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***CONSTITUTION AND BYLAWS***

***OF***

**SOUTHERN AFRICAN COMMUNITY USA (SACU)**

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*Current as of October 22, 2013*



## CONSTITUTION

### PREAMBLE

**CONSCIOUS** of our role as Southern Africans, and convinced that we can make a positive contribution to the society in which we now live, learn and work;

**AWARE** of the need to take advantage of the many available opportunities for the enhancement of our well-being in this country;

**MINDFUL** of our individual limitations in attempting to cope with the requirements of life in a new environment;

**CONVINCED** of the need to create a framework wherein issues and problems relating to our welfare as well as the needs and aspirations of our people in Southern Africa can be examined, reviewed, and opinions collectively articulated, and expressed.

**DESIROUS** of effectively providing for these needs, adequately meeting all our other obligations and securing all other customary benefits derived from fraternal association, unity, cooperation and the pooling of individual resources, We, the members of Southern African Community USA hereby enact this Constitution for the purpose of establishing an orderly set of standards by which we shall govern ourselves through the following fundamental organic laws.

## ARTICLE I

### ORGANISATION

- Section 1. Name of Organization. The name of this organization shall be: ***SOUTHERN AFRICAN COMMUNITY USA***, Inc. hereinafter referred to as Southern African Community USA (SACU).
- Section 2. Name, Logo, Seal and Service Mark Utilization. SACU is the legal owner of all trademarks, logos and service marks established for SACU and for any of its constituent communities, products and projects. SACU will oversee the use of its name and logo, and all other trademarks and service marks. They shall take appropriate action when SACU's name or logos are wrongfully used. SACU's name, or logo may be used by SACU, its associates and members in a manner approved by the Executive Board of Directors.
- Section 3. Principal Office. The principal office of SACU shall be in the State of Maryland.
- Section 4. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Maryland, as required by the State of Maryland Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

## ARTICLE II

### PURPOSE

- Section 1. Purpose. The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation:
- 1.1 Mission Statement. The mission of the SACU is to unite all citizens, descendants and friends of Southern Africa in the USA through various activities and events, and to increase the visibility of Southern Africans in the USA whilst contributing to the overall development of the Southern African community.
- 1.2 Vision Statement. To be the leading voice and resource on Southern Africa.
- 1.3 Objectives. In order to fulfill our mission and vision, our objectives are to:
- a) Promote Southern African countries and communities.
  - b) Inform, educate and create cultural awareness about Southern Africa.
  - c) Provide a platform for economic empowerment of Southern Africans in the USA.
  - d) Contribute to philanthropic and social welfare projects.
  - e) To build and encourage community amongst Southern Africans
  - f) Provide culturally enhanced entertainment

## ARTICLE III

### MEMBERSHIP

- Section 1. Qualifications of Membership. Membership in UC shall be open to all USA citizens ,

African nations, individuals born or naturalized in African nation, individuals born to parents who are citizens or permanent residents of African nation, and other nationals friendly to a African nation and those related to these individuals by reason of marriage.

Section 2. Classes of Members. The Executive Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

**2.1 Individuals.** Individual members shall consist of those individuals requesting membership through the application process and who meet any additional requirements for individual membership as may be imposed by the Executive Board of Directors. Individual members will further be divided into Associate, Bronze, Silver and Gold members. The duties, rights and privileges of each category of membership shall be defined by the By-Laws pursuant to this article.

**2.2 Corporate (or “Associate”).** Corporate members shall consist of any non-profit and for-profit corporation that is owned by citizens, descendants or natives of Southern Africa and that meets any additional requirements for corporate membership as may be imposed by the Executive Board of Directors. Corporate members will further be divided into Bronze, Silver and Gold. The duties, rights and privileges of each category of membership shall be defined by the By-Laws pursuant to this article.

**2.3 Honorary Members.** The Executive Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members, using such criteria as the Executive Board of Directors may develop. Such a designation shall remain purely ceremonial; particular privileges consequent to the title shall not include the right to vote or hold office in SACU. Such individuals can serve on advisory panels or ad hoc committees.

- Section 3. **Individual and Corporate Membership Levels.** Membership for both individual and corporate membership should be tiered with calibrated benefits per level, including but not limited to the following:
- 3.1 Individual Membership includes Associate, Bronze, Silver and Gold. All membership except Associate members will be assessed dues. a.  
Associates - Discounts.
- b. Bronze Associate - Discounts, Voting and attend annual meetings.
- c. Silver Associate - Discounts, Voting, attend annual meetings, propose project, and serve as committee member.
- d. Gold Associate - Discounts, Voting, attend annual meetings, propose project, and can run for Executive Board.
- 3.2 Corporate or “Associate” Membership:
- a. Associate Membership – Access to our network.
- b. Bronze Associates- Eligibility for project and organizational partnerships, discounted rates for advertising, vendor fees, and other.
- c. Silver Associates – Eligibility for project and organizational partnerships, discounted rates for advertising, vendor fees, and other.
- d. Gold Associates– Eligibility for project and organizational partnerships, discounted rates for advertising, vendor fees, and other.
- Section 4. **Individual Membership duties, rights and privileges.** The Association General Assembly shall be composed of all the individual members of the organization. The General Assembly may take up any matter relating to the welfare or role of the SACU for discussion and disposition at any of its regular or special business meeting convened for the purpose, except those matters currently pending before the Executive Board of Directors.
- Section 5. **General Assembly Meeting.** The Assembly shall meet annually during the first quarter of each year. Special business meetings of the assembly may be convened upon petition of at least one-fourth (¼) of Bronze, Silver or Gold membership in good standing, or at the request of Executive Board of Directors, or at the discretion of the Administration Unit.
- Section 6. **Corporate Membership duties, rights and privileges.** The Association Corporate Assembly shall be composed of all the corporate members of the organization. The Assembly may take up any matter relating to the welfare or role of SACU for discussion and disposition at any of its regular or special business meeting convened for the purpose, except those matters currently pending before the Executive Board of Directors.
- Section 7. **Corporate Assembly Meeting.** The Assembly shall meet annually during the first quarter of each year. Special business meetings of the assembly may be convened upon petition of at least one-fourth (¼) of Bronze, Silver or Gold membership in good standing, or at the request of Executive Board of Directors, or at the discretion of the Administration Unit.
- Section 8. **Constitutional Amendments.** The General Assembly may deliberate on the constitution but does not have the power to amend the Constitution of SACU or review and decide the fundamental direction and policies of SACU as well as the fundamental financial plans of the Organization.

Section 9. **Voting Rights.** Individual members in good standing in the assembly shall decide all matters designated before them as outlined by the voting guidelines in Article IX. Corporate members may not vote.

Section 10. **Removal and Resignation.** Any member may be removed from membership by a two thirds vote of the Executive Board of Directors only for cause which is defined as misrepresentation of their role in SACU, fraudulent activity, failure to pay dues or purposefully engaging in activities that violate State laws. Members that are removed may reapply or be reinstated at the discretion of the Executive Board of Directors. A member may also choose to voluntarily resign and be removed from the database.

## ARTICLE IV

### INSTITUTIONS AND OFFICERS

Section 1. **Powers.** The principal institutions or organs of the Association shall be a) Founder Members; b) Advisory Board and c) Executive Board of Directors “Directors” comprising of no more than five external members. The Executive Board of Directors officers shall be a Chair and two Vice- Chair positions for the following units: Administration and Human Resource Unit; Finance and Fundraising Unit; Marketing and Public Relations Unit; and Social and Event Coordination Unit and Association General Assembly.

1.1 **Supremacy of Constitution.** No institution, officer, Director, Board member or Founder member is above this constitution.

Section 2. **Founder Members and Classes of Members.** The Founding Members include all the individuals that participated in the start-up of the organization.

2.1 There shall be the following classes of founders:

- a. Founder - The organization shall recognize one sole founder, as designated by the Executive Board of Directors. The founder retains rights and privileges accorded by this constitution. This includes a seat on the Advisory Board.
- b. Co-founder (s) -The organization shall recognize the nine original Executive Board members as lower ranking co-founder status. The co-founder(s) retains any rights and privileges accorded by this constitution.
- c. Founding Member (s) – founding members include all the executive board members that join the Executive Board of Directors prior to the organization’s incorporation and cannot be designated as founder or co-founding members.

Section 3. **Founder Member Rights and Privileges.** Founders retain the right and privilege to use their title for a lifetime. Founders retain the right, upon leaving the Executive Board of Directors, to join the Advisory Board by a simple majority vote of the Executive Board of Directors. Founders may be removed from the Executive and Advisory Boards in accordance with the guidelines set forth in Article XI.

Section 4. **The Advisory Board.** The Advisory Board comprises of influential and knowledgeable experts appointed by the Executive Board of Directors by a simple majority vote. The Advisory Board is drawn from a broad and balanced variety of international stakeholders. Members are selected for their expertise, knowledge and specific interest in issues linked to Southern Africa.

- 4.1 **General Assembly Membership.** Advisory Board members are not required to be fully paid SACU members in order to be eligible and maintain Membership on the Advisory Board. However, they are eligible to obtain SACU membership.
- 4.2 **Composition.** The initial Advisory Board shall be composed of five (5) Board members and at least two Administrative Unit officers of which one is the Administrative Chair. The Administrative Chairs shall act as liaisons between the Executive Board and the Advisory Board. The Chair or at least one of the two Administration Unit Vice-Chairs shall be present at Advisory Board meetings.
  - a. **Executive Board Participation.** Executive officers from other SACU units may be present at Advisory Board meetings if deemed necessary by the Advisory Board.
  - b. **Founder Membership.** Founder members may join the Advisory Board once they retire from the Executive Board of Directors. Members of the Advisory Board who were Founder Members may be voted into the Advisory Board by a simple majority of the Executive Board of Directors.
  - c. **Ad hoc Committees.** The Advisory Board may establish such other offices and committees, internal or external to itself, as may be necessary to fulfill its constitutional responsibilities.
- 4.3 **Term.** Members of the Advisory Board who were not Founder Members shall serve for a period of two years (2) years. They can be re-elected to an additional term by a simple majority vote of the Executive Board of Directors.

- 4.4 Advisory Board Role. The role of the Advisory Board is to advise and challenge the Executive Board of Directors on the strategy, direction and best practices. In addition, it monitors and evaluates progress of the organization towards fulfilling its mission, vision and goals. The Advisory Board ensures that opinions and perspectives of community stakeholders are integrated in the pursuit of the organisation's mission.
- 4.5 Responsibilities. The Advisory Board shall participate in the strategic decisionmaking of SACU affairs. They will facilitate fundraising activities to sustain financial independence. It may also authorize special financial assessments to defray the cost of these activities. They may initiate, review and submit program activities.
- 4.6 The Advisory Board shall exercise any other powers not reserved to any other agency of SACU and that are deemed necessary for the effective functioning of SACU; and the Advisory Board shall be held accountable to the Executive Board of Directors for duties and powers entrusted to it in this constitution.
- 4.7 Meetings. The Advisory Board shall have business meetings as deemed necessary by the Chair of the Advisory Board. They must meet at least twice a year for a regular business session. Meetings of the Advisory Board may be convened either at the discretion of the Chair of the Advisory Board or at the request of one-third (1/3) of the Executive Board of Directors. In all its deliberations a simple majority vote shall be decisive in the disposition of issues before the Advisory Board.
- 4.8 Meetings can be conducted in person or remotely via telephone, video-conferencing or social media platforms. Voting can be conducted in-person or remotely via telephone, e-mail or other electronic media.
- 4.9 Voting. Advisory Board members may vote on matters brought before them in accordance to procedures outlined in Article IX of this constitution.
- 4.10 Removal and Resignation. Advisory Board Members may resign by providing a 30 day written notice to the Advisory Board and Executive Board of Directors. Any member of the Advisory Board may be removed from the Advisory Board for any cause outlined in Article XI in this constitution.

## ARTICLE V

### EXECUTIVE BOARD OF DIRECTORS

- Section 1. **Executive Board of Directors.** The Executive Board of Directors ("Directors") of SACU comprises of individuals that are leaders in their respective communities or otherwise have strong interest or knowledge about Southern Africa. They shall be in charge of coordinating daily business activities of SACU. They shall comprise of no more than twelve appointed members elected by the General Assembly members.
- Section 2. 2.1 Composition. The Executive Board of Directors shall consist of 12 Directors with one Director serving as the Executive Director.
- 2.2 Diversity. No more than two representative per country may serve on the Executive board at the same time. This requirement excludes the founding Executive Board.



- 2.3 Executive Board Hierarchy. The hierarchy of the organization shall be as follows: Executive Director, Executive Board of Directors, and General Assembly.
- 2.4 Executive Director. The role of the Executive Director will be to oversee the Executive Board of Directors. He or she shall oversee the overall management of the organization. The Executive Director shall oversee all the units of SACU and shall be its chief executive officer. Accordingly, he/she shall be held accountable to the lower ranking Executive Board of Directors and General Assembly for the general conduct of the affairs of SACU.
- 2.5 Selection of Executive Director. The Executive Director position shall be an annual rotating position by country. It shall be based on the first letter of the name of all Southern African countries in alphabetical order. The rotation shall begin with the home country of the organisation's founder. If there are two Directors from the same country, the Directors from those countries may select a Director for that country's turn. At the request of one of the country member Directors, they also have the option of bringing that decision to the Executive Board of Directors for a simple majority vote.
- 2.6 Unit Divisions. The Executive Board of Directors shall be arranged in four units consisting of three Directors. Each unit shall consist of a Unit Chair ("Managing Director") and two Assistant Directors ("Directors") for each of the following units: Administration, Operations and Human Resource ("Administration") Unit; Finance and Fundraising ("Finance") Unit; Marketing and Public Relations ("Marketing") Unit; and Social and Event Coordination ("Social") Unit.
- 2.7 Selection of Unit Chairs/Managing Directors (MD). The Unit Chairs shall be elected by all unit members by a simple majority vote.
- 2.8 Ad hoc Committees. The Executive Board of Directors may create and appoint other offices and committees desirable to implement the objectives of the SACU. The Board shall have oversight responsibility of any committees formed. The Board shall approve or disapprove all ad hoc personnel appointments which are not provided for in this Constitution.
- Section 3. **General Assembly Membership.** Executive Board members are required to be a fully paid up member in order to qualify as an Executive Board of Director.
- Section 4. **Appointment.** New directors shall be elected by the General Assembly members in good standing.
- Section 5. **Terms.** The Unit Chair(s) shall serve on a rotating basis with Assistant Chairs. The Chair(s) may serve indefinitely or until resignation or removal by unit members in consultation with the Executive Board of Directors. They must serve for a minimum of two years.
- Section 6. **Roles and Responsibilities.** The Executive Board of Directors shall oversee the administration of SACU. They shall have the power to review and decide the fundamental direction and policies of the SACU as well as the general financial plans of the organization. They may also take up any matter relating to the welfare or role of the SACU for discussion and disposition at any of its regular business meetings or special business meeting convened for the purpose, except those matters currently pending before the Advisory Board.

- 6.1 Projects and Programs. The Board shall approve or disapprove all programs and special projects.
- 6.2 Conflict of Interest. All Directors are expected to act in the best interest of SACU and must adhere to the conflict of interest guidelines set forth in Article XII of this constitution.
- 6.3 Performance Review. A performance review will be conducted annually.
- 6.4 Electoral Commission. The Board shall convene the Electoral Commission during Elections.
- Section 7. **Constitutional Amendments.** The Board shall have the power to approve special legislation submitted by the Advisory Board. The Executive Board of Directors shall have the exclusive power to amend the Constitution of SACU with a two-thirds (2/3) affirmative vote of the members required.
- Section 8. **Meetings.** The Executive Board of Directors is expected to hold regular business meetings and special meetings as deemed necessary.
- 8.1 Meeting Forum. Meetings can be conducted in person or remotely via telephone, video-conferencing or social media platforms. Voting can be conducted in-person or remotely via telephone, e-mail or other electronic media.
- 8.2 Quorum. At regular meetings, the presence in person of a majority of the directors shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.
- Section 9. **Voting.** The Executive Board of Directors shall decide all matters before it by a simple majority vote of those members present and voting except in the case of constitutional amendments and election of officers as outlined by the voting guidelines in Article IX and Article X.
- Section 10. **Removal and Resignation.** The Executive Board of Directors and Advisory Board shall have the exclusive power to impeach any Executive Board and Advisory Board members for cause. Any member of the Executive Board may be removed from the Executive Board for any cause outlined in Article XI in this constitution.
- Section 11. **The Administration, Operations and Human Resources Unit.** The Administration Unit shall consist of a Chair (“Managing Director”) and two Assistant Chairs (“Directors”). The role of the Administrative unit Chair is to oversee and manage the daily operational tasks of SACU. They are responsible for coordinating the general activities of the other units.
- Section 12. **Administrative Unit Chair.** The Chair shall propose to the Board and Assembly specific programs and activities pursuant to the general objectives of SACU, and shall submit periodic reports to the Executive Board of Directors and Advisory Board. They shall also submit periodic reports to the Association General Assembly on the performance of SACU programs.

- 12.1 Duties. The Chair shall perform all other functions, ceremonial or substantive, traditionally associated with the head of an organization, provided these are consistent with provisions of this Constitution.
- 12.2 Coordinating Administration. The Chair shall have the authority to secure oral or written reports from any unit or committee on the conduct of the duties assigned.
- 12.3 Finance. The Chair shall countersign all vouchers and checks payable for services rendered to, or goods purchased for, SACU.
- 12.4 Representation of SACU. The Chair shall coordinate representation of SACU in its official capacity. The representative delegation shall consist of at least one member of the Administrative Unit. In the event, where a member of the Administrative Unit is not available, they may designate another Director.

Section 13. **Administrative Unit Assistant Chair(s).** The Assistant Chair(s) role will be to help the Administrative Unit Chair in the execution of all activities relating to the Chair's duties and responsibilities. In addition, they shall also serve as organization secretariat.

- 13.1 Responsibilities. The specific functions and responsibilities shall be determined by the Administrative Chair upon the recommendation of the Executive Board of Directors.
- 13.2 Such assignments shall be made to the Assistant Chair(s) in the form of a written job description which shall have the same stature and force as any other body of constitutional laws of the SACU for the duration of the assignment.
- 13.3 Proxy Duties. The Assistant Chair(s) shall take over all the Administrative Chair's duties in the temporary absence of the Chair. They shall also perform his or her duties in the event that the Chair is not able to perform their duties in case of his or her resignation, impeachment, incapacity or death.
- 13.4 Membership Record. The Chair(s) shall maintain the current official roster of SACU members and the list of members present at each meeting of the General Assembly as well as the Executive Board of Directors.
- 13.5 Historical Record. The Chair(s) shall arrange as well as maintain a pictorial record of the major events and activities of SACU and provide for storage and retrieval.
- 13.6 Ad hoc Committees. The Chair(s) shall be assisted by as many ad hoc committees as may be needed to effectively execute these duties as well as other additional assignments that may be made from time to time by the Executive Board of Directors and/or Advisory Board.

Section 14. **Finance and Fundraising Unit:** The Finance and Fundraising Unit shall consist of a Chair ("Managing Director") and two Assistant Chairs ("Directors"). The Finance Chair shall be charged with all matters directly pertaining to the treasury of the SACU. The role of the Finance and Fundraising Unit Chair is to oversee and manage the budgeting, financial planning, financial reporting, the creation and monitoring of internal controls and accountability policies. They are also responsible for coordinating and managing fundraising activities.

- Section 15. **The Finance Chair.** The Finance Chair shall develop, and present the annual budget for final approval by the Executive Board of Directors. They shall also monitor adherence to the budget, maintain a record of revenues and expenditures, and submit periodic reports on the general financial standing of SACU.
- 15.1 **Duties.** The Chair shall develop, monitor and present the budget of core SACU projects. Such designation shall be made by the Executive Board of Directors in written form which shall have the same stature and force as any other body of constitutional laws of SACU for the duration of the assignment.
- The Finance Chair and Finance Assistant Chairs shall perform all other functions mandated by Executive Board of Directors, and Advisory Board, in addition to those herein provided.
- 15.2 **Collection of Monies.** The Finance Chair shall organize, execute and record the collection of all membership dues, fees, and special assessments.
- 15.3 **Bank Deposits.** The Finance Chair shall deposit all funds into SACU’s official banking account within twenty-four hours (24 hours) or the following business day. The Finance Chair shall liaise between the banking institution and SACU.
- 15.3 **Signatories.** The Finance Chair, one Finance Assistant Chair, and Administrative Assistant Chair shall be the signatories. The Finance Chair shall be the principal signatory. The secondary signatories shall either be a Finance Assistant Chair or Administrative Assistant Chair of SACU. They shall issue and/or sign all vouchers and checks in amounts authorized by the Board of Directors
- Section 16. **Finance and Fundraising Unit Assistant Chairs.** The Assistant Chair(s) role will be to help the Finance Unit Chair in the execution of all activities relating to the Chair’s duties and responsibilities. In addition, they shall also serve as organization fundraising coordinators.
- 16.1 **Proxy Duties.** The Assistant Chair(s) shall take over all the Finance Chair’s duties in the temporary absence of the Chair. They shall also perform his or her duties in the event that the Chair is not able to perform their duties in case of his or her resignation, impeachment, incapacity or death.
- 16.2 **Fundraising Duties.** One Finance Assistant Chair shall provide leadership in the development of revenue-generating proposals; organize and supervise the collection of receipts from fund-raising activities, and devise systems and procedures for the efficient management of SACU’s fundraising operations.
- Section 17. **Marketing and Public Relations Unit.** The Marketing and Public Relations Chair Unit shall consist of a Chair (“Managing Director”) and two Assistant Chairs (“Directors”). The Marketing and Public Relation Chair shall be charged with all matters directly pertaining to the Marketing and Public Relations of the SACU. The role of the Marketing and Public Relations Chair is to oversee the coordination of marketing, branding and communication functions.
- Section 18. **Marketing and Public Relations Chair.** The Marketing and Public Relation Chair shall be responsible for coordinating marketing, branding and communication functions on behalf of SACU in the interest of upholding the organization’s by-laws and objectives. This consists of the coordination of marketing brochures, the website, social media, event flyers, press releases, and other marketing materials.

18.1 The Marketing and Public Relations Chair shall be responsible for devising marketing policies and strategies. This includes the drafting of a marketing plan. A marketing plan shall be presented to the Board of Directors annually. It must include planning, forecasting and evaluation of marketing strategies.

18.2 The Marketing and PR Chair shall provide leadership in the development of revenue-generating proposals; organize and supervise the marketing activities, and devise systems and procedures for the efficient marketing management of SACU.

18.3 The Marketing and PR Chair is responsible for raising the visibility of the organization overall.

18.4 The Marketing and PR Chair is responsible for managing the brand of the organization across all media platforms.

Section 19. **Marketing and Public Relations Unit Assistants.** The Assistant Chair(s) role will be to help the Marketing and Public Relation Unit Chair in the execution of all activities relating to the Chair's duties and responsibilities. In the absence or incapacitation of the Chair, they shall perform his or her duties.

19.1 **Proxy Duties.** The Assistant Chair(s) shall take over all the Marketing and Public Relations Chair's duties in the temporary absence of the Chair. They shall also perform his or her duties in the event that the Chair is not able to perform their duties in case of his or her resignation, impeachment, incapacity or death.

19.2 **Public Relation Duties.** At least one of the Marketing and PR Assistant Chairs shall be responsible for managing and coordinating public relations functions.

19.3 **Record keeping.** At least one of the Marketing Assistant Chairs is responsible for keeping records of all the press coverage that the organization receives.

Section 20. **Social and Event Coordination Unit:** The Social and Event Coordination Chair shall consist of a Chair ("Managing Director") and two Assistant Chairs ("Directors"). The Social and Event Coordination Chair shall be charged with all matters pertaining to the social aspect of SACU. The Events Coordination and Social Chair shall be responsible for coordinating events and managing social relationships. The Event Coordination and Social Unit shall work closely with the Marketing and PR Unit in coordinating events for the purpose of promoting SACU, increasing membership and maintaining membership.

Section 21. **Social and Event Coordination Chair.** The Social and Event Coordination Chair shall be responsible for coordinating SACU's internal and external events. Internal events will include members and leadership exclusive team building events. External events will include any events that are open to the general public.

21.1 **Duties.** The Social and Event Coordination Chair shall oversee the planning, execution, and coordination of all SACU's social events. This does not include SACU's special projects but they may assist as needed. They shall work with the Marketing Unit in implementing promotional strategies for events.

21.2 **Representation.** The Social and Event Coordination Chair is responsible for attending other events on behalf of the organization in coordination with the Admin Unit which is responsible for coordinating representation of SACU in its official

capacity. They are responsible for facilitating networking with people from other groups.

21.3 Social Calendar Management. The Social and Event Coordination Chair shall come up with a yearly calendar of SACU events. They are responsible for presenting and maintaining the social calendar for the organization. This includes SACU and nonSACU events.

21.4 Assessment of Events. The Social and Event Coordination Chair shall submit a report after each event, which incorporates the feedback from other SACU Units and members at large.

Section 22.

**Social and Event Coordination Assistant Chair.** The Social and Event Coordination Assistant Chair(s) role will be to help the Social and Event Coordination Unit Chair in the execution of all activities relating to the Chair's duties and responsibilities. In the absence or incapacitation of the Chair, they shall perform his or her duties.

22.1 Proxy Duties. The Assistant Chair(s) shall take over all the Social and Event Coordination Chair's duties in the temporary absence of the Chair. They shall also perform his or her duties in the event that the Chair is not able to perform their duties in case of his or her resignation, impeachment, incapacity or death.

22.2 Membership Retention. The Social and Event Coordination Chair shall be responsible for ensuring the continuation of membership in SACU. At least one Assistant Chair shall oversee membership recruitment and retention. This includes coordinating recruitment strategies with the Marketing Unit. They will ensure that the needs of members are being met and that they remain engaged.

22.3 The membership drive shall run from March 1st through September 1st of every year. The Corporate Membership Drive shall begin March 1st through June 1st. The Individual Membership drive shall begin June 1st through September 1st.

22.4 Fundraising Events. The Social and Events Coordination Unit shall be responsible for coordinating with the Finance and Fundraising Unit to raise funds for each event.

## ARTICLE VI

### MEMBERSHIP DUES AND ASSESSMENTS

Section 1.

**Membership Dues.** The organization shall collect membership dues and fees in order to finance its daily operations and activities.

1.1. Individual Membership Dues. Bronze, Silver and Gold members shall pay regular annual dues for their SACU membership. Associate Members are not assessed any dues.

1.2. Fee Assessment and Schedule. Individual Membership dues and fees shall be assessed based on membership category for Bronze, Silver and Gold. This amount is payable as indicated in the membership fee guideline. Membership dues must be paid in full by September 1st of every year.

1.3. Corporate Membership Dues. Bronze, Silver and Gold Associates shall pay regular annual dues for their SACU membership. This amount is payable as indicated in the membership fee guidelines.

1.4. Fee Schedule. Corporate membership dues and fees shall be assessed based on membership category for Bronze, Silver and Gold. This amount is payable as indicated in the membership fee guideline. Membership dues must be paid in full by June 1st of every year.

1.5. Executive Board of Directors Dues. Executive Board of Directors shall pay annual dues as outlined in the membership fee guidelines.

Section 2. Special Assessments. Special Assessments may be proposed and approved as needed for unforeseen expenses.

2.1 Assessments may be proposed by SACU Executive Board to its members to finance specific activities or budgetary deficits.

2.2 Assessments for activities or calamities consistent with SACU's mission may be proposed by paid members with the approval of the Executive Board of Directors.

Section 3. Suspension of Membership. Members who default in the full payment of their dues by the due date, shall lose their right to vote, hold office or enjoy any membership privileges provided by SACU.

## **ARTICLE VII**

### BANKING

Section 1. SACU shall maintain an account at a recognized banking institution within the limits of the State of Maryland for the safe custody of its funds and other negotiable instruments and items of value.

Section 2. The nature of the account, its subdivisions and management procedures shall be determined by the Finance and Fundraising Unit and in consultation with the Executive Board of Directors.

## **ARTICLE VIII**

### MEETINGS

Section 1. Members of the Executive Board of Directors are expected to miss no more than 3 meetings in a calendar year without a valid reason. Reasons considered valid will be outlined in a separate document.

## **ARTICLE IX**

### VOTING RIGHTS AND PROCEDURES

- Section 1. **Voting Rights.** All paid up Bronze, Silver, and Gold members of SACU shall have the right to vote provided said members are in good standing. Associate, Corporate and Honorary members are not eligible to vote.
- 1.1 For the purpose of this Constitution, good standing shall be defined as current on dues and levy payments as well as a good attendance and participation record.
  - 1.2 All members in good standing are eligible to vote for new Executive Board officers.
  - 1.3 Advisory Board and Executive Board members are jointly eligible to vote for new Advisory Board Members.
- Section 2. **Voting Procedures for Executive Board.** The Executive Board of Directors shall deliberate and vote on all matters presented before them by a simple majority vote of those members present and voting except in the case of constitutional amendments and elections for officers.
- 2.1 **Quorum.** One half (1/2) of Board members present, in good standing, and voting shall constitute a quorum.
  - 2.2 **In Person Voting.** All in-person votes shall be decided by a simple majority of those present at the meeting.
  - 2.3 **Proxy Voting.** Voting by proxy is allowed as necessary by written communication.
  - 2.4 **Online Voting.** Voting online is allowed as necessary via e-mail or through an online voting system.
  - 2.5 **Tie-Breaker:** In the event that voting is tied, the Advisory Board may be approached by the Executive Board to provide one tie-breaking vote which represents a simple majority vote of the Advisory Board.
- Section 3. **Voting Procedures for Advisory Board.** The Advisory Board shall deliberate and vote on all matters presented before them by a simple majority vote, except in the case of constitutional amendments and elections for officers.
- 3.1 **Quorum.** One-third (1/3) of Advisory Board members, in good standing, shall constitute a quorum
  - 3.2 **In Person Voting.** All in-person votes shall be decided by a simple majority of those present at the meeting.
  - 3.3 **Proxy Voting.** Voting by proxy is allowed as necessary by written communication.
  - 3.4 **Online Voting.** Voting online is allowed as necessary via e-mail or through an online voting system.
  - 3.5 **Tie-Breaker.** In the event that voting is tied, the Executive Board may be approached by the Advisory Board to provide one tie-breaking vote which represents a simple majority vote of the Advisory Board.



Section 4. **Voting Procedures for Members.** Paying General Assembly members in good standing shall deliberate and vote on all matters presented before them by a simple majority vote, except in the case of constitutional amendments and election of Advisory Board members.

4.1 **Quorum.** One-third (1/3) of paying general members, in good standing, shall constitute a quorum.

4.2 **In Person Voting.** All in-person votes shall be decided by a simple majority of those present at the meeting. They may not vote by proxy.

4.3 **Online Voting.** Voting online is allowed as necessary via e-mail or through an online voting system.

4.4 **Tie-Breaker.** In the event that voting is tied, the Advisory Board may provide one tiebreaking vote which represents a simple majority vote of the Advisory Board.

## **ARTICLE X**

### **ELECTIONS**

Section 1. **General Elections.** General Assembly elections will be held to decide on new policies, procedures new Executive Board members, and other officers.

1.1 **Meeting Dates.** The General Assembly shall hold general elections no later than the first quarter of the year.

1.2 **Commencement of New Policies.** The policies and procedures will go into effect immediately after the meeting, unless otherwise indicated by the Executive Board.

1.3 **Commencement of Duties.** The new officers shall assume office after they are sworn in within 30 days.

Section 2. **Electoral Commission.** Electoral Commission shall be appointed by the Executive Board in March of the election year to handle everything pertaining thereto.

2.1 The Election Commission shall be comprised of no more than five members and not less than three members. It shall comprise of at least one Executive Board member, one Advisory Board member and one paying member from the General Assembly in good standing.

2.2. The Electoral Commission shall re-enforce the election rules pursuant to the constitution of SACU.

- Section 3. **Election of Executive Board Members.** Executive Board Officers can serve indefinitely. However, in an event where a board member leaves voluntarily or is nominated for removal, an election to replace that member shall be held at the next general election. Board members and officers shall be elected by a simple majority vote.
- 3.1 **Vacancies.** In the case of death, impeachment, or resignation of any executive officer, such vacancy shall be filled by the next election of the General Assembly. However, the Executive Board of Directors may temporarily assign the vacant position to an officer from within the existing Executive Board to fulfill the duties.
- 3.2 **Election Date.** The election of officers for SACU shall be held as necessary at the general elections following the commencement of the vacancy.
- 3.3 **Election Forum.** Elections can be held in person or through an online voting system. Election results will be determined by a combination of online and in-person voting.
- 3.4 **In-Person Voting.** All persons eligible to vote at a meeting shall have the right to cast their ballot for officers and Board Members in person. Quorum: The presence in person of one half of the (1/2) of the Board membership present, in good standing, and shall constitute a quorum.
- 3.5 **Online Voting:** All persons eligible to vote shall have the right to cast their ballot for officers and Board Members online.
- 3.6 **Tie-Breaker:** In the event that voting is tied, the Election Commission shall announce a run-off election for the contested position within two weeks. The run-off election shall be held within two weeks after the announcement.
- Section 4. **Advisory Board Elections:** In an event where an Advisory Board member leaves voluntarily or is nominated for removal, an election to replace that member shall be held.
- 4.1 Members of the Advisory Board who were not Founder Members shall serve for a term of two years (2) years. They can be re-elected to an additional term by a simple majority vote by the Executive Board of Directors. Members of the Advisory Board who were Founder Members may be voted into the Advisory Board by a simple majority of the Executive Board of Directors and Advisory Board of Directors.

## ARTICLE XI

### REMOVAL AND RESIGNATION OF BOARD MEMBERS

- Section 1. All officers may voluntarily resign or be removed for various reasons as outlined in this constitution.
- Section 2. **Resignation.** All officers may resign from SACU without prejudice. Advisory Board and Executive Board Members may resign by providing a 30 day written notice to the Advisory Board and Executive Board of Directors.

Section 3. **Removal of Executive Board, Advisory Board, and Founder Members.** Any member of the Executive Board Member may be removed from their respective Board for causes outlined herein this constitution.

3.1 **Definition of Cause.** Cause is defined as misrepresentation of their role or position in the organization, misuse of the organization's name, logo, seal or other intellectual property, misuse of the organization's resources including funds and property, public defamation of the organization's name, logo or intellectual property, purposefully engaging in activities that violates state laws or other fraudulent activity, not attending required meetings and non-performance of duties. Members may also be removed for violating conflict of interest procedures and agreements or otherwise knowingly not acting in the best interest of the organization. Executive Board of Directors and may also be removed for failure to pay dues.

3.2 **Removal of Founder members from Advisory Board.** Any Founder Member nominated to the Advisory Board may be removed from the Advisory Board for just cause but retains the right and privilege of using their title as "founder" "co-founder" or "founding member".

3.3 **Removal of Board Members.** Executive Board of Directors, Founder members, and Advisory Board members shall be removed from their respective board by a simple majority vote of both the Advisory Board and the Executive Board of Directors for just cause.

Section 4. **Impeachment Process.** Any elected or appointed officer of SACU who acts in violation of SACU shall be impeached. In such a case, a committee appointed by the Chair of the Administrative Unit of Executive Board of Directors shall institute an investigation and make recommendations to the Advisory Board and Executive Board of Directors. In the event that the Chair of the Administrative Unit is under investigation, one of the co-chairs shall institute the investigation.

4.1 **Quorum.** The presence in person of one half of the (1/2) of the Board membership present, in good standing, and voting shall constitute a quorum.

4.2 **Impeachment Decision.** A two third (2/3) vote of those present at the meeting will be required to carry out the decision.

## **ARTICLE XII**

### **CONFLICT OF INTEREST**

Section 1. **Conflict of Interest.** Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second person or organization. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction.

1.1 Failure to do so may jeopardize SACU's tax exemption status.

Section 2. **Definition of Conflicts of Interest.** "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

Section 3. **Determining if a Conflict Exists.** A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the organization's policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half-blood), and spouses of these individuals); or (c) any organization in which he or family member is a Director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation alone, does not constitute a conflict of interest.

Section 4. **Identifying Conflict of Interest.** A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the remainder of Executive Board or committee decides that a conflict of interest exists. A conflict of interests shall be said to exist but are not limited to the following situations:

- 4.1 **Personal Relation.** An officer or Advisory Board member who is a member of a SACU selection team fails to disclose that he is related to a candidate whom SACU is considering for a position or contract. A candidate being considered for position fails to disclose that they are related to a SACU Advisory Board member or other officer.
- 4.2 **Competing organization.** A member starts an organization that provides similar services to similar clients, (Southern Africans or a Southern African country) as those of the organization.
- 4.3 **Position or Role with External Interests.** Holding, directly or indirectly, a position (paid or volunteer) or a financial interest in any outside organization from which the individual has reason to believe SACU will have or will obtain goods or services or which provides services competitive with SACU's.
- 4.4 **Advising or Consulting with External interests.** A member provides paid or volunteer consulting services or advising services to an organization, company customer or supplier that which the individual has reason to believe SACU will have or will obtain goods or services or which provides services competitive with SACUs. A member of SACU's Executive Board of Directors volunteers or accepts fees and provides advice to a company, organization or group that is in direct competition with the company on whose board of directors he sits.
- 4.5 **Use of tangible and intangible resources.** A member uses the organization's resources, property, logo, seal, slogan, tagline or other intellectual property to benefit their own private interests, that of another employee, or that of another organization without prior agreement or arrangement with SACU.
- 4.6 **Confidential Inside Information.** A member uses confidential information relating to any of the organization's business for personal profit or advantage. This includes divulging to outsiders any information, which has not been authorized for release to the public, including information pertaining to proposed use of service facilities or proposed business ventures, organization plans, or other proprietary information identified by SACU from time to time.

Section 5. **Duty to Self-Disclose.** A member is obligated to disclose any actual or possible or potential conflict of interest to the Executive Board of Directors for deliberation. The interested person must disclose the existence of the personal or financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

**Duty to Disclose Conflict.** A member that is aware or becomes aware of any actual, possible or potential conflict of interest of another member is obligated to disclose this conflict of interest to the Executive Board of Directors for deliberation.

Section 6. **Procedure.** In the event that any Executive Board Director, Advisory Board member or other officer has a conflict of interest that might properly limit such director's fair and impartial participation in deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict.

- 6.1 Any individual who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the remainder of the Board shall make the final determination as to whether an individual has a conflict of interest in any matter.
- 6.2 Presentation of Materials. The individual has a right to make a presentation at the meeting or provide material or other information necessary for the Board to make its decision. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the individual any appropriate non-confidential information or material which might inform its decisions.
- 6.3 Participation of Interested Person. No Director, Advisor or officer shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the organization.
- 6.4 Record of Decision. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested individual.

Section 7. **Confidentiality.** Each Executive Board Director, Advisory Board member, or officer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of SACU. Furthermore, they shall not disclose or use information relating to the business of SACU for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

### ARTICLE XIII

#### AMENDMENTS

Section 1. **Amendments.** The Executive Board retains the exclusive power to amend the constitution. Amendments may be submitted by the Advisory Board and General membership. Proposed amendments must be submitted to the Administrative Unit to be sent out with regular board announcements.

This Constitution may be amended at any regular business meeting. These by-laws may be amended when necessary by a two-third (2/3) affirmative vote of the Executive Board of Directors present, in good standing, provided a copy of the proposed amendment was supplied to each member along with official citation 30 days prior to the meeting at which this proposed amendment would be voted upon.

### ARTICLE XIV

#### DISSOLUTION

Section 1. SACU may be dissolved only with authorization by its Board of Directors, following Maryland state laws on dissolution, at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of SACU, all remaining assets of SACU, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision thereof, shall be distributed to such tax-exempt organizations (with purposes similar to those of SACU) as shall be chosen by the then existing Board of Directors of SACU.

## CERTIFICATION

These bylaws were approved with immediate effect at a meeting of the Board of Directors by a two thirds Majority vote on **February 23, 2014.**

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Executive Director

Date

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Managing Director, Administration Unit

Date

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Director, Administrative Unit - Secretariat

Date