

**AMENDED AND RESTATED BYLAWS
HELP FEED A KID INC.**



Adopted 2026

ARTICLE I – ORGANIZATION

1.01 Name

The name of the Corporation is Help Feed A Kid Inc. (HFAK).

1.02 Status

The Corporation is organized as a nonprofit corporation and operates as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

1.03 Purpose

The Corporation is organized exclusively for charitable and educational purposes, including:

- Providing food assistance to children in Northern Haiti
- Supporting initiatives that reduce food insecurity
- Developing structured workforce advancement programs in the United States as funding permits
- Establishing future charitable programs consistent with the mission of the Corporation
- Engaging in lawful activities consistent with 501(c)(3) status

ARTICLE II – BOARD OF DIRECTORS

2.01 Authority

The affairs of the Corporation shall be managed by its Board of Directors.

2.02 Number and Composition

The Board shall consist of eight (8) directors.

The current Board of Directors is:

- Dr. Yvanne Jean-Obei – Board Chair & Founder
- Ms. ClaudMay C. Roy – Vice Chair
- Mr. Maisonel Jean – Treasurer
- Ms. Jenny Julien – Secretary
- Mrs. Narah R. Benzan – Member at Large
- Mr. Jerel E. Ferguson – Member at Large
- Mr. James B. Hammond – Member at Large
- Mr. Ronel Obei – Member at Large

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The Corporation shall maintain no fewer than three (3) directors at any time.

2.03 Terms

Directors shall serve staggered three (3) year terms unless otherwise determined by resolution of the Board.

2.04 Regular Meetings

Regular meetings of the Board shall be held on the third (3rd) Monday of each month unless modified by majority vote of the Board. Meetings may be conducted in person or by electronic communication.

2.05 Special Meetings

Special meetings may be called by the Chair or by a majority of directors with at least 48 hours' notice.

2.06 Quorum

A majority of the current directors shall constitute a quorum.

2.07 Voting

The act of a majority of directors present at a meeting where a quorum exists shall constitute action of the Board.

2.08 Vacancies

Vacancies may be filled by majority vote of the remaining directors.

2.09 Removal

Any director may be removed by majority vote of the Board.

2.10 Compensation

Directors shall not receive compensation for service as directors but may be reimbursed for approved expenses.

ARTICLE III – MEMBERS-AT-LARGE

3.01 Role

Members-at-Large serve on the Board of Directors and hold full voting privileges.

3.02 Current Members-at-Large

- Mrs. Narah R. Benzan
- Mr. Jerel E. Ferguson
- Mr. James B. Hammond
- Mr. Ronel Obei

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3.03 Terms

Members-at-Large serve one (1) year renewable terms unless otherwise determined by the Board.

ARTICLE IV – OFFICERS

4.01 Officers

The officers of the Corporation shall be:

- Board Chair & Founder
- Vice Chair
- Treasurer
- Secretary

4.02 Current Officers

- Board Chair & Founder: Dr. Yvonne Jean-Obei
- Vice Chair: Ms. ClaudMay C. Roy
- Treasurer: Mr. Maisonel Jean
- Secretary: Ms. Jenny Julien

4.03 Duties

Board Chair

Provides strategic leadership, presides over meetings, and executes authorized agreements.

Vice Chair

Assists the Chair and assumes duties in the Chair's absence.

Treasurer

Oversees financial records, reporting, fiscal compliance, and financial reporting to the Board.

Secretary

Maintains meeting minutes, records, official notices, and governance documentation.

4.04 Terms

Officers shall serve one (1) year terms and may be re-elected.

ARTICLE V – COMMITTEES

The Board may establish committees as needed by resolution. Committees must maintain written records of actions taken and report to the Board.

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ARTICLE VI – FINANCIAL MATTERS

6.01 Fiscal Oversight

The Corporation shall maintain accurate and complete financial records.

6.02 Checks and Disbursements

All disbursements shall require authorization by the Treasurer. In the Treasurer’s absence, the Chair may authorize.

6.03 Loans

No loans shall be made by the Corporation to any director or officer.

ARTICLE VII – PROGRAM INITIATIVES

The Corporation currently operates food security initiatives serving children in Northern Haiti.

The Corporation is developing a proposed workforce development initiative in the State of Georgia known as the A.V.A.N.C.E. Pathway.

A.V.A.N.C.E. stands for Advancing Vision, Accountability, and National Credentialing Excellence.

The A.V.A.N.C.E. Pathway is designed as an 18-month structured workforce development model focused on professional standards, nationally recognized credential pathways, accountability systems, and employer-aligned competencies.

The A.V.A.N.C.E. initiative is currently in the planning and fundraising phase and will launch upon securing adequate funding, partnerships, and formal Board approval.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify directors and officers acting in good faith within the scope of their duties to the fullest extent permitted by law.

ARTICLE IX – DISSOLUTION

Upon dissolution, assets shall be distributed exclusively for charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE X – AMENDMENTS

These Bylaws may be amended by majority vote of the Board of Directors.

ADOPTION

These Amended and Restated Bylaws are adopted by resolution of the Board of Directors of Help Feed A Kid Inc. on this 19th day of January 2026.

Dr. Yvonne Jean-Obei
Board Chair & Founder

Ms. ClaudMay C. Roy
Vice Chair

Mr. Maisonel Jean
Treasurer

Ms. Jenny Julien
Secretary