

AMENDED BYLAWS BOARD POSITIONS HELP FEED A KID INC.



Amendment to Board Officer and Director Role Descriptions

This amendment is adopted to define and clarify the duties and responsibilities of the Board Officers and Directors of the organization. The following role descriptions shall be incorporated into the bylaws and shall govern the expectations, authority, and scope of each position.

Board Chair and Founder

The Board Chair and Founder shall serve as the chief volunteer leader of the organization and preside over all meetings of the Board of Directors. The Chair shall provide strategic leadership, ensure adherence to the mission, bylaws, and governing policies, facilitate effective board governance, and guide board discussions and decision-making. The Chair shall work collaboratively with officers and directors to support organizational growth, partnerships, accountability, transparency, and sustainability.

Vice Chair

The Vice Chair shall support the Board Chair in fulfilling governance responsibilities and shall assume the duties of the Chair in the Chair's absence or incapacity. The Vice Chair shall assist with strategic planning, board development, committee coordination, and oversight of organizational initiatives to ensure continuity of leadership and execution of board directives.

Treasurer

The Treasurer shall provide oversight of the organization's financial integrity and stewardship of assets. The Treasurer shall monitor financial records, review budgets and financial reports, ensure compliance with applicable accounting standards and regulatory requirements, and advise the Board on fiscal strategy and sustainability. The Treasurer may collaborate with designated staff or contractors responsible for bookkeeping and financial administration.

Secretary

The Secretary shall maintain accurate corporate records and documentation of board activities. Duties shall include recording meeting minutes, maintaining official records and governance documents, managing board correspondence as appropriate, and supporting compliance with reporting requirements and record retention policies.

Director of Communications

The Director of Communications shall provide strategic oversight of internal and external communications to ensure consistent messaging aligned with the organization's mission to support children and communities in Haiti and future workforce readiness initiatives in the United States as funding permits. Responsibilities shall include advising on communication

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strategies, public relations efforts, stakeholder engagement, and information dissemination across platforms. The Director shall support transparency, donor relations, and community awareness initiatives while ensuring messaging reflects organizational values.

Director of Programs and Outreach

The Director of Programs and Outreach shall provide board-level oversight and guidance regarding the development, evaluation, and expansion of organizational programs and community engagement initiatives supporting children in Haiti and mission-aligned initiatives as resources allow. Responsibilities shall include advising on program effectiveness, supporting outreach partnerships, promoting mission-aligned services, and ensuring programs reflect community needs and organizational goals. The Director may collaborate with committees or designated staff responsible for program implementation.

Director of Visual Media

The Director of Visual Media shall provide strategic oversight of the organization's visual identity and multimedia representation. Responsibilities shall include advising on branding consistency, visual storytelling, digital and print media strategy, and ethical use of imagery to support organizational awareness, storytelling, and fundraising efforts. The Director shall ensure visual assets reflect the mission, maintain professionalism, and enhance public engagement.

General Director Responsibilities

All Directors shall attend board meetings, contribute to strategic planning, support fundraising and advocacy initiatives, uphold fiduciary and ethical responsibilities, maintain confidentiality where appropriate, avoid conflicts of interest, and perform additional duties as assigned by the Board consistent with the mission and bylaws.

Removal and Vacancy Provision

Any officer or director may be removed for cause or failure to fulfill fiduciary responsibilities by a majority vote of the Board of Directors in accordance with applicable state nonprofit law and the organization's governing documents. Vacancies in officer or director positions shall be filled by board appointment for the remainder of the unexpired term unless otherwise specified in the bylaws.

Conflict of Interest Alignment

All officers and directors shall comply with the organization's conflict of interest policy and disclose any actual or potential conflicts that could influence decision-making. Individuals with a conflict shall abstain from voting or deliberation on related matters. Compliance with this provision shall support transparency, ethical governance, and preservation of public trust.

Committee Structure Provision

The Board of Directors may establish standing or ad hoc committees to support organizational

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governance and mission execution. Committees may include, but are not limited to, communications, programs and outreach, fundraising, governance, and visual media. Committees shall operate under board oversight and shall not exercise independent authority unless delegated by formal board action.

Indemnification Clause

To the fullest extent permitted by applicable state law, the organization shall indemnify its officers and directors against expenses, judgments, fines, and settlements incurred in connection with their service to the organization, provided such individuals acted in good faith and in a manner reasonably believed to be in the best interests of the organization.

Georgia Nonprofit Governance Compliance Statement

This amendment shall be interpreted and enforced in accordance with applicable Georgia nonprofit corporation law and shall supplement existing bylaws without superseding provisions unless expressly stated.

Effective Date Clause

This amendment shall become effective upon approval by the Board of Directors and shall be incorporated into the governing bylaws as part of the organization's official governance framework.

Board Meeting Minutes Adoption Sentence

A motion was made and seconded to adopt the Amendment to Board Officer and Director Role Descriptions as presented. The motion carried by majority vote, and the amendment shall be incorporated into the bylaws effective immediately.

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Current Roles:

- Board Chair & Founder: Dr. Yvonne Jean-Obei
- Vice Chair: Ms. ClaudMay C. Roy
- Treasurer: Mr. Maisonel Jean
- Secretary: Ms. Suze Cerne
- Director of Communications: Mrs. Narah R. Benzan
- Director of Programs & Outreach: Mr. Jerel E. Ferguson
- Director of Visual Media: Mr. Ronel Obei

Signature Block

Adopted on this 18 day of February 2026 by the Board of Directors.

Board Chair Signature: Yveanne Jean-Obei

co-Signature: Claudmay C. Roy