

The Wichita African Union

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BYLAWS

ORIGINALLY ADOPTED 2012

REVISED JANUARY 10, 2020 – FINAL VERSION

BYLAWS OF WICHITA AFRICAN UNION, INC (WAU)

Originally
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2012

ARTICLE I OFFICES

I.1 PRINCIPLE OFFICES

The principle office of the Wichita African Union (WAU) shall be in the State of Kansas.

I.2 REGISTERED OFFICES AND AGENT

The registered office of the Wichita African Union shall be set forth in its Articles of incorporation unless or until changed as provided by the law. WAU shall have and continuously maintain a registered office and a registered agent in the State of Kansas in accordance with the provisions of the State of Kansas Nonprofit Corporation Act.

ARTICLE II MISSION STATEMENT

WAU is a non-profit, non-political, non-sectarian organization that is: (1) committed to cultivating and promoting unity among Africans in the Diaspora, and (2) dedicated to the pursuit of cultural exchange, social welfare, economic advancement, educational excellence at home and abroad, (3) work with like-minded organizations that promote volunteerism and outreach within our communities.

ARTICLE III OBJECTIVES

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1. To promote forum that allows Africans in Wichita and surrounding communities to know one another, fellowship and exchange ideas;
2. To promote African culture in the Wichita community by interacting and working with non-Africans; helping them learn more about Africa and African people; and by sharing our traditions with members of the Wichita community; thus, building an environment that fosters trust, respect and mutual understanding;
3. To provide an environment that helps African students adapt to the way of life in Wichita and United States as a whole while they pursue their educational objectives and goals;
4. To act in advisory capacity for the benefit of all Africans;
5. To promote educational excellence by providing financial assistance or grants which help the students achieve their educational objectives;
6. To promote the satisfaction of the needs and welfare of Africans and African people by identifying, mobilizing and deploying resources to address issues that impact Africans at home and abroad;
7. To identify and develop networks and support systems that address the needs of Africans;
8. To bring together, partner or work with all African country Associations in Wichita; and
9. To promote cooperative ventures with other like-minded organizations.

ARTICLE IV MEMBERSHIP

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Section A: Membership Criteria

- I. Membership in the Wichita African Union (or WAU) is open to anyone
 1. Who is African by birth;
 2. By virtue of marriage or birth to a member;
 3. By other legal status; or
 4. By conferment as an Honorary Member pursuant to Article IV Sec. (B)(III) of these Bylaws.

- II. Members shall meet the following criteria:
 1. Be required to complete WAU membership form;
 2. Be approved for membership by WAU members or a designated WAU committee
 3. Pay nonrefundable registration fee, annual membership fee, any and all other financial obligations that may, from time to time, be assessed upon WAU members,
 4. Be required to regularly attend WAU meetings and participate in WAU Committees and activities; and
 5. Abide by WAU's Code of Conduct

Section B: Membership Categories

I. Active members

An Active Member is a WAU member who has met his or her financial obligations in full and, who attends regularly at WAU meetings and functions and promotes WAU's mission and objectives;

II. Inactive members

An Inactive Member is a WAU member who (1) has not met either partially or in full all financial obligations, (2) has been granted inactive status at one of its meetings in accordance with Part V of this Section, or (3) does not attend WAU's regularly scheduled meetings or activities on a regularly basis.

III. Honorary Members

An Honorary Member is any person who does not meet any one of the membership criteria in Article IV Sec. (A) (1) – (3) and who merits WAU’s membership by virtue of a conferment. Honorary members are non-voting members, cannot stand for WAU office, and are ineligible for any WAU benefits. If the composition of the Board of Directors is expanded to include individuals outside WAU membership, an honorary member may be elected to serve on the Board.

IV. New Members

- a) A **“New” Member** is anyone who meets the membership criteria in Article IV Section A of this Bylaws and who has never been a member of WAU. This status is applied without prejudice to Wichita residents and non-residents.
- b) Once a person becomes a WAU member, he or she may not quit and try to rejoin at a later date except under the following guidelines:
 - i. Members who quit and want to rejoin within the same or current calendar year shall be denied the “New” member status; meaning that all dues and financial obligations in arrears shall remain the member’s responsibility.
 - ii. Members who quit and want to rejoin during the next calendar year; that is, after December 31 of the current year, shall be considered for admission under the New Member status.
- c) Prospective new members may be required to attend at least three consecutive WAU meetings as guests during which they can learn about WAU by observing and asking questions. Guests may be provided certain information about WAU in the form of a brochure or in other form that the guests can actually keep.
- d) Upon deciding to join and become WAU member, a prospective new member shall be required to provide WAU with contact and other non-sensitive information sufficient enough for WAU to assess his or her character and skills that could be utilized to benefit WAU.
- e) The prospective new member shall be required to meet with the appropriate WAU Committee responsible for orienting new members to learn more about WAU, in particular what is expected of WAU members, vis a vis, requirement to

- attend WAU meetings, participation in WAU activities, among other things.
- f) Prospective new member shall be required to pay the new member registration fee, annual dues and any other financial obligations assessed to WAU members
 - g) In turn, WAU executive officers shall provide the new member more information about WAU including, without limitation, a copy of these Bylaws.
 - h) New members shall complete probationary period of not less than one (1) year from the time of being approved a member of WAU. New members under probationary period are ineligible to receive WAU benefits.
 - i) After probationary period, continued membership is not guaranteed – membership may not be renewed.
 - j) All members shall be persons of good character and conduct.

V. Inactive Member Status

- a) An “inactive” member is defined as a member
 - i. Who has first petitioned WAU, and who has been granted “inactive” status by the membership at one of its meetings,
 - ii. Who has not met his or her financial obligations including, but not limited to membership dues for four (4) consecutive months ending in April of current year, or
 - iii. Who does not regularly attend WAU meetings or participate in WAU activities.

VI. Limits on “Inactive” Members. Inactive members shall be

- i. denied all privileges extended to active members including, but not limited to,
 - (a) Voting on all WAU matters,
 - (b) Eligibility to receive any and all financial benefits,
 - (c) Standing for office or serving on any Committees,
 - (d) Proposing amendments to WAU’s Bylaws, and/or
 - (e) Attending non-public WAU functions and events.
- ii. “Inactive member” status may be granted on a month-by-month basis, but shall be limited to no more than an aggregate of four (4) months.

- iii. Inactive member status does not eliminate membership dues – it simply delays the date by which the dues must be paid.

VII. Other Membership Criteria

In addition to the preceding provisions of Article IV Sections A and B, there are other salient requirements for membership in WAU:

- i. No WAU member is more important than the other. Membership in WAU comes with the absolute and unqualified understanding that all WAU members share a common creed: All WAU members are governed by norm of social equality and respect for all individuals within WAU community.
- ii. Each member shall have the right to participate in WAU discussions along with one vote when matters are called for a vote;
- iii. Any member meeting the requirements of Article IV Sections A and B has the potential to apply to be a member of WAU, but must meet all WAU new member requirements which are in place at the time of joining;
- iv. A member must also agree to abide by the spirit and letter of WAU's Bylaws;
- v. A member must fully meet his or her financial obligations to WAU;
- vi. A member must agree to regularly attend WAU meetings;
- vii. A member must fully participate in whatever function in which WAU is engaged by being present and participating in activities, events, or any affairs in which WAU is involved and which is designed to grow and promote the betterment of WAU, and
- viii. A member may retain membership in WAU after moving away from Wichita so long as he/she agrees to meet all the obligations of an active member found in Part (I) of this Section.

SECTION C: Financial Obligations

I. Annual Membership Dues & Levies

- i. Inasmuch as money is at the heart of any successful organization, WAU members will be helping the organization meet its stated mission, goals and

objectives, and the needs of its members by paying their dues and levies in a timely manner.

- ii. Presently, annual membership dues is fifty dollars (\$50.00). Effective January 1, 2020, annual membership dues shall be seventy-five dollars (\$75.00) or an amount that may be approved during WAU general meeting.
- iii. Annual membership due amounts shall be subject to annual review by WAU members after which decision may be made on the amount of the next fiscal year's dues.
- iv. Annual membership dues must be paid by the end of April of each year. For instance, for the year 2019, annual dues must be paid by the end of April 2019.
- v. Any levies assessed shall be determined by active members present and shall become due within the timeframe approved or stipulated by the members.
- vi. Annual membership dues, including new member registration fees, and levies are nonrefundable.

II. Temporary Waiver of Dues Payment By April

1. Members who find themselves in a situation of financial or economic hardship through no fault of their own (i.e. job loss, lay-off, business or personal bankruptcy) may petition WAU for a "temporary" waiver of timing of dues payment until the member is able to catch up with those financial obligations.
2. Waivers only delay the timing of payment and may be granted on a month by month basis for up to (4) four months, or whenever the triggering situation improves, whichever comes first.

III. New Member Registration Fee

- a. In addition to the annual dues and levies, new members shall be assessed a one-time registration fee of **\$150.00** payable at the time of joining.

- b. As with all financial obligations, registration fee is non-refundable.
- c. Members begin paying dues and other financial obligations thereafter in the month in which they first opt to join WAU. This is deemed to commence with the first meeting at which the member declares his or her intention to join WAU.
- d. New member registration fee is subject to change.
- e. Unless special unforeseen circumstances arise, changes to new member registration fee shall generally be set at the beginning of the fiscal year – currently beginning of January of each year – unless otherwise changed.

SECTION D: VOTING RIGHTS, QUORUM AND LIMITATIONS

a. Voting rights

Only individual members in good standing within the definition of an Active Member in Article IV Section B (I) shall have the right to vote at WAU meetings.

b. Quorum

One-third (1/3) of the voting members; that is, active members, present or by proxy constitutes a quorum. Each voting member in good standing and present shall have one vote, either in person or by proxy, whether written or by telephony. Except as stated elsewhere, such as for the protocol for amending these Bylaws, a simple majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

c. Limitations

Except as otherwise stated under Article IV Sec. A & B as applicable, member voting rights are not limited.

SECTION E: MEMBERSHIP MEETINGS

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a. Regular Meetings

WAU membership shall meet each month to discuss the affairs of the organization. The following shall constitute the protocol of the regular meetings:

1. WAU regular meetings shall be held on the first Friday of the month, unless otherwise altered by the President, the executive officers, or upon approval by a simple majority vote of the members attending a membership meeting preceding the said meeting.
2. The meeting shall start at 6:30 PM and end the later of 8:00 PM or two hours after the meeting starts.
3. The meeting shall begin and end with a non-denominational prayer with consideration for group diversity which allows members who say different prayers time to do so.
4. As much as possible, the generally accepted rules of order (an abbreviated form of the *Robert's Rules of Order*) shall be followed at all WAU meetings. Full authority for maintaining order at WAU meetings rests with the Vice President, who shall be WAU's constitutional parliamentarian.
5. Out of consideration for fellow WAU members and, in the general interest of the organization, promptness to all WAU meetings is hereby expected.

b. Special Meetings

Special meetings, including, but not limited to emergency or any other meetings outside WAU's regularly scheduled meetings of the members, may be called by WAU president.

c. Conduct at WAU Meetings

1. Immediately following the Opening Prayer(s), the President shall recognize the Vice President (VP) who, as Parliamentarian, must thereafter maintain order during the meeting
2. Any member who wishes to speak must first raise his/her hand to get the attention of the VP. The VP must then recognize the member's desire to speak, noting the order in which members shall speak. The Parliamentarian shall exercise utmost fairness in recognizing members, making

- sure to recognize members as close as possible to the order in which hands were raised
3. No member shall take to the floor to speak without first being recognized by the Parliamentarian. Once a member has the floor, no other member may interrupt him/her. Any member violating this provision shall first be warned. Continued violation of this provision shall subject the violator to a fine of one dollar (\$1.00) per infraction.
 4. Members shall speak for no longer than a maximum of 60 seconds, unless authorized by the President for an extended time. All extensions of time shall be for 30 seconds increment(s) and must be prearranged with the President prior to the member actually speaking. Once the speaking time allotted to the member has expired, the VP shall so signal with an audible "Time Up!" The speaker must then stop unless allowed additional time by the President or presiding officer to round up.
 5. During WAU meetings, the Parliamentarian shall signal the need for order by simply calling out an audible "Order!" or a similar audible.
 6. Members wishing to transact business with the Financial Secretary and Treasurer shall endeavor to do so during the time allotted for dues payment on the meeting's agenda.
 7. The order of the meeting, as outlined in the Agenda, shall be followed as much as possible.
 8. Members shall strive to be respectful of one another during WAU meetings, with joking and teasing held to the absolute, yet reasonable, minimum.
 9. When a member's conduct at a WAU meeting becomes disruptive, the Parliamentarian shall formally warn the member. If, after the formal warning the member continues to disrupt the meeting, the member shall be sanctioned with a \$10.00 (ten) dollar fine and may be asked to leave that meeting. The fine must be paid before the member can return or by the next scheduled general meeting, whichever comes first.
 10. Agenda items or matters that come up for discussion shall be first be debated within the time set for such discussion, after which all discussions must be concluded with a formal vote to approve, decline or postpone for continuance at a future date – generally during the next meeting.

11. Issues postponed for continuance from the previous meeting shall be given priority on the Agenda for the next meeting; thus, allowing such old items to be cleared up before new agenda items can be tabled.

ARTICLE V ASSOCIATION GOVERNANCE

SECTION A: ELECTION OF OFFICERS

1. The annual election of WAU officers shall occur during the Association's November's general meeting.
2. In order to facilitate a smooth transition, all newly elected officers shall officially assume their offices during the month of January general meeting
3. But, to ensure that all newly elected officers have ample time to adjust to their offices, the official change-over of officers shall occur at the December general meeting.

SECTION B: BOARD OF DIRECTORS

A constitutional Board of the Directors shall oversee the activities of the Association's Executive Officers.

SECTION C: COMPOSITION OF THE BOARD OF DIRECTORS

1. The Board of Directors of WAU shall consist of the following:
 - a. The current President of WAU
 - b. The Financial Secretary
 - c. The outgoing President of WAU who will automatically become a member of the Board to ensure continuity, and
 - d. Steering Committee heads or their appointed representative or a designee.
2. If a member of the Board of Directors resigns before the term of office expires, the vacancy shall be filled by electing somebody with similar qualification, office or standing in WAU, or outsider, as applicable, to serve the remainder of the term of office of the vacating Board member.

3. The total number of Board of Directors shall not exceed fifteen (15). However, as WAU membership grows in active membership and/or as WAU's influence in the larger Wichita community grows, the total number of Directors may be increased to any reasonable odd number, pursuant to approval protocol outlined in Part 4 of this Section.
4. Protocol for increasing the total number of the Board of Directors shall include the following procedures:
 - a. The proposal to increase the number of the Board of Directors shall be in writing to be distributed to all WAU members one month before the meeting during which the voting shall take place.
 - b. The proposal shall include reasons why the total number of Board of Directors should be increased, the proposed number of Directors, and while doing so, consider the qualifications of the additional Directors, whether the new member shall be from within WAU membership consistent with the Board's makeup, or outside, if the proposal is approved.
 - c. WAU members shall take time to study the proposal, assess why it is necessary, and be prepared to discuss and vote on the proposal at the next meeting.
 - d. WAU Secretary shall include the proposal in the Agenda of the meeting. WAU President shall allocate sufficient time for discussion and questions on the proposal.
 - e. Passage of the proposal shall require at least a two-thirds (2/3) majority of active WAU members present at the meeting.

SECTION D: AFFAIRS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet quarterly (March, June, September and December) or as may be determined by the Board, but no less than four (4) times each year
2. The Board of Directors shall meet during the first quarter following the election during which the Chairman of the

Board and Secretary will be elected by the members of the Board.

3. The Board of Directors shall carry its affairs with each meeting protocol guided by an Agenda, recorded in an official meeting Minutes, and safely stored.

SECTION E: Eligibility for Any WAU Office

1. Only persons who have been members in good standing for at least eighteen (18) months may stand for, be elected to, and/or hold office in WAU.
2. Only those eligible WAU members who have been certified by the financial Secretary as being in good standing may seek election of a WAU office. "Good standing" is hereby held to encompass all the elements of active memberships as outlined above in Article IV.

SECTION F: Executive Officers of WAU

The day-to-day operations of WAU shall be run by the following constitutionally elected officers:

1. President
2. Vice President
3. Secretary
4. Assistant Secretary
5. Financial Secretary
6. Treasurer

SECTION G: Tenure/Term of Executive Office

1. All officers of WAU shall, with no exception, be subject to clear tenure and term limit requirements.
2. The term of office of all elected executive officers of WAU shall be three (3) years.
3. The term of office of Board of Directors of WAU shall be three (3) years

SECTION H: Duties of Elected Officers

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1. The President

- i. Reports to the Board of Directors, but is ultimately accountable to the general membership of WAU;
- ii. Presides over all WAU meetings and serves as publicist for the Association;
- iii. Is principally responsible for ensuring that WAU's missions, goals and objectives are being met at all times;
- iv. Sets the agenda for WAU meetings with assistance of the Secretary. In doing this, due consideration shall be given to the views of the membership as expressed in the previous meeting's minutes; Minutes of the Board of Directors; and Minutes of Executive Officers' meeting.
- v. Shall be one of three authorized signatories who can sign checks authorizing all payments to be made out of WAU bank accounts;
- vi. Shall, in the absence of any elected officer, either assume their office on a temporary basis, or temporarily delegate that officer's duties until such a time the elected officer returns or, if the office is permanently vacated, as the vacancy is permanently filled through an election, whichever occurs first;
- vii. Shall ensure all Standing Committees are formed with adequate membership and expertise to carry out the duties of each Standing Committee.
- viii. May, as leadership vacancy occurs in any standing committee, appoint temporary replacement as interim chairperson until the committee formally elects a replacement.
- ix. Shall be responsible and accountable for all WAU Assets

- x. Shall ensure that the Budget Committee provides a separate financial report following each WAU annual event – deemed to be within 30 days, but no more than 60 days.

2. The Vice President

- i. Reports to the President in whose absence he or she may assume the duties of the President, and to the general membership of WAU;
- ii. Shall serve as the Parliamentarian at all WAU meetings;
- iii. Shall perform all other duties delegated to him/her by the President.

3. Secretary

- i. Reports to the President and, as WAU's Historian, to the general membership of WAU via the *Secretary's Minutes* and shall be responsible for recording the minutes of all official meetings of WAU;
- ii. Shall serve as liaison between the elected officers and the general membership for correspondence purposes;
- iii. Shall work with the President and the Board of Directors to prepare an Agenda for general membership meetings.
- iv. Shall maintain custody of WAU's records, including, but not limited to Minutes of WAU meetings, meeting Agenda, tax documents, and all legal documents and shall ensure these documents are backed up. Back up files must be kept in an area to assure access in the event of an emergency.

4. **Assistant Secretary**

- i. Assists the Secretary in his/her duties and serves as Assistant Historian
- ii. Assumes the roles and duties of Secretary in his/her absence.

5. **Financial Secretary**

- i. Reports to the President and to the general membership of WAU via the *Financial Secretary's Report* and shall maintain all financial records as WAU's Bookkeeper, complete and file all official financial reports, registrations and forms for WAU in accordance with federal and state laws, rules, regulation, and accepted practices;
- ii. Shall be responsible for collecting all membership dues/levies, issuing receipts for all transactions, and handing over all collected monies to the Treasurer, in keeping with Part (6)(ii) of this section;
- iii. Working with the Treasurer, shall be responsible for providing accurate financial report updates to the members via periodic (quarterly) and annual reports;
- iv. Shall be one of three authorized signatories to all withdrawals from WAU's bank accounts.

6. **Treasurer**

- i. Reports to the President and to the general membership via the Treasurer's Report (quarterly) as well as annually;
- ii. Shall maintain a record of all monies he/she receives from the Financial Secretary;
- iii. Shall be responsible for depositing all Association's funds in the proper bank accounts within five (5) business days;

- iv. Shall be responsible for preparing checks to pay all authorized expenses of WAU;
- v. Shall receive all bank statements and makes copies of same available to the President, the Financial Secretary, and to all other designated recipients within ten (10) business days of receiving the statement;
- vi. Shall assist the Financial Secretary to ensure all official financial reports, registrations and forms being recorded or filed on behalf of WAU are in accordance with federal and state laws, rules, regulation, and accepted practices;
- vii. Shall work with the Financial Secretary to ensure accurate financial updates are provided (quarterly) and annually; and
- viii. Shall be one of three authorized signatories on WAU bank accounts.
- ix. Shall maintain physical possession of WAU checkbook(s)

SECTION I: SCOPE OF DUTIES OF THE BOARD OF DIRECTORS

- i. The Board of Directors shall oversee the actions of executive officers.
- ii. By ensuring WAU's Mission Statement and Objectives are being met
- iii. Inasmuch as Objectives outlined in Article III of these Bylaws are essential for WAU to meet her Mission Statement, the Board of Directors shall ensure that the Standing Committees are formed to handle one or more objectives and, in so doing, help keep the Executive Officers and the membership focused on WAU's Mission Statement.
- iv. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
- v. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

- vi. Ensure Executive Officers abide by the letter and spirit of these Bylaws
- vii. Ensure Executive Officers take actions that prevent overt as well as the appearance of a Conflict of Interest in all its forms
- viii. Ensure Executive Officers are fair in handling WAU's affairs without partiality, fear or favor including, but not limited to when those affairs impact WAU members; and
- ix. Through its oversight, ensure members adhere to WAU's Shared Values and Code of Conduct.

SECTION J: TRANSFER-ABILITY OF BOARD MEMBERSHIP

Membership in the Board is not transferrable or assignable.

SECTION K: REMOVAL OF A BOARD MEMBER

A member of the Board of Directors can be removed for incompetence, lack of attendance to Board meetings deemed to be three consecutive quarterly meetings, and for dereliction of duties.

SECTION L: CONDUCT OF ELECTIONS

- i. The current President shall preside over the elections in order to ensure smooth election process and transition
- ii. Election materials shall be prepared well ahead of the election date
- iii. The order of election of office shall be as follows:
 - a. President
 - b. The Vice President, unless the membership by acclamation vote to automatically elect as Vice President the runner-up in the President's election.
 - c. Secretary
 - d. Assistant Secretary
 - e. Financial Secretary
 - f. Treasurer
 - g. Steering Committee heads, or their representatives or designees
- iv. The current executive officers shall use the period from the November election through December of that year to under-study the newly elected executive officers. The November election meeting marks the beginning of the

- handover process. This period allows sufficient time for changes to be made on documents to effect the handover. Such documents include, but are not limited to legal and bank documents.
- v. The President, consistent with his/her duties as the ultimate custodian of WAU assets, shall ready all WAU assets in time to conclude the handover at the January meeting of the New Year.

SECTION N: OTHER FINANCIAL MATTERS: In addition to the stipulation for segregation of duties outlined in Article V, Section H Parts (5) and (6), and in consideration of WAU's charitable status or future designation, it is vital that WAU undertake certain actions to meet financial needs. As a tax exempt entity, WAU relies on donations as well as funds realized from WAU events as a charitable organization strictly to meet her charitable causes and objectives. It is also important to recognize that membership in WAU is voluntary and members agree, without duress or force of any kind, to pay any and all recurring dues as well as levies that may from time to time be assessed for the direct benefit of WAU members. In order to segregate funds raised for charitable causes and objectives from dues and levies members voluntarily contribute to for members benefits, it is imperative that the following actions be taken:

- i. WAU shall maintain one (1) checking account and/or one savings account to be used strictly for charitable causes and objectives. Depending on the nature, funds placed in these accounts may be tax deductible.
- ii. WAU shall also maintain a separate checking account for dues and levies. **Dues and levies are deemed to not be tax deductible** as they are not considered donations to the charitable causes of WAU. While WAU members donate their time, skills, and sometimes money for WAU's charitable causes and objective, it is clearly and unequivocally understood that dues and levies are separate from donated funds and are used solely for the direct benefit of WAU members. This separation of monies is important to establish what funds WAU can use for charitable causes; thus, not for direct benefit of WAU members or their

immediate families, and funds that WAU can use and spend as members choose for their own direct benefit.

- iii. There shall be at least three authorized signers or signatories for each bank account established by WAU pursuant to Article V, Section H Parts (1)(v), (5)(iv), and (6)(x) above.
- iv. Out of the three authorized signers, two must be required to sign each check for either checking account or to withdraw money from any WAU bank accounts.
- v. The Financial Secretary and Treasurer shall be the primary signers on each check or withdrawals and the President, as one of the three authorized signatories, shall be the alternate signer in the absence of either the Financial Secretary or the Treasurer.
- vi. In the event of a Conflict of Interest, such as where two of the three signers are related, one of the two related parties and the third authorized signer shall sign a check or withdraw funds from WAU accounts. Alternatively, one of the two conflicted parties may recuse himself or herself from the signatory and be replaced by Secretary.
- vii. All WAU purchases or payments must be made by check in order to produce and maintain audit trail. Therefore, use of debit or credit card to make purchases is hereby prohibited. Purchases made by WAU members on behalf of WAU shall be reimbursed using a check drawn on a WAU bank account, as applicable, signed by two of the three authorized signatories as described above under Part (iv) of this Section.
- viii. No authorized signatory shall receive reimbursement signed by him or her. Reimbursement to any one of the three authorized signatories shall be carried out by check signed by the other two non-benefiting authorized signatories.
- ix. WAU membership in wholesale store clubs, such as membership in Sam's Club, Costco, or any other wholesale store clubs, is prohibited as memberships in these clubs often require significant purchases over annual membership period to justify the cost of the membership. In the meantime,

WAU can still enjoy the savings from these stores by relying on WAU members who have membership in these store clubs to make purchases for WAU's benefit, as needed. WAU membership in these store clubs can be considered when the cost of WAU's membership in these wholesale stores can be justified financially.

SECTION O: CONFLICTS OF INTEREST

- a. Membership in WAU is voluntary. As a nonprofit charitable organization, WAU presents members the opportunity to serve our community without compensation.
- b. In the event that any Director, Executive Officer, or WAU member has a conflict of interest that might effectively limit such person's fair and impartial participation in WAU affairs or decisions, such person shall inform the Board, Executive Officers and/or WAU membership as to the circumstances of such conflict. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with WAU in which a person has a direct or indirect personal interest, or any transaction in which a person is unable to exercise impartial judgment or otherwise act in the best interests of WAU.
- c. No Director, Executive Officer, or member shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director, Executive Officer, or member has allegiance, or has a personal interest that may be seen as competing with the interest of WAU. Any Director, Executive Officer, or member who believes he or she may have such a conflict of interest shall so notify the Board, Executive Officers or WAU membership prior to deliberation on the matter in question, and the Board, Executive Officers, or WAU membership shall make the final determination as to whether the Director, Executive Officer, or WAU member has a conflict of interest in any matter. The minutes of the Board, Executive Officer, or WAU meetings, as applicable, shall reflect disclosure of any conflict of interest and the recusal of the interested person, as applicable.

SECTION P: Standing Committee

Originally
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The objectives for establishing the standing committees are: 1) ensure the mission and objectives of WAU are adequately and effectively addressed, and 2) maximize membership participation. Within the standing committees, each WAU member has a role to play to ensure WAU meets its mission, plans and objectives.

The President, within his/her duties, shall ensure the following Standing Committee are formed and adequately staffed with members with appropriate expertise in the committee so appointed. WAU recognizes the following Standing Committees:

- i. Bylaws & Membership Committee
- ii. Budget Committee
- iii. Education Committee
- iv. Volunteer / Outreach Committee
- v. Social / Self-Help Committee
- vi. Technology Committee
- vii. Conflict Resolution Committee

**ARTICLE VI
BENEFITS**

SECTION A: Entitlement to WAU Direct Benefit Funds

- i. Active members who lose a parent shall receive the sum of one hundred (\$300.00) dollars to be paid from WAU’s Direct Benefit Account
- ii. Active member who loses a spouse of record shall receive the sum of five hundred (500.00) dollars.
- iii. If an active member dies, the sum of one thousand (\$1,000.00) shall be presented to a beneficiary designated by the active member. If no beneficiary is designated, WAU

*Sec A, Part (i)
amendment in
2021 to
increase
benefit amount
to \$300*

*Section A, Part
(iii) amended in
2021*

- at her discretion, may present the money to any surviving family member.
- iv. These benefits do not include additional support, financial and otherwise, that WAU members on their own offer to a member in those difficult times.
 - v. Only members that are considered "Active" consistent with provisions of Article IV, Section B Part I, shall be entitled to receive benefits from WAU's Direct Benefit Accounts
 - vi. New members who meet their probationary period, successfully retain their membership following the probationary period, and remain active within the meaning of Article IV, Section B, Part I, shall be entitled to receive benefits from WAU Direct Benefit Accounts.
 - vii. If an active member is hospitalized, WAU shall provide the member a Hospitality Care Packet valued up to, but not exceeding fifty dollars (\$50.00). The specific items that make up the Hospitality Care Packet and the location to deliver the packet will be at the discretion of the Executive Officers in consultation with the family of the hospitalized active member, hospital policy or other factors.

ARTICLE VII

AMENDMENTS

SECTION A: Procedures for Amending the Bylaws

- i. All proposed amendments to the Bylaws must first be presented in type-written form to the full membership of WAU, at least 30 days prior to such amendment(s) being considered and voted upon.

- ii. Within the same 30 day period, the Bylaws Committee shall meet to review the proposed amendment(s) to
 - a. Assess whether the facts and circumstances of the proposed amendment(s) has/have been addressed elsewhere within the existing Bylaws;
 - b. Determine whether or not there are any conflicts of the proposed amendment(s) with any aspects of the Bylaws;
 - c. Ensure that the proposed amendment(s) references the appropriate Article, Section, Part or Sub-Part of the Bylaws; or where applicable, establish a new Article, Section, Part and/or Sub-Part for the proposed Amendment; and
 - d. Assess whether or not the proposed amendment(s) meets the spirit and intent of WAU's Mission, Plans and Objectives; thus, warrants advancing the proposal to the floor for debate
- iii. No proposed amendment(s) may be discussed or even brought to the floor during WAU meeting outside of the provisions in Article VII, Part I above.
- iv. In order for any change(s) to become part of these Bylaws, such change(s) must first be amply debated on the floor and approved by at least two-thirds (2/3) majority of WAU membership present at the regularly scheduled meeting. As a result, it is critical that members turnout during the meeting to debate the proposed amendment.
- v. Upon approval, all amendment(s) shall become effective immediately, unless the amendment(s) or other circumstances indicate otherwise.
- vi. Following an amendment, the Bylaws shall be revised to include the newly approved amendments.

- vii. By-Laws Committee shall ensure all amendments are duly noted on the revised By-Laws with approval date of amendment and effective date clearly noted.

SECTION B: Eligibility to Participate in Amendments

- i. Only active members are eligible to propose, participate in the discussion of, or vote on amendments.
- ii. Inactive members are not eligible to propose, participate in the discussion of, or vote on amendments.

ARTICLE VIII INDEMNIFICATION

SECTION A: INDEMNIFICATIONS

Unless otherwise prohibited by law, WAU shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any member, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or member of WAU. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to WAU for damages arising out of his or her own gross negligence in the performance of a duty to WAU. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or member. WAU may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or member. However, such director, officer, or employee shall repay such expenses if it should be ultimately

determined that he or she is not entitled to indemnification under this Article.

Originally
Adopted
2012

ARTICLE IX DISSOLUTION

1. WAU is presently 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. WAU shall be a nonprofit charitable organization. The specific purposes for which WAU is organized are in Articles II and III of these bylaws.
2. Upon the dissolution of WAU, assets explicitly established and used for charitable causes that are still remaining after payment, or provision for payment, of all debts and liabilities of WAU, shall be distributed to 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Sedgwick County, the principal office in which WAU is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes. Assets established separately by WAU members for their own direct benefit are not part of the 501(c)(3) funds available for distribution.
3. All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

ARTICLE X MISCELLANEOUS

SECTION A: Communication

- i. All WAU related matters shall be communicated to the President
- ii. The President in his or her discretion or in consultation with the executives shall determine the relevance of the information for WAU. If approved, the President shall then instruct the Secretary to pass along such information, including as amended, to WAU members.
- iii. WAU media shall be used only to communicate information to about WAU matters
- iv. WAU matters include, but are not limited to any information related to WAU as an organization, WAU members and their families
- v. Officially recognized WAU media assets for communication of WAU affairs include WAU's Facebook page, WAU's WhatsApp account, and WAU's email account.
- vi. Use of WAU's media assets outside the provisions of Article X is prohibited.

ARTICLE XI

OUR SHARED VALUES & CODE OF CONDUCT

Originally
Adopted
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SECTION A: Our Values

Our values are grounded in our belief in community: it takes a village to raise a child and to build a better community. As Africans in the diaspora, living a communal lifestyle fosters our shared goals. Fundamental to our shared values are the following, without limitation:

- a. Community-focused attitude
- b. Care for one another and for others;
- c. Mutual respect towards one another;
- d. Humility, humbleness and compassion in our response to the needs of others
- e. Citizenship by exhibiting service and duty to our community for the public good;
- f. Transparency and accountability in the use of resources entrusted in us as members of WAU for the public good;
- g. Promote the diversity of life;
- h. Promote cooperation with like-minded organizations; and
- i. Excellence – give and expect each member’s best effort toward creating the best African community in Wichita

Ultimately, our mission, plans and objectives are geared toward building a better community.

SECTION B: Code of Conduct

Consistent with provisions described elsewhere in these By-Laws, including Conflict of Interest, are the following:

- a. Respect and care for one another
- b. Respect for the communities we work with and serve
- c. Integrity in our actions
- d. Responsibility for our decisions and their consequences

Our Code reflects who we are. It builds on our shared values and reflects what is important to us as a community, and as members of a larger community.

As WAU members, we agree to abide by the following, without limitations:

1. Respect others and WAU guests. We value relationships with others. Therefore, we expect each member to be a responsible partner.
2. Know your responsibilities. You are WAU. Protect every relationship we build. Do not represent WAU to the outside community unless requested.
3. Protect WAU assets.
4. Be good stewards. As a charitable organization, we must use our charitable assets responsibly.
5. Honor the intent and wishes of the grantors
6. Our reputation as a unique organization is our asset. No bad-mouthing WAU to the outside world.
7. Each WAU member is valued. Therefore, no verbal or physical attacks. No retaliation. If a member has a complaint, notify the President or any member of the Executive, take it to the committee concerned or to the Board of Directors, as applicable depending on who is named in the complaint.
8. We recognize that WAU members have private lives. Therefore, WAU members are expected not to engage in behaviors that will cause harm to members or their families. Be respectful of other people's boundaries.
9. No discriminatory behavior, foul language, harassment or demeaning behavior of members or guests is permitted at WAU events.
10. Acting honestly, truthfully and with integrity in all our actions and dealings.
11. Avoid conflict of interest, or the appearance thereof.
12. Appropriately handling actual or apparent conflict of interest when they occur.
13. Act honestly, truthfully, and with integrity in all WAU actions or affairs.

ARTICLE XII DISCIPLINARY ACTIONS

Originally
Adopted
2012

As a general rule, violation of any of these Code of Conduct may lead to disciplinary action(s), including termination of membership.