

**AMENDED AND RESTATED BYLAWS OF SUDANESE
AMERICAN ENGINEERING ASSOCIATION, INC.**

ARTICLE I: NAME

The name of this corporation shall be the Sudanese American Engineering Association. Inc. (“association,” “corporation” or “SAEA”), a nonprofit corporation incorporated under the laws of The State of California.. The principal administrative office of the corporation shall be in Hayward, California or as otherwise determined by the Board of Directors.

ARTICLE II: OBJECTIVES AND NON PROFIT PURPOSES

SECTION A: OBJECTIVES

1. To provide means for communication and acquaintance between Sudanese Engineers inside the United States.
2. To facilitate the exchange of engineering information, communication and acquaintance between engineers in Sudan and those located in the United States, through:
 - a. Educational Seminars or Conferences,
 - b. Providing means for performing conjoined engineering research projects, and
 - c. Providing a common ground for communication between both parties.
3. To pursue all possible means to improve the engineer’s knowledge of citizens in both countries.
4. To facilitate and undertake humanitarian missions in Sudan.

SECTION B: NON PROFIT PURPOSES

This corporation is organized exclusively for charitable, religious, educational, and/or scientific 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.

ARTICLE III: MEMBERSHIP AND DUES

SECTION A: TYPES OF MEMBERSHIP

The membership of the Association will be open to citizens of all countries in the following categories:

1. FULL

- a. Full members are students and graduates of Sudanese descent of accredited schools of Engineering. Technical and other Engineering-allied specialties. They may be scientists or researchers interested in the objectives of the association as approved by the Membership Committee.
- b. Full members are expected to pay the full membership dues and have all membership privileges including holding office.

2. AFFILIATE

- a. Affiliate members are students and graduates of Sudanese descent of accredited schools of Engineering and other Engineering-allied specialties. They may be scientists or researchers interested in the objectives of the association as approved by the Membership Committee.
- b. Affiliate members have all membership privileges except holding office. Affiliate members shall not be required to pay annuals. They may donate to the organization.

3. ASSOCIATE

- a. Associate members are students and graduates of non-Sudanese descent of accredited schools of Engineering and other Engineering-allied specialties, or non- Engineering professionals of Sudanese descent. They may be scientists or researchers interested in the objectives of the association as approved by the Membership Committee.
- b. Associate members have all membership privileges except holding office. Associate members shall not be required to pay annuals.

4. HONORARY

- a. Individuals with significant contributions in the field of Engineer may be nominated for honorary membership by any member and on recommendation by the Membership Committee. Board of Directors shall approve the indiviaus into this category.
- b. Honorary members shall have all the privileges of Full members except holding office. Honorary members shall not be required to pay annual dues.

SECTION B. DUES

The Board of Directors shall determine dues for Full members. Honorary, Associate and Affiliate members are not required to pay dues. Any member who is delinquent in paying clues dues for a period of one hundred eighty (180) days shall be notified of such failure and suspended as a full member, and all member rights andprivileges shall cease. If all dues are not paid within the succeeding ninety (90) days, the membership is automatically terminated. Terminated members may reapply.

SECTION C: MEETINGS

1. An annual member meeting of the full members shall be held once a year, time and place will be determined by the Board of Directors
2. A special meeting of the members shall be held when called by the Board of Directors or the President or upon the written request of at least two-thirds of the Board of Trustte at a time and place designated by the President.
3. Notice of the time and place of a meeting of the members shall be published and/or distributed by mail/email/phone at least thirty (30) days before such meeting.
4. At least one third (1/3) of the full members, entitled to, present in person or by proxy, shall constitute a quorum.

SECTION D: EXPULSION OR DISCIPLINARY ACTION

Any member may be expelled for adequate reasons as determined by a two-thirds vote of the Board of Directors adequate reason shall include, but shall in no way be limited to, a member's political activism which could, if associated with the association, violate Section A of Article VIII or otherwise jeopardize the apolitical nature of the association, in the discretion of the Board of Directors Failure to maintain eligibility for membership is adequate reason for expulsion and does not require advance notice. Any

member proposed for expulsion for other reasons is given advance written notice, including the reason for the proposed expulsion, the opportunity to contest the proposed expulsion in writing to the Board of Directors and, if expelled, the final written decision of the Board of Directors. The expelled member may appeal the Board Of Directors' decision in writing.

ARTICLE IV: OFFICERS

SECTION A: GENERAL

1. The officers of the Association shall be consist of nine (9) officers;
 - a. President.
 - b. Vice President.
 - c. Secretary General.
 - d. Treasurer.
 - e. Programs Director.
 - f. Business Development Director.
 - g. Outreach Director.
 - h. Sudan Excutive Director.
2. The Founder & The Co-founders (Founders) of SAEA shall select an intial Board of Trustees, and Board of Directors.
3. The Board of Trustees may nominate the candidates for officers of the Association. The Secretary General of the Corporation shall receive all nominations for officer election. The Board of Trustees and Founders will establish the criteria for selecting among nominated candidates and, following such review process, will vote to recommend candidates for election. If approved by the Board, the recommended candidates will be presented to the members as elected officer, The president shall be a full member, with main residence and engineering practice in the U.S.
4. The officers shall initially be appointed by the Board of Trustees. Thereafter, officers shall be elected by the Board of Directors and Founders of the Association entitled to vote. The first election shall be scheduled by the Board of Directors and shall occur not later than December 31, 2021 with elections (every 3 years cycle) thereafter. The officers shall not be elected for the same position more than two 3-year terms. Only a maximum of 75% (3/4) of the officers will be replaced in each election cycle.
5. No member may serve as an officer in more than one capacity at the same time. In the event of the resignation, incapacitation or decease of the President, or inability to function (as determined by the both Board of Trustte and Board of Director, the Vice President shall become President for the unexpired term. Any other officer vacancy may be filled by the Board of Directors for the unexpired term. An elected officer may be removed for adequate reasons by a two thirds vote of the Board of Directors with the officer being considered for removal not participating in the vote. An officer removed by this process may appeal the decision in writing to the Board of Trustees
6. None of the officers shall receive compensation for their services, but shall be reimbursed for authorized expenses by the Board of Directors
7. Elected officers should be active members in good standing for at least two consecutive years. Except as otherwise provided herein, term of office starts on January 1st and ends after three years on December 31st or until a successor is elected and qualified. Each officer shall hold office until his or her successor has been duly elected and shall have qualified or until he or she shall resign or shall have been removed in the manner provided herein.

SECTION B: DUTIES OF PRESIDENT

The President shall be the chief executive officer of corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President 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 Board of Directors Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors.

SECTION C: DUTIES OF VICE PRESIDENT

The Vice President of the corporation shall become the acting President of the corporation in the event of the absence, inability or refusal of the President to exercise his or her duties. He or she will serve until a new president is appointed by the both boards. The Vice President shall perform special projects assigned by the President.

SECTION D: DUTIES OF SECRETARY GENERAL

The Secretary General of the corporation shall:

- a. Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep the record of the minutes of the meetings of the trustees with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- c. Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- d. Exhibit at all reasonable times to any trustee of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the trustees of the corporation.
- e. Perform all duties incident to the office of the Secretary General 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 Board of Directors.

SECTION E: DUTIES OF TREASURER

The Treasurer of the corporation shall:

- a. Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors
- b. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors taking proper vouchers for the transactions.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any Trustee of the corporation, or to his or her agent or attorney, on request thereof.
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be

- included in any required reports.
- g. Perform all duties incident to the office of the Treasurer 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 Board of Directors

SECTION F: DUTIES OF PROGRAMS DIRECTOR

The Program Director oversees the coordination and administration of all aspects of programs. Including planning, organizing, staffing, leading, and controlling program activities.

- a. Plan the delivery of the overall programs and its activities in accordance with the mission and goals of SAEA
- b. Assesses needs and ensures that program objectives are met.
- c. Coordinates activities of program committees and/or other groups to plan procedures.
- d. Responsible for budgeting and spending for the programs.
- e. Develop new initiatives to support the strategic direction of the organization
- f. Develop and implement long-term goals and objectives to achieve the successful outcome of the program
- g. Develop a program evaluation framework to assess the strengths of the program and to identify areas for improvement
- h. Develop funding proposals for the program to ensure the continuous delivery of services
- i. Ensure that program activities operate within the policies and procedures of the organization
- j. Develop forms and records to document program activities

SECTION G: DUTIES OF BUSINESS DEVELOPMENT DIRECTOR

The Business Development Director is principally responsible for raising revenue and expanding business opportunities that allow the organization to achieve and sustain its mission..

Responsibilities

- a. Collaborates with Board of Directors, partners, vendors and other staff to carry out the mission and goals of our organization
- b. Identifies business opportunities
- c. Develops and regularly updates a comprehensive business development plan, with targeted goals, objectives, methods, quantifiable outcomes and timelines to achieve agency sustainability and annual budget goals
- d. Analyzes and identifies scope for business case analysis and recommends solutions and improvements to business procedures
- e. Develops program sustainability strategies to ensure financial viability of programs and services

SECTION H: DUTIES OF OUTREACH DIRECTOR

The Director of Communications will set and guide the strategy for all communications, website, and public relations messages and collateral to consistently articulate SAEA's mission. The Director of Communications will ensure that SAEA Nonprofit is viewed as the primary source, disseminator, and conduit of information within this diverse network and constituent base. This role entails identifying public policy issues relevant to the organization.

Responsibilities

- a. Develop, implement, and evaluate the annual communications plan across the network's discreet audiences in collaboration with the SAEA team and constituents.
- b. Lead the generation of online content that engages audience segments and leads to measurable action. Decide who, where, and when to disseminate.
- c. Put communications vehicles in place to create momentum and awareness as well as to test the effectiveness of communications activities.
- d. Manage the development, distribution, and maintenance of all print and electronic collateral including, but not limited to, newsletters, brochures, and SAEA's website.
- e. Mentor and lead a team member responsible for SAEA's website administration and coordination
- f. Coordinate webpage maintenance—ensure that new and consistent information (article links, stories, and events) is posted regularly.
- g. Track and measure the level of engagement within the network over time.
- h. Manage development, distribution, and maintenance of all print and electronic collateral including, but not limited to, newsletters, brochures, annual report, e-newsletters, and SAEA's website.
- i. Coordinate and organize annual meetings that engage the network's discreet audiences.
- j. Manage all media contacts.
- k. Collaborate with the senior leadership to develop communications strategies that will broaden programmatic reach and deepen impact
- l. Identify significant media and public policy issues that can be leveraged to support XYZ Nonprofit's work, and create and implement plans to exploit them
- m. Oversee organizational response to inquiries about XYZ Nonprofit
- n. Manage special fundraising events, to gain public attention and increase financial benefit to SAEA through different media channels.

SECTION I: DUTIES OF SUDAN EXECUTIVE DIRECTOR

The Sudan Executive Director shall be located in Sudan and primrally representing the assoiccation and protect its interest in Sudan.

Responsibilities

- a. Establishes and maintains active networks within the public, civic, and private sectors in Sudan that can support the corporation's mission.
- b. Identifies fund raising opportunities from within established Sudan network.
- c. Identifies collaborators from within the Sudan network who can support the corporation's mission.
- d. Identifies, proposes, and helps in prioritizing possible interventions/ programs that can create the desired impact in alignment with the published vision/ strategy.
- e. Collaborates with the relevant officer(s) in planning the Sudan portfolio of programs.
- f. Oversees implementation, monitoring, controlling, and impact measurement of the Sudan portfolio.
- g. Reports on progress, risks, and issues related to the Sudan portfolio, and any other duties in alignment with the published vision/ strategy

SECTION H: DUTIES OF DIRECTORS

The Administrator of the corporation shall be responsible for the day to day operation of the association, in accordance with the policies and directives of the President and the Board of Directors, including the following:

- a. Oversee operation of the organization;
- b. Implement plans and projects of the organization;
- c. Manage human, physical and financial resources of the organization;
- d. Decide or guide courses of action in operations by staff;

- e. Formulate policies and planning recommendations to the Board of Directors and the President;
- f. Perform other duties as assigned by the Board of Directors or the President. There may be more than one Administrator.

ARTICLE V: BOARD OF TRUSTEE AND BOARD OF DIRECTORS

SECTION A: MEMBERSHIP

1. Both boards shall consist of not fewer than five (5) and not greater than nine (9) individuals who are full members of the association.
2. The Board of Directors & Board of Trustees shall initially be appointed by the Founders.
3. In Consecutive elections, the Board of Trustees, The Founders, and the Board of Directors may nominate candidates for The new Board of Directors. Nomination for the Board of Directors will be received by The Secretary General of the Corporation. All nominees will be voted for by both Boards.
4. If a Board member fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by appointment by the Board of Trustee and The Board of directors, and the replacement shall serve the remainder of the unexpired term.
5. A Director or a Trustee may be removed for adequate reasons as determined by the vote of two-thirds of both boards.
6. President Elect shall attend Board of Directors meetings as a non-voting member of the Board of Director (to the extent he or she is not already otherwise serving as a full member of the Board).

SECTION B.:DUTIES

The Board of Directors shall be the governing body of the association, which has authority and responsibility for the supervision, control, and direction of the association in accordance with the bylaws and under applicable local laws.

SECTION C: MEETING OF THE BARD OF DIRECTORS

1. The Board of Directors shall meet at least twice annually upon call-to-meet by the President or upon written request of any five (5) members of the Board.
2. A majority of members of the Board of Directors shall constitute a quorum.
3. Notices of each meeting and a statement of its purpose shall be sent to the members of the Board at least fifteen (15) calander days before such meetings.
4. Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.. The Board of Director may permit any or all Direcorts to participate in a regular or special meetings by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.
5. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary General, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting.
6. Every act or decision done or made by a majority of the Directors presented at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.
7. Meetings of the Board shall be presided over by the Chairperson of the Board, who shall be designed by the affirmative vote of the Board of Directors, or, if no such person has been so designated or, in his

or her absence, the President of the corporation, or in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary General of corporation shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the secretary of the Meeting. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors

8. Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes filled with the corporate records reflecting the action taken. Action taken by unanimous written consent of the Directors is effective when the last Directors signs the consent, unless the consent specifies a different effective date. A unanimous written consent as described above has the effect of a meeting vote and may be described as such in any document.

SECTION D: QUALIFICATIONS

Directors of corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time.

SECTION E: COMPENSATION

Directors shall not receive any compensation for their services, except that each director is entitled to receive from the corporation reimbursement of expenses incurred by the director in the furtherance of the corporation's business. Nothing contained in this Section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for that service. The salaried individuals cannot vote on their own compensation and the compensation decisions shall be made by the unrelated board members.

SECTION F: NON-LIABILITY OF DIRECTORS

The Director shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION G: INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Director and officers are indemnified to the fullest extent permissible under the laws of this state.

ARTICLE VI: AMENDMENTS

1. The Bylaws may be amended by two-thirds vote of the board of directors at any regular meeting of the members or at any special meeting called for the purpose.
2. The substance of the proposed amendment must be submitted to the members 15 days prior to any such meeting.

ARTICLE VII: MISCELLANEOUS

1. **Indemnification:**
Director, officers, and authorized employees, volunteers, committee members, and agents of the Association shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.
2. **Fiscal Year:**

The fiscal year of the association shall be between *January 1 to December 31*.

3. Corporate Records:

- a. The association shall keep as permanent records minutes of all meetings of the board of director and a record of all actions taken by the directors without a meeting.
- b. The association shall maintain appropriate accounting records. The association shall maintain its records in written form or another form capable of conversion into written form within a reasonable time.
- c. The association shall keep a copy of the following records on file:
 - articles of incorporation and all amendments thereto,
 - bylaws or restated bylaws and all amendments thereto,
 - listing of names and addresses of current Director and officers,
 - most recent annual report delivered to California Department of Financial Institutions,
 - copy of association's application for recognition of exemption under Section 501(c) of the Internal Revenue Code and all supporting documents thereto and any determination letter issued in response thereto by the Internal Revenue Service, and
 - copies of the association's most recent three annual tax returns.

ARTICLE VIII: IRC 501(C) (3) TAX EXEMPTION PROVISIONS

SECTION A: LIMITATIONS ON ACTIVITIES

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

Notwithstanding any other provisions of these Bylaws, this corporation 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 B: PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, officers or other private persons, except that the corporation 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 corporation.

SECTION C: PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a. Shall distribute its income for said period at such time and manner as not to subject to tax
- b. under Section 4942 of the Internal Revenue Code;
- c. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- d. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal
- e. Revenue Code;
- f. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- g. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

SECTION D: DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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 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.

ARTICLE IX: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION A: PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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 B: DEFINITIONS

1. **Interested Person.**

Any Trustee, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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:

1. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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 C, paragraph b, 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 C: CONFLICT OF INTEREST AVOIDANCE PROCEDURES

a. **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 Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **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.

c. **Procedures for Addressing the Conflict of Interest:**

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.

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.

After exercising due diligence, the governing board or committee shall determine whether the corporation 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.

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 Trustees whether the transaction or arrangement is in the corporation'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.

d. **Violations of the Conflicts of Interest Policy:**

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. 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 D: RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings 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 E: COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation. When approving compensation for Trustees, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 4. has no material financial interest affected by the compensation arrangement; and

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 2. the availability of similar services in the geographic area of this organization
 3. current compensation surveys compiled by independent firms
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
 3. the comparability data obtained and relied upon and how the data was obtained.
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
 6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION F: ANNUAL STATEMENTS

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

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the corporation 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 G: PERIODIC REVIEWS

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

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation'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 H: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section G, the corporation 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.

CERTIFICATE

The undersigned Secretary General of Sudanese American Engineers Association, Inc. hereby certifies that the foregoing Bylaws were duly adopted by the board of directors by unanimous written consent on the 21 day of July, 2019, and that the same remain in full force and effect.

DATED: July 21st, 2019.


Ibrahim Elsaeed, Secretary General