

BYLAWS OF THE
RURAL DEVELOPMENT CENTRE (RUDEC) Cameroon

ARTICLE I: NAME OF RUDEC

Section 1: The name of the RUDEC Cameroon shall be the Rural Development Centre (RUDEC), hereafter referred to as the RUDEC Cameroon.

ARTICLE II: MISSION, PURPOSE, AND GOALS OF RUDEC Cameroon

Section 1: RUDEC Cameroon envisions a society wherein every individual has the opportunity to grow and contribute to the socioeconomic development of the community. We endeavor to achieve our goals through activities that promote sustainable development of the community in Belo, Cameroon. These activities involve strong participation from local community members with the guidance and valuable assistance of RUDEC and its volunteers

Section 2: The purpose of the RUDEC Cameroon is to create employment opportunities and support small farm and home-based small businesses using organic farming, thus fighting poverty in rural areas by creating awareness on the sustainable management of natural resources.

Section 3: The means of fulfilling the mission and purpose of the RUDEC Cameroon is to provide training, education, support and other learning and health activities that enhance the quality of life of groups and individuals including children, youth, adults and older adults.

Section 4: Non-Discrimination. The Rural Development Centre (RUDEC) Cameroon prohibits discrimination in all its programs and activities on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, marital, or family status.

ARTICLE III: OFFICES

Section 1: The principal office, as place of business, will be located at:

Belo, Po Box 09 Njinikom, Boyo Division, North West Province, Cameroon

Phone: (+237) 95167439

Website: <http://www.rudec.org>

Section 2: The RUDEC Cameroon may have other offices, branches and activity as its Board of Directors (hereafter referred to as the Board) may from time to time determine.

ARTICLE IV: LEAD ENTITY

Section 1: The lead entity for the RUDEC Cameroon shall be RUDEC branches in countries of legal registration.

Section 2: The lead entity's role is that of pass through agency for grant funds for the RUDEC and to provide guidance and resource support.

Section 3: All financial transactions must receive approval by the RUDEC Cameroon as implemented by budget policy or other action taken by the RUDEC Cameroon. Purchases can only be made by person in-charged of purchases. Each purchase shall be recorded by date, project and cost.

Section 4: Payment of bills shall be reviewed and approved by the Executive Director of the RUDEC Cameroon

ARTICLE V: POWERS OF THE BOARD OF DIRECTORS

Section 1: The Board shall be the governing authority of the RUDEC. The Board shall have the power to enter legally binding agreements to transact the business of the RUDEC Cameroon and to enable it to carry out its purposes, to sponsor programs and projects, and to provide services.

The Board shall have the power to: determine personnel, fiscal, and program policies; determine overall program plans and priorities; give final approval to all RUDEC Cameroon initiatives; ensure and enforce compliance with RUDEC contract and grant requirements; determine its own rules of procedure; and select its officers.

Board Members do not serve the RUDEC for personal financial or other gain and shall disclose any conflict of interest.

Section 2: Number of Board Members. The total number of seats on the Board at the time of RUDEC shall be five plus the ex-officio Coordinator. The board of directors has the power to adjust the number of members serving on the board depending upon expertise required to accomplish the mission, purpose, and goals of the RUDEC.

Section 3: Qualifications of Board Members. Board members must be 18 years of age or older and reside within the service area of the RUDEC Cameroon.

Section 4: Initial Tenure. Members of the initial Board will serve as a board.

Section 5: Removal Due to Poor Attendance. The board of directors views regular attendance as a necessity. Unexcused absences will be evaluated by the executive committee of the board of directors at its discretion.

Section 6: Vacancies. The Board will fill vacancies as the need arises.

Section 7: Manner of Action. Every member of the Board is entitled to one vote on every matter before the Board. Only an act of the Board as a group shall be official. No individual member shall be empowered to act on behalf of the Board unless authorized to do so by majority vote of the Board.

Section 8: Ex-officio Members.

Ex-officio members shall be non-voting members.

Ex-officio members may include the Coordinator and other key staff.

Ex-officio members may be appointed upon recommendation of the Executive Committee to the Board for approval.

ARTICLE VI: OFFICERS

- Section 1: Number and Titles: The officers of the RUDEC Cameroon shall be a Chair, Vice-chair, Treasurer and Secretary each of whom shall be elected by the Board.
- Section 2: Election and Term of Office. Officers shall be elected by the Board, and shall hold office until a successor has been duly elected.
- Section 3: Removal. Any officer may be removed from office by at least a two-thirds vote of the Board whenever in its judgment the best interests of the RUDEC Cameroon will be served thereby.
- Section 4: Vacancies. Vacancies in any office shall be filled by the Board, by majority vote at a meeting at which a quorum is present.
- Section 5: Chair. The Chair shall be the principal officer of the RUDEC Cameroon and, subject to the approval of the Board, shall in general supervise and control the business and affairs of the RUDEC Cameroon. He or she may sign such deeds, mortgages, bonds, contracts, or other instruments the Board has authorized to be executed, and may perform such other duties as authorized by the Board.
- Section 6: Vice-chair. The Vice-chair shall act in the absence or incapacity of the Chair, and when doing so, shall exercise the powers of the Chair.
- Section 7: Secretary. The Secretary shall maintain the minutes and related records of all Board meetings and functions. In addition the Secretary shall perform other duties incident to this office as assigned by the Board, including the co-signing of documents with the Chair.

ARTICLE VII: STANDING AND AD HOC COMMITTEES

- Section 1: Standing Committees. The only standing committee of the RUDEC Cameroon shall be the executive committee.
- Section 2: Executive Committee. The executive committee shall consist of the officers (chair, vice-chair, and secretary) and the Coordinator. The executive committee is charged with the responsibilities of: recommending administrative policies for Board consideration; handling situations that cannot wait for the full Board and reporting to the Board its actions.
- Section 3: The Fiscal Year shall be 1st January to 31st December. The director will prepare financial and activity reports to present to the Board at least four times a year. Within two months after the fiscal year ends, an annual report will be prepared outlining all expenses, all revenues, all activities, number of participants for each activity, Volunteers, Interns and Funders, major accomplishments for the year and special plans for the future year.

ARTICLE VIII: MEETINGS

- Section 1: Regular Meetings. The Board shall meet on a regular basis, at least four times a year, at a time and place established by the Board.
- Section 2: Special Meetings. The Chair may call special meetings of the Board, or may call a special

meeting upon request by three members of the Board.

- Section 3: Meeting Notices. All Board members will receive notice of meetings and of proposed meeting agenda topics prior to meetings.
- Section 4: Quorum. A quorum shall consist of at least three board members, one of which must be a duly elected officer.
- Section 5: Financial Agreements. For any financial agreement to be entered into, a simple majority of the Board is required.
- Section 6: Conduct of Meetings. Meetings of the Board shall be conducted in conformance with Roberts Rules of Order.
- Section 7: Minutes. The Secretary shall take, or cause to be taken, minutes of all Board meetings that include a record of votes taken on all motions made.
- Section 8: Proxy Voting. Proxy voting is prohibited.
- Section 9: Meeting Agendas. A meeting agenda will be prepared prior to each meeting by the Chair with the assistance of the Coordinator.
- Section 10: Public Comment. Each meeting shall include a fixed period of time for public comment.

ARTICLE IX: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws adopted by at least a two-thirds vote of the Board at any regular meeting or at any special meeting of the Board at which a quorum is present.

Adopted this 8th day of September 2011