

**BYLAWS
OF
SACRAMENTO ASSOCIATION OF NIGERIANS
A California Nonprofit, Public Benefit Association.**

ARTICLE 1 - PURPOSE

Section 1.1 - Organization. This Association is a nonprofit public benefit association and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for social, cultural, and charitable purposes.

Section 1.2 - Specific Purposes. The Sacramento Association of Nigerians is established to:

- a. Assist Nigerian-Americans and Nigerians who are newly admitted into the United States of America to integrate into the American society by developing and cultivating Americans' deeply held ethos, including respect for the rule of law, involvement in community affairs, and engagement in community service.
- b. Maintain a forum for enabling Nigerian-Americans and others of Nigerian origin to remain connected to Nigeria and continue to be engaged in issues affecting Nigeria and Nigerians.
- c. Promote Nigeria's interests and her peoples' rich and diverse cultures to all, and to help foster the pride of Nigerians in their heritage through enlightenment campaigns, social interactions, and cultural presentations.

Section 1.3 - Compliance with Internal Revenue Code. This Association is organized exclusively for social, cultural, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association, and the Association shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE 2 - OFFICES

Section 2.1 - Principal Office. This Association shall maintain its principal office in the city of Sacramento, County of Sacramento, State of California.

Section 2.2 - Other Offices. This Association may, as its business may require, also have offices at such other places within or outside of California where it is qualified to do business, and as the Board of Directors may from time to time designate.

ARTICLE 3 - MEMBERSHIP AND DUES

Section 3.1 - Members. This Association shall have members.

Except as may be otherwise required by law or the Association's Articles of Incorporation or Bylaws, any action to be taken by the Association shall require the vote of a simple majority of active members of the Association present at its duly convened general meeting.

Section 3.2 - Qualification for Membership.

- a. New Members: Any person wishing to join the Association shall be 21 years of age or older, complete a membership application form, and pay a one-time registration fee.
- b. All Members: Each year, all members of the Association, including new members, shall pay the annual membership dues.

Section 3.3 - Membership Dues.

- (a) Membership dues for each year shall become due and payable on January 1 or, for a new member who joins the Association after January 1, on the day he/she joins.
- (b) Membership dues for the Association shall be approved by the general meeting.

ARTICLE 4 - DIRECTORS

Section 4.1 - Board Members. This Association shall have a Board of Directors which shall be elected from its membership.

Section 4.2 - Composition: The Association shall determine the size of its Board of Directors which shall be an odd number not to be less than five or more than nine members.

Section 4.3 - Term: A term of a member of the Board shall be two years, beginning on January 1 following the year in which the member is elected and terminating on the second December 31 after he/she takes office. A member of the Board may serve no more than two consecutive terms on the Board.

Section 4.4 - Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the affairs and all the powers of this Association shall be directed by or under the authority of the Board of Directors.

Section 4.5 - Compensation. All members of the Board shall serve without compensation. However, any actual expense incurred on the behalf of the Association will be reimbursed, if authorized by the Board. A receipt must be provided for all expenses.

Section 4.6 - Regular Board Meeting. The Board shall meet at least three times each year, with the first meeting holding no later than in March and the other meetings once every four months. The first meeting of each year shall be designated the Annual Board Meeting.

Section 4.7 - Special Meetings. Special meetings of the Board may be called by the Chairperson or by consent of a majority of Board members. All Board members must be informed. This special meeting must be for the purpose of dealing with any emergency or for the purpose of creating a new task force to handle any special event or activities that will be beneficial to the Association or to the community.

Section 4.8 - Quorum for Meetings. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at a Board meeting. In the absence of a quorum, the meeting should be adjourned.

Section 4.9 - Majority Action as Board Action. Every action or decision taken by a simple majority of the Board at a meeting at which a quorum is present is the act of the Board, unless the Association's Articles of Incorporation or Bylaws requires a greater percentage or different voting rules for the Board's approval of the matter.

Section 4.10 - Conduct of Meetings. Meetings of the Board shall be presided over by the Chairperson or, in his/her absence, by a member of the Board chosen by a majority of the Board members present at the meeting. The General Secretary of the Association shall act as secretary at all meetings of the Board, provided that in his/her absence, the presiding officer shall appoint another person to act as secretary at the meeting.

Section 4.11 - Agenda. Each time a meeting is called, an agenda must be provided by the General Secretary. The minutes of the last meeting must be read and adopted.

Section 4.12 - Electronic Meeting. A meeting of the Board may be held by telephone conference or other electronic means that allows Board members to communicate with each other, provided that all notice, agenda, and quorum requirements specified in these bylaws for the meeting are satisfied. Voting on any action at such meetings shall be by roll call.

Section 4.13 - Consent to Action Without Formal Meeting. The Board may take action by written consent of a majority of its members. Before the action may take effect, copies of the written consent of the majority of Board members must be sent to all Board members.

Section 4.14 - Vacancies.

- (a) A vacancy on the Board shall occur:
 - (1) Upon the death, resignation, or removal of any sitting member of the Board. Such vacancy shall be filled by appointment by the remaining members of the Board
 - (2) When the Association has by resolution passed at a general meeting increased the number of members of the Board. Such vacancy shall be filled by a general election.
- (b) Any member of the Board may resign by giving written notice to the Chairman, the President, or the General Secretary. The resignation shall take effect on the date specified in the notice, or if no date is specified, immediately.
- (c) A member of the Board may be removed:
 - (1) By the Association for cause and on its own motion duly passed at its general meeting.
 - (2) By the Association upon the recommendation of a majority of current Board members, based on justifiable reasons. The Board's recommendation shall include information relevant to enabling members of the Association make an informed decision about the recommendation. Prior to the recommendation, the Board shall afford the Board member an opportunity to present his/her defense.

- (d) Upon a Board member's resignation or removal from office, he/she shall hand over to the President all the books, documents, funds, or other resources of the Association in his/her possession within two weeks of his/her resignation or removal.
- (e) A person appointed to fill a vacancy created by the death, resignation, or removal of a Board member shall serve to complete the unexpired term of his/her predecessor in office. A member elected to fill a new Board position shall serve a full term as specified above under Section 4.3 - Term.

Section 4.16 - Nonliability of Directors. Members of the Board shall not be personally liable for the debts, liabilities, or other obligations of this Association.

ARTICLE 5 - OFFICERS

Section 5.1 - Number of Officers. The affairs and activities of this Association shall be administered by its Executive Council (EC) which shall comprise of the President, Vice President, General Secretary, Assistant General Secretary, Financial Secretary, Treasurer, and Publicity Secretary, each of whom shall be elected by the general membership.

Section 5.2 - Term: Each term shall be for two years, beginning on January 1 following the year the member is elected and terminating on the second December 31 after he/she takes office. An officer may serve no more than two consecutive terms in the same position.

Section 5.3 - Compensation. The officers of this Association shall serve without compensation. However, an officer shall be reimbursed for duly authorized personal expenses incurred on behalf of the Association. A receipt must be provided.

Section 5.4 - President.

- (a) The President shall be the Chief Executive Officer of the Association and, subject to the oversight of the Board of Directors, shall supervise other officers and implement the activities of the Association.
- (b) The President shall schedule and preside over all meetings of the general membership, establish committees and appoint members to them, and shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or as may be set forth in the position description duly approved by the general meeting.
- (c) The President shall chair the Outreach Committee.
- (d) The President may from time to time appoint any member of the Association to assist with any task, action, or activity pursuant to the execution of his/her authority or any power granted by the Association's Articles of Incorporation or Bylaws, or the general meeting.

Section 5.5 - Vice-President. The Vice President shall assist the President in carrying out the duties and responsibilities of his/her office and shall serve as a liaison between the President and established committees. In the absence of the President, or in the event of the President's inability to act, the Vice President shall perform all of the duties of the office of President. When acting as President, the Vice President shall have all of the powers of, and be subject to all the restrictions on the President. The Vice President shall chair the Hospitality Committee. The Vice President shall have such other powers and perform such duties as

may be prescribed by law, the Articles of Incorporation, these Bylaws, the position description duly approved by the general meeting for the office, or as he/she may be directed by the President.

Section 5.6 - General Secretary. The Secretary shall:

- (a) Certify and keep a current copy of the Association's Bylaws at its principal office.
- (b) Keep at the principal office of the Association or at such other place as the Board of Directors may determine, a record of minutes of all meetings of the Association and the Board of Directors, recording therein the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, the proceedings thereof, and any action taken therein.
- (c) Ensure that all notices are duly issued in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records of the Association and see to the proper execution of documents issued on behalf of the Association.
- (e) Provide access at all reasonable times to any member of the Association or to his/her agent or attorney, on request, the Bylaws and the minutes of the proceedings of the Association and of the Board of Directors.

In general, the General Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, the position description duly approved by the general meeting, or as may be directed by the President.

Section 5.7 - Assistant General Secretary. The Assistant General Secretary shall assist the General Secretary in carrying out the duties and responsibilities of his/her office. In the absence of the General Secretary, or in the event of the General Secretary's inability to act, the Assistant General Secretary shall perform all of the duties of the General Secretary. When acting as the General Secretary, the Assistant General Secretary shall have all of the powers of, and be subject to all the restrictions on the General Secretary. The Assistant General Secretary shall have such other powers and perform such duties as may be prescribed by the law, the Article of Incorporation, these Bylaws, the position description duly approved by the general meeting, or as may be directed by the President.

Section 5.8 - Financial Secretary. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Financial Secretary shall:

- (a) Receive monies due and payable to the Association from any source whatsoever.
- (b) Keep and maintain accurate records and accounts of the Association's monies, properties, and business transactions, including records of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) At the end of each quarter, prepare and distribute a financial statement of the Association's receipts and expenditures to all members.
- (d) Exhibit at all reasonable times the books of account and financial records to any member, on request thereof.
- (e) Prepare and certify financial statements to be included in any required reports.

The Financial Secretary shall perform all duties incident to the office of Financial Secretary and such other duties as may be required by law, the Articles of Incorporation of the Association, these Bylaws, the position description duly approved by the general meeting, or as may be directed by the President.

Section 5.9 - Treasurer. Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposit and Funds” the Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association, and deposit all such funds in such banks, trust companies, or other depositories designated by the Board of Directors.
- (b) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the President, taking proper vouchers for such disbursements.
- (c) Render to the President, Directors, and members, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.

In general, the Treasurer shall perform all duties incident to the office of the Treasurer and such other duties incident to the office of Treasurer as may be required by Law, by the Articles of Incorporation of the Association, or by these Bylaws, the position description duly approved by the general meeting, or as may be directed by the President.

Section 5.10 - Publicity Secretary. The Publicity Secretary shall be the liaison between the Association and the community. In general, he/she shall perform all duties incident to the office of Publicity Secretary and such other duties as may be required by law, the Association's Articles of Incorporation, or these Bylaws, or which may be assigned to him/her from time to time by the President.

Section 5.11 - Resignation and Removal.

- (a) An officer may resign at any time by giving written notice to the President or General Secretary of the Association. Such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.
- (b) Any officer may be removed from office:
 - (1) For cause by motion duly passed by the Association at its general meeting.
 - (2) By the Association upon the recommendation of a majority of current EC members, based on justifiable reasons. The EC's recommendation shall include information relevant to enabling members of the Association make an informed decision about the recommendation. Prior to the recommendation, the EC shall afford the officer an opportunity to present his/her defense.
- (c) In the event of a vacancy in any office, the office shall be filled by a vote of the general meeting. When both the office of the President and Vice President are vacant for any reason, the Chairman of the Board shall act as interim president and shall ensure that an election is held to fill the positions within three months of the vacancies.

- (d) When an officer resigns or is removed from office, he/she shall hand over to his/her successor if known, or as directed by the President, all the books, documents, funds, or other resources of the Association in his/her possession within two weeks of his/her resignation or removal.

ARTICLE 6 - ELECTIONS

- (a) General Elections for the Board of Directors and the EC shall be held in October of each year.
- (b) No later than May of any year in which general elections shall be held, the President shall announce that election shall be held in October of that year and shall constitute the Elections Committee.
- (c) No member of the Association may be nominated or voted for in absentia, except when the member has, in writing, expressed his/her interest in the office being contested.
- (d) Only members in good standing who have paid their annual membership dues as of September 15 of the year of the general election may vote and be voted for in the Association's elections.
- (e) The requirement for payment of annual membership dues may not be waived by the Elections Committee.
- (f) Transition/Handing Over. Any books, documents, funds, or other resources of the Association which are in the possession of an outgoing officer shall be completely turned over to his/her successor in office no later than December 15 following the election of the incoming officer.

ARTICLE 7 - GENERAL MEETINGS

Section 7.1. Types of General Meeting, Frequency, and Duration.

- (a) Regular Meeting. A meeting of all members is to be held at least once a month. All members should be notified and encouraged to attend.
- Special Meeting. - The President may call a meeting of all members of the Association when necessary. He/she shall notify all members of the time and place for such meeting.

Section 7.2. Quorum for Meetings.

- (a) Regular - Quorum for a regular general meeting shall exist when at least one member of the Executive Council and six other members of the Association are present. Any action taken at a regular general meeting where less than 10 members are present shall be recognized as an act of the Association only if the action was taken by unanimous vote of members present.
- (b) Special - Quorum for a special general meeting shall exist when at least one member of the Executive Council and four other members of the Association are present. Any action taken at a special general meeting where less than 7 members are present shall be recognized as an act of the Association only if the action was taken by unanimous vote of members present.

Section 7.3. Notice of Meetings.

The notice of all meetings shall be prepared and distributed to members at least 72 hours before the meeting. The notice shall include matters to be discussed at the meeting.

Section 7.4. Minutes of Meetings.

- (a) Accurate minutes of all meetings, including the date, time, place, members present, adopted agenda, and decisions made at the meeting, shall be recorded.
- (b) Adopted minutes shall be filed as permanent official records of the Association.

ARTICLE 8 - COMMITTEES

The following committees shall be constituted no later than March following the beginning of the term of each Executive Council:

Section 8.1. Elections Committee: Shall consist of three members nominated at a general meeting of the Association.

The Elections Committee shall have the power to make rules for the conduct of the election. Such rules may not supersede any other rule set in the Association's Articles of Incorporation or Bylaws except with a vote of the general meeting to waive or suspend the operation of the rule in the Articles or Bylaws.

Section 8.2. Financial Committee: Shall consist of five members including at least one member of the Board of Directors and either the financial secretary or treasurer.

The Finance Committee shall make recommendations to the Association on financial matters, including dues, fees, fundraising, and investments. Any such recommendation shall be subject to approval of the general meeting.

Section 8.3. Hospitality Committee: Shall consist of the Vice President as chairperson and two other members of the Association.

The Hospitality Committee shall reach out to members and shall liaise with them on matters affecting their welfare and engagement in the Association's affairs and activities.

Section 8.4. Outreach Committee: Shall consist of the President as chairperson and four other members of the Association.

The Outreach Committee shall promote the Association to non-members and other entities through outreaches, networking, and other interactions.

Section 8.5. Other committees may be appointed by the President as necessary to implement the directives or decisions of the Board or general meeting,

ARTICLE 9 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 9.1 Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument, in the name of and on the behalf of the Association, and such authority may be general or confined to specific

instances. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 9.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

Section 9.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.4 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, grant, bequest, or devise for the charitable purposes of this Association.

ARTICLE 10 - ASSOCIATION RECORDS, REPORTS AND SEAL

Section 10.1 Maintenance of Association Records. This Association shall keep at its principal office in the State of California.

- (a) Minutes of all meetings of the Association, including meetings of the Directors and committees of the Board, including the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A copy of the Association's Article of Incorporated and Bylaws, as amended to date, shall be open to inspection by the Board of Directors, its active members, or any authorized agent.

Section 10.2 Corporate Seal. The Board of Directors may adopt, use, and at will alter, the Association seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to Association instruments, however, shall not affect the validity of any such instrument.

Section 10.3 Directors Inspection Rights. Every member of the Association shall have the right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Association. Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 10.4 Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all Directors and members of the Association. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Association, during the fiscal year.
- (e) Any information required by Articles of Incorporation, Bylaw, or by law.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE 11 - AMENDMENT TO THE BYLAWS.

These Bylaws, including any provision thereof, may be adopted, amended, or repealed by a majority vote of members at a general meeting, on a motion or proposal presented in writing and circulated to the members not less than 10 days before the meeting. Within 60 days of any amendment or repeal approved by the general meeting, the General Secretary shall update the Bylaws and furnish the Association's members with the updated Bylaws.

CERTIFICATION OF BYLAWS

I, _____, hereby certify that the foregoing are the bylaws of the Sacramento Association of Nigerians adopted on the 11th day of January, 2014 by a majority of its members.

IN WITNESS WHEREOF, I have hereto set my hand this ____ day of ____ .

General Secretary

PRESENTED BY BYLAW REVIEW COMMITTEE:

Kingsley Obaseki - Chairman

Chief Felix Abu

Godwin Ekine

Bode Owoyele