

## **Bylaws of the BENEUVIRA COMMUNITY-USA; “BBUVIRA/USA”**

### **ARTICLE I. The Association:**

#### **Section 1: Purpose.**

The Bene-Buvira Community has been organized to operate exclusively for charitable and educational purposes as a section 501 (c) (3) Corporation of the Internal Revenue Code, with functions that include:

1. *strengthening the bonds of fellowship between the sons and daughters of BBUVIRA/USA through reliving their social and cultural heritage here n the USA;*
2. *developing Humanitarian Programs whose aim is to foster greater understanding and cooperation that promotes materials and financial assistance to the Bene-Buvira people of the Democratic republic of Congo from the host country-USA;*
3. *providing free immigration, business and social counseling to new USA immigrants-members of the Bene-Buvira Community in the USA, especially to families who have recently immigrated to the USA to better integrate in the American society;*
4. *working for support initiatives for the preservation, conservation and protection of the Bene-Buvira common natural cultural heritage, “their Natural Environment in Congo Africa”*

To accomplish this purpose, the BBUVIRA/USA shall be promoting the development of a comprehensive cultural program, of greater cooperation and socializing amongst indigenes of Bene-Buvira in the USA. The program to be developed by the Association shall include, but not limited to, visual arts, fine arts, and creation of activities in line with social and economic independence of the Bene-Buvira elements living in the D.r. Congo for display and sales in the United States mindful of the stipulations of IRC 501(c) (3).

#### **Section 2: Mission:**

The mission of the Bene-Buvira Community is to protect and promote the Bene-Buvira cultural heritage and its inspiration through education, preservation work, research, and exchange programs. The Association shall cooperate with all groups, public and private, who share similar goals.

#### **Section 3: LOCATION**

The principal office of BBUVIRA/USA at which the general business of the association will be transacted and where the records of the Association will be kept, will be at such place in the metropolitan area of Cedars Rapids, Iowa, as it may be fixed from time to time by the board of directors. Unless otherwise altered, currently, it is located at 1117 Pawnee Rd, Cedar Rapids, Iowa 52405.

## **Section 4.**

### **1. MEMBERSHIP**

Membership in BBUVIRA/USA will be opened to everyone, to all interested without regard to their gender, color, religion, sex, disability, family status, and/or national origin as long as:

- a) such physical or moral person may request to join: (1) if, they are willing through their commitment or action and are ready and capable to live and socialize with members of BBUVIRA/USA, live by the stipulations of these bylaws; in particular engaging in soliciting material assistance in the USA for the benefit of the Bene-Buvira indigenes in Congo
  - b) such persons shall be ready to adhere to the goals, mission, and objectives of the BBUVIRA/USA
  - c) such persons shall make a written request for membership.
- 2. BBUVIRA/USA recognizes four categories of members:**
- a) Founding members;
  - b) Adherent members;
  - c) Honorary members;
  - d) Sympathizing or associate members
- 3. Other than founding members, qualifications of each member shall be based on goodwill, interest, and commitment to the organization's goals, missions and objectives.**
- 4. Newly admitted members will have their membership confirmed by the Board of D and by the General Assembly by applause.**
- 5. A member who shall be elected into any office shall be eligible to serve two term periode of three years and which may be renewable.**
- 6. Elected officers to the Association shall have the duties of:**
1. Controlling financial management as well as the daily operation of the Association;
  2. Collaborating with private and public sector organizations for the viability of the organization;
  3. Proposing annual budget;
  4. Assisting the Association to achieve its defined mission, goals and purpose;
  5. Assuring the Association performs at its full potential.

**Section 5:** An annual member meeting will be held in the first week of the month of July in Cedar Rapids, Iowa at the Association's Headquarter. Special meeting of the members may be called by the President of the Association and/or the board of directors and shall be held at their discretion. The president of the Association and/or the board of directors will determine the time and place of said meeting. Notice of special meetings must be given in writing, via electronic mail or in verbal form to all members at least 48 hours before the commencement of such special meeting.

**Section 6:** The quorum of a general membership meeting will be of  $\frac{3}{4}$  of the number of registered members. A majority of the members at any meeting shall be empowered to exercise the rights and perform all the duties of the Association and to decide any questions brought before such meetings. No member may be compelled to remain in the meeting more than thirty (30) minutes due to a lack of quorum;

- Section 7:** Notice of the general meeting of the membership must be sent to each member and must be mailed, e-mailed or delivered at least fourteen days prior to the day a meeting will be held;
- Section 8:** The President of the Association will chair the meetings. In case of his/her absence, the meeting will be chaired by the Vice-President or the oldest registered member of the Association;
- Section 9:** Members may vote by written proxy submitted to the Chairperson or Secretary. All such votes shall be counted prior to the tallying the voting results on any question so voted on;
- Section 10:** **Parliamentary Procedures:** Roberts Rules of Order Newly revised shall govern the parliamentary procedure of the Association when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a simple majority vote of the active members present.
- Section 11:** Termination of membership shall occur on:
- a) On death
  - b) By written resignation notified to the board of directors at least six months before the end of the financial year;
  - c) By exclusion ordered by the board of directors, for just cause, with a right of appeal to the General Assembly. Appeal must be lodged within 30 days of the board of directors' decision being notified;
  - d) For non-payment of dues for more than a year.
  - e) When a member does not longer want to be active in the association. In all cases the membership dues for the current year shall remain binding. Persons who for any reason are no longer members shall have no rights to a refund or to any part of the Association's assets.
  - f) When such person has been formally recognized by the Board of directors as having left the Association and such person shall have no personal liability to anyone on behalf of the Association. Only the assets of the Association may be used to meet commitments of the Association; former member and current members shall have no individual responsibility.

## **ARTICLE 2: STAFF AND COMPENSATION**

- Section 1:** **Staff:** The board of directors may employ and direct staff as may be needed. Staff includes employees, temporally or permanent, and independent contractors.
- Section 2:** **Staff Decisions:** The board of directors' decisions regarding staffing and any compensation shall be guided by 501 ( c ) (3) staffing guidelines and arms length negotiation of compensation for all levels including the most senior levels which procedure and results shall be documented;
- Section 3:** **Compensation:** Compensation includes all forms of income from working, including salary or wages, deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plan (for example: pensions and annuities); fringe benefits (for example: personal vehicle, meals, lodging, personal and family educational benefits, low interest loans, payment of personal travel, entertainment, or other expenses,

athletic or country club membership, and personal use of the Association property); and bonuses.

**Section 4:**     **Compensation Prior Approval:** The board of directors will approve compensation arrangements prior to paying compensation following the conflict of interest policy guidelines in IRS instruction manual for 501 (c ) (3) Association and as stipulated in Article IV section 2, herein;

**Section 5:**     **Compensation Documentation:** The board of directors will document in writing the date and terms of approved compensation arrangements. The board of directors will record in writing the decision made by each individual who decide or vote on compensation arrangements. The board of directors will also record in writing both the information on which it relied to base its decision and the source of its information.

### **ARTICLE 3. ORGANS**

The Association's organs are:

- a) The General Assembly;
- b) The Executive Committee – Board of Directors;
- c) The auditor.

**Section 1:**     The General Assembly is the Association's supreme authority. It is composed of all the members;

It shall hold an Ordinary Meeting once each year. It may also meet in extraordinary session whenever necessary, by the decision of a Committee or at the request of one-fifth of the members;

In case of an emergency summon, the General Assembly shall be considered valid regardless of the number of members present and shall be binding without prejudice to Article 1, Section 6 herein.

The Committee shall send notice of the meeting to members at least six weeks in advance but not less than 10 days prior to the date of the meeting. This notice shall contain the proposed agenda.

**Section 2:**     The General Assembly:

- a) shall approve the admission and expulsion of members;
- b) shall appoints the members of the Committee and elects, at a minimum, the President, the Secretary and the Treasurer;
- c) receives reports and financial statements for the year and votes on their adoption,
- d) approves the annual budget;
- e) supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- f) shall appoints an auditor for the Organization's accounts;
- g) can decides on any modification of these by-laws;
- h) can decides on the dissolution of the association;
- i) shall fixe the annual membership fees.

#### **ARTICLE 4: BOARD OF DIRECTORS**

- Section 1:** The number of members of the board of directors of this Association will be no less than 5 and no more than 9 members;
- Section 2:** Directors will be representative of different regions representing groups of states in the United States of America and will share the mission, purpose, and goals of the Association in fulfillment of Bene-Buvira commitment to a policy of fair representation on the board of directors which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age;
- Section 3:** Election of former serving or new directors for a new term in office will occur as the first item of business at the annual meeting of the Association. Directors will be elected by a majority vote of the General Assembly;
- Section 4:** The term of each director of the Association will be five (5) years. No director will serve more than 2 consecutive terms;
- Section 5:** When a director dies, resigns, or is removed, the board of directors may elect a director to serve for the duration of the unexpired term;
- Section 6:** Any director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board of directors. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is being considered;
- Section 7:** No compensation will be paid to any member of the board of directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed covered reasonable expenses associated with the exercise of their functions, which shall be preapproved by the Annual general Meeting.

#### **ARTICLE 5: MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1:** An annual General Assembly and board meeting will be held in Iowa and will take place in early July each year for the purpose of electing officers and directors and conducting regular Association's business. However, it may alternate from state to state according to the board of directors' selected state which is appointed to hold the next meeting. In addition to its annual meeting, the board of directors will conduct regular meeting at least 4 times each calendar year at a place designated in the notice of the meeting;
- Section 2:** The President of BBUVIRA/USA may call special board meetings at any time. On his or her absence, the vice-president may do so or upon receipt of a request therefore signed by 4 to 5 directors or by a majority of the full-time, permanent staff of the Association;
- Section 3:** Notice of regular, special, and annual meetings will be mailed at least 7 days prior to the day a meeting is to be held. Any director of the Association may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

- Section 4:** At all meetings, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of 2/3 of members will constitute a quorum at any meeting.
- Section 5:** At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.
- Section 6:** Proxy voting will not be permitted in the Board meetings
- Section 7:** Robert's Rules of Order will be the authority for all questions of procedure at any meeting of the Association.

## **ARTICLE 6: OFFICERS**

- Section 1:** The officers of the Association will be a president, vice-president, Secretary, Treasurer and other officers with duties as the Board of Directors may designate
- Section 2:** The officers of the Association will be elected every year by the General Assembly at its annual meeting. Each officer will serve 5 year-term renewable once
- Section 3:** Any officer may be removed with or without cause by the board of directors by a vote of a majority of all of the board members. The removal shall be approved by the General Assembly. The matter of removal may be acted upon at any meeting of the board provided that notice of intention to consider said removal has been given to each board member and the officer affected at least 14 days previously;
- Section 4:** A vacancy in any office may be filled by another officer nominated and assigned by a majority vote of the board for the unexpired portion of the term;
- Section 5:** The president will be the chief executive officer of the association. It will be the duty of the president to preside at all meetings of the board and to have general supervision of the affairs of the association. He or she will execute on behalf of the association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of the business of the Association;
- Section 6:** It will be the duty of the vice-president to act in the absence or disability of the president and perform such other duties as may be assigned to him or her by the president or the board of directors. In the absence of the president, the execution by the vice-president on behalf of the association of any instrument will have the same force and effect as if the president executed it on behalf of the association.
- Section 7:** The secretary will be responsible for keeping the corporate records. He or she will give or cause to give all notices of meetings of the General Assembly as well as the board of directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the Association, except those of the treasurer. The secretary will present at each annual meeting of the General Assembly and the board of directors a full report of the transactions and present to the board of directors such other reports it may desire and request at the time it may designate. The board of directors at their discretion may elect

an assistant secretary [not necessarily a member of the board of directors], who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or the president.

**Section 8:** The treasurer will have general charge of the finance of the association. When necessary and proper, he/she will endorse on behalf of the association all checks, drafts, notes, and other obligations and evidences of the payment of money to the association or coming into this or her possession; and he or she will deposit the same, together with all other funds of the Association in a bank or banks as may be selected by the board. He or she will keep full and accurate account of all receipts and disbursements of the association in books belonging to the association, which will be open at all times to the inspections of the board of directors. He or she will present to the General Assembly and the board of directors at its annual meeting his or her report as treasurer of the Association and will from time to time make such other reports to the board as it may be required;

**Section 9:** Any officer of the association, in addition to the powers conferred upon him or her by these bylaws will have additional powers and perform additional duties as may be prescribed by said board.

#### **ARTICLE 7: COMMITTEES**

**Section 1:** The board of directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the board of directors, members of the association, or other interested individuals. The president of the association, acting with the board's approval, will appoint the committee chair. After consultation with the committee chair, the president will appoint the committee members. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and action, except as otherwise ordered by the board of directors. Committees may adopt appropriate rules for the conduct of business that are consistent with these bylaws, the articles of incorporation, or state law.

**Section 2:** The board of directors will have the following standing committees.

***Executive Committee:*** This committee will be chaired by the president of the association and will consist of all other officers of the association and the chairs of all other committee. This committee will serve as the central planning group for the organization and as an advisory group to the executive director. It also will have full authority to act for the board of directors in managing the affairs of the association during the intervals between meetings of the board;

***Budget and Finance:*** This committee will be chaired by the treasurer and will consist of 3 to 5 members appointed by the president to 2 year terms. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation by the board, and develop and assist in the implementation of a funding strategy for the association.

**ARTICLE 8: MISCELLANEOUS**

- Section 1:** The Association will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The association will have the power to purchase or procure insurance for such purposes;
- Section 2:** The board of directors may authorize any officers or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the association. Such authority may be general or confined to specific instance;
- Section 3:** All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the board of directors may from time to time designate. All documents will require two such signatures, at least one of which must be that of a member of directors and the other maybe of the treasurer;
- Section 4:** The association will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of board of directors: and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time;
- Section 5:** The fiscal year of the Association will be January 01 through December 31.

**AMENDMENT 9: AMENDMENTS**

The board of directors, acting under General Assembly’s consent, may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 14 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the General Assembly and will be adopted at such meeting upon receiving a ¾ vote of the members present.

**ARTICLE 10: DISSOLUTION**

Upon dissolution of the association and after the payment or the provision for payment of all the liabilities of the association, the General Assembly will dispose of all the assets of the association exclusively for the purposes of the association or to organizations that are then qualified as tax-exempt organizations under section 501 (c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the Association is located.

**ARTICLE 11: CONFLICT OF INTEREST**

Members, officers, directors, trustees, creators, or organizers of the association are prohibited from receiving assets, except when they are being paid a reasonable compensation for services performed or they are being paid in the fair market value for assets provided to the Association.

No member, officer director, trustee, creator, or organizer of this Association shall 1) realize secret profits or unfair gains through personal transactions with or on behalf of the Association; 2) compete with the Association to its detriments; 3) usurp an opportunity of the association; 4) realize personal gain from the use of material of nonpublic information. All members, officers, directors, trustees, creators, or organizers of this Association shall avoid even the appearance of a conflict of interest.

**Section 1:** **Purpose:** The purpose of the conflict of interest policy is to protect the Association's interest when it is entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. 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 2:** **Interested Person:** All members, officers, directors, trustees, creators, organizers of this Association or members of a committee with board of directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person;

**Section 3:** **Financial Interest:** A person has financial interest if the person has directly or indirectly, through business, investment, or family:

- a. An ownership or investment in any entity with which the association has a transaction or arrangement;
- b. A compensation arrangement with the association or with any entity or individual with which the association or which any transaction or arrangement;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the association 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 Article 11, Section 3 herein, a person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists;

**Section 4:** **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 fact to the directors and members of committee with board of directors delegated powers considering the proposed transaction or arrangement.

**Section 5:** **Determination:** After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she shall leave the board of directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

**Section 6:** **Procedure.**

- a. An interested person may make a presentation to the board of directors but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or agreement;
- c. After exercising due diligence, the board of directors or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the board of directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the association'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.

**Section 7:       Violations.**

- a. If the board of directors 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 the belief and afford the member an opportunity to explain the alleged failure to do so;
- b. If, after hearing member's response and after making further investigation as warranted by the circumstances, the board of directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take the appropriate discipline and corrective action.

**Section 8:       Record of Proceedings.** The minutes 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 board of directors' 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 9:       Compensation.**

- a. A voting member of the board of directors who received compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation;
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation;

- c. No voting member of the board of directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 10: Annual Statements.** Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms they:

- a. Have received a copy of the conflict of interest policy;
- b. Have read and understand the policy;
- c. Has agreed to comply with the policy, and
- d. Understand the association 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 11: 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 period 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 association written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purpose and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 12: Use of outside Experts.** When conducting the periodic reviews as provided for in Section 11, the association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

#### **CERTIFICATE OF SECRETARY**

I, the undersigned, do certify:

That I am the duly elected secretary of Association, that the Association is an Iowa registered Association, and that this instrument constitutes the bylaws of the Association known as The BENEUVIRA COMMUNITY-USA and abbreviated as BBUVIRA/USA; and that these bylaws were duly adopted at a meeting of the board of directors held on the 03 day of July 2010 and were edited on December 19, 2012;

Whereof, I have affixed my signature hereunto in confirmation of their veracity as being the exclusive fundamental instrument governing the activities of said association.

SAMUEL SHEKANENA, CHAIR BOARD OF DIRECTORS