



## *Sudanese American Medical Association*

### **Board of Directors (BOD) Roles and Responsibilities**

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### **Position and Term**

Title: Member of the Board of Directors

Term Length: Two years, renewable.

### **General Duties**

- Governance: Oversee SAMA's strategic direction and ensure alignment with its mission and values.
- Confidential Disclosures: Provide updated personal information annually, including mailing address and phone number.  
Public Disclosures: Share name, city/state, and personal photo for website listing.

### **Compliance**

- Policies to Attest:
- Conflict of Interest Policy
- Confidentiality Agreement
- Code of Conduct
- Whistleblower Policy

### **Communication**

- Official Mailing List: All BOD communications must be conducted through [Board\\_of\\_directors@sama-sd.org](mailto:Board_of_directors@sama-sd.org). Members are responsible for ensuring receipt of emails.

### **Expectations**

- Time Commitment: Attend monthly meetings and dedicate at least one hour weekly to SAMA-related activities, such as:
  - Representation in weekly finance or humanitarian relief meetings.
  - Event management.
  - Policy and procedure review.
  - Staff and volunteer mentorship.
  - Fundraising efforts.
  - Financial management.



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### **Performance Evaluation**

Annual self and peer evaluations in October determine whether members continue on the board, transition to the advisory board, or are relieved of responsibilities. Non-respondents are deemed disengaged and will be relieved.

### **Meeting Attendance**

Failure to attend three consecutive meetings without valid reasons will result in removal from the BOD.

### **Meeting Protocols**

#### **Frequency and Quorum**

Annual Requirement: The BOD must meet at least annually, with monthly meetings encouraged.

Quorum: A majority of BOD members constitutes a quorum.

#### **Notification and Participation**

- Members must be notified of meetings and provided the agenda at least 15 days in advance.
- Virtual Options: Meetings always include a virtual participation option to accommodate members.

#### **Decision-Making**

- Decisions require a majority vote of members present at meetings with a quorum unless otherwise stipulated by bylaws or law.

### **Presiding Officer**

- The President presides over meetings or, in their absence, the Vice President or a Chairperson designated by the BOD.



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### **2025 Meeting Schedule**

- Meetings are scheduled on the third Saturday of each month, except for December, which falls on the third Sunday.
- \*Full Board Meetings with Advisory Board: Held in January, April, July, October, and December (hybrid).
- Financial Committee Meetings: Conducted monthly, except during full Board meeting months.
- Most meetings will be virtual, with the December meeting offering a hybrid format to encourage broader participation.
- The Secretary General is responsible for managing the schedule and ensuring proper notifications are sent.

### **Executive Committee**

#### **Composition and Term**

- Members include the President, Vice President, Secretary General, and Treasurer.
- Terms last two years and are renewable, with appointments made through a  $\frac{2}{3}$  majority vote of the BOD.
- The Executive Committee shall reside in the United States.

### **Duties of Officers**

#### **President:**

- Acts as the chief executive officer, overseeing corporate affairs and executing necessary documents on behalf of the organization.
- Supervises and controls all activities of the corporation and ensures compliance with the SAMA Bylaws and applicable laws.
- Attends Financial Committee and Policy Review Committee meetings.

#### **Vice President:**

- Becomes Acting President during the President's absence, refusal, or inability to serve.
- Assumes the presidency until a new President is appointed by the BOD if the position becomes vacant.



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### **Secretary General:**

- Certifies and maintains the official copy of the SAMA Bylaws.
- Keeps accurate minutes of all BOD meetings, including attendance, notice given, and decisions made.
- Acts as custodian of all corporate records and the corporate seal.
- Ensures accessibility of bylaws and meeting minutes to authorized individuals.
- Attends Financial Committee and Policy Review Committee meetings.

### **Treasurer:**

- Manages and secures all funds and financial records of the corporation.
- Disburses funds as directed by the BOD, ensuring proper documentation and vouchers.
- Maintains accurate records of all financial transactions, including assets, liabilities, receipts, and disbursements.
- Prepares and certifies financial statements and reports as required.
- Ensures transparency by providing financial records upon request by authorized parties.
- Attends Financial Committee meetings.

### **Removal**

Executive committee members can be removed for adequate reasons by a two-thirds majority vote of the BOD, with the right to appeal.

### **Training requirement - Approved in BOD Meeting 11.16.2024**

Beginning in 2025, as part of SAMA's commitment to continual improvement and effective governance, all Board of Directors members are required to complete a designated training session scheduled for January. This training aims to enrich each member's ability to serve effectively and aligns with our shared values of excellence. To accommodate varied schedules, an option to complete the training offline will be available. Members who, for any reason, are unable to fulfill this training by April 30th will be understood to have chosen to focus their energies elsewhere and, as such, may transition out of their current responsibilities on the Board to allow for active and informed leadership in alignment with SAMA's evolving needs.



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### **BOD Renewal Process - approved in BOD meeting 12.22.2024**

In June of every second year of the BOD term, a survey is sent to all BOD members to:

1. Self-evaluate and state their interest in continuing or moving to the advisory board.
2. Peer-evaluate and select up to five BOD members who they feel are valuable to the organization and should continue for another term. The survey has a four-week deadline from the time of posting.

BOD members who do not complete the survey by the deadline are considered to have chosen to move to the advisory board.

The Secretary-General manages the process, collecting and sharing the results via the BOD-only mailing list.

Based on the survey results, the following decisions are made:

1. If a BOD member wants to stay and the BOD recommends they stay, they continue their term.
2. If a BOD member does not want to stay and the BOD does not recommend they stay, they move to the advisory board at the end of the year.
3. If a BOD member does not want to stay but the BOD recommends they stay, a replacement will be sought from current BOD members who meet the requirements of the position vacated.
4. If a BOD member wants to stay but the BOD does not recommend they stay, they move to the advisory board at the end of the year.

<b>Approved in BOD meeting 12.22.2024</b>
<b>Salaheldin Abusin, Secretary General</b>
<i>Salaheldin Abusin</i>
January 4, 2025