



Southern California United Brothers & Sisters of Sierra Leone (SoCal UBSSL)

EIN: 84-2787358
P.O. Box 674 Corona, CA 92878
(951) 376-7300
www.socalubssl.org



BYLAWS OF SOUTHERN CALIFORNIA

UNITED BROTHERS AND SISTERS OF SIERRA LEONE (*SoCal UBSSL*)

(March 27, 2026)

BYLAWS OF SOUTHERN CALIFORNIA UNITED BROTHERS AND SISTERS OF SIERRA LEONE (SoCal UBSSL)

Article 1

Name and Purpose

Section 1

The corporation shall be Southern California United Brothers and Sisters of Sierra Leone.

Section 2

The specific purpose of Southern California United Brothers and Sisters of Sierra Leone (**SoCal UBSSL**) is to support the poor and underprivileged and promote positive native traditions and culture in Sierra Leone and Southern California. We also aim to assist in providing modern educational opportunities, including financial scholarships in Sierra Leone, by partnering with individuals, organizations, and corporations. Here in the United States, we aspire to promote and teach Sierra Leone's culture to the local community and financially assist academically distinguished and financially deprived students through scholarships.



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Article 2 Membership

Section 1

Membership in **SoCal UBSSL** is open to all Sierra Leoneans over age eighteen (18) and descendants of Sierra Leone, irrespective of ethnic background or religious belief. Membership is defined as the member, spouse, and children under eighteen (18) years old.

Members are active if they are current in their dues and financial obligations **SoCal UBSSL** or are not more than three months delinquent. Additionally, the following conditions must be met to maintain active status: 1) Attend meetings regularly; 2) participate in **SoCal UBSSL**'s Annual Fundraising event; and 3) Promote a positive image of **SoCal UBSSL** within the local community.

Members are inactive if they have not paid their membership dues and other financial obligations to **SoCal UBSSL** for three months. Their total obligations will continue to accrue if they are inactive until the inactive member submits a resignation letter. Not meeting the additional conditions mentioned above automatically results in an inactive status. An inactive member has no privileges and cannot participate in active membership discussions, deliberations, or any other **SoCal UBSSL** function. An inactive member who does not attend a meeting will not receive communication on the deliberations of that meeting.

Section 2

Accepted members shall pay a registration fee of \$50.00. Monthly dues of \$20.00 will be effective in the subsequent month. The monthly dues cover the member's spouse and minor children. Members who paid \$200 of their monthly dues by June 30 are paid in full for the year.

Section 3

A **Statutory member** will be given the right to protect their membership interest. He/she is allowed to inspect organization records, attend meetings, and have other privileges as all members. He/she will not be obliged to pay organizational dues. Furthermore, to attain Statutory membership, the following criteria should have been met:

- Statutory members shall have first been a registered voting member and have demonstrated a high level of participation and contribution to the organization.
- Be generally recognized for his/her contribution to the activities of **SoCal UBSSL**
- He/she will be voted as a Statutory member by active voting members.
- He/she must have served the organization for over 10 years.
- He/she must have settled all financial obligations with the organization and must not have any outstanding financial obligations.
- To fully gain Statutory membership, two-thirds of the majority vote of the general membership present at the subsequent meeting.

Section 4

Membership shall terminate when a member gives the president or the Secretary-General notice of resignation. Upon expulsion by members of the association following a determination that the member has engaged in a conduct that is materially and seriously prejudicial to the interests or purpose of **SoCal UBSSL** the recommendation of the board and by a two-thirds majority vote of the general membership present at the subsequent meeting, any member or officer of **SoCal UBSSL** may be suspended, impeached, and suspended indefinitely for acts contrary to the mission and vision of **SoCal UBSSL**. This includes engaging in extramarital



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affairs with the spouse of any other member of **SoCal UBSSL**. Members who are inactive for twelve consecutive months are automatically suspended indefinitely. Suspended members do not have rights or privileges in **SoCal UBSSL**. A suspension shall not relieve a member of unpaid dues or other charges previously accrued. Upon the board's recommendation and by a two-thirds majority vote of the general membership present at the subsequent meeting, a suspended member or officer shall be reinstated to Active status unless that member was suspended/terminated for engaging in extramarital affairs as stated above.

Section 5

A member of **SoCal UBSSL** is not personally liable for the debts, liabilities, or obligations of **SoCal UBSSL**. Any member dismissed or who voluntarily quits **SoCal UBSSL** will not be entitled to a refund of dues and contributions.

Article 3

Board of Directors (Board)

Section 1

The Board is responsible for the overall policy and direction of **SoCal UBSSL**, and it delegates responsibility for day-to-day operations to **SoCal UBSSL** members. The Board shall have up to five (5) and not fewer than three (3) members. The board receives no compensation other than reasonable expense reimbursements.

Section 2

Elections of the new board of directors will take place as the last item of business at the June meeting of **SoCal UBSSL**. Directors will be elected by a simple majority vote (one vote per member) of the active members present during the meeting. To be eligible for election, a board director must have been a member for at least one year and must not have any outstanding financial obligation to **SoCal UBSSL**.

Section 3

All Board directors shall serve two-year terms, but are eligible for re-election if they meet the conditions in Article 3, Section 2 above. Each officer shall be elected by members-in-good-standing present and serve for a period of two years. All vacancies in these offices shall be appointed by the Board Chair, or when absent, the Board of Directors, for the remainder of that year.

Section 4

Board directors must have a sound knowledge of computer technology or be willing to learn. The board directors' duties are as follows:

A. President

The president is the general manager and chief executive officer of **SoCal UBSSL**. He/she is charged with ensuring **SoCal UBSSL**'s activities are compliant and in furtherance of its mission. The President shall preside at all meetings and ensure that meetings are orderly and start and end on schedule. The President must be one of the two signatories to all bank accounts and shall be the final person to approve all **SoCal UBSSL** expenditures. When necessary, he/she shall be the custodian of the checkbooks. He/she shall ask any board member to assist in other areas to ensure the smooth and efficient running of **SoCal UBSSL**. The President may exercise veto powers over all decisions the membership takes, especially when he/she feels that the decision runs contrary to the interests of **SoCal UBSSL**. A two-thirds vote of registered members is required to override the presidential veto.



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B. Vice President

The Vice President shall perform all the duties of the President when the President is unavailable. The Vice President shall have all the powers of the President vested in him/her when acting in the capacity of President.

C. Secretary General (Sec-Gen)

The Sec-Gen shall serve as an active conduit for communication between the board and members by giving proper notice of meetings and timely distribution of materials such as agendas and meeting minutes. The Sec-Gen shall be knowledgeable of **SoCal UBSSL**'s records and related materials and shall be able to provide advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at a meeting or a new amendment to state corporate law, for example. The Sec-Gen shall aim to be helpful to the board as they discharge their fiduciary duties. The Secretary-General is also charged with recording accurate minutes and being aware and sensitive to any special or confidential information discussed at a meeting. As the custodian of **SoCal UBSSL**'s records, Sec-Gen is responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing deadlines. The Sec-Gen shall have a calendar of filing deadlines, including a filing with the California Secretary of State, the California Attorney General, the California Franchise Tax Board, and the IRS. The Sec-Gen is responsible for sending out press releases, reviewing and updating documents as necessary, and ensuring all documents are safely stored and readily accessible for inspection by directors and/or members. If the president and vice president are absent from a meeting, the Secretary-General shall serve as meeting chair, and one member shall be appointed to take minutes.

D. Treasurer

The Treasurer oversees the management and reporting of **SoCal UBSSL**'s finances, including basic tasks such as selecting a bank, reconciling bank statements, and managing cash flow. The Treasurer shall know who can access **SoCal UBSSL**'s funds and any outstanding bills or debts owed. The Treasurer shall create and maintain systems for ensuring **SoCal UBSSL**'s ongoing solvency and develop **SoCal UBSSL**'s financial policies, including check signing authority, expense reimbursement, and petty cash policies. The Treasurer is responsible for preparing an annual budget and regularly monitoring and comparing the revenues and expenses incurred against such a budget. The budget shall be reviewed and approved by the board. However, the Treasurer shall be prepared to explain and justify the document. The Treasurer shall prepare **SoCal UBSSL**'s quarterly and all required financial reports. The Treasurer is also responsible for promptly completing required financial reporting forms (including the IRS Form 990) and making these forms available for the board's review. The Treasurer shall keep the board apprised of key financial events, trends, and concerns and his/her assessments of **SoCal UBSSL**'s fiscal health. The Treasurer shall maintain accurate financial records of **SoCal UBSSL** and disburse **SoCal UBSSL** funds as directed by the board. The Treasurer shall deposit all money collected at monthly meetings into the **SoCal UBSSL** account within three working days and forward a copy of the deposit receipt to the president no more than five days after the money has been handed over for deposit. He/she shall pay monthly dues to the president at meetings, who will then issue a receipt for this transaction. At each meeting, the Treasurer shall give a financial report detailing the balance brought forward and members' monetary transactions. The Treasurer shall have desirable skills such as financial literacy, attention to detail, timeliness in completing tasks, clear and accurate record-keeping, and a willingness to ask questions.

E. Social Secretary

The Social Secretary is responsible for planning and directing public relations programs designed to create and maintain a favorable public image for **SoCal UBSSL**. He/she shall plan and direct activities to solicit and



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maintain funds for special projects. The Social Secretary is responsible for donors, community, and public relations. This includes responsibility for social media presence and marketing materials. He/she leads task forces accountable for managing time-limited social tasks or events, for example, putting together a group of volunteers for community development activities. He/she ensures that So-Cal UBSSL handles its affairs and plans a presence at other events. The core mission of the Social Secretary is to organize social events that highlight **SoCal UBSSL**. As the Social Secretary, you coordinate these events from start to finish and are expected to create, present, and maintain the social calendar for **SoCal UBSSL**.

Section 5

When a vacancy on the board exists, active members shall send nominations for a new board director to the Secretary General two weeks before a membership meeting. The nominations shall be sent out to members with the regular announcement to be voted upon at the next meeting. Vacancies will be filled only to the end of the vacant board director's term.

Section 6

Resignation from the Board must be sent in written format to the Secretary General. A Board member shall be dropped for excess absences from the Board if he/she has three unexcused absences from meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the general membership.

Section 7

Commitment and Ethics Rule

Each Board of Director must maintain a high commitment to the stated mission and goals of **SoCal UBSSL** and exhibit the highest ethical standards in the conduct of business, as suggested among nonprofit organizations and the most recent code of ethics. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, shall be removed from the Board of Directors.

Article 4 Meetings

Section 1

Monthly meetings shall be held on the last Saturday of every month or at the discretion of the Executive Body.

Section 2

Meetings shall take place at the residences of **SoCal UBSSL** members on a rotational basis and shall commence between 5:00 pm and 7:00 pm. If necessary, modifications may be made.

Section 3

Members are required to attend all meetings. Any member who cannot attend a scheduled meeting shall inform the secretary ahead of time.

Section 4

A simple majority of members, which must include at least two board directors, is required to convene a full meeting and transact business on behalf of **SoCal UBSSL**. If there is, however, a need for a meeting to be



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convened but the requirement above cannot be met, a sub-group meeting shall be held with all business and transactions made in that meeting forwarded to the next full meeting for further consideration and or ratification.

Section 5

The president shall preside over all general meetings, with the vice president substituting for the president when he/she is unavailable. If the president and vice president are unavailable, the secretary shall preside over the meeting. Meetings shall commence with prayers.

Section 6

The official languages through which meetings shall be conducted are English and Creole.

Section 7

The president may summon an emergency meeting at any time if he/she feels that the nature of the business to be conducted at that meeting is of such urgency that it cannot be deferred to the next regular meeting.

Section 8

Monthly membership meeting hosts having a private event on the same day of a meeting shall commence their event only after the conclusion of the **SoCal UBSSL** meeting.

Section 9

Conference Calls and Electronic Meetings:

Meetings may be held by conference call if all members can simultaneously hear one another
These meetings or calls will be decided by the executive board
Meetings should be held on platforms that protect the integrity and privacy of the organization

Article 5 Committees

Section 1

The President may appoint standing and ad hoc committee Chairs as needed. Each committee created will be governed by the Board of Directors.

Section 2

SoCal UBSSL will have two types of committees: **Standing Committees** that address ongoing needs of the organization, and **Special Committees** that address tasks, issues, or needs of a shorter term and/or finite duration. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee (except the Finance Committee) is authorized to make binding decisions for the corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Standing Committee and Special Committee. Each committee must promptly submit a written record of its actions to the Secretary of the Board of Directors.



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Article 6 **Benefits**

All services provided to **SoCal UBSSL** by its members are done voluntarily, and no compensation is offered to members accordingly. In addition, members have no benefit from their association with **SoCal UBSSL**.

Article 7 **Fiscal Policies, Finance, and Audit**

Section 1

The fiscal year of **SoCal UBSSL** and the board of directors shall be July 1 to June 30.

Section 2

Funds and Property

All funds and property held by **SoCal UBSSL** are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans, and donations must first meet published organization guidelines. Each member, having custody of organization funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the organization.

Section 3

Records and Reports

The finances of **SoCal UBSSL** shall be maintained in accordance with generally accepted accounting principles, and its records shall be kept in such a manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4

Deposits & Disbursements

All disbursements greater than \$1,000 from the organization's accounts shall be made only by checks or similar money orders signed by two authorized representatives, including a person approved by the Board to serve in that role and any one of the following officers: Chair, Vice Chair, Treasurer. Disbursements of a lesser amount shall be made only by check or similar money order signed by one of the following representatives: Chair, Vice Chair, Treasurer.

Section 5

Audits

The financial statements of this corporation shall be audited periodically as determined by the Board. Such an audit shall be conducted by a competent, certified public accountant of recognized standing who is not an officer of the organization. Upon written request, audit reports should be made available to organization members and to any appropriate judicial authority.



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Article 8 **Conflict of Interest Policy**

Section I **Purpose**

The purpose of the conflict-of-interest policy is to protect SoCal UBSSL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SoCal UBSSL or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest relevant to nonprofit and charitable organizations.

Section II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which SoCal UBSSL has a transaction or arrangement,
- b. A compensation arrangement with SoCal UBSSL or with any entity or individual with which SoCal UBSSL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with So-Cal UBSSL negotiating a transaction or agreement.

Compensation includes direct and indirect remuneration and gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be allowed to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested



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person, he/she shall leave the governing board or committee meeting. In contrast, the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may present at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether **SoCal UBSSL** can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in **SoCal UBSSL**'s best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or

If there is a possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV

Records of Proceedings

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

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

Section V

Compensation

Only expenses incurred by a member on behalf of **SoCal UBSSL** that have prior approval by the board of directors qualify for reimbursement. No other expense can be reimbursed.



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Section VI

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy and
- d.** Understands **SoCal UBSSL** is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section VII

Periodic Reviews

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

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to **SoCal UBSSL**'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section VIII

Use of Outside Experts

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

Article 9 **Amendments**

Section 1

A two-thirds vote of members may amend these Bylaws present at any meeting, provided a quorum is present, and a copy of the proposed amendment(s) is submitted to the Secretary (at least one week prior to said meeting) to be sent out with regular meeting announcements.



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Article 10 **Code of Conduct**

Section I

Serving Others by Listening and Leading

SoCal UBSSL leadership in this sector is informed by listening deeply to the needs of members and seeking insights from many perspectives. Keeping our hearts and minds open is vital to being bold and nimble advocates for nonprofits and the people we serve.

Section II

Innovation and a Sense of Hope

SoCal UBSSL believes that we can create a better future through innovation and societal change. This sense of hope leads to creative approaches and new models that work. We seek to nurture the spirit of the nonprofit community by recognizing and celebrating successes and learning from valuable failures.

Section III

Integrity and Accountability

SoCal UBSSL leadership will help the organization to be effective in achieving its mission and accountable to all its stakeholders – members, its community, constituents, donors, board, staff, volunteers, collaborators, and the government. **SoCal UBSSL** organization believes in modeling this trustworthiness and integrity that earns the public's high regard for the organization continuously.

Section III

The Rich Diversity of the People of Sierra Leone

SoCal UBSSL celebrates, respects, and includes all of Sierra Leonean cultures, regions, religions, and political views. **SoCal UBSSL** strives to create an environment in which members feel heard, safe, respected, and supported. **SoCal UBSSL** is committed to careful stewardship of all humans, natural, and financial resources. We use the time and talents of those working with the organization carefully, are environmentally responsible, and spend the funds invested in us wisely.

Section IV

Inappropriate Languages and Physical Altercation

SoCal UBSSL leadership will impose the following fines on members and executives who violate the following policies:

- Inappropriate Verbal language – Ranging between \$50 - \$100.
All members shall conduct themselves in a manner that governs appropriate behavior.
- Inappropriate Physical Altercation – Ranging from \$500 to termination of membership.

SoCal UBSSL members will adopt Respect, Honesty, Integrity, Transparency, Confidentiality, and Equity.



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SoCal UBSSL Values

Fundamental to all SoCal UBSSL members are certain values:

- Nurturing strong, self-reliant individuals with expanded capacity for accomplishment.
- Learning how people can create a sense of community, whether at the neighborhood level or as a global society.
- Building strong communities through collaboration to provide a basis for positive change.
- Encouraging responsible citizen participation to help foster social cohesion.
- Promoting the social, economic, and political empowerment of all individuals and communities to preserve fundamental democratic principles and rights.
- Developing leadership to build upon the needs and values of people and to inspire the aspirations and potential of others.
- Respecting the diversity of life to maintain a sustainable human and physical environment.

SoCal UBSSL Code of Ethics

Respect for the communities we work with and serve.

Integrity in our actions.

Responsibility for our decisions and their consequences

SoCal UBSSL is committed to:

- Acting honestly, truthfully, and with integrity in all our transactions and dealings.
- Avoiding conflicts of interest.
- Appropriately handling actual or apparent conflicts of interest in our relationships.
- Treating our grantees fairly.
- Treating every individual with dignity and respect.
- Treating members with respect, fairness, and good faith and providing conditions that safeguard their rights and welfare.
- Being a good corporate citizen and complying with both the spirit and the letter of the law.



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- Acting responsibly toward the communities in which we work and for the benefit of the communities that we serve.
- Being responsible, transparent, and accountable for all of our actions.
- Improving the accountability, transparency, ethical conduct, and effectiveness of the organization.

These Bylaws were approved at a general membership meeting of the members of **SoCal UBSSL** on March 28, 2026.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that he/she is duly elected, qualified, and the current President of **SoCal UBSSL**, a California non-profit corporation, and that the preceding Bylaws, comprising eight (13) pages, were adopted as **SoCal UBSSL**'s bylaws on March 27, 2026, by the **SoCal UBSSL** members.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand on the 28th day of March 2026.

Signature:

Bunting Smith, President