

**BY-LAWS**  
**OF THE**  
**FRIENDS**  
**OF**  
**SIERRA LEONE,**  
**INC.**

March 25, 2009

## **Article I - Name of Organization**

I.1 Name. The name of the organization is Friends of Sierra Leone, Inc., hereinafter referred to as FOSL.

## **Article II - Headquarters**

II.1 Headquarters. The headquarters of FOSL shall be the District of Columbia.

## **Article III - Purpose of the Organization**

III.1 Purpose. FOSL is organized and shall be operated exclusively for charitable, educational, and developmental purposes, not-for-profit. In furtherance thereof, it shall provide a forum for the discussion of topics of common interest to the people of the United States and the people of Sierra Leone and provide such other means which may further these goals.

III.2 Not-for-profit. FOSL shall not be operated for profit, and no part of its net income shall inure to the benefit of any individual.

III.3 Non-political. FOSL shall not intervene in any political campaign on behalf of any candidate for public office in either country.

III.4 Dissolution. In the event of the dissolution of FOSL, any balance of unexpended funds or other assets in excess of liabilities shall be distributed to an organization or organizations qualifying as tax-exempt, non-profit, charitable, literary, or educational organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (US), such organization or organizations to be chosen by the Board of Directors of FOSL.

## **Article IV - Membership**

IV.1 Classes of Membership. There shall be two classes of membership: dues-paying membership and distinguished membership. Applicable dues shall be determined from time to time by the Board of Directors. The members of FOSL shall be notified of the dues structure as changes occur or otherwise when appropriate.

IV.2 Definition of Member. For all purposes of these By-Laws, a member of FOSL is defined as a person listed in the files of FOSL as a member who has paid membership dues for the membership year. This Article does not apply to members exempted from the payment of dues by these By-Laws.

IV.3 Distinguished Membership. The Board of Directors is authorized to name as Distinguished Members those individuals who have contributed to the culture and/or development of Sierra Leone or who have otherwise demonstrated a commitment to the same goals held by this organization. Such individuals shall enjoy all the privileges of membership, except voting (unless otherwise members of FOSL). Such Distinguished Members shall not be liable for the payment of dues.

## **Article V - Board of Directors**

V.1 Management of FOSL. Subject to action in accordance with these By-Laws by the membership of FOSL, an elected Board of Directors, as outlined in paragraph V.3 shall manage the activities of FOSL.

V.2 Legal Counsel. Board may seek counsel on tax, general corporate, and other legal matters affecting FOSL.

V.3 Definition of Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, Membership Manager, Newsletter Editor, Website Manager, two Co-Public Relations Officers (one of whom shall be a native of Sierra Leone or a Sierra Leonean-American), all Committee Chairs, and four to eight at-large members.

V.4 Nomination and Election of Board Members. Nominations for the members of the Board of Directors shall be solicited from all dues-paying members of FOSL by mail at least 15 (fifteen) days before the election. All dues-paying members shall be eligible to serve on the Board of Directors. Election shall be by mail ballot sent to all dues paying members of FOSL. Prior to the Annual Meeting in election years, the general membership shall elect a President, Vice President, Secretary, two Co-Public Relations Officers, and half of the at-large members. New members of the Board of Directors shall take office on the day of the Annual Meeting.

V.5 Terms of Office for Board Members. The terms of the President, Vice-President, Secretary, and the two Co-Public Relations Officers will be two years. At-large Board members will each serve four-year staggered terms so that half will be elected in each election year. The Treasurer, Membership Manager, Newsletter Editor, Website Manager, and all Committee Chairs will have open-ended terms. All Board members may be reelected.

V.6 Mid-term Vacancies. In the event a vacancy occurs among the Board of Directors of FOSL, Board members may nominate any member in good standing to fill-out the remaining term of office. The replacement will be elected by a simple majority of Board members.

V.7 Duties of Board Members.

V.7(a) President. The President or the President's designate shall preside at all general meetings and meetings of the Board of Directors of FOSL; shall have general and active management of the business of FOSL; and shall see that all orders and resolutions of the members of FOSL and the Board of Directors are carried into effect. The President shall execute bonds and other contracts which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Board member or member of FOSL. The President shall co-sign or give written approval for disbursements with the Treasurer, as outlined in paragraph V.7(c) below.

V.7(b) Vice President. The Vice President shall actively assist in the management of the affairs of FOSL and assume the function and responsibilities of the President should the President be absent or unable to act.

V.7(c) Secretary. The Secretary or the Secretary's designate shall keep minutes of the meetings of the members and of the Board of Directors, and make them available to members upon request. The Secretary will see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which is furnished to the secretary by the membership chair, or the Treasurer; collect and maintain minutes of committees; and in general perform all duties incident to the office of Secretary. The Secretary shall also co-sign disbursements of FOSL when necessary, as outlined in paragraph V.7(d) below.

V.7(d) Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to FOSL and shall deposit all money and other valuables in the name and to the credit of FOSL in depositories designated by the Board of Directors. The Treasurer shall disburse the funds of FOSL as may be requested by the Board of Directors, making proper vouchers for such disbursements, and shall provide to the President and the Board of Directors upon their request an account of all the Treasurer's transactions. Disbursements in excess of \$500

shall bear the co-signature or written approval of the Treasurer and the President, except when such officers are related or live in the same household, in which case the Treasurer and the Secretary shall co-sign disbursements in excess of \$500.

V.7(e) Membership Manager. The Membership Manager (MM) shall promote membership in FOSL, maintain FOSL's membership/donor database (keeping records of memberships, membership renewals, donations, addresses and address changes, e-mail addresses, and all other necessary membership and donor information), and ensure the confidentiality of all membership and donor information. The MM shall also send acknowledgements to members and donors for any funds received from them by FOSL and inform members when their membership is due for renewal. The MM shall provide address labels for all official FOSL communications.

V.8 Removal of Board Members. Any Board member may be removed by a majority vote of Board members at any regular or special meeting at which a quorum is present.

V.9 Board Procedures. The Board of Directors shall determine their own procedures. Any member of FOSL may choose to participate in the meetings of the Board of Directors actively in a non-voting capacity. The Board shall meet at least 4 (four) times each year. Each Board member is expected to attend a majority of the Board meetings.

## **Article VI - Limitation of Liability**

VI.1 Limitation of Liability. A director (Board member), officer, employee, or any other person acting on FOSL's behalf shall not be personally liable to the Friends or its members for monetary damages for the breach of his or her fiduciary duty to FOSL, except for liability: i) for any breach of the duty of loyalty to FOSL or its members in the case of a director; ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or iii) for any transaction from which the individual derived an improper personal benefit.

## **Article VII - Indemnification**

VII.1 Indemnification 1. FOSL shall indemnify and hold harmless any current and former Board member, officer, employee, or any other person acting on FOSL's behalf pursuant to any official election, appointment, or direction against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit or proceeding in which he or she is made or threatened to be made a party, by reason of his or her activities on behalf of FOSL, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty to FOSL.

VII.2 Indemnification 2. Expenses incurred by any current or former Board member, officer, employee or any other person acting on FOSL's behalf pursuant to an official election, appointment, or direction, in defending any civil action, suit, or proceeding in which he or she is made or threatened to be made a party by reason of his or her activities on behalf of FOSL, shall be paid by FOSL in advance of the final deposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount paid by FOSL if it shall ultimately be determined that he or she is not entitled to indemnification.

## **Article VIII - Executive Director**

VIII.1 Appointment. The President may, with the concurrence of the Board, when the business of FOSL requires and FOSL can afford it financially, appoint an Executive Director. After such appointment, the President shall delegate certain of the administrative duties of FOSL to the Executive Director.

VIII.2 Duties. The Executive Director shall have charge of the administrative operations, under the guidance of the Board. He or she shall attend all meetings of the Board of Directors and may attend other committee meetings as appropriate. She or he shall arrange for the meetings of FOSL and for such other activities as are from time to time determined.

## **Article IX - Committees**

IX.1 Membership on Committees. The Board of Directors shall appoint committee chairs and committee members.

IX.2 Policy Matters. Such committees shall refer all matters affecting policy to the Board of Directors.

## **Article X - Meetings**

X.1 Board of Directors. The Board of Directors shall meet on call of the President or any two members of the Board at least four times a year. The presence of a simple majority of Board members shall constitute a quorum.

X.2 Annual Meeting. The annual meeting of FOSL shall be held each year to install elected members of the Board, to receive the annual reports of the respective officers and committees, and to transact such other business as may appropriately be brought before the meeting.

X.3 Membership Quorum. At least 5% (five percent) of dues-paying members present including a majority of Board members shall constitute a quorum.

X.4 Calling Meetings. A meeting of FOSL membership may be called at any time by the Board of Directors and must be called by the President upon receipt of a request in writing to that effect, stating the object of the meeting and signed by at least 10% of the members of FOSL, provided that at such meeting no business other than that stated in the request shall be considered.

X.5 Notification. Notice of all meetings of FOSL shall be mailed to the membership at least seven (7) days prior to the date of the meeting. The notice of the meeting shall contain the date, time, and place of the meeting, and the object for which the meeting has been called. Publication in the newsletter of such meetings shall be considered adequate notification, provided the above requirements are adhered to.

X.6 Voting. All dues-paying members shall be entitled to one vote.

X.7 Majority. Except as otherwise provided in these By-Laws, all decisions shall be by majority of those present and voting.

## **Article XI - Fiscal Year**

XI.1 Fiscal Year. The fiscal year of FOSL shall be from January 1 to December 31.

## **Article XII - Amendments**

XII.1 Proposing an Amendment. Any amendments to these By-Laws may be proposed by the Board of Directors or may be in the form of a proposal to the Secretary signed by at least 10% of the members. No proposed amendment to these By-Laws shall be considered, except in the manner herein specified.

XII.2 Balloting. The Board of Directors shall determine whether any proposal for amendment shall be referred to the membership for balloting at a special meeting of members called for the purpose, at the next regularly scheduled meeting, or by mail ballot.

XII.3 Mail Ballot. The Board of Directors may decide to submit proposed amendments to these By-Laws to the membership by mail ballot. In this case, the President or the Executive Director shall mail copies of the proposed amendments to the Membership, with a request that responses be received within three (3) weeks of the mailing date. The President shall appoint a committee to tally the results of the mail ballot, and the membership shall be notified of the results by mail. Notification of these results may be published in the newsletter and mailed to all members.

XII.4 Comments on Proposed Amendments. At the same time that a proposed amendment is submitted to the membership, the Board of Directors may, in its discretion, make its recommendations and comments upon such proposal for amendment.

XII.5 Two-thirds Vote. If two-thirds of the votes of the members voting are in favor of an amendment, it shall be considered as adopted. Unless otherwise provided for in the amendment, the amendment shall become effective when adopted as herein provided.