



**SKY DOVES
BAND**
CHARITY FOUNDATION
INTERNATIONAL

AMENDED & RESTATED BYLAWS

Sky Doves Band Charity Foundation International

ADOPTED APRIL 20, 2026 • EFFECTIVE APRIL 20, 2026

ARTICLE I: NAME AND PURPOSE

The name of the corporation is Sky Doves Band Charity Foundation International.

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including healthcare access, education, small-business and livelihood empowerment, food security, environmental sustainability, climate resilience, technology access, community development, and related charitable activities.

No provision shall be interpreted to permit private inurement, impermissible private benefit, political campaign intervention, or activities inconsistent with Section 501(c)(3).

ARTICLE I.i – CHARACTER OF AFFAIRS

The corporation is a nonprofit public-benefit organization without statutory members. Its affairs shall be managed for the charitable purposes stated in its Articles of Incorporation and these Bylaws.

ARTICLE I.ii – STATUTORY AGENT

The statutory agent shall be the person and address reflected in the corporation's current Arizona Corporation Commission record. The Board may authorize changes as permitted by Arizona law.

ARTICLE I.iii – KNOWN PLACE OF BUSINESS

The principal office shall be the address reflected in the corporation's current Arizona corporate record. Public website copies of governance documents should use the organization's approved public contact information and should not unnecessarily publish private residential addresses.

ARTICLE I.iv – MEMBERSHIP

The corporation has no members within the meaning of A.R.S. §10-3140 unless the Articles are amended to create statutory membership.

ARTICLE I.v – BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors of not fewer than three directors. The Board shall have ultimate authority over corporate affairs, subject to the Articles, these Bylaws, and applicable law.

Directors shall act in good faith, with ordinary prudence and care appropriate to the circumstances, and in the best interests of the corporation.

A majority of the directors should be independent of material financial interests in transactions with the corporation.

ARTICLE II: ORGANIZATIONAL STRUCTURE



The corporation may operate through programs, projects, committees, regional teams, state coordinators, and other authorized structures.

Local teams are not separate legal entities merely because they use geographic designations. No local unit may open an account, sign a contract, incur debt, accept restricted funds, or represent itself as a separate legal entity without written authorization.

Operations in Nigeria shall be conducted through the appropriate Nigerian legal entity or another lawful structure, not by treating a separate Nigerian entity as a U.S. branch without documentation.

ARTICLE III: GOVERNING BODY

The Board shall elect or appoint officers and may designate a President, Vice President, Secretary, Treasurer, and other officers as appropriate.

The Founder may be recognized in organizational history, publications, and ceremonial materials. Founder status does not supersede the Board's legal authority or create ownership of charitable assets.

The President serves subject to the authority of the Board and these Bylaws.

ARTICLE IV: BOARD MEETINGS, QUORUM AND VOTING

The Board shall hold regular meetings at least quarterly unless the Board adopts a different lawful schedule. Special meetings may be called by the President, Chair, or the number of directors authorized by the Board.

Directors may participate remotely to the extent permitted by law and Board procedures.

Unless a greater vote is required by law, the Articles, or these Bylaws, a majority of directors present at a meeting at which a quorum exists may act.

The Board may take action by written consent when permitted by Arizona law. Minutes shall record material actions and votes.

ARTICLE V: OFFICERS AND EXECUTIVE LEADERSHIP

Officers shall have duties assigned by these Bylaws or by Board resolution. One officer shall be responsible for authenticating corporate records and minutes.

Officers may resign and may be removed by the Board as permitted by law. Officer titles do not create authority beyond the authority granted by the Board, Articles, or Bylaws.

Executive compensation, if any, must be reasonable, properly approved, and handled through a process designed to avoid conflicts and private benefit.

ARTICLE VI: LEGAL COMPLIANCE

The corporation shall comply with applicable federal, Arizona, and other laws governing its activities.

Contracts shall specify governing law and dispute provisions where appropriate. A general statement in these Bylaws shall not automatically impose U.S. law on a separate foreign legal entity.

The corporation shall maintain its tax-exempt status and comply with applicable IRS filing, disclosure, fundraising, and recordkeeping requirements.

ARTICLE VII: PROMOTION AND PROGRESS

Programs shall advance the charitable mission and shall be supported by reasonable planning, authorization, documentation, and evaluation.

Public claims about impact shall be accurate and supported by available records.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended or restated by the Board by the vote required by the Articles, these Bylaws, and applicable Arizona law. Amendments shall be documented in corporate records and become effective as stated in the adopting resolution.



ARTICLE IX: CODE OF CONDUCT

Directors, officers, employees, volunteers, contractors, and authorized representatives shall act honestly, respectfully, lawfully, and in the best interests of the corporation.

Violations may result in corrective action, removal from an assignment or office, termination of a relationship, or referral to appropriate authorities when warranted.

ARTICLE X: CONFLICT OF INTEREST POLICY

Covered persons shall make annual conflict disclosures and promptly disclose new conflicts.

Conflicted persons shall recuse themselves from affected deliberations and votes, subject to a process for providing factual information when requested.

Related-party transactions shall be reviewed and approved by disinterested decision-makers and documented in the minutes.

ARTICLE XI: VOLUNTEER AND EMPLOYEE MANAGEMENT

Employees and volunteers shall receive written role expectations appropriate to their responsibilities and shall comply with organizational policies.

Confidentiality, intellectual-property, safeguarding, and non-solicitation provisions may be included in agreements when lawful and appropriate. Any restrictive covenant must be separately reviewed for enforceability rather than relying on a blanket non-compete provision.

ARTICLE XII: DATA PRIVACY AND SECURITY

Personal information shall be collected, used, retained, and disclosed only for legitimate organizational purposes and in accordance with applicable law and policy.

Access to sensitive information shall be limited according to role and need. Security incidents shall be documented and escalated under applicable procedures.

ARTICLE XIII: FINANCIAL AUDITS AND OVERSIGHT

The corporation shall maintain accurate financial records and internal controls. An independent audit, review, compilation, or other external examination shall be obtained when required by law, a grant or funder, the Board, or circumstances warrant.

The Board or Finance/Audit Committee shall review financial reports periodically. Public financial disclosures shall be made as required by law and Board policy, while confidential information is protected.

ARTICLE XIV: PARTNERSHIPS AND COLLABORATIONS

Material partnerships require appropriate approval and due diligence.

Written agreements should identify scope, authority, funds, reporting, safeguarding, intellectual property, confidentiality, termination, and dispute provisions.

ARTICLE XV: SUCCESSION PLANNING

The Board shall maintain a succession framework for key leadership positions. Interim appointments may be made when necessary to preserve continuity.

Succession planning shall not create permanent personal rights to office or charitable assets.

ARTICLE XVI: RISK MANAGEMENT

The corporation shall maintain risk and crisis procedures addressing financial, operational, safeguarding, cybersecurity, reputational, legal, and continuity risks.

Material incidents shall be escalated to appropriate leadership and documented.



ARTICLE XVII: BENEFICIARY PROTECTION AND SAFEGUARDING

The corporation shall maintain safeguarding procedures appropriate to its programs and the populations served.

Reports of abuse, exploitation, serious misconduct, or safety concerns shall be handled under established reporting and investigation procedures.

ARTICLE XVIII: INTELLECTUAL PROPERTY

Organizational names, logos, trademarks, publications, original program materials, websites, and other intellectual property shall be used according to authorization and applicable law.

Official branding may not be used to imply authority, endorsement, fundraising authority, or affiliation that does not exist.

ARTICLE XIX: FUNDRAISING GUIDELINES

Fundraising shall be authorized, truthful, properly documented, and consistent with applicable charitable-solicitation requirements.

Funds represented as restricted for a project shall be used and accounted for consistently with the restriction unless an authorized modification is obtained.

ARTICLE XX: DIGITAL AND SOCIAL MEDIA

Official accounts and public representations shall be managed by authorized personnel and shall accurately represent the organization.

Unauthorized accounts may not solicit funds, sign contracts, make commitments, or imply official authority. Content must comply with privacy, safeguarding, copyright, and non-discrimination requirements.

ARTICLE XXI: DISSOLUTION

Upon dissolution, after payment or provision for lawful liabilities, remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), consistent with the Articles of Incorporation and applicable law. No assets shall be distributed to private individuals except as permitted for lawful obligations.

ARTICLE XXII: NON-DISCRIMINATION AND INCLUSIVITY POLICY

The corporation shall provide an inclusive and respectful environment and shall not unlawfully discriminate in its programs, employment, volunteer activities, or governance.

Racism, tribalism, religious prejudice, harassment, retaliation, and other discriminatory conduct are prohibited.

Concerns shall be addressed through the organization's complaint and investigation procedures.

RATIFICATION, ADOPTION AND EFFECTIVE DATE

These Amended and Restated Bylaws were adopted by the Board of Directors of Sky Doves Band Charity Foundation International on April 20, 2026, and are effective as of that date. They supersede and replace prior bylaws to the extent permitted by the Articles of Incorporation, the filed Articles of Restatement, and applicable Arizona law.

Adoption Date: April 20, 2026. Effective Date: April 20, 2026. Version: 2.0.

Public governance record • Adopted April 20, 2026

BOARD ADOPTION CERTIFICATION



The Board of Directors certifies that these Amended and Restated Bylaws were duly adopted on April 20, 2026, in accordance with the organization's governing documents and applicable law. The Bylaws are effective as of April 20, 2026 and shall govern the Corporation unless and until lawfully amended or replaced.

This public copy is intended to reflect the adopted governance text while omitting unnecessary private residential contact information.