



**BYLAWS OF THE SUDANESE AMERICAN COMMUNITY
DEVELOPMENT ORGANIZATION (SACDO)**
(Including amendments as of 11/15/2008)

**ARTICLE 1
PRINCIPAL AND CHAPTER OFFICES**

SECTION 1. STRUCTURE OF SACDO

The Sudanese American Community Development Organization (hereinafter referred to as SACDO) is a non-profit organization incorporated in Washington DC and having the following registered agent:

National Registered Agents, Inc
1090 Vermont Avenue N.W.
Suite #910
Washington, DC 20005

SACDO has two other chapters incorporated as follow

(1) in the State of Virginia as the Sudanese American Community Development Organization Inc with the following registered agent:

Stewart&Henry
3900 University Drive
Suite#110
Fair Fax, VA 22030

and (2) in the State of Maryland as the Sudanese American Community Development Organization Inc and has the following registered agent:

Mahir Haroun, CPA
9601 Baltimore Ave
Suite #212
College Park, MD 20740

The three entities that comprise SACDO will have one common General Assembly, one common Executive Committee and one common Advisory Board. The three entities will be governed by the articles of these Bylaws *(added 11/15/2008)*.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Sudanese American Community Development Organization (hereinafter referred to as SACDO) is located at 5622 Columbia Pike, Suite #305, Falls Church, VA. 22041.

SECTION 3. CHANGE OF ADDRESS OR REGISTERED AGENTS



The designation of the district, county, or state of SACDO's principal office may be changed by amendment of these Bylaws. The Executive Committee may change the registered agents or the principal office from one location to another within the named city by noting the changed address and effective date, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 4. OTHER OFFICES

SACDO may also have offices at such other places, within or outside its state where it is authorized to do business, as its business and activities may require, and as the Executive Committee may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C) (3): PURPOSES

SACDO is 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. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of SACDO shall be:

1. To create conditions that support and promote the health, education and social services needs of individuals of Sudanese heritage in the Washington-Metropolitan area, through public awareness, community mobilization, skill building and other services. SACDO 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 SACDO 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 services.

ARTICLE 3 MEMBERS AND MEMBERSHIP

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS



SACDO shall have only one class of members with equal voting rights, subject to Article (6) hereunder, all members shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QULIFICATIONS OF MEMBERS

The qualifications for membership in SACDO are:

1. The member shall be at least eighteen (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 SACDO Bylaws and its code of conduct or ethics.
5. The member shall be a lawful resident of Washington metropolitan area as defined by the Washington Transit Authority

SECTION 3. ADMISSION OF MEMBERS

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 (3) Section (2) herein.

SECTION 4. FEES AND DUES

1. \$ 10.00 Registration fee shall be charged for filing an application for membership in SACDO.
2. The annual fees (Membership fees) payable to SACDO by members shall be \$60 for individual and \$100 for a family payable in (i) in a lump sum upon registration of new members, or within one month of registration date for existing members, (ii) or on monthly basis, payable not later than the tenth day of each month. For the purpose of this Section family includes husband, wife and children less than eighteen (18) years.
3. A receipt shall be issued by the treasurer to such a member upon payment of the fees and dues, whenever possible. However the details of the payments of all members shall be updated periodically in the official SACDO Website (*amended 11/15/2008*)



4. Membership fees are collected in accordance with SACDO Financial year which begins on the first day of January of each year and 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 (*amended 11/15/2008*).

SECTION 5. MEMBERSHIP CERTIFICATE

SACDO shall issue a certificate of membership evidencing the status of such a member, or family, whenever possible. However the list of members of SACDO shall be updated periodically in the official SACDO Website (*amended 11/15/2008*).

SECTION 6. MEMBERSHIP BOOK

SACDO shall keep a membership book containing the name and 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 book shall be kept at SACDO principal office or website.

SECTION 7. NONLIABILITY OF MEMBERS

A member of SACDO is not, as such, personally liable for the debts, liabilities, or obligations of SACDO.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIP

1. No member may transfer his membership rights or any other right arising there from.
2. All rights of membership shall cease upon the member's death or termination.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership rights 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 SACDO personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail;
3. Upon a 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 or mailed to such member by the Secretary of



- SACDO. A member may avoid such termination by paying the amount of delinquent dues within 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 General Assembly of SACDO that the member has violated SACDO's code of conduct or engaged in conduct materially and seriously prejudicial to the interests or purposes of SACDO;
 5. Upon a failure to satisfy the membership qualifications set forth in Section (2) herein.

ARTICLE 4 STRUCTURE OF SACDO

SACDO shall consist of the following:

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

ARTICLE 5 THE GENERAL ASSEMBLY

SECTION 1. MEMBERSHIP

Any member of SACDO who satisfies the membership qualifications specified in Article (3) 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 the annual financial statements;
4. To discuss and approve any proposals for amending the Bylaws of SACDO;
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 SACDO or at such other place or places as may be designated from time to time by resolution of the Executive Committee.

SECTION 4. REGULAR MEETINGS

The regular meeting of the General Assembly shall be held annually in the second Saturday of September of each year to review the performance and accomplishments of the Executive Committee.

SECTION 5. SPECIAL MEETINGS

1. A special meeting of the General assembly shall be called by the Executive Committee, or by the Advisory Board to discuss any issues referred to the General Assembly by the Executive Committee or by the Advisory Board.
2. Special meetings can also be called at the request of one fourth of the members of SACDO who qualify under Article (3) Section (2) herein. The Executive Committee shall call for such a meeting, once a petition including the names, signatures, addresses and telephone numbers of such members is delivered to it.

SECTION 6. CONDUCT OF THE MEETINGS

Meetings of the General Assembly shall be presided over by the President of SACDO or, in his or her absence, by the Vice President of SACDO. The Secretary of the SACDO 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 cases 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 not later than two (2) weeks of this meeting. In such a situation the out going Executive Committee shall handover all records and finances to 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 not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by email, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such 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 SACDO, with postage prepaid.

SECTION 9. QUORUM FOR MEETINGS

1. A quorum of regular and special meetings of the General Assembly shall consist of one half of the registered, and dues paying members of SACDO. The list of such members shall be published by the Executive Committee by July 15th of the year in which elections are to be held. The Final list shall be published by July 31st 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. The quorum for such meeting shall be one fourth of the registered, dues paying members of SACDO. If less than one fourth was present, the Executive Committee and the Advisory Board shall call for another meeting within one week from this 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 Incorporation, these Bylaws, or provisions of law require a greater number.

ARTICLE 6

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 elections will be held no later than July 31st 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 SACDO, and must have at least paid his/her full dues for the year in which the elections will be held no later than July 31st of that year

SECTION 2. OFFICERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of eleven (11) 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 highest number votes obtained at the election at the General Assembly meeting. In case of equal number of votes for the eleventh officer, the election committee shall determine the winner by a process of drawing of lots between the competing candidates by the Chair of the election committee.

SECTION 3. DESIGNATION OF OFFICERS

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

1. President.
2. Vice President.
3. General Secretary.
4. Treasurer.

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

SECTION 4. TERM OF THE EXECUTIVE COMMITTEE

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



SECTION 5. DUTIES

The Executive Committee shall carry out the following functions:

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 SACDO.
3. Supervise all officers, agents and employees of SACDO to ensure that their duties are performed properly and timely; and
4. Prepare and submit for the discussion in the General Assembly meetings the annual report and the annual financial statement. Such report and statement to be posted at SACDO's website at least one month before the meeting.
5. Meet at such times and places as required by these Bylaws.

SECTION 6. PLACE OF MEETINGS

Meetings of the Executive Committee shall be held at the principal office of SACDO unless otherwise decided by the Committee, or at such other place as may be designated from time to time by resolution of the Executive Committee. However, the place and time of the first meeting, following the election, shall be called by the member who obtains the highest number of votes in the election. In such case the meeting shall be held within two weeks after the announcement of the result of the election of the Executive Committee.

SECTION 7. 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 8. SPECIAL MEETINGS

Special meetings of Executive Committee may be called by the President of SACDO, or by any three members of the Executive Committee to discuss and decide on any urgent matter that may arise. The quorum for such a meeting shall be a simple majority.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation or these Bylaws, at least one week 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 oral or written, and may be given personally, by first class mail, by email, through SACDO Website or by telephone.



SECTION 10. MAJORITY ACTION AS EXECUTIVE COMMITTEE ACTION

Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present is the act of the Executive Committee, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the General Assembly.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Executive Committee shall be presided over by the President of the Committee, or in his or her absence, the vice President of the Committee or, in the absence of each of these persons, by any officer chosen by a majority of the Executive Committee members 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 12. VACANCIES

Vacancies on the Executive Committee shall result on the death, resignation or removal of any officer. In case such a 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 (1) of this article.

SECTION 13. MEETINGS WITH THE ADVISORY BOARD

The Executive Committee shall, when it deems necessary, meet with the Advisory Board to discuss any matter of concern to SACDO. 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 14. NONLIABILITY OF THE OFFICERS

The officer of the Executive Committee shall not be personally liable for the debts, liabilities, or other obligations of SACDO.

SECTION 15. INSURANCE FOR SACDO's OFFICERS

Except as may be otherwise 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 SACDO (including officers, employees or other agents of SACDO) 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, SACDO would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 16. 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 member of the Executive Committee. In case a member or members are interested in any business opportunity in which SACDO 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, with simple majority of its disinterested members, shall take the appropriate decision.

SECTION 17. EXECUTIVE COMMITTEE'S INTERNAL RULES

The Executive Committee can issue internal rules, consistent with those bylaws, for the conduct of its work and the work of its offices.

SECTION 18. 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 SACDO.

The Executive Committee shall provide the necessary assistance to enable such entities and sub-committees to perform their assignment and achieve their objectives

ARTICLE 7

DUTIES OF THE OFFICERS OF THE EXECUTIVE COMMITTEE

SECTION 1. DUTIES OF THE PRESIDENT

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

1. Supervise and control the affairs of SACDO 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; and
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 SACDO, 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 OTHER OFFICERS

I. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be decided by the Executive Committee.

II. DUTIES OF THE GENERAL SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of SACDO the original, or a copy, of these Bylaws as amended or otherwise altered to date;
2. Keep at the principal office of SACDO or at such other place as the Committee may determine, a book of minutes of all meetings of the officers, 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 SACDO and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of SACDO;
5. Keep at the principal office of SACDO 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 such membership ceased;
6. Exhibit at all reasonable times to any officer of SACDO, 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 SACDO 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.

III. DUTIES OF THE TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of SACDO, and deposit all such funds in the name of SACDO in such banks, trust companies, or other depositories as shall be decided by the Executive Committee;
2. Receive, and give receipt for, monies due and payable to SACDO from any source whatsoever;
3. Disburse, or cause to be disbursed, the funds of SACDO as may be directed by the Executive Committee, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the SACDO's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Exhibit at all reasonable times the books of account and financial records to any officer of SACDO, 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 SACDO.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and;
8. 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.

IV. DUTIES OF THE REMANING 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 SACDO. Each Officer shall thereafter



prepare the detailed work program for his or her office for approval by the Executive Committee.

ARTICLE 8 THE ADVISORY BOARD

SECTION 1. NUMBER AND QUALIFICATIONS

The Advisory Board shall consist of:

- 1) All former presidents of SACDO and its predecessors who (i) have not been elected as members of the current Executive Committee, and (ii) are willing to serve in the Advisory Board.
- 2) Up to ten members to be appointed by the Executive Committee in consultation with the former presidents and the outgoing members of the Advisory Board, of professions needed for the best functioning of the Board, who are not elected to the Executive committee, to serve in the Advisory Board. Such appointees shall include at least one woman *(amended 11/15/2008)*.

SECTION 2. TERM OF THE ADVISORY BOARD

The Advisory Board shall have a term of two years 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 the SACDO or at such other place or places as may be designated from time to time by resolution of the Advisory Board and the 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 SACDO and to make any recommendations to the Executive committee.
2. The first meeting of the Advisory Board shall be called by the President of SACDO, and in this meeting the members of the Advisory Board shall elect the chairman of the Advisory Board who shall chair the meetings of the Advisory Board, call for all 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 *(amended 11/15/08)*.



SECTION 5. FUNCTIONS OF THE ADVISORY BOARD

The Advisory Board shall discuss any issues concerning SACDO, 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 one month 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 develop a check list of the items to be handed over from the outgoing 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 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of SACDO to enter into any contract or execute and deliver any instrument in the name of and on behalf of SACDO, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind SACDO 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 SACDO shall be signed by the Treasurer and countersigned by the President of SACDO.

SECTION 3. DEPOSITS

All funds and received money of SACDO shall be deposited, within five business days (or as early as possible) from the time that SACDO received such funds or money, to the credit of SACDO in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 4. GIFTS

The Executive Committee may accept on behalf of SACDO any legitimate contribution, gift bequest, or devise for the nonprofit purposes of SACDO.

ARTICLE 10 SACDO RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF SACDO RECORDS

SACDO shall keep at its principal office:

1. Minutes of all meetings of 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 transactions 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 SACDO's Articles, and Bylaws as amended to date, which shall be open to inspection by the members, if any, of SACDO at all reasonable times during office hours.

SECTION 2. SACDO SEAL

The Executive Committee may adopt, use, and at will alter, SACDO's seal. Such seal shall be kept at the principal office of SACDO. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.



SECTION 3. INSPECTION RIGHTS

Every officer and member, upon request, shall have the right at any reasonable time to inspect and copy all books, records and document of every kind and to inspect the physical properties of SACDO and shall have such other rights to inspect the books, records and properties of SACDO as may be required under the Articles of Incorporation, other provisions of 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 District of Columbia or to the members, if any, of SACDO, to be so prepared and delivered within the time limits set by law.

ARTICLE 11

IRC 501(C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of SACDO shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and SACDO 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, SACDO shall not carry on any activities not permitted to be carded on (a) by SACDO exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by SACDO, 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 SACDO shall incur to the benefit of, or be distributable to, its members, officers or trustees, or other private persons, except that SACDO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of SACDO.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of SACDO, its assets remaining after payment, or provision for payment, of all debts and liabilities of SACDO shall be distributed for one or more exempt purposes within the meaning of Section 510(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 distribution shall be made in accordance with all applicable



provisions of the laws of the District of Columbia.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which SACDO is a private foundation as described in Section 509(a) of the Internal Revenue Code, SACDO 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 SACDO 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 12 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 the General Assembly.
2. Any amendment to these Bylaws shall not take effect in or apply to, the meeting in which it was adopted. *(added 11/15/2008)*

ARTICLE 13 CONSTRUCTION AND TERMS

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of SACDO, 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 document of SACDO filed with an office of the District of Columbia and used to establish the legal existence of SACDO.
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.



Sudanese American Community Development Organization
5622 Columbia Pike, Suite #305
Falls Church, VA 22041
www.sacdo.com

11/15/2008

ADOPTION OF THESE BYLAWS

These Bylaws have been adopted by the General Assembly of SACDO at its meeting on June 26, 2005 and amended by the General Assembly of SACDO at its meeting on December, 10, 2006 and at its meeting on November 15, 2008 (*amended 11/15/2008*)