

SWAHILI COMMUNITY GROUP BY-LAWS

By-Laws to be followed by Membership:

Note: “Members” means all committee and registered members unless otherwise stated.

The Swahili Community Group will be addressed as “SCG” herein.

SCG MISSION

Our mission is to bring together members of the Swahili Community from East Africa, living in North Carolina and enhance their community engagement through; providing members support during times of need, supporting assimilation into the USA, engagement in civic activities their communities, establishing mentoring programs, and encouraging charitable giving to causes in their new communities.

SCG CODE OF CONDUCT

All members of the SCG will be expected to abide by these by-laws and all laws stated in the State of North Carolina and the United States of America. Members of the Committee are allowed to miss no more than two (2) consecutive meetings in a given year.

No member may attend any SCG function or meeting under the influence of drugs, alcohol, or any controlled substance.

No SCG member may engage in the use of violence, profanity, slander, personal attacks, or disruptive behavior of any sort while present at any SCG function.

SCG MEMBER MEETINGS

The annual meeting of the members of the SCG shall be held in August following the close of the fiscal year of the SCG in July for the purpose of electing officials, and transacting other business as may properly come before the meeting.

The Committee shall meet as the need arises, either in person or electronically. Special meetings may be called by the SCG committee or by the Chairperson or at the written request of 10% of the membership or as otherwise required.

under the provisions of the Law of the State of North Carolina. Notices for the calling of such special meetings shall be given to all members in writing or electronically within 10 days prior written notice. All meetings of members shall be held at such other place(s) as shall be designated by the Committee.

Payments

Enrollment, Annual fees and Recoupment dues will be directly deposited into the SCG account at any Bank of America. Bank information will be provided along with the membership application package.

Membership

A person shall be considered a member upon:

- 0 Completed membership application with required documentation.
- 1 The expiration of the three (3) month probationary period.
- 2 Confirmed and processed application dues.

Requesting Assistance

In the event of a death of a member or designated family or relative of a member, the estate of the member or the member should contact the SCG Executive members (Chairman, Secretary, Treasurer) via e-mail, voice-call or text.

Processing requested assistance.

Upon request the following will happen

- 3 The SCG executive committee will hold a meeting to review requests.
- 4 The executive committee will request additional information along with supporting documents from the requesting member.
- 5 Upon receipt of the additional information and supporting documentation, the executive committee will inform the member or estate of the member of their discretionary decision.
- 6 If the executive committee decides to make payment, it will immediately notify the member or the estate of the member and will issue payment within five business days depending on the availability of Funds.

Quorums

I. Except as otherwise provided herein, or by statute, or in the Articles of Incorporation, such Articles and any amendments thereof being hereinafter

collectively referred to as “Articles of Incorporation”, at all meetings of members of the Organization, the presence at the commencement of such meetings in person or by proxy of members representing at least 1/3 of the total number of members in the SCG, shall be necessary and sufficient to constitute a quorum for the transaction of business. The withdrawal of any member after the commencement of the meeting shall have no effect on the existence of a quorum after a quorum has been established.

II. Despite the absence of a quorum at any annual or special meeting of members, the members, by majority of the votes cast by members entitled to vote thereon may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

Voting

I. Except as otherwise provided by statute or by the Article of Incorporation, any SCG action, other than the election of committee officials to be taken by the members, shall be authorized by a simple majority vote.

II. All resolutions passed shall be and will constitute action by such members to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of members.

III. Every Member has the right to vote.

IV. The right to vote may be suspended when a member is not in good standing.

SCG COMMITTEE

I. The number of Committee Officials of the SCG shall be five (5), unless and until otherwise determined by the vote of a majority of the entire Committee. The offices to be filled will be of The Chairperson, Secretary, Treasurer, Vice-Secretary and Vice - Chairperson.

II. Except as may otherwise be provided herein or in the Article of Incorporation, the Committee Officials shall be elected by a majority of votes cast at a meeting of members entitled to vote in the election.

III. Officials of the SCG shall, unless otherwise provided by the Committee, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these Bylaws, or as may from time to time be specifically conferred or imposed by the Committee. The Chairperson shall be chief executive officer of the SCG.

IV. Each Official shall hold office until the annual meeting of members next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

V. The Committee Officials shall be responsible for the control and management of the affairs, property and interests of the SCG, and may exercise all powers of the SCG, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the members.

Duties and Powers of the Executive Committee

Chairperson: Convenes meetings, officially notifies members of emergencies, receives resignations from committee members.

Vice-Chairperson: Assists the Chair in all duties and assumes chairperson's responsibilities in his/her absence.

Secretary: Maintains all organizational documents, except financial documents, and initiates communications of meetings and other events.

Vice- Secretary: Assists the Secretary in all duties and assumes the Secretary's responsibilities in his/her absence.

Treasurer: Maintains the organization's financial documents and general financial matters.

Vacancies

Any vacancy in the Committee occurring by reason of the death, resignation, removal (unless a vacancy created by the removal of a Committee member by the SCG membership shall be filled by the members at the meeting at which the removal was effected) or inability to perform their duties, shall be filled for the unexpired portion of the term by succession of the Vice Chairman to Chairman, Treasurer to Vice Chairman, Secretary to Treasurer, and selected appointed member to Secretary at a special meeting of the Committee called for that purpose.

Resignation

Any Committee Member may resign at any time by giving written notice to the Committee, the Chairman or the Secretary of the SCG. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Committee or such Committee Official, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

Any Committee Member may be removed with good cause shown at any time by the membership, at a special meeting of membership called for that purpose, and may be removed for cause by action of the Committee Officials.

Salary

No stated salary shall be paid to Committee Members, acting in their capacities, for their services.

Transfer of Membership

- I. There shall be no transfer of membership.
- II. The SCG shall be entitled to treat the holder of record of membership as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such membership on the part of any other person, whether or not it shall

have actual or other notice thereof, except as otherwise expressly provided by law

Conflict of Interest

The purpose of the Conflict-of-Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise 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 corporations/organizations and is not intended as an exclusive statement of responsibilities.

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 isn't 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.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt

Dissolution Clause

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.

Fiscal Year

The Committee shall fix the fiscal year of the SCG from time to time, subject to applicable law.

SCG Seal

The SCG seal, if any, shall be approved from time to time by the Committee.

Amendments

I. All by-laws of the SCG shall be subject to alteration or repeal, and new by-laws may be made by a majority vote of members during the General Conference.

II. The Committee shall have the power to make, adopt, alter, amend and repeal, from time to time, by-laws of the SCG by majority vote.

MISCELLANEOUS PROVISIONS Severability

In the event any provisions of these by-laws are declared invalid or unenforceable by a North Carolina Court, the remaining provisions of these by-laws not so declared invalid or unenforceable shall remain and continue in full force and effect.

Violations of By-Laws

I. Violation of these by-laws by any member of the Committee may result in expulsion from the Committee and/or expulsion from the SCG and/or expulsion from any SCG function without opportunity for reimbursement of any contributions, fees, or any other considerations tendered prior to expulsion.

II. Violation of these by-laws by any member of the SCG may result in expulsion from the SCG and/or expulsion from any SCG function without opportunity for reimbursement of any contributions, fees, or any other considerations tendered prior to expulsion.

Adoption

The undersigned certify the foregoing by-laws have been adopted as the first by-laws of the SCG, in accordance with the requirements of the Corporation Law. These by-laws shall become effective immediately upon their adoption.

Certificate of Secretary

I. Joyce Simon Gor certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above By laws are of this Corporation/Organization, as adopted by the Board of Directors on ____ June 18, 2020____, and that they have not been amended or modified since the date above.

2. EXECUTED on this ____9th____ day of ____March 2023____, in the County ____ WAKE____ in the State of North Carolina

