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BYLAWS

Bay Area Eritreans for Democratic Change (BAEDC)



PREAMBLE

We, Eritreans and Eritrean-Americans, residing in the Bay Area and environs, California, united in our common quest for a democratic and accountable government in Eritrea and our conviction to end the suffering of our people inside and outside the country:

Very concerned with the continued alarming exodus of Eritreans from Eritrea and lack of protection accorded to them during their journeys searching for safety and protection, and the continued deterioration of the situation in Eritrea;

Noting that the main cause for the exodus of Eritreans from Eritrea and continued deterioration of the condition in the Country is the repression, gross human rights violations and atrocities perpetrated by the Eritrean Government and the latter's implementation of indefinite national service policy and the absence of rule of law in Eritrea;

Conscious of our national and moral duty to work, in collaboration with other Eritreans, locally, regionally and throughout the world, to end the dictatorship in Eritrea thereby saving our people and country from more suffering and destruction.

Convinced that in order to build a strong and advanced country, it is necessary that democracy, rule of law and respect for human rights, which are the building blocks of economic and political development, be realized and also that our solidarity and unity, equality, love for truth and justice, self-reliance, and hard work, which we nurtured during our struggle for independence and which helped us to prevail over repression and occupation, become the core principle of our values and solidarity for change;

Realizing that in order to effectively achieve the above goals it is necessary that we create a platform through which we work harmoniously based on transparency, accountability and tolerance free from any bias on account of gender, race, ethnicity, religion, age, region, social status and political affiliation towards one another;

Hereby decide to form BAEDC on this 7th Date of December 2013.



SECTION 1: MISSION AND GOALS

A. MISSION

Bay Area Eritreans for Democratic Change (BAEDC) aims to see a constitutional governance in Eritrea in which all Eritreans are entitled to equal enjoyment of their rights irrespective of their ethnic origin, gender, region, religion, race, language, color, physical condition, age, political opinion, or social and economic group and/or status and that no one shall be above the law.

B. GOALS AND OBJECTIVES

BAEDC shall work to attain the following goals and objectives:

1. Advocate for a Constitutional system of government that ensures peace, democracy, justice and rule of law in Eritrea thereby also ensuring respect, protection, fulfillment and promotion of the fundamental freedoms and rights of Eritreans inside and outside the country
2. Strive to create platforms that would help enhance harmony and cooperation among Eritreans and Eritrean groups and organizations through improving the quality of public discourse and communication based on mutual respect and understanding thereby building the trust, collaborative spirit and mobilization necessary in fueling efforts aimed at bringing democracy and rule of law in the country. Thus, BAEDC shall endeavor to promote dialogues, tolerance, inclusiveness and transparency and accountability as a way of eradicating divisions and polarization of our society.
3. Develop or take part in developing strategies to mobilize the Eritrean public to achieve the above goals and objectives. It is believed that infusing social and cultural elements within the above activities will serve to strengthen the spirit and health of collaboration and unity among us, Eritreans.
4. Support and work with any organization or group that is democratically founded to ensure peace, democracy, justice, and rule of law in Eritrea.

SECTION 2: NAME, ADDRESS, AND OFFICES

A. NAME



The name of the organization shall be Bay Area Eritreans for Democratic Change, in short BAEDC.

B. PRINCIPAL ADDRESS

The Principal Office of the Organization shall be located in Oakland, County of Alameda in California, United States of America.

C. CHANGE OF ADDRESS

1. The Board of Directors may change the address of the principal office of the Organization within the County of Alameda with out prior approval from the Assembly of Members/General Body. The Board of Directors shall however make note of the new address and the reason for the change of address and communicate it to Members not later than seven (7) days after moving to the new address. Such change of address shall not be considered as nor require an amendment of these bylaws.
2. The Board of Directors may change the Principal address of the organization to a new location outside its current County only up on approval by the General Body. The designation of the county of the organization’s principal office may only be changed by amendment of these bylaws.

SECTION 3: PURPOSES AND FUNCTIONS

A. PURPOSES

BAEDC is a non-profit organization and movement and, as such, be operated for advocacy, education and charitable purposes and causes of human rights and democracy and community development within the meaning of Section 501(c)(3) of the Internal Revenue Code (IRS) of 1986.

B. FUNCTIONS

1. BAEDC’s outreach, education and mobilization programs include organizing, coordinating or engaging in any way necessary in seminars, workshops, peaceful public demonstrations and/or cultural and social events to help initiate and promote dialogues and cooperation among Eritreans and Eritrean groups, and raise awareness to enhance public participation and engagement in the activism and movement for democracy and rule of law in Eritrea.
2. The very heart of BAEDC beats for unity, for a collective struggle, and for the kind of justice originating from within and expands to all and that serves all Eritreans equally irrespective of ethnic background,



region, gender, age and political opinion. Thus, we shall always be prepared to engage in and listen to any constructive initiatives and events organized by Pro-Democracy Eritrean activists and groups.

3. We shall also be committed to the best of our capacity and resources to undertake human rights advocacy works and engage in humanitarian activities pertaining to Eritrean refugees during their quest for freedom and democracy. To that end, in addition to collaborating with other Eritreans and Eritrean groups, BAEDC shall work to build relationships and cooperation with local, regional and international non-governmental and governmental institutions and forums and also undertake lobbying.
4. Our organization shall also be committed to supporting initiatives by individual Eritreans and groups to promote human rights and democracy in line with our cause.
5. Currently, many Eritreans refrain from openly opposing the regime in Eritrea for fear of reprisal to family members by the Government. Thus, although we believe that the best course and recourse of activism and movement to bringing change in Eritrea timely is through open mass participation, BAEDC shall be committed to protect the privacy of its members and keep membership and other records of any member confidential if the latter prefers to keep personal records confidential.

SECTION 4: POWERS

The organization shall have the power, directly or indirectly, alone or in partnership or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the organization is formed, and aid or assist other organizations whose activities further accomplish, foster, or attain such purposes. The powers of our organization may also include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

SECTION 5: MEMBERSHIP

A. DETERMINATION OF MEMBERSHIP

BAEDC shall have the following three membership categories: Voting/Regular Members, Non-voting Members and Honorary Members. Subject to the articles of incorporation or other provisions of these Bylaws of BAEDC or the Laws of the State of California, all members shall have the same rights, privileges and duties or responsibilities. Anyone who believes or claims that he/she is an Eritrean and believes in the cause and well-being of Eritrea and its people can be a member.



B. ELIGIBILITY

1. VOTING/REGULAR MEMBERSHIP

Voting/Regular Membership (referred as 'Members' throughout this bylaw) is open to any Eritrean above the age of 18 that supports the mission of the organization and purpose for which it was formed. Membership shall be granted upon receipt of the membership application form and payment of membership due and registration fee, if any. These, however, shall not preclude the Board of Directors (here in after also referred to as 'the Board'), which is the governing body of the organization, from requesting applicants to provide proofs of their Eritrean identity, if contested.

2. NON-VOTING MEMBERSHIP

Non-voting Membership shall be granted to Eritrean applicants who do not prefer to register as Voting/Regular Membership for any reason but wish to participate in the activities of the organization and provide contributions. Eritreans who are between the ages of 15 and 18 are also eligible to become Non-Voting Members. Subject to the age requirement of Non-voting members, the criteria for admitting any one as a Non-voting member shall be the same as Voting/Regular Members.

3. HONORARY MEMBERSHIP

The Board of Directors may from time to time grant Honorary Membership Status to Eritreans and Non-Eritrean individuals and organizations or groups for their outstanding contributions to the cause of democracy, rule of law, respect for human rights in Eritrea and protection of the rights of Eritreans in the Diaspora. Honorary Members are free to participate in the activities of the organization and provide contributions with out exercising voting rights.

C. TERMINATION OF MEMBERSHIP

1. GROUNDS FOR MEMBERSHIP TERMINATION

- a.** Resignation of a member;
- b.** Member's failure to pay dues, fees and assessments as set under these bylaws and by the Board of Directors within period of time set by the board after they are due and payable, or six months in case of membership dues and fees;



- c. Termination of membership based on the good faith determination by the Board of Directors if a member has failed in a material and serious degree to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purpose and interests, or intentionally worked against the organization's mission and goal; and
- d. Engages in corruption pertaining to the Organization's financial and property interests.

2. TERMINATION PROCEDURE

- a. The Board of Directors shall give the member at least 15 days' prior notice of the proposed suspension/termination and the reasons for it. Notice shall be given by any method reasonably calculated to provide enough time and notice. Notice given by mail shall be sent to the member's last address as shown on the organization's records.
- b. A member under a suspension process shall be given an opportunity to be heard, either verbally or in writing, at least five days before the effective date of the proposed termination.
- c. The Board of Directors shall decide whether or not the member should be suspended, expelled, or sanctioned in any way. The decision of the board or committee shall be final.
- d. The Board of Directors shall, after hearing the member's response to the termination notice, communicate its final decision to the member within 15 days of receiving the response. The Board's decision then becomes final and put to effect if the General Body at its next meeting following the Board's decision does not reverse it.

3. MEMBERSHIP REINSTATEMENT PROCEDURE

Membership may be reinstated if:

- a. Upon receiving a complaint, the Conciliatory Committee reaches a conclusion of wrong termination/ suspension by the Board of Directors;
- b. Membership fees are paid in full, if membership was suspended due to non-payment of membership dues; or
- c. Applicant unequivocally admits wrong doing and pledges not to engage in any violation of these Bylaws in the future



D. RIGHTS AND DUTIES OF MEMBERS

1. RIGHTS

Subject to the provisions of these Bylaws, and Laws of the State of California and Federal Laws, all members of BAEDC shall have the rights to:

- a.** Elect candidates and be elected for any electoral position of the organization;
- b.** Serve in any committee, sub-committee and task forces of the organization;
- c.** Express views, concerns, criticism and suggestions pertaining to the activities of candidates and the organization; and
- d.** Receive publications sponsored and issued by the organization.

2. DUTIES

- a.** Support and comply with rules of conduct and the mission, goals, purposes and interests of the organization;
- b.** Complete membership forms and pay dues; and
- c.** Attend the organizations periodic and annual meetings

E. MEMBERSHIP FEE

Membership fee for Voting/Regular members shall be \$10 per month or \$120 a year and it is non-refundable.

SECTION 6: GENERAL BODY

Every voting member of BAEDC is considered a member of the General Body.

POWERS



1. The General Body shall be the highest decision making authority of BAEDC. It is the only organ of the organization whose interpretation and application of these Bylaws is more binding.
2. During congress, the General Body elects and empowers the Board of Directors and two Auditors to undertake tasks mandated under these Bylaws, the State of California and federal laws. The General Body, after six months of the congress, similarly elects and empowers Conciliatory Committee consists of four members to resolve conflict of interest matters and disputes among Board members or Board Members and members of the organization.
3. The General Body hears periodic activity reports from the Board of Directors, Auditors, and other officials assigned by the Board of Directors.
4. The General Body shall be the only authority to approve and change these Bylaws, change the legal personality/structure of the organization, and remove, replace or add Board of Directors. Accordingly the General Body shall also be the highest authority to approve and amend goals and programs of the organization.

A. General Body MEETING

1. REGULAR MEETINGS

- a. Unless otherwise agreed by the General Body, Regular meetings of the General Body shall be held every three months on a day and time decided by the Board of Directors. Minutes shall be taken at every meeting and the responsibility of taking minutes shall reside with the Secretary or someone approved to take minutes by the General Body.
- b. The Date, time and location of such Regular meetings of the General Body shall be made known to the public and media. Such announcements shall be posted on the web pages of BAEDC and Eritrean websites and media outlets, public places and such other platforms deemed helpful.

2. CONGRESS

The Biannual Meeting of members, also referred as the Congress, shall take place during the first or second weekend of December, on a date, time and location designated by the Board of Directors. At the Biannual meeting, the members shall receive reports from serving Board of Directors on the activities of the organization, financial, recommendations, list of available resources of the organization and elect



Board of Directors for the following two years. The Biannual meeting of members shall also evaluate, discuss and determine the direction of the organization and revisit the bylaw if necessary to make any changes and amendments.

3. EMERGENCY / SPECIAL MEETINGS

The Chairperson or a simple majority of the Board of Directors may call special meetings. A petition signed by Twenty (20%) percent of voting members may also call a special meeting in which case requests have to be submitted to the leadership via the official email. An answer to a special meeting should be given with 3 weeks.

4. MEETING VENUE

Unless otherwise provided by the Board of Directors or as may be designated from time to time by resolution of the Board of Directors, both meetings of the General Body or Board of Directors shall be held at its principal office.

5. NOTICE OF MEETINGS

Electronic or Printed notices of each meeting shall be sent or handed out to each voting member, by email, mail and/or text messaging, not later than two weeks prior to the meeting and one month notice to the exact date of the annual meeting or congress.

6. QUORUM

- a.** Except where it has to amend, modify and/or delete sections of these bylaws dealing with the mission and/or goals/objectives of the organization and powers of the Board of Directors, the quorum to conduct meetings of the General Body and pass resolutions shall be simple majority members of the organization.
- b.** The General Body may amend, modify and/or delete sections of these bylaws dealing with the mission and/or goals/objectives and powers of the Board of Directors if it secures support and approval by more than 2/3 of the total number of members of the organization.

SECTION 7: BOARD OF DIRECTORS

A. COMPOSITION, POWERS AND COMPENSATION



1. The Board of Directors shall be the governing body of BAEDC and, as such, has the authority and is responsible for the supervision, control, and direction of the organization in accordance with these Bylaws and the laws of the State of California and Federal Laws.
2. The Board of Directors shall consist of a Chairperson, Vice-Chair, Secretary, Treasurer and three more elected members, all of whom are publicly elected by the General Body. At least 40% of the Board of Directors should be women.
3. In addition to the active 7 members of the Board of Directors, at least 5 candidates will be elected as reserve members to fill vacancies on the Board of Directors. The criteria and term of office for the reserve candidates shall be the same as the active members of the Board of Directors.
4. Board of Directors shall serve without compensation except that a reasonable fee may be paid to them for attending conferences/meetings as allowance if the financial status of the organization allows it. However, they shall be allowed actual advancement or reimbursement of expenses incurred in the performance of their duties. Subject to the provisions of these Bylaws, the chairperson shall approve any payment/s to officers or Board of Directors in advance.

B. CRITERIA AND TERMS

1. Any Regular/Voting member who is 18 years of age or more and is not behind on his monthly membership dues in excess of two months, supports the mission and objectives of the organization and who has been a member of the organization for at least 6 months prior the election may become eligible for the position of Board membership.
2. All members of the Board of Directors shall be elected to serve a two years term; however the term may be extended until a successor has been elected by the General Body.
3. The term of office shall be considered to begin on January 1st and end December 31st of the same year unless the term is extended until such time for a successor to be elected, in which case the term of office shall be considered to have ended when the substituting member of the Board of Director is elected by the General Body.

C. DUTIES AND FUNCTIONS OF BOARD OF DIRECTORS

Board of Directors of BAEDC shall have the following duties:



1. Oversee the implementation of these Bylaws and attainment of the missions and goals of the organization;
2. Perform any and all duties imposed on them collectively or individually by these bylaws; the articles of incorporation or laws of California;
3. Meet at such times and places as required by these bylaws;
4. Vote at such times and places as required by these bylaws on issues pertaining to the objective and activities of the organization;
5. Register their addresses with the secretary of the organization, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
6. Subject to the provisions of these Bylaws, decide on the formation of committees and/or sub-committees and develop guidelines to setup task forces. When developing such guidelines, the Board shall, when necessary, consult with relevant committees and/or any other organ/s of the organization.

D. MEETINGS

1. PLACE AND TIME OF MEETINGS

- a. Unless otherwise provided by the Board of Directors or as may be designated from time to time by resolution of the Board of Directors, its meetings, both the regular and special or emergency, shall be held at its principal office.
- b. Regular meetings or Teleconferences of the Board of Directors shall be held once a week on majority agreed day by the Board of Directors.
- c. Regular Meetings of the Board of Directors shall be held at least 10 times a year at a time agreed upon by all or most members of the Board.

2. CONDUCT OF MEETINGS

- a. Unless these Bylaws, the Articles of Incorporation or Federal laws or laws of the State of California, require a greater percentage or different voting rules for approval, every measure or decision taken or resolution passed by the majority of the Board of Directors present at meetings or teleconferences



duly convened or held at which quorum is met shall be considered resolution, measure or decision of the Board of Directors;

- b. Meetings and/or teleconferences of the Board of Directors shall be presided over by the chairperson, or in his or her absence, by the vice chairperson, or in the absence of such person, by the Secretary, or in the absence of such person, by any one of the Board of Directors delegated by the Chairperson, the Vice-chair or the Secretary. The secretary of the organization shall act as secretary at all meetings of the board, provided that, in his or her absence, the presiding officer/member of the Board of Directors shall appoint another person to act as secretary;
- c. Minutes shall be taken at every meetings of the Board of Directors, including at meetings of the General Body; and the responsibility of taking minutes shall reside with the Secretary or any person or groups of persons designated by the Secretary of Chairperson of the organization; and
- d. If any Board of Director misses three (3) consecutive meetings, any public or board meetings, with out excuse during a calendar year the position held by said member/s shall be considered abandoned and vacated. This may not apply to absences due to illness or injury of the Board of Director. Records of attendance shall be made part of the official records of meetings as recorded by the Secretary/Treasurer.

3. QUORUM

At least 50%+1 of Board members shall constitute Quorum for the purpose of convening their meeting. 50%+1 of those present is sufficient to deliberate on matters and pass resolutions or decisions.

SECTION 8: OFFICERS

The officers of the organization shall be the Chairperson, Vice-chair, Secretary and Treasurer who shall be elected/nominated from the Board of Directors by the latter or the General Body.

A. CHAIRPERSON

The Chairperson of BAEDC shall have the following powers and duties:

- 1. Subject to delegation of authority to any member of the Board of Directors when necessary and possible, preside over all meetings of the organization;



2. Subject to any provision to the contrary, chairs seminars and conferences of organized /co-organized by the organization;
3. Convene Emergency / special meeting when it deems necessary;
4. Where possible and subject to delegation of duty to any Board of Director chair any Conference;
5. Make public appearances on behalf of the organization;
6. Subject to such prior consultations and approval by Board of Directors, as may be authorized by the bylaws of the organization, make such appointments of administrative officers or professionals;
7. Facilitate all meetings and exercise authority to act on behalf of the organization when matters requiring immediate action occur;
8. Act as a liaison officer between Board of Directors and Conciliatory Committee, if available;
9. Cast vote and perform such activities necessary as a Board of Director; and
10. Shall supervise all activities of the organization;

B. VICE-CHAIR

The Vice Chair shall have the following duties:

1. Performs all duties of the Chairperson in his/her absence;
2. Act as a proxy to the Chair whenever necessary;
3. Is in charge of the overall security and well being of the Organization especially at all events, meetings, conferences etc;
4. Assist the Chair in all his responsibilities as needed basis; and
5. Vice-Chair is responsible for assisting writing and providing all necessary documents at the end of the year as a written report on this position for the incoming chair

C. SECRETARY



The Secretary shall have the following duties:

1. The Secretary is responsible for recording minutes of meetings, ensures their accuracy and availability;
2. Proposes policies and practices;
3. Submits various reports to the board and archive any organizational records;
4. Writes and provides all necessary documents at the end of the year as a written report on this position for the incoming chair;
5. Organizing meetings and setting the agenda thereof;
6. Performs all duties of the Vice-Chair in his/her absence;
7. Fulfills any other requirements as outlined by the Chairman or Vice Chair; and
8. Performs other duties as the need arises and/or as defined in the bylaws.

D. TREASURER

The treasurer shall:

1. Maintains all the financial records and exhibit at all reasonable times the books of account and financial records to the Chairperson, Vice-chair, the Secretary, or to their agents or attorneys, on request therefore;
2. Is responsible for obtaining records of all financial transitions and reporting it to the board or to the members at meetings as necessary;
3. Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
4. Is responsible for writing and providing all necessary documents at the end of the year as a written annual report or written report on this position for the incoming treasurer;



5. Receive, and give receipt for, money due and payable to the organization from any source whatsoever. The treasurer shall have the power to pay an invoice up to a \$1000.00 without any additional signature. The treasurer is required to have the chairperson's signature if the invoice is between \$1000.00 and \$2000.00 and a simply majority of the board of directors is required for an amount that exceeds \$2000.00.
6. Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
7. Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
8. Render to the Chairperson, Vice-chair or the Secretary, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation;
9. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
10. In consultation with other organs/departments of the organization forms a committee to further undertake its tasks and activities, when necessary; and
11. In general, perform all duties incident to the office of treasurer and such other duties as may be required by these Bylaws, the articles of the organization, laws of the State of California or Federal Laws, or which may be assigned to him or her from time to time by the Chairperson or Board of Directors.

SECTION 9 COMMITTEES OR DEPARTMENTS

BAEDC shall have five departments, here in after also referred as Committees, each headed by member of the Board of Directors to oversee its activities and carrying out of its tasks to achieve BAEDC's goals, objectives and charters.

A. FORMATION AND COMPOSITION



1. The Board of Directors shall, up on proposal by the Board members heading departments or committees, adopt resolution to establish and form departments or Committees to effectively carryout the tasks respectively assigned to them. The resolution shall include description of duties and operating procedures of the committees.
2. The Board shall notify the nominees and members of the organization of its resolution to form Committees and its proposed scope of activities.
3. The Board member submitting such proposal based up on the area of interest and backgrounds of nominees, and such other factors indicated on membership application forms or communications with Board members, shall present to board members the list of candidates for committee membership.
4. The Board member heading a department or committee shall notify board members of the replacement of committee members within seven days of such replacement.

B. LIST AND FUCTIONS

1. COMMUNITY RELATIONS AND MEMBERSHIP DRIVE

This Department shall be responsible for:

- a. Recruitment and mobilization of membership.
- b. Works to extend the reach and capacity of the organization’s membership drive and outreach and, in coordination with other relevant departments of the organization, conducting studies and developing strategies to extend the membership capacity and public participation;
- c. Engaging and building relationships with Eritrean religious, cultural, social, political and professional institutions and individuals that support BAEDC’s mission to accomplish its objectives;
- d. Oversee relationships of the organization with other Eritrean religious, cultural, social, political and professional institutions;
- e. Serving as a liaison between BAEDC and the Eritrean community at large;



- f. In consultation with other organs of the organization, form such other sub-committees, task forces and/or liaisons or small groups to further support and conduct its activities

2. PROJECT AND EVENTS COORDINATION

The Project and Events Department shall undertake the following activities to achieve BAEDC's goals:

- a. Secure venues, facilities and accessories necessary for hosting and holding seminars, conferences, workshops, demonstrations, and social, cultural and such other events necessary;
- b. Coordinate and organize meetings and fund raising events;
- c. Organize, coordinate and facilitate social, cultural and such other events necessary
- d. Assist other departments of the organization with coordination/organizing their respective events and encourage members to participate in any of the departments
- e. Provide assistance to the Community Relations Department and Secretary of the organization in communicating notices to the public; and
- f. In consultation with other organs of the organization, form such other sub-committees, task forces and/or liaisons or small groups to further support and conduct its activities.

3. LEGAL/DEMOCRACY AND HUMAN RIGHTS ADVOCACY

- a. Leads the Legal and human rights advocacy activities of the organization;
- b. Build relationships and collaborations with local, regional and international non-governmental and governmental institutions for democracy and human rights advocacy purposes;
- c. Organizes human rights seminars and conferences in coordination with other departments of the organization;
- d. Assists the Research Team and other Departments/organs of the organization in conducting their activities pertaining to issues of democracy and human rights advocacy activities; and



- e. In consultation with other organs of the organization, form such other sub-committees, task forces and/or liaisons or small groups to further support and conduct its activities

4. MEDIA AND PUBLIC RELATIONS

- a. The Department of Public and External Relations and Media connects BAEDC with governmental and non-governmental organizations, entities, groups, individuals and, generally, the public to help build and expand network and working relationships through, among others, lobbying, petition submissions and participating at events, and developing projects capable of engaging various actors.
- b. Oversees the organizational strategies pertaining to media as well as the digital media/web pages and out lets, advertising and various public relations projects;
- c. Overseeing the organization’s public outreach and education’s programs;
- d. Subject to provisions of these Bylaws, it shall from time to time develop and implement guidelines of posting opinions and publications on its Web-pages and social platforms. In developing opinion posting guidelines and such other procedures mandated under these Bylaws, the department shall be guided by the principle equality and promotion of freedom of expression and serving of truth and to prevent hate speeches on account of race, ethnicity, religion, gender and age;
- e. Subject to the provisions of these Bylaws, oversee the publication and dissemination of different opinions expressed by the General Body, Board of Directors, Executive Committee and such other departments and committees formed under these Bylaws;
- f. Spreads the organization’s message to the public, often using social and other media as a conduit and communicate with the public on behalf of the organization;
- g. Responsible for distributing the publications of the organization to other non-Eritrean organizations and the media;
- h. Engages on behalf of the organization with other groups, organization and/or individuals; and
- i. In consultation with other organs of the organization, form such other sub-committees, task forces and/or liaisons or small groups to further support and conduct its activities



5. RESEARCH TEAM

The research team shall undertake and coordinate tasks including:

- a. Sponsoring researches and studies on specific problems and encourages the discovery of solutions to those problems
- b. Facilitates interaction among Eritrean and Non-Eritrean intellectuals and professionals in pursuit of sponsoring researches and studies on specific problems and discovering solutions to those problems; and
- c. Generally, serve as Think Tank, source of research and ideas in solving shortcomings of our struggle for democracy, human rights and rule of law

SECTION 10: SUB-COMMITTEES AND TASK FORCE

1. Departments or Committees may from time to time form sub-committees or Task Forces to undertake specific tasks or activities aimed at furthering their activities of Committees or Departments. The Board's approval may be waived be a requirement to form Sub-committees or Task Force but may from time to time evaluate the composition and overall activities of Sub-committees or Task Force and take necessary measures to enhance their contributions, when needed.
2. Board Members shall notify other Board members of the formation of Sub-committees or Task Force / Working Groups under their supervision as soon as possible. Board members shall also provide updates on the activities of sub-committees or Task Force / Working Groups of their departments/committees to the Board. All Task Forces or working groups shall have a start and end date.

SECTION 11: TERMINATION/REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

A. GROUNDS OF TERMINATION AND/OR REMOVAL

1. Any member of the Board of Director may resign at any time by providing a written notice to the Chairperson, Vice-Chair, Secretary, or sending the notice to the mailing address of the organization. The



resignation notice shall then be communicated to all remaining Board of Directors immediately or as soon as possible;

2. Board Member's failure in a material and serious degree to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purpose and interests, or intentionally worked against the organization's mission and goal;
3. Corruption pertaining to the Organization's financial and property interests;
4. Members and Board Member's repeatedly boycotting/leaving of a meeting/teleconference or activity of the Board in the middle of a session without the approval of the meeting chair in attendance;
5. If any Board of Director misses 4 (four) consecutive meetings, any board or public meetings, during a calendar year the position held by said member/s shall be considered abandoned and vacated. This may not apply to absences due to illness or injury of the Board member. Records of attendance shall be made part of the official records of meetings as recorded by the Secretary/Treasurer; and
6. The relocation of a Board member to a different residence location/address outside the organization's principal place of business/office shall not be construed as a vacant of a board membership seat as long as Section 12.5 is adhered.

B. TERMINATION/REMOVAL PROCEDURE

1. The Executive Committee shall, after receiving a resignation notice from member of the Board of Directors, notify the remaining members of the Board of Directors immediately or as soon as possible and put it as an agenda item so that the General Body at its next regular meeting would approve replacement.
2. The Executive Committee may propose termination, suspension or any disciplinary action against any member of the Board of Directors if it has sufficient reason any or all of the grounds for termination/suspension exist.

SECTION 12 : NOMINATION AND ELECTION PROCEDURE

Subject to the limitations provided under these Constitution/ By-Laws, the organization (BAEDC) shall nominate with at least 40% women to serve as members of the Board of Directors as provided hereinafter:



A. NOMINATION REQUIREMENTS

1. Any regular /Voting member who is 18 years of age or older fulfilling the membership requirements may become a candidate for any elective volunteer position of the Board of Directors.
2. Although any one fulfilling the membership requirement can become a candidate for the office of Board of Directors, nominating those with skills/training/knowledge in transitional justice, community service, political science and similar other fields is advantageous.
3. Subject to other provisions of these Constitution/ By-Laws, every nominator of candidates must also be a member of BAEDC in good standing.
4. Any regular member may protest the nomination of candidates on grounds that may include, but not limited to, past involvement in serious violations of human rights in Eritrea, corruption and conviction of serious crimes/felony in and outside Eritrea

B. PREPARATORY COMMITTEE FOR ELECTION

1. Before six months of the biannual Congress meeting, the Board of Directors shall establish a preparatory committee to administer the election of the Board of Directors and Auditors during the biannual Congress meeting.
2. The Preparatory Committee heads the nomination of an Electoral Team to be nominated from the congress during the biannual Congress meeting.
3. The preparatory committee After the nomination of the Electoral team, the

C. ELECTION PROCEDURES

The election of Board of Directors of the Organization (BAEDC) shall be conducted in accordance with the following procedures:

1. Electoral Team of three shall be constituted by the Congress present on Election Day to administer the election process through casting votes by open ballot;



2. Attempts shall be made to encourage making the nomination and election process more representative of the society;
3. Nominations of candidates shall either be submitted on the form prescribed by the Organization (BAEDC) which shall be handed out to attendants on election day or verbally announced by the nominator;
4. The names of nominees as provided for in sub-section B(3) shall be announced by the presiding person of the Election Team, at the meeting at which the election is to be conducted;
5. Throughout the election process each individual member present at the meeting for Election may only cast vote once to elect candidates for the position of Board of Directors, and only once to elect the Electoral Team;
6. The person presiding the Election team must declare elected the first 12 candidates who receive the top majority of votes and standby candidates those with the highest consecutive votes; and
7. When ever more than one candidate with lowest on the ballot receive the same number of votes to become an elected member of the Board of Directors or standby member of the latter, the election meeting shall by a separate vote, to be conducted as repeatedly as may be necessary, determine the candidate with a higher vote.

D. QUORUM

The quorum for election of members of the Board of Directors is 50%+1 of the total number of members. Thus quorum must be met for the election to take place and motions to pass.

D. ASSIGNMENT OF CANDIDATES TO BOARD POSITIONS AND OFFICES

1. Within a week of their election, the new members of the Board of Directors shall choose the Chairperson and other officers for the various posts of the Board of Directors among themselves by a majority vote.
2. The Chairperson and other officers for the various posts of the Board of Directors shall be elected by a separate vote of the General Body to be called for within a month when members of the Board of Directors are unable to choose the officers among themselves.



SECTION 13: CONFLICT OF INTEREST

A. PURPOSE

These conflict of interest provisions are to protect the interest of the organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any of its Officers or Board of Directors or any of its disqualified Officers as defined by the Internal Revenue Code and which might result in a possible "excess benefit transaction" as defined under Section 4958 of the same Code. These provisions however are by no means intended to replace any applicable state and/or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. Thus, it is only intended to supplement those laws.

Any member of the Board, Committee, Sub-committees and/or task force who has a conflict of interest in any matter before the organization, whether actual or apparent, shall rescue themselves from all business related to that matter.

B. DEFINITIONS

1. **Interested Person.** Any Board of Director, Principal Officer, Member of a committee with the Board's delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
2. A person has a financial interest if he/she has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the organization has a transaction or arrangement,
 - b. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

C. CONFLICT OF INTEREST AVOIDANCE PROCEDURES



1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity 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 person, he/she shall leave the governing board or committee meeting while 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.

SECTION 14: INDEMNIFICATION

A. INDEMNIFICATION

The organization shall indemnify each member of its Board, each of its officers, each of its employees designated for indemnification by the Board, and each person serving at the request of the Organization as a trustee, director or officer, member, sub-committee who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the organization, by reason of the fact that he or she is or was an Officer in Charge, Board of Director or officer, against expenses (including reasonable attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the organization and, with any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. EXCEPTIONS

This provision of indemnification under these bylaws shall not relieve an Officer in Charge, Board of Director or officer, member, sub-committee or task member on duty from liability for any breach of duty based upon an act or omission in breach of such person’s duty of a loyalty to the Organization, because of not acting in good faith or involving a knowing violation of law or resulting in receipt by such person of an improper personal benefit. In rendering such advice, the Board shall act by a quorum



SECTION 15: RECORDS OF PROCEEDINGS

A record of the organization's business shall be maintained. Accordingly, a summary of the record of the proceedings of the annual meetings and the conference shall be prepared and distributed to the members. Information concerning the organization's operations shall be given such other distribution as the members or the Board of Directors shall prescribe.

SECTION 16: SEAL

The Board shall provide a corporate seal stating the organization's name and logo, which shall be in charge of the Secretary and shall be used as authorized by these Bylaws.

SECTION 17: Emblem

The General Board shall decide the emblem of the organization. The emblem must be an inclusiveness that reflects Eritrea and Eritreans in general.

SECTION 18: FISCAL YEAR

BAEDC's fiscal year shall be from the beginning of January till the end of December every year.

SECTION 19 : LIMITATIONS

A. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Chairperson, member of the Board of Director, officer, employee or representative of BAEDC shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3) and contributions to which are deductible under relevant State and Federal regulations or laws.

B. PROHIBITION AGAINST SHARING EARNINGS

No Chairperson, officer or employee of, or other person acting on behalf of the Organization shall receive at any time any of the net earnings or pecuniary profit from the operations of the Organization, provided that this



shall not prevent either the payment to employees or contractors of reasonable compensation for services rendered to or for the benefit of the Organization.

SECTION 20 : AUDITING

BAEDC shall have an independent two Auditors who will be elected by the General Body.

The Auditors will report to the Executive Committee and the General Body and express their opinion on the accuracy and the completeness of the financial reports and the appropriateness of the use of BAEDC funds and resources every six months and give a report at the end of the year during the annual meeting.

SECTION 21 : Conciliatory Committee

- A. The Conciliatory Committee is a committee of five (5) members who are elected or nominated for two years by the General Body according to Section 6 (A) (2) of this bylaw. The members of the committee are preferably to be elders of the community with a background of social science.
- B. The Conciliatory Committee shall have the duty & power to resolve conflict of interest matters and dispute among Board Members, or the leadership with members of the organization or any external body. Dispute among members should be resolved first by the Board of Directors unless no conclusion could be reached or an appeal could be made to the Conciliatory Committee. The committee may use this bylaw to solve any disputes.
- C. The Conciliatory Committee may use a method of mediation to solve disputes among members mentioned in sub section (B) above.
- D. The Conciliatory Committee shall present its annual report to the General Body pursuant to this bylaw. This body should also give status of current conflicts during the General Body meeting.

SECTION 22 : AMENDMENTS

Any member of the Board of Directors and/or at least 20% voting members, up on submitting a written request to the Executive Committee, may propose amendments to these Bylaws. The procedural requirements for effecting amendments shall be same as passing a resolution. A proposal for amendment shall be brought by the



Board and voted on by the General Body during its regular meeting. Approved amendments shall become effective thirty days after the General Body has passed its resolution approving the amendments.

SECTION 23 : DISSOLUTION AND PROHIBITION AGAINST SHARING IN THE DISTRIBUTION ASSETS

A. DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed by the General Body up on proposal and recommendation by the Board of Directors to individuals and/or organizations for humanitarian and education purposes supported under these bylaws.

B. PROHIBITION AGAINST SHARING IN THE DISTRIBUTION ASSETS

No Chairperson, officer or employee of, or other person acting on behalf of the Organization shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Organization, whether voluntary or involuntary, the assets of the Organization, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts for human rights or educational organizations as the Board may determine.

ADDITIONAL NOTE:

Whereas 'he' or 'she' are used for entities treated as physical persons the pronouns are to be read equally for both genders.

Official communications with BAEDC shall at all times be made through the official mail and email contact addresses of the organization.

We shall at all times be guided by the principles of transparency, accountability, inclusiveness and tolerance.