

2021-2022 Transition Bylaws of Akamai University

Board Approved & Signed by Executive

14 February 2021 – Updates 7 January 2022



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Article I - Offices Section 1. Principal Office

The principal office of the corporation is transferred from Hilo, Hawaii established in 2002 to Kamuela, HI 06743, as the Academic Office under the leadership of Dr. Steven Rosenblatt, and the Administration Office is located in the County of Durham, State of North Carolina, United States of America under the leaderships of Dr. Mary Jo Bulbrook.

Section 2. Other Offices

The corporation may also have offices at such other satellite campuses, or affiliate organizations, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require where they operate from, and as the Board of Directors may, from time to time, designate and approve during an on-line or in-person vetting process.

Article II - Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

On Feb. 2, 2021, the IRS was notified of the change of address and the current members of the Board of Directors.

Section 2. Mission & Goals Mission

The mission of AU is to provide exemplary quality higher education worldwide, primarily through distance learning including in person traditional means.

Goals

There are three primary goals:

1. Exemplary education programs including diploma, associate, bachelor, master, & doctorate degrees, certificate, seminars, and continuing education.

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2. Scholarly research by faculty and students.
3. Innovative community projects improving the human condition, ensuring racial equality / justice for all, and sustainability of the planet.

Article III - Directors Section 1. Number of Directors

The corporation shall have seven (7) directors known as the Board of Directors.

Section 2. Composition of Directors 2021 - 2024

The seven (7) – nine (9) directors of the Board of Directors shall include:

- ✦ University President – Board Chairperson & CEO
- ✦ President Emeritus – University Historian, Voice for History
- ✦ University Senior Vice President – Chief Academic Officer, CAO, Academic Council Chairperson
- ✦ Vice President for University Development
- ✦ Board Secretary / Treasurer
- ✦ Member at Large – Advisory Council Chairperson
- ✦ Member at Large – Alumni or Student Representative
- ✦ Member at Large – Journal Liaisons
- ✦ Member at Large – Community Service

Section 2. Nomination of Directors

All members of the exiting Board of Directors shall make nominations for new directors serving in the roles during the October meeting or at other times as deemed necessary. Nominations are to be made in writing and submitted to the Board Secretary. The Board Secretary will send notice to all nominated individuals, requesting a letter of confirmation, allowing the nomination to be submitted for vote during the January or next appropriate meeting.

Section 3. Selection of the Director Representing the University’s Academic Council The Academic Council of the University shall establish Bylaws for its operation and selection of its Chairperson for the transition of AU with the assistance of the Board officers. The Chairperson can be appointed by the Board in unusual circumstances such as the AU transition. The Academic Council Chairperson shall serve on the Board of Directors representing the Academic Council.

Section 4. Election and Confirmation of Directors

Directors will be elected or confirmed by a majority vote of the current directors. Election of new directors or confirmation of existing directors for continuation will occur as the first item of business at the annual meeting of the corporation during the month of January or at another special meeting, duly called, as required under unusual circumstances.

Section 5. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of

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Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 6. Duties

It shall be the duty of the directors to:

- (a) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- (b) Appoint and / or remove, employ, supervise, and discharge, prescribe the duties, and set any compensation, if any, for any officers, agents, and employees of the corporation (c) Meet at such times and places as required by these Bylaws.

Section 7. Term of Office

Each director shall hold office for a period of 3 years during the transition time of AU (2021 – 2024) or until his or her successor is elected or duly appointed. Thereafter, the Term of Office will be for 1 - 2 years.

Section 8. Vacancies

When a vacancy on the Board exists, nominations for new members shall be submitted by present Board members to the Secretary thirty (30) days in advance of a Board meeting except under unusual conditions that may impact the organization' functioning. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies will be filled only to the end of the Board member's term or when appropriate.

Section 9. Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated for excessive absences if s/he has three unexcused absences from Board or Executive Committee meetings in a year. A Board member may also be removed for other compelling reasons by unanimous vote of the remaining members.

Section 10. Compensation

According to its nonprofit purpose, no part of the income or profit of the corporation shall be distributed as dividends to the directors or officers. Board Members may receive compensation as allowed by law for services rendered to the corporation, and for services rendered that are over and above that normally expected of a nonprofit director. Any compensation to be paid to directors of the corporation for services rendered shall be approved by majority vote of the Board or Executive Committee in the manner designated by law and guided by these Bylaws. Directors may be reimbursed for expenses incurred in attending regular and special meetings of the Board when the situation merits and finances allow. Such reimbursements are at the discretion of the Board and determined by majority vote.

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Section 11. Regular Meetings

The Board shall meet at least annually during the month of January, at an agreed upon place and time or online. Regularly scheduled meetings of Directors shall be held quarterly, during the second week of the first month of the quarter at a time most effective for most of the directors. Members of the Board may attend meetings by telephone conferencing, videoconferencing, or computer networking technology, as agreed upon by majority vote of the Board. With majority consent of the Directors, meetings may also be held electronically in an asynchronous manner.

Section 12. Special Meetings

Special meetings may be called at any time by the Executive Committee, or written request by any three of the directors. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked at least thirty (30) days in advance of in case of special circumstances for a shorter time as long as each board member is communicated to directly the urgency of the meeting to be held. Notices of special meetings may be issued by email or phone calls.

Section 13. Meetings Notice

An official Board meeting requires that each Board member have written, email, text, or phone notice issued at least thirty (30) days in advance of the meeting unless special circumstances warrant earlier meetings. With majority consent, notices for meetings may be issued by email or online engagement.

Section 14. Quorum for Meetings

A quorum shall consist of three members present and voting. A quorum must be present before business can be transacted or motions made or passed. In cases where voting is allowed in an asynchronous manner, written replies must be received by the designated time by a quorum for the business at hand can be transacted or motions made or passed.

Section 15. Majority Action as Board Action

Every act or decision done or made by most 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.

Section 16. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be fully indemnified by the corporation permissible under the laws of this state.

Article IV - Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, Senior Vice President for Academic Council and Academic Affairs, Vice President for University Development, President Emeritus, Secretary/Treasurer. Member at Large, Advisory Council, and Member at Large, Student / Alumni Representative. The Board may designate other officers with designated titles as may be needed from time to time by the Board of Directors such as President Emeritus.

Section 2. Qualifications

Any person designated as a member of the Board of Directors may serve as officer of this corporation. The University President shall serve as Chairperson of the Board and as CEO for an indefinite period, accepted by the Board of Directors as beneficial to the University and focus on the smooth running of all activities of the University including innovative development.

Section 3. Election and Term of Office

At the regular meeting of directors held during January, officers shall be elected and confirmed by the incoming Board of Directors. Exceptions to this may be resignations, death, or other unusual circumstances. Voting for the election or confirmation of officers shall be by written ballot, email vote, survey, or online meetings. Each director shall cast one vote per vacancy. The candidate receiving the highest number of votes for the position shall be elected to serve as the officer. Confirmation of officers shall be by majority vote. Each officer shall hold office as spelled out in these bylaws until he/she resigns or is removed.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Officers of the Board may step down as an officer and remain as a voting member of the Board.

Section 5. Duties of Officers

There shall be three (3) officers of the corporation consisting of a Board President, Board Vice President, Board Secretary/ Treasurer. Their duties are as follows:

President

The President shall oversee the mission and goals of the corporation and convene regularly scheduled Board meetings, Executive Committee meetings, special meetings of the Board, and shall preside or arrange for other members of the Executive Committee to preside at each meeting and shall appoint Committee Chairs and oversee all activities of managing the University.

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Senior Vice President for Chief Academic Officer & Academic Council Chairperson

The Senior Vice President shall assist the President in overseeing the mission and goals of the university related to all academic activities including research and publications. This includes establishing written standards and policies for the University, the Institutional Review Board, research publication manual, textbook projects, and the health of the University's research journals.

Vice President for University Development

The Vice President for Academic Affairs shall initiate, and oversee actions approved by the board toward the development of topics related to quality of academic accountability the financial standing of the University, including seeking grants and sponsorship, building of affiliations, and assisting with the development of the University Alumni association.

Board Secretary / Treasurer

The Secretary shall be responsible for keeping records of Board actions, including the taking of minutes at Board meetings, sending out meeting notices, distributing copies of minutes and agendas to Board members in collaboration with the President, and assuring that corporate schedules and records are maintained. The Treasurer shall make a report at each Board meeting and shall, in coordination with the University President, and oversee the financial activities of the institution. The Treasurer shall also assist in the preparation of budgets, fiscal reports, tax, and corporate reports, and shall make financial information available to Board members and the public. These positions may or may not be held by the same person dependent on the background and interest of the candidate. In the future these positions may be separated.

Board Member at Large - Chairperson of the Advisory Council

The Board Member at Large focuses on the current need of the university as designated by the Board, stepping in as needed and / or overseeing current projects of identified by the Board.

Board Member at Large - Chairperson of the Alumni / Student Representative

The Alumni / Students Representative is the voice of the students, past, present, and future. She / he assists to all communication regarding the needs of students get recognized and addressed.

Board Member at Large - Journal Liaison Oversees AU Publications

Board Member at Large – Director of Community Services –

President Emeritus is the immediate past president of the organization to assist in the smooth transition to a new administration and acts in the role of advisory to the changes deemed necessary.

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Section 6. Executive Committee

The three officers, President, Senior Vice President for Academic Affairs, and Secretary/Treasurer shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between Board meetings. The University President is assigned the power to act on behalf of the Executive Committee and the Board of Directors under usual conditions for the operation of the corporation and is empowered to carry out the will and resolutions of the Board. A plan for the successor of the president shall be drafted to ensure a smooth transition as warranted.

Section 7. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services rendered to or for the corporation.

Article V - Committees

Section 1. Committees

The President, on behalf of the corporation shall establish 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 and shall act in an advisory capacity to the board through an appropriate designated board member.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. The Board of Directors are responsible for overseeing the work of the committees and have a voice in the execution of their duties.

Article VI - Corporate Records

Section 1. Maintenance of Corporate Records

The corporation shall keep at its headquarters, principal office, and on a secure on-line server designated by the Board Executive has access to as affirmed by the Board of Directors. Secure records will remain in perpetuity as an appropriate process initiated by the Board of Directors.

These records include:

- (a) Minutes of all meetings of directors and committees of the Board and held in secure online server designated by the board. The Board Executive all have access to the online secure server as well as a paper copy that they print or request a printed copy sent to

them.

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- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws signed by the Board Executive.
- (c) Adequate and correct books and records of its corporate bank account(s) available at secure on-line as well as paper copy locations.
- (d) Copies of all correspondence and filings with the IRS.
- (e) Records of faculty and students
- (f) Records of curriculum and research

Article VIII - Statement of Nondiscrimination

Akamai University does not discriminate based on race, religion, national origin, sex, age, handicap, or sexual orientation in its policies and practices, programs, and activities, in the provision of services, and in the hiring, firing, and promotion of personnel. Individuals seeking a grievance against the corporation shall be afforded due process in an open, orderly, and timely manner.

Article VIII - IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

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Article IX - Amendment of Bylaws

Section 1. Amendment

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors by majority vote.

Article X - Construction and 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 current Internal Revenue Code as amended from time to time, or to corresponding provisions of any future federal tax code.

Adaption of the Bylaws Signing Follows.

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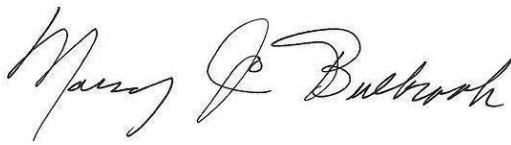
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Adoption of Bylaws

We, the undersigned Akamai University Board Executive, are the Akamai University Transition Directors of this corporation. We consent to, and hereby, adopt the revised Transition Bylaws, consisting of nine (9) pages. The accountability, directives and legal process are outlined in the Bylaws of this corporation.

Dated: 14 February 2021, Revised 15 January 2022

Signatures of Transition Incorporators



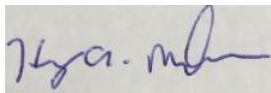
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