

BY-LAWS
Of
World Computer Exchange, Inc.

As First Approved 18 March 2000 in Cambridge, Massachusetts, USA
As Last Amended 10 February 2015 in Hull, Massachusetts, USA (*shown in italics: Articles III, VI & VII*)
PROPOSED items in [brackets] Article V

ARTICLE I: NAME, ORGANISATION, LOCATION, FISCAL YEAR

The organization known as ‘World Computer Exchange, Inc.’ is a global education and environment nonprofit organisation existing and operating under laws of the Commonwealth of Massachusetts in the USA. The international headquarters office is located at 936 Nantasket Avenue, Hull, Massachusetts 02045 USA.

The fiscal year is from July 1 to June 30.

ARTICLE II: PURPOSE

To reduce the digital divide for youth in developing countries; to use our global network of partnerships to enhance communities in these countries; and to promote the reuse of electronic equipment and its ultimate disposal in an environmentally responsible manner.

ARTICLE III: MEMBERS OF THE CORPORATION

The Members of the Corporation shall be the following as defined in these by-laws or as needed by the Board of Directors:

- ◆ Board of Directors as elected by the Members of the Corporation
- ◆ Boards of Directors of incorporated WCE Affiliates
- ◆ International Advisory Council as elected by the Members of the Corporation
- ◆ Business Council as appointed by the Board of Directors
- ◆ Active Consortia and Team members as appointed by the president
- ◆ A representative selected by each active Strategic Ally
- ◆ Sponsors and financial donors from within the last 3 years
- ◆ *Members of Computers for Girls paying dues as set by the Board*
- ◆ Managers including Regional Managers as appointed by the president
- ◆ Chapter Coordinators and Lead Techs as appointed by the president
- ◆ A representative selected by each Partner that has received at least 10 computers within the last 3 years
- ◆ Development Officers as appointed by the president
- ◆ eCorps Volunteers including “Travelers” within the last 3 years

ARTICLE IV: ANNUAL MEETINGS

The Annual Meeting of the Members of the Corporation shall be held in the month of *February*. The date, time, and location shall be determined by the Board of Directors.

Special Meetings may be called by the Chairman (Chair), president, or when requested in writing by three Directors.

The Powers of such Annual or Special meetings of the Members of the Corporation shall be limited to: (1) the annual election of approximately one-third of the Board of Directors, (2) the amendment of these by-laws, (3) the election of up to 50 members of the International Advisory Council to three-year terms, and (4) hearing and accepting of the annual financial report of the Corporation.

Written Notice for any meeting shall be sent to all Members so that it is received at least two weeks before the meeting and shall state the purposes, place, day, and hour of the meeting.

A Quorum shall be present when a majority of the Board and one-tenth of the Members are present in person, by telephone, or by specific written proxy ballot with name affixed. The election of members of the Board of Directors and International Advisory Council and the accepting of the annual financial report requires a simple majority vote of those so present while the amendment of these by-laws requires a two-thirds vote of those so present.

Any or all Members have the option to participate in an Annual or Special Meeting of the Members by means of a conference Telephone or by any means of communications that permit all Members participating in the meeting have equal access and to communicate adequately with each other & such participation shall constitute presence in person at the meeting.

Any or all Members have the alternative option to participate in an Annual or Special Meeting of the Members by means of a written Proxy ballot that state specific votes on matters included in the Notice, and such participation shall constitute presence in person at the meeting.

The Presiding Officer at Meetings of the Members of the Corporation shall be the Chairman of the Board, or in his or her absence, the president or another Officer shall preside.

ARTICLE V: BOARD OF DIRECTORS

The Powers of the Corporation shall be exercised by the Board of Directors who shall set policy, approve the annual work plan and budget, establish conditions for the use of the name 'World Computer Exchange', determine any performance bonuses, approve or cancel any extended severance benefits, create committees and delegate to them such powers as appropriate, and hire, evaluate, determine compensation for, and terminate the president. They shall assist in providing contacts, fund raising, and public relations for the approved activities of the Corporation. They shall elect, at the first meeting after or within the Annual Meeting, the Officers of the Corporation from within or outside the membership of the Board of Directors. They shall have the power to open and close Chapters, establish Affiliates, elect individuals to be the initial members of a Steering Committee (that may be referred to by other names as required by local laws), remove Officers, Directors, Council members, or other Members for cause or repeated non-participation; fill vacancies (on the Board) until the next Annual Meeting; and elect members of the International Advisory Council between Annual Meetings. **The Board may annually authorize any officer to sign checks [PROPOSED AMENDMENT: or authorize bank transfers] individually or jointly.**

The Number of Directors shall be no fewer than seven nor more than fifteen. The Board Chair, President, and Treasurer of the Corporation shall be members of the Board of Directors.

Election of approximately one-third of the Board of Directors shall be conducted at each Annual Meeting of the Members by the Members of the Corporation.

The Terms of the Board of Directors shall be a maximum of three full consecutive, fixed and staggered three-year terms except for Officers who will be allowed to serve one additional term and the president who shall serve as an ex-officio member of the Board.

The Meetings of the Board of Directors shall occur at least four times per year on dates selected by the Board Chair or president and shall be chaired by the Board Chair, or in his or her absence, by the president or another Officer. Special meetings may be called by the Board Chair, the president, or by any three current Directors. Notification of all meetings must be received at least five days in advance. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him or her before of after the meeting is filed with the record of the meeting, or to any Director who attends a meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

A Quorum shall be present when a majority of the members of the Board are present in person or by telephone. Normally action requires a simple majority vote while the termination of the president, cancellation of severance, or removal of an Officer, Director, or Member requires a two-thirds vote.

Votes by specific and signed Proxy vote may be made at any meeting but do not contribute to a quorum.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing via an originally signed letter, signed fax, or e-mail and the written Consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference Telephone or by any means of communications by which all persons participating in the meeting have equal access and are able to communicate adequately with each other, and such participation shall constitute presence in person at the meeting.

Any Director or Officer may resign at any time by giving his or her Resignation in writing to the Board Chair or to an Officer or Director of the Corporation.

A minority of Directors, including the president, may directly or indirectly receive Compensation as a staff person, as a consultant to the Corporation, or indirectly by being a member of a staff person's immediate family. Each of these must be clearly disclosed to and specifically approved by the Board of Directors and such Directors must recuse themselves from any vote directly related to such paid role for the Corporation. The Board Chair may not receive any compensation nor be related to any WCE manager.

ARTICLE VI: OFFICERS

The Terms of the Officers of the Corporation, except for the president, will be for one year and/or until their replacements are elected. An individual may hold more than one office except the Board Chair may not also be Clerk.

Board Chair: Elected by the Board of Directors to Chair meetings of the Membership and the Board of Directors and to formally communicate positions voted by the Board of Directors. He/she shall set the agenda for and make regular reports on the status of the Corporation to the Board of Directors and the Members. Undertake other duties as voted by the Board of Directors. He/she may sign or authorize checks, bank transfers for amounts under \$7,500, proposals, contracts and other documents that require the signature of the Board Chair as long as they are within the policies, annual work plan and annual budget as voted by the Board of Directors and may co-sign or co-authorize amounts over \$7,500 with the Treasurer or president. He/she annually drafts or establishes the process for the evaluation of the president for review and approval by the Board of Directors. The Chair may not be compensated and fulfills the role of 'president' as defined under Massachusetts Chapter 180.

Treasurer: Elected by the Board of Directors and is responsible for the general financial affairs of the Corporation and shall keep full and accurate records thereof which shall always be open to inspection by the Board Chair or any Director. He/she shall render to the Board Chair or all Directors whenever they require it, a statement of the accounts of his/her transactions as Treasurer and of the financial condition of the Corporation. Responsible for filing financial reports with the Commonwealth of Massachusetts, U.S. IRS, and contractors as required by law. He or she shall be responsible for retaining and managing a non-Director accountant to review the books as appropriate. He/she may sign or authorize checks under \$7,500, co-sign or co-authorize, with the president and/or with the Board Chair, checks or bank transfers over \$7,500 that are within the policies and annual budget and work plan as approved, by the Board of Directors. If allowed by law, he/she will be the Treasurer of incorporated country WCE Affiliates.

Clerk: Elected by the Board of Directors and is responsible for the record of the proceedings of all meetings of the Members and of the Board of Directors. He/she shall notify the Members and Directors of all regular meetings in accordance with these by-laws. Responsible for reporting actions to the Secretary of State and

Attorney General of Massachusetts USA and to other governments as required by law. The Clerk of the Board must be a resident of Massachusetts, USA.

President: The Board of Directors shall employ, on behalf of the Corporation, a president who shall serve as chief executive officer (CEO) and shall have general charge of the affairs of the Corporation, subject to the policies, annual work plan and annual budget as voted by the Board of Directors and subject to the evaluation by the Board of Directors. The president shall employ and manage all staff and resources of the Corporation and be the public spokesperson for the Corporation. The president shall be encouraged to be present at all meetings except part of one Board meeting per year during which his or her evaluation is drafted and annual compensation is determined. The president serves at the pleasure of the Board of Directors and may, after two written warnings and a hearing, be terminated for cause by a vote of two-thirds of the Directors then in office. If allowed by law, he/she will be the president or executive director of incorporated country WCE Affiliates.

Other Officers: The Board of Directors may elect additional Officers of the Corporation, as they deem necessary with whatever powers they deem appropriate.

ARTICLE VII: EXECUTION OF PAPERS

The president may sign checks for under \$7,500 and for regular pay and benefit checks to unrelated individuals and as the Board of Directors shall authorize the execution thereof as long as they are within the annual budget and annual work plan as approved by the Board of Directors. All larger checks as well as deeds, leases, transfers, contracts, bonds, notes, drafts and other obligations made, accepted and endorsed by the Corporation, shall be signed by the president and one other non-related Officer *including the Board Chair and Treasurer* or Director who is voted into this role by the Board of Directors. The Board Chair may from time to time be authorized by vote of the Board of Directors to sign specific checks and agreements alone. The Board may annually authorize any officer to sign checks individually or jointly.

ARTICLE VIII: ANNUAL REVIEW OF THE BOOKS

The Board of Directors shall annually appoint an audit committee to annually retain a non-Director accountant to review the accounts of the Treasurer and to report the results to the Directors.

ARTICLE IX: NON-DISCRIMINATION

Individuals of any race, religion, gender, national origin, sexual orientation, or physical handicap shall be entitled to all the rights, privileges, programs, services, and activities generally made available to participants in the Corporation its programs and activities, and the Corporation shall not discriminate on the basis of race, religion, gender, national origin, sexual orientation, or physical handicap in administering its policies and programs.

ARTICLE X: NON-CORRUPTION

The Corporation will not knowingly work with any government agency or NGO nor provide computers, services, or programs to any school or education center if the organization becomes aware that said organization is involved in bribery or corruption.

ARTICLE XI: DISSOLUTION

Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision thereof, all of the assets of the Corporation shall be disposed of in accordance with Massachusetts General Laws, Chapter 180, section 11 A, to the public schools in the community(s) where the Corporation is then located.

Upon the liquidation or dissolution of the Corporation's operations in any country other than the United States, after payment of all of the liabilities of the Corporation or due provision thereof in that country, all of the assets

of the Corporation shall remain the property of World Computer Exchange, Inc. as incorporated in Massachusetts.

ARTICLE XII: PERSONAL FINANCIAL COMMITMENTS

The Board of Directors shall have no power to bind the Members of the Corporation personally or to call upon them for payment of any sum of money or any assessment whatever other than annual dues which the Directors may determine and such sums as they, or any of them, may at any time personally agree in writing to pay by way of donation to the Corporation.

ARTICLE XIII: REMOVALS AND FILLING VACANCIES

Any Officer (except the president), Director, Council or other Member may be removed from office at any time during any meeting of the Board of Directors for cause or for repeated non-participation by a vote of two-thirds of the Directors then in office.

A majority vote of the Board of Directors may fill vacancies created by the removal or resignation of an Officer or Director until the next Annual or Special Meeting of Members and of the Board of Directors.

ARTICLE XIV: SEVERANCE AGREEMENT CANCELLATION

The cancellation of any severance agreement entered into by vote of the Board requires a two-thirds vote of the full Board based on their belief that he or she has intentionally, purposefully, and knowingly done any of the following: stolen from the organization; indulged in bribery or corruption; or harmed the organization's ability to succeed in the accomplishment of its mission. An 80% vote is required for cancellation of such a severance agreement for any other cause. Any employee facing immediate cancellation of his or her severance agreement shall be informed of the cause in writing, given at least ten full business days notification, invited to be present to hear and respond to such charges before an executive session with the Board, and may be accompanied by counsel who shall be allowed to be heard.

ARTICLE XV: AMENDMENTS

Amendments in part or the whole of these by-laws shall be by a two-thirds vote of an Annual or Special Meeting of the Members called for this purpose. Notice of such a meeting shall include a draft version of the proposed amendments that may be modified by the Members of the Corporation prior to any vote.

Copies of the amended by-laws shall be filed with the appropriate government agencies in Massachusetts and in states in which World Computer Exchange is incorporated.

ARTICLE XVI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the maximum extent permitted by Massachusetts General Law Chapter 180, as the same exists or may hereafter be amended, no Director or Officer or member of the International Advisory Council of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as Director or Officer of the Corporation. No amendment to or repeal of the provisions of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or failure to act of such Director occurring prior to such amendment or repeal.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Corporation, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of such person's serving of having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding such person's own conduct); provided

that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding as not having acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained and each Director of the Corporation approving such indemnification shall be wholly protected if:

- i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate), or (3) by a majority vote of a quorum of the Members of the Corporation, which quorum shall consist of Members who are not at that time parties to the proceeding; or
- ii) the action is taken in reliance upon the opinion or independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- iii) the payment is approved by a court of competent jurisdiction; or
- iv) the Directors have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the General Laws of Massachusetts.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the Corporation of a written request thereof from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. Unless otherwise provided by law, the burden of proving that such person is not entitled to indemnification shall be on the Corporation.

The right to indemnification under this Article shall be a contract right inuring to the benefit of the Officers and Directors and no amendment or repeal of this article shall adversely affect any right of such Officer or Director existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an Officer or Director.

Annual Signing Authorities: Proposed **VOTE:** Until the next Annual Meeting, to authorize the following three actions as included in the Board-approved annual budget: (1) Any one of the following: Board Chair, Vice Chair, Treasurer, or President to sign a Bank or Fidelity check or authorize a bank or Fidelity transfer alone for up to \$7,500 or any two of the above for any amount above \$7,500; (2) Any one of the Board Chair, Vice Chair, or Treasurer to approve a bank transfer or sign a check to reimburse or pay the President or Clerk; and (3) The President to sign contracts or agreements for the corporation and when specifically voted by the Board, the Board Chair or Vice Chair shall also have such authority.