

BYLAWS OF
OPERATION CATCH THEM YOUNG

A Nonprofit Corporation Formed Under the Laws of the State of Minnesota

ARTICLE 1
DEFINITIONS

SECTION 1.1 Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A). "Act" means the Operation Catch Them Young Nonprofit Corporation law of 2009, as amended.
- B). "Advisory Board" means Advisory Board of the Corporation
- C). "Board" means the Board of Directors of the Corporation
- D). "Corporation" means Operation Catch Them Young
- E). "Director" means an individual serving on the Board.

ARTICLE 2

OFFICES

SECTION 2.1 Offices

The registered office of the Corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the Board may from time to time designate.

SECTION 2.2 Other Offices.

The Corporation may maintain such other offices both within and without the State of Minnesota as the Board may authorize.

ARTICLE 3

PURPOSES

SECTION 3.1 Purposes

The purposes of the Corporation is exclusively for charitable purposes, specifically: to provide resources and materials to schools and individuals that support and encourage the education of children and youths throughout Africa; to equip schools with building supplies, furniture, standard science lab, science equipments, computers and training, and access to clean drinking water in schools; to create housing for homeless children and youths and provide them access to education; to provide children and youths with future resources that will help them gain access to higher education; to prepare, in accordance with generally accepted educational methods, materials necessary or valuable in achieving the educational purposes of the Corporation and to distribute such materials in a manner distinguishable from that of ordinary commercial distribution; and to engage in other lawful activities as will contribute to the foregoing purposes.

ARTICLE 4

SEAL

SECTION 4.1 Seal

The Seal of the Corporation shall be such design as shall be approved and adopted from time to time by the Board and the seal or a facsimile thereof maybe affixed by any person authorized by the Board or these Bylaws by impression, by printing, by rubber stamp, or otherwise.

SECTION 4.2 Seal Not Required

The foregoing notwithstanding, however, except as otherwise required by statute or law, the affixation of the Seal shall not be necessary to valid execution, assignment or endorsement by the Corporation of any instrument in writing. The Board of Directors may opt not to utilize a Corporate Seal.

ARTICLE 5

MEMBERSHIP

SECTION 5.1 No Members

The Corporation shall not have members. All authority shall be vested in a perpetual Board of Directors as set forth in Article VI below.

ARTICLE 6

BOARD OF DIRECTORS

SECTION 6.1 Board of Directors.

The initial Board of Directors shall consist of 6 persons. The initial Board shall serve a term of four years and be eligible for re-election. However, in all cases, Directors shall serve until their successors shall have been elected and qualified. The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by or under the authority of the Board, except as otherwise provided by statute, these Bylaws or a resolution of the Board.

SECTION 6.2 Qualifications of Directors.

Each Director shall be a natural person of full age who need not be a resident of the United States.

SECTION 6.3 Numbers and Election of Directors.

The number of directors to serve on the Board of Directors maybe amended by a duly adopted resolution of the Board, however, this number shall not be greater than a maximum of 10 directors nor less than the minimum number required by Minnesota law. The Directors shall be determined by the Board at the Annual meeting of the Board. All Directors elected after the initial Board shall serve four year terms and shall be eligible for re-election to further terms by the Board of Directors; however, in all cases, current directors shall serve until their successors shall have been elected and qualified.

SECTION 6.4 Terms of Office

Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or his or her earlier death, resignation or removal.

SECTION 6.5 Procedures for Nomination of Candidates for Directors

A). No person shall be eligible for election as a Director at a meeting of the Board unless he or she has been duly nominated in accordance with the procedures specified in paragraph (b) of this section.

B). The President shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall declare the nomination of candidates for election as Director are open and shall call for nominations from the floor. Nominations maybe made by any Director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the President shall, on motion, declare the nominations closed and thereafter no future nominations maybe made.

SECTION 6.6 Vacancies.

Vacancies in the Board, including Vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining Directors though less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term. However, a Director shall abstain from voting upon his or her own nomination for re-election to the Board. The death of any Director shall be treated as a voluntary resignation by the Corporation.

SECTION 6.7 Removal of Director

The Board may, by resolution adopted by the affirmative vote of 66% or more of the Directors, remove a fellow Board member. Sixty-six percent of all Directors, not 66% of those Directors in attendance at the meeting, most vote in favor of removal for the resolution to pass.

SECTION 6.8 Resignations

Any Director of the Corporation may resign at any time by giving written notice of such registration to the Board, the Chairman of the Board or the Corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors or one of the above named officers.

SECTION 6.9 Compensation of Directors

Directors, as such may receive such compensation and be reimbursed for expenses of Directors as shall be determined by resolution of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 6.10 Voting Rights.

Every Director shall be entitled to one vote in person or by proxy.

SECTION 6.11 Voting by Proxy

Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by Director granting the proxy and must be filed with the Secretary of the Corporation.

ARTICLE 7

OFFICERS

SECTION 7.1 Number

The officers of the Corporation shall include a President, a Secretary and a Treasurer. The officers may include one or more, Chief Operating Officer, Chief Information Officer, Chief Internal Auditor and such other officers as the Board may determine by resolution. Any two or more offices may be held by the same person.

SECTION 7.2 Qualification of Officers

The officers shall be natural person, except that the Treasurer may be a Corporation. The officers may be, but are not required to be, Directors of the Corporation.

SECTION 7.3 Elections and Term of Office

The officers of the Corporation shall be elected by the Board at any meeting of the Board and each shall serve at the pleasure of the Board.

SECTION 7.4 Removal of Officer

Any officer or agent elected or appointed by the board may be removed by the Board 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 7.5 RESIGNATIONS

Any officer may resign at anytime by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

SECTION 7.6 The President

The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business and operations of the Corporation; subject to the control of the Board and shall see all orders and resolutions of the Board are carried into effect. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, 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 to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

SECTION 7.7 The Secretary

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that the required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian to the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

SECTION 7.8 The Treasurer.

The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation and to endorse checks, draft and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for the current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

SECTION 7.9 The Chief Internal Officer.

The Chief Internal Auditor shall ensure compliances to finance & accounting norms & standards by being a useful management tool, to comply with various finance & accounting procedures & laws. The Chief Internal Auditor shall formulate & implement the strategies for the internal audit function of the Corporation. He/she shall develop the perception of the internal audit function as a valuable, proactive & contributing management tool. Develop inbuilt internal controls in all areas of operations and the corporation. In general, the Chief Internal Officers shall perform all duties incident to the office of Chief Internal Auditor and such other duties as may be assigned by the Board or the President

SECTION 7.10 Chief Operation Officers

The Chief Operating officer shall exercise general supervision over the Corporation activities within and outside the United States. In general, the Chief Operating Officer shall perform all duties incidental to the office of the Chief Operating Officers and such other duties as may be assigned by the Board or the President.

SECTION 7.11 Chief Information Officers.

The Chief Information Officer shall exercise general supervision over the information, technology and program activities or endeavors operated by the Corporation. In general, the Chief Information Officer shall perform all duties incidental to the office of Chief Information Officer and such other duties as may be assigned by the Board or the President.

ARTICLE 8

COMMITTEES

SECTION 8.1 Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following;

- A). The filing of vacancies in the Board
- B). The adoption, amendment or repeal of the Bylaws
- C). The amendment or repeal of any resolution of the Board
- D). Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

SECTION 8.2 Terms

Each committee of the Board shall serve at the pleasure of the Board.

SECTION 8.3 Committee Organizations

Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

ARTICLE 9

MEETINGS OF DIRECTORS

SECTION 9.1 Place of Meeting

Meeting of the Boards may be held at such place within or without the State of Minnesota as the Board may appoint or as may be designated in the notice of the meeting.

SECTION 9.2 Annual Meeting

Unless the Board provides by resolution for a different time and date, the annual meeting of the Board, for the election of Directors, the election of officers, or the transaction of any other business which may be brought before the meeting, shall be held the First Saturday of March. If such a day is a legal holiday under the laws of the State of Minnesota, the annual meeting shall be held on the next succeeding Saturday which is not a legal holiday under the laws of the United States.

Immediately after each election of Directors, the newly constituted Board shall meet without prior notice at the place where such election of Directors was held, or at any other place and time designated in a notice given as provided in section 12.1, for the purposes of the election of officers or the transaction of any other business.

SECTION 9.3 Regular Meetings

Regular meetings of the Board may be held at such place and time as shall be designated by standing resolution of the Board. If the date fixed for any such meeting is a legal holiday under the laws of the United States, the meeting shall be held on the next succeeding day which is not a legal holiday under the laws of the United States or at such time as may be determined by resolution of the Board. At such meetings, the Directors shall transact such business as may properly be brought before the meeting. Notice of the regular meetings need not be given.

SECTION 9.4 Special Meetings of the Board

Special meetings of the Board may be held at any time and place within or without the State of Minnesota, upon the call of the Chairman of the Board, the President or Secretary of the Corporation by written notice delivered to each director not less than three (3) days before such meeting, provided however, that any Director may, at anytime, in writing waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where a Director attends meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposed of this section "delivery" of notice of a Board meeting may be accomplished either by hand-delivery through the US postal service, through a private parcel carrier service or electronically by facsimile transmission. "Delivery" is completed upon receipt by the Director through any of the aforementioned means except when delivery of notice is by U.S postal service r private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the Directors last known home address.

SECTION 9.5 Directors Meeting via Telephone Conference

Directors may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all person 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 be allowed to vote by this medium. Furthermore, it is permissible for all Directors to appear at a meeting of the Board via telephone conference or similar communication system.

SECTION 9.6 Quorums

A majority of the Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

SECTION 9.7 Participation in Meetings

One or more Directors may participate in a meeting of the Board or a committee there of by means of conference telephone, interactive computer network, or similar communications equipment by means of which all persons participating in the meeting can communicated with each other.

SECTION 9.8 Organizations

Every meeting of the Board shall be presided over by the President or, in the absence of the President, a chairman chosen by the President. The Secretary or in the absence of the Secretary, a person appointed by the President shall act as Secretary. The Treasurer, in the absence of the Treasurer, a person appointed by the President shall act as Treasurer.

SECTION 9.9 Consent of Directors in Lieu of Meeting.

Any action which may be taken at a meeting of the Directors may be taken without a meeting. If a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.

ARTICLE 10

ADVISORY BOARD

SECTION 10.1 Advisory Boards.

The Board may appoint an Advisory Board to counsel the Board with respect to matters relating to instruction of the standards, development of educational materials, and any other matters as may be determined by the Board.

SECTION 10.2 Elections and Term of Office.

The members of the Advisory Board shall be elected by the Board at any meeting of the Board and each shall serve at the pleasure of the Board.

SECTION 10.3 Removals of Members of the Advisory Board.

Any member of the Advisory Board may be removed from office without assigning any cause, by a majority vote of the Board at any meeting of the Board.

SECTION 10.4 Resignations.

Any member of the Advisory Board may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

ARTICLE 11

NOTICE

SECTION 11.1 Written Notice.

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), Telex, or TWX (with answer back received), or courier service, charges prepaid, or by facsimile transmission, to his or her address (or to his or her Telex, TWX, or facsimile number) appearing on the book of the Corporation or, in the case of Directors, supplied to him or the Corporation for the purpose of notice. If the notice sent by mail, telegraph, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or with a telegraph office or courier service for delivery to that person or, in the case of Telex or TWX, when dispatched. A notice of meeting shall specify the place, day, and hour of meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

SECTION 11.2 Waivers by Writing.

Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

SECTION 11.3 Waivers by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12

CONFLICTS OF INTEREST

SECTION 12.1 Interested Directors and Officers.

A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction is authorized, or solely because his, her, or their votes are counted for that purpose, if:

- a. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested directors are less than a quorum; or
- b. the contract or transaction is fair as to the Corporation as of the time that it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction

ARTICLE 13

INDEMNIFICATION

SECTION 13.1 Indemnifications.

The Corporation shall indemnify any Director or officer of the Corporation and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation)) by reason of the fact that such person was or is an authorized representative of the Corporation against expenses (which shall include for purposes of this Article attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

SECTION 13.2 Advancement of Expenses.

The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 13.1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability to make such repayment shall not be prerequisite to the making of an advance.

SECTION 13.3 Security for Indemnification Obligations.

To further effect, satisfy, or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral, or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions as the Board shall deem appropriate.

SECTION 13.4 Reliance Upon Provisions.

Each person who shall act as a Director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

SECTION 13.5 Amendments or Repeal.

All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment, or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

SECTION 13.6 Scopes of Article.

The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, or disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a Director or an officer of the Corporation in respect of the proceedings pertaining to actions or failures to act occurring prior to such time, and shall inure to the benefits of the heirs, executors, and administrators of such person.

ARTICLE 14

ANNUAL REPORT

SECTION 14.1 Annual Reports.

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 15

TRANSACTION OF BUSINESS

SECTION 15.1 Real Property.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

SECTION 15.2 Negotiable Instruments.

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may designate.

ARTICLE 16

CORPORATE RECORDS

SECTION 16.1 Corporate Records.

The Corporation shall keep at its registered office or at its principal place of business (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account.

ARTICLE 17

AMENDMENTS

SECTION 17.1 Amendments.

The Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after written notice of such purpose has been given.

ARTICLE 18

MISCELLANEOUS

SECTION 18.1 Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

SECTION 18.2 Numbers.

The singular when used in these Bylaws shall also refer to the plural, and vice versa, as appropriate.

SECTION 18.3 Headings.

In interpreting these Bylaws, the headings of articles shall not be controlling.

