

# SOBATAM BY-LAWS

Rev 2.0 – 07/02/2023

## Preamble:

In an effort to provide for solidarity assistance and fellowship in the Cameroonian community in North America (USA or Canada), and considering the high costs associated with the burial, cremation, and/or shipment of mortal remains from the United States of America or Canada to Cameroon, it has been deemed appropriate to secure for ourselves, an organization that helps to reduce individual expenses incurred in the event of the loss of a community member, and to advance the interests of families by helping bring closure and solace after tragedy. To that end, the "intentionality" of our purpose has been focused in the decision to setup a non-profit, non- political association as described hereunder

## Article I. Name

### Section 1.01 Name

- (a) The official name of the organization is SOBATAM Incorporated

## Article II. Purpose and goals

### Section 2.01 Purpose

- (a) SOBATAM is a domestic not-for-profit corporation registered in the state of Maryland (D21480470).
- (b) Its mission is to create a solidarity network of people of Cameroonian background, their relatives and friends referred thereafter as community members, living in the United States of America (USA) or Canada referred thereafter as North America, for helping families within the community to alleviate the financial burden of losing a loved one.

### Section 2.02 Goals

- (a) Facilitate the repatriation or the local burial of the remains of its community members deceased in North America or outside North America under the conditions defined by these bylaws and internal rules and policies.
- (b) Bring all community members in an electronic file without distinction of age, race, tribe, or religion with the purpose of helping each other.
- (c) Ultimately, build a network large enough to reduce the donation per individual member per death to less than one dollar US (\$1.00).
- (d) Facilitate the collect of donations from community members and the transfer of the donations to the beneficiary or right holders of the deceased and/or the payment of burial expenses.

## Article III. Membership

### Section 3.01 Groups

- (a) SOBATAM accepts membership from groups based in North America (USA or Canada) with at least a minimum number of members specified in its internal rules and policies.
- (b) A group can be a formally registered association, a group of relatives (family) or any other entity.
- (c) Every member of a group must have its primary residence in North America. However, a member of the group who has been in good standing for the minimum number of years set in internal rules, can maintain his/her membership if he/she moves outside North America.

### Section 3.02 SOBATAM pool

- (a) Individuals with their primary residence in North America who are not members of a group or members of a groups which no longer meet the minimum number of members requirement, can join the SOBATAM pool. The individual after maintaining his/her membership in good standing for the minimum number of years set in internal rules, can maintain his/her membership if he/she moves outside North America
- (b) The SOBATAM pool is a special group and is subject to all the rules applicable to member groups.
- (c) Members of the SOBATAM pool must comply with additional rules as specified in the internal rules and policies.

### Section 3.03 Member Group General Rules

- (a) Member groups shall abide by SOBATAM regulations and policies and sign the membership agreement form.
- (b) A group or association becomes a member of SOBATAM when it receives a SOBATAM group ID. A group ID is assigned and published at least 90 days, after submission of the agreement form, and confirmation of the acceptance by SOBATAM.
- (c) A member of a group becomes a SOBATAM member after receiving a SOBATAM member ID.
- (d) SOBATAM member ID are assigned and published at least 90 days after the group submits the information of the member.
- (e) A group is in good standing by timely fulfilling all of its obligations as specified in these bylaws and the internal rules and policies.
- (f) SOBATAM reserves the right to exclude any member association or group whose behavior may disrupt or destabilize SOBATAM.
- (g) A group which loses its membership due to non-respect of its obligation can become a member again only if it pays off any arrears owed before losing membership, and any penalty as determined by the internal rules. A new group ID must be issued at least 180 days after the group has met all the conditions for re-admission.
- (h) Rules enumerated in (g) do not apply to a group that loses its group membership simply because the number of its members drops below the minimum required.
- (i) All relatives of SOBATAM members are also treated as of Cameroonian background and entitled to SOBATAM membership no matter their nationality or citizenship as long as they meet the other requirements to become a member.
- (j) A group can withdraw from SOBATAM by sending a written notice to the Executive Bureau. The notice can be sent via email.

## Article IV. Benefits

### Section 4.01 Purpose

- (a) The purpose of the benefit is to help the family with the payment of burial costs including the cremation or repatriation of mortal remains to the place of burial.

#### Section 4.02 Eligibility

- (a) Only a member with a SOBATAM membership ID and from a member group in good standing shall be entitled to benefits.
- (b) The payout amount shall be transferred to the designated beneficiary of the deceased or its right holders or be used to pay burial costs.

#### Section 4.03 Amount

- (a) The payout amount is set in the internal rules and policies (IR).
- (b) The contribution per individual member and per group must be determined by a formula set in internal rules and policies (IR).
- (c) The internal rules and policies may set a maximum contribution per individual member. If the number of members drops to the point where the individual contribution may go above this maximum, the payout amount may be reduced through an amendment of internal rules and policies.
- (d) The payout amount may be increased through an amendment of internal rules and policies, to take into account the evolution of the cost of burial and the increase in membership.

### Article V. Governance structure

#### Section 5.01 Branches

- (a) SOBATAM governance consists of the National General Assembly referred thereafter as GA, the National Executive Bureau referred thereafter as EB.

## Article VI. National General Assembly (GA)

### Section 6.01 Composition

- (a) The National General Assembly referred thereafter as GA, is composed of delegates designated by member groups in good standing. The number of delegates per member group is determined by a formula set forth in the internal rules and policies and based on the number of members in the group. However, each group shall have at a minimum one delegate and no single group can have more than 50% of delegates regardless of the number of its members.
- (b) Groups have the sole power to designate their delegates.

### Section 6.02 Powers

- (a) The GA is the Supreme Authority of SOBATAM. All the organization powers shall be exercised by or under the authority of the GA. The GA is sole responsible for the following:
- (b) Adoption and approval of bylaws and internal rules and policies (IRP) of SOBATAM, which addresses administrative matters regarding but not limited to membership, benefits and contributions.
- (c) Election, demotion, replacement of members of the Executive Bureau (EB) when in session.
- (d) Review and approval of the financial status for past year (July previous calendar year to June current calendar year);
- (e) Review and adoption of the operating budget of the current year (July current calendar year to June next calendar year).

### Section 6.03 Regular Meetings

- (a) The GA meets once per year in the month of July. The exact date, time, place, and the proposed agenda are set by the President of the Executive Bureau (EB). The meeting can be via videoconference.
- (b) The President of the Executive Bureau shall communicate the date and the proposed agenda to delegates at least 6 weeks in advance. The agenda shall include at least the following items:
  - (i) Review and approval of the last year financial status (July previous calendar year to June current calendar year)
  - (ii) Review and approval of current year (July current calendar to June following year) operating budget
  - (iii) Election of members of the Executive Bureau if the meeting corresponds to the end of the term of members of the Executive Bureau.
  - (iv) Modification, adoption and approval of bylaws and internal rules and policies if necessary
  - (v) The adoption of and the approval of amendments to the internal rules and policies document requires an affirmative vote of the majority of delegates present.
  - (vi) Internal rules and policies shall comply with the Bylaws and the article of incorporation.

### Section 6.01 Extraordinary meetings

- (a) The President of the EB, 2/3 of members of the Executive Bureau or 2/3 of delegates of member groups can summon an extraordinary meeting of the GA to deal with urgent matters related to but not limited to the governance of SOBATAM.
- (b) A 7-day notice shall be given to delegates and the Executive Bureau if the meeting is summoned by delegates or the BOT. The meeting can be via videoconference or teleconference.

## Article VII. National Executive Bureau (EB)

### Section 7.01 Composition

- (a) The National Executive Bureau thereafter referred as EB consists of the president, vice-president, secretary, deputy secretary, treasurer, deputy-treasurer, auditor and two operations co-leaders.
- (b) All members of the E.B. shall be elected by the General Assembly by a majority of delegates present.
- (c) Each member shall have the authority and shall perform the duties set forth in these bylaws or by a resolution of the Executive Bureau.

### Section 7.02 Eligibility

- (a) In order to be eligible to serve as member of the Executive Bureau, the individual must be 18 years of age and a delegate of a member group in good standing. Operations co-leaders must have architected, managed and led SOBATAM IT infrastructure or have demonstrable equivalent operational competencies.
- (b) To be eligible to the position of president, a member must have served at least one term as member of the EB. This requirement does not apply to the president of the first EB elected by the GA.

### Section 7.03 Collective authority and duties

- (a) Members of the EB shall work as a team to oversee and support all aspects of SOBATAM day-to-day operations including compliance to state and federal laws and regulations.
- (b) Any decision adopted shall be approved by a simple majority of the EB members present
- (c) A majority of members of the EB must be present to form a quorum.
- (d) In case of a deadlock, the voice of the president of the meeting count twice.
- (e) The EB can adopt additional rules through a simple majority vote of its overall members to regulate its internal operations. Once adopted these rules are mandatory and all members of the EB shall comply with them.
- (f) The EB can assign specific duties and authority to some of its members through the adoption of a written resolution.

- (g) The EB may appoint qualified agents to perform specific duties or assign specific duties to outside individuals or groups of individuals.
- (h) The EB shall adopt a conflict of interest (COI) policies
- (i) The EB shall ensure SOBATAM complies to all relevant state and federal regulations and laws.

#### Section 7.04 President

- (a) The President is the public face of the organization.
- (b) The president shall lead the EB in performing his/her duties and responsibilities, including, if present, presiding at all meetings of the EB
- (c) He/she shall perform all other duties prescribed by the EB.

#### Section 7.05 Vice-President

- (a) In the absence or disability of the president, the vice-president shall perform the duties of the president.
- (b) When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the president.
- (c) The vice-president shall have such other powers and perform such other duties prescribed by the EB.

#### Section 7.06 Secretary General

- (a) The secretary general shall keep a book of minutes of all meetings and actions of the EB and GA.
- (b) The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
- (c) The secretary general shall cause notice to be given of all meetings of EB, GA as required by the Bylaws or directed by the EB.
- (d) The secretary general shall have such other powers and perform such other duties as may be prescribed by the EB.
- (e) The secretary general may delegate some of its duties to the deputy secretary general with the approval of the EB.

#### Section 7.07 Deputy Secretary General

- (a) The deputy secretary general shall assist the secretary general in the execution of his duties.
- (b) In the absence or disability of the secretary general, the deputy secretary general shall perform the duties of the secretary general.
- (c) When so acting, the deputy secretary general shall have all the powers of and be subject to all the restrictions upon the secretary general.
- (d) The deputy secretary general shall have such other powers and perform such other duties prescribed by the EB.

#### Section 7.08 Treasurer

- (a) The treasurer shall be the lead for oversight of the financial condition and affairs of the organization.
- (b) The treasurer shall oversee and keep the EB and the GA informed of the financial condition of the organization and of audit or financial review results.
- (c) In conjunction with other members of the EB, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the organization, are made available to the EB and the GA on a timely basis or as may be required by bylaws and EB internal rules.
- (d) The treasurer shall perform all duties properly required by the EB.
- (e) The treasurer may delegate some of its duties to the deputy treasurer with the approval of the EB.

#### Section 7.09 Deputy Treasurer

- (a) The deputy treasurer shall assist the treasurer in the execution of his/her duties.
- (b) In the absence or disability of the treasurer, the deputy treasurer shall perform the duties of the treasurer.
- (c) When so acting, the deputy-treasurer shall have all the powers of and be subject to all the restrictions upon the treasurer.
- (d) The deputy treasurer shall have such other powers and perform such other duties prescribed by the EB.

#### Section 7.10 Auditor

- (a) The Auditor shall oversee financial reporting and risk management.
- (b) SOBATAM's organization shall have an annual financial audit. The audit report shall be presented to the GA.
- (c) A summary of the audit report shall be available to any member group upon a written request.
- (d) The auditor shall perform all other duties properly required by the EB

#### Section 7.11 Operations co-leaders

- (a) Responsible for developing operational procedures to help SOBATAM operates in accordance with bylaws and IR.
- (b) Responsible for the development, operation and maintenance of SOBATAM IT infrastructure including, but not limited to, Web applications, member portal, social media, domain names and all IT assets.
- (c) Ensure that SOBATAM databases are regularly backed up and available to members of the EB.
- (d) Shall perform all other duties properly required by the EB.

#### Section 7.12 Terms



- (a) All members of the EB shall be elected to serve a three-year term. However, the term may be extended until a successor has been elected.
- (b) Members of the EB may serve terms in succession. However, they may not serve more than 2 terms in the same position.
- (c) The term of members of the EB shall be considered to begin at the GA meeting they are elected and to terminate at the third GA meeting following their election.

### Section 7.13 Vacancies, Resignation, Suspension

- (a) Any vacancy in the EB will be temporary filled by the EB until the next regular GA. The position will be assumed on an acting basis and will end at the next GA regular meeting. If the vacancy is for the position of president, treasurer or secretary, the respective deputy will automatically assume the vacant role until the next GA. The EB may hire a replacement to the deputy in accordance with the procedure described above. For example, if the president resigns, the vice-president becomes the acting president until the next GA elects a new president. The EB may select a replacement to act as vice-president.
- (b) If more than 1/3 of the EB member positions are vacant at the same time, the president, 1/3 of the EB members shall summon an extraordinary meeting of the GA to fill the vacant positions.
- (c) A member of the EB can resign from his/her position by giving a written notice to the EB. The resignation shall take effect upon receipt of the notice or at a given date agreed with the EB.
- (d) A member of the EB may be suspended by a 2/3 vote of the members of the EB if the member does not comply with the bylaws, conflict of interest's policies, internal rules and policies and the EB internal rules.
- (e) The GA shall confirm the removal or the annulment of the suspension of the member at the next GA by a simple majority vote of delegates present.

### Section 7.14 Regular meetings

- (a) The Executive Bureau shall have a minimum of three (3) regular meetings each calendar year. The dates of the regular meetings in the calendar year shall be set by a resolution of the EB.
- (b) The EB can invite some delegates and other guests to attend its meetings.
- (c) The president can summon the meetings through the following channels:
  - i) Meeting announcement online
  - ii) Social Media Group
  - iii) Email
  - iv) Postal Mail
  - v) Phone calls

### Section 7.15 Extraordinary Meetings

- (a) The EB shall meet in order to officially announce the death of a community member; publish the documents required to validate the death; and/or send out to delegates the contribution tables in order to collect funds.
- (b) In addition, the EB shall meet 48 hours following the announcement of the death of a member by conference call or in person.
- (c) In the event of a crisis or an unforeseen situation and in compliance with the Bylaws and Internal Regulations of SOBATAM, the Executive Bureau shall meet by conference call or in person at a date determined by the President.

#### Section 7.16 Compensation for Executive Bureau member service

- (a) EB members shall receive no compensation for carrying out their duties.
- (b) The GA may adopt policies providing for reasonable reimbursement of EB members for expenses incurred in conjunction with carrying out their responsibilities, such as travel expenses.

#### Section 7.17 Informal action by the Executive Bureau

- (a) Any action required or permitted to be taken by the Executive Bureau at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum.
- (b) For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing.
- (c) The intent of this provision is to allow the Executive Bureau to use email to approve actions, as long as a quorum of board members gives consent.

### Article VIII. CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

#### Section 8.01 Contracts and other Writings

- (a) All contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the treasurer or other persons to whom the EB has delegated authority to execute such documents in accordance with policies approved by the GA and the EB.

#### Section 8.02 Checks, drafts, deposits

- (a) All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by a member of the EB, agent or agents of the organization and in such manner as shall from time to time be determined by a resolution of the EB in accordance to bylaws and all internal rules and regulations.
- (b) All funds of the organization not otherwise employed shall be deposited from to the credit of the corporation in such banks, trust companies, or other depository as EB or a designated member of the EB may select.

### Section 8.03 Contracts and other Writings

- (a) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding, as authorized by the GA in the specific case, upon receipt of
- (b) (I) a written affirmation from the EB member, of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- (c) (II) an undertaking by or on behalf of the EB member or to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization in these Bylaws
- (d) The corporation may also indemnify and advance expenses to an agent of the organization who is not a member of the EB, consistent with state of Maryland Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the GA or by contract.

## Article IX. Litigation

### Section 9.01 Jurisdiction

- (a) The headquarters of SOBATAM is located in Hagerstown, Maryland. Therefore, the courts of Maryland, Washington County have jurisdiction in case of dispute.
- (b) SOBATAM considers claims from associations' members of SOBATAM and from individual members of these associations.

### Section 9.02 Attorneys' Fees

- (a) Attorney Fees: In any litigation, arbitration, or other proceeding by which SOBATAM is the prevailing party, SOBATAM shall have the right to collect/recover from the other party its reasonable costs and necessary disbursements and attorneys' fees incurred in enforcing this agreement.

## Article X. Document Retention Policy

### Section 10.01 Policy

#### General Guidelines.

- (a) From time to time, SOBATAM may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors
- (b) Exception for Litigation's Relevant Documents: SOBATAM expects all members of E.B. and agents to comply fully with any published records retention or destruction policies and schedules, provided that all member of the EB, directors and agent should note the following general exception to any stated destruction schedule. If you believe or SOBATAM informs you, that organization records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
- (c) Minimum Retention Periods for Specific Categories

- (i) **Corporate Documents:** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption if applicable. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (ii) **Tax Records:** Tax records include, but may not be limited to, documents concerning payroll, expenses, accounting procedures, and other documents concerning the organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (iii) **EB and GA material:** Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other EB and GA materials should be kept for no less than three years by the organization.
- (iv) **Press Releases/Public Filings:** The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- (v) **Legal Files:** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (vi) **Marketing and Sales Documents:** The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (vii) The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
- (viii) **Contracts:** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (ix) **Correspondence:** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (x) **Banking and Accounting:** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (xi) **Insurance:** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (xii) **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Article XI. Modification of the bylaws

Section 11.01 Amendment

- (a) Modifications of the bylaws must be approved by an affirmative vote of 2/3 of delegates present.

Article XII. Amendment to the Article of Incorporation

Section 12.01 Amendment

- (a) Any amendment to the article of incorporation must be approved by an affirmative vote of 2/3 of the delegates present.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated bylaws for SOBATAM Incorporated were approved and adopted by the GA on 07/02/2023 and constitute a complete copy of the bylaws of the corporation.

Andre Ntamack, PhD

Secretary, SOBATAM Executive Bureau

Date: 08/06/2023

*Andre Ntamack*

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