

BYLAWS
OF THE
CONGOLESE ASSOCIATION OF SAN DIEGO (CASD)

April 10, 2008

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**BYLAWS
OF THE
CONGOLESE ASSOCIATION OF SANDIEGO**

**ARTICLE I
PURPOSE**

SECTION 1. Purpose:

The Congolese Association of San Diego (“Association”) is a nonprofit mutual benefit organization incorporated under the Laws of the State of California. The specific purpose for which this Association is formed is to foster solidarity among the members and to promote Congolese culture and traditions in San Diego County and to form a bridge with other Associations/Communities.

SECTION 2. General Policy:

The Association shall encourage free and fair discussion of any problem or issue pertinent to its purpose. It shall itself take no stand on any political issue, nor shall it recommend any policy, party or candidate, and it shall make every effort to prevent any representation that it has done so.

SECTION 3. Preemption

To the extend allowed by applicable Federal and State laws, the articles of incorporation, Bylaws, Statement shall preempt and supersede CASD’s own articles of incorporation, Bylaws and its Statement (collectively, referred to herein as its “Governing Documents”), and the decisions of the Association’s Board of Directors, its officers and its members, when there is a material conflict. Where the Associations governing documents are silent on an issue, the applicable provisions of the governing documents shall be applied.

**ARTICLE II
IMPLEMENTATION OF PURPOSE**

SECTION 1. Outline of the Association Activities:

The Association shall, in the interest of fostering solidarity among the members and in promoting the Congolese culture and traditions in the County of San Diego sponsor: (1) public meetings and discussions with San Diego City and County Community officials, other associations and community organizations, governmental and non-governmental agencies and aid relief agencies; (2) cultural and educational activities concerning the different Congolese traditions and cultures; and (3) other events and activities increasing the general knowledge of African culture and traditions.

SECTION 2. Reports, Newsletters and Press Releases:

The Association shall issue reports regarding its activities. Those reports shall contain fair and accurate statements of areas of agreement and disagreement. No summary or report of any area of agreement shall be presented in a way which would appear to commit the Association or its members to any particular point of view. Newsletters, press releases and other forms of communication may be issued to announce and report on the activities of the Association.

ARTICLE III

MEMBERSHIPS: TYPES AND DUES

SECTION 1. Types of Membership:

There shall be the following classes of membership:

- A. Regular Memberships
- B. Special Memberships

Upon resolution, adopted by the Executive Committee, these two (2) categories of memberships may be subdivided in any manner that the Executive Committee deems appropriate.

SECTION 2. Termination of Membership:

The members of the Congolese Association of San Diego may terminate their membership at any time or for any reason. Membership may be terminated after more than three (3) months in arrears in payment of dues, and after due notice by the Board of Directors in accordance with the Executive Committee. Any person may be refused membership, or having been admitted, may be expelled, after due notice, if he/she refuses to comply with these bylaws or has acted in a manner detrimental to the best interests of the Association. Such a person may appeal before the Board of Directors within 30 calendar days.

Furthermore, other members of the Association may petition for the removal of another member whose actions are against the best interest of the Congolese Association of San Diego to the Board of Directors. In order for

the petition to be granted, the Board of Directors should investigate the validity of the claims brought against the individual prior to reaching a final decision.

A member is in good standing if he/she has no arrears in payment of dues.

SECTION 3. Dues: (\$10 monthly or \$120 annually)

A monthly due of ten dollars (\$10) is required for the regular membership. The amount of dues to be paid by the special membership shall be fixed and determined on a case by case basis by the Executive Committee. The payment of dues must be paid by the fifteen of every month.

SECTION 4. Liabilities and Property Rights of Members:

No member of the Association shall be personally liable to its creditors for any indebtedness or liability of the Association; and any and all creditors of the Association shall look only to the assets of the Association for payment. Any members or trustees of the Association shall have no right, title, or other property interest in or to the properties of the Association.

ARTICLE IV

ANNUAL AND SPECIAL GENERAL MEETINGS

SECTION 1. Annual Meeting:

The annual meeting of members shall be held at such time and place as may be designated by the Executive Committee and specified in the notice of such meeting.

SECTION 2. Ad Hoc Meetings:

Ad Hoc meetings of all members may be held at such time and place as may be designated by the Board of Directors in accordance with the Executive Committee and specified in the notice of such meeting.

A written request for an ad hoc meeting may be made at any time to the President, Vice President or the Secretary of the Association by any member in good standing. Said request shall specify the business proposed to be transacted and shall be sent by registered mailed to the business office of the Association. The officer receiving such request has the obligation to present the request to the Board of Directors for review and discussion in a timely manner.

SECTION 3. Notices:

A notice of the annual or any ad hoc meeting (including an agenda for the meeting) shall be deemed sufficient if deposited in the regular mail or other means not less than ten (10) or more than ninety (90) days prior to the date of such meeting, addressed to the members at the respective addresses as

appearing on the records of the Association. In case of an extraneous emergency, members will be contacted within a twenty four (24) hours period.

SECTION 4. Quorum:

At the annual or ad hoc meetings, a minimum of one quarter (1/4) of members shall constitute a quorum to transact any and all businesses.

SECTION 5. Conduct of Business

All business of the annual and or ad hoc meetings including procedures, discussions and debate shall be conducted in accordance with these Bylaws, Statements of CASD and the rules of Parliamentary Law known as "Robert's Rules of Order" (current edition).

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1. Composition:

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and the Assistant Secretary.

SECTION 2. Election/Eligibility of the Executive Committee:

The candidate for the Executive Committee, at the time of the nomination in the General Assembly, must be a member of the Association for a minimum of 12 months prior.

Only members in good standing (no arrears in dues) at the time of such an election shall have the privilege to nominate a candidate and/or vote either directly during the session of the General Assembly or by proxy through written communication.

SECTION 3. Term of Office:

Each member of the Executive Committee voted into office shall serve for two years and he/she may be re-elected for a second term only. No member of the Executive Committee shall serve for more than two terms in the capacity of the President of the Association. However, a past President may be called to run for an additional term after having been out of the office for at least one term.

SECTION 4. Powers:

The Executive Committee shall have authority to exercise all the powers of the Association, except in the following areas:

- A. Approval of the annual budget
- B. Changes in the membership dues
- C. Amendment or repeal of these bylaws or the adoption of new bylaws
- D. Filling of vacancies on the Executive Committee or Board of Directors
- E. Appointment or removal of officers
- F. Amendment or repeal of any resolution of the General Assembly by its express terms is not so amenable or repeal able
- G. Any action for which approval of the members is required by the California Corporations Code
- H. Approval of any transactions within the provisions of California Corporations Code Section 5233 (self-dealing transactions and interested director transactions), except as provided in California Corporations Code Section 5233(d)(3).

SECTION 5. Quorum:

At a minimum, 60% of members of the Executive Committee shall constitute a quorum, but either the President or the Vice-President must be present.

SECTION 6. Meetings:

Meetings of the Executive Committee shall be called at least once a month by the President of the Association, or by two (2) members of the Executive Committee (after conference with the President). The Executive Committee may invite, to any part or all of a meeting, office staff and any other individuals it deems appropriate. The Executive Committee shall report all actions taken periodically to the General Assembly and upon its request.

SECTION 7. Vacancy:

In the event of any vacancy in the Executive Committee, caused by death, resignation, or otherwise, such vacancy shall be filled by the Executive Committee until the next General Assembly meeting. The General Assembly will vote for the vacancy for the unexpired term.

SECTION 8. Removal:

Shall the whole Executive Committee be revoked by the Board of Directors as a result of serious misconduct such as embezzlement of funds, abuse of power, sexual harassment; the Board of Directors shall assume the execution of duties of the Executive Committee until an ad hoc General Assembly. In the event of such a vacancy, the Board shall be tasked with the organization of the general election.

Shall any member of the Executive Committee be revoked by the Board of Directors as a result of serious misconduct such as embezzlement of funds, abuse of power, sexual harassment; the Board of Directors shall organize an ad hoc General Assembly.

SECTION 9. Task Force:

When necessary, a task force will be created by the Executive Committee to address different issues/opportunities within the Association.

Each Task Force created by the Executive Committee shall serve at the pleasure of such a body and shall be dissolved by the President as soon as its functional purpose has been deemed fulfilled. The President shall inform in writing the members of the Task Force after they have returned the Task Force Responsibility Form that their responsibilities are now dissolved.

SECTION 10. Electoral Commission

The General Assembly shall create an ad hoc electoral commission to organize and supervise both general and special elections. On general election year, this electoral commission shall exist two (2) months before the end of the Executive Committee and Boards of Directors term. The new officers will be elected the FIRST SUNDAY of JUNE. The electoral commission, and the outgoing Executive Committee and Board Of D shall end its mandate on the SECOND SUNDAY of JULY, for ensuring a smooth and efficient transition for the incoming elected officers.

SECTION 11. Fiscal Year:

The fiscal year of the Association is based on its Effective Date of Exemption, which was April 29, 2007. The Association tax return or annual electronic notice is due by the 15th day of the fifth month after the end of its Annual Accounting Period which is May 31. By October 15th, we must file an annual electronic notice if our gross receipts are normally \$25,000 or less. Alternatively, we may file a complete Form 990 Package if Internal Revenue Service sends one to us.

SECTION 12. Budget:

At the beginning of each fiscal year, a budget for the ensuing fiscal year shall be submitted by the Chief Financial Officer to the Executive Committee for review and shall be subsequently presented to the General Assembly for approval at the first General Assembly meeting of the fiscal year. Each such budget shall set forth all the assets and sources of income, current and anticipated, and all existing obligations and anticipated expenditures for the fiscal year.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Composition:

The Board of Directors shall consist of seven (7) members elected at the General Assembly. The President of the Association shall attend all Board of Directors meetings only as an observer with no voting privileges. His or Her responsibilities shall be in clarifying issues that may arise.

The Board of Directors shall be organized in such a way to have a Chair, who shall preside over all meetings of the Board, a Vice-Chair who shall assist the Chair and preside over meetings in the absence of the Chair, a Secretary who shall be responsible for informing all Board Members of meetings, coordinating the occurrence of special meetings and maintaining records of all the meeting minutes conducted either in person or electronically.

SECTION 2. Numbers of Directors:

The number of Directors shall neither be less than 7 nor more than 16. The General Assembly shall fix the exact number of Directors as it deems necessary. Initially, however, the number of Directors shall be 7.

All past Presidents, Vice-Presidents and Treasurers who have served two-full consecutive terms of two years shall automatically earn the right to become Board Members provided such an ex-officio has never been removed from the office or reprimanded by the Board as a result of inappropriate behavior.

No past Presidents, Vice-Presidents or Treasurers who resigned from office under circumstances other than hardships, family and/or professional commitments, shall never be honored to join the Board.

SECTION 3. Election/Eligibility of Directors:

The candidate for the Board, at the time of the nomination in the General Assembly and he/she must be a member of the Association for a minimum of 6 months prior.

Only members in good standing (no arrears in dues) at the time of such an election shall have the privilege to nominate a candidate and/or vote either directly during the session of the General Assembly or by proxy through written communication.

A voting member may designate for nomination an outsider provided that the potential nominee has demonstrated keen interest or involvement in the welfare of the Association or the Congolese community as a whole.

SECTION 4. Term of Office:

Members of the Board shall be in office for a term of (two) 2 years. If re-elected by the General Assembly, the Board Member may serve for an additional term. No Director of the Board shall, at any time and regardless of the circumstances, serve for more than 3 consecutive terms. However, a member can serve many two consecutive terms.

If a director resigns before the end of his/her term or has been removed from the office by a general consensus because of conduct unbecoming of his/her office, the Board shall designate any member in good standing and who meets the requirements stipulated in Article VI, Section 3 to fill the vacancy till the next General Assembly

SECTION 5. Resignation, Termination, Removal:

A Board Member may resign voluntarily or may be forced out of the Board because of misconduct before the General Assembly at any time with or without cause. Any member who chooses to resign shall do so in writing to the Board Chair or any of other Members by mail or by email. Any such resignation shall take effect at the date of the receipt of such written notice or at any later time specified therein, and unless otherwise specified therein, the acceptance shall not be necessary to make it effective.

Any Director of the Board, who, without good cause, fails to attend 3 consecutive meetings, shall be asked to resign by a general consensus of the Board.

SECTION 6. Sanction or Removal of a Member

Should the Board of Director find the conduct of any member detrimental to : (1) the best interest of CASD, (2) the purposes for which CASD has been formed; the Board of Directors may take such action as it may deem reasonable, applicable, and appropriate to sanction said member, including but not limited to, suspension or removal from CASD. Any action taken shall require the approval of the majority of the Board of Directors.

On Suspension:

The Board of Directors has the authority to suspend any member regardless of his/her status whose conduct has been materially determined to be detrimental to the welfare and interests of the Association. Amongst the grounds of determination shall be breach of confidentiality, immoral behaviors that may make some members uncomfortable, conviction for a felony, spreading false rumors, defamation of any one character's and not abiding by the protocols set in place. The BOD has to define unequivocally the period of suspension. During such a period, the concerned member shall be removed temporarily from the mail listing of the Association until he/she is reinstated. During the suspension period, the concerned member shall continue to pay his/her monthly dues.

PROCEDURE FOR SUSPENSION OR TERMINATION AND REINSTATEMENT:

In the event that the Board of Directors have determined that evidence exists to warrant suspension or termination of membership, the Board of Directors shall take the following steps:

a)- The Board of Directors shall notify the concerned individual within 28 calendar days of its proposed suspension/removal as well as present the evidence to justify their decision. Such a notice shall be made either

by a Certified Mail or an electronic message or both. If the notice shall be sent by mail, it shall be forwarded to the member's mailing address on record.

b)- The Board of Directors shall make all necessary efforts, for transparency's sake, to provide the concerned member with an opportunity to explain why should such an action not be taken against him/her within 5 days prior to the effective date of the suspension or termination of membership. The concerned may choose to present his/her case in writing or verbally. If he/she chooses to present the case orally, the member should inform the BOD by electronic message of his/her intention. If that would be the situation, the BOD should have 5 days to reply to the member. The BOD shall organize a special meeting either physically or telephonically, the following Sunday.

c)- The decision of the Board of Directors, after hearing all the rebuttal of the concerned member, shall be final. The Board of Directors or any Committee or Task Force authorized to look into the case, should have the moral grounds to suspend, expel or impose any form of sanction that could legally be acceptable. However, any suspended or expelled member shall have 90 days to challenge the decision of the Board of Directors or its authorized entity from the effective date of the suspension or the expulsion from the Association. If the member misses the deadline, any action taken by him/her or on his/her behalf, shall not be given any consideration. If the BOD finds that the member had a genuine case to challenge the final decision, the BOD should reconsider its decision or set up an ad hoc commission with specific guideline to handle the case without the interference of the Board of Directors or any other Committee.

d)- If a member who was expelled from the Association wishes to rejoin, such a member shall apply for readmission into the Association in exclusively to the Board of Directors. The Board shall respond to the request within 7 days and meet with the member to set some conditions for reinstatement. If the member agrees with the conditions set forth by the Board of Directors, the Board shall then inform the Executive Committee to write an official letter to the member for reinstating them. In such a case, the so-called member shall have the same privilege as he/she had enjoyed before being terminated.

Section 7. Vacancies:

A vacancy may be created by the resignation, termination or removal off/from office of the Board Member as well as other unusual circumstances due to events beyond human control such a death, mental incapacitation.

The Board may nominate a candidate to fill the vacancy if such a vacancy occurs six months prior to the holding of the next General Assembly; or else, the Board shall instruct the Executive Committee to ask the General Assembly to nominate and vote for the new Board member.

Shall the whole Board of Directors be revoked by the General Assembly prior to the expiration of their term because of serious misconduct such as embezzlement of funds, abuse of power, sexual harassment, the Executive Committee shall assume the execution of the duties of the Board of Directors until the next General Assembly.

Section 8. Place of Meeting:

The Chair or the Secretary of the Board shall be vested with the authority of convening any meeting of the Board. Such meetings may occur either physically or by email. In the latter case, each member shall respond to

the string of email to mark his/her participation within 48Hrs unless such a Member is ill or unable to do so with reasonable cause.

The Chair or the Secretary of the Board shall send notices by mail or by email to all members 14 days prior to any special meeting

The President of the Association or 3 Board Members may request that a special joint meeting be convened between the Executive Committee and the Board by email or by postal mail 14 days prior to such a meeting.

All meetings of the Board of Directors shall be presided over by the Board Chair or by the Vice-Chair of the Board in the absence of the Chair. In the absence of both the Chair and the Vice-Chair of the Board of Directors, any Director shall be appointed to preside over the meeting by other Board of Directors.

Section 9. Quorum:

At any meeting of the Board of Directors, a minimum of 3/4 of the Board Members shall constitute a quorum to transact any and all businesses.

Section 10. Powers and Duties of the Board:

The Board of Directors shall always act as the overseeing body of the Association. It shall act in such a manner to represent the mandate and preserve the interest of the General Assembly.

The Board shall be vested with the power to:

- Fill any vacancy due to the resignation and/or removal of members of the Executive Committee if such a vacancy occurs 6 months prior to the expiration of their term.
- Approve any expenses to be incurred by the Executive Committee for social events, fund-raising and others.
- Take or respond to any legal actions which may be instituted in the name of the Association or against the Association.
- Examine the quarterly reports submitted by the Executive Committee.

ARTICLE VII

STANDING COMMITTEES

Section 1. Social and Community Committee:

To be chaired by a member appointed by the President of the Association.

Section 2. Membership and Outreach Committee:

To be chaired by the Secretary of the Association and its goal is to promote the goals of the Association and to recruit new members.

Section 3. Finance Committee:

To be chaired by the Treasurer of the Association and its responsibilities are to prepare the annual budget of the Executive Committee and organize fund-raising activities together with the Social Committee.

Section 4. Disciplinary Committee:

To be chaired by a member appointed by the Executive Committee of the Association.

Section 5. Organization of Standing Committees:

Each standing committee shall consist of a Chair and 3 other regular members chosen by the Chair of that committee to assist him/her in discharging the tasks.

A committee member may resign at any time by informing the Chair with or without cause in writing. If such a resignation is approved, the Chair shall inform the President of the Association who shall in turn authorize another member to fill his/her vacancy immediately.

No member shall have duties in more than two standing committees.

The President shall neither serve in any standing committee as a chair nor as a regular member.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts:

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

SECTION 2. Checks, Drafts, etc.:

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the

Association and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer (Chief Financial Officer) and counter-signed by another officer, Secretary of the Association.

The Executive Committee shall not contract any form of indebtedness or loans without the approval of the entire Board of Directors. Should the Executive Committee choose to engage the Association in such a contract, the Board of Directors shall act swiftly to protect the interest of the Association by using all legal tools it shall deem necessary.

SECTION 4. Audit:

The General Assembly shall, through two elected members, cause a quarterly internal audit to the accounts of the Association. The external audit of the accounts of the Association shall be done by Board of Directors, at the end of each fiscal year. The audit procedure shall be defined at the discretion of the Board of Directors.

ARTICLE IX

BOOKS AND RECORDS

SECTION 1. Inspection of Corporate Records.

The accounting books and records and minutes of proceedings of the General Assembly and that of the Executive Committee shall be open to inspection upon written demand on the Association by any member at a reasonable time for a purpose reasonably related to such person's interests as a member. Such inspection may be made by the member in person, and the right of inspection includes the right to copy and make extracts.

SECTION 2. Inspection of List of Members.

Any member or members shall have the right to inspect and copy the record of members' names and addresses to the extent, and only to the extent, provided by law.

SECTION 3. Inspection of Articles and Bylaws.

The original or a copy of the Articles and these Bylaws shall be kept as open to inspection by the members at reasonable times.

ARTICLE X

ENDOWMENT FUND

SECTION 1. Establishment of Fund:

Subject to the availability of funds over and above the operating costs of the Association, an endowment fund may be established. Any interest which accrues may be used for current expenses for the Association if authorized by the Executive Committee. However, the principal shall not be used unless the majority of the Executive Committee attending a special or regular meeting votes to do so.

SECTION 2. Financial Advisor:

As approved by the Executive Committee, the Endowment Fund may be invested and managed by a financial advisor. The Executive Committee shall evaluate, at least semi-annually, the financial performance of any monies invested through such financial advisor.

ARTICLE XI

GIFTS AND COMPENSATION

The Executive Committee may accept on behalf of the Association any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Association.

No Director or members of the Executive Committee shall receive compensation for any service he or she may render to the Association in his or her capacity as a Director and or members of the Executive Committee. However, any Director or members of the Executive Committee may be reimbursed for his or her actual expenses incurred in the performance of his duties.

ARTICLE XII

ROBERT'S RULES OF ORDER

Robert's Rules of Order shall be applicable to all meetings and, where appropriate, to all other actions of this Association.

ARTICLE XIII

AMENDMENT

These Bylaws may be amended by the General Assembly by a majority vote of those present at any regular or special meeting, provided written notice including the full text of such amendment has been sent to all members not less than ten (10) days before such meeting.

ARTICLE XIV

NON-LIABILITY OF DIRECTORS AND CERTAIN OFFICERS

SECTION 1. Volunteer Directors:

Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer member of the Board of Directors or volunteer President, Vice- President, Secretary or Chief Financial Officer of this Association caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all the following conditions are met:

- A. The act or omission was within the scope of the Director's or officer's duties;
- B. The act or omission was performed in good faith;
- C. The act or omission was not reckless, wanton, intentional, or grossly negligent;
- D. The Association has complied with the requirements of Section (2) below.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the Association for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a Director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

SECTION 2. Requirement to Obtain Liability Insurance:

In order to obtain the full benefit of the limitation of liability set forth in subsection I above, the Association and the Directors shall make reasonable efforts in good faith to obtain liability insurance in the form of a Directors' and officers' liability policy.

SECTION 3. Indemnity for Litigation:

No member will be indemnified once they decide to opt out of the Association.

SECTION 4. Legal Service:

The Association may request the service of an attorney for protecting its interests.

ARTICLE XV

DISSOLUTION

In case the Association dissolves, all the funds and assets of the Congolese Association of San Diego are to be donated to a charitable organization chosen by the Board of Directors.