adults in developing country communities. Also, to facilitate the linking of individuals in developing countries with global resources (for example literacy materials recycled from the United States of America to developing countries) from public, private and other community development groups.

1. GLOBAL LITERACY PROJECT, INC. collects, sorts, ships and distributes books for use by children and young adults in developing nations with special emphasis on Africa and the Caribbean.
2. GLOBAL LITERACY PROJECT, INC. accepts charitable donations that are then used to aid in the development of math, science and humanities initiatives to stimulate and facilitate the use of these books.
3. GLOBAL LITERACY PROJECT, INC. develops and sponsors structured educational and other training programs for local community members in the receiving areas so that they can sustain and expand literacy education in their communities.
4. GLOBAL LITERACY PROJECT, INC. fosters the development and preservation of structured educational programs for members and the American public for the purpose of improving knowledge or developing their capabilities (for example: clinics, seminars, workshops, lessons, slide shows, television or radio programs). The organization also supports environmental awareness by promoting the reuse of books rather than discarding in landfills.

Section 3: Offices. The registered office and registered agent of the corporation in the State of New Jersey shall be as set forth in the Corporation's Articles of Incorporation.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of Trustees. Trustees need not be residents of New Jersey, but must be members of the corporation.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Trustees who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF TRUSTEES

Section 1: Board Role, Size, Compensation. There shall be five officers of the Board consisting of a President, two (2) Vice Presidents, Secretary and Treasurer. The Board of Trustees shall provide general direction, control and management of the Corporation and all auxiliary organizations. In order to assist it in the administration of these duties and responsibilities, the Board of Trustees shall appoint an **Chief Executive Officer** as chief executive officer of the corporation. The Board shall have up to nine (9) and not fewer than five (5) members. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore as voted upon and approved by the full Board as per ARTICLE IX. In addition any two or more offices may be held by the same person, except that of the office of Secretary shall be held by a person other than the person holding the office of President.

Section 2: Meetings. The Board shall meet at least three (3) times each year, at an agreed upon time and place.

Section 3: Board Elections. Election of new trustees or election of current trustees to another term will occur as the first item of business at the annual meeting of the corporation. Trustees will be elected by a majority vote of the current Trustees.

Section 4: Terms. All Board members shall serve three (3) year terms with his or her term ending at the conclusion of an annual membership meeting, but are eligible for re-election.

Section 5: Quorum. At any meeting of the Board, five members shall constitute a quorum. A quorum must be obtained before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7: Officers and Duties. There shall be five officers of the Board consisting of a President, Vice President (Program Development), Vice President (Outreach), Secretary and Treasurer. Their duties are as follows:

- The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President (Program Development), Vice President (Outreach), Secretary and Treasurer.
- The Vice-President(s) will chair committees on special subjects as designated by the board.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, provide oversight to the Chief Executive Officer (see Article VI) in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Trustees.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Section 11: CONTRACTS WITH TRUSTEES. No Trustee may vote on any resolution of the Board of Trustees pertaining to a contract or transaction if that Trustee has a financial interest in the contract. However, those Trustees who disqualify themselves from voting on such a resolution may make up part of the quorum of the meeting at which such a vote takes place, and such a contract or transaction can be approved by the Board of Trustees if the affirmative votes of a majority of those disinterested Trustees present at the meeting authorize the contract or transaction.

ARTICLE V - COMMITTEES

Section 1: Committees. The Board of Trustees may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) Trustees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Trustees, provided however, that no such committee shall have the authority of the Board of Trustees to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board of Trustees which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees of any responsibility imposed by law. The Board President appoints all committee chairs.

Section 2: Executive Committee. The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the corporation's Chief Executive Officer, staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - STAFF

Section 1: CHIEF EXECUTIVE OFFICER. The Chief Executive Officer is the principal executive officer of the corporation in charge of carrying out the resolutions of the Board of Trustees on a day-to-day basis and shall, in general, supervise or carry out all of the business and affairs of the corporation including contracts, publications, events, and meetings, except where the execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws or by statute to some other officer or agent of the corporation. He or she shall maintain appropriate, complete, and accurate books, or records of account kept at the principal office with summaries provided to the Treasurer, and in general perform all other duties as may be prescribed by the Board of Trustees from time to time. He or she will be a paid employee of the corporation under contract with the corporation. The terms of his or her contract will be set by resolution of the Board. If required by the Board of Trustees, the Chief Executive Officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

The Chief Executive Officer shall be an ex-officio member without vote of the Board of Trustees and all committees and may attend any meeting except when matters of her/his own employment are under consideration. The Chief Executive Officer shall provide active direction and management of the business and affairs of the Corporation according to a position description prepared by the Board of Trustees and shall perform such other duties as may be assigned from time to time by the Board. The Chief Executive Officer or another member of the staff designated in writing by the Chief Executive Officer shall sign or countersign all drafts and checks. The Chief Executive Officer shall be responsible to the Board of Trustees and shall report to it at regular intervals. The Chief Executive Officer shall be responsible for and receive, preserve and account for the funds, securities or property at such time and in such manner as the Board of Trustees may from time to time direct.

Section 3: CHIEF OPERATIONS OFFICER. The Chief Operations Officer will be a paid employee of the corporation under contract with the corporation. The terms of his or her contract will be set by resolution of the Board. The Chief Operations Officer shall report to the Chief Executive Officer according to the description of duties developed by the Board of Trustees and is responsible for personnel training and program development as well as other sundry duties as developed under the directives of the Chief Executive Officer.

Section 3: OTHER STAFF. The corporation may have such other officers, agents and employees as the Board may designate, including without limitation, one or more AREA TRUSTEES, one or more VOLUNTEERS COORDINATORS, one or more SHIPPING COORDINATORS, and one or more ASSISTANT SECRETARIES. Each will be a paid employee of the corporation under contract with the corporation. The terms of his or her contract will be set by resolution of the Board. Each Area Coordinator shall report to the Chief Operations Officer according to the description of duties developed by the Board of Trustees.

ARTICLE VII - BOARD OF ADVISORS

Section 1. Board of Advisors; Tenure; Authority. The Board of Trustees shall maintain and may appoint from time to time any number of persons or advisors of the corporation to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board of Trustees and shall have only such authority or obligations as the Board of Trustees may from time to time determine.

Persons qualify for consideration to the Board of Advisors as follows: (1) those volunteers who have given the Corporation services of such nature and extent as may be defined by resolution of the Board of Trustees, which resolution may also provide for maintaining and updating a list of such other volunteers, and (2) any individual who, within twelve months preceding the date of his or her signature on a petition of the kind referred to in Section 2 of this Article, has donated at least \$50.00 or such other amount as may be approved by resolution of the Board.

Section 2. Meetings with Board . Upon petition to the Board of Trustees signed by not less than 50 percent of current members of the Board of Advisors, which petition shall specify the purposes for which a meeting of the members of the Corporation is desired, the Board of Trustees or the Executive Committee or the President shall call such meeting and give notice thereof to all members of the Corporation. Such notice shall specify the place of the meeting, the hour and date of the meeting (which date shall be at least 10 but not more than 90 days after the receipt of the petition at the offices of the Corporation), and the purposes of the meeting. The purpose of such meetings shall be to provide Contributing members with the appropriate setting to voice specific concerns about the Corporation.

Section 3. Compensation. Advisors shall not receive, directly or indirectly, any salary or other compensation for their services, but, by resolution of the board of Trustees, reimbursement of expenses may be allowed to any advisor for expenditures reasonably incurred on behalf of activities for the benefit of the corporation.

ARTICLE VIII- INDEMNIFICATION

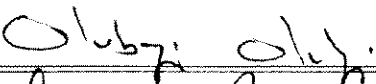

Section 1: Indemnification of Officers, Trustees, Employees and Agents. The corporation shall indemnify its officers, trustees, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Trustees. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Trustees of the Global Literacy Project, Inc. on Saturday, January 19th, 2002.

The undersigned certify(ies) that she/he/they execute(s) these bylaws for the purposes herein stated.

Signature		Date	2/1/02
Signature		Date	2-1-02