ASSOCIATION OF SOMALI AGRICULTURAL PROFESSIONALS
BYLAWS

ARTICLE I. NAME OF ORGANIZATION
The name of the organization is ASSOCIATION OF SOMALI AGRICULTURAL PROFESSIONALS hereinafter called ASAP. It shall be not-for-profit organization.

ARTICLE II. ASAP PURPOSE
Section 1. Nonprofit Purpose
This association is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose
Association of Somali Agricultural Professionals (ASAP) provides a forum to exchange constructive ideas for all interested in the development of agriculture in Somalia.

The specific objectives and purpose of this organization shall be:

a) Promote a resilient and sustainable agricultural development in Somalia.

b) Facilitate transfer of agricultural technologies to Somalia.

c) Sponsor, host and/or participate in events and activities that promote Somali agricultural development.

ARTICLE III. MEMBERSHIP
Section 1. Eligibility for Membership
Application for voting membership shall be open to any individual that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the ASAP Board.

Section 2. Annual Dues
The amount required for annual dues shall be $25.00 and $5.00 for regular and student members, respectively, each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members
Each member shall be eligible to vote in ASAP elections.
Section 4. Resignation and Termination
Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member shall have his membership terminated by a majority vote of the ASAP Board.

Section 5. Non-voting Membership
The ASAP Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. ORGANS OF ASAP
The ASAP shall have the following organs:

I. General Assembly
II. ASAP Board
III. Ethics Committee
IV. Executive Committee

The compositions and relationships among these organs shall be as stipulated in these Bylaws.

ARTICLE V. GENERAL ASSEMBLY
Section 1. Composition
The members of ASAP in good standing shall constitute the General Assembly.

Section 2. Functions
1. The General Assembly shall elect members of the ASAP Board and Ethics Committee.
2. The General Assembly may adopt resolutions, amend the Bylaws, and, in general, exercise all powers necessary to promote the aims and purposes of ASAP.

Section 3. General Meeting
An annual meeting of the members shall take place in the month of July, the specific date, time and location of which will be designated by the Executive Committee (ASAP Board). At the annual meeting, the members shall elect ASAP Board and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 4. Special Meetings
Special meetings may be called by the Chair or a simple majority of the ASAP Board. A petition signed by fifty-one percent (51%) of voting members may also call a special meeting.

Section 5. Notice of Meetings
A notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting.
Section 6. Quorum
A quorum for a meeting of the members shall consist of at least two-third (2/3) of the active membership. However, due to the nascent organization, the ASAP Board may decide an alternative quorum.

Section 7. Voting
All issues to be voted on shall be decided by a simple majority of those participants at the meeting in which the vote takes place.

ARTICLE VI. ASAP BOARD
Section 1. Composition
The ASAP Board shall be composed of elected members by the General Assembly.

Section 2. Functions
The affairs of the association shall be managed by the ASAP Board. The Board shall have control of and be responsible for the management of the affairs and property of the association. For this purpose, it shall:

1. Adapt policies and formulate plans.
2. Submit annual report of the status of the ASAP to the General Assembly.
3. Approve the membership application of ASAP members.
4. Appoint members of the Executive Committee.
5. Approve the annual budget of ASAP.
6. Raise funds for the operation of ASAP.
7. Allocate funds and resources for various ASAP functions.
8. May adapt its own rules of procedure.
9. May establish functional committees as it deems necessary.

Section 3. Number, Tenure, and Requirements
The total numbers of ASAP Board shall be eleven (11) including the following officers: the Chairperson and the Deputy Chairperson. Members of the Board shall elect both officers among themselves for a one year renewable term.

The members of the ASAP Board shall, upon election, immediately enter the performance of their duties and shall continue in office until their successors shall be duly elected. All members of the Board must be approved by a majority vote of the General Assembly members present and voting.

Each member of the Board shall be a member of the association whose membership dues are paid in full and shall hold office for up to a two-year term. The term of a member of the Board may be renewable.

The terms of the Board shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire.
Each member of the Board, without justifiable reason, shall attend at least nine (9) monthly meetings of the Board per year.

Section 4. Regular Meetings
A regular meeting of the Board shall be held at the first Saturday of the month of each calendar year and at a location designated by the Chairperson of the Board. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than ten (10) days, prior to the meeting date. The meeting may take place in person, by phone, videoconference, teleconference, or other means determined by Board.

Section 5. Special Meetings
Special meetings of the Board may be called by or at the request of the Chairperson or any three members of the Board. The person or persons authorized to call special meetings of the Board may select any location, as the place for holding any special meeting of the Board called by them.

Section 6. Notice
Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Any member may waive notice of any meeting.

Section 7. Quorum
The presence of a two-third of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

Section 8. Forfeiture
Any member of the Board who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Chairperson shall notify the member in writing that his or her seat has been declared vacant. Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 12 of this Article in these by-laws.

Section 9. Vacancies
Whenever any vacancy occurs in the Board, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board. Such filled vacancy is valid until the next meeting of General Assembly.
Section 10. Compensation
Members of the ASAP Board shall not receive any compensation for their services.

Section 11. Advisory Council
An Advisory Council may be created whose members shall be elected by the members of the Board but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the association by providing expertise and professional knowledge.

Section 12. Removal.
Any member of the Board or members of the Advisory Council may be removed, at any time, by a vote of two-thirds (2/3) of the members of the Board if in their judgment the best interest of the association would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

ARTICLE VII. QUALIFICATIONS OF ASAP OFFICERS
An officer of ASAP shall:

- Have intent and commitment to advance ASAP missions, visions, and Bylaws
- Abide by the ASAP’s Conflict of Interest policy
- Have a degree or diploma in agriculture or related fields
- Have a professional experience of at least four years
- Act ethically and with great integrity while adhering to the states mission and purpose of ASAP
- Have no conflict of interest; real and or apparent
- Be a good standing and active ASAP member for at least 2 years

ARTICLE VIII. OFFICERS OF ASAP BOARD
The officers of this Board shall be the Chairperson and Deputy Chairperson.

Section 1. Chairperson
The Chairperson shall:

I. Preside and set the agenda of all meetings of the General Assembly.
II. Preside and set the agenda of all meetings of ASAP Board.
III. Implement decisions of ASAP Board.
IV. Supervise the operations of the Executive Committee.

Section 2. Deputy Chairperson
The Deputy Chairperson shall:
I. Assist the Chairperson in carrying out his duties.
II. Be vested with all powers of the Chairperson during his absence.

ARTICLE IX. ETHICS COMMITTEE
Section 1. Composition
The Ethics Committee shall be composed of appointed members by the ASAP Board (General Assembly). Each member of the committee shall be a member of the association whose membership dues are paid in full.

Section 2. Functions
The Ethics Committee shall have the responsibility of safeguarding the fundamental values of the association. It shall also function as the general audit of the association. For this purpose, it shall:

1. Establish the Code of Conduct of the ASAP.
2. Enforce the standards of conduct of ASAP members and officers.
3. Investigate alleged violation of ethics, rules, and regulations.
4. Make recommendations of any violations to ASAP Board.
5. May adapt its own rules of procedure.

Section 3. Number and Tenure
The total numbers of Ethics Committee shall be three (3) members. Members of the committee shall elect a Chairperson among themselves. The tenure of the committee shall be two years renewable term.

Section 4. Removal
Any member of the Ethics Committee may be removed by a simple majority of the ASAP Board.

ARTICLE X. OFFICERS OF ETHICS COMMITTEE
The Ethics Committee shall have a chairperson and two members.

Section 1. Chairperson
The Chairperson shall:

I. Head any ethical investigation
II. Preside and set the agenda of the committee’s meetings

Section 2. Members
Members of the Ethical Committee shall

I. Assist the Chairperson in carrying out his duties.
II. Participate in any ethical investigation
ARTICLE XI. EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall be composed of appointed members by the ASAP Board. Each member of the committee shall be a member of the association whose membership dues are paid in full.

Section 2. Functions
The Executive Committee shall handle the administrative, financial, and daily activities of ASAP. For this purpose, it shall:

1. Conduct day-to-day operations of the ASAP.
2. Assist the ASAP Board in planning and executing ASAP activities.
3. Fulfill the policies and agendas of ASAP Board.
4. Prepare budget proposals and submit them to ASAP Board.
5. Prepare status report and submit to ASAP Board.

Section 3. Number and Tenure
The Executive Committee shall consist of four (4) members. Each member of the committee shall be appointed by ASAP Board. The tenure of the committee shall be one-year renewable term.

Section 4. Removal
Any member of the Executive Committee may be removed by a simple majority of the ASAP Board.

ARTICLE XII. OFFICERS OF EXECUTIVE COMMITTEE
The officers of Executive Committee shall be the Chairperson, Deputy Chairperson, Treasurer and Secretary.

Section 1. Chairperson
The Chairperson shall have the following duties:

a. Preside and set the agenda of all meetings of the committee.
b. Have general and active management of the business of the committee.
c. Carry out all orders and resolutions of the ASAP Board.
d. Have general superintendence and direction of all other officers of the committee and see that their duties are properly performed.
e. Submit a report of the operations of the committee to the ASAP Board as well as all matters that may affect the association.
f. Act as the spokesperson of ASAP.
Section 2. Deputy Chairperson
The Deputy Chairperson shall:

a) Assist the Chairperson in all matters of the committee.
b) Be vested with all the powers and perform all the duties of the Chairperson during the absence of the latter.

Section 4. Treasurer
The Treasures shall:

a. Be principal manager of the ASAP finances.
b. Submit annual budget proposals to the ASAP Board.
c. Present a complete and accurate report of the ASAP finances to ASAP Board.
d. Assist in direct audits of the ASAP finances.
e. Set guidelines and generally accepted accounting principles.

Section 3. Secretary
The Secretary shall act as a clerk to all meetings of the Executive Committee, the ASAP Board, and the General Assembly. The Secretary’s duties shall consist of:

a. Record and maintain all votes and minutes of all proceedings.
b. Make the arrangements, in concert with other members of Executive Committee, of all meetings of the ASAP.
c. Send notices of all meetings to the members and take reservations for the meetings.
d. Perform all official correspondence of ASAP, as may be prescribed by the ASAP Board or the Chairperson of the Executive Committee.

ARTICLE XIII. FINANCES
I. ASAP shall be financed by membership dues, contributions, donations, and other legitimate funding sources.
II. The acceptance of funds shall be consistent with the aims and purposes of ASAP, as approved by the ASAP Board.

ARTICLE XIV. BOOKS AND RECORDS
The ASAP shall keep complete books and records of account and minutes of the proceedings of its meetings.

ARTICLE XV. DISSOLUTION
In the event of dissolution of ASAP, the ASAP Board shall, after paying or making provisions for the payment of all the liabilities, dispose of all assets of ASAP to non-for-profit Somali organizations organized and operated exclusively for religious, cultural, charitable, educational, and scientific purposes.
ARTICLE XVI. AMENDMENTS

I. Amendments to the Bylaws shall be submitted in writing to the Chairperson of the ASAP Board not less than thirty days prior to the General Assembly meeting.

II. The ASAP Board, after approving the proposed amendment by a two-thirds majority vote, shall present it to the General Assembly for approval at the next meeting.

III. All amendments shall require the approval of a two-thirds majority of a duly held General Assembly meeting.

ADOPTION OF BYLAWS

We, the Members of the General Assembly of the Association of Somali Agricultural Professionals, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the nine (9) preceding pages, as the Bylaws of this association.

ADOPTED AND APPROVED by the General Assembly on this _____ day of __________, 20__.

________________________________________
... , Chairperson of ASAP Board

________________________________________
ATTEST: ... , Secretary of ASAP Executive Committee