



United Brothers & Sisters of Sierra Leone (UBSSL)

SHINING LIGHT FOR ALL
P.O. Box 3108, Corona, CA 92878
(909) 641-3767
www.ubssl.org



AMENDED AND RESTATED BYLAWS

OF

UNITED BROTHERS AND SISTERS OF SIERRA LEONE (UBSSL)

(amended and restated October 26, 2018)



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BYLAWS OF THE UNITED BROTHERS AND SISTERS OF SIERRA LEONE (UBSSL)

Article 1

Name and Purpose

Section 1

The name of the corporation shall be the United Brothers and Sisters of Sierra Leone (UBSSL).

Section 2

The specific purpose of this organization is to unify Sierra Leoneans in Southern California and the rest of the United States so that we could regard ourselves as Brothers and Sisters, irrespective of our tribal, political and religious origins in Sierra Leone. We also aim to assist in providing modern educational opportunities including financial scholarships for the underserved and underprivileged in Sierra Leone by partnering with individuals, organizations and corporations. Here in the United States we aspire to promote and teach Sierra Leone's culture to the local community, and also to render financial assistance in the form of scholarships to needy but deserving students.

Article 2

Membership

Section 1

Membership to the United Brothers & Sisters of Sierra Leone (UBSSL) association shall be open to all Sierra Leoneans over age eighteen (18) and descendants of Sierra Leone irrespective of ethnic background or religious belief. Membership shall be defined as the member, his or her spouse and their children under eighteen (18) years old.

Members are active if they are current in their dues and financial obligations (any amount owed to UBSSL) or if they are not more than three months' delinquent. Additionally, the following conditions must be met to maintain an active status: 1) Attend meetings regularly with no more than three (3) unexcused absences annually; 2) participate in UBSSL's Annual Fundraising event by selling dance tickets, and brochure ads as applicable; and 3) Promote a positive image of UBSSL within the local community.

Members are inactive if they have not paid their membership dues and other financial obligations to UBSSL for a period of three months. Their total obligations will continue to accrue as long as they are inactive until a letter of resignation is submitted by the inactive member. Not meeting the additional conditions (1), and/or (2) mentioned above automatically results in an inactive status. An inactive member has no privileges and will not be allowed to participate in active membership discussions and deliberations or any other UBSSL function. An inactive member who does not attend a meeting will not receive communication on the deliberations of that meeting.

Section 2

Accepted members shall pay a registration fee of \$40.00. Monthly dues of \$20.00 will be effective the subsequent month. The monthly dues cover the member's spouse and minor children. Members who have paid a total of \$200 of monthly dues by the end of the March meeting are considered to be paid in full for the year.



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Section 3

Membership rights are NOT transferrable and shall cease upon the member's death.

Section 4

Membership shall terminate when a member gives notice of termination delivered to the president or secretary. Upon the recommendation of the board, and by a two-thirds majority vote of the general membership present at the subsequent meeting, any member or officer of UBSSL may be suspended, impeached, and suspended indefinitely for acts contrary to the mission and vision of UBSSL. This includes engaging in extramarital affairs with the spouse of any other member of UBSSL. Members who are inactive for twelve consecutive months are automatically suspended indefinitely. Suspended members do not have rights or privileges in UBSSL. Suspension shall not relieve a member of unpaid dues, or other charges previously accrued. Upon the recommendation of the board, and by a two-thirds majority vote of the general membership present at the subsequent meeting, a suspended member or officer shall be reinstated to Active status.

Section 5

A member of UBSSL is not personally liable for the debts, liabilities, or obligations of UBSSL. Any member who is dismissed or voluntarily quits UBSSL will not be entitled to a refund of dues and contributions.

Article 3

Board of Directors (Board)

Section 1

The Board is responsible for overall policy and direction of the organization, and it delegates responsibility for day-to-day operations to the Organization members. The Board shall have up to five (5) and not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

Section 2

Election of directors will occur as the last item of business at the June meeting of the organization. Directors will be elected by a simple majority vote (one vote per member) of the active members present during the meeting. To be eligible for election, a board of director must have been a member for at least one year and without any financial obligation to UBSSL.

Section 3

All Board members shall serve two year terms, but are eligible for re-election if they meet the conditions in Article 3, Section 2 above.

Section 4

Board members must have a sound knowledge in computer technology or are willing to learn. Board member duties are as follows:

A. President

The president is the captain of the "UBSSL Ship". He/She is charged with constantly steering this vessel towards the vision and goals of UBSSL. The president shall preside at all meetings and must ensure that meetings are



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orderly, and start and end on schedule. The president must be one of the two signatories to all bank accounts and shall be the final person to approve all UBSSL expenditures. When necessary he shall be the custodian of the check books. He shall ask any board member to assist in other areas as necessary to ensure the smooth and efficient running of the organization. The president may exercise veto powers over all decisions taken by the membership especially when he/she feels that the decision runs contrary to the interest of UBSSL. A vote of two-thirds of registered members is required to override the presidential veto.

B. Vice President

The Vice President shall perform all the duties of the President when the latter is unavailable. The Vice President shall have all the powers of the President vested in him when acting in the capacity of President.

C. Secretary General

The Secretary General shall serve as a medium of communications among members of UBSSL. He/She shall take minutes at all meetings of the association. The Secretary General is the custodian of all records of UBSSL. He/She must maintain a book of all meeting records which must be readily available at all meetings for reference. In the event that both the president and vice president are absent from a meeting, the secretary general shall preside as president and one member shall be appointed to take notes. The Secretary General must have an updated list of member contact information at all times. He/She must also keep extra copies of the constitution to provide to new members.

D. Treasurer

The treasurer shall:

Be the custodian of all finances of UBSSL. Maintain an accurate record of all financial transactions of UBSSL. Disburse funds of UBSSL as directed by the board. Deposit into the UBSSL account within three working days all money collected at monthly meetings. Forward a copy of the deposit receipt to the president no more than five days after the money has been handed over for deposit. Receive and give receipt for all monetary transactions conducted on behalf of UBSSL. Submit a comprehensive financial report to UBSSL every quarter. Make readily available for audit all financial records and books. Pay monthly dues at meetings to the president who will then issue a receipt for this transaction. At each meeting give a financial report detailing balance brought forward, and member monetary transactions.

Section 5

When a vacancy on the Board exists, nominations for new members may be received from present members by the Secretary two weeks in advance of a membership meeting. These nominations shall be sent out to members with the regular announcement, to be voted upon at the next meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 6

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the general membership.



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Article 4 **Meetings**

Section 1

Monthly meetings shall be held on the last Saturday of every month.

Section 2

Meetings shall take place at the residences of members of UBSSL on a rotational basis, and shall occur between the hours of 5:00 pm and 8:00 pm. If and when necessary, modifications may be made as necessary.

Section 3

Members are required to attend all meetings. A member who is unable to attend a scheduled meeting shall inform the secretary ahead of time.

Section 4

A simple majority of members which must include at least two of either of the President, Secretary General, or Treasurer is required to convene a full meeting and transact business on behalf of UBSSL. If there is however, a need for a meeting to be convened but the requirement above cannot be met, a sub-group meeting shall be held with all business and transactions made in that meeting forwarded to the next full meeting for further consideration and or ratification.

Section 5

The president shall preside over all general meetings, with the vice president substituting for the president when he/she is unavailable. In the event where the president and vice president are both unavailable, the secretary shall preside over the meeting. Meetings shall commence with prayers.

Section 6

The official languages through which meetings shall be conducted are either English or Krio.

Section 7

The president may summon an emergency meeting at any time if he/she feels that the nature of business to be conducted at that meeting is of such urgency that it cannot be deferred to the next regular meeting.

Section 8

Personal functions of members will not be held in conjunction with UBSSL's monthly general membership meeting.

Article 5 **Committees**

Section 1

The President may appoint standing and ad hoc committee Chairs as needed.



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Article 6 **Benefits**

All services provided to the organization by members are done on a voluntary basis and no compensation is provided to members accordingly. In addition, there is no benefit provided to members for their association with the organization.

Article 7 **Fiscal Policies**

Section 1

The fiscal year of the board shall be July 1st to June 30th.

Article 8 **Conflict of Interest Policy**

Section I **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (United Brothers and Sisters of Sierra Leone) 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. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II **Definitions**

1. 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.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section III, Section 2, a person who has a



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financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III

Procedures

1. 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.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine



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whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V

Compensation

Only expenses incurred by a member on behalf of the organization that have prior approval by the board of directors qualify for reimbursement. No other compensation is provided accordingly.

Section VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Section VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



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Article 9 **Amendments**

Section 1

These by-laws may be amended by a two-third vote of members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are submitted to the Secretary (at least one week prior to said meeting) to be sent out with regular meeting announcements.

These amended and restated Bylaws were approved at a general membership meeting of the members of United Brothers and Sisters of Sierra Leone on October 26, 2018.



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CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

The undersigned hereby certifies that he or she is duly elected, qualified, and the current President of UBSSL, a California non-profit corporation and that the foregoing amended and restated bylaws, comprising eight (8) pages, were adopted as the corporation's bylaws on October 26, 2018 by the corporation's members.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 26th day of October, 2018.

Abdul Kassim, President