



BYLAWS OF
THE GLOBAL COMMUNITY
SERVICE FOUNDATION

DATED JULY 5, 2007



**Bylaws
Of
Global Community Service Foundation**

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ARTICLE I Offices

Section 1. Principal Office

The principal office of the corporation is located at 3907 Laro Court, Fairfax, Commonwealth of Virginia.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without the state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II Nonprofit Purposes

This corporation is organized exclusively for one or more of the nonprofit purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the according section of any future tax code, including, for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III Directors

Section 1. Number

The corporation shall have at least three (3) Directors and collectively they shall be known as the Board of Directors.

Section 2. Powers

(a) Subject to the provisions of the laws of Virginia and any limitations in the Articles of Incorporation, all of the activities and affairs of this corporation shall be conducted and all of the corporate powers shall be exercised by or under the direction of the Board of Directors. Accordingly, approval of all grants and financial assistance in furtherance of the corporation's purposes, decisions not to approve

specific grants or financial assistance, the withdrawal of any prior approval of a grant or financial assistance shall be made by or under the direction of the Board of Directors.

(b) After a grant or other financial assistance has been approved, the corporation may solicit or receive funds for that grant or financial assistance; however, the approval may be withdrawn at any time by or under the direction of the Board of Directors, and any the funds so solicited or received may be used for other purposes.

Section 3. Duties

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, Agents, and Employees of the corporation;

(c) Assure that the duties of all Officers, Agents, and Employees of the corporation are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their contact information with the Secretary of the corporation, and notices of meetings mailed, sent via facsimile or emailed at such addresses shall be valid notices thereof.

Section 4. Term of Office

Each Director shall hold office for a term up to three (3) years, until the next annual meeting of the Board of Directors and until his successor is elected and qualified.

Section 5. Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, when approved by the Board of Directors. A person serving as a Director may be compensated for services provided to the corporation in any other capacity.

Section 6. Place of Meeting

Meetings shall be held at a place determined by the Chair resident in consultation with the Officers. Participation in a meeting may be by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 7. Annual Meetings

The Board of Directors shall hold a regular annual meeting once during each calendar year for the purpose of election of Officers and Directors, and the transaction of other business. Notice of this meeting shall be required.

Section 8. Other Regular Meetings

The Board of Directors shall hold at least one other regular meeting of the Board of Directors during the calendar year. Notice of these meetings shall be required.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by an Officer, any two Directors, or, if different, by the persons specifically authorized under the laws of Virginia to call special meetings of the Board of Directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

(a) Notice.

(1) Manner of giving. Notice of the time and place of special meetings may be given to each Director by one of the following methods: (i) by personal delivery or written notice; (ii) by first class mail, postage paid; (iii) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the director; (iv) e-mail; or (v) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address, telephone number, facsimile number or e-mail address as shown on the records of the corporation.

(2) Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail or telegraph shall be delivered, telephoned, sent or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(3) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

(4) Waiver of Notice. A waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of the notice.

Section 10. Quorum

At least one third (1/3) and no less than two (2) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which

the required quorum is not present, and the only motion that shall be entertained at such meeting is a motion to adjourn.

Section 11. Manner of Acting

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 12. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, stating the action to be taken, is signed by all of the Directors.

Section 13. Vacancies

(a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director.

(b) Any Director may resign effective upon giving written notice to the Board of Directors, its Chair, President, Vice Chair, or Secretary.

(c) Directors may be removed from office, with or without cause, permitted by and in accordance with the laws of this state.

(d) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by the approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy of the board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until his term expires or until his death, resignation or removal from office.

Section 14. Non-liability of Directors

Directors of the corporation shall not be liable to the corporation for monetary damages for a breach of fiduciary duties unless the breach involves: (a) a director's duty of loyalty to the corporation; (b) acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of criminal law; (c) a transaction from which the Director derived an improper personal benefit.

ARTICLE IV Officers

Section 1. Designation of Officers

The Officers of the corporation shall be a Chair, President, Vice Chair, a Secretary, and a Treasurer. The corporation may also have such other Officers with such titles as may be determined by the Board of Directors.

Section 2. Qualifications

Any member of the Board of Directors may serve as an Officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors at the annual meeting, or at any other time deemed necessary. Each Officer shall hold office for a term determined by the Board of Directors, or until he resigns, is removed, is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

The Board of Directors may remove any Officer, either with or without cause, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair, President, Vice Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board of Directors may or may not be filled, as the Board of Directors shall determine.

Section 6. Duties of Chairman

The Chair shall preside at all meetings of the Board of Directors. Subject to the supervision of the Board of Directors, the Chair shall perform all duties customary to that office.. The Chair may delegate authority and responsibility, but shall remain fully accountable to the Board.

Section 7. Duties of the President

The President shall:

- (a) Function as Chief Executive Officer of the organization.

- (b) Support the mission of the organization as determined by the Board of Directors.
- (c) Hire, supervise and evaluate staff.
- (d) Develop the annual operating budget and manage all financial affairs of the organization in accord with Board-approved policies and annual budget.
- (e) Implement the policies and procedures established by the Board of Directors.
- (f) Develop programs based on goals outlined in the general plan of the organization.
- (g) Design and implement short-term and long-range development and marketing plans.
- (h) Oversee planning, budgeting and evaluate all programs sponsored by the organization.
- (i) Foster and maintain relationships with other organizations.
- (j) Maintain day-to-day operation of the organization with limited staff and volunteer assistance.
- (k) Staff the Board and its committees as determined by the Board.
- (l) Represent the organization to the media.

Section 8. Duties of the Vice Chair

In the absence of the Chair, or in the event of his inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 9. Duties of Secretary

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein, the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provision of these Bylaws, to duly execute documents of the corporation.

(e) Exhibit at all reasonable times to any Director of the corporation, or to his Agent or Attorney, on request therefore, these Bylaws and the minutes of the proceedings of the Directors of the corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

(g) The Secretary may delegate specifically identified tasks of the Secretary to an assistant Secretary who is approved by the Board of Directors.

Section 10. Duties of Treasurer

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times to any Director of the corporation, or to his Agent or Attorney, on request therefore, the books of accounts and financial records.

(f) Render to the President and Directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

(i) The Treasurer may delegate specifically identified tasks of the Treasurer to an assistant Treasurer who is approved by the Board of Directors.

Section 11. Duties of the Executive Director

The Board of Directors of the corporation may select an Executive Director. The Executive Director shall perform such duties as are provided by these Bylaws and as are delegated to the Executive Director by the President, the Board of Directors, or the Executive Committee. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the corporation, the Executive Director shall hire, direct, and discharge all agents and employees and fix their salaries subject to the budget authorized by the Board of Directors. The Executive Director may, under the direction of the President or other Officer of the corporation, act for them as they deem appropriate and shall perform such other duties as shall be required by the Board of Directors. In the event the office of the Executive Director is not filled, the President shall perform the duties outlined above.

ARTICLE V Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee. The Executive Committee shall consist of the Chair, President, Vice Chair, Secretary, Treasurer and such other members as the Board of Directors may decide. The Board of Directors may delegate to the Executive Committee the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board of Directors may at any time revoke or modify any or all of the Executive Committee's authority so delegated, change the composition of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors at regular meetings and from time to time as the Board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are inconsistent with the provisions of these Bylaws.

ARTICLE VI Members

Section 1. Members Prohibited

The corporation shall not have any members.

Section 2. Effect of Prohibition

Any action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise vest in the members pursuant to the Virginia Nonstock Corporation Act, the rights shall vest in the Board of Directors.

ARTICLE VII Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the Executive Committee, any Officer or Agent of the corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent, or Employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by policy of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President or the Treasurer of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on the behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII Corporate Records, Reports and Seals

Section 1. Maintenance of Corporation Records

The corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or

special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Corporation Seal

The Board of Directors may adopt, use, and at will alter, a corporation seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Agent or Attorney may make in person or any inspection under the provisions of this Article and the right to inspect shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board of Directors shall cause any annual or periodic report required under the law to be prepared and delivered within the time limits set by law.

ARTICLE IX Indemnification of Directors and Officers

Section 1. Indemnification

Each Director, Officer, or former Director or Officer of this corporation and his legal representatives shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such Director or Officer as permitted pursuant to the Articles of the corporation and/or Article 9 of the Virginia Nonstock Corporation Act, Section 13.1-875 et seq.

Section 2. Insurance

To the extent consistent with the Articles of Incorporation, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, Officer, Employee or other agent of the corporation (hereinafter collectively referred to as “Agent”) against liabilities asserted against or incurred by the Agent in such capacity or arising out of the Agent’s status as such, unless the Bylaws, and/or the provisions of Article 9 of the Virginia Nonstock Corporation Act, Section 13.1-875 et seq.

ARTICLE X

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing statements or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public offices.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the nonprofit purposes set forth in Article 2 hereof.

Section 3. Distribution of Assets

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the corresponding article of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county the principal office of the corporation is located, exclusive for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4241(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI Amendment of Bylaws

Section 1. Amendment

Except as may otherwise be specified under provisions of law, the Bylaws of this corporation may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE XII Construction of Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of any future federal tax code.

Unless the context required otherwise, the general provisions, rules of construction, and definitions of the Virginia Nonstock Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting as Secretary of GLOBAL COMMUNITY SERVICE FOUNDATON, a Virginia nonprofit corporation, and the above Bylaws, consisting of 14 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on_____

Executed at: _____

Dated: _____

NAME & SIGNATURE OF SECRETARY