BYLAWS OF THE SUDANESE AMERICAN ASSOCIATION OF CENTRAL FLORIDA

ARTICLE 1 OFFICES

Section 1. Principal Office

The principal office of the organization is located at Orange County, City of Orlando, State of Florida.

Section 2. Change of Address

The designation of the county of the organization's principal office may be changed by amendment of these Bylaws. The Executive Committee may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address:

_____

Dated: _____, 20__

ARTICLE 2 NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes

This community is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives

This is a non-political, non-religious and non-ethnic organization formed for the purpose of providing mutual assistance among people of Sudanese decent in response to the growing needs of the community in Central Florida. It is formed exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code. The primary objectives of this organization shall be:

a. To bring together all Sudanese in the Central Florida into a voluntary union to represent and collectively advance the economic and social well-being of the community.

b. To preserve Sudanese culture in order to both nurture our historical identity and to promote understanding with the community at large, and

c. To develop and strengthen relationships with similar mutual associations, organizations, state, and federal entities that can be of assistance to our community.

ARTICLE 3 MEMBERSHIP, RIGHTS AND OBLIGATIONS

Section 1. Membership

For the purpose of this paragraph, there are two types of membership:

a. **Full Member:** is a qualified individual of the age of majority in the state of Florida and is of Sudanese decent or spouse of a member who is of Sudanese decent. A person from Sudanese decent is defined as an individual whose parent(s) is/are Sudanese by birth or naturalization. To qualify for this type of membership the individual must fill in the membership application form, pay the membership fee and be approved by the Board of Directors.

b. **Honorary Member**: is an individual of the age of majority in the state of Florida and is NOT of Sudanese decent and the Board of Directors considers his/her membership to benefits the Sudanese community. To qualify for this membership the individual must fill in the application form, receive a written recommendation from at least one full member, pay the applicable fees and be approved by the Board of Directors.

Section 2. Rights and Obligations

a. Full members and their dependents are entitled to all services and benefits offered by the organization in accordance with these bylaws and proceedings of the general assembly.

b. Honorary members are not eligible to vote or run for election to any office but are entitled to all services and benefits offered by the organization in accordance with these bylaws and proceedings of the general assembly.

c. There shall be a monthly membership fee of $20 due on the first day of each calendar month. All Members may elect to pay their membership dues in advance for up to twenty-four calendar months. Eligible individuals who are full time K12 or undergraduate students and are not employed and individuals who are not students but are unemployed are exempt from paying the membership fees and are entitled to all services and benefits offered by the organization including voting rights. Graduate students and honorary members are not exempt.

d. Nonpayment of the membership fees for three months or more will result in suspension of the individual and/or family membership. Such members shall be suspended and unqualified to vote or run for office until the outstanding balance is fully paid. Suspended members may participate in community activities and events upon payment of an activity fee of a minimum of $20.00 per event. A Sudanese individual/ family who lives in central Florida area and chooses not to join the SAAOCFL can attend the community events after paying a minimum of $20.00 per event (fee will be assigned by the committee per event).

e. All members and their dependents are required to abide by these bylaws, proceedings of the general assembly and the Executive Committee, and the United States of America, city, state, and federal laws.

ARTICLE 4 EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. Designation of Officers

The officers of the organization shall be President, Vice President, Secretary, Treasurer, Vice Treasurer, and/or Two or Four other members.

Section 2. Qualifications

Officers shall be members of the organization and of the age of majority in this state.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this organization, the activities and affairs of this organization shall be conducted, and all corporate powers shall be exercised by or under the direction of the Executive Committee.

Section 4. Duties

It shall be the duty of the Executive Committee to:

a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by the proceedings of the general assembly or by these Bylaws.

b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of agents and employees of the organization.
c. Supervise all agents and employees, if any, of the organization to assure that their duties are performed properly.
d. Meet at such times and places as required by these Bylaws.
e. Register their addresses with the Secretary of this nonprofit organization, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

Section 5. Election and Term of Office

Executive committee members shall be elected by the general assembly, at any time, and each officer shall hold office for a maximum of two years or until he or she resigns, or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. A Board of Directors officer who serves for two Consecutive terms cannot run for re-election to any Board of Director's office.
Voting for the election of officers shall be done by hand ballot, via email, app, conference call or any electronic method approved by the board of directors. Each member in shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the committee. The candidates receiving the highest number of votes shall be elected to serve on the Executive Committee.

Section 6. Removal and Resignation

Any officer may be removed, either with or without cause, by the majority vote of the general assembly, at any time. Any officer may resign at any time by giving a written notice to the President or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Executive officers or the general assembly relating to the employment of any officer of the organization.

Section 7. Compensation

Executive Committee officers and all other members shall serve without compensation, unless otherwise fixed from time to time by resolution of the general assembly. Outside agents may be paid, subject to approval of the Executive Committee and the general assembly. In all cases, any compensation received by officers or members of this

organization shall be reasonable and given in return for services actually rendered to or for the organization.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the organization unless otherwise provided by the Executive Committee or at such other place as may be designated from time to time by resolution of the Executive Committee.

Section 9. Regular Meetings

Regular meetings of the Executive Committee and the members (herein called general assembly) shall be held every two months on the last Saturday of the month.

Section 10. Special Meetings

Special meetings of the Executive Committee may be called by the President, the Vice President, the Secretary, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the committee. Such meetings shall be held at the principal office of the organization or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Committee.

a. Regular Meetings: No notice need be given of any regular meeting of the Executive Committee and general assembly.

b. Special Meetings: At least one week prior notice shall be given by the Secretary of the organization to each officer of each special meeting of the Executive Committee. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the officer to be contacted shall acknowledge personal receipt of the facsimile notice by a return message, telephone call, or email within twenty-four hours of reception.

Section 12. Quorum for Meetings

A quorum shall consist of 30% of the members of the Executive Committee in the case of officers meeting, and 30% of members in the case of general**.** Except as otherwise

provided under the Articles of incorporation, these Bylaws, or provisions of law, no business shall be considered by the Executive committee at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Committee or General Assembly Action

Every action or decision done or made by 30% of the officers or members present at a meeting duly held at which a quorum is present is the act of the Executive Committee or the general assembly, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the committee or members.

Section 14. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the general assembly. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the general assembly shall fill the vacancy.

Section 15. Duties of the President

The President shall be the chief executive officer of the organization and shall, subject to the control of the general assembly, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the general assembly. Unless another person is specifically appointed as Chairperson of the general assembly, the President shall preside at all meetings of the Executive Committee and at all meetings of the general assembly. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the general assembly.

Section 16. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Executive Committee or the general assembly.

Section 17. Duties of Secretary

The Secretary shall:

a. Certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

b. Keep at the principal office of the organization or at such other place as the general assembly may determine, a book of minutes of all meetings of the Executive Committee, and, if applicable, meetings of committees of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

d. Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the organization.

e. Keep at the principal office of the organization a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

f. Exhibit at all reasonable times to any officer or member of the organization, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book and the minutes of the proceedings of the Executive officers and general assembly of the organization.

g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Executive officers or the general assembly.

Section 18. Duties of Treasurer

The Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies or other depositories as shall be selected by the Executive Committee and the general assembly.

b. Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

c. Disburse, or cause to be disbursed, the funds of the organization as may be directed by the President, taking proper vouchers for such disbursements.

d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit at all reasonable times the books of account and financial records to any officer or member of the corporation, or to his or her agent or attorney, on request thereof.

f. Render to the President and general assembly, whenever requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the corporation.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization or by these Bylaws or which may be assigned to him or her from time to time by the Executive Committees or the general assembly.

Section 19. Duties of the Vice Treasurer

In the absence of the Treasurer, or in the event of his or her inability or refusal to act, the Vice Treasurer shall perform all the duties of the Treasurer as defined in Section 18 above and when so acting shall have all the powers of, and be subject to all the restrictions on, the Treasurer. The Vice Treasurer shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Executive Committee or the general assembly.

Section 21. Non-liability of Officers

The Executive Committee members shall not be personally liable for the debts, liabilities or other obligations of the organization.

Section 22. Indemnification by Corporation of Officers

The officers of the organization shall be fully indemnified by the organization under the laws of this state.

Section 23. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5 OTHER COMMITTEES

Section 1. Committee

The Executive Committee may, by a majority vote of its members, designate a committee and may delegate to such committee the powers and authority of the Executive Committee in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Executive Committee may at any time revoke or modify any or all the Committee's authority so delegated, increase or decrease but not below two (2) the number of the members of such a committee and fill vacancies on the Committee from the members. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Executive Committee from time to time as the Executive Committee may require.

Section 2. Other Committees

The organization shall have such other committees as may from time to time be designated by proceedings of the Executive Committee or the general assembly. These committees consist of people who are members of the organization and/or the Executive Committee.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Executive committee, except that the time for regular and special meetings of committees may be fixed by resolution of the Executive Committee or by the committee. The Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, member, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the President of the organization.

Section 3. Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Gifts

The Executive Committee may accept on behalf of the organization any contribution, gift, bequest or devise for the nonprofit purposes of this organization.

ARTICLE 7 RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Records

The organization shall keep at its principal office:

a. Minutes of all meetings of the Executive Committee, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

d. A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 2. Seal

The Executive Committee may adopt, use and at will alter a corporate seal. Such seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Executive Committee's Inspection Rights

Every Executive Committee member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the organization and shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Members' Inspection Rights

Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

a. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or Executive Committees, upon written demand on the Secretary of the organization by the member, for a purpose reasonably related to such person's interests as a member.

b. Members shall have such other rights to inspect the books, records and property of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Executive Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurnment

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization (e.g., funeral, bereavement, wedding, etc. as determined by proceedings of the general assembly)

Section 3. Distribution of Assets

Upon the dissolution of this organization, its assets remaining after payment or provision for payment of all debts and liabilities of this organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to a charity organization or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 AMENDMENT OF BYLAWS

Section 1. Amendments

Subject to the power of the members of this organization to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the general assembly.

ARTICLE 10 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial officers or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 13 preceding pages, as the Bylaws of this organization.

Dated: _____

Sadiq Ahmed Salih	Title: President
Salem Shamat	Title: Vice President
Mahdi Gibril	Title: Secretary
Walid Safwat	Title: Treasurer
Iehab Hamid	Title: Vice Treasurer
Tasneem Amer	Title: Youth Coordinator
Khalid Elmatbagi	Title: Youth Coordinator