



## **BYLAWS OF Sierra Visions, Inc.**

[www.sierravisions.org](http://www.sierravisions.org)

[info@sierravisions.org](mailto:info@sierravisions.org)

Laurel, Maryland 20708



## **TABLE OF CONTENTS**

BYLAWS OF Sierra Visions, Inc.....	1
TABLE OF CONTENTS.....	2
ARTICLE I - NAME, PURPOSE.....	3
ARTICLE II - MEMBERSHIP.....	3
Section 1: Membership.....	3
Section 2: Executive Committee (EC).....	5
ARTICLE III - MEETINGS.....	7
ARTICLE IV – BOARD OF DIRECTORS.....	8
ARTICLE V - COMMITTEES.....	9
ARTICLE VI - VOTING & AMENDMENTS.....	9



## **ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization, a non-profit, organized under the Maryland Non-profit Corporation (hereinafter the "Act") and the laws of the State of Maryland, shall be the "Sierra Vision, Inc." (Hereinafter the "SV" or "Sierra Visions").

Section 2: Sierra Visions is organized exclusively for charitable and educational purposes, more specifically to foster social reform and economic development in Sierra Leone. Our vision is that Sierra Leone could be developed using our Five-T model, which will focus on five core industries within the country: Technology, health, education, shelter, and youth that could bring economic sustainability and social reform.

Section 3: Registered Office. The registered office of Sierra Visions, Inc in Maryland shall be P.O. Box 4116 Silver Spring, MD 20914. This address could change with the authorization of the Founding Members.

Section 4: Other Offices. Sierra Visions may also have offices in Freetown, Sierra Leone, UK, or other locations in the Diaspora, contingent on the availability of senior members and Board of Directors.

## **ARTICLE II - MEMBERSHIP**

### **Section 1: Membership**

Membership shall consist of:

Board of Directors: The BOD is voted by the Executive or Associate members depending on the specific location. The organization will have a total of 3 to 5 BODs with at least one member representing the UK branch and one representing the US branch. A Board member should also be in Sierra Leone, but not required.

The BOD should:

- Assist with fundraising
- Assist the organization to develop partnerships or contacts
- Make a personal and if possible business contribution to the organization's annual operating needs

[www.sierravisions.org](http://www.sierravisions.org)

[info@sierravisions.org](mailto:info@sierravisions.org)

Laurel, Maryland 20708



- Participate in or attend most of the program activities involving the organization
- Provide support for Sierra Visions projects and fundraising events
- Provide senior leadership and offer advice to the organization when needed, and vote on policies and processes that the organization develops

**Founding Members:** The Founding members of the organization.

Founding members founded Sierra Visions on February 2003 and have similar responsibilities as Associate members. Founding members, like Associate members, could resign from their post or Sierra Visions at anytime; however, they will continue to hold the status as Founding members. Founding members should:

- Provide leadership and guidance to other members, and vote on policies and procedures.
- Continually assess the appropriateness and effectiveness of Sierra Visions' resources and services as they relate to the needs of the people of Sierra Leone and adhere to its mission statement.
- Pay annual dues on time
- Be the primary contact to disseminate information to the public about Sierra Visions (active members)

**Members:** Members of the organization.

Associate Members: Members who do not have a Founding member status, but will share the same responsibilities as the Founding members. These members can also serve in the Executive Committee (EC).

All Associate members are required to:

- Attend meetings or inform the organization of their absence.
- Make annual due payments, in the amount of **\$125**, by the end of the 2<sup>nd</sup> quarter of the year (June 30), use their financial contribution for programs and events in lieu of dues (contingent of provision of receipts), secure funding of an amount equal to or greater than the due amount
- College students have an annual membership fee of **\$75**
- Should initiate, facilitate, and participate in organization programs and fundraising events, as well as review and approve future members.
- Contribute to taking minutes and prepare the organization's newsletter.
- Eligible to serve as a Sierra Visions Executive member



**Contributing Members:** These members support programs and fundraising events, and provide financial contribution through monthly or annual subscription in the amount of **\$75**. These members do not have to attend meetings, but could vote on policies and processes once they pay their dues.

Responsibilities of Contributing members include:

- Take meeting minutes
- Participate in SV programs and fundraising events
- Contribute to Newsletters
- Vote contingent of payment of dues

## **Section 2: Executive Committee (EC)**

All members, who have paid their annual dues for the prior year or currently, are eligible to be nominated and elected to assume any of the five key EC roles. These roles, with the exception of Program Director, are subject rotating annual elections at the beginning of each year. The responsibilities for these roles are as follows:

### President

- Inform Board Founder representative of SV activities
- Oversee all projects
- Grow the organization by increasing projects, members, funds, partnerships with the Diasporas and Sierra Leone, the public/private sector.
- Promote the organization through publicity,
- Get approval for plans and proposal.
- Propose ways to achieve his/her vision for the organization

### Vice President

- Lead recruitment
- Oversee all projects,
- Develop partnerships with the Diasporas and Sierra Leone, as well as the public/private sector
- Lead administrative and reorganization projects

### Business Development Director

- Conduct foundation and corporate grant research and submit proposals
- Develop fundraising activities
- Participate in fundraising activities of other organizations including public speaking engagements to raise awareness of SV



#### Finance Director

- Develop annual budget and expense report for projects
- Provide information on monthly cash flow of the organization
- Collect dues and track payment of dues
- Make payments of organization's expenses

#### Marketing Director

- Lead Marketing and Communications projects
- Manage the dissemination of information to the public through the newsletter and SV website
- Prepare press releases for SV events
- Promote SV events

#### SV Founder Board of Director Representative

- Act as the SV liaison to the BoD
- Inform BoD of SV activities semi-annually
- Communicate with the president to learn about ongoing SV activities
- Continue to pay annual dues

#### Program Director (Non-Election Role)

- Analyze and Design T-Model program ideas
- Develop and Manage T-Model programs and projects plans
- Communicate with the president to learn about ongoing SV activities
- Continue to pay annual dues

The President shall convene regularly scheduled meetings, shall preside or arrange for other members of the EC to preside at each meeting in the following order: Vice-President, Finance Director, Business Development Director, Marketing Director, and Program Directors

The Vice-President will chair committees on special subjects as designated by Executive members.

All SV members shall take turns as Secretary, and shall be responsible for keeping records of actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records are maintained.

The Financial Director shall make a report of SV's finances for the Board and members. He/she shall chair the finance committee, assist in the preparation of the budget, help develop

[www.sierravisions.org](http://www.sierravisions.org)

[info@sierravisions.org](mailto:info@sierravisions.org)

Laurel, Maryland 20708



fundraising plans, and make financial information available to Board members and the public. In addition, the Finance Director must provide a monthly financial report to the members via email or meetings.

All Funds raised by the Sierra Visions, Inc., shall be, consistent with State Law and County Ordinance and policy, be submitted to the Financial Director, who will deposit the funds into a Sierra Visions, Inc. bank account within five (5) working days of receipt, so that all funds raised shall be used solely for the purposes of Sierra Visions, Inc.

Disbursements for day-to-day operation (less than \$100.00 per month), may occur without notification to the President and Vice President. All other, checks, drafts or any other disbursement from a Sierra Visions account will require notification to the President.

To other members besides the Finance Director—President and Vice President-- shall have access to the bank account and bank information. All members should report to the Finance Director of any deposits made into the account, the source of the fund, and description of the allocation of the amount.

Vacancies. When a Board or EC vacancy exists, nominations for new members may be received by any member at least two days in advance of a meeting. These nominations shall be sent out to all members with the regular meeting announcement, to be voted upon at the next meeting. These vacancies will be filled only to the end of the particular member's term.

All members shall recruit new members, either by word of mouth, special recruitment events, or in the organization's publications. Sierra Visions accepts both male and female members, of Sierra Leonean and other nationalities. There are no age limits, but members should come with dedication to support Sierra Visions' mission.

### **ARTICLE III - MEETINGS**

Section 1: Meeting. The date of the regular meetings shall be set by the President who shall also set the time and dates. Meetings for all members shall occur on the first and third Saturdays of each month unless otherwise noted. In addition, each branch may hold meetings according to their schedule. Almost all meetings shall be held via online/telephone conferencing. When deemed necessary, in-person meeting shall be convened. Refer to the SV Group Workspace for Meeting Agenda, and Minutes.

Section 2: Special Meetings. Special meetings regarding a particular project may be called by the EC or any member.

[www.sierravisions.org](http://www.sierravisions.org)

[info@sierravisions.org](mailto:info@sierravisions.org)

Laurel, Maryland 20708



Section 3: Notice. Notice of each meeting shall be given to each member, by email, or phone, not less than five days before the meeting.

Section 4: Quorum. A quorum must be attended by at least two-thirds of members before business can be transacted or motions made or passed.

## **ARTICLE IV – BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The EC is responsible for advising the overall policy and direction of the organization. The Board shall have up to 5 and not fewer than 3 members. The board receives no compensation.

Section 2: Meetings. The Board and/or EC shall meet when invited by the Founding or EC members of other branches--when appropriate-- and at an agreed upon time and place.

Section 3: Board Elections. The Founding or EC members of other branches (when appropriate) shall select and elect the BOD. Elections will take place when needed by the organization.

Section 4: Terms. All Board members shall serve an unlimited term, but the organization could terminate a Board member's role at any time. In addition, a Board member is also free to resign from his/her post at anytime.

Section 5: Quorum. A quorum must be attended by at least two-thirds of the Board Members or EC before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice three weeks in advance.

Section 7: Officers and Duties. As Sierra Visions is currently a small organization, the Board will have limited responsibilities or officers. The Founding members will assume the role of the Board until members make further amendments. Refer to Article II, Section 1.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present members not less than two weeks in advance of a meeting. These nominations shall be sent out to members with the regular meeting announcement, to be voted upon at the next meeting. These vacancies will be filled only to the end of the particular Board member's term.



Section 9: Resignation, Suspension, Termination and Absences. Resignation from the Board must be in writing (email or mail) and received by the Board Liaison. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. Any member found in violation of SV's By Laws shall be suspended or terminated by a two-thirds vote of the Board or EC members.

## **ARTICLE V - COMMITTEES**

Section 1: The Founding Members may create committees as needed, such as fundraising, programs, etc.

Section 2: Each member is encouraged to chair a committee or T-model. Those members who do not chair committees should provide support and other assistance when needed.

Section 3: Finance Committee. The Finance Director is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with members. The Founding and Senior members must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Founding members. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the all members showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 4: Membership Committee. There shall be an AD HOC membership committee whose duties are to evaluate prospective members and to keep an updated list of approved names of prospective members and to recommend approved candidates for membership to the organization in case of vacancies.

Section 5: Committee Classifications. Committees shall be designated as STANDING committees and AD HOC committees. Standing committees will be those, which are formed for at least one year. The AD HOC committees will be appointed as needed.

## **ARTICLE VI - VOTING & AMENDMENTS**

Section 1: \*All proposed changes to these Bylaws shall have been approved by the Executive Committee before being presented to the general membership for a vote.\*

Section 2: No official business of SV shall be conducted unless a quorum of SV is present.



Section 3: A quorum of the Chapter shall be defined as 75 percent of the voting membership of SV or [at least 10 ] members, which ever is greater.

Section 4: A simple majority of the members present and voting shall be required to carry a motion.

(To vote on the Bylaws, SV should have a quorum (75% of the members present unless specified otherwise) and the action will be passed by a plurality of affirmative votes (majority of those voting yea or nay.))

Section 5: Officers will be elected by a plurality of votes cast. If the election is conducted by mail ballot, sufficient ballots must be returned to have constituted a quorum.

(If elections are conducted by mail ballot, specific procedures should be included here, especially ballot preparation, how ballots are distributed, and how long the membership has to return the ballots.)

Section 6: These Bylaws may be amended when necessary by a two-thirds majority of the members. Proposed amendments must be submitted to one of the Executive Committee to be sent out with regular organization announcements.

These Bylaws were approved at a meeting of the Founding Members of Sierra Visions, Inc. on May 21, 2007.