BYLAWS OF
WATAN USA
A VA nonstock CORPORATION

A NONPROFIT HUMANITARIAN RELIEF, EDUCATIONAL AND CHARITABLE CORPORATION

The following Bylaws are adopted for the purpose of regulating and managing the affairs and business **WATAN USA** (hereinafter “Corporation”).

SECTION I NAME AND PRINCIPAL OFFICE ADDRESS

The name of the Corporation is WATAN USA. The principal office address of the Corporation in the Commonwealth of VA, 2461 Eisenhower Ave. #035, Alexandria, VA 22314

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SECTION II TYPE OF CORPORATION

WATAN USA is a nonstock and nonprofit Corporation organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION III PURPOSES AND ACTIVITIES OF THE CORPORATION

The purpose or purposes for which the Corporation is organized and the objectives to be carried on and promoted by it are as follows:

(a) To relieve poverty by providing food and other basic essentials including medical assistance, education, and care for orphan or destitute children;
(b) To provide emergency response and medical assistance to alleviate suffering among victims of natural and other forms of disaster and to provide financial and/or material and service assistance to individuals and families either directly by **WATAN USA** or through grants to other charitable organizations domestically and abroad; and
(c) To receive charitable contributions and donations and maintain funds, real or personal property, and to utilize these resources for charitable purposes. Notwithstanding any other provision, the Corporation shall not conduct any activity not permitted to be conducted by 501(c)(3) non-profit organizations.

SECTION IV DEDICATION OF ASSETS TO NONPROFIT PURPOSES

The assets of **WATAN USA** are irrevocably dedicated to humanitarian, educational, and charitable purposes only. No part of any net proceeds or earnings of the Corporation will inure to the benefit of any private person or individual, or any director, officer, or employee of the Corporation except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in furtherance of its charitable purposes. No individual, or any director, officer, or employee of the Corporation shall be entitled to share in the distribution of any Corporation's assets on its dissolution or liquidation.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION V NO STOCK AND NO VOTING MEMBERS

The Corporation shall issue no stock and shall have no members (voting or otherwise).

SECTION VI FISCAL YEAR

The Fiscal Year of **WATAN USA** shall be from January to December of each year.

SECTION VII BILLS, NOTES, ETC.

Except as otherwise provided, all bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of **WATAN USA** and shall be signed by an Officer or duly authorized executive of the Corporation.

SECTION VIII MANAGEMENT BY A BOARD OF DIRECTORS

(a) The business affairs of the Corporation shall be managed by a Board of Directors.
(b) Directors may be residents of the Commonwealth of VA, other parts of the United States, or other Countries.
(c) The number of Directors shall be no fewer than three (3) and no greater than nine (9).
(d) Board Directors can be nominated at any time by the Board Directors.
(e) Board Directors are to be appointed by a two thirds majority vote at any time.
(f) Directors shall be elected at any time, but the start of their term is calculated from the date of the previous AGM.
(g) The term of office is two years with an automatic renewal.
(h) A Director can be voted off the Board by a two thirds majority vote at any time.
(i) Written resignation by a Board Director needs to be approved by a simple majority.
(j) The Directors may adopt a Board Covenant and any such rules and regulations for the conduct of Board meetings and for the governance and oversight of the Corporation.

(k) The Board shall hold its annual governance meeting in person in Quarter one of each year. Other Board meetings shall be at such time and place as may agree upon by the Board. Board meetings may be held in person, telephonically, or through any other suitable electronic means.
(l) No meeting shall be held without a Quorum. A Quorum shall consist of the majority of the number of Directors.
(m)Each Director shall have one vote. No voting by proxy shall be permitted. Voting may be undertaken electronically and recorded accordingly.
(n) Directors may take action without a meeting subject to notice, written consent, and the recording of the action taken in the corporate minutes.

SECTION IX BOARD OFFICERS AND CORPORATE EXECUTIVES

(a) The Board may elect a Chair, a Treasurer, and a Secretary to serve as Officers of the Corporation. The election of Officers shall take place at any time, but the start of their term is calculated from the date of the previous AGM

(b) The Chair –
• Attend all Board Meetings and comply with the Board Covenant,
• Preside over the meetings of the Board of Directors to include setting the agenda for meetings, encouraging all members to participate in deliberations, and facilitating sound decision-making in an orderly and professional manner,
• Serve as the Chair of the Executive Committee and as an ex officio member of other Board Committees,
• Delegate to and empower other board members to take ownership of assigned duties and responsibilities,
• Drive **WATAN USA´s** mission, vision, priorities and strategic planning,
• Lead **WATAN USA´s** culture for ethics, ethical practices and performance by demonstrating a strong “Tone at the Top,”
• Lead **WATAN USA´s** fundraising activities and drive for sustainability, and Monitor **WATAN USA´s** financial planning, financial reports, and annual reports.

(c) The Treasurer –
• Attend all Board Meetings and comply with the Board Covenant,
• Serve as the Chair of the Audit/Finance Committee,
• Manage, with the Audit/Finance Committee, the Board's review of and actions related to the Board's financial responsibilities including the annual audit and annual financial submissions,
• Work with the Audit/Finance Committee to develop appropriate financial controls for recommendation to the Board to:

- Ensure the financial integrity and sustainability of the organization and
- Provide “reasonable assurance” of the effectiveness and efficiency of **WATAN´s** operations, the reliability of **WATAN USA´s** financial reporting, and **WATAN USA´s** compliance with applicable laws and regulations.

• Work to ensure that appropriate financial reports are made available to the board on a timely basis,

• Present the annual budget to the Board for approval,
• Select, through the Audit/Finance Committee, the **WATAN USA´s** independent auditor, review the findings of the annual audit, answer questions about the audit, and report on the resolution of any audit issues raised, and
• Work with the Board and Audit/Finance Committee to develop long-term financial strategies for the overall success of **WATAN USA.**

(d) The Secretary –
• Attend all Board Meetings and comply with the Board Covenant,
• Serve as the lead on the Board for Governance issues and be an advocate and champion for successful governance,
• Support the Board with skills need assessments, and the recruitment and election of new Board members,
• Support the Board with the selection and assignment of Board members to Board committees,
• Solicit inputs from Board members on ideas related to the strengthening of the Board's governance and oversight,
• Lead the Board in periodic reviews of the **WATAN USA´s** Bylaws and committee organization and structure,
• Support Board meetings by ensuring that proper notice for meetings is provided in a timely manner and agendas and documentation are circulated,
• Maintain the official records of **WATAN USA**, including policies, procedures, and Board meeting minutes, and
• Oversee the registration and filing of any necessary documents with state authorities.

(e) The Board shall select a CEO to serve as the Executive Director of the Corporation. The CEO shall be empowered with full executive authority to undertake any and all actions deemed to be necessary to promote the mission of the Corporation. The CEO shall be an Employee and Officer of the Corporation.

SECTION X WORKING COMMITTEES

The Board may from time to time form Committees of the Board and appoint Committee Chairs and Members to serve on such Committees on an annual basis. By way of example the Board may form an Executive Committee, an Administration Committee, a Finance Committee, an Audit Committee, a Resources/Advancement Committee, and any other Committees as the Board may determine.

SECTION XI ADVISORY COMMITTEES

The CEO may form and appoint individuals to Advisory Committees from time to time. Advisory Committees shall have no authority or power to govern or otherwise bind the Corporation.

SECTION XII RELATED PARTIES AND CONFLICTS OF INTEREST

(a) Directors and officers of the Corporation shall not be related to each other through family or business, whether as associates, partners, or employees.
(b) The Corporation shall not enter into any business relationship or agreement with any of its officers, directors, or key employees other than through their position as an officer, director, or employee.
(c) The Corporation shall not hire or enter an employment contract with any person or individual who is related through family or business to any of its officers, directors, or key employees.
(d) The Corporation shall maintain written records of decisions related to the hiring, salary, benefits or other terms for its employees and to other business agreements, leases, loans, or contracts with other independent parties.

SECTION XIII INDEMNIFICATION

WATAN USA shall have the power to indemnify its directors, officers, agents, and employees in accordance with the applicable provisions of law, except as otherwise provided in the Articles of Incorporation. The Corporation shall indemnify and hold harmless each person and his or her heirs, executors and administrators who shall serve at any time hereafter as a director, officer, employee or agent of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter taken or omitted by him or her as such director, officer, employee or agent of the Corporation, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her willful misconduct. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein. The Corporation, its directors, officers, agents and employees shall be fully protected in taking any action or making any payment under this provision, or in refusing so to do, in reliance upon the advice of counsel.

SECTION XIV LIABILITY

Neither the Corporation not the Board of Directors shall be liable for, or bound by or assume responsibility for any and all independent action or actions taken by any of its Directors which shall include unauthorized financial transactions or obligations.

SECTION XV AMENDMENTS

These Bylaws or any part thereof may be altered, amended or repealed and new articles may be adopted only by the affirmative vote of a majority of the Board of Directors of **WATAN USA**, provided that no such action shall be taken if it would adversely affect the IRS recognition **WATAN USA**, qualification under section 501 (c) (3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent Federal tax laws.

WATAN USA, may not prescribe in its Bylaws any provisions for the regulation and management of its affairs and business, which are inconsistent with the Laws of the District of Colombia or with the Articles of Incorporation.

SECTION XVI SEVERABILITY

If any provision of these Bylaws or the application thereof to any person or circumstances shall be invalid, illegal, or unenforceable to any extent, the remainder of this Bylaws and the application thereof shall not be affected and shall be enforceable to the fullest extent permitted by law.

The Original Bylaws were duly approved and adopted by the members of the Board of Directors on this 15th day of August 2024 as the Bylaws of **WATAN USA**.

Ibrahim

Ibrahim Zayed Abu Dagga
Board Chair
WATAN USA