

**AMENDED AND RESTATED BYLAWS OF  
SUDANESE AMERICAN MEDICAL ASSOCIATION, INC.**

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## **ARTICLE I: NAME**

The name of this corporation shall be the Sudanese American Medical Association. Inc. (“association,” “organization”corporation” or “SAMA”), a nonprofit corporation incorporated under the laws of State of Wisconsin. The principal administrative office of the corporation shall be in La Crosse, Wisconsin or as otherwise determined by the Board of Directors (BOD)

## **ARTICLE II: OBJECTIVES AND NON PROFIT PURPOSES**

### **SECTION A: OBJECTIVE**

Improving the health and well being of our communities through services, capacity building education/research.

### **SECTION B: NON PROFIT PURPOSES**

This corporation is organized exclusively for charitable, religious, educational, and/or scientific 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

## **ARTICLE III BOARD OF DIRECTORS**

### **SECTION A. MEMBERSHIP**

- The BOD shall consist of not fewer than five (5) and not greater than nine (9) individuals.
- The BOD shall initially be appointed by the incorporators of the organization. Thereafter, the BOD, shall select new directors through a formal nomination and a formal  $\frac{2}{3}$  majority vote in a scheduled BOD meeting.
- Directors will serve for a 2 year term, which is renewable. Not more than one half (1/2) of the directors will be replaced every 2 year cycle. If a director fails to complete a term of office due to death or resignation, the vacancy for that term of office shall be filled by appointment by the BOD, and the replacement shall serve the remainder of the unexpired term.
- A Director may be removed for adequate reason as determined by the vote of two-thirds of the Directors then in office.
- The majority of the BOD should reside in the United States.

### **SECTION B. DUTIES**

The Board of Directors shall be the governing body of the organization, which has authority and responsibility for the supervision, control, and direction of the organization in accordance with the bylaws and under applicable local laws.

## **SECTION C. MEETING OF THE BOARD OF DIRECTORS**

- The BOD shall meet at least one time annually upon call by the President (who is a member of the BOD) or upon written request of any director.
- A majority of members of the BOD shall constitute a quorum.
- Notices of each meeting and a statement of its purpose shall be sent to the members of the Board at least fifteen (15) days before such meetings.
- Meetings shall be held at a place as may be designated from time to time by resolution of the BOD. The BOD may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.
- Every act or decision done or made by a majority of the BOD present at a meeting duly held at which a quorum is present is the act of the BOD, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.
- Meetings of the Board shall be presided over by the President (who is a member of the BOD), who shall be designated by the affirmative vote of the BOD, or, if no such person has been so designated or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the BOD present at the meeting. The Secretary General of corporation shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding director shall appoint another person to act as the secretary of the Meeting. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the BOD.
- Action required or permitted to be taken at a BOD meeting may be taken without a meeting if approved by the majority of the BOD. The action must be evidenced by one or more written consents describing the action taken, signed by the majority of directors, and included in the minutes filed with the corporate records reflecting the action taken.

## **SECTION D. QUALIFICATION**

BOD of corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time.

## **SECTION E. COMPENSATION**

Directors shall not receive any compensation for their services, except that each director is entitled to receive from the corporation reimbursement of expenses incurred by the director in the furtherance of the corporation's business

## **SECTION F. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

## **SECTION G. INDEMNIFICATION BY CORPORATION OF DIRECTORS**

The directors are indemnified to the fullest extent permissible under the laws of this state.

## **ARTICLE IV EXECUTIVE COMMITTEE**

### **SECTION A. GENERAL**

- The executive committee shall be composed from the BOD. The executive committee shall be a President, a Vice President, a Secretary General & Treasurer. The BOD, shall select the executive committee through a formal nomination and a formal  $\frac{2}{3}$  majority vote in a scheduled BOD meeting.
- The Executive Committee shall reside in the United States
- The executive committee shall initially be appointed by the BOD. The executive committee shall serve for a term of two (2) years, renewable.
- In the event of the death or resignation of the President, or inability to function (as determined by the BOD), the Vice President shall become President for the unexpired term. Any other executive committee vacancy may be filled by the Board of Director for the unexpired term.
- An executive committee member may be removed for adequate reasons by a two thirds vote of the BOD, with the executive committee member being considered for removal not participating in the vote. An director removed by this process may appeal the decision in writing to the BOD..
- Except as otherwise provided herein, term of office starts on January 1st and ends after two years on December 31st or until a successor is selected and qualified. Each director shall hold office until his or her successor has been appointed or until he or she shall resign or shall have been removed in the manner provided herein.

### **SECTION B. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the BOD, supervise and control the affairs of the corporation and the activities of the directors. He or she shall perform all duties incident 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 BOD. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the BOD.

### **SECTION C. DUTIES OF VICE PRESIDENT**

The Vice President of the corporation shall become the acting President of the corporation in the event of the absence, inability or refusal of the President to exercise his or her duties. He or she will serve until a new president is appointed by the BOD.

### **SECTION D. DUTIES OF SECRETARY GENERAL**

The Secretary General of the corporation shall:

- Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- Keep the record of the minutes of the meetings of the BOD with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- Perform all duties incident to the office of the Secretary General 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 BOD.

## **SECTION E. DUTIES OF TREASURER**

The Treasurer of the corporation shall:

- Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the BOD.
- Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the BOD, taking proper vouchers for the transactions.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- Perform all duties incident to the office of the 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 BOD.

## **ARTICLE VI AMENDMENTS**

These Bylaws may be amended by two-thirds vote of the BOD at any regular meeting of the BOD or at any special meeting called for the purpose, provided the substance of the proposed amendment has been submitted to the BOD members 15 days prior to any such meeting.

## **ARTICLE VII MISCELLANEOUS**

1. **Indemnification.** BOD, and authorized employees, volunteers, committee members, and agents of the organization shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the organization to the full extent permitted by law.
2. **Fiscal Year.** The fiscal year of the organization shall be January 1 to December 31.
3. **Corporate Records.** The organization shall keep as permanent records minutes of all meetings of the BOD and a record of all actions taken by the BOD without a meeting. The organization shall maintain appropriate accounting records. The organization shall maintain its records in written form or another form capable of conversion into written form within a reasonable time. The organization shall keep a copy of the following records on file: (a) articles of incorporation and all amendments thereto; (b) bylaws or restated bylaws and all amendments thereto; (c) listing of names and addresses of current directors; (d) most recent annual report delivered to Wisconsin Department of Financial Institutions; (e) copy of organization's application for recognition of exemption under Section 501(c) of the Internal Revenue Code and all supporting documents

thereto and any determination letter issued in response thereto by the Internal Revenue Service; and (f) copies of the organization's three most recent annual tax returns.

## **ARTICLE VIII: IRC 501(C) (3) TAX EXEMPTION PROVISIONS**

### **SECTION A: LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(c) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

- By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
- By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

### **SECTION B: PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, BOD, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **SECTION C: PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

- In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation
- Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

### **SECTION D: DISTRIBUTION OF ASSETS**

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

## **ARTICLE IX: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION A: PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION B: DEFINITIONS**

- **Interested Person:** Any director or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- **Financial Interest.**  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  - a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
  - a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- A financial interest is not necessarily a conflict of interest. Under Section C, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION C: CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

- **Duty to Disclose.**  
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- **Determining Whether a Conflict of Interest Exists.**  
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or

committee members shall decide if a conflict of interest exists.

- **Procedures for Addressing the Conflict of Interest.**
  - An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- **Violations of the Conflicts of Interest Policy.**
  - If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **SECTION D: RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **SECTION E: COMPENSATION APPROVAL POLICIES**

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



- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- When approving compensation for directors, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:
  - the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
  - all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each director or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
    - is not the person who is the subject of compensation arrangement, or a family member of such person;
    - is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
    - does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
    - has no material financial interest affected by the compensation arrangement; and
    - does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
  - the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
    - compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
    - the availability of similar services in the geographic area of this organization
    - current compensation surveys compiled by independent firms
    - actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
    - As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

- the terms of the compensation arrangement and the date it was approved
- the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
- the comparability data obtained and relied upon and how the data was obtained.
- If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
- If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
- any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION F: ANNUAL STATEMENTS**

Each director shall annually sign a statement which affirms such person:

- has received a copy of the conflicts of interest policy,
- has read and understands the policy,
- has agreed to comply with the policy, and
- understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION G: PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or

payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **SECTION H: USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section G, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **CERTIFICATE**

The undersigned Secretary General of Sudanese American Medical Association, Inc. hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors by unanimous written consent and that the same remain in full force and effect.

DATED: October 8, 2022

*Nahla Gadalla*

Nahla Gadalla, PhD  
Secretary General of the Sudanese American Medical Association