CONSTITUTION AND BY-LAWS OF THE FRIENDS OF THE IMCK

1.0 PURPOSE

The Friends of the IMCK is an association of persons who are banded together for the purposes of:

1.1 Expanding awareness about and concern for the *Institut Médical Chrétien du Kasaï* located at Tshikaji near the city of Kananga in the Democratic Republic of the Congo and,

1.2 Raising donations for a) a permanent endowment fund for IMCK primarily, and b) secondarily, for the current operations of the IMCK, by

1.3 Raising funds internally or in partnership with other organizations concerned about the hunger, health and well-being of the Congolese people.

2.0 OFFICERS

2.1 At a minimum, the officers of the organization shall consist of a President, a Vice President, a Financial Officer and a Secretary/Publicist. Other officer positions may be added by a majority vote of an established quorum of the Board as the need arises.

2.2 The current officers are indicated by the undersigned. Each officer is elected for a three year term of service and may be elected for a second three year term by the Board, after which he or she is expected to rotate off the board for at least one year if, and only if, no other volunteers or officers are available to replace one or more of the officers, the Board may suspend the limitations on terms of service with a two-thirds vote of the Board.

3.0 BOARD OF DIRECTORS

3.1 A Board of Directors shall be established by the organizing officers and shall be composed of the four principal officers enumerated above and committee/advisory members as the Board appoints and deems necessary or needed.

3.2 The President shall serve as Chairman of the Board.

3.3 The Board shall meet at least quarterly. Meeting date and time for the next meeting shall be set at the conclusion of the previous meeting. The President will see that a reminder of the upcoming meeting is sent out one to two weeks before the actual date. Meetings may be held with attending members by phone conference or by video teleconferencing. A quorum shall be 51% of the members of the Board at that time.

3.4 The Board shall appoint or reappoint officers and members on a schedule to be determined. Attention is directed to 2.2 for term limitations for officers and other members. The officers shall direct other aspects of the organization's functions as it deems appropriate.

4.0 PUBLICITY

In order to carry out the purposes articulated under section 1.1. the officers and Board may include a program of public information and education about the IMCK by implementing (but not limited to) such activities as: carrying out the editorial responsibilities for the IMCK periodic electronic newsletter, making presentations to the PC (USA) and other interested parties, developing and maintaining a web site and such other activities as are deemed needed and effective to accomplish the purposes of the organization.

5.0 FUNDRAISING

5.1 Consistent with the purpose articulated under section 1.2, the officers and board shall establish a permanent IMCK Endowment Fund.

5.2 The officers and Board shall develop guidelines for the fund and its usage and shall actively pursue a program of fundraising to meet those objectives.

5.3 The Board may also, at its discretion, engage in fund raising for current special projects of IMCK, primarily for the purpose of also enhancing donations to the endowment. It may also raise funds as necessary for its own operations.

5.4 These programs of fundraising may consist of any and all methods deemed appropriate and efficacious, including the establishment and management of web sites, mailing campaigns, speaking engagements, telephone contacts.

6.0 DIRECTING THE ENDOWMENT FUND

Consistent with the purposes articulated under section 1.2, the officers and Board shall provide ongoing direction on the design and management of the endowment, consistent with the following principles:

6.1 All funds raised for the endowment shall go into the endowment principal.

6.2 Only the endowment earning shall be used as described in 6.4 below. The principal shall not be drawn down except under extraordinary circumstances and with extraordinary votes of authorization as described in 6.5 below.

6.3 Until a target subscription level of one million dollars has been reached, endowment earnings shall be reinvested in the principal to achieve maximum growth. If the Board so chooses, it may redefine the target subscription level at any time so as to either open the fund for usage as described in 6.4 below or close the fund for such usage and revert to continued reinvestment of earnings into the principal.

6.4 Once the target subscription level of one million dollars has been reached and the fund is declared open by the Board, endowment earnings are to be used, without restriction, for any and all operational needs of the IMCK, as determined by the IMCK Board and their respective management. Release of funds to IMCK is to be based on requests and/or a schedule to be mutually agreed upon among the Friends of IMCK and the IMCK Board. The FIMCK Board foresees the possibility of further drives to enhance the balance of the principal. A long range goal is to have IMCK graduates also serve on the Board and provide donations to the endowment.

6.5 The above conditions are subject to modification by Friends of the IMCK (requiring a two-thirds vote of the Board and a majority vote of such other advisors, volunteers and membership as may then exist) only if conditions arise which make it permanently impossible or impractical to preserve the principal or to use the funds for IMCK as it exists at the time this constitution is adopted.

7.0 AMENDMENTS:

This document may be amended by a two-thirds vote of the Board.

This document was first ratified by the following founding officers:

Shannon Jung, President
Bill Rule, Vice President
James Woodruff, Financial Officer
Charlotte White, Secretary Publicist

It is presently signed by:

(Tinsley) Gordon Smith, MD,	Gordon Smith, MD	President
Thomas McCutchen		Vice President
William Rule		Financial Officer
Barbara Sugue		Secretary

Accepted by the FIMCK Board of Directors: October 17, 2019