

BYLAWS FOR THE SUDANESE AMERICAN COMMUNITY OF RICHMOND VA

ARTICLE 1

SECTION 1. STRUCTURE OF SAC-RVA

The Sudanese American Community of Richmond (herein after referred to as (SAC-RVA) is a Nonprofit Organization Incorporated in Richmond Virginia and organized exclusively for one or more of the purposes as specified in Section 501(C) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C) (3) of the Internal Revenue Code.

SECTION 2. OBJECTIVES AND PURPOSES

The specific objectives and purposes of SAC-RVA shall be: 1. To create conditions that support and promote the health, education, and social services needs of individuals of Sudanese heritage in the Richmond area, through public awareness, community mobilization, skill building, and other services. SAC-RVA seeks to link individuals and families to vital human services within a cultural context. 2. To promote the mutual understanding and cooperation between Sudanese community members, and between SAC-RVA and other communities, and to preserve and advance the diverse cultural heritage and social values of the Sudanese community. 3. To advocate cultural exchange, to promote education at all levels, and to cooperate with charitable and other organizations involved in community service.

ARTICLE 2

MEMBERS AND MEMBERSHIP

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

SAC-RVA shall have only one class of members with equal voting rights, all members shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in SAC-RVA are:

1. The member shall be at least (18) years old;
2. The member shall have Sudanese heritage or be concerned with Sudanese cultural and social issues;
3. The member must pay registration fees and annual membership dues as prescribed in Section (4) hereunder and;
4. The member must agree to abide by SAC-RVA Bylaws and its code of conduct or ethics.
5. The member shall be a lawful resident of Greater Metro Richmond area as defined by the United States Bureau of the Census.

SECTION 3. ADMISSION OF MEMBERSHIP

Applicants shall be admitted to membership when they file a membership application, pay the applicable dues and satisfy the membership qualifications set forth in Article (2) Section (2) herein.

SECTION 4. FEES AND DUES

1. \$1.00 Registration fees shall be charged for filling a new application for membership in SAC-RVA
2. The annual (Membership fees payable to SAC-RVA by members shall be
(i) \$50 for individual payable in a lump sum upon registration of new members, or within one month of registration date for existing members,
(ii) or \$60 for individual payable in installments on a monthly basis,

payable no later than the tenth day of each month.(iii) Students who are 18-26 years old are eligible for full membership rights upon payment of 50% of the membership fees.

3. A receipt shall be issued by the treasurer to such a member upon payment of the fees and dues. However, the details of the payments of all members shall be updated periodically in the official SAC-RVA website, or any social media operated by SAC-RVA.

4. Membership fees are collected in accordance with SAC-RVA Financial year which begins on the first day of January of each year and it ends on the thirty first day of December of that year. Payments made during any fiscal year are deemed applicable to that particular fiscal year.

5. Membership dues collected by any member of the Executive Committee shall be delivered to the treasurer no later than five days from the date of collection.

SECTION 5. MEMBERSHIP BOOK

SAC-RVA shall keep a membership book containing the name, address, and phone number of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such a book shall be kept at SAC-RVA principle office or website.

SECTION 6. NONLIABILITY OF MEMBERS

member of SAC-RVA is not, as such, personally liable for the debts, liabilities, or obligations of SAC-RVA.

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIP

1. No member may transfer his/her membership rights or any other right arising there from.

2. All rights of membership shall cease upon the member's death or termination.

SECTION 8. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her death;
2. Upon his or her notice of such termination delivered to the President or Secretary of SAC-RVA personally, by mail, email, or through any social media group operated by SAV-RVA such membership to be terminated upon the date of delivery of such notice.
3. Upon failure to renew his or her membership by paying dues on or before their due date, such termination shall be effective after thirty (30) days of a written notification of delinquency is given personally, mailed or emailed to such member by the Secretary of SAC-RVA. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period following the member's receipt of the written notification of delinquency;
4. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Executive Committee of SAC-RVA that the member has violated SAC-RVA's code of conduct or engaged in conduct materially and seriously prejudicial to the interests or purposes of SAC-RVA.
5. Upon failure to satisfy the membership qualifications set forth in Article (2) Section (2) herein.

ARTICLE 3

STRUCTURE OF SAC-RVA SAC-RVA shall consist of the following:

1. The General Assembly
2. The Executive Committee

3. The Advisory Board
4. Any other committee as the General Assembly or Executive Committee may designate

GENERAL ASSEMBLY

SECTION 1. MEMBERSHIP

Any member of SAC-RVA who satisfies the membership qualifications specified in Article (2) Section (2) shall be a member of the General Assembly

SECTION 2. POWERS AND DUTIES

The General Assembly shall have the following duties and authorities: 1. To perform any and all duties specified in these Bylaws; 2. To elect the Executive Committee from among its members every two (2) years; 3. To discuss and approve the annual report and annual financial statements; 4. To discuss and approve any proposals for amending the Bylaws of SAC-RVA. 5. To pass a vote of no confidence in the Executive Committee as stipulated under Section (7) hereunder.

SECTION 3. PLACE OF MEETING

Meetings of the General Assembly shall be held at the principal office of SAC-RVA or at such other place or places as may be designed from time to time by resolution of the Executive Committee.

SECTION 4. REGULAR MEETINGS

The regular meeting of the General Assembly shall be held every 2 years, no later than the last Saturday of January to review the performance and accomplishments of the Executive Committee, and to elect a new Executive Committee.

SECTION 5. SPECIAL MEETINGS

A special meeting of the General Assembly shall be called by the Executive Committee or by the Advisory Board when the Executive Committee is unable to function due to a disagreement among its members and the Advisory Board cannot resolve the issue without referring it to the General Assembly, or by a written request signed by (25%) of the qualified members based on Article (2) Section (2)

SECTION 6. CONDUCT OF THE MEETINGS

Meetings of the General Assembly shall be presided over by the President of SAC-RVA or, in his or her absence, by the Vice President of SAC-RVA. The secretary of SAC-RVA shall act as Secretary of all meetings of the General Assembly; in his or her absence; the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 7. VOTE OF NO CONFIDENCE

At any regular or special meeting of the General Assembly, the General Assembly may, by a vote of two thirds of those present in the meeting, pass a vote of no confidence in the Executive Committee. In such case the Executive Committee shall cease to hold office. The Advisory Board shall call for a subsequent meeting of the General Assembly to elect a new Executive Committee as per Article (3) Section (8) of this meeting. In such a situation the outgoing Executive Committee shall handover all records and finances to the Advisory Board.

SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered 21 days before the date of the

meeting, either personally, by mail, email, social media group operated by SAC-RVA, or at the discretion of the President, or the Secretary, or the person calling for the meeting, to each member entitled to vote at such meeting. If mailed, such a notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of SAC-RVA, with postage prepaid.

SECTION 9. QUORUM FOR MEETINGS

1. A quorum of regular and special meetings of the General Assembly shall consist of simply majority (50+1) of the registered, and dues paying members of SAC-RVA. The list of such members shall be published by the Executive Committee by December 15th of the year in which elections are to be held. The Final list shall be published by January 2nd of that year.
2. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.
3. If a quorum is not present in any meeting, a subsequent meeting shall be called by the Executive Committee within two (2) weeks of the first meeting. Which shall be a valid meeting regardless of the number of members attending.

SECTION 10. MAJORITY ACTION AS THE GENERAL ASSEMBLY ACTION

Every act, or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the General Assembly, unless the Articles of Incorporations, these Bylaws, or provisions of law require a greater number.

ARTICLE 4

THE EXECUTIVE COMMITTEE

SECTION 1. ELECTIONS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall be elected by the General Assembly from among its members during the General Assembly regular meeting. To be eligible to vote in such elections, the member must have at least paid his/her full dues for the year in which the election will be held no later than January 1st of that year.
2. To be eligible to run for office of the Executive Committee, the candidate must have been a member in good standing of SAC-RVA, and must have at least paid his/her full dues for the year in which the elections will be held no later than the day of the General Assembly Meeting.

SECTION 2. OFFICERS OF THE EXECUTIVE COMMITTEE

- 1. The Executive Committee shall consist of nine (9) officers** to be filled by the candidates who obtain the highest number of votes at election by the members of the General Assembly. Names of the remaining candidates shall be kept as a reserve list by the Executive Committee for the purpose of filling any vacancy or vacancies that may arise in accordance with the highest number votes obtained at the election at the General Assembly meeting. In case of equal number votes for the ninth officer, the election committee shall determine the winner by a process of drawing of lots between the competing candidates by Chair of the election committee.
2. The President of the Executive committee shall be elected directly from the General Assembly at the General Assembly Meeting.

SECTION 3. DESIGNATION OF OFFICERS

The Executive Committee shall nominate and appoint four of its members to act as:

1. President.
2. Vice President.

3. General Secretary.

4. Treasurer.

5. Academic Secretary

The Executive Committee shall assign offices and responsibilities to the four remaining members.

SECTION 4. DESIGNATION OF OFFICERS

1. Each Executive Committee shall hold office for a period of two (2) years unless otherwise decided by the General Assembly

2. No member of the Executive Committee can serve for more than two consecutive terms

SECTION 5. STANDARD OF CONDUCT FOR OFFICERS

Each member of the Executive Committee, when discharging the duties of officers, shall act:

1. In good faith;

2. In a manner the officer reasonably believes to be in the best interest of SAC-RVA

3. Shall discharge his/her duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

SECTION 6. DUTIES

The Executive Committee shall carry out the following:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

2. Propose and execute projects and programs designed to promote the objectives of SAC-RVA

3. Supervise all officers, agents and employees of SAC-RVA to ensure that their duties are performed properly and timely;

4. Prepare and submit for the discussion in the General Assembly regular meetings, the annual report, and the annual financial statement. Such

report and statement to be posted to SAC-RVA's website or any other social media group operated by SAV-RVA Executive Committee at least one month before the regular meeting.

5. Meet at such times and places as required by these Bylaws.

SECTION 7. PLACE OF MEETINGS

Meetings of the Executive Committee shall be held at the principal office of SAC-RVA unless otherwise decided by the Executive Committee, or such other place as may be designated from time to time by resolution of the Executive Committee. However, the place and time for the first meeting, following the election, shall be called by the President. In such case the meeting shall be held within two (2) weeks after the announcement of the result of the election of the Executive Committee.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Executive Committee shall be held at least once a month. The quorum for any meeting shall be a simple majority.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Executive Committee may be called by the President of SAC-RVA, or by any four (4) members of the Executive Committee to discuss and decide on any urgent matter that may arise. The quorum for such meeting shall be a simple majority.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation or these Bylaws, at least seventy-two (72) hours prior notice shall be given by the Secretary of the Executive Committee to each officer for any meeting of the Committee. Such notice may be given orally, or written, and may be given personally, by first class mail, email, SAC-RVA website, telephone or through a social media group operated by SAC-RVA Executive Committee.

SECTION 11. MAJORITY ACTION AS EXECUTIVE COMMITTEE ACTION

1. Every act, or decision done or made by a majority of officers present at a meeting duly held at which a quorum is present is the act of the Executive Committee, unless the Articles of Incorporations, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the General Assembly.
2. The offices of the Executive Committee shall be structured by simple majority vote.
3. Any act or decision to restructure the offices of the Executive Committee, or any major decision that affects SAC-RVA's sub-entities shall be decided by two-third the vote of all the officers of the Executive Committee in a meeting duly held.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Executive Committee shall be presided over by the President of the Board, or in his or her absence, the Vice President of the Board, or in the absence of each of these persons, by any officer chosen by a majority of the members of the Executive Committee present at the meeting. The Secretary of the Committee shall act as secretary of all meetings of the committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 13. RESIGNATION AND REMOVAL OF OFFICERS

1. An officer may resign at any time by delivering notice to SAC-RVA's Executive Committee. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a later time and the Executive Committee accepts the future effective time, the Committee may designate a successor before the effective time if the Committee provides that the successor does not take office until the effective time.

2. Removal of an officer of SAC-RVA shall be subject to the following provisions: (A) The General Assembly may remove, with cause, one or more officers who have been elected by the General Assembly (B) The notice of a meeting of members at which removal of an officer is to be considered shall state that the purpose or one of the purposes, of the meeting is removal of the officer.

SECTION 14. VACANCIES

Vacancies on the Executive Committee shall result in the death, resignation, or removal of any officer. In case such vacancy arises, it shall be filled from the reserve list as stated in Section (2) of this Article. In case all candidates from the reserve list are not available to fill such position, the vacancy or vacancies shall be filled by the Executive Committee by a member who satisfies the provisions of Section (2) Article (2).

SECTION 15. MEETINGS WITH THE ADVISORY BOARD

The Executive Committee shall meet every four(4) months with the Advisory Board, and at any other time it deems necessary, to discuss any matter of concern to SAC-RVA. In such case the meeting shall be called upon request of the Executive Committee or the Advisory Board. The time and place of such meeting shall be agreed upon by the Executive Committee and the Advisory Board. The quorum for such meeting shall be by simple majority of each body.

SECTION 16. NONLIABILITY OF THE OFFICERS The officers of the Executive Committee shall not be personally liable for the debts, liabilities, or obligations of SAC-RVA.

SECTION 17. INSURANCE FOR SAC-RVA'S OFFICERS Except as may otherwise be provided under provisions of law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of

insurance on behalf of any agent of SAC-RVA (including officers, employees or other agents of SAC-RVA) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such. Whether or not, SAC-RVA would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 18. PROHIBITION OF FINANCIAL BENEFITS Any member of the Executive Committee is NOT allowed to benefit financially, directly or indirectly, from his or her position as a member of the Executive Committee. In case a member or members are interested in any business opportunity in which SAC-RVA has a stake or interest, such member or members shall declare all material facts related to the business opportunity at the earliest meeting of the Executive Committee. The Executive Committee and the Advisory Board with simple majority or its disinterested members, shall take the appropriate decision.

SECTION 19. EXECUTIVE COMMITTEE INTERNAL RULES The Executive Committee can issue internal rules, consistent with these Bylaws, for the conduct of its work and the work of its officers.

SECTION 20. SUB-COMMITTEES AND ENTITIES The Executive Committee shall have the authority to establish entities or sub-committees to perform specific assignments or projects consistent with the overall objectives of SAC-RVA. The Executive Committee shall provide the necessary assistance to enable such entity and sub committees to perform their assignment and achieve their objectives. The relationship between the Executive Committee and these sub-committees or sub-entities is governed by these Bylaws and The Rules for SAC-RVA.

ARTICLE 5

DUTIES OF THE OFFICERS OF THE EXECUTIVE COMMITTEE

SECTION 1. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of SAC-RVA, and shall be subject to the agreement of the Executive Committee:

1. Supervise and control the affairs of SAC-RVA and the activities of the officers;
2. Perform all duties relevant to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Executive Committee
3. Preside at all meetings of the Executive Committee
4. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of SAC-RVA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Executive Committee.

SECTION 2. DUTIES OF THE GENERAL SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of SAC-RVA the original, or a copy, of these Bylaws as amended or otherwise altered to date;
2. Keep at the principal office of SAC-RVA or at such other place as the Committee may determine, a book of minutes of all meetings of the directors, and if applicable, any meeting of other committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
3. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be a custodian of the records and of the seal of SAC-RVA and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of SAC-RVA;

5. Keep at the principal office of SAC-RVA a membership book containing the name and address of each and any members, and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which the membership ceased;
6. Exhibit at all reasonable times to any officer of SAC-RVA, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the officers of SAC-RVA and;
7. In general, perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee.

SECTION 3. DUTIES OF THE TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of SAC-RVA and deposit all such funds in the name of SAC-RVA in such banks, trust companies, or other depositories as shall be decided by the Executive Committee;
2. Receive and give receipts for, monies due and payable to SAC-RVA from any source whatsoever;
3. Disburse, or cause to be disbursed, the funds of SAC-RVA as may be directed by the Executive Committee, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the SAC-RVA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Exhibits at all reasonable times the books of account and financial records to any officer of SAC-RVA, or to his or her agent or attorney, on request therefore;
6. Render to the President and officers, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of SAC-RVA.
7. Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports and;

8. Conduct meetings every three months with the financial secretary of each sub-committee or entity working under SAC-RVA Tax exemption authority. The treasurer shall review and ensure that each sub-committee or entities are conducting their financial activities in conformity with IRS rules. SAC-RVA treasurer shall obtain a financial statement from each sub-committee or entity and consolidate it into the annual financial report presented to the Internal Revenue Service (IRS), and SAC-RVA General Assembly in its annual regular meeting.

9. In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee

10. The Treasury has to consult and get the approval from the President for any transaction(s) that exceed five hundred (500) dollars and shall be signed by both (Secretary & President)

IV. DUTIES OF THE REMAINING OFFICERS

The overall duties of each of the other officers of the Executive Committee shall be determined by the Executive Committee in accordance with their work program in fulfillment of, and consistent with the objectives of SAC-RVA. Each officer shall thereafter prepare the detailed work program for his or her office for approval by the Executive Committee.

ARTICLE 6

THE ADVISORY BOARD

SECTION 1. NUMBER AND QUALIFICATIONS

The Advisory Board shall consist of:

1. Two former presidents of SAC-RVA, or in the absence of former Presidents, former Vice Presidents who (i) have not been elected as members of the current Executive Committee, and (ii) are willing and

available to serve in the Advisory Board. To be appointed by the General Assembly

2. Up to three members in good standing to be appointed by the General Assembly, who are not elected to the Executive Committee, to serve in the Advisory Board, Such appointees shall include at least one woman.

3. Two members of professions needed to the best functioning of the board to be appointed by the Executive Committee – as needed.

SECTION 2. TERM OF THE ADVISORY BOARD

The Advisory Board shall have a term of three years for the members appointed by the General Assembly, and a two year period for the members appointed by the Executive Committee to run concurrently with each Executive Committee.

SECTION 3. PLACE OF MEETINGS

Meetings of the Advisory Board shall be held at the principal office of SAC-RVA or at such other place or places as may be designed from time to time by resolution of the Advisory Board and Executive Committee.

SECTION 4. REGULAR MEETINGS

1. Regular meetings of the Advisory Board shall be held on the first Sunday of every month to discuss any issue within the mandate of SAC-RVA and to make any recommendations to the Executive Committee.

2. The first meeting of the Advisory Board shall be called by the President of SAC-RVA, and in this meeting the members of the Advisory Board shall elect a chairman of the Advisory Board who shall chair the meetings of the Advisory Board, call for future meetings, and keep all relevant records.

The Chairman of the Advisory Board may also call for any special meeting to discuss any urgent matters. The first meeting of the Advisory board shall also elect a Vice Chairman who shall act in the absence of the Chairman and an Advisory Board coordinator.

SECTION 5. FUNCTIONS OF THE ADVISORY BOARD

The Advisory Board shall discuss any issues concerning SAC-RVA, and shall recommend to the Executive Committee any actions that the Board deems appropriate.

SECTION 6. THE ADVISORY BOARD AS AN ELECTION COMMITTEE

1. The Advisory Board shall be converted into an election committee two weeks before the elections, and shall be responsible for conducting the elections of the Executive Committee and for handing over all the records, properties and finances of the previous Executive Committee to the newly elected Executive Committee. The Advisory Board shall report to the General Assembly on the items handed to it by the outgoing Executive Committee.
2. When the Advisory Board is converted into an election committee, the Advisory Board shall include a legal expert and an accountant, and any other expertise they deem necessary
3. Any member of the Advisory Board, who plans to run for elections of the Executive Committee, shall not be part of the Advisory Board acting as election committee.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Committee, except as otherwise provided in these Bylaws, by resolution authorize any officer or agent of SAC-RVA to enter into any contract or execute and deliver any instrument in the name of and on behalf of SAC-RVA, and such authority may be general or confined to specific instances. Unless authorized, no officer, agent, or employee shall

have any power or authority to bind SAC-RVA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of SAC-RVA shall be signed by the Treasurer and countersigned by the President of SAC-RVA. SECTION 3. DEPOSITS All funds and received money for SAC-RVA or any of its sub entity shall be deposited, within five(5) business days (or as early as possible) from the time that SAC-RVA received such funds or money, to the credit of SAC-RVA in such banks, trust companies, or other depositories as the Executive Committee may select. SECTION 4. GIFTS The Executive Committee may accept on behalf or SAC-RVA any legitimate contribution, gift bequest, or devise for the nonprofit purpose of SAC-RVA.

Article 8

SAC-RVA RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF SAC-RVA AND SEAL

SAC-RVA shall keep at its principal office:

1. Minutes of all General Assembly, Executive Committee, and Advisory Board indicating 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;
2. Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

3. A record of its members indicating their names, addresses, and telephone numbers, and if applicable the termination date of any membership and;
 4. A copy of the SAC-RVA's Articles, and Bylaws as amended to date, which shall be open to inspection by the members, if any, of SAC-RVA at all reasonable times during office hours.
- SECTION 2. SAC-RVA SEAL The Executive Committee may adopt, uses and at will alter, SAC-RVA's seal. Such seal shall be kept at the principal office of SAC-RVA. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. INSPECTION RIGHTS

Every officer or member, upon written request by mail or email, addressed to SAC-RVA President or General Secretary, shall have the right to inspect and copy all books, record, and documents of every kind and to inspect the physical properties of SAC-RVA. This written request shall be delivered at least seven business days before the date on which the member wishes to inspect and copy. The member shall copy the records at his or her own expense, and shall have such other rights to inspect the books, records and properties of SAC-RVA as may be required under the Articles of Incorporation, other provisions or these Bylaws, and provisions of law.

SECTION 4. PERIODIC REPORTS

The Executive Committee shall cause any annual or periodic reports required under law to be prepared and delivered to an office of the Virginia Corporation Commission or to the members, if any, of SAC-RVA, to be so prepared and delivered within the time limits set by law.

ARTICLE 9

IRS 501(C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of SAC-RVA shall be carrying on the propaganda, or otherwise attempting to influence legislation [except as otherwise provide by Section 501 (h) of the Internal Revenue Code] and SAC-RVA shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, SAC-RVA shall not carry on any activities not permitted to be carried on (a) by SAC-RVA exempt from federal income tax under Section 502 (c)(3) of the Internal Revenue Code, or (b) by SAC-RVA , contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of SAC-RVA shall inure to the benefit of, or be distributable to, its members, officers or trustees, or other private persons, except that SAC-RVA shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of SAC-RVA

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of SAC-RVA, its assets remaining after payment, or provision for payment, of all debts and liabilities of SAC-RVA shall be distributed for one or more exempt purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of law of the Virginia Commonwealth.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which SAC-RVA is a private foundation as described in Section 509(a) of the Internal Revenue Code, SAC-RVA 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject to SAC-RVA tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENTS

1. These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted, by approval of General Assembly
2. Any amendment to these Bylaws shall not take effect in or apply to, the meeting in which it was adopted.

ARTICLE 11

CONSTRUCTION AND TERMS

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of SAC-RVA, the provisions of the Articles of Incorporation shall govern.

2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding documents of SAC-RVA filed with an office of the Virginia Commonwealth and used to establish the legal existence of SAC-RVA.

4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

5. If there is any conflict between the provisions of these bylaws and the Virginia Non-Profit Corporations Act, and IRS rules, the Provisions of the IRS rules and the Virginia Non-Profit Corporations Act shall prevail

ADOPTION OF THESE BYLAWS These Bylaws have been adopted by the General Assembly of SAC-RVA at its meeting on June 2, 2018 and amended by the General Assembly of SAC-RVA at its meeting on and at its meeting on _____