



BYLAWS OF BCUSA

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## **BYLAWS**

**OF**

**BCUSA**

### **ARTICLE I**

#### **NAME; OFFICES; REGISTERED AGENT**

Section 1. Name. The name of this Corporation is the “BCUSA” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of SOUTH DAKOTA, as may be designated from time to time by resolution of the Executive Board of Directors of the Corporation (sometimes referred to herein as the “Executive Board” or the “Executive Board of Directors”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of SOUTH DAKOTA. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the SOUTH DAKOTA Corporation Commission pursuant to the provisions of the SOUTH DAKOTA Nonprofit Corporation Act.

### **ARTICLE II**

#### **MEMBERSHIP**

Section 1. Classes of Members. The Corporation shall have a single class of voting Members who shall pay registration fees and monthly dues (\$20 per adult of age 18 and above) (“Members”).

A. From October of 2021 to December 1st, 2021 there would be registration fee waived -then December 2nd, 2021 Each new member would have to pay a registration fee of \$20 per adult of age 18 and above

Section 2. Qualification. Members specified in Section 1 of this Article shall be persons of Burundian origin living in the United States and at least 18 years of age or their spouses. Further, Members shall at all times support the Corporation’s mission and meet other qualifications as may be determined by the Executive Board from time to time. Further, Members shall have paid, and continue timely to pay the monthly dues required of them. Any member delinquent in the payment of dues shall not be entitled to vote.

Section 3. Dues. The Executive Board may at any meeting of the Executive Board fix, change, amend, or adjust the dues applicable to the Members without amending the Bylaws.

Section 4. Termination of Membership.

(a) Failure to Pay Dues. A member's membership shall be terminated upon the failure of the member to pay dues within ninety (90) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership

(b) Expulsion, Suspension or Termination. A member may be expelled, suspended or terminated from membership for conduct that is detrimental to the Corporation's mission or that is contrary to the Articles of the Corporation, these Bylaws, or the Corporation's policies and procedures in the discretion of the Executive Board. The Executive Board shall provide written notice to the member at least fifteen (15) days before the meeting where the expulsion, suspension, or termination will be voted on and the reasons therefor. The Executive Board shall provide the member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the expulsion, suspension or termination. Any written notice that is mailed shall be sent to the last address of the member shown on the Corporation's records.

(c) Death. A member's membership shall be terminated upon the death of an individual member.

(d) A member's membership shall be terminated upon the death of an individual member. however, from October of 2021 to December 1st, 2021 . In case a member of BCUSA deceased, BCUSA will issue a check of **\$5000** to a family or a Representative of the deceased member to pay or use for funeral expenses if the decease member was active prior to his/her death. Board executive will evaluate this section on November 30th, 2021, 2021 to make an adjustment (increase or decrease the amount of **\$5000**).

Section S. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges of Membership.

(a) Voting. Each voting member who has paid the dues required for that class shall have one vote upon each matter submitted to a vote at the Corporation's annual, regular, or special meeting. Each organizational member entitled to vote may designate a representative in writing to vote on behalf of the organization.

(b) Other Privileges. Other membership privileges include participation in various activities, programs and publications of the Corporation as may be designated from time to time by the Executive Board.

Section 7. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month dues are paid.

Section 8. Annual Meeting. The annual meeting of Members for the purpose of electing Directors, electing officers, electing Delegates, and for the transaction of such other business as may come before the meeting, shall be held annually at such time and place as the President, or the Executive Committee of the Executive Board, may determine. At each annual meeting of Members, a report on the Corporation's activities and financial condition shall be presented. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 9. Other Regular Meetings. In addition to the Annual Meeting, there shall be at least two (2) additional regular meetings of the Members, to be held at a fixed time and place as determined by the Executive Committee or, absent action by the Executive Committee, the President.

Section 10. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the SOUTH DAKOTA SECRETATE OF STATE, on call of the Executive Committee or by the Secretary, and shall be called by the Secretary on written request signed and dated by not less than ten-percent (10%) of all of the members of the Corporation entitled to vote describing one or more purposes for which the meeting is to be held. Meetings shall be scheduled within twenty-one (21) days of the request.

Section 11. Adjourned Meetings. Unless otherwise provided by the SD SECREA, if an annual, regular or special meeting of Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 12. Notice and Waiver of Notice.

(a) Notice. Notice of the annual member meeting shall be given by oral or written notice delivered to each member in one of the methods described in Article VI hereof not less than twenty-one (21) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting to each member of record entitled to vote at such meeting.

(b) Waiver of Notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Record Date for Notice. Members of record at the close of business on the business day preceding the day on which notice is given are entitled to notice of any meeting of the Members.

Section 14. Quorum. Fifty-one Percent (51%) of the voting Members of the Corporation, present in person, shall constitute a quorum for the transaction of business at any meeting of Members.

Section 15. Manner of Acting; No Proxies. The vote of a majority (51%) of the Members entitled to vote represented at a meeting at which a quorum is present in person shall be the act of the Members, unless the act of a greater number is required by the SD SECRETARY OF STATE, the Articles of Incorporation, or Bylaws of the Corporation. Though less than a quorum of the Members is represented at a meeting, a majority (51%) of the Members so represented may adjourn the meeting from time to time without further notice. No proxies shall be permitted.

Section 16. Conduct of Meetings. The President, and in his or her absence, a Vice President, and in their absence any person chosen by the Members present shall call the meeting of the Members to order and shall act as chair of the meeting. The Secretary of the Corporation

shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 17. Action by Written Ballot. With regard to any action that may be taken at the annual member meeting, including the election of Directors and officers, a member may vote by mail or electronically on ballot forms or using an electronic ballot provided by the Corporation. Not less than 30 days prior to the date set for such action, the Corporation shall either mail a pre-printed ballot form or email electronic voting instructions to each member eligible to vote at the member's physical or email address of record with the Corporation. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to the Corporation in order to be counted, which time shall not be less than three (3) days after the date that the Corporation delivers the ballot. The Executive Board may extend the time by which a ballot must be delivered to the Corporation if the number of responses do not meet the ten percent (10%) quorum requirement.

Section 18. Online Voting. After providing the notice required under Section 9, above, the Corporation may allow for online voting by delivering a written ballot through an online voting system that does the following: (a) authenticates the Member's identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Member who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Corporation conducts electronic voting, it must also provide a reasonable procedure by which a Member may obtain and cast a ballot through some other form of delivery including United States mail delivery and fax transmission.

Section 19. Presumption of Assent. A member of the Corporation who is present at a meeting of the Members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

### **ARTICLE III DELEGATES**

Section 1. General Powers. There shall be state delegates who shall serve as the liaison between the membership of each state where the Corporation is active and the Executive Board of the Corporation.

Section 2. Number and Qualifications of Delegates.

(a) Number. The number of delegates (each, a “Delegate” and collectively, the “Delegates”) for each state shall be ten (10) made up of five (5) Members of the state’s Executive Committee and five (5) Members of the states’ Independent Advisory Board Committee. Each Delegate shall serve for the term provided in Section 3 of this Article.

(b) Qualifications. The Delegates specified in this Section 2 shall at all times be Members of the Corporation who are persons of Burundian origin living United States and in the state they represent. All Delegates shall be at least 18 years of age. Each Delegate shall be a person of experience and good reputation in the Burundian community who will actively support the Corporation’s goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Delegates shall have other such qualifications as the Executive Board may prescribe by resolution or amendment to these Bylaws.

Section 3. Election and Term.

(a) Method of Election. Delegates of this Corporation shall be elected at the annual meeting of the Members on a geographic basis by the voting Members of the state they are nominated to represent.

(b) Term of Office. Delegates will serve three (3) year terms. The Delegates will meet at least four (4) times a year.

Section 4. Resignation. A Delegate may resign at any time by filing a written resignation with the President or the Secretary of the Corporation. The Failure of a Delegate to attend one-half of the meetings in a calendar year shall be deemed to be a resignation by the Delegate.

Section 5. Removal. A Delegate may be removed from office with or without cause by an affirmative vote of the members of the state that elected the Delegate at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy in a state Delegate position occurs from any cause, the remaining Delegates elected by the members of the state experiencing the vacancy may elect an interim Delegate to fill the position at any regular meeting or at a special meeting called for that purpose.

**ARTICLE IV**

**BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Executive Board of Directors and such staff as the Executive Board may employ. The Executive Board of Directors may also be referred to as the “Executive Board.”



Section 2. Number and Qualifications of Directors.

(c) Number. The number of directors (each, a “Director” and collectively, the “Directors”) shall be no less than fifteen (15) nor more than fifty-six (56) and shall serve for the term provided in Section 3 of this Article. No amendment to these Bylaws shall reduce the number of Directors to less than the number required by the SD SECRETARY OF STATE.

(b) Qualifications. The Directors specified in this Section 2 shall at all times be Members of the Corporation who are persons of Burundian origin living in the United States and at least 18 years of age. Further, each Director shall reside in a different state where the Corporation is active. Each Director shall be a person of experience and good reputation in the Burundian community who will actively support the Corporation’s goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Executive Board may prescribe by resolution or amendment to these Bylaws.

(c) Chair and Vice-Chair of the Board. The Chair of the Executive Board shall call and preside at all meetings of the Executive Board of Directors. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair’s death or inability or refusal to act.

Section 3. Election and Term.

(a) Method of Election.

(1) The elected principal delegate of each state shall automatically become a member of the board of directors.

(2) The elected officers of the corporation shall automatically become members of the board of directors.

(b) Term of Office. Members of the Executive Board will serve three (3) year terms. Any Executive Board member who has served for two (2) consecutive full terms shall be ineligible for re-election for a period of one (1) year immediately following expiration of the second full term. The Committee Members shall appoint a Chair of the Executive Board. The Executive Board will meet at least three (3) times a year.

Section 4. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation. The Failure of a Director to attend one-half of the meetings in a calendar year shall be deemed to be a resignation by the Director.

Section S. Removal.

(a) A director elected by members of the state may be removed by the simple majority votes of all members of that state entitled to vote on such matters.

(b) A director elected by members may be removed by the members at a meeting by written consent or by written ballot of the members authorized to vote on such removal. If the

removal is to occur at a meeting, the meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the director.

- (c) An entire board of directors may be removed by an affirmative vote of two-thirds (2/3) of all members of the corporation entitled to vote on such matters.

Section 6. Vacancies. In the event a vacancy occurs in the Executive Board from any cause, including an increase in the number of Directors, members shall re-elect the interim Director to serve a full term, then for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of his or her election by the Members.

Section 7. Annual Meeting. The annual meeting of the Executive Board (the "Annual Meeting") shall be held each year at such time and place as shall be determined by the Executive Board of Directors, for the purpose of electing Directors and officers and transacting such business as may come before the meeting. The Annual Meeting is a regular meeting for purposes of the SD SECRETARY OF STATE, which may be held without further notice, if held at such fixed time and place as the Executive Board may provide by resolution.

Section 8. Other Regular Meetings. In addition to the Annual Meeting, the Executive Board shall have at least two other regular meetings a year. The Executive Board may provide by resolution for regular or stated meetings of the Executive Board, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Executive Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the SD SECRETARY OF STATE, on call of the President or the Secretary, and shall be called by the Secretary on the written request of a majority (51%) of the Directors.

Section 10. Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Executive Board by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 11. Notice and Waiver of Notice

- (d) Notice of the date, time, and place of any special meeting shall be given

by written notice delivered to each Director at least fifteen (15) days prior thereto. Notice shall be given in one of the methods described in subsection (b) below. The purpose of and the business to be transacted at any special meeting of the Executive Board need not be specified in the notice or waiver of notice of such meeting. Notwithstanding the foregoing, any action of the Executive Board to remove a Director or to approve a matter that would require approval by the Members if the Corporation had Members is not valid unless each Director is given at least two (2) days' written notice that the matter will be voted on at a Directors' meeting or unless notice is waived pursuant to the SD SECRETARY OF STATE.

(e) Methods of Giving Notice. Notice of any special meeting of Directors, and any other notice required to be given under these Bylaws or the SD SECRETARY OF STATE may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail, if in comprehensible form, is effective when directed to an electronic mail address shown on the Corporation's current records.

(I) Waiver of Notice. Whenever any notice is required to be given under the provisions of the SD SECRETARY OF STATE, the Articles of Incorporation, or these Bylaws of the Corporation, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the minutes or corporate records of the Corporation. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A majority (51%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting; No Proxies. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by the SD SECRETARY OF STATE, or the Articles of Incorporation or Bylaws of the Corporation. No proxies shall be permitted.

Section 14. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the SD SECRETARY OF STATE, to be taken at a

meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting.

Section 15. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Executive Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the SD SECRETARY OF STATE, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 17. Executive Session. The Executive Board may go into executive session and close any portion of an Executive Board meeting when considering any of the following matters: (a) employment, personnel, or medical matters; (b) legal advice for the Executive Board or the Corporation; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 18. Director Deadlock. In the event the Executive Board votes are deadlocked, but only if so required by the written request of any Director delivered to the Secretary, the Executive Board shall, within thirty (30) days after receipt of such written request, submit the issue upon which the Executive Board is deadlocked to a vote of the Members. The Members' decision shall be binding on the Corporation and on each Director.

Section 19. Compensation. Officers of the Corporation, other than any officers who are also staff members, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Executive Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

## **ARTICLE IV COMMITTEES**

Section 1. Executive Board Committees. The Executive Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the SD SECRETARY OF STATE and as are specified in the resolution. Committees may consist of two or more Directors of the Corporation.

(a) Powers Reserved to the Executive Board. Any committee, to the extent provided in the resolution of the Executive Board, shall have and may exercise any of the powers and authority of the Executive Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Executive Board or any committee with Executive Board-delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Executive Board; or (v) action on matters committed by the Bylaws or by resolution of the Executive Board to another committee of the Executive Board.

(b) Independent Regulatory Committee. There shall be an Independent Regulatory Committee responsible for resolving the disputes of the members. The Independent Regulatory Committee is responsible for the peaceful resolution of disputes and ensuring strict compliance with statutory provisions, laws, and regulations. The Independent Regulatory Committee shall be made up of five (5) Members appointed by the Executive Committee.

(c) Electoral Committee. There shall be an electoral committee known as the "Electoral Commission." The Electoral Commission shall be made up of five (5) Members appointed by the Executive Committee. The Executive Committee shall also appoint one of the Electoral Commission members to serve as the Chair of the Electoral Commission. The Electoral Commission shall include members from five (5) different states where BCUSA is active. Electoral Commission members shall not be candidates for any other BCUSA post. One month before the elections, the incumbent Executive Board creates an Electoral Committee comprising five (5) members from five (5) different states provided that they are members in good standing of BCUSA. The Electoral Commission will, in turn, appoint five (5) member sub-committees, also known as commissions, at the state level. The result of the elections is proclaimed by the President of the independent electoral. If the election results are contested, the written complaints must be submitted to the Electoral Commission within 30 days of the proclamation of the disputed results. In case of nonsatisfaction, the appeal is addressed to the independent judicial committee responsible for resolving the disputes of the Members, the implementation of the present statutes and other laws and regulations in the matter.

(d) Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Executive Board except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

(e) Removal; Authority of the Executive Board. The Executive Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Executive Board.

(I) Term. Except for committees for which the Executive Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the Corporation unless the Executive Board removes the member or terminates the committee. Committee Members may serve consecutive terms without limitation.

(g) Committee Rules. Committees shall follow the notice, quorum, and voting rules applicable to the Executive Board of Directors; provided, however, that meetings may be called with as little as three (3) days' notice.

Section 2. Advisory Committees. The Executive Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Executive Board deems appropriate to serve on such committee. The Executive Board at any time may appoint additional Members thereto. The Members of any such committee shall serve at the pleasure of the Executive Board. Such advisory committees shall advise with and aid the officers and Directors of the Corporation in all matters designated by the Executive Board. Each such committee may, subject to the approval of the Executive Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

## **ARTICLE V CONFLICT OF INTEREST**

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a committee or subcommittee of the Executive Board with Executive Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Executive Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a committee or subcommittee of the Executive Board with Executive Board-delegated powers shall annually complete and sign the form of the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Executive Board from time to time.

## **ARTICLE VI OFFICERS**

Section 1. Number. The principal officers of the Corporation shall be a President, one Vice President, a Secretary and a Vice-Secretary, and one or two Treasurers, each of whom shall

be elected by the members of the corporation, except the vice President who shall be appointed by the elected President. The same individuals may simultaneously hold more than one office and shall automatically become members of the Board of Directors (Directors).

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the members of the corporation at the annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office from the close of the annual meeting for a term of three (3) years or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer elected may be removed by the simple majority of the members of the corporation at annual or special meeting of members.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

Section 5. The President. The President shall, subject to the oversight of the Executive Board, supervise and control all of the Corporation's day to day business and affairs. The President shall have authority, subject to the Executive Board approved budget, strategic plan, signature authority policy, and such other rules and procedures prescribed by the Executive Board, to appoint such, agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them subject to the policies and procedures approved by the Executive Board. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Executive Board from time to time. The President shall appoint his/her Vice-President.

Section 6. The Secretary and Vice-Secretary. The Secretary shall: (a) ensure that minutes of the Members' and Executive Board' meetings are recorded and preserved in one or more books or online databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the SD SECRETARY OF STATE; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Executive Board. The Vice-Secretary shall assist the Secretary as requested and shall serve in the absence of the Secretary or in the event of the Secretary's death or inability or refusal to act.

Section 8. The Treasurer and Vice-Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Executive Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be

assigned by the President of the corporation or by the Executive Board. The Vice-Treasurer shall assist the Treasurer as requested and shall serve in the absence of the Treasurer or in the event of the Treasurer's death or inability or refusal to act.

Section 9. Other Assistants and Acting Officers. The President in collaboration with his/her executive committee shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the president shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by President or the Executive Board.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Executive Board.

Section 11. Compensation. Officers of the Corporation, other than any officers who are also paid staff, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

## **ARTICLE VII MANDATORY INDEMNIFICATION**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the SD SECRETARY OF STATE, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Trustees, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Trustee or Officer is a Party because such Trustee or Officer is a Trustee or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Trustees or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Trustee or Officer may be entitled under any written agreement, board resolution, vote of the Members, the SD SECRETARY OF STATE or otherwise. All capitalized terms



used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the SD SECRETARY OF STATE.

Section 2. Private Corporations. Notwithstanding the foregoing, whenever the Corporation is a private Corporation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

## **ARTICLE VIII MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31<sup>st</sup> each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Executive Board, and any minutes which may be maintained by committees of the Executive Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The President of the corporation shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Executive Board. Except as otherwise provided by the SD SECRETARY OF STATE or directed by the Executive Board, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Executive Board of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Executive Board may select.

Section 6. Minutes; Inspection Rights. Written minutes of the business conducted at meetings of the Executive Board shall be kept and retained at the Corporation's principal office, open for inspection by any Director at all reasonable times. The Corporation also shall establish a system for tracking Executive Board approvals and disapprovals, and to provide the Executive

Board with a tool for confirming subsequent actions and policies taken in response to Executive Board decisions.

**ARTICLE IX  
AMENDMENTS**

Section 1. Executive Board Proposal. The Executive Board may propose one or more amendments to the Bylaws for submission to the Members. For the amendment to be adopted all of the following shall have occurred:


(a) The Executive Board shall recommend the amendment to the Members unless the Executive Board determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for that determination to the Members with the amendment; and

(b) The Members entitled to vote on the amendment shall approve the amendment as provided by Section 2 of this Article.

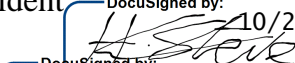
Section 2. Member Approval. The amendment to be adopted shall be approved by Sixty percent (60%) or 3/5 of the votes cast at which a quorum is present.

Certified a true and correct copy of the Bylaws adopted on November 20<sup>th</sup>, 2021 by the transitional Board of Directors of BCUSA.


Mr. Martin Ndayisenga, The President

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Habiyambere Sunzu Steve, The Vice-President

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Zachariah Kavamahanga, Director/Treasurer

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
Sinzinkayo Eli, Director / Statutory Agent

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Nickson Hatungimana, Director/Secretary

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Nickson Hatungimana

Pascal Maboko, Director/Speaker

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Stamp of BCUSA (The "Corporation"):