

**THE BYLAWS OF  
THE UNIVERSITY OF KHARTOUM ALUMNI ASSOCIATION  
IN NORTH AMERICA  
(UOKANA)**

**ARTICLE I**

**INCORPORATION AND LOCATIONS**

**SECTION 1. INCORPORATION**

- 1) The University of Khartoum Alumni Association in North America (hereinafter referred to as UOKANA) is a non-profit organization incorporated in the state of Michigan, USA.
- 2) UOKANA has the following Tax Identification Number (TIN): -----
- 3) UOKANA has the following registered agent: Dr. Seif Saeed.
- 4) The principal office of UOKANA is located at: 2700 Robert Longway Blvd., Flint, MI 48503.
- 5) UOKANA's official Website address is: <https://wp.uokana.org>

**SECTION 2. CHANGE OF ADDRESS OR REGISTERED AGENT**

- 1) The Board of Directors may change the designation of the district, county, or state of the principal office of UOKANA in accordance to law and regulations.
- 2) The Board of Directors may change the designation of the registered agent.
- 3) Change in address of the principal office and the name of the registered agent shall be noted and duly communicated to members with the effective date.
- 4) Such changes in the address of the principal office shall not be deemed, nor require, an amendment of these bylaws if locations are within the same named city.

**SECTION 3. OTHER OFFICES**

UOKANA may 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 Board of Directors may, temporary or permanently, designate.

## **ARTICLE II**

### **NONPROFIT PURPOSES**

#### **SECTION 1. IRS SECTION 501(C) (3) PURPOSES**

- 1) UOKANA is organized exclusively for the educational, scientific, and charitable 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 or the corresponding section of any future federal tax code.

#### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

UOKANA is organized specifically for the following purposes:

- 1) Engage and sustain a lifelong community of alumni, future alumni, and partners through opportunities for meaningful engagement aimed at increasing awareness, participation, volunteer involvement, and philanthropic commitment to the University of Khartoum.
- 2) Provide a forum for networking and communication amongst the alumni of the University of Khartoum in the United States in order to exchange experiences, and build on accumulated knowledge for the mutual benefits of the university of Khartoum and its alumni.
- 3) Support the University of Khartoum's qualitative mission in teaching, research, and training, and improve the university's overall quantitative impact on society.
- 4) Provide University of Khartoum with the technical and material support to help the university achieve its objectives, and improve the quality of services offered to the students and the broader community.
- 5) Offer technical analysis, specialized research, expert resources, scientific assessments, strategic plans, and other types of technical and material support to tackle the major issues facing the Sudan in order to ensure the realization of the long-term benefits of its people.
- 6) Promote the diverse cultural heritage of the Sudanese Americans in general, and foster cultural exchange and community services.

## **ARTICLE III**

### **MEMBERS AND MEMBERSHIP**

#### **SECTION 1. ELIGIBILITY OF MEMBERS**

UOKANA members consist of full members, associate members, and honorary members.

##### **1) Full Members**

- a) All persons who have graduated successfully from the University of Khartoum with undergraduate, graduate or postgraduate degrees shall be eligible to join UOKANA as full members by paying the annual or life membership dues set by the Board of Directors.
- b) Full members shall also belong to any of these categories: (1) Citizens of United States America, (2) Legal (or Conditional) Permanent Residents of the United States of America, and (3) Legal Temporary Residents of the United States of America (such as Persons with Temporary Protected Status or Student Visa).

##### **2) Associate Members**

Current and retired staff and faculty of the University of Khartoum who do not qualify as full members may join UOKANA as associate members by paying the annual membership dues set by the Board of Directors.

##### **3) Honorary Members**

- a) Any person, other than an alumnus or alumna, who has rendered distinguished services to the University of Khartoum may be elected by the Board of Directors as an honorary member.
- b) No honorary member shall be required to pay membership dues.

#### **SECTION 2. MEMBERSHIP ADMISSIONS**

Applicants shall be admitted to membership when they satisfy the membership eligibility set forth in Article III Section 1 herein, file a membership application, and pay the applicable dues.

#### **SECTION 3. MEMBERSHIP DUES**

- 1) The Board of Directors shall establish an annual and life membership dues for each class of membership.
- 2) The Board of Directors may establish discounted annual and life membership dues for any two individuals who live in the same household and have a legally recognized relationship.
- 3) A receipt shall be issued by the Board Treasurer to such a member upon payment of dues; Details of the payment of all members and a list of members shall be recorded and updated periodically in UOKANA's official Website.

#### **SECTION 4. TERMINATION OF MEMBERSHIP**

The membership right 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 Board President or the Board Secretary in writing;
- 3) Upon failure to renew his or her membership by paying dues on or before their due date. A member may avoid such termination by paying the amount of delinquent dues within that fiscal year.
- 4) The Board of Directors, by affirmative vote of a simple majority of its members present at a duly held meeting, may terminate the honorary membership of a member in accordance with these bylaws and to the benefits of UOKANA.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

#### **SECTION 1. ANNUAL MEETINGS**

- 1) UOKANA is a membership association that shall hold annual membership meetings to review the performance of the Board of Directors, the accomplishment of the association, the financial statement, and to elect new directors when applicable. The General Assembly shall also conduct any other business that may come before the meeting.
- 2) The meeting of the General Assembly shall be held in the first week of March every year.
- 3) The Board of Directors shall determine the time, place and platform of the meeting of the General Assembly.
- 4) A failure to hold the annual meeting of the General Assembly at the announced time, or to elect a sufficient number of directors at the meeting or any adjournment of the meeting, does not affect otherwise valid corporate acts or work a forfeiture or give cause for dissolution of UOKANA, except as provided in the applicable state law.
- 5) If the annual meeting of the General Assembly is not held on the date designated for the meeting, the Board of Directors shall cause the meeting to be held as soon after that date as is convenient to members.
- 6) If the meeting of the annual General Assembly is not held for ninety (90) days after the date designated for the meeting, or if no date is designated for fifteen (15) months after the last annual meeting, any UOKANA member in good standing may seek a court order that the association hold the meeting or the election, or both, and that it is held at the time and place, and for the transaction of the business that is designated in that court order.

#### **SECTION 2. SPECIAL MEETINGS**

- 1) Special general membership meetings may be called by the Board President upon a resolution by the Board of Directors, or upon the written request of at least fifteen percent (15%) of the voting power of the members of UOKANA.
- 2) The purpose of the special meeting shall be clearly communicated to members.

#### **SECTION 3. NOTICES**

- 1) Notice of an annual or special meeting shall state the designated time and place thereof.
- 2) All such notices shall be posted on UOKANA's official Website and be individually mailed to the members by regular or electronic mail, or be disseminated by any reasonable electronic method determined by the Board of Directors.
- 3) Physical or electronic mailed notices shall be directed to each member at the address which appears on the member records of UOKANA constituents' system.
- 4) Notices shall be published or mailed not less than ten (10) days before an annual or a special meeting, and not more than thirty (30) days before any meeting.
- 5) Notices required to be given pursuant to these bylaws may be waived by any member before or after any meeting.

#### **SECTION 4. PHYSICAL AND ELECTRONIC PRESENCE IN MEETINGS**

- 1) The Board of Directors may grant the opportunity to participate in a meeting of members by a conference telephone or other means of remote communication that permits all members who participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication available to them.
- 2) Participation in a meeting under this section constitutes presence in person at the meeting.
- 3) The Board of Directors may hold a Board meeting or a general meeting that are conducted solely by means of remote communication.
- 4) Subject to any guidelines and procedures adopted by the Board of Directors, members who are not physically present at a meeting of members may participate in the meeting by a means of remote communication and are considered present in person and may vote at the meeting if all of the followings are met:
  - (a) The Board of Directors or any Board authorized committee implements reasonable measures to verify that each person that is considered present and permitted to vote at the meeting by means of remote communication is an eligible member or proxy holder.
  - (b) The Board of Directors or any Board authorized committee implements reasonable measures to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.
  - (c) If any member votes or takes other action at the meeting by a means of remote communication, a record of the vote or other action is maintained by the Board of Directors or any Board authorized committee.

#### **SECTION 5. CHAIRPERSON PRESIDING AT MEETING OF MEMBERS: POWER, DUTY, AND AUTHORITY**

- 1) The Board of Directors may appoint a chairperson, other than the President, to preside at each general meeting of members.
- 2) The chairperson shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, or for the conduct of, the meeting must be effective, democratic, and fair to all members.

#### **SECTION 6. VOTING RIGHTS**

- 1) Full members in good standing, as defined in Article III, are the only members entitled to vote to elect the Board of Directors and/or pass a resolution in any annual or special meeting of members.
- 2) Members in good standing are those with active status in the member's record in UOKANA constituents' system, and whose annual membership dues are current. Receipts for dues shall be considered conclusive evidence of voting eligibility in any election.
- 3) Other members may participate in UOKANA's activities, including meetings, but shall not have the privilege of voting or holding office in UOKANA.

- 4) A simple majority of votes shall be required to pass any item voted on by UOKANA members. .

## **SECTION 7. QUORUM**

- 1) The simple majority of UOKANA members who are entitled to vote and physically or electronically present, shall be accepted for considering constituting a quorum at any annual or special meeting of UOKANA.
- 2) When a simple majority of members are present, the only matters to be voted on by a majority of such quorum are those matters described in the meeting notice.
- 3) A quorum in any general meeting shall include a majority of the elected members of the Board of Directors. Such majority Members of the Board of Directors must be physically present or on a remote electronic transmission to count toward quorum.

## **ARTICLE V**

### **THE BOARD OF DIRECTORS**

#### **SECTION 1. BOARD POWRS AND POWER SCOPE**

- 1) The Board of Directors shall govern and control UOKANA's affairs, and shall oversee the exercise of its power when delegated in accordance to these bylaws.
- 2) The Board of Directors shall be a proactive board where all elected members shall have an equal role in the Board decision-making process.

#### **SECTION 2. COMPOSITION OF THE BOARD OF DIRECTORS**

- 1) The Board of Directors shall comprise fourteen (14) directors including both Elected and Designated Directors.
- 2) UOKANA's members and the Board of Directors shall strive to have the Board represent a diverse blend of professions, ages, genders, ethnic and cultural heritage, academic areas of study, and geographic locations.

#### **SECTION 3. ELIGIBLTY OF THE BOARD MEMBERS**

- 1) The elected members to the Board of Directors shall be listed from the general membership of UOKANA and must have been members in good standing at the time of election and for the duration of their term.
- 2) A UOKANA member, who is also a paid UOKANA staff as specified in Article X of these bylaws, is not eligible to become a member of the Board of Directors or a member of any Board Committee.

#### **SECTION 4. CLASSES OF DIRECTORS**

The Board of Directors shall be divided into two (2) classes as follows:

##### **A. CLASS I: Elected Directors**

- 1) Class I Directors shall consist of eleven (11) elected directors.
- 2) Class I category shall be filled with candidates who obtain the highest number of votes in UOKANA's general election. The names of candidates with the lower number of votes shall be kept as a reserve list by the elected Board of Directors for the purpose of filling any Board vacancy(s) that may arise before the next election.

##### **B. CLASS II Designated Directors**

1. Class II Designated Directors shall consist of three (3) members selected from the most recent graduates among UOKANA members.
2. CLASS II Directors shall be selected and appointed by class I directors within the first three (3) months after the elections.
3. Failure to designate directors, for practical reason that occur after exerting



reasonable efforts by the elected directors, shall not affect otherwise valid Board acts.

4. Designated Directors shall participate in all activities of the Board of Directors but shall not have the power to vote in the Board of Directors proceedings.

## **SECTION 5. ALLOCATION OF ROLES AND RESPONSIBILITIES AMONG BOARD DIRECTORS**

- 1) The elected members of the Board of Directors shall elect, in a formal meeting held within two (2) weeks after the election, each elected director to fill and/or chair the Board offices and Board Committees as applicable.
- 2) The elected members of the Board of Directors may ascribe some directors to serve as at-large directors.
- 3) Board offices shall include, at minimum, the Board President, Board Secretary, and Board Treasurer. The Board of Directors may establish, as it deems necessary, other offices and assign responsibilities accordingly.
- 4) Names of the newly elected Board President, Board Secretary, Board Treasurer and any other Board specifically assigned officer shall be filed with Michigan Department of Licensing and Regulatory Affairs in order to update the corporate record.

## **SECTION 6. FUNCTIONAL CAPACITIES OF BOARD DIRECTORS**

- 1) A Board Director shall serve in a dual capacity as bestowed and assigned in accordance with these bylaws.
- 2) A Board Director shall possess the power conferred on the Board of Directors only when the Board of Directors is convening in such capacity. Otherwise, a Board Director shall undertake an executive power whenever serving in any Board committee and thus be subject to rules and regulations governing the affairs of such committee.

## **SECTION 7. BOARD DUTIES**

A. The Board of Directors shall have the following legal duties:

- 1) Duty of Care: The Board shall ensure a prudent use of all assets, including facilities, human resources, and goodwill;
- 2) Duty of Loyalty: The Board shall ensure that UOKANA's activities are advancing its mission; recognize and disclose conflicts of interest; and make decisions that are in the best interest of UOKANA;
- 3) Duty of Obedience: The Board shall ensure that UOKANA obeys applicable laws and regulations; follows its own bylaws; and that UOKANA adheres to its purposes/mission.

B. The corporate duties of the Board of Directors include, but not limited to the following:

- 1) Provide foresight, oversight, and insight to enable UOKANA to maintain a sustainable operation by adopting sound, ethical, and legal governance; and by embracing a collective approach to realize the vision, mission, and the goals of UOKANA.

- 2) Initiate and/or approve projects and programs to promote and implement the objectives of UOKANA.
- 3) Monitor and control the finances of UOKANA and to direct that an audit by an independent certified auditor be made annually, and at other times when deemed appropriate.
- 4) File state and federal annual tax in timely manner.
- 5) Take on tasks, or designate and approve other UOKANA bodies and individuals to take tasks, related to strategic planning, outreach, public relations, proposal writing, volunteer management, project management, reporting, web management, fundraising, training, consulting, and event organizing, as well as other tasks within the mission of UOKANA.
- 6) Engage all alumni to become involved in the activities and sub-entities of UOKANA.
- 7) Exercise oversight and provide guidance to UOKANA's committees, chapters, and networks.
- 8) Recognize, from time to time, persons who have best served UOKANA and the University of Khartoum.
- 9) Establish membership annual and life dues.
- 10) Recruit, supervise, retain, evaluate and compensate hired staff in accordance to Article X of these bylaws.
- 11) Arrange and attend all regular and special meetings of both the Board of Directors and the general membership.
- 12) Work collaboratively with the University of Khartoum and other partners, inside the U.S. or abroad, to ensure effective and successful execution of UOKANA's plans.
- 13) Supervise all chairs, officers, agents and hired staff of UOKANA to ensure that their duties are performed properly, timely, and in accordance to these bylaws.
- 14) Prepare and submit for the discussion during the general annual meetings the annual report and the annual financial statement.
- 15) Provide guidance to the alumni community by contributing to UOKANA's culture, strategic focus, effectiveness, and financial sustainability, as well as serve as ambassadors and advocates.
- 16) Assume a policy-making role and undertake an executive responsibilities, whereby each Board member shall serve in at least one (1) standing committee in addition to the Board corporate duties as prescribed in these bylaws.

## **SECTION 7. ELECTION OF BOARD DIRECTORS**

- 1) The election of the Board Directors shall be held every two (2) years by the general meeting of UOKANA's membership.
- 2) The current Board of Directors shall appoint an Election and Nominating Committee (hereinafter referred to as ENC) consisting of a minimum of three (3) members with reliable knowledge in elections. The ENC may distribute responsibilities appropriately among its members, including appointing a chair.
- 3) The ENC shall have the instant collaboration of all UOKANA's related offices and committees in order to obtain updated membership record for the purposes of reviewing

and endorsing eligibility.

- 4) The Board of Directors, in consultation with the ENC, shall determine, before declaring the onset of the election process, whether the election shall be held in person and/or by other means such as written ballot, voice roll, call videoconference, teleconference, written consent or portal system.
- 5) Notwithstanding any detailed procedures and rules that may be established by the ENC, the election process shall at minimum follow these guidelines:
  - a) The ENC shall announce to the membership the starting date of the Board election process, and all other significant datelines therein. Such announcement shall be published on UOKANA's Website and be communicated to the membership through any other additional electronic transmission as deemed effective. The day in which such notice is properly made shall constitute the first day in the election process.
  - b) The ENC shall call upon all UOKANA members to nominate or self-nominate potential candidates to serve in the Board of Directors. Membership shall have seven (7) days window to complete the nomination process.
  - c) The ENC shall require nominees to submit any informative personal data deemed to be beneficial to the election process; such as short bios, photographs, and geographical locations.
  - d) The ENC shall scrutinize the eligibility status of all nominees, and shall contact initially verified nominees to confirm in writing their consent to declare candidacy for the board directory.
  - e) The ENC shall make public the names of all eligible and consented nominees on the eighth (8) day of the election process, and inform the membership of the right to challenge the eligibility of any announced nominee. Such announcement shall be made on UOKANA's Website and through any other additional electronic transmission as deemed effective.
  - f) Challenges against the eligibility of candidacy of any nominee must be filed in writing with the ENC and must set forth with specificity the ground(s) for such challenge. Grounds of challenge shall include violations of these bylaws or any other U.S. law.
  - g) The membership shall have four (4) days from announcing the nomination to submit written challenges to the ENC. The ENC shall process all challenges timely and adequately and make its decision thereof.
  - h) All nominees whose candidacy is challenged shall promptly receive a written notice stating the grounds of the challenge, and the ENC's decision if not in favor of the nominee, and be granted access to defend his/her right to run for the Board election.
  - i) If they wish to file a reconsideration request, the nominee whose eligibility to run for election is challenged must file such a request in writing with the ENC within two (2) days after receiving the ENC's initial decision.
  - j) The ENC shall assemble in a joint meeting with the current Board of Directors to adjudicate submitted reconsideration requests. The decision of such meeting shall be final and shall be duly communicated in writing to the nominee whose candidacy is challenged.
  - k) On the fifteenth (15) day of the election process, the ENC shall publish the final list of the nominees on UOKANA's Website and names of final nominees shall also be electronically sent out to membership through any other electronic transmission deemed effective by the ENC.
  - l) If the number of final nominees is less than or equal to eleven (11), all final nominees

- shall be considered duly elected without completing the electoral procedure.
- m) The casting of votes by UOKANA's members in good standing shall start on the eighteenth (18) day of the election process and shall proceed for full seven (7) days if the election is held on an electronic platform.
  - n) In the case of an equal number of votes for the eleventh director, the chair of ENC shall determine the winner by the process of drawing of lots between the competing candidates.
  - o) The names of the elected directors shall be announced within thirty (30) days from the starting day of the election process. Such announcement shall be made on UOKANA's Website and through any other additional electronic transmission as deemed effective.
  - p) The eleven (11) candidates with the highest number of votes shall constitute the new Board members.

## **SECTION 8. DIRECTORS' TERM OF OFFICE**

- 1) The term of the newly elected Board of Directors shall commence immediately after the announcement of the election results.
- 2) The Board of Directors shall serve a two-year term. The Directors shall serve until their term expires and their successor is duly elected.
- 3) Directors are eligible to be elected to no more than two (2) consecutive terms. Thereafter, no director shall be eligible for re-election as a director until the expiration of at least one (1) year from the end of that Director's prior eligible term.

## **SECTION 9. BOARD OF DIRECTORS INTERNAL RULES**

- 1) The Board of Directors may issue and implement internal rules and regulations, consistent with these bylaws, for the conduct of its work and the work of its directors.
- 2) The Board of Directors shall create rules and regulations to control and manage the organizational relationship, especially relationships of financial nature, between the Board of Directors and UOKANA's sub-entities.

## **SECTION 10. BOARD OF DIRECTORS MEETINGS**

### **1. Regular Meetings:**

- 1) Regular meetings of the Board of Directors shall be held once every month on such dates and times as established by the Board of Directors.
- 2) The first organizational meeting of the Board shall be held within seven (7) days after the election of the directors.
- 3) A regular meeting shall be called to order and conduct business so long as a simple majority of the Board members is present.

### **2. Special Meetings:**

- 1) A special meeting of the Board of Directors may be held at any time and place upon the call of any Board member and the approval of the simple majority of the Board of Directors to discuss a specific issue.
- 2) The specific issue to be discussed must be clearly stated in the request for the

special meeting.

### **3. Quorum of Board Meetings**

A quorum at any meeting of the Board of Directors shall consist of a simple majority of elected members of the Board of Directors (Class I Directors).

### **4. Majority Vote**

Any action requiring approval of the Board of Directors shall be approved by a simple majority vote of the elected Board of Directors (Class I Directors).

## **SECTION 11. BOARD VACANCIES**

- 1) Any member of the Board who is absent from two (2) consecutive regular meetings of the Board, except for reasons accepted as sufficient by the Board, can be removed from Board membership upon two third majority vote of elected Directors (Class I Directors).
- 2) Any vacancies occurring in the Board may be filled by the elected Board Directors from the reserve list of the elected members, provided that the succeeding director shall serve as a director for the unexpired term of his or her predecessor. The succeeding director shall then be eligible for election or selection for up to two (2) full terms following the expiration of the term of the predecessor.
- 3) A director may resign at any time by giving written notice of resignation to the President or the Secretary of the Board of Directors. A resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.
- 4) Any director may be removed by a simple majority vote of UOKANA's members present at an annual meeting, or by a vote of not less than two-thirds of the Board of Directors, provided that in each case notice of the proposed removal is given to such director in writing prior to the taking of such action. The removal notice shall include a statement of the cause of removal.

## **ARTICLE VI**

### **BOARD COMMITTEES**

**SECTION 1.** The Board of Directors shall designate and authorize the establishment of board committees to perform and execute one or more assignments, plans, tasks, or projects consistent with UOKANA overall objectives. The Board shall regularly evaluate any existing committee structure and adjust it based on the organization's changing governance needs.

**SECTION 2.** The Board committees may be either Standing Committees or Ad Hoc Committees, as defined below.

#### **A. STANDING COMMITTEES**

- 1) The Board of Directors shall appoint one or more standing committee to assist in the conduct of its affairs and may provide for the creation of one or more subcommittees of any committee appointed under this article.
- 2) A standing committee is any committee of continued existence formed by the Board of Directors to work on an ongoing basis within the specific duration of the governance cycle of the Board.
- 3) The Board's resolution that establishes a standing committee shall state the purpose of such body, the terms and qualifications of its members, and the ways in which members are selected and removed.
- 4) A standing committee may not execute the power or authority of the Board of Directors in the management of the business and affairs of the Association, but may perform under the direction of the Board of Directors those functions and duties described and determined by the Board of Directors in its terms of reference.
- 5) The Board of Directors shall elect one Board Director to chair each standing committee.
- 6) Standing committees shall include, but are not limited to, executive committee, finance committee, and membership affairs committee. The finance committee shall be chaired by the Treasurer of Board of Directors.

#### **B. AD HOC COMMITTEES**

- 1) The Board of Directors may establish any ad hoc committee as it may from time to time deem appropriate.
- 2) The duties, powers, and authority of all non-standing committees shall be those as are expressly delegated by the Board of Directors.
- 3) The Board's resolution establishing such committee shall specify in its terms of reference:
  - (a) The purpose of the committee;
  - (b) The committee's authorities and responsibilities;
  - (c) The expected work product to be produced as a result of the committee's deliberations;  
and
  - (d) The committee's duration.

- 4) No action or failure to act by an ad hoc committee shall be deemed to amend, rescind, or otherwise affect any action taken or proposed to be taken by a standing committee or by the Board of Directors.
- 5) Ad hoc committees so established may be abolished at any time prior to the expiration of its term by a resolution of the Board of Directors.

### **SECTION 3. THE BOARD EXECUTIVE COMMITTEE**

- 1) The Board of Directors may appoint an executive committee, as a standing committee, to execute and manage the day-to-day affairs. Such designated committee may exercise, subject to the Board resolution, some specified powers and authorities of the Board in handling the executive affairs of UOKANA.
- 2) Notwithstanding sub-section 1, the executive committee does not have power or authority to do any of the following:
  - (a) Amend the articles of incorporation;
  - (b) Adopt an agreement of merger or conversion;
  - (c) Recommend to members the sale, lease, or exchange of all or substantially all of UOKANA's property and assets;
  - (d) Recommend to members a dissolution of UOKANA or a revocation of a dissolution;
  - (e) Amend these bylaws;
  - (f) Fix compensation of a hired staff;
  - (g) Terminate memberships.
- 3) The executive committee may create one or more subcommittees. Each subcommittee shall consist of one or more members of the executive committee. An executive committee may delegate to a subcommittee any or all of the powers and authority of the executive committee.
- 4) The membership of the executive committee, if established, shall include the President, the Secretary, and the Treasurer of the Board. Other committee members shall be a diverse combination of individuals who are directors, chairs, and members.
- 5) The executive committee shall be composed of up to fifteen (15) officers objectively selected and appointed by the Board of Directors.
- 6) The executive committee shall be chaired by a member of the Board of Directors with additional directors and other volunteer members completing the committee rosters.
- 7) All decisions taken by the executive committee shall be subject to a simple majority vote. All decisions such taken may be superseded by a decision subsequently taken by the Board of Directors in a proper Board meeting.
- 8) The Board of Directors may designate one or more individuals as alternate members of a committee appointed under this sub-section who may replace an absent or disqualified committee member in a meeting of the committee.
- 9) As long as he or she is a member in good standing with UOKANA, the member of the executive committee shall hold office for the term for which he or she is appointed and until his or her successor is appointed, or until his or her resignation or removal by the Board of Directors.
- 10) The executive committee shall dissolve by the end of the current Board's term of office. The newly elected Board of Directors shall appoint a new committee that may or may not include members of the dissolved executive committee.

## **ARTICLE VII**

### **CHAPTERS, SOCIETIES, CLUSTERS, AND OTHER SUB-ENTITIES**

#### **SECTION 1. FORMATION AND GOVERNANCE**

- 1) The Board of Directors may authorize the establishment of functionally semi-autonomous sub-entities provided that such sub-entities are accountable before the Board of Directors and functioning in full adherence to these bylaws.
- 2) Sub-entities may include, but not limited to, geographical chapters, constituent societies, and thematic clusters of shared interest groups.
- 3) Sub-entities shall complement UOKANA's overall purposes and objectives, and shall not function fully independent.
- 4) Membership of UOKANA is a prerequisite to membership in any UOKANA's sub-entity.
- 5) No membership dues shall be made to a sub-entity. Nevertheless, a sub-entity may collect monies from its members to support its own activities.
- 6) All business conducted by and within a sub-entity shall be subject to the principles and values embodied, in letter and spirit, in these bylaws.
- 7) In order for a sub-entity to retain its legal standing with UOKANA, the sub-entity shall fulfil the following:
  - (a) Submit a written application to the Board of Directors detailing the nature, purpose, structure, current or potential membership, and any other related information;
  - (b) Hold at least one general meeting each year at which business is transacted;
  - (c) Comply with the provisions of these bylaws and its own bylaws if any;
  - (d) Maintain a reviewable relationship with the Board member designated to oversee such sub-entity, and in particular with the Treasurer in regard to all financial matters.
  - (e) Complete a comprehensive annual report that shall be submitted to the Board in writing at least two (2) weeks before the end of the yearly accounting cycle.
  - (f) Sub-entities shall submit periodical reports to the Board of Directors. Content and frequency of such reports shall be determined by the Board of Directors.
- 8) The Board of Directors shall have the power to dissolve or declare illegal any sub-entity in accordance with these bylaws and after an appropriate organizational due process.

#### **SECTION 2. UOKANA CHAPTERS**

- 1) The Board of Directors shall authorize and support the formation of UOKANA chapters to fulfil the following purposes:
  - (a) To advance the mission and to promote the activities of UOKANA in the chapter area;
  - (b) To recruit volunteer members to assist in various programs of UOKANA;
  - (c) Any other purposes consistent with these bylaws and deemed by the Board of Directors to be so beneficial.
- 2) A UOKANA Chapter may be formed in any convenient geographical area with boundaries established by agreement between members and the Board of Directors.
- 3) The chapter membership shall consist of at least ten (10) UOKANA eligible members.
- 4) On dissolution of the chapter, the Board of Directors, after paying or making provision for the payment of all liabilities, shall transfer all remaining assets to UOKANA; or, if not feasible, shall dispose of its remaining assets exclusively for charitable, scientific, or



educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) of the Internal Revenue Code or any other corresponding provision of a United States law.

- 5) UOKANA chapters shall be subject to Article VII Section 1 of these bylaws.

### **SECTION 3. CONSTITUENT SOCIETIES**

- 1) The Board of Directors shall authorize and support the formation of constituent societies to fulfil the following purposes:
  - (a) Stimulate the continued interest and services of all graduates of each faculty, college, or school of the University of Khartoum.
  - (b) Act as an informal advisory board to UOKANA and to the respective faculties, colleges, and schools.
  - (c) Provide a means whereby alumni may join together for the advancement of their respective faculty, college, or school.
- 2) A member of UOKANA shall automatically be a member of the constituent society of his or her faculty, college, or school.
- 3) A faculty, college, or school is any degree-granting teaching unit administered through University of Khartoum.
- 4) UOKANA constituent societies shall be subject to Article VII Section 1 of these bylaws.

### **SECTION 3. CLUSTERS OF SHARED INTEREST GROUPS**

- 1) The Board of Directors shall authorize and support the formation of thematic clusters of alumni who share a common interest in advancing a specific area of knowledge, or focusing in a certain field or topic of interest, where members cooperate to advance knowledge or to produce practical solutions to their chosen issue or matter.
- 2) Clusters shall organize in any manner that best serves the purposes of their shared interest.
- 3) UOKANA clusters shall be subject to Article VII Section 1 of these bylaws.

## **ARTICLE VIII**

### **RECORDS AND REPORTS**

- 1) The Board of Directors shall keep books and records of account(s) and minutes of the proceedings of its members, Board of Directors, Board committees, and all sub-entities.
- 2) The Board of Directors shall maintain records that contain the names and addresses of all members, the class or classes of membership held by each member, and the dates when they respectively became members.
- 3) The Board of Directors shall prepare, not later than sixty (60) days after the close of its fiscal year, a comprehensive report of its activities, which report shall be certified by the Board President and be published at least two (2) weeks before the annual meeting.
- 4) The report shall include all of the following:
  - (a) The names, addresses, and date of expiration of terms of the officers, chairs, and directors. Name(s) of hired staff and their rate of compensation shall also be reported.
  - (b) The number of memberships granted and terminated and the amount of member dues paid in during the fiscal year.
  - (c) A complete financial statement.
- 5) A copy of the reports required by this section shall be published on UOKANA's official Website and presented by the Board of Directors at the annual membership meeting.
- 6) Any of the books, records, or minutes may be in any other forms that are convertible into written form within a reasonable time. UOKANA shall convert into written form without charge any record that is not in written form, if requested by a person who is entitled to inspect the record.

## **ARTICLE IX**

### **INDEMNIFICATION AND REIMBURSEMENT**

#### **SECTION 1. INDEMNIFICATION**

- 1) UOKANA shall indemnify any Director, Officer or Member of the Association for actions taken during the performance of duties on behalf of UOKANA so long as said actions are consonant with the honesty, integrity, mission, goals and objectives of the UOKANA as determined by the Board of Directors. UOKANA shall not be responsible for any indebtedness or obligation of subordinate organizational entities, their Officers or Agents.

#### **SECTION 2. COMPENSATIONS**

- 1) Directors, officers, chairs, and members of UOKANA shall receive no compensation for their services, nor shall they be reimbursed for any expenses incurred in attending regular or special meetings.
- 2) The Board of Directors shall adopt an expense reimbursement policy and procedure to financially cover other activities undertaken by members in the course of furthering UOKANA's objectives and purposes.

#### **SECTION 3. INVESTMENT**

- 1) Any contributions to UOKANA shall be used in the manner designated by the donor.
- 2) Unless prohibited by the donor, the Board of Directors may authorize expenditures from such funds to pay current expenses of UOKANA or be used in furtherance of its objectives and purposes.

## **ARTICLE X**

### **HIRING OF STAFF**

- 1) If deemed necessary, the Board of Directors may authorize hiring of employee(s), prescribe their duties, and fix their compensation.
- 2) The Board of Directors shall appoint an independent hiring committee of at least five (5) members to manage the hiring process.
- 3) In such process, the hiring committee shall follow the letter and spirit of all federal and state employment laws.
- 4) The hiring committee shall be committed to providing equal opportunity for all applicants without regard to any individual or group characteristic protected under any federal or state law. Notwithstanding the obligation of not to discriminate, hiring preference may be given to UOKANA's members without prejudice to required qualifications.
- 5) The hiring committee shall ensure that the policy of equal employment opportunity applies to all aspects of employment, including job posting, recruitment, interview, assignment, promotion, scheduling, benefits, wage and salary, and termination.
- 6) UOKANA members shall have full access to the terms of any contract entered into by the Board of Directors with any hired staff, subject to applicable laws.

## **ARTICLE XI**

### **AUDITORS**

The Board of Directors shall hire and authorize a qualified firm of public accountancy to conduct a thorough audit of UOKANA's account(s) at least once a year.

## **ARTICLE XII**

### **CONFLICTS OF INTEREST**

- 1) All members of the Board of Directors and all UOKANA hired staff shall disclose any former or current relationship with any natural or legal person with whom he/she has a financial relationship or any other type of interest if such a third person has or will have any type of business interaction with UOKANA.
- 2) The Board of Directors shall create and implement rules to resolve existing or potential conflict of interest, including recusal or removal from the decision-making process pertaining to matters that might be affected by such conflict of interest.

## **ARTICLE XIII**

### **POLICY AND PROCEDURES**

The Board of Directors shall establish policies and procedures, consistent with these bylaws, to govern its operations when not provided for in these bylaws. Such policies and procedures shall be maintained by the Secretary of the Board in a document titled "policies and procedures of UOKANA"

## **ARTICLE XIV**

### **FISCAL YEAR**

The fiscal year of UOKANA shall be from the first day of January each year to the thirty first day of December of the same calendar year.

## **ARTICLE XV**

### **AMENDMENTS**

These bylaws, or any part herein, may be altered, amended, or repealed and new bylaws be adopted, by approval by a simple majority of the general membership quorum.