



***Southern California United Brothers & Sisters
of Sierra Leone (So-Cal UBSSL)***

EIN: 84-2787358

P.O. Box 674 Corona, CA 92878

www.socalubssl.org



BYLAWS OF
SOUTHERN CALIFORNIA UNITED BROTHERS AND SISTERS OF SIERRA LEONE
(So-Cal UBSSL)
(September 14, 2019)



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BYLAWS OF SOUTHERN CALIFORNIA UNITED BROTHERS AND SISTERS OF SIERRA LEONE (*So-Cal UBSSL*)

Article 1

Name and Purpose

Section 1

The name of the corporation shall be Southern California United Brothers and Sisters of Sierra Leone.

Section 2

The specific purpose of Southern California United Brothers and Sisters of Sierra Leone (So-Cal UBSSL) is to provide support for the poor and underprivileged and promote positive native traditions and culture in Sierra Leone and Southern California. We also aim to assist in providing modern educational opportunities including financial scholarships 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 render financial assistance in the form of scholarships to academically distinguished and financially deprived students.

Article 2

Membership

Section 1

Membership to So-Cal UBSSL is open to all Sierra Leoneans over age eighteen (18) and descendants of Sierra Leone irrespective of ethnic background or religious belief. Membership is 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 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; 2) participate in So-Cal UBSSL's Annual Fundraising event; and 3) Promote a positive image of So-Cal UBSSL within the local community.

Members are inactive if they have not paid their membership dues and other financial obligations to So-Cal UBSSL for a period of three months. Their total obligations will continue to accrue if 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 So-Cal 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 June meeting are paid in full for the year.

Section 3

NOT used.



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Section 4

Membership shall terminate when a member gives a notice of resignation delivered to the president or Sec-Gen. 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 So-Cal UBSSL may be suspended, impeached, and suspended indefinitely for acts contrary to the mission and vision of So-Cal UBSSL. This includes engaging in extramarital affairs with the spouse of any other member of So-Cal UBSSL. Members who are inactive for twelve consecutive months are automatically suspended indefinitely. Suspended members do not have rights or privileges in So-Cal 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 unless if that member was suspended/terminated for engaging in extra marital affairs as stated above.

Section 5

A member of So-Cal UBSSL is not personally liable for the debts, liabilities, or obligations of So-Cal UBSSL. Any member who is dismissed or voluntarily quits So-Cal 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 So-Cal UBSSL, and it delegates responsibility for day-to-day operations to So-Cal UBSSL members. The Board shall have up to five (5) and not fewer than three (3) members. The board receives no compensation other than reasonable expense reimbursements.

Section 2

Election of directors will occur as the last item of business at the June meeting of So-Cal UBSSL. 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 director must have been a member for at least one year and without any outstanding financial obligation to So-Cal UBSSL.

Section 3

All Board directors 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 directors must have a sound knowledge in computer technology or are willing to learn. Board director duties are as follows:

A. President

The president is the general manager and chief executive officer of So-Cal UBSSL. He/She is charged with ensuring So-Cal UBSSL's activities are compliant and in furtherance of its mission. The President shall preside at all meetings and must ensure that meetings are orderly and start and end on schedule. The President must be one of the two



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signatories to all bank accounts and shall be the final person to approve all So-Cal UBSSL expenditures. When necessary he/she shall be the custodian of the check books. He/She shall ask any board member to assist in other areas as necessary to ensure the smooth and efficient running of So-Cal UBSSL. 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 So-Cal 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 President is unavailable. The Vice President shall have all the powers of the President vested in him/her when acting in the capacity of President.

C. Secretary General (Sec-Gen)

The Sec-Gen shall serve as an active conduit for communication between the board and members by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. The Sec-Gen shall be knowledgeable of So-Cal UBSSL's records and related materials and shall be able to provide advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at a meeting or a new amendment to state corporate law, for example. The Sec-Gen shall aim to be helpful to the board as they discharge their fiduciary duties. The Sec-Gen is also charged with recording accurate minutes and be aware and sensitive to any special or confidential information discussed at a meeting. As the custodian of So-Cal UBSSL's records, the Sec-Gen is responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing deadlines. The Sec-Gen shall have a calendar of filing deadlines to include a filing with the California Secretary of State, the California Attorney General, the California Franchise tax Board, and the IRS. The Sec-Gen is responsible for sending out press releases, reviewing and updating documents as necessary, and ensuring all documents are safely stored and readily accessible for inspection by directors and/or members. If both the president and vice president are absent from a meeting, the Sec-Gen shall serve as meeting chair and one member shall be appointed to take minutes.

D. Treasurer

The Treasurer is charged with overseeing the management and reporting of So-Cal UBSSL's finances including such basic tasks as selecting a bank, reconciling bank statements, and managing cash flow. The Treasurer shall be knowledgeable about who has access to So-Cal UBSSL's funds and any outstanding bills or debts owed. The Treasurer shall create and maintain systems for ensuring So-Cal UBSSL's ongoing solvency and develop the So-Cal UBSSL's financial policies including check signing authority, expense reimbursement, and petty cash policies. The Treasurer is responsible for preparing an annual budget, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget. The budget shall be reviewed and approved by the board, however, the Treasurer shall be prepared to explain and justify the document. The Treasurer shall prepare So-Cal UBSSL's quarterly and all required financial reports. The Treasurer is also responsible for completing required financial reporting forms (including the IRS Form 990) in a timely manner and making these forms available for the board's review. The Treasurer shall keep the board apprised of key financial events, trends, and concerns, and his/her assessments of So-Cal UBSSL's fiscal health. The Treasurer shall maintain accurate financial records of So-Cal UBSSL and disburse So-Cal UBSSL funds as directed by the board. The Treasurer shall deposit into the So-Cal UBSSL account within three working days all money



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collected at monthly meetings and forward a copy of the deposit receipt to the president no more than five days after the money has been handed over for deposit. He or She shall pay monthly dues at meetings to the president who will then issue a receipt for this transaction. At each meeting, the Treasurer shall give a financial report detailing balance brought forward, and member monetary transactions. The Treasurer shall have desirable skills such as financial literacy, attention to detail, timeliness in completing tasks, clear and accurate record keeping, and a willingness to ask questions.

E. Social Secretary

The Social Secretary is responsible for planning and directing public relations programs designed to create and maintain a favorable public image for So-Cal UBSSL. He or She shall plan and direct activities to solicit and maintain funds for special projects. The Social Secretary is responsible for things like donor relations, community relations and public relations. This includes responsibility for social media presence and marketing materials. He or She leads task forces that are responsible for managing time-limited social tasks or events, for example put together group of volunteers for community development activities. He or She not only ensures that So-Cal UBSSL throw its affairs, but also plans a presence at other events. The core mission of the Social Secretary is to organize social events that highlight So-Cal UBSSL. As the Social Secretary, you coordinate these events from start to finish and you are expected to put together, present and maintain the social calendar for So-Cal UBSSL.

Section 5

When a vacancy on the board exists, active members shall send nominations for a new board director to the Sec-Gen two weeks in advance of a membership meeting. The nominations shall be sent out to members with the regular announcement, to be voted upon at the next meeting. Vacancies will be filled only to the end of the vacant board director's term.

Section 6

Resignation from the Board must be sent in written format to the Secretary General. A Board member shall be dropped for excess absences from the Board if he/she 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.

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 So-Cal UBSSL members on a rotational basis and shall commence between the hours of 5:00 pm and 8:00 pm. If necessary, modifications may be made.

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.



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Section 4

A simple majority of members which must include at least two board directors is required to convene a full meeting and transact business on behalf of So-Cal 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 English and Creole.

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

Monthly membership meeting hosts having a private event on the same day of a meeting shall commence their event only after the conclusion of the So-Cal UBSSL meeting.

Article 5 **Committees**

Section 1

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

Article 6 **Benefits**

All services provided to So-Cal UBSSL by its 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 So-Cal UBSSL.

Article 7 **Fiscal Policies**

Section 1

The fiscal year of So-Cal UBSSL and the board of directors shall be July 1 to June 30.



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Article 8 **Conflict of Interest Policy**

Section I

Purpose

The purpose of the conflict of interest policy is to protect So-Cal UBSSL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of So-Cal UBSSL 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 So-Cal UBSSL has a transaction or arrangement,
- b.** A compensation arrangement with So-Cal UBSSL or with any entity or individual with which So-Cal UBSSL has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which So-Cal UBSSL 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 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



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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 So-Cal UBSSL 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 So-Cal UBSSL'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 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 So-Cal UBSSL that have prior approval by the board of directors are qualify for reimbursement. No other expense can be reimbursed.



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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 So-Cal UBSSL 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 So-Cal UBSSL 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 So-Cal UBSSL'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, So-Cal UBSSL 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.

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 Bylaws were approved at a general membership meeting of the members of So-Cal UBSSL on September 14, 2019.



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CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that he or she is duly elected, qualified, and the current President of So-Cal UBSSL, a California non-profit corporation and that the foregoing bylaws, comprising eight (8) pages, were adopted as So-Cal UBSSL's bylaws on September 14, 2019 by the So-Cal UBSSL members.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 14th day of September 2019.

Francis Gbondo, President