

# Bylaws of Kauman Sama Co.

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## Article I: Name and Purpose

### Section 1: Name

The name of the organization shall be Kauman Sama Co. (the "Organization").

### Section 2: Purpose

The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific mission is to promote, enhance, and foster the development and use of the Sinama language(s) of Southeast Asia and to provide educational opportunities for Sama people. This includes research, literacy programs, cultural preservation, publishing, and community development.

## Article II: Offices

### Section 1: Principal Office

The principal office of the Organization shall be located in the State of Indiana at an address designated by the Board. The Organization may operate remotely and need not maintain a physical office, provided that required records are accessible and legal correspondence can be received.

## Article III: Nonprofit Status

### Section 1: Status

The Organization is a nonprofit public benefit corporation recognized under Section 501(c)(3) of the Internal Revenue Code.

## Article IV: Membership

### Section 1: No Members

The Organization shall have no members. The management and decision-making of the Organization shall be vested in the Board of Directors.

## Article V: Board of Directors

### Section 1: Number of Directors

The Board of Directors shall consist of at least three (3) directors. The initial directors of the Organization are:

- Luke Schroeder

- Omarjan Jahuran
- Daniel Minnella

## **Section 2: Election and Appointment**

Directors will be elected by a two-thirds (2/3) vote of the Board. Directors must be reappointed by a majority vote every three (3) years.

## **Section 3: Vacancies**

If the number of directors falls below three (3), due to resignation or other reasons, the remaining directors must appoint a new director to restore the minimum number of three (3).

## **Section 4: Removal of Directors**

Directors may be removed by a two-thirds (2/3) vote of the Board.

## **Section 5: Meetings**

The Board shall meet at least once annually, with additional meetings scheduled as needed. A quorum for meetings shall be at least two-thirds (2/3) of the directors, with a minimum of three (3) directors present.

## **Section 6: Electronic Meetings and Voting**

The Board may conduct meetings and voting electronically, provided all participants can simultaneously hear each other. Votes taken electronically must be documented and preserved.

## **Section 7: Decision-Making**

All decisions of the Board not otherwise specified in these Bylaws shall be made by majority vote.

## **Section 8: Director Qualifications**

All directors must demonstrate basic knowledge of at least one of the Sinama languages. This may be demonstrated through speaking, reading, or having studied a Sinama language, as determined by the Board. Directors are expected to maintain an ongoing commitment to the mission of preserving and promoting Sinama language and culture.

## **Article VI: Officers**

### **Section 1: Officers**

The officers of the Organization shall include at least a Chairman, Secretary, and Treasurer. The Board may appoint additional officers as needed.

### **Section 2: Terms of Office**

- The Chairman and Treasurer may serve a maximum of two (2) consecutive four (4)-year terms.

- The Secretary has no term limits.
- Officers may be removed from their positions by resignation or by a two-thirds (2/3) vote of the Board.

## **Article VII: Committees**

### **Section 1: Committees**

The Board may establish standing or ad hoc committees to support the mission and operations of the Organization. Committees shall have clearly defined responsibilities and authority as delegated by the Board.

## **Article VIII: Conflict of Interest Policy**

### **Section 1: Purpose**

This policy is to protect the integrity of Kauman Sama Co.'s decision-making process and avoid improper personal benefit.

### **Section 2: Definition of Conflict of Interest**

A conflict arises when a person in a position of authority has a personal interest that could influence their decisions on behalf of the Organization.

### **Section 3: Disclosure**

Board members, officers, and key employees must disclose actual or potential conflicts to the Board.

### **Section 4: Procedures**

Conflicted individuals must abstain from discussion and voting. The remaining Board will determine the appropriate course of action and document the decision.

### **Section 5: Annual Disclosure**

All directors, officers, and key employees shall sign an annual conflict of interest disclosure form.

## **Article IX: Fiscal Year**

### **Section 1: Fiscal Year**

The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.