

BYLAWS OF PMERIT (People Merit)

Version: 2.1 **Adopted:** February 11, 2025 **Last Updated:** December 13, 2025

ARTICLE I: NAME AND PURPOSE

Section 1. Name The name of the organization is **PMERIT**, which stands for "People Merit."

Section 2. Purpose PMERIT is a nonprofit organization dedicated to providing free, accessible, AI-tutored education to liberate people from poverty through skills that lead to sustainable employment. The organization addresses global challenges such as literacy, unemployment, and inequality, starting with Nigeria and the State of Maine, USA.

Section 3. Mission Statement Provide free, accessible, AI-tutored education to liberate people from poverty through skills that lead to sustainable employment.

Section 4. Core Principles

1. **AI-First Tutoring:** No human instructors — AI tutors provide personalized, always-available learning.
 2. **Free & Accessible:** \$0 free tier with full educational content; premium tier for enhanced experience.
 3. **Global Reach:** PWA architecture for low-bandwidth regions; offline access via Service Workers.
 4. **Poverty Liberation:** Focus on employment-ready skills across all three educational tracks.
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ARTICLE II: EDUCATIONAL PLATFORM

Section 1. Three-Track Educational Model PMERIT operates a comprehensive AI-powered educational platform with three distinct tracks:

- **Track 1 (Global Remote):** Adults seeking remote careers (Outcome: Career credentials).
- **Track 2 (Local Education):** K-12 students aligned to Maine standards (Outcome: Academic credentials).
- **Track 3 (Local Career):** Trade/vocational seekers (Outcome: Pre-apprenticeship preparation).

Section 2. Track 1 — Global Remote (Career Training) Purpose: Provide career-ready skills for adults seeking remote employment opportunities. **Six Career Pathways:**

- Web Development → Full-Stack Developer
- Data Analytics → Data Analyst
- UX Design → UX/UI Designer
- Digital Marketing → Marketing Specialist
- Project Management → Project Manager
- Business Analysis → Business Analyst

Section 3. Track 2 — Local Education (Maine K-12) Purpose: Provide K-12 education aligned with Maine Learning Results. **Grade Spans:** Childhood (K-5), Early Adolescence (6-8), Adolescence (9-Diploma). **Subjects:** ELA, Mathematics, Science & Engineering, Life & Career Readiness.

Section 4. Track 3 — Local Career (CTE/Vocational) Purpose: Prepare job seekers for vocational trades and pre-apprenticeship programs. **Career Clusters:** Construction Trades, Healthcare, Manufacturing, Transportation. **Legal Positioning:** PMERIT prepares students for certification exams but does not itself grant industry certifications or licenses.

ARTICLE III: BOARD OF TRUSTEES

Section 1. Composition The Board of Trustees shall consist of four (4) members, namely:

- **Chairperson:** Idowu J. Gabriel
- **Secretary:** Kayode Sofolahan
- **Treasurer:** Blessing Aluge
- **Bookkeeper:** Joy Aluge

Section 2. Powers and Duties The Board of Trustees shall:

1. Oversee the governance, mission, and strategic direction of PMERIT.
2. Approve budgets, financial decisions, and organizational policies.
3. Appoint officers to fulfill day-to-day operational roles.
4. Ensure alignment of all branches with global organizational objectives.

5. Oversee platform development and educational quality.

Section 3. Term of Office Trustees shall serve a term of five (5) years and may be re-elected for additional terms.

Section 4. Meetings Regular meetings shall be held monthly. Special meetings may be called by the Chairperson or any two trustees with at least 7 days' notice.

Section 5. Quorum and Voting A quorum for Board meetings shall consist of three (3) trustees. Decisions shall be made by a simple majority vote of trustees present.

Section 6. Removal and Vacancies A trustee may be removed for cause by a two-thirds majority vote of the Board. Vacancies shall be filled by the remaining trustees for the unexpired term.

ARTICLE IV: OFFICERS

Section 1. Officers The officers of PMERIT shall include:

- **Chairperson (Idowu J. Gabriel):** Presides over Board meetings and represents PMERIT in official matters.
- **Secretary (Kayode Sofolahan):** Maintains meeting minutes, correspondence, and records.
- **Treasurer (Blessing Aluge):** Oversees financial management, budgeting, and reporting.
- **Bookkeeper (Joy Aluge):** Assists in maintaining accurate financial records and tracking expenses.

Section 2. Term and Reelection Officers shall serve for a term of five (5) years and may be re-elected for additional terms.

ARTICLE V: PLATFORM TECHNOLOGY

Section 1. Technology Stack PMERIT operates on a serverless-first architecture using Cloudflare Pages, Cloudflare Workers, Neon PostgreSQL, Workers AI, and Resend.

Section 2. Production URLs

- **Frontend:** <https://pmerit.com>

- **API:** <https://pmerit-api-worker.peoplemerit.workers.dev>

Section 3. AI Tutor System PMERIT employs six AI tutor personas tailored to track and age group, ranging from "Professor Ada" (Professional) to "Ms. Sunshine" (K-2 Encouraging).

ARTICLE VI: CREDENTIALING SYSTEM

Section 1. Credential Hierarchy PMERIT issues credentials at five levels:

1. Micro-Credential
2. Module Badge
3. Course Certificate (Blockchain verified)
4. Career-Ready Credential (Blockchain verified)
5. PMERIT Diploma (Blockchain verified)

Section 2. Blockchain Technology Credentials at Levels 3-5 are anchored on the Polygon blockchain (Layer-2 Ethereum) for verification and portability.

Section 3. Credential Privacy Credentials are private by default. Students explicitly choose what to share.

ARTICLE VII: FINANCIAL MANAGEMENT

Section 1. Fiscal Year The fiscal year of PMERIT shall be from February 1 to January 31.

Section 2. Pricing Model

- **Free:** \$0/month (Full courses, AI tutor, offline PWA).
- **Premium:** ~\$9.99/month (Enhanced AI, realistic TTS, advanced avatar).

Section 3. Financial Oversight The Treasurer and Bookkeeper shall ensure proper financial records are maintained. All funds shall be used exclusively to achieve the organization's objectives.

Section 4. Audits The Board shall appoint an external auditor to conduct an annual financial review.

ARTICLE VIII: PARENT PORTAL

Section 1. Minor Student Oversight All K-12 students (under 18) require parent/guardian oversight through the Parent Portal.

Section 2. Age-Based Access Controls

- **Under 13 (Child):** Parent manages everything (COPPA compliance).
 - **13-17 (Teen):** More autonomy, parent oversight.
 - **18+ (Adult):** Full independence.
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ARTICLE IX: COMMITTEES

The Board may establish committees as needed to advance the mission of PMERIT.

ARTICLE X: AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of the trustees during a regular or special meeting, provided 14 days' written notice is given.

ARTICLE XI: DISSOLUTION

In the event of dissolution, the remaining assets of PMERIT shall be distributed to an organization with similar objectives, as determined by the Board of Trustees, in accordance with applicable laws.

ARTICLE XII: CONFLICT OF INTEREST POLICY

Section 1. Purpose The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

Section 2. Definitions

- **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Section 3. Procedures

- **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- **Recusal:** Any interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ARTICLE XIII: SIGNATURES

Chairperson: _____ Date: _____ **Idowu J.**
Gabriel

Secretary: _____ Date: _____ **Kayode**
Sofolahan

Treasurer: _____ Date: _____ **Blessing**
Aluge

Bookkeeper: _____ Date: 2/11/2025 **Joy Aluge**