

Bylaws of Ubuntu Channel Alliance

A California Nonprofit Public Benefit Corporation

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Approved By	Shane Betrix, Ramon Smith, Dale Knowles
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These Bylaws were adopted by the Board of Directors of Ubuntu Channel Alliance and may be amended as provided below.

ARTICLE I. NAME

The name of the corporation is Ubuntu Channel Alliance (the “Corporation”).

ARTICLE II. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Corporation’s mission is to provide accessible, practical, and industry-aligned technology training to individuals across Africa, beginning with the managed service provider industry in South Africa. Through education, vendor partnerships, mentorship, and career-readiness programs, the Corporation helps learners build skills needed to pursue meaningful opportunities in the global technology workforce.

Programs may include cybersecurity, helpdesk support, network administration, technical certifications, career readiness, technology leadership, and other areas approved by the Board.

The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to a candidate for public office. No part of the Corporation’s net earnings shall benefit any private individual except through reasonable payment for services or lawful charitable activities.

ARTICLE III. OFFICES

The principal office shall be located in the State of California. The Board may establish additional offices or administrative locations as needed.

ARTICLE IV. MEMBERS

The Corporation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Authority

The Board shall govern the Corporation, protect its mission, establish strategic direction, oversee finances and risk, approve major policies, and hire and evaluate the Executive Director when that position is established.

Section 2. Number and Qualifications

The Board shall consist of not fewer than three and not more than five directors. The Board should collectively include experience relevant to the Corporation’s mission, including technology, education, finance, nonprofit leadership, fundraising, workforce development, or community engagement.

Section 3. Election and Terms

Directors shall be elected by the Board. Directors serve three-year terms and may serve no more than three consecutive terms. After at least one year off the Board, a former director may be elected again. A director shall remain in office until a successor is elected and qualified unless the director resigns or is removed.

Section 4. Responsibilities

- Attend and prepare for Board meetings
- Support the mission and reasonable fundraising efforts
- Maintain confidentiality
- Disclose conflicts of interest

- Act in the best interests of the Corporation

Section 5. Resignation, Removal, and Vacancies

A director may resign by written notice to the Chair or Secretary. A director may be removed, with or without cause, by a two-thirds vote of the directors then in office, excluding the director whose removal is being considered. The affected director shall receive notice and an opportunity to address the Board before the vote.

A vacancy may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 6. Compensation

Directors shall not be compensated for Board service but may be reimbursed for reasonable expenses. A director may be paid for separate professional services only when the arrangement is fair, reasonable, disclosed, and approved by disinterested directors.

ARTICLE VI. OFFICERS

The officers shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board may create additional officer positions. Officers are elected by the Board and serve one-year terms until their successors are elected.

One person may hold more than one office, except that the Chair may not also serve as Secretary or Treasurer.

Chair

The Chair presides over Board meetings, supports effective governance, and serves as the Corporation's president unless the Board appoints a separate president.

Vice Chair

The Vice Chair performs the Chair's duties when the Chair is unavailable and performs other duties assigned by the Board.

Secretary

The Secretary maintains meeting minutes, corporate records, and Board documentation.

Treasurer

The Treasurer oversees the Board's review of budgets, financial statements, required filings, and any audit or financial review.

An officer may resign in writing and may be removed by the Board. The Board may fill any officer vacancy.

ARTICLE VII. EXECUTIVE DIRECTOR

The Board may hire an Executive Director to lead daily operations, hire and supervise staff, prepare budgets, oversee programs, implement Board strategy, and report organizational performance.

The Executive Director shall not be a voting director but may attend Board meetings except during executive sessions involving the Executive Director's performance, compensation, or other confidential matters.

ARTICLE VIII. COMMITTEES AND ADVISORY GROUPS

The Board may establish committees and advisory groups as needed. Committees exercising Board authority must consist only of directors and remain subject to limits established by law and the Board. Advisory groups may include non-directors but may not bind the Corporation or exercise Board authority.

ARTICLE IX. MEETINGS

The Board shall meet at least quarterly and shall designate one meeting each year as the Annual Meeting.

Special meetings may be called by the Chair, Vice Chair, Secretary, or any two directors. Notice shall be provided at least four days in advance by mail or at least forty-eight hours in advance by telephone, email, or other electronic communication, unless waived by all directors entitled to notice.

Directors may participate by telephone, video conference, or other means that allow all participants to hear one another. Participation in this manner constitutes presence at the meeting.

A majority of directors then in office constitutes a quorum, but never fewer than two directors. Unless a greater vote is required by these Bylaws or law, Board action requires a majority vote of directors present at a meeting where a quorum exists. Proxy voting is not permitted.

The Board may act without a meeting by unanimous written or electronic consent of all directors then in office. The consent shall be filed with the Board minutes.

ARTICLE X. CONFLICTS OF INTEREST

The Board shall maintain a Conflict of Interest Policy. Directors, officers, and key employees shall complete an annual disclosure and promptly disclose any actual or potential conflict. A person with a conflict shall not vote on the matter, and the decision shall be made and documented by disinterested directors.

ARTICLE XI. FINANCIAL MANAGEMENT

The Corporation shall maintain accurate accounting records, adopt an annual operating budget, and use financial controls established by Board policy. The Corporation shall obtain an audit, review, or other financial examination when required by law, required by a funder, or directed by the Board.

ARTICLE XII. COMPENSATION

The Corporation may pay reasonable compensation for services rendered. Executive Director and key employee compensation shall be approved by disinterested directors using appropriate comparable information and documented in the Board minutes.

ARTICLE XIII. RECORDS

The Corporation shall maintain its Articles of Incorporation, Bylaws, Board minutes, financial records, policies, required filings, and other material records in accordance with its Record Retention Policy and applicable law.

ARTICLE XIV. INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify its directors and officers to the fullest extent permitted by California law. The Corporation may purchase directors and officers liability insurance and other appropriate coverage.

ARTICLE XV. FISCAL YEAR

The fiscal year shall begin January 1 and end December 31 unless changed by Board resolution.

ARTICLE XVI. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the directors then in office, provided that notice of the proposed amendment is included with the meeting notice.

ARTICLE XVII. DISSOLUTION

Upon dissolution, and after payment or adequate provision for all lawful debts and obligations, the Corporation's remaining assets shall be distributed to one or more organizations then recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose. No remaining assets shall be distributed to any director, officer, employee, or other private person except to satisfy lawful obligations.

SECRETARY'S CERTIFICATION

I certify that the foregoing Bylaws were adopted by the Board of Directors of Ubuntu Channel Alliance on the date written below and remain in effect as of the date of this certification.

Secretary Date

Printed Name: _____